



TOTAL
INTERNATIONAL

Ethics & Business Conduct Handbook

Prepared By: _____ Date: _____

Reviewed By: _____ Date: _____

Approved By: _____ Date: _____

1. The Principles.....	3
2. Policies:	
a. Introduction.....	4
b. Management Statement & Declaration.....	5
c. Infrastructure & Work Environment.....	5
d. Compliance Officer & Committee.....	5
e. Management Review.....	6
f. Monitoring & Measuring.....	7
g. Analysis of Data.....	7
h. Corrective Action.....	7
i. Continuous Improvement.....	8
j. Reporting of Potential Violations.....	8
k. Employee Ethics & Compliance Policy.....	9-13
l. Supplier, Contractor & Business Partner Ethics & Compliance Policy.....	14-16
3. Processes & Diagrams:	
a. Violation of Compliance	17
b. Training	18
c. Purchasing	19
d. Control of Documents.....	20
e. Internal Audits.....	21
4. List of Documents & Forms.....	22

Revision History		
Date:	Reason for Change:	Changes by:
1/30/2013	Initial release	Joshua Boldra



1. The Principles

Integrity

Total International shall operate in a professional, independent and impartial manner in all its activities. We shall carry our work honestly and shall not tolerate any deviation from its approved methods and procedures. Where approved test methods make provision for tolerances in results, we shall ensure that such tolerances are not abused to alter the actual test findings.

We shall report data, test results and other material facts in good faith and shall not improperly change them, and shall only issue reports and certificates that correctly present the actual findings, professional opinions or results obtained.

Conflicts of interest

Total International shall avoid conflicts of interest with any related entity in which it has a financial or commercial interest and to which it is required to provide services.

We shall avoid conflicts of interest between the Total International's companies and/or divisions engaged in different activities but which may be providing services to either the same client or each other.

We shall ensure that its employees avoid conflicts of interest with the activities of Total International.

Confidentiality

The Member shall treat all information received in the course of the provision of its services as business confidential to the extent that such information is not already published, generally available to third parties or otherwise in the public domain.

Anti-bribery

Total International prohibits the offer or acceptance of a bribe in any form, including kickbacks on any portion of a contract payment.

We shall prohibit the use of any routes or channels for provision of improper benefits to, or receipt of improper benefits from, customers, agents, contractors, suppliers, or employees of any such party, or government officials.

Fair marketing

Total International shall only present itself and conduct marketing, including any comparisons with or references to competitors or their services, in a manner that is truthful and not deceptive or misleading or likely to mislead.



2. Policies: Total International

Introduction

Total International developed and implemented an Ethics & Business Conduct Compliance Program to ensure to our customers the best service with the highest integrity and honesty. The Ethics & Business Conduct Handbook of Total International meets the requirements of the International Federation of Inspection Agencies (IFIA) Code Compliance specification.

This handbook is divided into areas that cover Policies, Processes and Monitoring & Measuring. Each section begins with a statement expressing Total International's obligation to implement the basic requirements of the referenced IFIA Compliance Code. At the end of each section there will be a list of the documents referenced specific to that section.

This handbook describes the principles Total International abides by, top management responsibilities, delineates authorities, inter relationships and responsibilities of the personnel responsible for performing within the program. The handbook also provides procedures or references for all activities comprising the program to ensure compliance to the necessary requirements of the standard.

This handbook is used internally and externally to guide the company's employees, suppliers, contractors or business partners through the various requirements of the IFIA standard that must be met and maintained in order to ensure customer satisfaction, continuous improvement and provide the necessary instructions that create an empowered work force with the highest consideration of integrity.

This manual is also used to introduce our program to our customers and other external organizations or individuals. The handbook is used to familiarize them with the controls that have been implemented and to assure them that the integrity of the program is maintained and focused on customer satisfaction and continuous improvement.



Management Statement & Declaration

Ricky Seung, Patricia De Vera and Joshua Boldra have been actively involved in implementing the Ethics & Business Conduct Handbook program. It has provided the vision and strategic direction for the growth of the integrity and honesty in which we conduct all business transactions.

To continue to provide leadership and show commitment to the improvement of the program management will do the following:

- Communicate the importance of meeting customer, statutory, and regulatory requirements.
- Establish a foundation for reporting potential infractions to the compliance principles.
- Establish the “Help Line” for employees to report anonymously.
- Conduct annual management reviews of processes and form of the handbook.
- Ensure the availability of resources.
- Complete the IFIA Code Compliance declaration annually.

Infrastructure & Work Environment

The infrastructure has been provided and includes buildings, workspace, utilities, and supporting services. Existing infrastructure is maintained to ensure service conformity and documentation is backed up to our network. Access to confidential documentation is restricted to ensure only authorized personnel have access.

Employees, suppliers, contractors or potential business partners all are required to sign a non-disclosure agreement as to up hold all business transactions, discussions, documents and details of, as confidential.

A work environment suitable for achieving service conformance is maintained. The work environment is managed for continuing suitability. Data from the quality system is evaluated to determine if the work environment is sufficient for achieving service conformance, or if preventive or corrective action related to the work environment is required.

Compliance Officer & Committee

We have elected a Compliance Officer Joshua Boldra to facilitate the management of our program and maintain our continuous improvement initiatives. The compliance officer has the responsibility and authority to ensure that the IFIA requirements for compliance is maintained and documented. To be a free line of communication for employees to report violations and or provide feedback on any compliance related issues to top management.

- Ensure that processes needed for the compliance program, are established and implemented.
- Report to top management on the performance of the compliance program, and note needed improvements.
- Promote awareness of customer requirements throughout the organization.

- Act as a liaison with external parties such as customers or auditors on matters relating to the compliance program.
- Document all potential violations and investigate the details and report to management and the committee.

All full time employees are considered the committee and are responsible for the following:

- Reporting any potential infraction to the compliance program.
- Participate in creating and help improving any process or documentation related to the compliance program.
- Help determine and investigate and report disciplinary actions for any determined actual violation of the compliance program.

Management Review

All compliance programs related reports and documentation are reviewed in the top management meetings to ensure continuous improvement and get all employees' feedback and participation in the creation and implementation of any changes that arise as a result of this review.

Top management reviews the compliance program annually. This review assesses the continuing suitability, adequacy and effectiveness, identifying opportunities for improvement and necessary changes. Records are maintained for each management review meeting.

Review Input

- Customer feedback
- Process performance conformance
- Violations of compliance
- New supplier / contractor records
- Training process
- Results of audits and external audits.
- Status of preventive and corrective actions.
- Follow-up actions from previous management reviews.
- Planned changes that could affect the compliance program.
- Recommendations for improvement.

Review Output

- Improvement of the effectiveness of the compliance program and its processes.
- Improvement of service related to customer requirements.
- Resource needs.
- Change requests.
- Additional training.

Responsibility for required actions is assigned to members of the management review team. Any decisions made during the meeting, assigned actions, and their due dates are recorded in the minutes of management review.

Monitoring & Measuring

Total International applies suitable methods for monitoring and, where applicable, measurement of the compliance program processes. These methods demonstrate the ability of the processes to achieve planned results. When planned results are not achieved, correction and corrective action is taken, as appropriate, to ensure conformity and discipline of the compliance program. The following processes are identified:

- Training Process
- Corrective & Preventive Action Process
- Supplier Qualification Process
- Violation of Compliance Process
- Control of Records Process
- Control of Documents Process
- Purchasing Process

Analysis of Data

Total International determines, collects and analyses appropriate data to demonstrate the suitability and effectiveness of the compliance program and to evaluate where continual improvement of the program can be made. The process for determining, collecting and analyzing this data is defined in the Management Responsibility process. Appropriate data includes data generated as a result of monitoring and measurement and from other relevant sources. The analysis of data provides information relating to:

- Customer satisfaction.
- Conformance to service requirements.
- Characteristics and trends of processes and products including opportunities for preventive action.

Corrective Action

Total International takes action to eliminate the cause of violations in order to prevent recurrence. Corrective actions are appropriate to the effects of the potential violations encountered. A documented procedure defines requirements for:

- Reviewing potential violations and investigating the steps that led to the claim.
- Determining the root causes of violations.
- Evaluating the need for disciplinary action to ensure that effectiveness of the system works.
- Determining and implementing action needed.
- Records of the results of action taken.
- Reviewing corrective action taken.



Continuous Improvement

Total International has adopted the compliance program to ensure the highest level of honesty and integrity are upheld and the implementation throughout the organization and its business partners, suppliers and contractors will continue to improve the program as it matures. Through the below processes this is achieved:

- Control of Documents
- Internal / External Audits
- Corrective & Preventive Actions
- Management Reviews

Reporting of Potential Violations

Employees will not suffer demotion, penalty or any other adverse consequence arising from reporting potential violations or the strict implementation of all aspects of the program even in the event of loss of business.

We have established an employee “help line” where employees can obtain guidance on any question or matter relating to the implementation of the Code of Ethics and Compliance Policy or potential violations with complete confidentiality. The employee can also report these to top management or the Compliance Officer. The employee direct line for communicating compliance infractions is (213) 674-2222.

All suppliers, contractors and business partners can log a claim by contacting the Compliance officer and or the top management. All claims are reviewed for validity before they are investigated and corrective actions applied. You can also get contact information through our website www.totalint.co.

For any questions contact:

Compliance Officer

Joshua Boldra

Joshua@totalint.co

phone: (213) 365-5504



Employee Compliance Policy

Total International ("Company") is proud of the values with which it conducts business. It has and will continue to uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions. To this end, this Code of Business Conduct and Ethics serves to (1) emphasize the Company's commitment to ethics and compliance with the law; (2) set forth basic standards of ethical and legal behavior; (3) provide reporting mechanisms for known or suspected ethical or legal violations; and (4) help prevent and detect wrongdoing.

Given the variety and complexity of ethical questions that may arise in the Company's course of business, this Code of Business Conduct and Ethics serves only as a rough guide. Confronted with ethically ambiguous situations, employees should remember the Company's commitment to the highest ethical standards and seek advice from supervisors, managers or other appropriate personnel to ensure that all actions they take on behalf of the Company honor this commitment. When in doubt, remember the following rule of thumb:

"...I want employees to ask themselves whether they are willing to have any contemplated act appear the next day on the front page of their local paper – to be read by their spouses, children and friends – with the reporting done by an informed and critical reporter."

The Company is committed to maintaining the highest standards of conduct. Ethical behavior is morally right and legally required, and requires your personal commitment, the same kind of commitment that we believe you and your fellow employees expect for themselves, the Company, and from others.

The Code of Business Conduct and Ethics cannot address every situation an employee may encounter, nor is it a strict list of do's and don'ts. Rather, it is a basis for you to make sound moral and ethical judgments in business dealings. Other company policies, practices and procedures, as well as sound common sense, also apply.

A copy of this acknowledgment will be placed in your personnel file.

As a company, we are committed to this Code, and we will not tolerate actions or conduct that violate it.

- **Integrity.** *All employees are expected to conduct themselves with the highest principles of honesty and integrity.* Each of us must avoid not only impropriety, but the appearance of impropriety as well.
- **Law Abiding and Ethical.** *The Company is law-abiding and ethical.* No employee shall take, recommend, or direct any action which the employee believes may violate any law, regulation, Company policy or this Code. All employees have a duty to report to the Company or the appropriate authorities any known or suspected violations of law, regulations or Company policy, including violations of this Code of Business Conduct and Ethics.
- **Stewardship of Company Funds and Assets.** *Employees are expected to be careful stewards of the Company's assets and funds.* No employee may recommend, make or approve any expenditure of funds or use of Company assets in violation of any law, regulation, Company

policy, or for any personal or other non-business purpose, or outside of the employee's scope of authority.

- **Books and Records.** *Accurate and complete books and records are necessary for the Company to do business.* Employees shall comply with the Company's established accounting rules and controls. All of the Company's books, records, accounts and financial statements must accurately reflect the nature of the transactions recorded and must conform both to applicable legal and accounting requirements and to the Company's system of internal controls. All assets and liabilities of the Company must be recorded in the regular books of account. No undisclosed or unrecorded fund or asset shall be established in any amount for any purpose. No false or artificial entries shall be made for any purpose. No payment shall be made, or purchase price agreed to, with the intention or understanding that any part of such payment is to be used for any purpose other than that described in the document supporting the payment. Employees shall not knowingly charge unallowable costs and expenses to the Company, nor conceal or misrepresent expense reports. All labor and material costs shall be accurately reported, recorded and charged. Erroneous charges shall be corrected immediately.
- **Quality and Safety.** *The Company is committed to providing products and services which are safe and which meet or exceed customer expectations of quality and value.* Deficiencies in product quality, safety, design or installation may place the well being of customers, employees or others at risk as well as threaten the financial stability of the Company, and must be reported promptly.
- **Dealing with People.** *It is a fundamental principle of this Company that all people should be treated with respect and courtesy.* This expectation applies not just to coworkers, but also to customers, vendors and all other people employees deal with in the course of their work. Examples of behaviors which violate this fundamental value include physical or verbal abuse, profanity, vulgarity, name-calling or threats, shouting, intolerance or stereotyping as to race, religion, political beliefs, national origin or gender, unwelcome sexual advances or promoting an environment of sexual intimidation or harassment, insensitivity to the individual beliefs and customs of others, rudeness or malicious gossiping.
- **Employment Diversity.** *The Company is committed to providing equal employment opportunity and promoting workplace diversity.* As an equal opportunity employer, the Company will not tolerate discrimination against any employee based on race, color, gender, age, religion, national origin, disability or any other legally protected characteristic. Employment and personnel decisions will be made in a manner which promotes the principle of equal employment and achieves affirmative action goals.
- **Employee Safety; Drugs and Alcohol.** *The Company is committed to maintaining a safe and drug-free workplace.* All employees are expected to know and comply with appropriate facility safety rules. Deficiencies in workplace safety should be reported promptly to management. The use, possession or distribution by any employee of any illegal drug, illegally used prescription, controlled substance or alcoholic beverage on Company premises, or anywhere else in a manner which may harm the safety of any employee, the quality or efficiency of Company work or the general reputation of the Company, violates this Code, and may violate applicable law.

- **Conflicts of Interest.** *Employees are expected to keep the best interests of the Company foremost in the performance of their duties, and not allow themselves to be placed in any position of actual or apparent conflicts of interest with the Company.* Conflicts of interest may improperly influence or give the appearance of improperly influencing sound business decisions, and may violate the law. It is never acceptable to offer, solicit, give or receive any kind of bribe, kickback or other illegal or unethical payment. Beyond such obviously improper behavior, it also is a violation of this Code for any employee to engage directly or indirectly in outside business activities with a customer, supplier or agent of the Company, or that are competitive or inconsistent with any business of the Company. A conflict of interest also arises if an employee seeks or accepts gratuities, favors or other benefits having more than nominal value from a supplier or customer or someone who works for a supplier or customer, or for an employee to offer to give any gratuity, favor or benefit having more than nominal value to a supplier or customer. In addition to possibly being a violation of the law, conflicts of interest are banned because they may be interpreted as improperly influencing sound business decisions. A conflict of interest does not arise where a gratuity, favor or other benefit is received or granted as part of a sales promotion or other program generally available to customers of the supplier or customer of the Company, and approved by senior management. For the same reasons of potential conflict of interest, where a personal relationship exists between an employee and an industry representative or government employee or official of some agency or any customer or supplier with whom the Company has or is considering a business transaction, the employee must report the relationship to senior management promptly, before the transaction is negotiated.
- **Protecting Company Information.** *Company information is an important Company asset and must be kept in confidence.* It is critical to the Company's competitive position and commercial success that the Company's proprietary and confidential information not be improperly used or disclosed by any employee. Customer lists, price lists, strategic plans, manufacturing processes and practices, employee rosters or other employee information and all other sensitive information must be kept confidential. Employees should not discuss Company proprietary information with other Company employees unless the other employees need to know that information in order to perform their jobs. Employees must not use or disclose any confidential information learned in the performance of their Company duties for their own private profit or gain or that of any other person, or for any other purpose outside the scope of the proper performance of their duties. Trade secrets which are developed using Company time, resources or materials, including inventions and other ideas, belong to the Company, and any employee involved in creating these must cooperate in the Company's documentation of ownership of such intellectual property. Nothing in this Code, however, shall be construed to prohibit employees from discussing with others the terms and conditions of their own employment.
- **Political and Governmental Activity.** *All activities with government agencies must be conducted strictly on an arm's length business basis.* Both the US and many other countries have complex and detailed regulations that address doing business with government branches or agencies. In general, in business dealings with government entities, no employee shall provide or offer to provide any gratuity, favor or other benefit to governmental agents, or engage in any other activity which could improperly influence, or reasonably be interpreted as attempting to improperly influence, any government decisions or activities. Payment of Company funds or contributions made in the Company's name for political action committees or for other political purposes violates this Code and the policy governing use of Company funds.



- **Electronic Resources.** *The Company's systems which provide access to the Internet and for email and electronic commerce, as well as electronic facsimile transmittal ("fax") and traditional phone systems, are intended only for the conduct of Company business, and all information on these systems is the property of the Company and not that of any individual.* Employees are expected to know and comply with the Company's rules governing the use of such systems and to understand that such systems are intended only for the conduct of legitimate Company business. All data on such systems is subject to Company disclosure and inspection. Use of any of these systems by an employee to harass or offend others, or to access Internet or other resources for pornography or other offensive materials, may violate the law and specific Company policies on this subject and violates this Code.
- **Competition.** *It is a violation of this Code and may be illegal for any employee to plan or act with any competitor to fix prices, restrict market competition or otherwise violate the antitrust and trade regulation laws.* The Company has prospered under our country's open competitive environment, and expects employees to comply with antitrust and trade regulation rules which apply to their activities.
- **International Business.** *The conduct of international business is subject to specific restrictive U.S. and foreign laws and rules.* Any employee proposing to make, market or sell the Company's goods or services in any foreign country is responsible for consulting in advance with senior management and the Company's attorneys in order to assure compliance with domestic and foreign laws, rules and regulations.
- **Responsibility.** *Compliance with this Code of Ethics and the Company's policies is a condition of employment with the Company.* Every employee of the Company is expected to carry out his or her work in compliance with these standards. Anyone with questions or concerns about these standards should promptly raise those questions and concerns with his or her supervisor.
- **Enforcement.** *Anyone who suspects in good faith that this Code or a Company policy has been violated has an obligation to report suspected violations to the Company management.* It is a breach of this Code for any manager or employee of the Company to retaliate or attempt to retaliate against any employee submitting such a report. The company takes allegations of violation seriously and will investigate them. Violators will be disciplined.

SUMMARY

The Company's reputation and its actions as a legal entity depend on the conduct of its employees. Each employee must commit to act according to the highest ethical standards and to know and abide by applicable laws. We each must assure that our personal conduct is above reproach and complies with the highest standards of conduct and business ethics. Difficult as it may be at times, we also each have an obligation to assure that the conduct of those who work around us complies with these Standards. The Company's Code of Business Conduct and Ethics will be enforced at all levels fairly and without prejudice.



Any employee with a question about this Code of Business Conduct and Ethics and their scope and interpretation in any circumstances, whether involving them or someone else, has an obligation to ask for clarification or help. Prompt and open discussion of questions and issues will help assure that the Company can achieve its planned business growth, to the advantage of all present and future employees who will share both in the responsibility for that growth and its rewards.

ACCOUNTABILITY FOR VIOLATIONS

If the Company or its designee determines that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending employee may be disciplined for non-compliance with penalties up to and including removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, demotion or re-assignment of the individual involved, and suspension with or without pay or benefits. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending employee and the Company. All employees are expected to cooperate in internal investigations of misconduct.

Total International has appointed a Compliance Officer to review violations and provide an open line of communication to Top Management for employees to report any observations. These observations will be reviewed for violation and integrity.

TOTAL INTERNATIONAL (EMPLOYEE ACKNOWLEDGMENT)

I HEREBY ACKNOWLEDGE THAT I HAVE READ AND I UNDERSTAND THE TOTAL INTERNATIONAL **CODE OF BUSINESS CONDUCT AND ETHICS**.

I AGREE TO CONDUCT MYSELF IN A MANNER CONSISTENT WITH THE POLICIES AND PRACTICES SET FORTH IN THIS CODE.

(Name, Please Print)

(Social Security No.)

(Signature)

(Date)



Suppliers, Contractor & Business Partner Ethics & Compliance Policy

Introduction

Total International is firmly committed to principles of Integrity, Conflicts of Interest, Confidentiality, Anti-bribery and Fair Marketing.

Total International's dialogue with its suppliers and contractors is fundamental for setting up relationships based on transparency and honesty, creating a bond of collaboration that reports mutual benefits. Together with our other stakeholders, our suppliers provide us with extremely valuable information that helps us improve our activities and optimize our service processes.

Total International has a high undertaking to transmitting its corporate principles and values to its suppliers and contractors seeking to foster in them lines of behavior that are both ethical and responsible. Accordingly, Total International has drawn up this code of ethics to lay down an undertaking with its suppliers and contractors, where both parties declare their respect for and fulfillment of the principles outlined below.

Our Principles

Integrity - Total International operates in a professional, independent and impartial manner in all its activities.

Total International carries out its work honestly and does not tolerate any deviation from its approved methods and procedures. Where approved test methods make provision for tolerances in results, we ensure that such tolerances are not abused to alter the actual test findings.

Total International reports data, test results and other material facts in good faith and does not improperly change them, and only issues reports and certificates that correctly present the actual findings, professional opinions or results obtained.

Conflicts of interest - Total International avoids conflicts of interest with any related entity in which it has a financial or commercial interest and to which it is required to provide services. We avoid conflicts of interest between our companies and/or divisions engaged in different activities but which may be providing services to either the same client or each other. We ensure that our employees avoid conflicts of interest with all activities that are conducted on behalf of Total International.

Confidentiality - Total International treats all information received in the course of the provision of its services as business confidential to the extent that such information is not already published, generally available to third parties or otherwise in the public domain.



Anti-bribery- Total International prohibits the offer or acceptance of a bribe in any form, including kickbacks on any portion of a contract payment. We prohibit the use of other routes or channels for provision of improper benefits to, or the receipt of improper benefits from, customers, agents, contractors, suppliers or employees of any such party or government officials.

Fair Marketing - Total International only presents itself and conducts marketing, including comparisons with, or references to, competitors, or their services, in a manner that is truthful, not deceptive or misleading or likely to mislead.

Our Employees

Total International requires that these principles are accepted and held to the highest of standards by all of its employees. As a commitment to the success of this program all employees are required to review and sign a declaration of the acceptance of these terms and apply them in all aspects of any business transaction. Individual compliance is evaluated on an annual basis or as a potential violation is investigated.

A copy of the employee “Business Conduct, Code of Ethics & Compliance Policy” (TI-000038) can be requested from the Compliance Officer. Please request to the contact information provided below.

Our Expectations

Total International expects that all of our suppliers and contractors uphold and adopt these same principles and business conduct. The implementation of the principles throughout our organization, with our suppliers and contractors will result in success and compliance in all business transactions.

Further definition of the principles and conduct that we expect our suppliers and contractors to review and comply with can be found in International Federation of Inspection Agencies Compliance Code. This document is located on the International Federation of Inspection Agencies (IFIA) website (www.ifia-federation.org). It can also be issued upon request to our compliance officer.

Top Management

Total International’s top management is committed to the success of this compliance program and has taken appropriate measures to ensure the continual improvement of its policies and procedures that govern all business transactions. Through implementation of our ISO9001:2008 quality management system and IFIA’s Compliance Code we have laid a foundation to optimize and benchmark all of our policies and procedures. Both of these recognized organizations are notified of any and all findings that may be observed during the annual external audits required to be performed by an independent third party. Our top management just like our staff, suppliers



and contractors make this same commitment and declaration to abide these principles and business conduct.

Acceptance of the Code of Ethics for Suppliers

In the present and future commercial relations between Total International and its suppliers and contractors, the latter will be asked to accept and sign a written commitment to the principles provided in this code of ethics.

ACCOUNTABILITY FOR VIOLATIONS

If the Company or its designee determines that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending supplier or contractor may be disciplined for non-compliance with penalties up to and including loss of contract and removal from Approved Supplier List. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Company. All suppliers / contractors are expected to cooperate in internal investigations of misconduct.

Total International has appointed a Compliance Officer to review violations and provide an open line of communication to Top Management for employees to report any observations. These observations will be reviewed for violation and integrity.

TOTAL INTERNATIONAL

SUPPLIER / CONTRACTOR ACKNOWLEDGMENT

I HEREBY ACKNOWLEDGE THAT I HAVE READ AND I UNDERSTAND THE TOTAL INTERNATIONAL **CODE OF BUSINESS CONDUCT AND ETHICS**.

I AGREE TO CONDUCT ALL TRANSACTIONS IN A MANNER CONSISTENT WITH THE POLICIES AND PRACTICES SET FORTH IN THIS CODE.

(Name, Please Print)

(Company Name)

(Signature)

(Date)

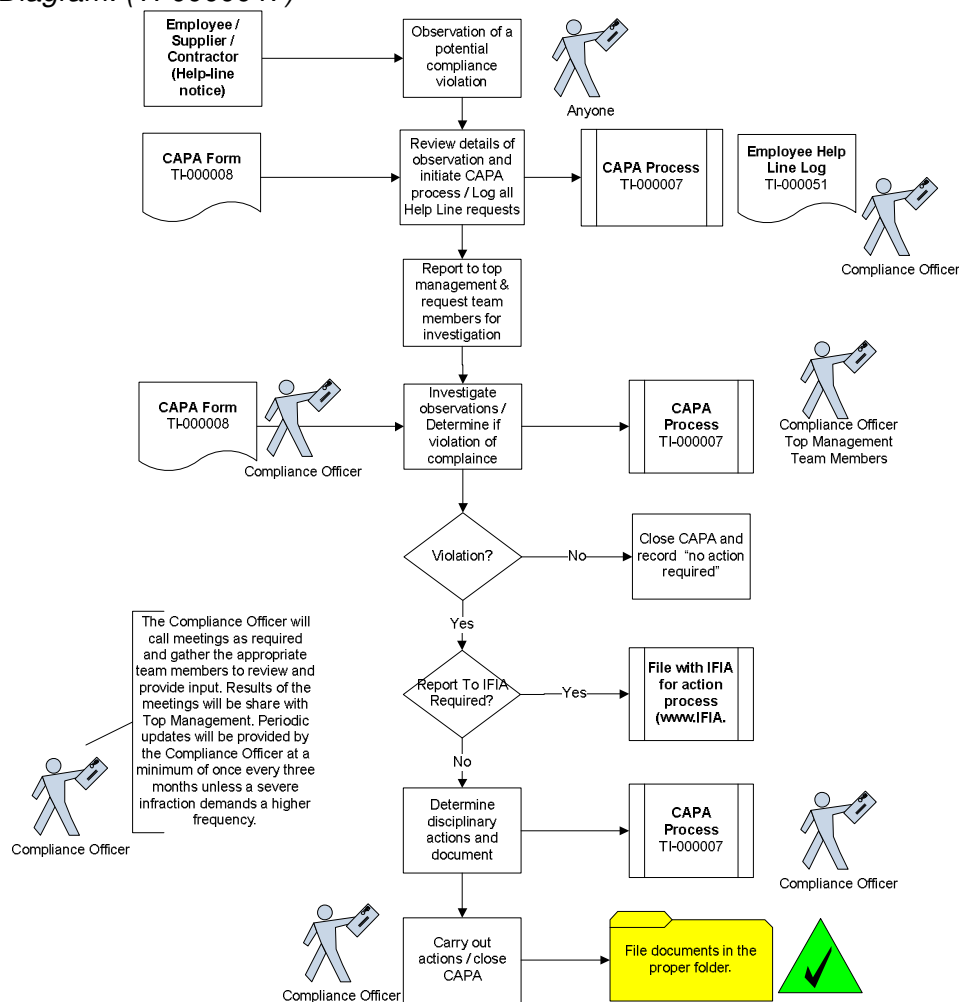
**Please return completed forms to:* Compliance Officer: Joshua@totalint.co*

3. Processes

Violation of Compliance Process

To initiate the process an individual can report to management, the compliance officer or by use of the help line. Investigation of any potential violations shall follow the Corrective & Preventive Action Procedures. Actual violations will be assessed and disciplinary action assigned by top management and review by the Compliance officer and Committee.

Process Diagram: (TI-0000047)



New Hire Training & Additional Training Process

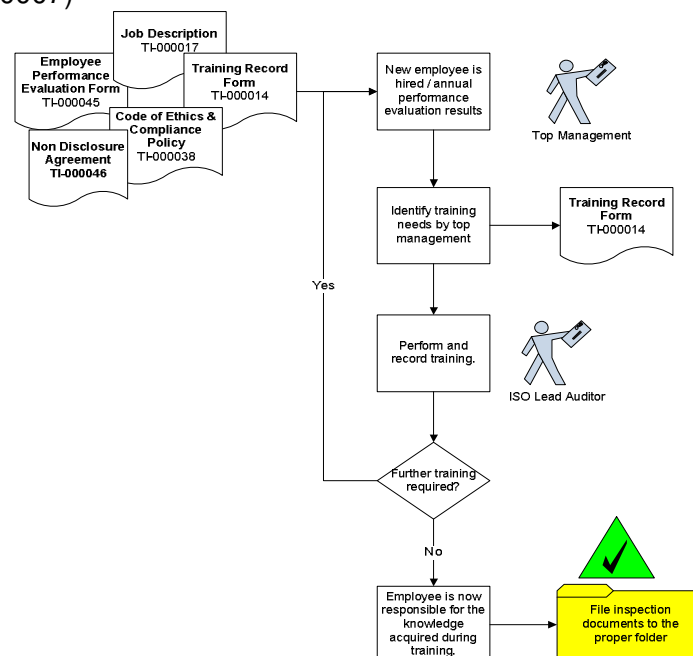
Qualifications and compliance to ethical policies are reviewed prior to hire during the interview phase, when an employee changes positions and when the requirements for a position change. *Human Resources* maintain records of employee qualifications. If any differences between the employee's qualifications and the requirements for the job are found, training or other action is taken to provide the employee with the necessary competence for the job. The results are; all employees are trained on the relevance and importance of their activities and how they contribute to the achievement of the quality objectives.

All new employees are trained in the appropriate procedures and policies specific to hi/her position. This includes IFIA Compliance Training Guide. Records are to be kept and maintained. Each employee is required to complete a Non-Disclosure Agreement and review and sign a declaration of compliance to the Code of Ethics and Compliance Policy.

Annual Performance Evaluation

All employees will complete a self evaluation form which will be reviewed with top management every year. This will include the employee's ability to manage their job tasks, reaching goals set out to achieve the prior year, compliance to ethics policies and determine goals for the following year. Each employee during the annual review is required to complete the compliance declaration, reinforcing the commitment to the principles Total International has adopted.

Process Diagram: (TI-000007)

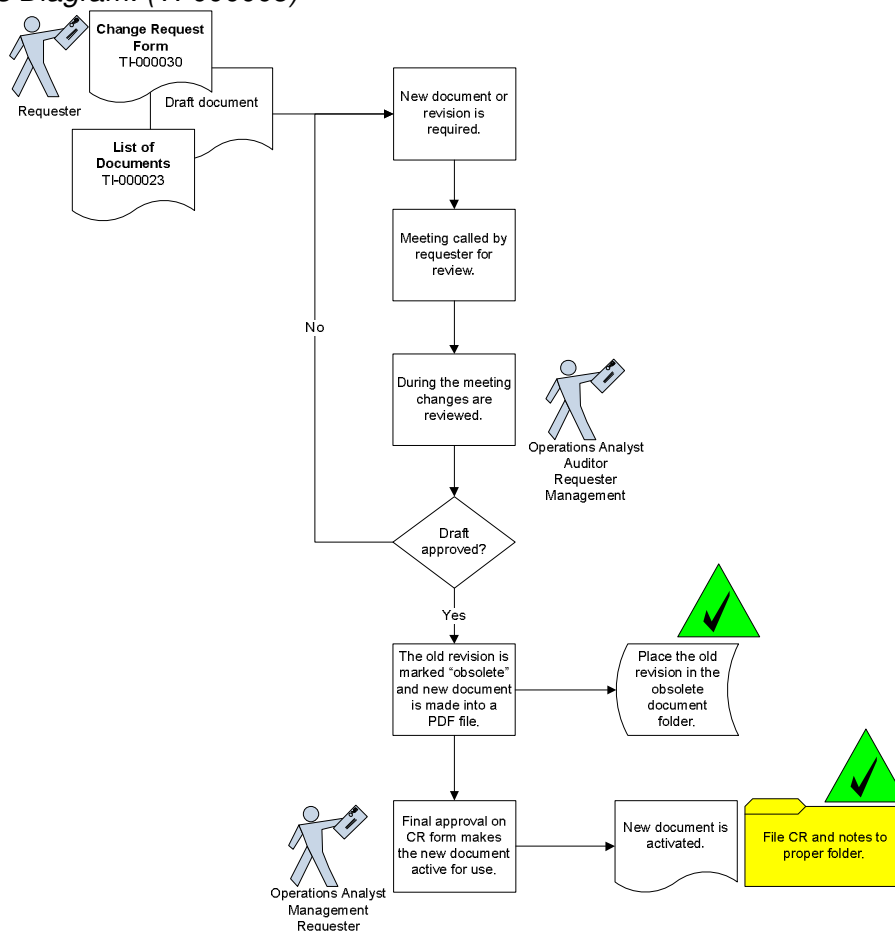


Control of Documents Process

All of the compliance program documents are controlled according to the Document Control Procedure; this procedure defines the process for:

- Approving documents for adequacy prior to issue.
- Reviewing and updating as necessary and re-approving documents.
- Ensuring that changes and current revision status of documents are identified.
- Ensuring that relevant versions of applicable documents are available at points of use.
- Ensuring that documents remain legible and readily identifiable.
- Ensuring that documents of external origin are identified and their distribution controlled.
- Preventing the unintended use of obsolete documents and to apply suitable identification to them if they are retained for any purpose.

Process Diagram: (TI-000005)

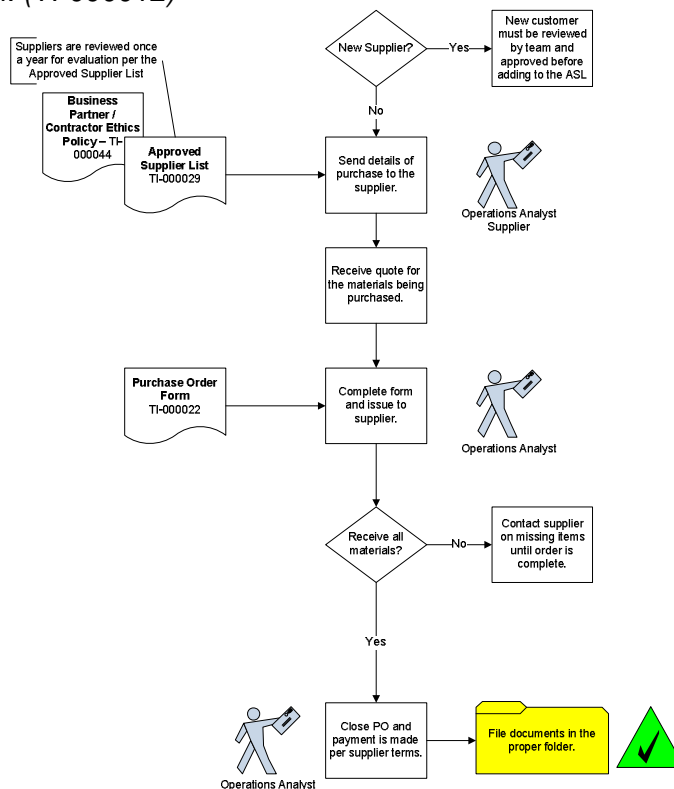


Purchasing Process

We have established a process as well as a form for purchasing. Since we do not purchase large product, parts or equipment at this time it is limited to indirect materials and contractors. We have established a Purchase Order Form.

We have established an Approved Supplier List to support the purchasing of materials and hiring of contractors. To qualify and be added to the ASL they must first be reviewed by a team member and presented to top management. The due diligence must include a meeting in person to review the expectations and ethics compliance policies. Review the supplier or contractor history and or background. Perform risk analysis for compliance to ethical behavior and business conduct according to the 5 principles outlined. Upon review of all information and signed declaration of ethics compliance top management can approve. This list also requires that all vendors and contractors to be evaluated once a year on several areas including: On time delivery, pricing, and ethics compliance. An annual declaration of compliance with Total International's compliance policies is also required. If the supplier / contractor does not meet the scoring to maintain its membership to the ASL they have to be re-qualified.

Process Diagram: (TI-000012)



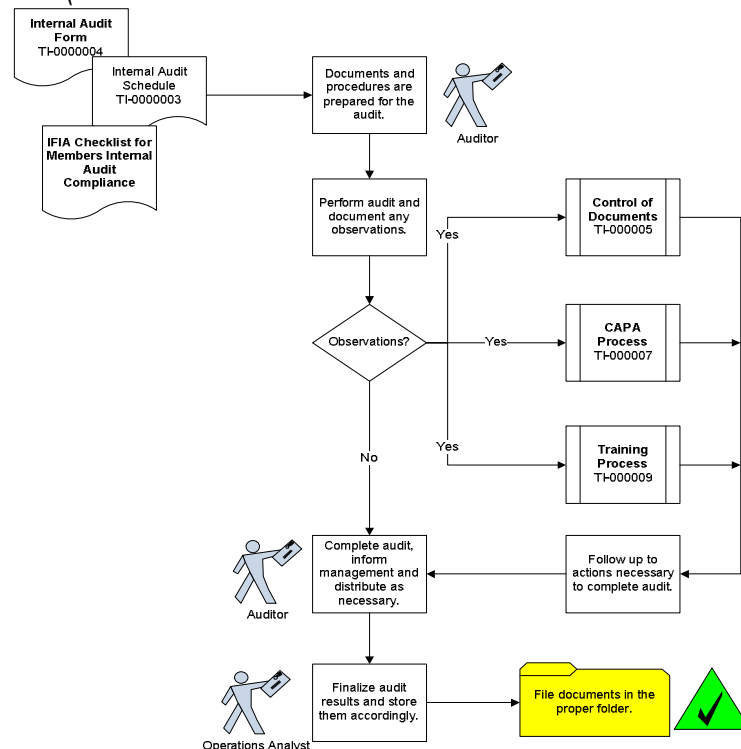
Internal Audits

Total International conducts internal audits at planned intervals to determine whether the compliance program:

- Conforms to the planned arrangements to the requirements of this IFIA Compliance Code and to the compliance program requirements established by the organization including all relevant forms, policies and processes.
- Is effectively implemented and maintained.

An audit program has been designed and implemented and identifies an audit schedule based on the importance of the areas to be audited, as well as the results of previous audits. The audit criteria, scope, frequency, methods, responsibilities and requirements for planning and conducting audits, and for reporting and maintaining results, are defined and documented in the Internal Audit process. The management responsible for the area being audited is responsible for ensuring that actions are taken without undue delay to eliminate detected nonconformities and their causes. Follow-up activities include the verification of the actions taken and the reporting of verification results.

Process Diagram: (TI-000003)



4. List of Documents & Forms

IFIA Document References

- International Federation of Inspection Agencies Compliance Code (Amended July 2012)
 - Compliance documents annex A, B & or C
- International Federation of Inspection Agencies Compliance Training Guide
 - Requirements.
- International Federation of Inspection Agencies Checklist for Members Internal Compliance Audits
 - Requirements.
- International Federation of Inspection Agencies Guidelines on Implementation
 - Requirements.

Total International document list related to the compliance program:

- *Purchase Order Procedure TI-000012*
- *Purchasing Form TI-000022*
- *Approved Vendor List TI-000029*
- *Supplier Non Disclosure Agreement TI-000048*
- *Supplier Assessment Form TI-000049*
- *Supplier Qualification Procedure TI-000050*
- *Control of Documents Process TI-000005*
- *Control of Records Process TI-000027*
- *Organization Chart TI-000006*
- *Compliance Observation Log TI-000051*
- *Violation of Compliance Process TI-000047*
- *Training Process TI-000009*
- *Monitoring & Measuring Table TI-000015*
- *Management Review Form TI-000016*
- *Management Responsibility Process TI-000028*
- *Change Request Form TI-000030*
- *Corrective & Preventive Action Process TI-000007*
- *CAPA Form TI-000008*
- *Employee Evaluation Form TI-000045*
- *Non-Disclosure Agreement (Employee) TI-000046*