



**CUSTOMER/VENDOR
CODE OF CONDUCT**

Table of Contents

Executive Message	3
TOTE Group’s Values	4
1. An Introduction to the TOTE Group Customer/Vendor Code of Conduct	5
2. Questions, Concerns, and Reporting	6
<i>How to Raise Concerns and Report Violations</i>	6
<i>Ethics Hotline</i>	6
<i>Protection From Retaliation</i>	6
3. Operating Safely	6
<i>Adhering to Safety Procedures</i>	6
<i>Protecting the Environment</i>	6
<i>Enforcing Drug and Alcohol Policies</i>	7
4. Showing Respect for Others	7
5. Securing and Properly Using Company Resources	7
<i>Protecting Company and Customer Property</i>	7
<i>Safeguarding Confidential Information and Intellectual Property</i>	7
<i>Securing Privacy of Personal Information</i>	8
6. Maintaining Appropriate Business Conduct	8
<i>Managing Accounting and Business Records</i>	8
<i>Avoiding Conflicts of Interest</i>	8
<i>Exchanging Appropriate Gifts and Entertainment</i>	8
<i>Understanding Antitrust and Promoting Fair Competition</i>	9
<i>Complying With Anti-Corruption Laws</i>	9
<i>Handling International Trade With Integrity</i>	9
7. Auditing and Inspecting	9
Acknowledgement	10

Executive Message

At TOTE Group, LLC, and its subsidiary companies (hereinafter referred to as “TOTE Group” or “Company”), we are absolutely committed to integrity. We expect our employees, our customers, and our vendors to meet the highest standards of ethical conduct, and we rely upon this commitment to ethical standards as an essential guide in our business dealings. This Customer/Vendor Code of Conduct describes the specific standards we expect all customers and vendors to follow to conduct business with the TOTE Group of companies.

If you believe any individual or company working on TOTE Group’s behalf has engaged in illegal, unsafe, or unethical behavior and your concerns are not being addressed, we encourage you to contact us directly or by means of our Hotline at 1-800-270-7513, hosted by a 3rd party Provider, Navex, or via www.saltchuk.com/hotline.

Since no Code could cover every possible situation you may encounter, each of us must use our own good judgment. If you are not sure about the best course of action, ask your or our Compliance Officers, General Counsel, or senior management for advice. No customer/vendor will ever face retaliation from asking questions or raising concerns in good faith. We cannot solve problems unless we know about them, so we rely on input from our customers/vendors.

Thank you for doing business with TOTE Group.

Sincerely,

Tim Nolan
President & CEO

TOTE Group's Values

We are Safe.

- **We put safety first.** Nothing is more important than having every one of us go home to our families without having been injured at work.

We are Reliable.

- **We take care of our customers.** We deliver reliable and dependable service to our customers. To make this happen, we recruit and employ people who share our values, continually reinvest in our assets, and work hard to improve our business every day.
- **We conduct business with honesty and integrity.** Fair and open dealings with others are the cornerstone of the way we interact with each other, our customers, vendors, and stakeholders. We are always honest and ethical in the performance of our Company's business and meet the highest standards of business behavior. We believe ethical conduct is an important part of achieving operational excellence and financial success.

We are Committed.

- **We are committed to each other.** Our collective success depends on the dedication and engagement of each of us. We take pride in exceptional performance. We work to create opportunities for growth and advancement. We are building a supportive, mutually respectful culture that helps us achieve our shared goals through strong teamwork. At TOTE Group, we want each of our companies to be a place where we would be proud for our children to work.
- **We are committed to protecting the environment.** We operate in a way that minimizes negative impacts on the environment. Our goal is to be an industry leader and innovator in our stewardship of the environment.
- **We are committed to our communities.** We take pride in being good corporate citizens. We intend to be an economic and social asset in every community we touch.

1. An Introduction to the TOTE Group Customer/Vendor Code of Conduct

TOTE Group companies are committed to conducting business with integrity and strive to always engage in the highest ethical practices in all our activities, including source selection, negotiation, award decisions, and administration of purchasing and sourcing activities. We seek to establish mutually beneficial, long-term relationships with business partners who help our business and share our values. This Customer/Vendor Code of Conduct explains our expectations and provides guidance for meeting those expectations and for reporting issues of concern.

This Code applies to all customers and vendors, as defined below, TOTE Group requires customers/vendors, and their employees, agents, and subcontractors to comply with the TOTE Group's Customer/Vendor Code of Conduct and with the laws of the countries in which they operate. For example, in the United States this includes, but is not limited to, the Foreign Corrupt Practices Act, the laws and regulations set forth by the Coast Guard, Occupational Safety and Health Administration, Treasury Department, Justice Department, Department of Transportation, and the Environmental Protection Agency.

Customers/vendors who do not follow the letter and spirit of this Code, the law, and all relevant policies run the risk of jeopardizing their relationship with TOTE Group, which may include termination of the relationship. TOTE Group also expects customers and vendors to have training and communication procedures in place to ensure their workers understand the standards in this Code. And it is the customer's/vendor's responsibility to ensure its employees, contractors, or agents comply with this Code. If any issue or concern comes to light during our relationship, it should be reported to a member of TOTE Group's management, Compliance Officer, or the General Counsel immediately.

2. Questions, Concerns, and Reporting

How to Raise Concerns and Report Violations

TOTE Group expects our customers, vendors, and all other third parties to report known and suspected violations of this Code, laws, regulations, and rules. In order for the Company to correct inaccuracies and unethical or illegal conduct as soon as possible, report the matter to the Company's manager, a member of senior management, Compliance Officer, or General Counsel. Customers/vendors are required to cooperate with any investigation or audit and share information openly and honestly as necessary.

Ethics Hotline

In addition to the reporting avenues discussed above, Customers, vendors, and their workers may also contact our Hotline at **1-800-270-7513** or www.saltchuk.com/hotline to share information about known or suspected incidents or violations. The hotline is hosted by a third party and is available 24 hours a day, seven days a week. Customers/vendors may report anonymously, where local laws allow. We investigate all reports of misconduct, and every effort will be made to ensure confidentiality during and after the investigation.

Protection From Retaliation

TOTE Group strictly prohibits acts of retaliation against any customer, vendor, or individual for reporting a possible violation in good faith. "Good faith" does not mean you must be positive your report is correct, but rather you are providing all the information you have and believe it to be true at the time you report.

3. Operating Safely

Adhering to Safety Procedures

Safety is the core of TOTE Group's business, and we take it very seriously. Everyone in the customer's and vendor's workplaces must adhere to the applicable safety laws and regulations. This means—but is not limited to—ensuring workers use appropriate protective equipment and operate only the authorized equipment they have a business reason to use.

Workers should be fully certified, licensed, authorized, and capable of performing their job duties to the highest standard. We expect our customers and vendors to ensure a safe working environment for their employees and to have Injury and Illness Prevention Programs in place. When accidents do occur on the premises of, or while performing work for, a TOTE Group Company, customers and vendors must report them immediately to the Company and to appropriate agencies (for example, OSHA). Customers/vendors must also agree to share their safety records with TOTE Group upon request.

Customers' and vendors' commitment to safety should extend to never tolerating any threats or acts of violence, including intimidation, bullying, and attempts to instill fear in others. Note weapons are not allowed on any TOTE Group property or inside the Company's facilities—unless TOTE Group is required by local law to allow an individual to possess a weapon on Company premises.

Protecting the Environment

Customers/vendors must comply with all environmental laws and regulations and conduct their operations in an environmentally responsible manner. We encourage customers and vendors to minimize the use of non-renewable resources, reduce and recycle waste, and minimize the environmental impact of their operations where possible.

Enforcing Drug and Alcohol Policies

Customers' and vendors' workers may never come to work at a TOTE Group Company facility under the influence of alcohol, illegal drugs, or misused prescription medication, and customers should have appropriate drug and alcohol policies in place. Since some TOTE Group Companies are regulated by state and federal transportation laws that impose strict drug and alcohol regulations, it is the customer's/vendor's responsibility to know and follow these laws.

4. Showing Respect for Others

TOTE Group promotes workplaces where everyone is treated with respect and dignity. As part of this commitment, TOTE Group abides by all applicable employment laws, including wage and hour laws, and expects customers to do the same. To be clear, conduct that creates an intimidating, offensive, or demeaning environment for another person, whether through verbal remarks, physical advances, bullying or visual displays, is never acceptable. We expect our customers/vendors to ensure their employees do not engage in harassing conduct.

Likewise, organizations are made stronger by respecting and fostering a diversity of backgrounds, cultures, and opinions. For this reason, we do not work with customers and vendors who condone discrimination in hiring, compensation, access to training, promotion, termination, or retirement based on a legally protected trait, including, race, age, gender, sexual orientation, gender identity, gender expression, national origin, disability, veteran status, economic status, marital status, political ideology, religious beliefs, or genetics.

Customers/vendors must report any such conduct committed by any TOTE Group Company employee to the Company's General Counsel or the Ethics Hotline.

5. Securing and Properly Using Company Resources

Protecting Company and Customer Property

TOTE Group may entrust customers and vendors with valuable and costly items—such as machinery, equipment, computer systems, and transportation vessels. This equipment must be used only for intended and authorized business purposes. Customers and vendors must not leave sensitive information, equipment, or other assets or property in places where they could be lost, stolen, damaged, or improperly accessed.

Safeguarding Confidential Information and Intellectual Property

Customers and vendors with access to confidential TOTE Group business information may not disclose the information to other parties without TOTE Group's consent. This includes pricing, costs, customer or employee lists, operating systems, policies and practices, and engineering and technical information not readily available to the public. Confidential information must be adequately safeguarded from loss, theft, damage, or disclosure to any unauthorized parties—regardless of location. An "unauthorized party" is one that does not have a legitimate business reason and permission to know the information.

Customers/vendors should be particularly cautious in the use of social media or handheld devices capable of capturing or disseminating information while on TOTE Group premises. Anyone who works on behalf of TOTE Group must protect the company from even the inadvertent disclosure of confidential information and intellectual property.

Securing Privacy of Personal Information

Customers/vendors with access to TOTE Group employees' personal information must ensure such information is adequately safeguarded in accordance with all applicable data privacy and information security laws and regulations. Customers and vendors must implement appropriate measures and internal controls for paper records, computer systems, portable electronic devices, laptops, and other storage devices to assure the protection of this information. Customers and vendors must immediately notify TOTE Group of any actual or potential data security breach involving TOTE Group or TOTE Group personal information.

6. Maintaining Appropriate Business Conduct

Managing Accounting and Business Records

All financial books, records, and accounts must accurately reflect the terms of the contract and conform both to generally accepted accounting principles and internal controls. Any suspected fraud or financial irregularities involving a TOTE Group Company must be reported to the Company's General Counsel, Compliance Officer, or Ethics Hotline. Customers and vendors must create, retain, and dispose (if necessary) of business records in full accordance with applicable legal and contractual requirements. This information should be readily available to TOTE Group when needed or upon request.

Avoiding Conflicts of Interest

Customers'/vendors' workers and their family members cannot receive—or appear to receive— improper benefits through the relationship with TOTE Group or allow other activities to conflict with our relationships. A conflict of interest exists any time there is a choice between a personal interest (financial or otherwise) and a TOTE Group interest. Conflicts can arise in many situations; however, some common examples include:

Customers/vendors that employ or are partially or fully controlled by a TOTE Group employee or an employee's family member, or where TOTE Group is the Purchasing Agent for Customer's services.

Improper benefits (such as loans or favors) that the Customer, a vendor, a worker, or a family member receives through the relationship with TOTE Group.

Acting upon information learned through the relationship with TOTE Group to gain an improper benefit or take advantage of a business opportunity that belongs to TOTE Group.

A "family member" includes a spouse, domestic partner, significant other, parent, child, grandchild, or in-law.

Customers and vendors are expected to disclose conflicts of interest to the Compliance Officer for review. This should be done before entering any business transaction that could result or be seen as a conflict and should include potential conflicts that could arise during the course of work. Having a conflict is not necessarily a violation of this Code but failing to disclose an emerging or recent conflict is a violation.

Exchanging Appropriate Gifts and Entertainment

While exchanging customary business courtesies is appropriate, giving or receiving a gift or offer of entertainment is not appropriate if it is extravagant, creates a sense of obligation or the appearance of bias, or

is done with the intent to influence a business decision. To this end, neither customers'/vendors' workers nor their family members may give or receive lavish or extravagant gifts, including:

- Equipment
- Cash or cash equivalents such as gift cards, vouchers, or loans
- Discounts
- Favored personal treatment

Accepting a small memento, such as a coffee mug, t-shirt, or other nominal gift, is permitted providing the circumstances are customary and giving or receiving the gift is legal under all applicable laws.

As discussed above, for guidance on whether to give or receive a particular item, please disclose, or discuss the matter with a TOTE Group Company Compliance Officer.

Understanding Antitrust and Promoting Fair Competition

Customers and vendors are expected to comply with all applicable antitrust and competition laws and regulations and may not make any express or implicit agreements that violate the letter and spirit of these laws. We also expect our customers and vendors to be vigorous and truthful in any sales and marketing activities undertaken on TOTE Group's behalf.

Complying With Anti-Corruption Laws

Customers and vendors must not tolerate, permit, or engage in bribery, embezzlement, extortion, kickbacks, or other forms of corruption, either directly or through an agent. Customers and vendors will conduct business in full compliance with laws that govern the jurisdictions in which they conduct business, including those dealing with antitrust, bribery, kickbacks, corruption, the U.S. Foreign Corrupt Practices Act, and all other prohibited business practices.

Similarly, TOTE Group Companies do not condone, facilitate, or support money laundering, which includes any attempt to conceal illicit funds or otherwise make these funds appear legitimate. Such activities are not tolerated by TOTE Group and are highly destructive to the marketplace and our business relationships.

Handling International Trade With Integrity

We are subject to global trade laws, including exports and re-exports from the U.S. and other countries, as well as national and multinational sanctions and regulations. Violations of trade control laws, including failing to obtain export licenses or permits, can have severe consequences for TOTE Group and the organizations and individuals involved. Customers and vendors must ensure they comply with all trade control laws.

7. Auditing and Inspecting

TOTE Group reserves the right to conduct audits and inspections to verify a customer's/vendor's business operations meet the expectations outlined in this Code. Such audits and inspections may include review of financial information, safety records, facilities, housing accommodations, policies, or other documentation as necessary and permitted by local law. Remediation plans may be developed for significant deficiencies, and failure to address significant deficiencies within a reasonable time may result in cancellation of contracts. In addition to any other rights TOTE Group may have under its agreement with the Customer, TOTE Group may request the immediate removal of any employee or representative who behaves in a manner that is inconsistent with this Code, a TOTE Group policy, or the law.

Acknowledgement

Contractor or Subcontractor to the United States Government

The TOTE Group is a government contractor or subcontractor to the United States government and is subject to the equal opportunity obligations of federal contractors under Executive Order 11246, Section 503 of the Rehabilitation Act of 1973, as amended; and the Vietnam Era Veteran's Readjustment Assistance Act of 1974, as amended (VEVRAA).

As a supplier of our country, you may be subject to the rules and regulations set for above. It is our intention to comply with all the applicable Equal Employment Opportunity (EEO) rules and regulations, and we request your assistance in furthering these principles as well.

As a contractor or subcontractor, the Company shall abide by the requirements of 41 CFR 60-1.4(a), 60-300.5(a) and 60-741.5(a). These regulations prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity, national origin, or for inquiring about, discussing, or disclosing information about compensation. Moreover, these regulations require that covered prime contractors and subcontractors take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, disability, or veteran status.

Customers and Vendors must not under any circumstances:

1. Collude or offer facilitation payments, bribes, gifts, or benefits to TOTE Group or anyone acting on TOTE Group's behalf. All vendors and their employees or agents must report any such offers.
2. Place any undue pressure on TOTE Group's employees or other personnel acting on TOTE Group's behalf to execute their work in a manner other than as directed by TOTE Group.
3. Request, demand, or otherwise place undue pressure on TOTE Group's personnel or other personnel acting on TOTE Group's behalf to amend inspection or audit results or other business records.
4. Interfere with TOTE Group's personnel or its designated vendor during audits or inspections.

Customers/Vendors agree:

1. To acknowledge and follow TOTE Group's Customer/Vendor Code of Conduct.
2. To report any actual or possible conflict of interest to a TOTE Group Compliance Officer or to the Ethics hotline.
3. To provide a safe environment where TOTE Group's employees and others acting on TOTE Group's behalf can work freely, efficiently, and constructively.
4. If requested by TOTE Group, to allow unannounced inspections and audits to verify compliance with TOTE Group's Customer/Vendor Code of Conduct and to sign reports acknowledging the findings and results of the inspections and audits.
5. Customers and vendors may directly contact TOTE Group's General Counsel, Compliance Officer, or a member of senior management with any questions and or concerns.

The Ethics Hotline number is **1 (800) 270-7513** or www.saltchuk.com/hotline a **toll-free** service operated by Navex, an independent company. This service is available **24 hours a day 7 days a week** and your identity may remain **anonymous**, as allowed by local law.

Please complete the following and return a copy to us while retaining a copy for your records.

Company Name:				
Office Address:				
Contact Name:				
Contact Phone Number & Email:				
Company Website:				
TOTE GROUP Company we do business with: (Please select all that apply or write below if a business does not appear)	TOTE Group	<input type="checkbox"/>	TOTE Logistics	<input type="checkbox"/>
	TOTE Maritime Alaska	<input type="checkbox"/>	Carlile	<input type="checkbox"/>
	TOTE Maritime Puerto Rico	<input type="checkbox"/>	Naniq	<input type="checkbox"/>
	TOTE Services	<input type="checkbox"/>	Naniq Government Services	<input type="checkbox"/>
	TOTE Shipholdings	<input type="checkbox"/>	Shoreside Logistics	<input type="checkbox"/>
	TOTE Maritime Agency Puerto Rico	<input type="checkbox"/>	Aqua Gulf Group	<input type="checkbox"/>
	TOTE Maritime Agency U.S.V.I.	<input type="checkbox"/>	Aqua Gulf Supply Solutions	<input type="checkbox"/>
	TOTE Resources	<input type="checkbox"/>	Aqua Gulf de Puerto Rico	<input type="checkbox"/>
	First Coast Terminals	<input type="checkbox"/>	Aqua Gulf Swift	<input type="checkbox"/>
	Puerto Rico Terminals	<input type="checkbox"/>	Aqua Gulf Xpress	<input type="checkbox"/>

I represent that _____ (Company name) reviewed, understands, and agrees to follow this Customer/Vendor Code of Conduct ("Code"). We understand our questions concerning the Code can be directed to a member of senior management, General Counsel, or Compliance Officer of a TOTE Group Company or to the Ethics Hotline.

I further certify on behalf of our Company that:

We have not violated any provision of TOTE Group's Code.

We are not aware of any violation of TOTE Group's Code by others.

We know the telephone number for the Ethics Hotline is **1 (800) 270-7513**.

We know that the Compliance Web address is www.saltchuk.com/hotline.

We do not have a Conflict of Interest with TOTE Group, except for: *[if none, please state none]*

Print Name & Title of Representative

Signature

Date