

Code of Business Ethics Policy – FN-005E	
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IMSG CODE OF BUSINESS ETHICS AND CONDUCT

Dear IMSG Colleague:

IMSG's reputation for integrity in the marketplace is one of our most important assets. We are committed to upholding the highest ethical standards and operating our company with superior integrity, to protect our colleagues, customers, and the communities we serve.

We must continue to conduct ourselves responsibly and maintain our commitment to ethics. In order to ensure our continuing success, we have created our Code of Business Conduct and Ethics to provide guidance to employees in making ethical decisions. The Code provides general information on required behaviors in the corporate environment, as well as direction on specific situations in which ethical dilemmas may arise.

It is important that all employees review the Code thoroughly and become familiar with its provisions. Each employee is required to acknowledge his/her responsibility for reviewing, understanding, and complying with the Code. The Code does not address every possible situation. Always use your best judgment in matters, with a broad view of how our actions could be perceived by a third party. In addition, if you have questions regarding the Code or would like to report a concern, please email us at corporate.ethics@img.com.

I ask that each of you continue to embrace the highest ethical standards -- both individually and professionally -- as we move into the future together.

Vance Y. Hum
CEO
I.M. Systems Group, Inc.

1.0 PURPOSE

This policy document defines the standards of ethics and business conduct (the “Standard”) that apply to all officers and employees of IMSG (the “Company”), all its subsidiaries and business units worldwide, and to all of its business activities. To the extent that any portion of this policy is inconsistent with any rights or obligations contained in Federal Guidelines, the terms of the Federal Guidelines shall govern.

2.0 POLICY

Responsibility/Accountability

IMSG’s business depends not only on the competence of its employees, but also upon its reputation for honesty, integrity, and lack of bias in the conduct of its business affairs. That means we are committed to the highest ethical standards and values in conducting our business. We are equally committed to complying with all applicable laws and regulations in each foreign, federal, state, or local jurisdiction in which we operate.

It is the personal responsibility of each employee to read, understand and comply with the Company’s ethical standards and diligently comply with IMSG policies and procedures. All employees must promptly direct any questions regarding specific policies to their immediate supervisor, program manager, or company management.

All employees will be required to certify their understanding of this Standard on an annual basis. The Company will implement a system that collects these certifications and ensures they are current. Failure to certify understanding of, or failure to comply with, this Standard shall be grounds for disciplinary action, up to and including termination of employment.

- All employees are responsible for ensuring their own conduct, as well as the conduct of those who report to them, is honest and ethical under all circumstances and fully complies with our policies and standards
- All employees are expected to embrace and follow the standards described in this policy document
- All employees must take seriously their responsibility to stay knowledgeable about these standards and attend training when offered
- All employees are expected to be alert to and recognize potential violations of these Standards
- All employees are required to cooperate fully with any investigation regarding the potential non-compliance of any of our standards. Because our reputation for high ethical standards and quality work is so important, violations of our Standard will be basis for disciplinary or corrective action.

Obligation of Employees to Report Violations of Standards

All employees are obligated to report all suspected violations of these Standards. Every employee has a duty to report observed, discovered, or suspected non-compliance with applicable rules and regulations to your respective managers, Director of Human Resources, or the Chief Operating Officer. If you prefer to raise an issue through a third party or to remain anonymous, employees may call the company's Legal Counsel at telephone numbers 215 496-7217 or 215 496-7240 or e-mail at eschreiner@kleinbard.com or hdavis@kleinbard.com. Such reports will be investigated promptly, with due respect for the rights and privacy of all who may be involved in such an investigation.

The Company also maintains an email address (corporate.ethics@imsg.com) in which employees can report any suspected violations of the laws, regulations, and compliance requirements embodied in these Standards.

IMSG has implemented a Whistleblower policy that states:

IMSG 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 Human Resources Director immediately.

Company and Employee Commitments

The Company-Employee relationship is based, at least in part, on each party's willingness to uphold certain commonly agreed upon tenets as outlined more fully in the Employer-Employee Relationship section of the IMSG Employee Handbook. While the Company's commitments are covered briefly within this document, the Company's expectations for its employees are detailed in the IMSG Employee Handbook, and are summed up as follows:

- To deal with customers, suppliers and coworkers in a professional manner;
- To perform assigned tasks efficiently;
- To be punctual;
- To demonstrate a considerate, positive and constructive attitude toward fellow employees;
- To adhere to the policies adopted by the Company; and
- To protect the interests, reputation, and integrity of the Company and its employees at all times

False Information and Employment

If, at any time, the Company learns that an employee intentionally provided false or misleading information, or intentionally omitted pertinent information regarding essential background, employment history, credentials or qualifications for employment, the Company may take appropriate disciplinary and/or corrective action, including changing the employee's status or assignment, reducing the employee's compensation, suspending, or terminating the employee.

Use and Protection of Client (Government) Furnished Property

The Company and its employees, consultants and subcontractors shall abide by all regulations applicable to the possession, use, reporting, and disposition of client property within its control. Government property shall only be used for those purposes specifically authorized by a specific contract and will be appropriately tracked, controlled, reported on and returned, as required. IMSG and its Subsidiaries will ensure that any of their subcontractors who control Government property shall adequately care for it.

Use and Protection of Company Assets

The Company invests substantial sums of money to provide employees with up-to-date technology, equipment and furnishings. These items are to facilitate the business of the Company with the ultimate goal of increasing value to the shareholders. All employees and consultants are therefore responsible for the protection and appropriate, efficient use of the Company's assets, which includes physical assets as well as intellectual property and proprietary information.

All corporate assets are intended to be used for legitimate business purposes only. While some incidental personal use is allowed, such as making personal phone calls when necessary, such use should be limited to non-business hours (before or after work, during lunch or other breaks) whenever possible and expressly conditioned on compliance with established policies in the IMSG Employee Handbook. The employee's immediate supervisor should approve any use of corporate property or services, which are not solely for the benefit of the corporation, beforehand, when this usage goes beyond incidental.

Theft, careless, inappropriate, or negligent use of the Company's physical assets, especially when resulting in a loss or diminished value of such assets, as well as unauthorized use, disclosure or transfer of intellectual property or proprietary information may subject the offending person to disciplinary action up to and including termination of employment, and may result in possible civil or criminal prosecution under applicable laws. More detailed statements regarding the use of software, protection of intellectual property, trade secrets and proprietary information and the electronic communications policy are provided below.

Use of Software

The Company has established a policy, which prohibits the creation or use of unauthorized copies of software, and no “pirated” software shall be installed or used on Company computers. Except for software supplied by a client or teaming partner pursuant to the terms of a contract, or personally owned software which has been approved and installed by IMSG’s IT Department, employees shall use only Company licensed software. Employees shall use all software only in accordance with the terms of the applicable license agreements or other contracts under which the software is supplied. IMSG or subsidiary licensed software may not be copied or provided to any third party unless authorized under the license agreement. Before taking any action to transfer licensed software, employees should contact the IMSG IT Department to determine whether their proposed action is permitted. Please refer to the IMSG Employee Handbook, Communications Systems Policy and Guidelines, for information regarding the use of Company licensed software. Unauthorized use, copying, transfer, or disclosure of software may subject the offender to disciplinary action and as well as civil and criminal penalties under copyright laws. The company has the right to audit any software on company provided computers.

Use of Computing Resources

Computing resources are provided to users to support their work on behalf of the Company and its clients. Users are expected to utilize these resources in a professional and appropriate manner, in accordance with published policy in the IMSG HR Manual. The term “Computing Resources” includes any computer, peripheral, server or network provided or supported by the Company’s Information Technology Department as well as all communications equipment, systems, and services provided to the employees of IMSG and its subsidiaries in the course of their employment. This includes, for example, telephone, electronic mail, instant messaging, voice mail, fax, local and wide area networks, text paging, and internet access. Also covered by this definition are any data and programs stored on or utilized in connection with such computing resources, regardless of format or medium of storage. Unauthorized or improper use of the Company’s computing resources may subject an employee to disciplinary action up to and including termination of employment. The company has the right to audit any company owned computing resources.

Protection of Intellectual Property, Trade Secrets, Proprietary Information

It is essential for all employees and consultants to safeguard the Company's and clients trade secrets and proprietary information and to refuse any improper access to trade secrets and proprietary information of any other company or entity, including our competitors. The terms used herein are defined as:

Proprietary Information: Material and information relating to or associated with a company's products, business, or activities including, but not limited to, financial information, data or statements, trade secrets, product research and development, existing and future product designs and performance specifications, marketing plans or techniques, schematics, client lists, computer programs, processes, and know-how that have been clearly identified and properly marked by the company as "Proprietary Information" or trade secrets.

Trade Secret: Any formula, pattern, device, or information that is used in a business and which gives a competitive advantage to others.

Always be alert to avoid inadvertent disclosures that may arise in social conversations or in normal business relations; and do not receive any such information from other companies or people except pursuant to written agreement. Employees and consultants on client sites should pay careful attention to the use of government-owned email systems and accounts.

Never send proprietary information or trade secrets across a government email system, as the information can be requested by competitors and ultimately released by the government through the Freedom of Information Act (FOIA). Similarly, the Company's property rights in its technology and products must be protected by use of appropriate agreements whenever such technology and/or products are used, transferred or disclosed.

Fiduciary Duty of the Employee

If an employee of the Company has material non-public information relating to the Company or client, he or she cannot disclose this knowledge to others. All employees should avoid even the appearance of an improper transaction to preserve the Company's reputation for adhering to the highest standards of conduct.

Personal Conflicts of Interest

Conflicts of interest may raise doubts about the quality of the decision and the motive and integrity of the employee making it. Any situation that appears to cause, or actually causes, an employee to have to make a choice between loyalty to IMSG and loyalty to oneself, a relative(s), or an outside activity, presents a conflict of interest (COI).

Conflicts of interest existing at the time of employment, or arising during the time an individual is employed by IMSG, must be disclosed and resolved as soon as they arise. Employees should advise their supervisor, in writing, of any potential conflicts.

In general, employees should avoid any activity outside their Company work that is likely to put them in a conflict situation. Outside employment is not specifically prohibited; however, it may work against the interests of the Company and in some situations, might be considered inappropriate. For more details on scenarios that could be construed as a conflict of interest, please review the IMSG HR Manual or discuss with your supervisor.

Strategic Planning Information

All employees must be vigilant in safeguarding most types of public and non-public Company information from disclosure both inside and outside the Company unless the person has a need to know the information for legitimate, Company related reasons. This duty of confidentiality is especially important with respect to any Company strategic planning activity, including merger, acquisition, divestiture, or reorganization activities.

It is a violation of Federal Securities and Exchange law for anyone with knowledge of such information to buy, sell or trade in company stock (“insider trading”) or to make an unauthorized disclosure of such information (known as “tipping”) in connection with such transactions involving companies whose stock is publicly traded, and whose operations are governed by SEC regulations and requirements. While IMSG is not a public stock company, whose operations are subject to SEC regulations, its strategic activities and transactions may involve companies that are SEC regulated.

All employees who have access to information not available to the general public concerning the company’s strategic planning, including, but not limited to, potential acquisitions, divestitures, reorganizations, or major contract awards, shall neither use such information for personal financial advantage in any way, including the buying or selling of stock in affected companies, nor disclose such information to an outside party who may benefit thereby, unless authorized to do so by appropriate levels of management and unless permitted by law or regulation. Employees involved in such activities will be required to sign specialized non-disclosure agreements, which will restrict the dissemination of such information to only those designated individuals who have an actual “need to know.”

Regarding Gifts, Gratuities, and Entertainment

The Company relies on employees to make sound business judgments based on the corporation’s best interest and consistent with the ethical standards of IMSG. Offering and accepting business hospitality, gifts, meals, and/or entertainment, as a social amenity is a normal part of doing business in various industries in which the Company operates. However, in certain circumstances, accepting certain gifts and entertainment from vendors, contractors, competitors, suppliers, or customers with whom the Company has a current or potential future relationship can adversely affect business judgment and create an appearance of impropriety. Therefore, the Company has adopted guidelines to help employees decide when a hospitality, gift, meal or entertainment offered may be accepted and when it must be declined. In no event should an employee accept or give a gift where it would be prohibited by law or is known by the employee to be contrary to law or the corporate business practices of the company or agency employing the person offering the gift.

In general, the Company's policy on providing business courtesies to commercial or non-governmental clients is that such offers may be extended provided they are reasonable, not extravagant in value (over \$20) or number, not frequent enough to be considered expected, and not offered in exchange for favorable consideration or treatment. *We will neither give nor accept business courtesies in excess of \$50.00 representing annual limit that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of IMSG or customers, or would cause embarrassment or reflect negatively on IMSG's reputation.*

However, there are significant legal prohibitions associated with providing or receiving gratuities in the context of international activities or governmental business transactions and relationships. Federal government employees, as well as those of most state and local governments and many private companies who do business with government clients, are subject to strict rules regarding the giving and acceptance of gifts. Respect for these rules is paramount in maintaining a cordial, ethical, and legally compliant business relationship. In the government environment, failure to do so may result in severe legal and financial consequences for both the Company and the offending employee. Any exclusion to the \$20 rule should be requested in writing to the Contracts office and should include a detailed explanation of why it is in IMSG's best interest to exceed the dollar limitation and provide the recommended amount for consideration. A response will be provided in writing as to whether or not the dollar value can be exceeded.

With regard to receipt of similar courtesies from the federal government, employees may not accept or retain any gift or gratuity with more than a nominal value (under \$20), such as small promotional items (pens, mugs, notepads, candy, etc.).

Dealings with Suppliers, Vendors, Business Partners, and Competitors

Integrity and fair dealings are characteristic of IMSG and its subsidiaries. All vendors, suppliers, other business partners, and competitors should be treated fairly and uniformly in accordance with the Company's established purchasing policies and procedures. Employees must not engage in any activity prohibited under anti-trust or other laws, including reciprocity, kickbacks, boycotting, price-fixing, refusal to deal, price discrimination, or disparate treatment of suppliers. Paying bribes, accepting kickbacks, and obtaining and using third party insider information in dealings with suppliers, vendors and business partners are completely inappropriate and will not be tolerated.

Furthermore, the Company will not enter into any subcontract or teaming agreement that unreasonably restricts sales by the other company directly to the U.S. Government of items made or supplied by the other company and will not otherwise act to restrict unreasonably the ability of any company to sell directly to the U.S. Government. Conversely, the Company will not enter into agreements where, as a subcontractor or teaming partner, we are subject to unreasonable restriction to sell our own products and services directly to the U.S. Government.

Reporting Material Developments and Complying with Internal Controls

Every employee has a duty to fully, fairly, accurately, promptly, and comprehensibly report financial and non-financial developments that could possibly have a material affect on the operations or financial condition of the Company - through his/her chain of command when they are discovered. It is every employee's obligation to understand his or her role in complying with, and monitoring compliance with, relevant internal control policy and procedures. An employee's approval of a timecard, a vendor invoice or an invoice to a client reflects a representation that such information is accurate to the best of their knowledge. Employees are expected to report any observations of failure to comply with such controls and procedures to one of the individuals named herein.

Interference with an Audit

The Company's officers and employees, and persons acting under their supervision, must refrain from taking any action that misleads, impedes or otherwise disrupts the work of either the company's internal Audit Department, its independent outside auditors and most especially, any auditor or investigator from any Federal agency performing official, authorized duties. This includes taking any action to fraudulently coerce, manipulate, mislead, or obstruct any auditor in any respect. Any such action taken with respect to Federal audit or investigative activities is punishable under Federal criminal laws.

Additional Policies Relating to U.S. Government Contracting

As a Government contractor, we have a special obligation to the U.S. Government, and to the public at large, to ensure that we administer our contracts and deliver our products and services in a manner that fully satisfies both our legal obligations and our own high standards of integrity and quality.

We are committed to compliance with the letter and spirit of the laws and regulations governing contracting with the U.S. Government. These impose requirements not traditionally associated with purely commercial business transactions, and include, but are not limited to:

- **False Claims/False Statements to the U.S. Government**

It is a felony to knowingly make a false claim or false statement to a government investigator, either verbally or in writing. Violation of these and other statutes can subject us to damaging publicity, expensive and time-consuming investigations and litigation, reduction of negotiated contract rates, and the revocation of contracts. Both the Company and the individual employee may also be subject to civil and criminal sanctions including fines, debarment or suspension, and prison sentences.

False claims and false statements, typically, are made in any document that carries a certification referencing 18 U.S.C. 1001, or other cited Federal laws. Typical examples include invoices, proposals, and representations/certifications made in connection with Federal contracts, or official reports and responses made under Federal regulation to Federal agencies, such as EEO, Labor or SBA reports. It is essential that each employee involved in the production of such documents use best efforts to ensure the accuracy, completeness and currency of the data used therein.

- **Lobbying Activities**

IMSG and its subsidiaries encourage employees to participate in the political process and contribute to the communities within which they live and work. The long tradition of active political involvement by officers and directors of the corporation is also an important aspect of the history of our company. Nevertheless, it must be recognized that Federal laws generally prohibit the making of campaign contributions to candidates, political parties, and campaign Contributions by the Company, if legally permissible, will only be made upon approval of the IMSG Board of Directors or senior corporate officials, and will be examined for compliance with all applicable laws and regulations, Federal, state and local. Prior to the award by IMSG or its subsidiaries of any subcontract exceeding \$100,000 under any Federal contract, IMSG Procurement personnel shall obtain certifications as required by FAR Part 52.203-11, Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions.

- **Prohibited Use of Source Selection Information**

All employees are required to safeguard and prohibit use of any proprietary bid or proposal information and source selection information from unauthorized disclosure in accordance with applicable laws and the Federal Acquisition Regulations (FAR) Part 3.104. Individuals responsible for preparing material that may be source selection sensitive information must mark the cover page and each page that contains source selection information with the legend “Source Selection Information—See FAR 2.101 and 3.104.” Employees who are unsure if particular information is source selection information should consult with the Company compliance team or contracts department as necessary.

- **Organizational Conflicts of Interest**

No contract shall be negotiated, or executed, if the interests of the particular customer are compromised or threaten the company’s ability to maintain unbiased objectivity in serving its other customers. In instances where potentially conflicting situations may be created, agreements may be entered into if the parties involved have full knowledge of the potential conflict and a mitigation process has been developed and agreed upon by both parties. The contract file should contain appropriate documentation of such arrangements.

- **Prohibited Contractual Relationships**

The Company shall not knowingly employ an individual, nor shall it contract with a company, by any means, if the individual or company is listed on the General Services Administration's (GSA) Consolidated List of Debarred, Suspended, and Ineligible Contractors, nor shall it knowingly employ an individual who has been convicted of an offense related to government contracting.

- **Hiring of Government and Former Government Employees**

Special restrictions apply to hiring or retaining a government employee as an employee or consultant of the company. In addition, there are special constraints regarding any communication concerning possible employment during the conduct of any procurement action with which the government employee may have a connection. The Company will not conduct any discussion regarding or make any offer or promise of future employment or business opportunity to any government procurement official during the conduct of any procurement with which such official may be connected. Any government employee seeking a position with the Company or any of its subsidiaries must first obtain the proper ethical/conflict of interest opinion from government legal counsel, clearing him/her for such a position. Similarly, Ethics/COI clearance must be obtained by any Company employee wishing to offer employment to current or recently separated government employees. No such offer can be discussed or made before a government employee has publicly announced that they are leaving government service. In addition, any plans to employ retired senior military officers or former high-ranking civilian government officials must be approved by the Human Resources organization prior to an offer for employment.

- **Regulatory Compliance – Duty to Comply with Applicable Rules and Regulations**

As a contractor doing business for the Government, the company is subject to many rules and regulations. The company and its employees have a duty to comply with such applicable rules and regulations to include the Federal Acquisition Regulations, rules and regulations governing accounting, timekeeping, workplace behavior, safety, drug-free workforce, gratuities and conflict of interest. Every employee has a duty to report suspected non-compliance with applicable rules and regulations to their line management, the director of HR or another member of executive management. All reports will be investigated promptly, with due respect for the rights and privacy of all who may be involved in such an investigation. The Company does not tolerate retaliation in any form against Employees who honestly and accurately report a concern. At the same time, it is serious and unacceptable to knowingly make false allegations.

- **Financial Responsibility**

Company books and records must be maintained in accordance with generally accepted accounting principles, government regulatory requirements, and accounting and finance policies. Any reports submitted to the government must be timely, accurate, and comply with all applicable laws and regulations. Employees must cooperate fully with internal and external auditors if they are examining company books and operations.

IMSG is committed to accurate and timely billing for all services provided to the government, commercial and third party payors. We will only bill for services provided directly under contract, according to the requirements of the government, commercial or third party payors, consistent with industry practice and in accordance with company policies and procedures.

IMSG and its employees must not submit any false or misleading information on any bills or claim forms. Should any employee make a false statement on any bill or claim form they will be subject to disciplinary action, up to and including termination. All employees must ensure that their time is charged to the project they work on correctly and they must not charge their time to something they did not work on.

IMSG maintains effective systems of internal controls. Employees should understand their role in complying with and monitoring compliance with relevant company policies and procedures. When an employee approves their timecard, a vendor invoice or an invoice to a client it is a representation that such information is complete and accurate to the best of their knowledge.

Vance Y. Hum
IMSG, CEO

3.0 REVISION HISTORY

Nature of Change	Date of Change	Individual Making Change
Update	12/30/2011	Liberty Whiteman

4.0 APPROVAL

CFO

Date

President

Date