



Code of Ethics

For Employees and all Stakeholders

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Dear Fellow Employees and Stakeholders:

Because of our team's dedication and vigilance over the years, Sheffield Pharmaceuticals, LLC, ("Sheffield" or the "Company") has developed the reputation of providing excellence in products and services. Our commitment to the highest ethical standards contributes, in a crucial way, to our reputation for excellence.

Our success is founded on our core values of Honesty and Integrity, Quality, Teamwork, Innovation, Customer Service and Continuous Improvement.

Our Code of Ethics (the "Code") overviews the ethical standards upon which Sheffield operates. As a company, we are committed to exceeding all ethical obligations to our stakeholders, which include: wholesale customers and the ultimate retail customers, suppliers, fellow employees, local communities and the environment.

As an enterprise, and a community engaged in managing Sheffield, we are committed to creating a more just, humane and sustainable planet. Our Sheffield community embodies principles such as Equal Opportunity, non-discrimination in the broadest sense, transparency, mutual respect, safety (both physically and emotionally), fairness, generosity and compassion.

Ethics at Sheffield is more than just a list of conduct to avoid. Our executives, officers, board and all employees are committed to taking affirmative actions that exceed all minimum standards of acceptable behavior.

We are committed to making quality and affordable Health & Beauty Care products for the world. We make products that are safe, enhance human health, enhance beauty, and which are relevant to improving our customers' lives.

We recognize that our profitability, and more importantly our relevance, is dependent upon our ability to ethically produce quality products, achieve customer deadlines and provide services that fully meet our customer needs.

This Code of Ethics applies to all employees, staff, agents, advisors, affiliates and vendors, including any business transacted inside or outside the United States. The word "employee" within this document should be interpreted in the broadest sense and includes all of the above constituencies. We each have a vested personal responsibility to monitor compliance with the Code of Ethics.

Any known, or suspected, violations of this Code of Ethics should be reported immediately to the **Ethics Hotline 860-442-4451, Ext 263 or our Ethics e-mail at: codeofethics@sheffield-pharmaceuticals.com**. The identity of the persons making reports will be kept confidential, unless otherwise requested. All such reports will be fully investigated, and independent parties will be retained for such investigations, when needed. **There will never be any retaliatory actions for good faith reporting, including directly to law or regulatory agencies, as we provide protection for any whistleblowers.**

Sheffield's continued good reputation is in your hands. The reputation that we have earned can be tarnished by a single improper act. We depend upon you to do the right thing. With your help, Sheffield Pharmaceuticals will sustain its reputation for excellence and integrity. Thank you.

General Principles of Ethical Conduct

Sheffield's ethical standards require compliance with the laws of every country in which we do business. However, these standards also go beyond the legal minimum, as we set a higher level of conduct dictated by Sheffield's own values and expectations. All Sheffield employees are expected to comply with all relevant laws and act with honesty, fairness and integrity. The principles described in this booklet should be regarded as more than just a set of rules. They are also a statement of beliefs that should guide employees' conduct in many different situations. You can resolve most ethical questions by simply taking time to consider whether, as required by this Code, you are acting fairly, honestly and respectfully toward your fellow employees, customers, suppliers, shareholders, vendors, the general public, the environment and other stakeholders.

All references to "employees" in the Code should be read to include not only those on Sheffield's regular payroll, but also temporary workers, agents, consultants, stockholders, vendors or any other persons engaged by Sheffield to perform services on its behalf.

Sheffield's policy is that all persons, and entities, acting on its behalf, or otherwise engaging in commerce with our company, must comply with the Company's ethical standards. Consultants, agents, partners and affiliates of the Company have the same obligations, and if not adhered to, any such party will be terminated, except in certain circumstances where the violation is appropriately cured and future infractions are not anticipated.

Sheffield Pharmaceuticals' Code of Ethics covers two general types of conduct:

1. Guidelines for personal ethical decisions by management and employees, and
2. Rules to insure legal, regulatory and ethical compliance by the company.

Personal Ethical Responsibilities

Each employee of Sheffield Pharmaceuticals, regardless of rank or position, has an individual responsibility to deal ethically with customers and suppliers, fellow employees, the general public and all stakeholders. Executives and other employees are expected to do more than merely avoid unethical conduct, they must also take initiatives and affirmative actions in ethical responsibilities for quality, honesty and fairness.

Quality

Sheffield has always been a leader in producing quality products for its customers. Each Sheffield employee is expected to demonstrate a commitment to quality in everything he or she does. By the quality of our efforts, each of us, in effect, puts our "signature" on whatever we do, whether it is producing a product, writing a memorandum or reviewing a fellow employee. We should put insightful attention into anything that bears our name. Indeed, the quality of what we produce, and how we communicate, deeply reflects our integrity. Integrity requires us to listen to our customers; it means that we often put their needs before our own, and it mandates that we continually reevaluate ourselves to ensure that we are working for our customers in the most effective way.

Honesty

Sheffield Pharmaceuticals expects, from each of its executives, board and employees, honesty and openness in dealings with others. Employees, for example, must be willing to accept responsibility for their mistakes. We must each be willing to tell our supervisors the bad as well as the good news — such as the reasons for potential problems and unexcused absences or tardiness. Supervisors have a corresponding responsibility for honesty and compassion in their treatment of subordinates. Performance reviews should be timely and include an open discussion of each subordinate's strengths and areas for improvement. Performance problems or interpersonal conflicts should be dealt with and discussed when they first appear and should not be left unresolved.

Executives and employees are expected to raise ethical concerns and report any actual or suspected ethical misconduct to their supervisors. Honesty also requires that executives and employees refuse to participate, either actively or passively, in any cover-up of such misconduct. Each employee is expected to cooperate fully in any investigation of ethical matters by Sheffield and its independent and general corporate counsel. "Looking the other way" on potential ethical violations is in direct contradiction to Sheffield Pharmaceuticals commitment to honesty and integrity and will not be tolerated, and can be a singular grounds for termination.

Fairness

Each employee should endeavor to deal fairly with the Company's customers, suppliers, competitors, employees and other stakeholders. No executive, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice. All Sheffield employees are expected to treat their fellow employees with fairness and respect. All employees must be given an equal opportunity to succeed regardless of, but not limited to, their race, color, sexual orientation or presentation, religion, age, national origin, disability or veteran status.

Harassment, intimidation or unequal treatment of fellow employees based on such arbitrary standards has no place at Sheffield Pharmaceuticals. The diversity of Sheffield's workforce is one of its great strengths, and each employee's uniqueness should be treated with respect. Sheffield's supervisors are expected to foster an environment that encourages each employee to develop his or her capabilities to the fullest without interference from discriminatory, unequal, intimidating, or harassing or retaliatory treatment.

Prohibited Conduct

Sheffield Pharmaceuticals Code of Ethics requires executives and employees to take positive actions for quality, honesty and fairness and avoid certain unethical conduct. Such prohibited conduct includes outside conflicts of interest (unless approved by the Company's Board in writing), receiving inappropriate gifts from suppliers or customers, misusing confidential information of Sheffield or others, or using Sheffield resources for other than Company purposes.

Conflicts of Interest

Executives, officers, employees, their spouses and other immediate family members (children, parents, in-laws) are expected to avoid any outside interests or activities that could be advanced, or give the appearance that they could be advanced, at the expense of Sheffield Pharmaceuticals interests, unless fully disclosed in writing to the Company's Board. Such involvement may divide an employee's loyalty between Sheffield and the outside interest and thus create a potential conflict of interest. A conflict situation can arise when a director, officer, or employee takes actions or has interests that may make it difficult to perform work for

Sheffield objectively and effectively. Conflicts of interest also arise when an officer, or employee, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position at Sheffield. Loans to, or guarantees of obligations of, such persons from any competing party are specifically prohibited. An officer's or employee's involvement with a Sheffield competitor, supplier or customer, is also strictly prohibited, because such interests could affect an employee's objectivity in promoting Sheffield Pharmaceuticals' interests. Officers and employees must not work for or provide advice or consulting services to a competitor, supplier or customer. Employees also must not run "side businesses" in their spare time which compete with, sell to, or buy from Sheffield, and must avoid any financial investments in competitors, suppliers or customers other than nominal investments in public companies.

Executive Officers and employees who believe that they are faced with a potential conflict of interest should promptly disclose the potential conflict to the Managing Member / CEO of the company or the full Board, in the case of a conflict for the CEO. Exceptions can be made, yet all requests and exceptions must be in writing.

Receipt of Gifts

Gifts from related parties, except of de minimus nature, raise the appearance, if not the reality, of dishonest or unfair dealings. It is Sheffield's policy that all business decisions be made impartially and fairly and not on the basis of gratuities offered.

Therefore, no officer, employee, or any of his or her family, may solicit or receive favors, gifts, loans or other benefits (including services and discounts) from any supplier, customer or competitor. The only exception to this policy is for casual entertainment or gifts (other than money) of nominal relative value, which are customarily offered to others having a similar relationship with the supplier, customer or competitor. If a Sheffield Pharmaceuticals officer or employee is offered money or a gift, or if a gift arrives at the home of an officer or employee, and the gift is valued at over .20% of the recipient's annual base compensation, the recipient should inform the Company immediately. If the gift or gratuity is contrary to this policy, arrangements will be made to return or dispose of it and the customer, supplier, or competitor will be reminded of Sheffield's policy against such gratuities. The Company's officers and employees should exercise good judgment in deciding whether to accept a gift of nominal value, or casual entertainment, and should resolve all doubts and questions in favor of declining to accept the offer, or via a written request to their supervisor.

Use of Company Opportunities and Property

Executives and employees are prohibited from (a) taking opportunities that are discovered through the use of company property, information or position; (b) using company property, information or position for personal gain; and (c) competing with Sheffield Pharmaceuticals, unless approved in writing by the CEO or Board.

Executives and employees owe a duty to the Company to advance its legitimate interests when the opportunity arises. Each of us has a responsibility to use Company resources, including time, materials and equipment, for company business purposes only and not for personal benefit. Any such personal use, without proper permission under this Code may, in fact, amount to theft of Company property. Employees are, for example, expected to engage only in company related activities during normal business hours and should not use such time for conducting personal business. Company property, such as shop equipment and tools, office materials, and facilities, should not be used by employees for other than Company purposes. Use of such property in connection with community or employee social or personal activities may be authorized only by a

member of the Company's Executive Committee, which currently includes: Jeff Davis, Tony Sollima, Roland Hernandez and Bill Mencer.

Proprietary Information

All employees have a responsibility to not misappropriate proprietary information (which includes drawings, manufacturing processes, equipment specifications, customer and supplier names and requirements, business plans, financial and marketing information, other business and technical information, and documents and data in electronic storage media, which relate to those items) and patents, issued or pending, of Sheffield.

All officers and employees receive Sheffield proprietary information in confidence and are expected to maintain that information in confidence and not disclose or use it other than in Sheffield business and for Sheffield's benefit, whether during or after employment or engagement with the Company. Before any such Sheffield proprietary information is disclosed to persons outside the Company, approval at the Executive Committee should be obtained and Confidentiality Agreements should be used when appropriate.

Inventions and ideas, and any resulting patentable ideas relating to Sheffield Pharmaceuticals business, or developed partially using Sheffield time, materials, information, or facilities, belong to Sheffield Pharmaceuticals and should not be otherwise used or commercialized by Executive Officers or employees. For example, engineering designs, manufacturing processes, and computer software developed on Company time and equipment, and using proprietary Company information cannot be disclosed or used except for Sheffield Pharmaceuticals benefit. All Company proprietary information must be returned to the Company upon termination of employment or services to Sheffield Pharmaceuticals.

Your commitment also includes a responsibility to not misappropriate the proprietary rights of others. For example, employees must not use or disclose any confidential information of any of their former employers or others in connection with their work for Sheffield Pharmaceuticals, unless authorized by the owner of the confidential information. Also, copyrighted materials, including books, articles, computer software programs, and video and audio tapes, should not be plagiarized or improperly copied. Any questions concerning proprietary information should be directed to the Executive Committee.

Confidentiality

Officers and employees should maintain the confidentiality of information entrusted to them by the Company or its customers, prospective customers, affiliates vendors and partners, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or our trusting relationships, if disclosed.

Ethical Guidelines for Company Actions

As a company, Sheffield Pharmaceuticals must observe certain ethical and legal standards in order to meet its obligations to customers and suppliers, employees, shareholders and the general public. Sheffield is committed to conducting its affairs with honesty and integrity and in full compliance with the laws and regulations of every area in which it does business. Therefore, all officers and employees are expected to insure not only their own ethical conduct in the areas just described, but also the observance by the Company of certain guidelines for ethics in its business.

These rules cover gratuities, payments to third parties, security procedures, marketing practices, environmental compliance, export compliance, employee relations, social responsibility, books and records.

Entertainment and Gratuities

Sheffield Pharmaceuticals believes that business decisions by its customers should be made solely on the basis of Sheffield's quality, service, price and other competitive factors. Gifts and entertainment of nominal value are used to create good will with the Company's customers and partners. If they go beyond that, and make the customer feel obligated to offer any special consideration to Sheffield, they are unacceptable. Sheffield's policy is to avoid even the appearance of favoritism based on business courtesies.

Employees should exercise good judgment and moderation and should only offer gratuities to customers to the extent they are in accordance with reasonable customs in the marketplace. On occasions when gift giving or entertainment is widely accepted and customarily practiced, you may offer such gratuities to employees of non-governmental customers that are lawful, appropriate, of nominal value, consistent with that customer's policies and properly recorded on Sheffield Pharmaceuticals books. However, no gifts or entertainment whatsoever should be offered to government employees.

Normal entertainment of non-governmental customers and suppliers covered by standard expense account reporting is permissible unless contrary to applicable law or to that non-governmental customer's or supplier's own policy. Also, when permitted by law, Sheffield Pharmaceuticals may pay the travel expenses of employees of private customers visiting its facilities for business purposes, provided the expenses are reasonable and properly recorded.

Payments to Third Parties

Payments should only be made by Sheffield Pharmaceuticals to third parties for services or products properly provided to the Company. No Sheffield officer or employee shall make any direct or indirect payment in the nature of a bribe, payoff or kickback to secure or maintain business or for any other purpose to any government employee or the personnel of any customer, supplier or competitor. In order to avoid even the appearance of improper payments, no payments are to be made by the Company in cash, other than approved cash payrolls and documented petty cash disbursements. No Company checks are to be written to "Cash", "Bearer", or third party designees of the person entitled to payment. Cash payments may never be made to employees of competitors, suppliers, customers or government agencies. Such payments create the potential for favoritism by such employees based on other than competitive factors.

"Facilitating Payments" are small payments made to minor functionaries who, unless compensated, would delay or refuse to perform administrative functions to which Sheffield Pharmaceuticals is clearly entitled. Facilitating Payments in foreign countries are discouraged, and may be made only in those countries outside the United States where they are a recognized and open practice and only following approval by the Executive Committee. Payments made for the purpose of influencing policy or business decisions, or causing the recipient to violate the confidence of, or act in conflict with the interests of, his or her employer are not Facilitating Payments. Every Facilitating Payment must be properly recorded and accounted for so that Sheffield Pharmaceuticals may comply with all tax and other applicable laws. No Facilitating Payments may be made in the United States.

Payments to employees, agents, consultants, or others outside their country of residence are prohibited when they violate the laws of that country. Such payments are allowed only when (a) the recipient represents in writing there is no such violation, (b) Sheffield receives a written opinion of counsel to that effect, and (c) the payment is approved by Sheffield Pharmaceuticals Executive Committee.

Security Procedures

Sheffield's policy is to comply fully with all applicable security procedures pertaining to any potential government contracts. If an employee has any questions concerning the proper treatment of any government document or information, the employee should immediately confer with the Executive Committee, before taking any action affecting the document or information.

Marketing Practices

Sheffield Pharmaceuticals' policy is to comply with all antitrust and trade regulation laws and to use only ethical and proper methods to market the Company's products. All of our customers will be treated fairly and evenhandedly, and no preferential trade terms or other treatment will be extended to any customer in violation of any law.

To avoid even the appearance of improper action, Sheffield Pharmaceuticals absolutely prohibits illegal consultations with competitors regarding prices, customers or territories. All agreements with agents, distributors, consultants and other representatives must be in writing, and commissions and other payments must be adequately documented and reported to government authorities as required.

Sheffield Pharmaceuticals competes on the basis of information fairly and freely available in the marketplace, and the Company will carefully observe all valid restrictions on the receipt or use of privileged or proprietary information of others. All officers, employees, consultants, agents and other representatives shall strictly avoid seeking or receiving any information of competitors from any source in violation of any law, contractual or proprietary restriction. These restrictions apply to all phases of competition with third parties, including bid and proposal activity, marketing, research and development, and engineering work.

Responsibilities to Employees

Sheffield Pharmaceuticals believes that all of its employees should have a safe workplace and equal opportunities for promotion and advancement. The Company complies with all applicable EEO, AA ("Affirmative Action"), OSHA and other applicable laws and regulations. Sheffield is committed to maintaining a workplace free from discrimination and harassment, and to maintaining safe working conditions in all of its facilities. Employees are expected to assume individual responsibilities for safety compliance by familiarizing themselves with safety procedures, following all necessary precautions, avoiding any activity that might endanger fellow employees, and notifying their supervisor, a Safety Committee member, and/or any Facilities employee of any potentially dangerous conditions in the workplace.

Sheffield Pharmaceuticals' policy is to recruit, hire, promote and deal with all employees fairly and without regard to race, color, sex or sexual presentation, religion, age, disability, or national origin or veteran status, and to take affirmative action to insure that these policies are implemented. The Company expects all employees to support these policies and to treat fellow employees with respect and consideration. Harassment, discrimination, intimidation, retaliation or unequal treatment of other employees based on race, color, sex or sexual presentation, religion, age, disability, national origin, veteran status or other arbitrary standards will not be tolerated, and can be a single offense determination for termination.

Environmental Compliance

Sheffield Pharmaceuticals is dedicated to being a leader in the protection of the environment by continually improving its environmental compliance to benefit customers and suppliers, fellow employees, our local communities and the environment. All Company employees must be committed to safeguarding the environment in and around our locations. We must also be aware of the impact of using of our products. It is Sheffield's policy to comply with all applicable laws and to take all precautionary measures to reduce the potential for the release of harmful substances. Should any employee have a concern about any operation, process, control or disposal technique that may affect the environment, the concern should be reported immediately to the employee's supervisor and the EHS Manager, Stu Marvin.

Export Compliance

The United States Government maintains strict controls on the export of goods and technical data from the United States and re-exports from other countries. Violations of these controls, even when inadvertent, can result in the denial of a company's ability to export. Sheffield obeys all such rules.

Social and Political Responsibility

Sheffield Pharmaceuticals' responsibility to the general public goes beyond compliance with all laws that pertain to its business. Sheffield has always believed that being a good corporate citizen requires active participation in the community. The Company makes significant charitable contributions to various non-profit organizations throughout the community, and our team provides thousands of hours in community service.

Sheffield also believes that it has a responsibility to take public positions on issues important to its business and to the welfare of its employees. We voice ourselves legally through the US political and constitutional system.

Financial Books and Records

Sheffield Pharmaceuticals' business integrity is reflected in another concrete way within its books and records. All officers and employees are responsible for insuring the accuracy and reliability of the Company's accounts. Fictitious, improper, deceptive, undisclosed or unrecorded accounts of funds, or assets, are a serious ethical violation. It is the policy of the Company that all books and records conform to generally accepted accounting principles (GAAP) and to all applicable laws and regulations. All transactions must be accurately documented and accounted for on the books and records of the Company. All entries must contain appropriate descriptions of the underlying transactions and no false or deceptive entries shall be made. All employees are expected to maintain accurate timekeeping. No employee shall enter into any transaction that is other than as described in this supporting documentation. Furthermore, no employee shall participate in obtaining or creating false invoices or other misleading documentation or inventing or using fictitious entities, sales, purchases, services, loans or other financial arrangements for any purpose. Finally, the Company will not maintain or use any anonymous ("numbered") bank account or other account that does not identify Sheffield Pharmaceuticals ownership.

Product Integrity

Strict product integrity is necessary for Sheffield Pharmaceuticals to achieve its quality objectives and to maintain its reputation for quality products. All Sheffield products must conform to all the requirements, specifications and standards required by internal or outside customers. It is Sheffield's policy to never willfully conceal defective work or material, intentionally falsify records or make false certifications or claims regarding its products. In some instances, particularly in connection with government contracts or subcontracts, it is necessary for employees to make specific product certifications, generate records and supply other information or statements concerning product integrity. It is unlawful to intentionally falsify such records for the purpose of misleading or defrauding the government or any other customer. All Sheffield officers and employees are responsible for insuring the integrity of our products under their control and for the accuracy of the documentation supporting product integrity.

Incidents of suspected intentional concealment of defective work or material, or falsification of records, should be immediately reported to the appropriate person at the Company.

Compliance / Whistleblower Policy

All officers, employees, agents, consultants and other representatives are expected to be familiar with and to observe this Code of Ethics. Violations of Sheffield Pharmaceuticals' Code of Ethics may be grounds for immediate termination. Supervisors are responsible for insuring compliance with the Code of Ethics by monitoring and enforcing the Code within their areas.

Indeed, such compliance will be one of the performance standards by which all supervisors will be measured. All Sheffield Pharmaceuticals supervisors are expected to lead by example and communicate a real concern for adherence to these ethical guidelines.

No waiver of any of the provisions of this Code of Ethics can be made other than by the Managing Member / CEO, Board or Executive Committee.

The Executive Committee is responsible for overseeing compliance with Sheffield's Code of Ethics. In order to assure effective operation of the Code, and prompt and consistent action against violations of the Code, the following compliance standards and procedures shall apply:

1. Periodic reviews of this Code will be conducted by the Executive Committee.
2. Any officer, employee or business relationship having information of conduct in violation of these guidelines is expected to report the matter promptly.
3. Sheffield Pharmaceuticals has established an Ethics Hotline and a private e-mail notification that should be used to report any known or suspected violations of our Code of Ethics.

**Call the Ethics Hotline 860-442-4451, Ext 263 or
Send an e-mail to codeofethics@sheffield-pharmaceuticals.com.**

4. Sheffield Pharmaceuticals has a program of requiring officers and employees to certify annually that

they have complied with these standards. The Company depends on this certification and expects that officers and employees will treat it with the utmost seriousness.

The identity of the persons making such reports will be kept confidential. **Furthermore, we have a policy of protecting whistleblowers.** A whistleblower as defined by this policy is an employee, partner or affiliate of Sheffield who reports an activity that s/he considers to be illegal or dishonest to the parties specified in this Code, or directly to legal or regulatory authorities. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management or governmental officials are charged with these responsibilities. Whistleblower protections are provided in two important areas -- confidentiality and against retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, the identity may have to be disclosed to conduct a thorough investigation, or to comply with the law, or to provide accused individuals their legal rights of defense. The Company will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action, such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact the CEO and Board immediately. The right of a whistleblower to protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

Closing Summary

Every company has a particular culture or atmosphere that is unique to it. Over the years, Sheffield Pharmaceuticals has developed a culture which emphasizes our commitment to excellence and integrity, along with a deep concern for our customers and the environment. Each of us takes pride in these high standards of conduct. Because of our standards, the Sheffield Pharmaceuticals' name is recognized around the world as a symbol of quality products. Let us work together to continue being a company which will embody complete honesty, fairness and integrity with all the stakeholders that collaborate with us, as we create a more just, humane and sustainable.