

Do What's Right - Without Exception!

The Code of Business Conduct for One Cypress Energy LLC

Overview

We will do business by following the Code of Conduct (“Code”) in dealing with customers, suppliers, fellow employees, contractors and consultants working on our behalf, lenders, investors, government agencies and the communities in which we do business. In addition, we expect that our vendors and other business partners will follow similar principals when working with us. You are expected to conduct business in such a way that if every detail of your business dealings became a matter of public discussion, our reputation would not be tarnished.

The basic principles are:

- Obey the law;
- Be loyal to the Company;
- Deal fairly with others;
- Treat other employees with respect; and
- Be honest and act with integrity.

If a law conflicts with this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. The requirements of this Code may go beyond the strict requirements of the law.

This Code applies to One Cypress Energy LLC (“Company”) and it’s subsidiaries, unless the context indicates otherwise.

If you violate the standards in this Code, you will be subject to disciplinary action, up to and including dismissal from employment with the Company. *If you are involved in or are aware of a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 9 (Reporting any Illegal or Unethical Behavior) of this Code.*

Our Code provides guidelines about how we will conduct our business by doing what’s right; without exception! We also have separate, specific policies and procedures to follow under particular circumstances or in specific areas of our business. This Code and the Company's policies and procedures cannot cover every possible issue that may arise; however, the following points should answer most questions and provide you with greater clarity.

1. We Know and Follow Laws, Rules and Regulations

Our ethical standards rest on obeying the law. You must respect and obey the laws and regulations of the cities, states and countries in which we operate. While our Code cannot mention every legal requirement that might be applicable, each of us is responsible for knowing and following the laws, policies and procedures that apply to your area of responsibility, and to know enough to determine when to seek advice and counsel from supervisors, managers, the legal department or other appropriate personnel.

2. We Avoid Conflicts of Interest

A "conflict of interest" exists when a person's personal interest interferes, or may be perceived to interfere, with the interests of the Company. A conflict situation can arise when a person takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when a person, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company. Certain situations involve a high likelihood of conflicts, including (i) an employee serving as an officer, partner or employee of a business enterprise other than the Company; (ii) an employee having personal or family financial interests (including a family member serving as an officer, partner or employee) or other business interest in any enterprise that has business relations with or competes with the Company (other than investment in publicly traded entities); (iii) an employee acquiring any interest in any entity, property, or other asset in which the Company has an interest or potential interest; and (iv) the Company making loans to, or guaranteeing obligations of, employees and directors and their family members.

You must avoid conflicts of interest unless specific, written pre-approval has been obtained from the Chief Executive Officer, Chief Financial Officer, President, General Counsel or Chief Operating Officer ("Approving Officer"). In the absence of pre-approval, you must abandon or forfeit the activity or interest that creates the conflict, or seek a waiver (Section 8 – Waivers of the Code of Business Conduct) of this Code. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or the legal department. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section 9 (Reporting any Illegal or Unethical Behavior) of this Code.

Any business opportunity that is discovered through or arises from the use of Company property, information or position belongs to the Company. Any employee who becomes aware of such an opportunity must bring it to the attention of the employee's supervisor. No employee may take personal advantage of such an opportunity without first receiving specific written approval from an Approving Officer. In the absence of pre-approval, you must abandon or forfeit such opportunity, or seek a waiver under Section 8 (Waivers of the Code of Business Conduct) of this Code.

3. We Properly Use Company Assets and Protect Confidential Information

Our employees should endeavor to protect and ensure the efficient use of the Company's assets. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported (Section 9 - Reporting any Illegal or Unethical Behavior). If you believe Company resources are being wasted, you should bring it to the attention of your supervisor.

Company property, information or positions should be used to advance the legitimate business interests of the Company and not personal gain. Except for incidental use or as specifically authorized by the Company, Company equipment should be used only for Company business.

Your obligation to protect the Company's assets includes maintaining and protecting the confidentiality of information entrusted to you by the Company or by third parties because of your position with the Company, except where disclosure is authorized or legally required. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes intellectual property (IP) such as terms and conditions, rates or fees offered to customers, trade secrets, as well as business, marketing and operational plans, customer relationships, databases, records, salary information and any financial data and reports that have not been publicly disclosed by the Company. Unauthorized use, disclosure or distribution of this information would violate this Code. It could also be illegal and result in civil or even criminal penalties.

The obligation to preserve confidential information applies both at work and away from the office, and continues even after employment ends. Any contact with the news media regarding Company business is limited to a specified group of spokespersons.

4. We Have a Fair and Honest Approach to Business

Our business goal is to outperform our competition, fairly and honestly, but never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to deal fairly with the Company's customers, suppliers and competitors. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

When conducting business, you may exchange business gifts and participate in entertainment; however, we must use good judgment when offering and accepting such courtesies. The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee or family member of an employee if it: (1) is a gift of cash or securities, (2) would be construed as a bribe or payoff, or (3) violates any laws or regulations. Please discuss with your supervisor the propriety of any

gifts or proposed gifts of which you are not certain. As a rule, you may only offer or accept a business gift or entertainment if it is unsolicited.

You must never promise, offer, deliver or authorize money or other things of value to or for the benefit of any governmental official or governmental employee for procurement of action or consideration of a governmental entity or to obtain or retain business with such government entity.

5. We Value of Our Reputation and Respect our Fellow Employees, Customers and Vendors

We believe that our reputation is the foundation for the success of the Company, and each and every employee is responsible for maintaining the trust that this entails. We are dedicated to the highest standards of fairness and respect for every employee. We believe it is only through a positive, inclusive workplace that we can be successful. To thrive in a competitive marketplace, we must rely on the diverse perspectives and backgrounds of each employee. Therefore we encourage the open sharing of ideas and communications of problems. As such, each of us must support and promote a diverse workforce by respecting the various talents and opinions of our co-workers.

Company employees respect the confidentiality of our employee's personal information; including information such as our home addresses and payroll information. In addition, in our work, we may be privy to confidential information about our customers, vendors and other business partners. We must safeguard this information and honor all contractual commitments we enter into with third parties.

Doing business the right way means we always provide accurate and fair information about our Company – and our competition – to all of our customers, vendors and other business partners. This means that we must always engage in fair and ethical marketing, sales and communications. We may never misrepresent our products or services of those of our competitors.

6. We Never Harass, Discriminate or Retaliate

We are firmly committed to promoting a work environment in which all co-workers treat each other with respect and dignity. This commitment extends to providing equal opportunity in all aspects of employment without regard to race, gender, color, religion, national origin, sex, sexual orientation, age or disability. We make decisions to hire, promote, terminate or transfer employees based on merit. We will not tolerate any form of discrimination or harassment, whether it comes from within or outside of our workplace.

Harassment can be any form of unwelcome conduct – sexual or non-sexual in nature – that has the effect of creating an intimidating, hostile or offensive workplace. It may include derogatory comments based on racial or ethnic characteristics, unwelcome sexual advances or requests, or engaging in coercive behavior that is sexual in nature when the response to that behavior implicitly or explicitly affects an employee's employment status.

The Company does not tolerate retaliatory acts against anyone from making a report in good faith. So, if you witness or suspect that discrimination or harassment has taken place, you should report it immediately and even if the results of your report do not confirm that misconduct has taken place, no action will be taken against you. One Cypress Energy remains firmly committed to its non-retaliation policy. Therefore, if you experience retaliation for reporting any actual or suspected act of discrimination or harassment, you should also report it to an Approving Officer.

7. We Maintain Honest and Accurate Financial Books, Reports and Disclosures

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately and submitted on a timely basis. If you are not sure whether a certain expense is legitimate, ask your supervisor or Corporate Accounting.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies to telephone calls, e-mails, internal memos, and formal reports. No records or documents should be altered or destroyed if the subject matter relates to a private dispute or governmental investigation or proceeding. In the event of anticipated, threatened or actual litigation or governmental investigation, do not alter or destroy any records or documents and consult the General Counsel.

The Company is committed to the full, fair, accurate, timely and understandable disclosure of information. Every employee involved in the preparation or review of such communications must reflect that commitment. This often means going beyond mere compliance with accounting procedures or SEC rules. To the extent you are involved in the process of auditing and reviewing our financial statements, you must endeavor to cooperate with our external auditors. You must never take any action to coerce, manipulate, mislead or fraudulently influence such auditors in such process.

Our Chief Executive Officer and Chief Financial Officer, who are subject to this Code along with every other employee, are also subject to a separate Code of Ethics for Senior Financial Officers.

8. Waivers of the Code of Business Conduct

Any waiver to the Code must be approved by two of the four following persons: the Chief Executive Officer, the President, the Chief Financial Officer, Chief Operating Officer and the General Counsel. The Chief Executive Officer may veto any waiver.

9. Reporting any Illegal or Unethical Behavior

If you observe illegal or unethical behavior, or have genuine reason to believe that such behavior has happened or is going to happen, you have the responsibility of bringing it to the attention of your supervisor, manager or other appropriate personnel. We must all work to ensure prompt and consistent action against violations of this Code. It is the policy of the Company not to allow retaliation for reports of misconduct made in good faith by employees. The Company will take every report seriously, so you should not use these procedures in bad faith or out of a personal vendetta. Bad faith claims may result in disciplinary actions.

Employees are expected to cooperate in internal investigations of misconduct. You should be aware that the individuals who conduct any investigation will be acting on behalf of the Company, and will not act as your personal representative or lawyer. The Company will not, to the extent practical and appropriate under the circumstances, disclose the identity of anyone who reports a suspected violation or participates in an investigation. As discussed below, reports may be made anonymously. If your concern relates to unresolved complaints regarding accounting, internal accounting controls, auditing matters or anything else related to our financial reporting, please refer to our Procedures for Reporting Concerns and Complaints regarding Accounting and Auditing Matters. Otherwise, follow these procedures in making a report:

A. Organize your thoughts. In order to reach the right solutions, we must be as fully informed as possible. Before making a report, ask yourself questions such as: What is the specific action or activity that you are questioning? Who is involved? What principles or provisions of the Code are implicated? Do not attempt to perform your own investigation. Simply report the facts as you know them in a timely manner to the appropriate personnel.

B. To whom should you report? In most cases, if you have a question or concern about the Code, you should discuss it with your supervisor. If for any reason you are uncomfortable discussing the matter with your supervisor, or you are dissatisfied with the answer, you may bring it to the attention of the individual in charge of the Human Resources Department or the General Counsel.

C. How should you Report? Whenever practical, any report of a potential violation of this Code should be made in writing.

D. When should you Report? A report should be made and submitted to your supervisor or the legal department in a timely and appropriate manner.

10. Consequences of Violating Our Code

Our Company takes Code violations very seriously. Each of us must follow our Code, and we are all expected to report any suspected violations or misconduct. In addition, we must refuse to participate in acts of retaliation against those who do report. If you violate the provisions of this Code, you will be subject to disciplinary actions, up to and including termination. If you are involved in improper activity, you may be disciplined even if you are the one that reports the matter to the Company. Your conduct in promptly reporting would be considered as a potential mitigating factor in any disciplinary determination.

This Code reflects general principles to guide employees in making ethical decisions and cannot, and is not intended to, address every specific situation. As such, nothing in this Code prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document.

11. No Implied Contract/No Third-Party Beneficiaries/No Effect on Charter Documents/Amendments

This Code is not intended to create any expressed or implied contract with any employee or third party. In particular, nothing in this document creates any employment contract between the Company and any of its employees. Moreover, there are no third-party beneficiaries of this Code. The Company may amend this Code at any time and without prior notice.

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