

Dear Colleague

Nuchia Foods is dedicated to a culture of trust and respect for our customers, shareholders, and employees. Conducting Nuchia Food's business with honesty, fairness, and integrity will ensure our continued growth and success, maintain our good reputation, and help us achieve our strategic mission of becoming the indisputable leader in our industry. Providing an environment that supports these values helps us attract and retain people of high integrity.

This Code of Conduct sets forth our fundamental legal and ethical principles for conducting Nuchia's business and serves as a guide for employees and others who act for us.

It summary, we at Nuchia know that Trust occurs when you act in such a way that is compatible with what you say and when your actions are consistent with values commonly held by those who depend on you and with whom you interact. We are commitment to ensure compliance with all laws and regulations, to deliver high quality, safe products, to create a climate of corporate integrity, to be transparent in business practices, and to always keep our word.

It is important that you read this Code of Conduct carefully and follow the letter and the Spirit of the Employee Code of Conduct in your daily business activities.

We value performance achieved with integrity. With your help Nuchia will continue to build upon its reputation as an industry leader.

Homer L. Hartage

President and Chief Executive Officer



Nuchia Foods Corporation Code of Conduct

Organizational Code of Conduct:

Nuchia Foods and its employees must, at all times, comply with all applicable laws and regulations. The Organization will not condone the activities of employees who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. Nuchia Foods does not permit any activity that fails to stand the closest possible public scrutiny.

All business conduct should be well above the minimum standards required by law. Accordingly, employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Organization's operations.

Employees uncertain about the application or interpretation of any legal requirements should refer the matter to their supervisor, who, if necessary, should seek appropriate legal advice.

General Employee Conduct

Nuchia expects its employees to conduct themselves in a businesslike manner. Drinking, gambling, fighting, swearing, and similar unprofessional activities are strictly prohibited while on the job.

Employees must not engage in sexual harassment, or conduct themselves in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials in their work area, or accessing inappropriate materials on their computer.

Conflicts of Interest:

Nuchia expects that employees will perform their duties conscientiously, honestly, and in accordance with the best interests of Nuchia.

Regardless of the circumstances, if employees sense that a course of action they have pursued, or are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with Nuchia, they should immediately communicate all the facts to The Company.





Civic Responsibility

Nuchia Foods Corporation is committed to social responsibility, all employees share a serious responsibility to help others and to promote Nuchia's good public relations. Employee readiness to help with religious, charitable, educational, and civic activities brings credit to the Organization and is encouraged.

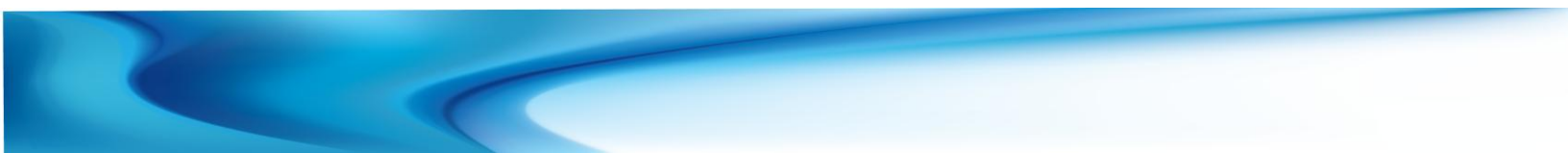
Relationships with Clients and Suppliers:

Employees should avoid investing in or acquiring a financial interest for their own accounts in any business organization that has a contractual relationship with Nuchia, or that provides goods or services, or both, to Nuchia if such investment or interest could influence or create the impression of influencing their decisions in the performance of their duties on behalf of Nuchia.

Employees shall disclose any such interest or investment, even if it accrued prior to their employment with Nuchia.

Gifts, Entertainment, and Favors:

Employees must not accept entertainment, gifts, or personal favors that could, in any way, influence, or appear to influence, business decisions in favor of any person or organization with whom or with which Nuchia has, or is likely to have, business dealings.



Kickbacks and Secret Commissions

Regarding the Organization's business activities, employees may not receive payment or compensation of any kind, except as authorized under Nuchia's business and payroll policies. In particular, Nuchia strictly prohibits the acceptance of kickbacks and secret commissions from suppliers or others. Any breach of this rule will result in immediate termination and prosecution to the fullest extent of the law.

Organization Funds and Other Assets:

Employees who have access to Organization funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in the Organization's policies and procedures or other explanatory materials, or both. Nuchia imposes strict standards to prevent fraud and dishonesty.

If employees become aware of any evidence of fraud and dishonesty, they should immediately advise their supervisor or seek appropriate legal guidance so that Nuchia can promptly investigate further.

When an employee's position requires spending Organization funds or incurring any reimbursable personal expenses, that individual must use good judgment on the Nuchia's behalf to ensure that good value is received for every expenditure.

Organization funds and all other assets of Nuchia are purposed for Nuchia Foods Corporation only and not for personal benefit. This includes the personal use of organizational assets, such as computers and office supplies.

Company Records and Communications:

Accurate and reliable records of many kinds are necessary to meet Nuchia's legal and financial obligations and to manage the affairs of the Organization. Nuchia's books and records must reflect in an accurate and timely manner all business transactions. The employees responsible for accounting and recordkeeping must fully disclose and record all assets, liabilities, or both, and must exercise diligence in enforcing these requirements.

Employees must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to:

- False expense, attendance, production, financial, or similar reports and statements
- False advertising, deceptive marketing practices, or other misleading representations

Dealing with Outside Organizations

Employees must take care to separate their personal roles from their Company positions when communicating on matters not involving Nuchia business. Employees must not use organization identification, stationery, supplies, and equipment for personal or political matters.

When communicating publicly on matters that involve Nuchia business, employees must not presume to speak for the Nuchia Foods on any topic, unless they are certain that the views they express are those of the Nuchia, and it is The Company's desire that such views be publicly disseminated.

Prompt Communications:

In all matters relevant to customers, suppliers, government authorities, the public and others in the Organization, all employees must make every effort to achieve complete, accurate, and timely communications - responding promptly and courteously to all proper requests for information and to all complaints.

Employees shall always do what they say, and promptly communicate any changes or inconsistencies to the Company and to our customers.

Privacy and Confidentiality

When handling financial and personal information about customers or others with whom Nuchia has dealings, observe the following principles:

- Keep all client personal, proprietary, trade and business information confidential.
- Collect, use, and retain only the personal information necessary for Nuchia's business.
- Protect the physical security of this information.
- Limit internal access to personal information to those with a legitimate business reason for seeking that information. Use only personal information for the purposes for which it was originally obtained. Obtain the consent of the person concerned before externally disclosing any personal information, unless legal process or contractual obligation provides otherwise

Diversity

Nuchia Foods Corporation aims to have a workforce and working environment that fairly reflects the diversity of background, culture, beliefs, and characteristics of the communities where we operate—encompassing employees, potential employees, customers, suppliers, and shareholders. Maintaining a diverse workforce will enhance our competitive advantage.

WHAT IS EXPECTED OF YOU?

All employees are responsible for supporting Nuchia's commitment to a diverse workforce environment.

Managers are expected to promote and effectively manage diversity within the Company to enhance our overall productivity, business success, and employee loyalty.

Managers are also expected to embrace diversity as an integral part of business strategy and to ensure that harassing, discriminatory, or offensive behavior based on differences of background, culture, beliefs, or characteristics is not permitted or tolerated.



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