



FOREIGN CORRUPT PRACTICES ACT POLICY

Application

This Policy applies to GES Global Energy Services, Inc. and its subsidiaries and affiliates (collectively, “GES”) and to all employees and representatives acting for or on behalf of GES. Strict adherence to this Policy is required, except to the extent that a more stringent law exists in the country in which you work.

Purpose

The purpose of this Policy is to ensure compliance by GES’ employees and representatives with the US Foreign Corrupt Practices Act (“FCPA”). The Lay Person’s Guide to the FCPA is located at www.usdoj.gov/criminal/fraud/docs/dojdocb.html. We will conduct our business in compliance with all applicable laws and regulations of the countries and jurisdictions in which we conduct business.

Overview of the FCPA

The FCPA consists of two sections. The “anti-bribery section” makes it a crime to bribe or attempt to bribe foreign officials in order to obtain or retain business or secure an improper advantage. The “accounting section” requires companies to keep accurate and complete books and records and maintain a system of internal controls.

A. Anti-Bribery Section

1. Prohibited Payments The FCPA anti-bribery section prohibits payments, offers or gifts of money or anything of value, with corrupt intent, to a “foreign official” in order to obtain or retain business or to secure an improper advantage anywhere in the world.

A “foreign official” means any person acting in an official capacity for or on behalf of a government, department, agency or instrumentality outside of the United States (“US”). Foreign officials include:

- officers or employees of a non-US government, department, agency or instrumentality;
- customs officials;
- officers or employees of state-owned or controlled entities (e.g., PDVSA or PEMEX)
- non-U.S. candidates for political office; and
- officials of public international organizations (e.g., the Red Cross or the World Bank).

The FCPA prohibits both direct and indirect payments to foreign officials. Thus, a company can face FCPA liability based on improper payments made by a representative of the company. Accordingly, except as set forth in this Policy, neither GES nor any of its employees or representatives shall make, promise or authorize any gift, payment or offer anything of value on behalf of GES to a foreign official or to any third party who, in turn, is likely to make a gift, payment or offer of anything of value to a foreign official.

If confronted with a request or demand for a bribe, the request or demand must be immediately rejected and reported to the CEO and the Compliance Officer. If any employee or representative of GES knows or believes that a bribe has been or will be committed, the employee or representative must immediately report this to the CEO and the Compliance Officer. All reports will be reviewed and appropriate action taken.

2. Permissible Payments *a. Facilitating Payments* Although the FCPA allows an exception for “facilitating payments” to foreign officials, GES prohibits these payments without prior written authorization from the

CFO, except where a threat to personal health and safety exists. In any situation where health and safety concerns do not allow enough time for prior approval, the payment may be provided and immediately thereafter reported to the CEO and the Compliance Officer.

Any facilitating payment must be fully and accurately reflected in GES' books and records. Please note that facilitating payments are prohibited by law in some countries where GES conducts business. In these countries, facilitating payments are not permitted by GES.

What is a facilitating payment? A facilitating payment is a payment made to a foreign official for the purpose of facilitating routine governmental action or to speed up the performance of essentially clerical activities that are not discretionary in nature. "Routine governmental action" is defined to encompass only actions that are ordinarily performed by a foreign official. Routine governmental action does not include discretionary decisions by foreign officials such as "whether, or on what terms, to award new business to or to continue business with a particular party."

b. Promotional or Marketing Payments In some circumstances, the FCPA permits payments to foreign officials that are lawful under the written laws of the local country. These payments may include expenses directly related to the promotion of products or services or the performance of a contractual obligation. Because promotional or marketing payments are not always clearly defined and frequently require some degree of legal analysis, GES prohibits these payments without the prior written authorization of the CFO and the Compliance Officer. In addition, these payments, when made, must be fully and accurately reflected in GES' books and records.

B. Accounting Section

The accounting section of the FCPA requires companies to accurately maintain their books, records and accounts in reasonable detail to fairly reflect all transactions and dispositions of assets. It also requires companies to maintain a system of internal controls to prevent concealment of bribes and discourage fraudulent accounting practices. Thus, the FCPA prohibits the mischaracterization or omission of any transaction on a company's books or any failure to maintain proper internal controls designed to discourage, prevent and detect bribes.

Accordingly, no false or misleading entries may be made in GES' books or records. Company employees and representatives are prohibited from engaging in any arrangements that would result in such entries. Likewise, no undisclosed or unrecorded funds or assets may be established.

If any employee or representative of GES knows or believes that a payment has been or will be recorded improperly or in any manner that conceals, distorts or otherwise misrepresents the true and accurate nature of the transaction, the employee or representative must immediately report this to the CEO and the Compliance Officer.

C. Penalties

The FCPA imposes criminal liability on both individuals and companies. For individuals who violate the anti-bribery section of the FCPA, criminal penalties include fines of up to \$250,000 or twice the amount of the gross pecuniary gain resulting from the improper payment, imprisonment of up to five years, or both. The FCPA prohibits companies from reimbursing any fine imposed on an individual. Companies may be fined up to \$2,000,000, or, alternatively, twice their pecuniary gain, for criminal violations of the FCPA's anti-bribery section.

In addition to criminal penalties, a civil penalty of up to \$10,000 per violation may be imposed upon a company that violates the anti-bribery section and against any employee or representative of a company who violates the FCPA.

Individuals who willfully violate the accounting section of the FCPA may be fined up to \$1,000,000, imprisoned up to twenty years, or both. A company may be fined up to \$2,500,000. Alternatively, both individuals and corporations violating the FCPA's accounting section may be subject to fines of up to twice the amount of any pecuniary gain resulting from a violation.

In addition to civil and criminal penalties, a company may suffer disgorgement of profits and the imposition of an independent compliance monitor to oversee compliance matters. An individual and company found in violation of the FCPA may be precluded from doing business with the US government. Other penalties include suspension or termination of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation.

D. Due Diligence and Selection of Representatives

In many instances, the use of local agents, distributors, representatives, consultants or joint venture partners (collectively “**representatives**”) is an essential element of doing business. Representatives are generally retained by GES in part for their knowledge of and access to persons in the local market and for their ability to secure and retain business.

As discussed above, the prohibitions of the FCPA include payments to foreign officials made by representatives on a company's behalf. GES must be careful to avoid situations involving representatives that might lead to a violation of the FCPA. Therefore, prior to retaining any representative to act on GES' behalf with regard to local governments or international business development or retention, GES must perform appropriate FCPA-related due diligence and obtain from prospective representatives certain assurances of compliance.

Due diligence should include where available:

- checking public sources of information including any published press reports concerning the agent with the commercial attaché at the embassy in the relevant country;
- interviewing prospective representatives;
- discussing this Policy a prospective representatives and providing the representative with a copy;
- discussing local anti-bribery laws with a prospective representatives; and
- continuous monitoring activities of representatives for red flags (discussed below) to ensure compliance with the FCPA and local laws.

A separate file must be maintained documenting the FCPA-related due diligence efforts undertaken by GES in connection with each representative.

All representatives must be identified and selected on the basis of objective criteria (i.e., a representative should be selected on the basis of identifiable commercial and industry competence and not because the representative is the relative of any government official).

A written agreement must be entered into prior to conducting business with any representative.

E. “Red Flags” or Other Warnings Signs About Representatives

GES must continuously monitor the activities of representatives. The presence of any red flag listed below or other suspicious action, payment, or demand by a representative should be immediately reported to the CEO and the Compliance Officer. GES must not retain or conduct business with a representative if any of the following red flags exists without first obtaining the written approval of the CEO and the Compliance Officer:

- unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, unusual commissions or mid-stream compensation payments, requests for payments in a third country, to another party, to a foreign bank account, in cash or otherwise untraceable funds;
- requests for political or charitable contributions;
- any refusal or hesitancy by a representative to promise in writing to abide by this Policy;
- a demand or strong suggestion by a foreign official that a particular representative should be used;
- any known or suspected misrepresentation by a representative in connection with a proposed transaction;
- reliance by the local third-party on political/government contacts rather than knowledgeable staff and investment of time to promote GES' interests; or
- any known or suspected family relationship between a representative and any foreign official.

F. Reporting Violations

Any employee or representative who has any question with respect to application of this Policy of any other anti-bribery laws should consult with the Compliance Officer. In addition, any employee or representative who becomes aware of a violation or potential violation of the FCPA or any other anti-bribery laws must promptly report this to the CEO and the Compliance Officer. Reports required by this Policy should be directed, as follows:

Email: compliance@glb-energy.com

US mail: Global Energy Services, Inc
Attention: Compliance Officer
11616 North Galayda Street
Houston, Texas 77086

Telephone: 281-447-9000 for Byron Dunn, CEO
281-878-8726 for Dan Carter, Compliance Officer

Regardless of how a report is made, no employee or representative will suffer any retaliation of any kind for reporting in good faith a violation or suspected violation of this Policy.

Rights Reserved

This Policy is for the exclusive use of GES. No part of this Policy may be reproduced in any form by any means without GES' prior written consent.

Policy Termination

GES reserves the right to amend, modify, revoke, suspend, or terminate this Policy, in whole or in part, at

any time with or without notice.

**THE PERSONAL COMMITMENT ATTACHED TO THIS POLICY MUST BE SIGNED AND RETURNED.
FAILURE TO SIGN AND RETURN THE ACKNOWLEDGMENT MAY RESULT IN SUSPENSION
WITHOUT PAY OR TERMINATION.**

Personal Commitment to FCPA Compliance

I acknowledge that I received, reviewed, and understand GES' Foreign Corrupt Practices Act Policy (the "**Policy**").

I understand that every employee and representative of GES or any of its subsidiaries or affiliates is required to comply with the Policy and any violation of the Policy or any other anti-bribery laws may result in disciplinary action including possible termination.

When I have a concern about a potential violation of the Policy or any other anti-bribery laws, I will promptly report the concern to the CEO and the Compliance Officer.

Name: _____
Title: _____
Work Location: _____

Date: ____/____/2010