

Conflicts Policy

In order to minimize potential conflicts of interest which may arise from multiple corporate affiliations, all of our officers have agreed, until the earlier of a business combination, our liquidation and such time as he ceases to be an officer, to present to us for our consideration, prior to presentation to any other entity, any business opportunity which may reasonably be required to be presented to us under Delaware law, subject to any pre-existing fiduciary obligations he might have. In particular, the pre-existing fiduciary obligations that Keith D. Spickelmier might have, include, but are not limited to, his obligations to present business opportunities to Westside Energy Corp. and the pre-existing fiduciary obligations that James P. Wilson might have, include, but are not limited to, his obligations to present business opportunities to RSTW Partners.

In connection with the vote required for any business combination, all of our initial stockholders, including all of our officers and directors, have agreed to vote their respective shares of common stock which were owned prior to this offering, as well as any shares of common stock acquired in connection with or following this offering, in accordance with the vote of the public stockholders owning a majority of the shares of our common stock sold in this offering. In addition, they have agreed to waive their respective rights to participate in any liquidation distribution but only with respect to those shares of common stock acquired by them prior to this offering.

To further minimize potential conflicts of interest, we will not consummate a business combination with an entity which is affiliated with any of our initial stockholders unless we obtain an opinion from an independent investment banking firm that the business combination is fair to our stockholders from a financial point of view. In the event that we obtain such opinion, we will file it with the Securities and Exchange Commission.

Commentary to Policy

Westside Energy Corporation operates as an oil and gas company in the United States. It primarily focuses on the acquisition, exploration, and development of natural gas and oil in the Barnett Shale play in north Texas. Westside Energy sells its oil and gas products primarily to domestic pipelines and refineries. JK Acquisition Corp. does not intend to pursue oil and gas exploration and production acquisitions/mergers. RSTW Partners is the manager a series subordinated debt funds. Each of the RSTW funds' investment periods have expired and RSTW Partners is no longer pursuing acquisitions, mergers or financings. Therefore, we do not believe that either Mr. Spickelemier or Mr. Wilson will have conflicts as a result of their relationship with Westside Energy or RSTW Partners. However, we do believe the Conflicts Policy stated above, adequately protects JK Acquisition and its shareholders.