



Code of Business Conduct Manual

April 1, 2001

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P O L I C Y S T A T E M E N T

This Code of Conduct is a formal statement of our commitment, as a company and as individuals, to conduct our business with integrity at all times. It expresses our common understanding of what we at STEN mean when we talk about acting with integrity.

It means that:

- We respect both the laws of all places where we operate and our own company policies and procedures;
- We are honest and treat people with respect and courtesy; and
- We work hard to make STEN a great place to work and a company that is respected for the quality of its people and products.

This Code is the cornerstone of our Corporate Integrity Program. Each of us on the worldwide STEN team is expected to comply with the spirit as well as the letter of this Code in all of our dealings on STEN's behalf. Since no code of conduct can anticipate every situation that we may encounter, many of the concepts described in this Code are further explained in our policies and procedures. The broad guidelines of this Code can help us make appropriate decisions and act with integrity when facing challenging situations in the course of performing our jobs.

I N D I V I D U A L R E S P O N S I B I L I T Y

We are all role models. Every one of us can influence and lead our fellow employees when it comes to behaving honorably. Only by working together can we maintain a culture of unshakeable integrity. This means acting with fairness and honesty in all of our dealings and exercising sound judgment in performing our jobs. None of us should face challenging situations alone, but should ask questions and seek appropriate input from our supervisors and managers before making decisions or taking actions that might raise legal or ethical issues. We must never take any action that our supervisor or the Legal Department has indicated would be inappropriate or would violate laws or our policies. When confronted with new, unclear, or important situations, we need to consider:

- Should this bother me?
- Who else does this affect?
- What is my role and responsibility?
- What are the integrity and legal concerns? Is the issue addressed in the Code of Conduct?
- Who should I ask for help?
- Am I being true to myself? To STEN ?

OBTAINING ADVICE AND REPORTING CONCERNS

When you are faced with concerns about legal and business integrity issues, discuss the matter with your supervisor and immediately report any business conduct that appears to be illegal or unethical.

If reporting such conduct to your supervisor is uncomfortable or seems inappropriate, each of us has a number of alternatives. Consider discussing your concern with your supervisor's manager or a member of senior management.

You may always contact the Legal Department, or the Human Resources Manager. Or it may also be helpful to discuss concerns with a person who has management responsibility in the appropriate functional area like sales, marketing, regulatory, or operations.

For additional information, please read the Confidentiality of Human Resources Manager Calls and Investigations and the No Retaliation Policy sections of this Code.

Our Business Relationships

MARKETING, ADVERTISING AND SALES PRACTICES

We believe that enduring customer relationships are based on integrity and trust, and that our marketing, advertising and sales practices must be both legal and ethical. We must work zealously, honestly and in good faith with our hospital and physician partners on behalf of the millions of patients who entrust themselves to that partnership. We must present product information that is truthful, accurate, fully informative and fair. All sales and marketing materials must be based on facts and documented research and include all information required by regulatory agencies (such as the U.S. FDA, the Japanese MHW, or a European Competent Authority). All sales and marketing materials must be pre - approved in accordance with our policies. We do not sacrifice integrity to make or maintain sales. Our marketing and sales activities must not encourage customers, or their representatives, to place their personal interests above those of their employers or patients.

USE AND RECEIPT OF GIFTS AND BUSINESS GRATUITIES (MEALS AND ENTERTAINMENT)

Certain laws and STEN policy limit the giving and receiving of gifts, payments and business gratuities. Giving or receiving gifts, meals, or entertainment in our internal and external business relationships is prohibited unless they meet all of the following criteria:

- Do not violate applicable law or fail to respect generally accepted ethical standards, including the standards of the recipient's employer, professional association, or organization;
- Have a valid business purpose;
- Are appropriate as to time, place, value (modest; not lavish or extravagant) and kind;
- Are infrequent in occurrence; and
- Do not influence or give the appearance of influencing the behavior of the recipient.

Except as explicitly permitted in a local STEN policy, we do not give or receive gifts of cash.

Remember that an employee of a public or government - owned hospital is a government employee. We cannot provide any gifts, meals, entertainment, or other gratuity to a government employee, except as permitted by local law, and then only with all prior approvals required by STEN policy.

OUR BUSINESS ASSOCIATES

When engaging business associates (suppliers, contractors, consultants and distributors), remember:

- Give prospective business associates a chance to compete fairly for our business.
- Do not retain a business associate to do anything illegal or improper. What we cannot do directly, we cannot do indirectly by acting through another.
- Consult management before engaging a business associate if a conflict of interest exists or may arise. For additional information, please read the Duty of Loyalty; Conflict of Interest section of this Code.
- Choose only business associates who are genuinely qualified and have a good reputation for quality and honesty.
- Make sure all agreements with physicians are documented in a writing that has been reviewed and pre-approved by the Legal Department. Sometimes, if certain requirements are met, a standard form provided by the Legal Department can be signed.

GOVERNMENTS AND OUR RESPECT FOR LOCAL LAWS AND CUSTOMS

We respect the letter and the spirit of the laws and customs of all locations where we operate.

Laws vary from place to place, and what may be legal in one place may be illegal in another. Occasionally, conduct that is legal or customary locally may violate our policies. If you are concerned about a possible conflict between our policies and any local laws or customs, contact the Legal Department or the Human Resources Manager.

OUR COMPETITORS

STEN is a vigorous competitor in the marketplace. While we seek business related information about our competitors, we do not do so in an unfair, illegal, or improper manner. That means no one should urge a competitor's former or current employees, customers, or suppliers to disclose a competitor's confidential information.

It also means that if someone offers us another person's or company's information that we have no right to know, we must decline it. If such information comes into our possession, we will not use it improperly for our own competitive advantage. If you receive such confidential information, immediately contact the Legal Department, or the Human Resources Manager.

If we hire someone who worked for a competitor, each of us (including the newly hired employee) must abide by that person's continuing legal and ethical obligations to his or her former employer.

COMPLIANCE WITH ANTITRUST, FAIR COMPETITION AND ANTI- MONOPOLY LAWS

We win business because we develop, manufacture and sell excellent products, provide valued education to our customers and act professionally. We have no need or desire to win business through illegal or unethical conduct, but support fair and vigorous competition on a level playing field.

Antitrust, fair competition and anti-monopoly laws and regulations help preserve fair competition by limiting abusive behavior.

It is important not to discuss sensitive topics with any person or company outside of STEN, including competitors, suppliers, trade associations, or business to business (B2B) exchanges, without first obtaining advice from the Legal Department and entering into appropriate confidentiality agreements.

“Sensitive topics” include all aspects of product pricing, the market(s) for our products, products under development, sales and marketing plans and key costs, such as research and development or labor costs, etc. If a competitor raises a sensitive topic, end the conversation immediately and properly document your refusal to participate in the conversation by notifying the Legal Department.

RESPECT FOR PATENTS, TRADE SECRETS, TRADEMARKS, COPYRIGHTS AND OTHER INTELLECTUALPROPERTY

We vigorously develop, secure, maintain and protect our intellectual property rights—patents, trade names, trademarks, copyrights and trade secrets.

We also respect the intellectual property rights of others and do not use them improperly. We must not violate intellectual property licensing arrangements by using the licensed property in an unauthorized manner, for example, unauthorized copying of software.

Remember to mark products and corporate publications (sales and marketing materials, presentations, or articles, for example) with appropriate intellectual property notices. If you learn of another person’s or company’s intellectual property that we may infringe, let the Legal Department know immediately.

Likewise, immediately call the Legal Department if you learn of another person’s or company’s activities that may infringe our intellectual property.

Our Work and Our Work Environment

TREATING PEOPLE WITH RESPECT, COURTESY, FAIRNESS AND DIGNITY

A fundamental part of how we operate includes treating each other and our customers with respect, courtesy and fairness. Being considerate of and recognizing the dignity of all people is central to how we define ourselves. How we act on this belief extends from maintaining the confidentiality of patient and personal information to handling customer requests and patient inquiries promptly and courteously.

It also extends to acting professionally in any job-related activity, including STEN-sponsored off-site events and social gatherings. We all know and honor the fact that it is unacceptable to steal or damage the property of customers, co-workers, or the company. Similarly, we do not create safety or health hazards, verbally or physically mistreat others, or engage in offensive behavior. This is a broad-ranging statement that includes far more than open violence, fighting, or disorderly conduct. It encompasses harassing, abusive, or intimidating treatment of any kind and the use of language or gestures that are inappropriate, harassing, or abusive in nature. It also includes interfering with a co-worker's job performance, using illegal drugs, or misusing or abusing alcohol or prescription drugs. All of us, as members of the STEN team, are expected to abide by all applicable policies regarding employee conduct.

RESPECTING PRIVACY

STEN respects the privacy of its employees and therefore maintains only those historical records needed for business, legal or contractual purposes, restricting access to those with a legitimate need to know. Every employee has the right to inspect his or her own employee file. The company will not interfere in the personal life of an employee unless the conduct impairs his or her work performance or adversely affects the work environment or reputation of the company. However, the company will comply with all laws regarding the disclosure of personal information.

STEN will not tolerate any theft of employee property by any other person.

FAIR EMPLOYMENT PRACTICES; NON- HARASSING ENVIRONMENT

We are committed to following fair employment practices that provide equal opportunities to all employees. We do not discriminate against or harass another person on the basis of his or her race, color, religion, disability, gender, national origin, sexual orientation, age, or other legally protected status. This applies to all business and employment - related activities.

CHILD OR FORCED LABOR

STEN, Corp. does not and will not employ child labor. STEN defines a child as under the age of sixteen. If local law is more restrictive than STEN policy will comply with the letter and spirit of local law. However, even if local law allows STEN to employ those under sixteen, STEN will not do so. STEN will not employ forced labor.

THE QUALITY OF OUR PRODUCTS, WORK AND RESEARCH

By performing our jobs with integrity, each of us helps to ensure that every single medical device that we develop, manufacture, test and deliver meets applicable government regulatory standards, our own stringent quality requirements and, ultimately, patient needs. We all share the responsibility for upholding STEN's standards and ensuring that our regulatory, clinical and other quality systems and procedures are followed absolutely. Any complaint about a STEN product needs to be handled in complete accordance with our policies and procedures. We must also do our part to ensure that all clinical research conducted on behalf of STEN is undertaken with rigor, meets applicable laws, privacy requirements and government regulatory standards, and complies with other applicable approvals or accords.

Quality is not limited to product quality. We must take pride in our work, and pay careful attention to detail. Remember that everything we do reflects on STEN. Quality does not just happen; it is the result of conscientious effort by each of us.

DUTY OF LOYALTY; CONFLICT OF INTEREST

We owe a duty of loyalty to STEN; this simply means that we must put our best efforts toward STEN's continued success. For example, if you learn of business opportunities that could benefit STEN, you need to disclose them to your supervisor. During our scheduled work hours, we must use our best efforts to perform our jobs well. We are free to participate in outside activities, but it is important not to engage in any activity that is (or could appear to be) a conflict between our personal interests and STEN's best interests. We each have the responsibility to make sure that our outside activities do not involve the use of STEN's property or reputation.

Examples of conflicts of interest include:

- Giving STEN business to another company (or allowing another company to bid on STEN business) because a family member or personal friend works at that company.
- Outside activities that could influence our on-the-job ability to make objective decisions that are in STEN's best interests.
- Hiring or having a reporting relationship with a relative.
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We must disclose in advance all relevant facts about all possible conflicts of interest to senior site, region, or divisional management (Director level or higher) with appropriate guidance from the Legal Department. Each possible conflict will be reviewed to determine whether the potential arrangement is fair and in STEN's best interests. If it is, then the arrangement may be approved. In appropriate instances, safeguards against conflicts of interest may be required.

ENVIRONMENT, HEALTH, SAFETY AND SECURITY

We believe that sound environmental, health and safety performance contributes to our competitive strength and benefits our customers, shareholders and employees. All of us are responsible for helping to maintain a safe and healthy workplace, respecting the environment and striving to conserve natural resources in operating our business. Translated into day-to-day activities, that means reporting unsafe working conditions to our supervisors, using resources efficiently, recycling as appropriate, handling any bio-hazardous materials properly and disposing of all waste according to applicable laws and our policies. Maintaining a secure workplace safeguards our people, information and property. That is why we have access control systems for our facilities and information systems and why it is important to follow applicable security procedures.

POLITICAL ACTIVITIES AND CONTRIBUTIONS

All of us are free to participate as individuals in the political process, but in doing so, we cannot create the impression of speaking or acting on STEN's behalf. It is up to each of us to abide by all laws relating to political contributions, and to make such contributions as individuals, not as STEN representatives. We cannot contribute any STEN money, property, time, or services (directly or indirectly) to any political candidate or political party, unless making such a contribution is permitted by local law, is made through specifically designated political entities and we have the prior consent of senior STEN management (President). There may be instances where our collective experience may be helpful. In those cases, STEN, through its senior site, regional, or divisional management or specifically designated political entities, may publicly offer recommendations about laws or governmental actions and take public positions on issues that affect our business or impact health care.

Company Information and Company Property

COMPANY INFORMATION; PROTECTION OF OURS AND PROPER RECEIPT OF OTHERS' INFORMATION

Company information is a very valuable asset. It encompasses all proprietary information that is not generally available to or known by the public, and it includes information in any format: written, electronic, visual, or verbal. It also may include information that we develop, purchase, or license, and information we receive from others.

Of course, each of us may use company information to the extent needed to perform our jobs properly, but we need to remember that we are responsible for safeguarding that information (and information provided to STEN by another person or company) from theft or misuse.

Accordingly, we cannot, directly or indirectly:

- Disclose any company information to others, including other employees, unless they have a legitimate need to know it to perform their jobs and, if they are not STEN employees, have agreed to maintain its confidentiality;
- Use company information for any purpose other than its intended use;
- Copy any documents containing company information, or remove any documents or other records or copies from our work area, except as required for us to perform our jobs properly; or
- Dispose of company information inappropriately.

All company documents, e-mail and other materials containing company information (and all materials prepared from those documents) are STEN's property. If the company requests, or when our employment ends, these documents must be returned to the company.

Many of us regularly disclose company information to others and/or receive information from others for legitimate business reasons. Before disclosing or receiving such information, we must enter into an agreement that describes how the parties can use and must protect the information. Each agreement must be pre-approved by the Legal Department; sometimes, if certain requirements are met, a standard form provided by the Legal Department can be signed; in any case, a copy of all signed agreements must be provided to the Legal Department.

It is also important to contact the Legal Department before presenting or publishing any research results; that way, we can confirm that all appropriate confidentiality agreements have been signed and any patent filings necessary to protect our interests in the information have been made. Contact the Legal Department as well if you learn of an outside person who plans to present or

publish research that may contain confidential company information or affect our intellectual property rights. These obligations continue even after your employment terminates.

PUBLICLY TRADED STOCK; PROPER DISCLOSURE OF SENSITIVE INFORMATION

We are free to buy and sell STEN stock, as long as we do not engage in “insider trading.” Insider trading means buying or selling company stock when we possess nonpublic information that could be relevant in making a decision whether to buy, sell, or hold STEN stock. Instead, we must wait until STEN has publicly disseminated that information. In addition, none of us may give “tips” to anyone, whether inside or outside of the company, to enable him or her to buy or sell STEN stock based on nonpublic information. In general, it is not wise to make any recommendations of any kind to any person about buying or selling STEN stock.

Many people do not realize that insider-trading prohibitions also extend to securities of our competitors and business associates. Accordingly, we should not buy or sell securities in another company about which we have material nonpublic information. Investment in a company that is one of STEN’s competitors, business associates, or customers requires prior written approval unless the investment is in a publicly traded company and makes up less than one percent of the company’s total outstanding stock.

We always need to be very careful when discussing information that could influence someone else to buy, sell, or hold STEN stock. The timing of the release of information is especially important and only the Chief Executive Officer, President, Chief Financial Officer have the authority to determine when information should be released. To protect yourself, assume that all company information is internal and confidential unless you have seen STEN’s authorized written public disclosure of that information.

For those who have regular access to sensitive nonpublic information, trading in STEN stock may also give the appearance of impropriety. These people should not trade when the existence of material information is not publicly known or where the risk of the appearance of impropriety is high. Please contact the Legal Department with any questions about stock trading.

MEDIA/ PUBLIC/ ATTORNEY CONTACTS

Press releases and contact with news media, securities analysts, or investment bankers must be made only through or at the direction of the Chief Executive Officer, Chief Financial Officer, or Vice President-Corporate Communications.

- If a reporter or other member of the news media contacts you, refer him or her to the

Chief Financial Officer immediately. Never comment on, confirm, or deny anything

relating to Company business, including rumors.

- If an attorney, whether representing a person, another company or the government, contacts you, refer him or her to the Legal Department.

- If you receive a summons, legal complaint, subpoena, or other similar legal document, immediately consult with the Legal Department.

ACCURACY, RETENTION AND DISPOSAL OF RECORDS

Each of us is responsible for maintaining accurate and reasonably detailed documents, reports and other records. No one may falsify or improperly alter any information contained in STEN records. Good business practice requires that we retain certain STEN records for various time periods.

Often, these are required by law, and it's up to us to see that they are retained in compliance with applicable document retention policies. Documents that need not be kept should be disposed of in compliance with company policies. Where litigation or a government investigation is likely or ongoing, records may not be destroyed until the Legal Department advises that the matter has been concluded.

For questions about document retention, contact the Chief Financial Officer or the Human Resources Manager, particularly if any litigation, investigation, or administrative action is (or may be) pending.

FINANCIAL REPORTING AND RECORDS

In addition to the general guidelines described in the Accuracy, Retention and Disposal of Records section above, all books, financial records and tax records must disclose fully the nature of STEN's transactions and account accurately for STEN's assets and liabilities. All transactions must be recorded in accordance with generally accepted accounting principles.

All revenue must be recognized only when it is realized or realizable, earned, and collectibility is reasonably assured. For questions about revenue recognition, contact the Chief Financial Officer.

No undisclosed or unrecorded fund may be established for any purpose. False entries must never be made and permanent entries must never be altered. An adequate system of internal accounting controls must be maintained. Payments for goods and services provided to STEN must be payable to the person or company legally entitled to receive payment.

All invoices must accurately reflect the items and services being purchased or sold and the prices being paid. Generally, discounts must be included in the price or otherwise stated on the invoice. If the discount is not known at the time of the sale, then we must provide specific information about the discount to the customer on a periodic basis that respects applicable laws. For example, U.S. law requires that such information be provided on at least an annual basis.

Except in rare instances, no payment may be made to a party in a country other than the one in which the party resides, maintains a place of business, or has delivered the goods or provided the services for which payment is made.

USE OF COMPANY PROPERTY

When we use company property, it must be for valid corporate purposes and exclusively for STEN's benefit. It is also our responsibility to protect that property. Company property may not be used for the personal gain of employees or others. None of us may transfer any company property to other persons, except in the ordinary course of business with appropriate authority.

Company property includes far more than many people realize. In addition to physical plants, equipment, computers, software, inventory, corporate funds and office supplies, company property includes our technologies, concepts, intellectual property, product development strategies and projects, business strategies and plans, customer lists, personnel data, marketing and sales plans, company phone books, organization charts, product cost data, product pricing, financial data and all other proprietary information about our business, customers and employees.

All of STEN's information systems, including communications systems, magnetic media, e-mail, voice mail, and Intranet, Extranet and Internet access systems, are STEN's property and generally must be used only for business activities. Incidental personal use is permissible as long as it does not consume more than a trivial amount of resources, does not interfere with productivity, does not preempt any business activity, is otherwise appropriate and reasonable and is consistent with our business values. STEN reserves the right periodically to access, read, monitor, inspect and disclose the contents of, postings to and downloads from all of STEN's information systems.

No one may use STEN's information systems at work to access, view, post, store, transmit, download, or distribute any profane, obscene, derogatory, harassing, offensive, or inappropriate materials. Additionally, none of us may use these systems to send company information or copyrighted documents that are not authorized for transmittal or reproduction.

Conducting Business Globally

BUSINESS WITH GOVERNMENTS AND GOVERNMENT OFFICIALS

All countries around the world have laws that prohibit us from making payments or giving gifts or inducements to influence government officials, or to induce the purchase of our products or services.

“Government official” includes candidates for political office, political parties and employees of public international organizations, such as the American Red Cross. “Inducements” are broadly defined to include anything of value.

Even if it were not illegal, we do not want to obtain or retain business by giving gifts to officials of a government or a multinational organization like the United Nations or the World Health Organization either to influence any of their official acts, or to induce them to use their influence to affect any governmental act. Also, we cannot give a gift to any person or firm where we know or have reason to believe that the gift will be passed on to a government official for such purposes. Remember that physicians in many countries are government employees.

For additional information, please read the Use and Receipt of Gifts and Business Gratuities (Meals and Entertainment) section of this Code.

IMPORT AND EXPORT LAWS

Employees involved in importing or exporting our products, technology, or personal information need to be familiar with, and abide by, our policies and procedures affecting imports and exports. We must obtain all required licenses and accurately declare all goods we ship or hand carry in customs and shipping documentation.

Many countries in which we operate have laws controlling the import and export of technology, personal information and medical devices. Violations of import and export control laws can occur if items exported to one country are re-exported to another country subject to different export controls. Violations can also occur merely by doing business with certain persons or businesses affiliated with, owned by, or controlled by persons designated as “prohibited entities.”

The U.S. and other governments periodically impose trade restrictions, for example, embargoes, on certain countries. These laws are complex and change frequently. Customer service representatives can answer questions about countries currently subject to trade restrictions.

ANTI-BOYCOTTLAWS

U.S. anti-boycott laws and regulations prohibit STEN from participating in a boycott by one country of another country. While these laws were passed primarily to address the Arab boycott of Israel, they are not limited to that boycott. All requests for STEN to cooperate in a boycott or to provide information about our business with countries subject to a boycott must be reported immediately to the Legal Department, and we must not respond to any such requests for information. We are required by law to report promptly such requests to the US government.

Corporate Integrity Program Information

WHAT IS OUR CORPORATE INTEGRITY PROGRAM?

The Corporate Integrity Program was established to reaffirm our commitment to conduct business with integrity at all times. Ethical issues can arise, even when good people with the best of intentions are involved. Knowing just what to do can be difficult. The Program is intended to clarify our corporate values, reinforce our commitment to acting with integrity in everything we do, and provide guidance in dealing with ethical and legal issues.

The Program includes this Code and our policies relating to the laws that affect our operations. It also establishes employee training on this Code and those policies, and systems for monitoring compliance and addressing any instances of non-compliance. Program materials are available from the Human Resources Manager. Managers may obtain written copies of the materials.

The Audit Committee of the Board of Directors oversees the operation of the Corporate Integrity Program. Other persons with responsibility for the Program include the President, and Chief Financial Officer, who serves as our Chief Corporate Integrity and Compliance Officer, who is responsible for the day-to-day operation of the Corporate Integrity Program.

TRAINING

The Code of Conduct applies to each and every one of us. Accordingly, all STEN employees must complete the Code of Conduct training. Training on policies relating to specific laws and/or jobs also will be made available from time to time.

Any employees interested in obtaining additional training, either for themselves or for their direct reports, may contact the Human Resources Manager.

WRITTEN CERTIFICATIONS

After completing the Code of Conduct core training, each of us must certify that he or she has received a copy of this Code and understands that abiding by the Code is a mandatory part of being a STEN employee. It is not voluntary. Similar certifications will be required after completing any other required training module.

In addition, each salaried employee and certain other employees in sensitive jobs will be required to certify periodically that he or she has reported all suspected or known violations of this Code.

NO RETALIATION POLICY

STEN will not tolerate any form of retaliation against an individual because he or she made a good-faith report, or assisted with or cooperated in an investigation of a report. STEN will also not tolerate any other form of retaliation that is prohibited by applicable law.

MONITORING, AUDITING, CORRECTIVE ACTION AND DISCIPLINE

As STEN employees, we are responsible for cooperating with all Corporate Integrity Program monitoring and auditing activities. Any violation of this Code will be taken very seriously. When a violation is identified, prompt and appropriate corrective action will be taken to respond to the violation. This may include making appropriate notifications and implementing changes to prevent further similar violations. Failure to comply with the spirit as well as the letter of this Code and to participate in training and Program - related activities including monitoring and auditing activities and investigations will be considered in employment - related decisions. It also may result in disciplinary action, up to and including termination from employment. Discipline imposed will vary based on the nature, severity and frequency of the violation.

C O N C L U S I O N

Due to the complexity of our business and the competitive realities of the marketplace, we must be clear about our corporate values and maintain a solemn commitment to acting with integrity. We must work zealously, honestly and in good faith with our distributor, hospital and physician partners around the world.

Approved by the Board of Directors: March 7, 2001