



Code of Ethics and Business Conduct

STL Marketing Group | Versant Corporation

October 28th, 2012



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Introduction to the Code of Ethics and Business Conduct

Dear stakeholders,

There are principles that have held true for millennia that continue to hold true today. As a business, we have a duty to be good corporate citizens and to do our best to conduct ourselves in a manner that reflects these principles to our employees, customers, partners, advisors and suppliers.



As we transact with all of the above, we should adhere to the Company's Code of Ethics. It is our commitment to fair dealing, to doing the right thing. By following these guidelines, we provide ourselves a chance to create a healthy corporate culture, an environment based on merit and a stronger corporate brand.

The cornerstone of our code is the adherence to all applicable laws, common sense and treating each other fairly. Regardless of where we operate, we should endeavor do our best to ensure our business is handled in a professional, correct and substantive manner.

These guidelines apply to both STL Marketing Group, Inc. and Versant Corporation. These apply to everyone from our Executives, to our Board Members and to our most valuable resource, our Employees. By committing ourselves to these principles we achieve more, perform better and feel the better for it.

It's good to always remember that an organization is only as strong as its principles, and that principles are a matter of choice.

A handwritten signature in blue ink, appearing to read 'José P. Quirós'.

José P. Quirós
Chief Executive Officer

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Comply with Laws and Regulations

Our Company's commitment to integrity begins with complying with the laws, rules and regulations where we do business. Therefore, we require all of our directors, officers and employees to strictly adhere to all applicable local, state and federal laws. This means that we must conduct our business honestly, ethically and in strict compliance with all laws and regulations.

Conflicts of Interest

We are committed to upholding the highest standards of ethical business conduct and expect the same of our Employees, Executives and Board of Directors. We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. We must never use the Company's property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position within the Company. We all have a responsibility to our shareholders to act in the best interests of the Company. It is impossible to describe in this policy every situation that may give rise to a conflict of interest, what is set forth below are only some of the situations that may pose conflicts of interest.

- Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed or contracted by STL Marketing Group | Versant Corporation.
- Owning or having a substantial interest in a competitor, supplier or contractor.
- Having a personal interest, financial interest or potential gain in any company transaction.
- Placing company business with a firm owned or controlled by an existing employee or his/her family.
- Using company assets, intellectual property, or proprietary information for

- personal gain.
- Acceptance of gifts, payment, or services from those seeking to do business with the Company.

Gifts

Employees, Executives, and Board of Directors must not accept gifts, favors, loans, cash or other gratuitous services from competitors, customers or suppliers of the Company. A gift or favor would not include loans from financial institutions on customary terms, articles of nominal value ordinarily used for sales promotion or which could not be considered material enough to be a business inducement, ordinary business lunches or other reasonable entertainment consistent with local social and business custom.

Competing Fairly and Complying with Antitrust Laws

Our Company values open and fair competition. It is the Company's policy to comply with all antitrust laws in the United States and in other countries where the company does business. The criminal provisions of the U.S. antitrust laws prohibit any agreement between competitors regarding prices to be charged, bidding, customers to be solicited or geographic areas to be served. Examples of criminal agreements with competitors include:

- Price fixing.
- Allocating territories, customers or markets where either company will sell or not sell.
- Boycotting suppliers or customers.
- Fixing discounts or credit terms.
- Exchanging bids with competitors.

We must avoid engaging in or discussing any of the above activities with competitors, suppliers, or customers.

Employee Safety and Health Laws

Maintaining safe, healthful working conditions are important parts of operating our business. We must comply fully with all federal, state and local health and safety laws and regulations. Further, the company is committed to providing a safe work environment through the absence of the use of illegal drugs and alcohol.

Discrimination and Harassment

The Company is devoted to providing a safe and respectful work environment that is free of threats, violence, harassment and discrimination. Further, it is the responsibility of each of us to help the company provide a work atmosphere free of harassing, abusive, disrespectful, disorderly, disruptive or other unprofessional conduct. Sexual harassment in any form, by any employee, executive or member of the board, will not be tolerated. Every employee is expected and required to treat all other employees with respect and dignity. Each employee should work in an atmosphere free of discrimination of any type or form, and free of sexual harassment.

Offering Business Courtesies

The Company competes on the merits of its products and services and does not use the exchange of any gift or business courtesy to gain an unfair competitive advantage. An employee may never use personal funds or resources to do something that cannot be done with company resources.

The Company may provide nonmonetary gifts (i.e. company logo promotional items) to our customers, along with other management approved courtesies, including meals, refreshments or entertainment of reasonable value, provided that the business courtesy:

- Does not violate any law or regulation or the standards of conduct of the recipient's organization.
- Is consistent with industry practice, is infrequent in nature and is not lavish.
- Is properly reflected on the books and records.

Securities Laws and Insider Trading

We believe in the value of a fair and open market for the buying and selling of securities. As a publicly held company, we have an obligation to be aware and comply with the securities laws and regulations. Therefore, employees who, through their employment, obtain confidential information (material nonpublic information) about the company, its customers, suppliers or others with whom the company may negotiate, may not use the information for their own or others' personal advantage, including friends or family members. This includes "insider trading" — that is, buying or selling stock or other securities issued by the company, its customers, suppliers or other business partners, based on confidential information or attempting to "beat the

market" by purchasing or selling stock shortly before, simultaneously with or within a short time after public release of confidential information. Insider trading is a criminal offense, with substantial monetary penalties and jail terms. Confidential information includes any important information that has not been made available to the public and that provides insight into current or anticipated business activities of the company, its customers, suppliers or other business partners that an investor would consider helpful in deciding whether to buy or sell stock or other securities. Some examples of confidential information:

- Potential mergers, acquisitions, joint ventures or restructuring
- Changes in management or control of the company or another corporation
- New products or discoveries
- Awarding or cancellations of major contracts
- Corporate financial information, such as pending earnings and dividend announcements
- Plans for securities offerings, splits or repurchases
- Research and development activities

We should not discuss confidential work matters with friends, relatives or other non-employees, or in public places, such as elevators, public transportation (including airplanes) or restaurants. Do not encourage others to use confidential information to trade in the stock or other securities of the company, its customers, suppliers or other companies with which the company is dealing.

[Protection of Sensitive Information, Confidentiality and Corporate Assets](#)

Integral to our company's success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. We have a responsibility to protect these resources and assets, as well as the resources and assets of others entrusted to us.

Company assets are intended to be used for the conduct of STL Marketing Group|Versant Corporation's business. We are responsible for the proper use of company and customer property, electronic communication systems, information resources, materials, facilities, and equipment. We must use and maintain these assets with the utmost care and respect, guarding against waste and abuse, and must never borrow or remove them from the company property without management's permission.

Maintain Accurate Business Records

Our reputation and credibility depend on all of us maintaining accurate business records. We have an obligation to the public and our shareholders to make accurate public disclosures. We are committed to operating in an environment of open communication, while not compromising proprietary and confidential information. We will make certain that all disclosures made in the financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting the facts or falsifying records.

Accountability and Reporting of Violations

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, please contact Management.