ATTACHMENT D

EXHIBIT B FECHHEIMER CODE OF CONDUCT

We at The Fechheimer Brothers Company ("Fechheimer") agree to comply, and require that our contractors and their authorized subcontractors (those approved by us in writing) comply, with the following set of standards. All references to local law throughout this Fechheimer Code of Conduct (this "Code") include the rules and regulations implemented in the country and/or other jurisdiction where the applicable manufacturing services are performed for Fechheimer.

Forced Labor. Forced labor, whether in the form of prison, indentured, bonded, uncompensated or involuntary labor or otherwise, shall not be used.

Child Labor. No person shall be employed at any age younger than 15 (or 14 where local law allows) or younger than the age for completing compulsory education in the country of manufacture where such age is higher than 15. Note that Fechheimer condones and supports legitimate, legally sanctioned, government sponsored workplace apprenticeship and educational programs for persons under such age.

<u>Harassment or Abuse.</u> Every employee shall be treated with respect and dignity. No employee shall be subject to any physical, sexual, psychological or verbal harassment or abuse. Corporal punishment will not be tolerated.

Nondiscrimination. No person shall be subject to any discrimination in employment, including hiring, salary, benefits, advancement, discipline, termination or retirement, on the basis of gender, race, religion, age, disability, sexual orientation, nationality, political opinion, or social or ethnic origin.

Health and Safety. Employers shall provide a safe and healthy working environment to minimize risks of accidents and injury arising out of, linked with, or occurring in the course of work or as a result of manufacturing operations.

Freedom of Association and Collective Bargaining. Employers acknowledge that employees have the right to associate, organize and bargain collectively in a lawful and peaceful manner in accordance with applicable local law.

Wages and Benefits. Employers shall pay employees, as a floor, at least the minimum wage required by local law or, where readily determinable, the prevailing industry wage for the type of operations involved and shall provide the benefits mandated by local law.

Overtime Compensation. In addition to compensation for regular hours of work, employees shall be compensated for overtime hours at such premium or "overtime" rate as is required by local law in the country of manufacture or, in those countries where such laws do not exist, at a rate at least equal to their regular hourly compensation rate.

Compliance with Local Law. Employers will comply with local law, including but not limited to, those pertaining to environmental matters, in the conduct of their business and the manufacture or assembly of products or their components.

Compliance with Castems Laws and Requirements. Employers, where applicable, own or may legally purchase rights to export textile and apparel products under the mandatory quota agreements in effect between the country of export and the country of import and are not engaged, and will not engage, in any activity which is in violation of applicable customs laws or regulations, international agreements or laws governing the international sale of goods, including, but not limited to, false documentation, counterfeit visus or illegal transshipments to evade textile quota restraints negotiated between the country of export and the country of import. Feethheimer will not condone the illegal transshipment of our goods in violation of applicable law, including: illegal actions relating to the transshipment of apparel to conceal the true origin of products; false or fraudulent country of origin or source of textile or apparel goods; the use of counterfeit visas, licenses, permits, bills of lading or other similar documents to gain entry into the country of import; false labeling of goods as to country of origin; and the fraudulent evasion of quota limits and restrictions.

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FECHHEIMER

4545 Malsbary Road, Cincinnati, Ohio 45242 Phone: (513) 793-5400 Fax: (513) 793-7819

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FORM 524 B

Further, our three U.S. plants are company-owned and unionized. They meet or exceed mandated guidelines relative to base hourly wages and paid health benefits.

Sincerely,

Customer Service Manager

