

COMPLETE PRODUCTION SERVICES, INC. CODE OF ETHICS FOR NON-EMPLOYEE DIRECTORS

PURPOSE

Purpose of this Code of Ethics For Non-Employee Directors (this "Policy"):

- To specifically provide a code of ethics policy for its non-employee directors.

APPLICABILITY

This Policy applies to all non-employee members of the Board of Directors of the Company.

RESPONSIBILITY

It is the responsibility of each individual non-employee Director to understand and act in accordance with this Policy.

THE COMPANY'S GENERAL POLICY

It is the fundamental policy of Complete Production Services, Inc. ("the Company") and its subsidiaries and affiliates (collectively "the Company") to conduct its business with honesty and integrity and in accordance with the highest legal and ethical standards and to obey the law, both in letter and in spirit.

NON-EMPLOYEE DIRECTORS

In addition to each Director's duty of loyalty and duty of care to the Company and his duty to exercise appropriate business judgment in his dealings with the Company's affairs, each non-employee Director should comply with the following.

- A. Conduct. A Director must act honestly, in good faith and in the best interests of the Company and its stockholders. A Director must not take improper advantage of the position of Director nor should he engage in conduct likely to bring discredit upon the Company.
- B. Conflicts of Interest. A "conflict of interest" occurs when an individual's direct or indirect private or financial interest interferes with the interests of the Company as a whole. If a Director discovers an actual or potential conflict or is unsure whether such a conflict exists, he should discuss the issue with the Chairman of the Nominating/Corporate Governance Committee or the General Counsel of the Company. If a Director has a conflict of interest with respect to a matter being discussed at a Board or Committee meeting, the Director who has the conflict of interest should describe the material facts of the Director's conflict of interest to the other directors and recuse himself from that part of the meeting and from any vote on issues relating to the conflict of interest.
- C. Corporate Opportunities. Subject to specific provisions set forth in the Company's Amended and Restated Certificate of Incorporation, Directors should not take for their own personal interest corporate opportunities that are discovered through the use of the Company's property or information or the Director's position as a director of the Company. Directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If a Director discovers a situation that may constitute a "taking of a corporate opportunity" with respect to that Director and the Company, he should discuss the issue with the Chairman of the Nominating/Corporate Governance

Committee or the General Counsel. If such opportunity should arise as a subject in a Board or Committee meeting, the Director should describe to the other directors the material facts of the potential corporate opportunity and recuse himself from that part of the meeting and from any vote on such matter.

- D. Confidentiality. Directors should maintain the confidentiality of information entrusted to them by the Company 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 if disclosed. Any questions as to whether information is confidential or whether disclosure is "authorized or legally mandated" should be referred to the General Counsel of the Company.
- E. Compliance with Laws. Directors should comply with all applicable laws, rules and regulations as they relate to the Company or service as a director of the Company, including specifically but not exclusively:
1. All antitrust laws, whether federal, state or foreign.
 2. The Foreign Corrupt Practices Act.
 3. All economic sanctions administered by the U.S. Department of Treasury's Office of Foreign and Assets Control.
- F. Insider Trading. Directors are prohibited from trading in the stock or other securities of the Company while in possession of material, nonpublic information about the Company. In addition, Directors are prohibited from recommending, "tipping" or suggesting that anyone else buy or sell stock or other securities of the Company on the basis of material, nonpublic information. Directors who obtain material nonpublic information about another company in the course of their directorship are prohibited from trading in the stock or securities of the other company while in possession of such information or "tipping" others to trade on the basis of such information. Information is "non-public" if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is "material" if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities.
- G. Waivers of this Policy. Any waiver of this Code may be made only by the Board and will be promptly and publicly disclosed as required by law or the rules of any principal securities exchange on which the Company's securities are traded.
- H. Reporting any Illegal or Unethical Behavior. Directors should promote ethical behavior and encourage an environment in which the Company encourages employees to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith.
- I. Enforcement of this Policy. The Board shall determine appropriate actions to be taken in the event of violations of this Policy. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Policy. In determining what action is appropriate in a particular case, the Board shall take into account all relevant information, including the nature and severity of the violation, whether the violation appears to have been intentional or inadvertent, and whether the individual in question had been advised prior to the violation as to the proper course of action.