

U. S. AUTO PARTS NETWORK, INC.

Code of Ethics and Business Conduct

Effective July 28, 2015

I. INTRODUCTION AND GENERAL POLICY

U. S. Auto Parts Network, Inc. (the “Company”) is committed to the highest standards of legal and ethical business conduct, and seeks to foster an environment of awareness where the prompt reporting of any unethical or illegal behavior, or any violations of our corporate policies is encouraged and dealt with fairly. Ethical conduct is an inherent obligation of our directors, officers and employees. Accordingly, we have adopted this Code of Ethics and Business Conduct (the “Code”) to promote the high standards of ethical conduct we value.

This Code does not cover every issue that may arise, but is intended to provide a basic summary of the legal, ethical and regulatory principles that should guide the conduct of all our directors, officers and employees.

We expect each of our directors, officers and employees to read and become familiar with and agree to follow the ethical standards described in this Code in conjunction with our other policies, copies of which may be obtained from the Company’s Chief Financial Officer or General Counsel. A director’s, officer’s or employee’s failure to fulfill his or her responsibilities under this Code may result in disciplinary action, up to and possibly including immediate termination.

This Code requires at a minimum:

1. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. Full, fair, accurate, timely and understandable disclosures in reports and documents that we file with, or submit to, the Securities and Exchange Commission;
3. Compliance with our other corporate policies and with applicable governmental laws, rules and regulations;
4. The prompt internal reporting of violations of this Code, including any illegal activity, to the appropriate person or persons identified in this Code; and
5. Accountability for adherence to this Code.

II. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

Our directors, officers and employees should not be involved in any activity that creates or gives the appearance of a conflict of interest. A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Accordingly, directors, officers and employees are prohibited from taking for their own personal gain opportunities that are discovered through the use of the Company’s property, information or position, without the written consent of our Board of Directors.

A conflict situation may arise when a director, officer or employee has a financial interest, including significant stock ownership, in any entity with which we do business, or provides service. Conflicts of interest also may arise when a director, officer or employee, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, directors, officers or employees, or their family members, by the Company or any entity with which we do business, may create conflicts of interest.

It is almost always a conflict of interest for an officer or employee to have other duties, responsibilities or obligations that run counter to his or her duty to the Company, such as working or providing service simultaneously for a competitor, customer or supplier of the Company. The best policy is to avoid any direct or indirect business connection with the Company's competitors, customers or suppliers, except on behalf of the Company.

Directors, officers and employees should notify in writing the appropriate person or persons identified in Section VII of this Code of the existence of any actual or potential conflict of interest.

III. FAIR DEALING

We require our directors, officers and employees to deal honestly and fairly with, and respect the rights of, our customers, suppliers, competitors and other third parties. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. Each director, officer and employee should endeavor to make our contracts, advertising, literature and other public statements clear and precise and to eliminate any misstatement of fact or misleading impressions. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

No bribes, kickbacks or any other form of improper payment, direct or indirect, should ever be offered, given, provided or accepted by any director, officer or employee, their family members or agents. In addition, no gifts, favors or business entertainment should ever be offered, given, provided or accepted by any director, officer or employee, their family members or agents, unless it: (1) is not a cash gift; (2) is consistent with customary business practices; (3) is of nominal value; (4) cannot be construed as a bribe or payoff; and (5) does not otherwise violate our corporate policies or any laws or regulations. Our Foreign Corrupt Practices Act Policy which is set forth as an Addendum to this Code helps the Company to ensure compliance with the anti-bribery provisions of the Foreign Corrupt Practices Act.

IV. RECORD-KEEPING AND PUBLIC DISCLOSURES

We require honest and accurate recording and reporting of information. All of our books, records, accounts and financial statements must be maintained in reasonable detail, accurately and fairly reflect our transactions, not contain false or misleading entries, comply with generally accepted accounting principles at all times and conform both to applicable legal requirements and to our system of internal accounting controls. Unrecorded or "off the books" funds, work or assets should not be maintained unless permitted by applicable law or regulation.

We maintain a system of internal accounting controls that will provide reasonable assurances to our management that all transactions are properly recorded and that material information about the Company is made known to management, particularly during the periods in which our periodic reports are being prepared. We expect our directors, officers and employees to notify the Chairman of our Audit Committee and our Chief Financial Officer in writing of any: (1) material information or unreported transactions that affect the disclosures made in our public filings; (2) information concerning significant deficiencies and material weaknesses in the design or operation of our internal control over financial reporting which are reasonably likely to adversely affect our ability to record, process, summarize and report financial information; and (3) fraud, whether or not material, that involves management or other employees who have a significant role in our internal control over financial reporting.

Directors, officers and employees should avoid exaggeration, derogatory remarks, guesswork, and inappropriate characterizations of people and companies in their e-mail, correspondence, internal memos, reports and other records and communications, as these things often become public and can be easily misunderstood. Records always should be retained or destroyed according to our record retention policies. No director, officer or employee should communicate to the public any nonpublic information except through our Chief Executive Officer or Chief Financial Officer.

V. COMPLIANCE WITH LAWS AND CORPORATE POLICIES

Our corporate policies have been created to ensure that our directors, officers and employees comply with applicable laws and governmental regulations. We expect our directors, officers and employees to respect and obey the law, both in letter and spirit. Reading and understanding our general corporate policies is a good start to learning some of the laws, rules and regulations that govern our lives.

By following our corporate policies, our directors, officers and employees can fulfill our commitments to, among other things: (1) maintaining a safe and healthy work environment; (2) promoting a workplace that is free from discrimination or harassment based on race, color, religion, sex, age, national origin, disability or other factors that are unrelated to our business interests; (3) supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices; (4) conducting our activities in full compliance with all applicable environmental laws; (5) keeping the political activities of our directors, officers and employees separate from our business; (6) prohibiting any direct or indirect illegal payments, gifts, favors or gratuities to any government officials, candidates or political parties; (7) prohibiting the unauthorized use, reproduction, or distribution of any third party's trade secrets, copyrighted information or confidential information; (8) prohibiting the sale or export, either directly or through our representatives, of our products to countries where technology related goods such as ours may not be sold; and (9) complying with all applicable state and federal securities laws.

Our directors, officers and employees are prohibited from trading our securities while in possession of material, nonpublic ("*inside*") information about the Company. Our Insider Trading Policy describes the nature of inside information and the related restrictions on trading.

We encourage our directors, officers and employees to seek advice regarding the details of the policies, laws, rules and regulations with which they must comply, by submitting a written request to the Company's Chief Financial Officer or the General Counsel.

VI. CONFIDENTIALITY AND CORPORATE ASSETS

Our directors, officers and employees are entrusted with our confidential information and with the confidential information of our suppliers, customers or other business partners. This information may include without limitation: (1) trade secrets, patents, trademarks, copyrights and other proprietary information and ideas; (2) technical or scientific information about current and future products, services or research; (3) business, marketing or service plans or projections; (4) earnings and other internal financial data; (5) personnel information; (6) supply and customer lists; and (7) other non-public information that, if disclosed, might be of use to our competitors, or harmful to our suppliers, customers or other business partners. This information is our property, or the property of our suppliers, customers or business partners, and in many cases was developed at great expense. Our directors, officers and employees must not discuss or disclose confidential information with, in the presence of or to any unauthorized persons, including family members and friends, and must not use confidential information or other Company property or resources for personal gain, for the personal benefit of anyone else or for anything other than our legitimate business purposes.

These obligations are described in our confidential information and invention assignment agreement that we require every director, officer and employee to execute upon commencement of service to the Company.

VII. REPORTING AND CONSEQUENCES OF VIOLATIONS

Reporting Violations and Asking Questions

We hold all directors, officers and employees individually responsible for carrying out and monitoring compliance with this Code. Except as provided in the paragraph below, directors and officers immediately should report in writing any known or suspected illegal or unethical behavior to the Chairman of our Audit Committee, and employees who are not directors or officers immediately should report in writing any known or suspected illegal or unethical behavior to our Chairman of our Audit Committee and our Chief Financial Officer. When in doubt, we encourage directors, officers and employees to seek counseling about the best course of action to take in any

particular situation. Directors, officers and employees may contact our Chief Financial Officer or our Chairman of our Audit Committee in writing with any questions or concerns about this Code or a business practice.

If your complaint, concern or question pertains to accounting, internal accounting controls or auditing matters, or financial fraud, securities fraud or other securities law violations, you must submit the complaint, concern or question, anonymously if you wish, by contacting our independent and confidential Whistleblower Hotline. Contact information and additional reporting procedures may be found in our Whistleblower Policy.

If anyone feels uncomfortable reporting potential or actual violations to the person or persons identified in this Code, he or she may instead report those matters in writing to our Audit Committee through <http://www.openboard.info/prts/>. The Audit Committee will identify and forward the violation report to the appropriate person or persons, not involved in the matter giving rise to the violation, who have sufficient status and authority within the Company to adequately deal with the potential violator of the Code. Any questions or reported violations will be addressed immediately and seriously.

Investigations and Non-Retaliation

The person or persons to whom a potential or actual violation is reported or forwarded will promptly investigate any such violation and will oversee an appropriate response, including corrective action and preventative measures. The Chair of our Audit Committee or the Chief Executive Officer will be involved when appropriate. All reports will be treated confidentially to the extent possible.

It is our policy to not allow reprisal or retaliation of any kind against a director, officer or employee who acts in good faith in reporting any known or suspected illegal or unethical behavior, or who asks any questions regarding this Code or appropriate actions in light of the Code. All directors, officers and employees must fully cooperate in internal investigations of misconduct.

Consequences of a Violation

Directors, officers and employees who violate any laws, governmental regulations, or any provisions of this Code will face appropriate, case-specific disciplinary action, which may include demotion or immediate discharge. Any director, officer or employee who engages in illegal activity may be reported to the appropriate governmental authorities.

Administration

Our Board of Directors, Audit Committee, and Nominating and Corporate Governance Committee have established the standards of business conduct contained in this Code and generally oversee compliance with this Code. Our Board of Directors, Audit Committee, and Nominating and Corporate Governance Committee also are responsible for updating these standards as they deem appropriate to reflect changes in the legal and regulatory framework applicable to the Company, the business practices within our industry, our own business practices and the prevailing ethical standards of the communities in which we operate. Our Audit Committee and Nominating and Corporate Governance Committee will oversee the procedures designed to implement this Code to ensure that they are operating effectively.

Training on this Code will be included in the orientation of new employees and provided to existing directors, officers and employees on an on-going basis. To ensure familiarity with the Code, directors, officers and employees will be asked to read the Code and sign a certificate certifying understanding of and compliance with the Code.

VIII. CHANGES IN OR WAIVERS OF THE CODE

Any change in or waiver of this Code for directors or officers (including our president, principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, any vice-president in charge of a principal business unit, division or function, or any other officer who performs a policy-making function) may be made only in writing by the Company's Board of Directors. The date, nature and facts of, and reasons for, such change or waiver must be posted on the Company's website within four business days of such change or waiver or publicly disclosed in a Form 8-K filed by the Company with the Securities and Exchange Commission. No waiver shall be granted except where necessary and warranted, and where such waiver is limited and qualified so as to protect the Company to the greatest extent possible.

The text of this Code, and any changes in or waivers of this Code, will be posted on our website at <http://www.usautoparts.com/>.

U. S. AUTO PARTS NETWORK, INC.

Addendum to Code of Ethics and Business Conduct

Foreign Corrupt Practices Act Policy

The purpose of this Foreign Corrupt Practices Act Policy (the “Policy”) is to ensure compliance by U.S. Auto Parts Network, Inc. and its subsidiaries (the “Company”) and each of their directors, officers, employees, agents, consultants, and representatives with the Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), and related laws of other countries in which the Company does or intends to do business.

The following Addendum to the Code of Ethics and Business Conduct provides a summary of international business activity that must comply with the Company’s Policy. The Company reserves the right to amend, rescind or replace this Policy at any time.

Background

The anti-bribery provisions of the FCPA apply to the Company. The anti-bribery provisions of the FCPA make it a criminal offense to pay, offer, or give anything of value to a foreign official, a foreign political party (or official thereof) or candidate for foreign office, for the purpose of influencing the decisions of those officials, parties or candidates. The FCPA was originally enacted by the U.S. Congress in 1977 and has been amended several times since. The FCPA is aimed at preventing corrupt practices by U.S. business organizations doing or seeking business in foreign countries. In recent years, there has been renewed focus and a number of enforcement actions with respect to the FCPA and similar foreign laws in other countries. Neither the complexity of the FCPA nor costs of compliance (including the loss of business) diminishes the responsibility to comply with the FCPA. It is imperative therefore that each and every person covered by the Policy become familiar with the FCPA’s provisions.

Scope

This Policy applies to:

- All directors, officers and employees of the Company and its subsidiaries regardless of where the officer or employee is located (within and outside the U.S.); and
- Anyone who acts as a partner, representative or an agent for the Company and its subsidiaries. This may be a distributor, consultant, representative, broker or other person or firm of U.S. or any other nationality.

Obligations

- Everyone covered by this Policy is expected to become familiar with and to comply with its contents as well as the Code of Ethics and Business Conduct, which applies to all directors, officers and employees of the Company and its subsidiaries.
- Everyone covered by this Policy must ensure his or her strict compliance with this Policy and each person that the individual supervises.
- If you have questions about this Policy and its application, contact the General Counsel, who serves as the FCPA Compliance Officer.
- Concerns should be reported in accordance with the Code of Ethics and Business Conduct.

Anti-Bribery Provisions

The FCPA's anti-bribery provisions make it illegal to bribe foreign officials in order to obtain or retain business or to secure any improper advantage. Specifically, the FCPA prohibits payments, offers or gifts of money or anything of value, with corrupt intent, to a "foreign official".

What is considered to be a bribe?

A bribe is considered to occur when one party gives or offers another party, either directly or indirectly through an intermediary, any reward, advantage or benefit of any kind, in order to influence the making or not making or implementation of a decision or act by the party concerned. An action may be considered a bribe regardless of whether giving something of value may be widely accepted or even seem necessary in the country in question. In addition, an action may be considered a bribe even when it does not cause the desired outcome of influencing a foreign official.

Who is considered to be a foreign official?

The FCPA defines a "foreign official" as any officer or employee of a foreign government or any department, agency, or instrumentality of a foreign government. The term also includes any officer or employee of a public international organization. Furthermore, any person acting in an official capacity for any foreign government agency, department or instrumentality, or for a public international organization is a "foreign official." An entity hired to review bids on behalf of a government agency would be covered by the term. The FCPA also prohibits bribes to foreign political parties and their officials as well as to candidates for foreign political office. In addition, the following persons would be included in the definition of "foreign official":

- Officers and employees of foreign state owned companies (which is not uncommon in China),
- Uncompensated honorary officials if such officials can influence the awarding of business, and
- Members of royal families who have proprietary or managerial interests in industries and companies owned or controlled by the government.

The Company's FCPA Compliance Officer should be contacted if there is a question as to whether an individual or an organization would be considered a foreign official for purposes of this Policy.

What is considered to be a direct or indirect payment or gift of anything of value?

A payment need not be money and might be in the form of a transfer of stock, bonds or any other property, the payment of expenses, the providing of services of any type, the assumption or forgiveness of any indebtedness, or any other transfer of goods, services, tangibles or intangibles that is given or accrues to the recipient. This prohibition might include entertainment, gifts, discounts and services not readily available to the public, an offer of employment, assumption or forgiveness of a debt, payment of travel expenses or personal favors.

Who is prohibited from making a bribe?

A U.S. company can face FCPA liability based upon improper payments made by its agents or other business partners. Accordingly, except as set forth in this Policy, neither the Company nor anyone else covered by this Policy may make, promise or authorize any gift, payment or offer anything of value on behalf of the Company to a foreign official or to any third person (such as a consultant) who, in turn, is likely to make a gift, payment or offer anything of value to a foreign official.

What can be given to a foreign official in compliance with this Policy?

There may be very limited circumstances – entertainment, meals, Company promotional items, gifts of a nominal value and other business courtesies – when items of value can be given to foreign officials. Such entertainment, meals, Company promotional items, gifts of a nominal value and other business courtesies may not be made except in accordance with this Policy and unless the FCPA Compliance Officer has provided prior written approval.

Are there any exceptions or defenses available under the FCPA?

The FCPA contains certain limited exception and affirmative defenses to the prohibitions set forth above. These limited exceptions and affirmative defenses may not be utilized or relied upon except in accordance with this Policy and only when the FCPA Compliance Officer has provided prior written approval. For example, the FCPA allows certain “facilitating” or “expediting” payments to foreign officials in order to expedite or secure non-discretionary, “routine governmental action.” Examples of this might include routine processing of governmental papers such as visas or work orders, unloading of cargo, mail pick-up and delivery, scheduling of inspections or the provision of police protection. To be considered a routine governmental action, it must satisfy the following criteria:

- The assistance requested and for which the payment or gift is made is clearly an action which the person receiving the payment is legally required to provide, and the payment is only to facilitate such action;
- The payment is legal and customary in the foreign country in question (i.e. not merely the payment is not illegal);
- No reasonable alternative to making the payment exists; and
- The duties of the person receiving the payment are essentially ministerial or clerical.

The term “routine governmental action” **does not** include any decision by a foreign official on whether, or on what terms, to award new business to or continue business with a particular party, or any action taken by a foreign official involved in the decision-making process to encourage a decision to award new business or to continue business with a particular party. Employees or agents may make facilitating payments only in accordance with this Policy and only if the supervisor and FCPA Compliance Officer has provided prior written approval.

Due Diligence

Local agents are retained and local partners are selected in part for their knowledge of and access to persons in the relevant market and their ability to contribute to the success of development efforts. Because actions by local agents may result in FCPA violations by the Company and other individuals, the Company should be careful when engaging third-parties and avoid situations that might lead to a violation of the FCPA. To avoid being held liable for corrupt third party payments, the Company and any Company person acting on its behalf must exercise due diligence at all times and take all necessary precautions to ensure that business relationships are formed only with reputable and qualified partners, agents, and representatives.

Therefore, prior to retaining any agent, representative, consultant, or other third party contractor (collectively “third party contractors”) who can act on behalf of the Company with regard to foreign governments or international business development or retention, the Company will perform proper and appropriate FCPA-related due diligence and obtain from the third party certain assurances of compliance. Due diligence should consist of the following, as available:

- checking public sources of information, including any published press reports concerning the agent, the commercial attaché at the foreign embassy in the relevant foreign country and/or relevant country desk officers at the U.S. Department of State and U.S. Department of Commerce;

- checking with business references provided by the potential third-party contractors; interviewing the third party contractor; and
- obtaining information from institutions (banks, accounting firms, lawyers) in the third-party contractor's country of operations. A file should be maintained documenting the due diligence efforts undertaken in relation to the retention of each and every third-party contractor. All third-party contractors must be identified and selected on the basis of objective and written evaluation criteria, e.g., a partner should be selected on the basis of identifiable commercial and technical competence and not because he or she is the relative of an important government official. A written agreement must be entered into prior to doing business with any third-party contractor, the form of which must receive the written approval of the FCPA Compliance Officer.

Record Keeping

The record-keeping provisions of the FCPA require publicly held U.S. companies such as the Company to keep their books, records and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets. Thus, the FCPA prohibits the mischaracterization or omission of any transaction on a company's books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for this component of the FCPA.

Accordingly, Company employees must follow applicable standards, principles, laws and Company practices for accounting and financial reporting. In particular, employees must be timely and complete when preparing all reports and records required by management. In connection with dealings with public officials and with other international transactions explained in this FCPA Policy, employees must obtain all required approvals from the FCPA Compliance Officer. Prior to paying or authorizing a payment to a foreign official, Company employees or agents should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. No undisclosed or unrecorded accounts of the Company are to be established for any purpose. False or artificial entries are not to be made in the books and records of the Company for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy.

Punishments

Sanctions for FCPA violations, or even a mere indictment for a potential violation, are severe and potentially devastating to the Company and to the individuals involved. Statutory criminal penalties for individuals include fines up to \$100,000 per violation or imprisonment up to five years, or both. Individual officers and employees of companies may be prosecuted even if the Company is not. Fines assessed against individuals may not be reimbursed by the Company. The Company may be fined up to \$2,000,000 per violation and have to return a multiple of any money gained from the corrupt payment. The Company may also be required to return a multiple of any profit generated. Violations of the FCPA may result in violations of other laws and in other countries with separate and additional fines and penalties. The costs of any violation are extremely expensive to the individual and the Company.