

Career Connection, Inc. and
Career Connection Staffing of Canada, Inc.

Business Ethics and Code of Conduct Guidelines

11.1.14



This Business Ethics and Code of Conduct (the “Code”) was prepared as a working guide to our basic ethics policies, rather than as a comprehensive manual. You can find additional information on a particular policy by accessing our Employee Handbook



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FROM OUR BOARD OF DIRECTORS

Our Company is committed to the pursuit of excellence through integrity. We expect each employee, director, supplier, subcontractor and consultant to conduct Company business in an honest and ethical manner at all times. We expect excellence through integrity and compliance with laws at all times. This means that you are expected to:

- ❖ obey all laws and regulations governing our business conduct,
- ❖ be honest, fair and trustworthy in all your Company activities and relationships,
- ❖ maintain a high standard of accuracy and completeness in our financial records,
- ❖ recruit, hire, develop and promote employees in ways consistent with the recognition that employees are our most valuable resource,
- ❖ strive to create a safe workplace,
- ❖ avoid conflicts of interest between work and personal matters, and
- ❖ maintain a corporate culture that values ethical conduct, and
- ❖ be aware of CCI Harassment Policy including the CCI Harassment complaint process.

This Business Ethics and Code of Conduct (the “Code”) was prepared as a working guide to our basic ethics policies, rather than as a comprehensive manual. You can find additional information on a particular policy by accessing our Employee Handbook.

This Code applies if you are:

- ❖ an employee---including officers and any full or part -time employees,
- ❖ a director, or above, or
- ❖ as appropriate, a supplier, subcontractor and/or consultant of Career Connection Inc. or any of its subsidiaries or divisions.

You should read and understand the standards in this Code. The Company expects each of you to apply these standards in your daily Company activities. When reading and applying this Code, you should apply your common sense, with the attitude of seeking full compliance not only with the letter, but also with the spirit, of the rules presented.

If you are an employee, you should discuss any questions with any member of management with whom you feel comfortable. Violation of any portion of this Code will be considered grounds for disciplinary action, which can include termination of your employment.

If you are a supplier, subcontractor and/or consultant of the Company or any of its subsidiaries or divisions, you are expected to comply fully with the spirit of the Career Connection Inc.’s



company's ethics policies as set forth in the Code whenever you are conducting business with or on behalf of the Company. If you have any questions regarding the Company's policies of this Code, you should contact the Career Connection Inc. Law Department.

You must immediately report any violations of this Code. The Company will not retaliate against you in any way for reporting a violation.

RULES AND STANDARDS

Compliance with Laws and Company Policies

It is your personal responsibility to comply with both the letter and the spirit of each Company policy and of all laws and regulations applicable in the country, state and local jurisdiction where business is conducted.

Ethical Standards

You are expected to observe high standards of business and personal ethics in the discharge of your assigned duties and responsibilities. This requires honesty and integrity in every aspect of dealing with other Company employees, the public, the business community, stockholders, customers, suppliers and governmental and regulatory authorities. Every action, whether new or tried and true, should be tested against this Code; however, ethical behavior goes beyond strict compliance with applicable laws or regulations. No book or code of ethics can provide specific answers for all questions; therefore, each of you must accept responsibility for your own actions. The goal is not simply to follow the legal rules that apply to us, but to behave ethically in all situations, whether or not the rule is clear or whether there is a rule at all. In instances where the proper and ethical course of action is unclear, you should consult with any member of management with whom you feel comfortable.

Code of Ethics for Our CEO, CFO and Senior Financial Employees

Career Connection Inc. has adopted a written code of ethics that applies specifically to our Chief Executive Officer, our Chief Financial Officer and senior financial employees. The purpose of the Code of Ethics is to deter wrongdoing and promote ethical conduct and to ensure that information that we provide in our public reports, including those filed with the Securities and Exchange Commission, is full, fair, accurate, timely and understandable.

Financial Records

We strive to establish and to maintain a high standard of accuracy and completeness in our financial records. Accurate and completed records are important to ensure that:

- ❖ we comply with applicable laws and regulations,
- ❖ management decisions are based on sound economic analysis (including an appropriate consideration of risk),
- ❖ the Company's assets are safeguarded and utilized appropriately, and
- ❖ with timely and accurately report actual and forecasted financial information.

Therefore, in the preparation and maintenance of records, you must:

- ❖ use good business judgment in the processing and recording of all transactions,
- ❖ comply with generally accepted accounting principles, standards and practices, rules, regulations and controls,
- ❖ see that accounting entries are promptly and accurately recorded and properly documented,
- ❖ ensure that accounting entries do not intentionally distort or disguise the true nature of any transaction,
- ❖ maintain books and records which will fairly and accurately reflect our business transactions,
- ❖ sign only those documents you believe to be accurate and truthful,
- ❖ devise, implement, maintain and comply with internal controls sufficient to assure that record-keeping objectives are met,
- ❖ prohibit the establishment of any undisclosed or unrecorded funds or assets for any purposes,
- ❖ take no actions to fraudulently influence, coerce, manipulate or mislead the Company's independent auditors for the purpose of allowing the Company to report financial statements and other financial information to the public that is inaccurate, incomplete or misleading, and
- ❖ report promptly any possible violations of the Company's financial Code of Ethics to any member of management with whom you feel comfortable, or via ccihr@ccicareers.com or anonymously via Career Connection Inc.'s employee feedback form available via the CCI website at www.ccicareers.com under the Employee Resource Center



Inside Information and Trading in Stock

You may not use inside (material, non-public) information when engaging, directly or indirectly, in transactions involving Client stock. To do so would be a violation of federal securities laws and Company policy. Federal law and Company policy also prohibit you from disclosing inside (material, non-public) information to other persons so they may trade in Client stock.

The securities laws apply to material, non-public information about other publicly-traded companies which you may learn while performing your Company activities. This applies to information about any publicly-traded company for which the Company has material non-public information, regardless of whether such company might be a vendor, supplier, partner, or have other relationships with the Company. You should be sensitive to this when you buy and sell stock of other publicly-traded companies about which you may know facts that not generally disclosed to the public. If in doubt, please consult the Law Department.

Employment Practices

The Company seeks to be an outstanding employer by:

- ❖ hiring and promoting employees based on merit, and not tolerating discrimination or sexual harassment in the workplace
- ❖ observing laws pertaining to privacy, and
- ❖ striving to provide a safe work environment for our employees.

Our goal is to demonstrate, throughout day to day activities, our belief that employees are our most valuable resource.

Equal Opportunity Employment

You must comply with the Company's commitment to seek qualified applicants for employment without regard to race, religion, gender, age, citizenship status, sexual orientation, national origin, military status, physical or mental impediment, disability or any other basis, as prescribed by law. This policy is applicable to all terms and conditions of employment, including advertising or soliciting for employment, recruitment, hiring, rates of pay or other forms of compensation, discipline, selection for training, promotion, transfer, layoff, reduction in force and termination. You must comply with all applicable laws relating to employment practices. As an equal opportunity employer, we are committed to diversity in our workforce.

Discrimination and Harassment of Employees



You may not engage in discrimination in the workplace. Unfair treatment of fellow employees because of: Race/Color, Religion, Sex, Sexual Harassment, Pregnancy, National origin, Citizenship status, Age (40 or older), Genetic information, Sexual Orientation, Physical or mental impediment, Disability or any other basis, as proscribed by law, will not be tolerated. Harassment or Sexual Harassment in any form will not be tolerated. Each of us deserves to work in an environment where we deal with one another on a mutually respectful and professional basis.

If you believe you have been a victim of sexual or any other form of harassment, immediately notify your management or Human Resources. You will be asked to complete the On Line CCI Harassment Complaint Form.

Employee Records

The Company respects the privacy and dignity of every employee. We collect and retain employee personal information as required by law or as needed for the effective operation of the Company. The Company will safeguard the confidentiality of your employee records by advising you of all personnel files maintained on you, collecting only data related to the purpose of which the files were established, and allowing those authorized to use a file to do so only for legitimate Company purposes. You may, by appointment, inspect (and challenge for correction as necessary) information in your personnel file, other than confidential letters of recommendation, material relating to other employees, investigatory material and audit material, unless otherwise provided under applicable law.

The Company will comply with all applicable laws relating to employee records and personnel files, including the privacy regulations issued under the Health Insurance Portability and Accountability Act (HIPAA). With respect to its healthcare and dental insurance and reimbursement account plans, the Company has adopted privacy policies and procedures that govern the use and disclosure of health information concerning participating employee. If you have access to such information, you must comply with these policies and procedures.

Workplace Safety

You must always put safety first. It is our policy that Company operations are to be managed to protect the health and safety of our employees and the communities where we do business. You must follow sound operating practices to foster a safe working environment. Appropriate training will be provided to employees to ensure a safe working environment. Accident prevention is both an individual and a management responsibility. It demands the same management and control that is given to other aspects of improving efficiency in operations. Department heads and supervisors, therefore, are directly responsible for continuous efforts toward the prevention of accidents. Management at all levels will diligently enforce this policy.

The success of any accident prevention effort depends on the cooperation and active support of all employees. Accident prevention and the preservation of the health and safety of employees is a



cooperative effort for the benefit of all. You must follow safe work practices in the interest of your own safety, as well as threat of your fellow employees.

Many of our safety rules are based on legal requirement of the U.S. Occupational Safety and health Administration (“OSHA”). Some of our subsidiaries, divisions, and operating groups of affiliates may have additional policies to protect our employees that supplement OSHA regulations.

Business Travel

We will reimburse employees for ordinary, necessary and reasonable business expenses incurred in the performance of their assigned responsibilities. Each of us is responsible for ensuring that business travel is intended to further the Company’s business interests, and that travel and entertainment expenditures are reasonable and in accordance with all applicable corporate policies. You are expected to exercise good judgment when traveling on Company business.

E-Mail and Internet Use

Electronic mail (e-mail) systems and Internet connections are primarily for Company business. You should use the same care, caution and etiquette in sending e-mail messages as in all other written or oral business communication. The Company will not tolerate discriminatory, offensive, defamatory, pornographic and other similar type of messages or materials sent by e-mail or accessed through the Internet. Since the e-mail system and Internet connection are Company resources, we reserve the right to monitor and inspect, at any time and without notice, all electronic communications and information on personal computers owned by the Company or computers on the premises used in the Company business.

Safeguarding Company Assets

You have an obligation to our stockholders to safeguard our Company’s assets and to manage them appropriately. This includes exercising care in using Company equipment and vehicles, and bringing to the attention of higher management any waste, misuse, destruction or theft of Company property, or any improper or illegal activity. Computer hardware, software and data must be safeguarded from damage, alteration, theft or fraudulent manipulation, to prevent unauthorized access to and disclosure of Company information.

You must adhere to specific security measures and internal controls for each computer system to which you are authorized access, and should minimize any personal use of Company-owned computer hardware or software.

If you use licensed software, you are responsible for understanding and adhering to the terms of the license agreement. The right to use software is limited to authorized individuals for Company business. Copies of software and associated materials may be made only as specified in the license argument.



You may not sell, transfer or otherwise make available to any unauthorized person any software products, documentation or copies thereof.

CONFIDENTIAL INFORMATION

Company's Confidential / Proprietary Information

Proprietary, confidential or otherwise sensitive information, if acquired by or disclosed to unauthorized individuals, could be seriously harmful to Career Connection, Inc. and our Client Customer's company. Therefore, all employee partners are responsible for protecting the confidentiality of Career Connection, Inc. and our Client Customers business information. Employee partners are responsible for adhering to the terms of the inventions and non-disclosure agreement or other business agreements, which were acknowledged and signed upon joining our company. Proprietary and confidential information may be in the form of Career Connection, Inc. internal operations, operations of Client Customer company, and salary policies. This information should be held in the utmost confidence, not shared with other employee partners or any future employer, both during and after employment with Career Connection, Inc.

During the course of your employment, you may learn about trade secrets or other confidential or unpublished information relating to our business, operations, research or technology. You may not use or disclose to any third party any such confidential information, either during or after your employment, without the Company's prior express consent. Under no circumstances may you use such confidential information or disclose it to other for personal gain. The obligation to preserve confidential information continues even after employment ends.

You must maintain the confidentiality of confidential information entrusted to you by our customer, except when disclosure is authorized by the Law Department. Confidential information includes all non-public information that might be of use to competitors or harmful to us or our customers, if disclosed. It also includes information that suppliers and customers have entrusted to us.

CONFLICTS OF INTEREST AND RELATIONSHIPS WITH CUSTOMER AND PARTNER

Conflicts of Interest

As an employee, you owe the Company your loyalty and have an obligation to make sound business decisions that are not distorted or unduly complicated by your personal, financial, family or other interest.

A conflict of interest exists when your duty to give undivided business loyalty to the Company may be prejudiced by actual or potential personal benefit or detriment from another source. You must avoid any associated, relationship, investment or business interest that interferes, might interfere, or may appear to interfere, with the independent exercise of your judgment in the Company's best interest.



For example, the following situations may constitute conflict of interest:

- ❖ if you are an officer or employee of, or an investor in, one of the Company's customers, suppliers, subcontractors or competitors,
- ❖ if your association or investment causes you to receive a benefit that the Company may have otherwise received,
- ❖ if you engage in a transaction with the Company, personally or through an affiliate of yours, or
- ❖ if you hire or directly supervise, as an employee or vendor, a relative.

If you were to supervise a relative-as an employee or vendor-you might be, or might appear to be, improperly influenced by the existence of this relationship. Our Company is committed to making each business decision in an appropriate manner, avoiding actual conflicts of interest, and minimizing the appearance of such conflicts. Therefore, you must receive appropriate, fully-informed approval from our Human Resources Department before you enter into a situation that would allow you to hire, supervise or participate in any way in a decision regarding the hiring, retention, promotion or compensation of any employee or vendor who is your relative.

Any association, relationship, investment or business interest which might be an improper conflict of interest, but which has been disclosed to management- in some cases, to the Board - and which has been approved by a disinterested executive officer of the Company or the independent directors of the Board will not constitute an improper conflict of interest. If you are in doubt about whether a particular relationship may create a conflict, you should disclose the relationship to any member of management with whom you feel comfortable. That manager is then responsible for seeing that the matter is considered by appropriate management personnel.

Dealing with Our Customers and Business Partners

We compete fairly and in accordance with the highest ethical standards in all of our customer relationships. We will:

- ❖ earn business on the basis of superior services and products and competitive prices-not through improper, unethical or questionable business practices,
- ❖ not give or accept gifts of entertainment that improperly influence or reward a business decision or that appear to do so,
- ❖ protect our customers' confidential information, and
- ❖ only make promises to customers that we believe we will be able to keep.

You may not give or receive any bribe, influence payment, kickback or similar unlawful payment. Company policy strictly prohibits giving or receiving any inducement to secure favored or preferential treatment. Commercial bribery is illegal in many states in the U.S and may also be in violation of certain federal statutes . Many other countries also have statues prohibiting commercial bribery. Whether or



not any such laws exist in a particular jurisdiction or are applicable to a particular transaction, you are absolutely prohibited from offering or accepting commercial bribes in any form.

GIFTS, GRATUITIES, CONTRIBUTIONS AND TRADE

Receiving Gifts, Gratuities, Favors

You must select and deal with those who are doing, or seeking to do, business with the Company in a completely impartial manner, without any considerations other than the requirements of local, state and federal laws, and the Company's best interest. Gifts are often an expression of cordial relationships between individuals closely associated by their work, but acceptance can place you or the Company in an embarrassing situation. Sound discretion should determine if a gift oversteps the bounds of propriety, but in no event should a gift be accepted if it is cash or if it would, in fact, compromise you in the performance of your duties, cause the Company any embarrassment or appear to compromise you. Whenever you receive a gift, entertainment or favor as a result of a work relationship, it is a good idea to discuss it with a member of management with whom you feel comfortable and who is not participating in the receipt of the gift, entertainment or favor, the propriety or accepting it. Otherwise proper gifts, entertainment or favors with a value less than \$150 will not be considered improper simply because of their value.

Giving Gifts, Gratuities, Favors

You must have prior executive officer approval before giving any person a gift, entertainment or favor (which may include a series of related items) with a value exceeding \$150. In no case, however, can you make improper or illegal payments directly or indirectly to induce action.

Government Official Gifts and Entertainment

You may not pay, loan, or otherwise transfer – directly or indirectly – money or anything else of value to any federal, state, local or foreign government official or employee or to any entity in which such an official or employee is known to have an interest for the purpose of (1) obtaining, retaining, or directing business or (2) affecting the conditions for doing business.

Entertaining of legislators and regulators is a particularly sensitive area. With respect to government officials and employees, the following shall apply:

- ❖ As a Company employee, you may not pre-offer any gift or entertainment prior to ascertaining whether or not the governmental entity involved has policies or regulations with respect to the acceptance of gifts, entertainment or other business courtesies by employees of that governmental entity. Where such policies exist, they must be followed.
- ❖ In no event may you give gifts of substantial value or extravagant entertainment

to governmental employees, since these actions could be construed as attempts to



influence government decisions. Assistance or entertainment provided to any governmental official should never appear to compromise the Company's arm's length business relationship with the government agency or official involved.

Always assume that such entertainment is a matter of public record and act accordingly, including filing appropriate reports required in some states.

- ❖ You may not enter into a contact or business arrangements with a company which you know to be owned, directly or indirectly, by a federal government employee whose government responsibilities include dealings with Career Connection, Inc.
- ❖ In accordance with Company policy and federal law, you, as a Company employee, may not make any unlawful contributions, expenditures or use of corporate funds or property for any political purpose.

Transactions with Governmental Entities

You must conduct all aspects of any transaction with the government on behalf of the Company with the utmost integrity and truthfulness. You must comply with the laws and regulations applicable to government contracts, including those involving conflicts of interest, lobbying, subcontracting, protection of classified information and submission of claims for payment. Among other things, federal and state law prohibits submitting a false or fraudulent claim for payment to the government, as well as making a false record or statement to get a false or fraudulent claim paid by the government.

Political Activity and Contributions: Citizenship

You are urged to participate in the political process. However, when involved in the political process, your personal participation must not interfere with your job and any personal political contributions must not be given with any suggestion or implication that such contributions are from or endorsed by the Company. The Company will not reimburse any employee in any way for any political campaign contributions and no employee shall either be favored or prejudiced in any condition of employment or promotion as a result of making or failing to make a political contribution. In addition, the law regulates the amount of political contributions that the Company may give, and also imposes obligations on the Company. In order to comply with these laws, it is important that all political contributions that are or may be deemed to be made by the Company comply with our political contributions policy. If you have any questions, regarding a particular political contribution, you can contact the Law Department

We want to help promote the well-being of communities in which the Company maintains operations and to meet the responsibilities of good citizenship by appropriate participation in public affairs. You are therefore encouraged to participate in civic and community activities of a political educational, charitable, religious or social nature, provided your participation does not interfere with your work duties. You should, however, exercise care if you are involved in political or civic activity to be clear that you are acting as an individual and not as a Company representative.



Suppliers and Consultants

To the maximum practicable extent, we will acquire materials, suppliers, equipment, consulting and other services from qualified suppliers who offer us the best value. In source selection, negotiation, award and administration of all purchase transactions, you should seek performance at the lowest cost that meets our requirements for quality and performance and our delivery schedule requirements. You should communicate to our suppliers (both present and prospective) the Company's expectations of ethical behavior in its supply relationships.

Antitrust and Trade Regulation

Antitrust laws forbid agreements and practices that restrain trade, such as price fixing, bid rigging, market allocation, and supplier or customer boycotts. They also forbid predatory pricing, i.e. pricing initiatives intended to drive a competitor out of a market or out of business. Similarly, disparagement of or misrepresentations about competitors and their products can be antitrust violations. Activities such as stealing trade secrets, bribery, and providing kickbacks, in addition to the other laws and Company policies they violate, can also violate antitrust laws. Violations can result in severe penalties for the Company and fines and imprisonment for individuals responsible for illegal activity. The antitrust laws also apply to international transactions affecting imports into and exports from the U.S. A few other countries, particularly in Europe, also have antitrust laws.

Because these laws can apply to even casual information exchanges, if you are active in industry trade associations, you must be aware of the law and avoid situations where there is discussion of future pricing, competitive initiatives and other information that might appear to relate to price fixing, market allocation and other violations of law. If you are a participant in a trade association, you should consult with the Law Department regarding any proposed association activity that would have a potential effect on competition, such as the development of product standards or an industry code or practice.

The receipt and use of competitive information is both proper and necessary in the ordinary course of business provided that such information is lawfully and properly obtained. In the case of competitive information obtained or used in connection with business with the U.S. government, special government rules are followed. It is appropriate for the Company to keep up with competitive developments and to review all pertinent public information concerning competitive products (e.g. published specification and price lists). You may not, however, attempt through improper means to acquire a competitor's trade secrets or other proprietary or confidential information, including information as to facilities, manufacturing capacity, technical developments or customers. No perceived company benefit, competitive or otherwise, shall be accepted as justification for violation of this policy. If you are uncertain as to whether the receipt or use of information is permitted by this policy, you should seek immediate guidance from the Law Department.



Environmental Protection

In the conduct of our business and operation of our facilities, you must comply with all applicable environmental laws, regulations and permits, including those governing the control, transportation, storage and disposal of regulated materials. Air emissions, wastewater, solid waste, hazardous waste and storm water are included in “regulated materials.”

The Company’s highest priority is protecting the safety and health of our employees, customers and members of the communities where we do business. We recognize our responsibility for protection of human health, the environment and natural resources. If your job involves contact with regulated materials or involves you in decisions about them, you need to understand how those materials can be safely handled to protect you and your co-workers from harm.

Quality and Testing

It is our responsibility as a company to ensure that our services meet contract requirements, particularly our own applicable inspection, test and quality criteria and those of our customers. You are expected to be aware of and exercise this responsibility as required in your job. Our commitment to quality and performance includes the obligation to deliver services that meet our own or our customer’s specifications including identified quality and testing criteria.

GUIDELINES RELATING TO INTERNATIONAL TRANSACTIONS

Improper Payments to Foreign Officials; Maintenance of Internal Controls

The Foreign Corrupt Practices Act prohibits bribery of foreign officials and also requires compliance with certain recordkeeping and internal accounting control requirements. It is our policy to maintain proper accounting records for all purposes, including international transactions, to have an appropriate system or internal accounting controls, and to avoid the making of improper payments to foreign officials. You are responsible for making certain that:

- ❖ none of the actions taken by you or any persons or entities for which you have responsibility violates any of the provisions of the Foreign Corrupt Practices Act, and
- ❖ the internal controls and recordkeeping requirements of the Act are met.

Transmission of Funds from or for Criminal Activity

The USA Patriot Act prohibits the transmission of funds that are known to have been derived from a criminal offense or are intended to be used to promote or support unlawful activity. Violation of this Act by our employees would expose the Company to civil and criminal liability and, therefore, transmission or use of such funds is strictly prohibited. If you are aware of such activities, you should contact any member of management with whom you feel comfortable and the Law Department.



Compliance with U.S. and Canada Export Controls

All exports by the Company from the U.S. and Canada shall comply with applicable U.S. Commerce Department or U.S. State Department export control laws and implementing regulations. All exports of products, including technical data, are subject to either the U.S. Commerce Department's Export Administration Regulations (most commercial products) or the U.S. State Department's International Traffic in Arms Regulations (primarily military-related and very high technology products).

Unsanctioned Boycott Activities

You may not cooperate in any way with any unsanctioned international boycott. Although covering all boycotts that are not adopted by the U.S. government, the particular focus of the anti-boycott law is to prohibit compliance with the Arab boycott of Israel. Requests for boycott cooperation may be oral or written and often appear in bid or proposal materials from countries that support a boycott. They often are not obvious, soliciting information which only suggest that our business associations are not consistent with the boycott. Even letters of credit and shipping instructions may contain such requests. The law requires that all boycott requests, even when they are rejected or are deleted, be reported to the U.S. government.

Government Investigations

It is our policy to fully cooperate with any appropriate government investigation. If you learn about a possible government investigation or inquiry, inform the Law Department immediately.

If you are an employee, officer or director, you may not alter, destroy, mutilate or conceal a record, document or other object (or attempt to do so), with the intent to impair the object's integrity or availability for use in a government proceeding. Furthermore, no employee, officer or director may otherwise obstruct, influence or impede any government proceeding (or attempt to do so).

LEADERSHIP

Responsibilities

Although all employees are required to abide by this Code, our Company expects more of our leaders than it does of other employees. First, the Company expects candor from managers at all levels. For example, one harm, which can result when managers conceal information from higher management or from the auditors, is that employees within their departments or business units think they are being given the signal that policies can be ignored when they are inconvenient. This can result in corruption and demoralization of an organization. The Company's system of management will not work without strong leadership committed to honesty exhibited through honest recordkeeping, honest budget proposals and honest economic evaluation of projects. In addition, if you are a Company leader, you are expected to:



- ❖ Build and maintain a culture of compliance by:
 - leading by example, using your own behavior as a model for all employees,
 - making sure that employees understand that business results are never more important than compliance, and
 - encouraging employees to raise their integrity questions and concerns.
- ❖ Prevent compliance problems by:
 - ensuring that compliance risks associated with your area of responsibility are systematically identified, and
 - ensuring that policies and procedures, tailored to the particular risk areas faced in your area of responsibility, are issued and communicated.

Guidelines

- ❖ Detect compliance problems by:
 - implementing appropriate control measures to detect compliance risks and/or violations, and
 - promoting an effective system that permits employees to raise concerns without fear of retaliation.
- ❖ Respond to compliance problems by:
 - taking prompt corrective action to fix any identified weaknesses in compliance measures,
 - take appropriate disciplinary actions, and
 - consulting with the Law Department and making appropriate disclosures to regulators and law enforcement authorities.

COMPLIANCE PROCEDURES

We have an open door policy. If you have a problem or complaint, or if you are simply looking for advice, you can approach any member of leadership where you feel the problem can be solved, up to and including our Chief Operating Officer. In addition, if you have a good faith concern about the Company's accounting, internal controls or auditing matters, you can report your concern to email at ccihr@ccicareers.com.

If you are unsure about the proper or ethical course of action, you should consult the CCI Legal Department. (See contact below in this document).



REPORTING VIOLATIONS

The Company is committed to:

- ❖ preventing the occurrence of unethical or unlawful behavior,
- ❖ halting any such behavior that may occur as soon as reasonably possible after its discovery, and
- ❖ disciplining those who engage in such behavior, as well as those who fail to exercise appropriate supervision, and thereby allow such behavior by their subordinates to go undetected.

You must recognize that in the area of ethics, legal compliance and integrity; you have an obligation to the Company that transcends normal reporting relationships. To raise a concern or to report misconduct is expected, accepted and protected behavior – not the exception. This obligation requires that you be alert to possible violations of the Code anywhere in the Company and to report such possible violations promptly. You need not fear retribution for such reporting.

When you report a violation or suspected violation, your confidentiality will be respected to the extent practicable, but in all cases, retaliation for reports of potential violations is forbidden and is subject to severe penalties. The company will discipline any person responsible for or involved in any such retaliation, up to and including dismissal. Because we cannot offer complete assurances of confidentiality, anonymous reports of possible violations are permitted via all CCI reporting channels; although those reports lacking sufficient information or corroboration may make it difficult for us to address the alleged wrongdoing.

How to Report a Violation

If you know about a suspected, actual or contemplated violation of this Code, you must promptly report the matter. Any violation or suspected violation may be reported:

- ❖ To your On Site Supervisor or Delivery Service Manager
- ❖ To your Program Manager
- ❖ To your human resources department, via telephone , email at ccihr@ccicareers.com or by mailing a hard copy to:
 - Career Connection Inc.
3340 Peachtree Road NE,
Suite 1800
Atlanta, Ga. 30345
(404) 814-5282
- ❖ To any member of the Company’s senior leadership (i.e. to the head of a
- ❖ Company business unit, the head of a department or an executive officer) Jeff Woodward via e mail at jwoodward@ccicareers.com or by mailing a hard copy to:
 - Jeff Woodward



Career Connection Inc.
3340 Peachtree Road NE,
Suite 1800
Atlanta, Ga. 30345

In addition, Career Connection Inc. has an employee feedback form available via the CCI website at www.ccicareers.com under the Employee Resource Center.

In the case of a suspected violation of the CCI Harassment Policy:

If you believe you have been a victim of sexual or any other form of harassment, immediately notify your management or Human Resources. You will be asked to complete the complete the On Line CCI Harassment Complaint Form at www.ccicareers.com/Harassment.htm

In the case of a violation relating to accounting, internal controls or auditing matters, please report to Human Resources at ccihr@ccicareers.com or one of the sources identified above.

Managers must review any incidents reported to them with the Human Resources Department, or Law Department, as applicable. You violate this Code if you fail to report a Code violation.

Penalties

If you violate the letter or the spirit of the Company's policies, you will be subject to disciplinary action, up to and including termination of employment. The amount of money involved in a violation is immaterial in assessing the seriousness of the violation. Enforcement decisions are based upon the perceived ethical or legal failing and not the immediate dollar value of the transgression. Heavy penalties may be asserted against the Company for a violation involving a relatively small amount of money. Therefore, you should not discount possible violations merely because they appear to be of inconsequential value. All violations must be reported to help the Company and affected employees minimize their exposure to penalties.

The overall seriousness of a violation will be considered in setting the disciplinary action to be taken against an individual employee or director. Such action for an employee may include – but not be limited to – one or more of the following:

- ❖ Reprimand
- ❖ Probation
- ❖ Suspension
- ❖ Reduction in Salary
- ❖ Demotion/Reassignment
- ❖ Termination

Disciplinary action against a director may include one or more of the following:



- ❖ Censure
- ❖ Reduction in duties
- ❖ Recommendation to stockholders for removal from the Board, or against nomination for reelection

Some examples of conduct that may result in discipline are:

- ❖ Violating a Company policy
- ❖ Requesting others to violate a Company policy
- ❖ Failing to promptly report a known or suspected policy violation
- ❖ Failing to cooperate in investigations of possible violations of Company policies
- ❖ Retaliating against a Company employee for reporting a violation
- ❖ If you are a supervisor condoning or permitting illegal or unethical conduct by those reporting to you

Personal Commitment Acknowledgement

As a Company employee, you must sign – once every year – an acknowledgement of your personal commitment to the Career Connection Inc. Business Ethics & Code of Conduct Guidelines.

HARASSMENT POLICY

CCI is committed to providing a work environment for all employee partners that is free from sexual harassment and other types of discriminatory harassment. In keeping with this commitment, the Company has adopted a policy of “zero tolerance” with regard to employee harassment. Employee partners are expected to conduct themselves in a professional manner and to show respect for their coworkers.

CCI’s commitment begins with the recognition and acknowledgment that sexual harassment and other types of discriminatory harassment are, of course, unlawful. To reinforce this commitment, CCI has developed a policy against harassment and a reporting procedure for employee partners who have been subjected to or witnessed harassment. This policy applies to all work related settings and activities, whether inside or outside the workplace, and includes business trips and business related social events. CCI’s property (e.g. telephones, copy machines, facsimile machines, computers, and computer applications such as email and Internet access) may not be used to engage in conduct that violates this policy. CCI’s policy against harassment covers employee partners and other individuals who have a relationship with CCI which enables CCI to exercise some control over the individual’s conduct in places and activities that relate to our company’s work.

Violations of this policy may result in discipline up to and including immediate termination of employment.

Sexual harassment is prohibited by federal, state and local laws, and applies equally to men and women. CCI’s policy against sexual harassment prohibits sexual advances or requests for sexual favors or other physical or verbal conduct of a sexual nature, when: (1) submission to such

conduct is made an express or implicit condition of employment; (2) submission to or rejection of such conduct is used as a basis for employment decisions affecting the individual who submits to or rejects such conduct; or (3) such conduct has the purpose or effect of unreasonably interfering with an employee's work performance or creating an intimidating, hostile, humiliating, or offensive working environment.

While it is not possible to list all of the circumstances which would constitute sexual harassment, the following are some examples: (1) unwelcome sexual advances -- whether they involve physical touching or not; (2) requests for sexual favors in exchange for actual or promised job benefits such as favorable reviews, salary increases, promotions, increased benefits, or continued employment; or (3) coerced sexual acts.

Depending on the circumstances, the following conduct may also constitute sexual harassment: (1) use of sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life; (2) sexually oriented comment on an individual's body, comment about an individual's sexual activity, deficiencies, or prowess; (3) displaying sexually suggestive objects, pictures, cartoons, posting of suggestive or sexually explicit posters, calendars, photographs, graffiti, or cartoons; ; (4) unwelcome leering, whistling, deliberate brushing against the body in a suggestive manner; (5) sexual gestures or sexually suggestive comments; (6) inquiries into one's sexual experiences; or (7) discussion of one's sexual activities. (8) Inappropriate comments, jokes, or images are examples of sexual harassing behavior whether they're communicated face-to-face, by e-mail, through a text message, or by posting on a social networking site. (9) subtle or overt pressure for sexual favors; inappropriate touching; lewd, sexually oriented comments or jokes; foul or obscene language; and repeated requests for dates.

Company policy further prohibits harassment and discrimination based on sex stereotyping. (Sex stereotyping occurs when one person perceives a man to be unduly effeminate or a woman to be unduly masculine and harasses or discriminates against that person because he or she does not fit the stereotype of being male or female.)

While such behavior, depending on the circumstances, may not be severe or pervasive enough to create a sexually hostile work environment, it can nonetheless make co-workers uncomfortable. Accordingly, such behavior is inappropriate and may result in disciplinary action(including possible dismissal) regardless of whether it is unlawful.

Prohibition Against Retaliation

It is also against Career Connection, Inc.'s policy to retaliate against an employee partner for filing a complaint of sexual harassment or a complaint discriminatory harassment or for cooperating in an investigation of a complaint of sexual or discriminatory harassment. . Any employee partner who engages in retaliation will be subject to disciplinary action (including possible dismissal).



Prohibition of Other Types of Discriminatory Harassment

It is also against CCI’s policy to engage in verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his or her race, color, gender, religion, sexual orientation, age, national origin, citizenship status, disability, genetic information, or other protected category (or that of the individual’s relatives, friends, or associates) that: (1) has the purpose or effect of creating an intimidating, hostile, humiliating, or offensive working environment; (2) has the purpose or effect of unreasonably interfering with an individual’s work performance; or (3) otherwise adversely affects an individual’s employment opportunities.

Depending on the circumstances, the following conduct may constitute discriminatory harassment: (1) epithets, slurs, negative stereotyping, jokes, or threatening, intimidating, or hostile acts that relate to race, color, gender, religion, sexual orientation, age, national origin, or disability; and (2) written or graphic material that denigrates or shows hostility toward an individual or group because of race, color, gender, religion, sexual orientation, age, national origin, or disability and that is circulated in the workplace, or placed anywhere in CCI’s premises such as on an employee’s desk or workspace or on CCI’s equipment or bulletin boards. Some common examples of conduct that might be deemed harassment include:

Physical Actions	Verbal Actions:
<ul style="list-style-type: none"> • giving a neck or shoulder massage; • touching a person’s body, hair, or clothing; • hugging, kissing, or patting another; • standing close to, or brushing up against, a person; • touching or rubbing oneself in a private area or with sexual overtones near another person; • exposing oneself; • touching, leaning over, cornering, or pinching some one; or • snapping a woman’s bra strap. 	<ul style="list-style-type: none"> • referring to another as a “girl,” “doll,” “babe,” “hunk” or “honey”; • whistling or making cat-calls at another; • making comments about a person’s body, clothes, looks, anatomy, or manner of walking; • turning work discussions into sexual topics;

Inappropriate comments, jokes, or images are examples of harassing behavior whether they’re communicated face-to-face, by e-mail, through a text message, or by posting on a social networking site. Other conduct may also constitute discriminatory harassment if it falls within the definition of discriminatory harassment set forth above.

Reporting of Harassment

If you believe that you have experienced or witnessed sexual harassment or other discriminatory harassment by any employee partner of CCI you should report the incident immediately to the local CCI Leadership Team, another member of management or to Human Resources. To formally report an



incident, complete the On Line CCI Harassment Complaint Form at www.ccicareers.com/Harassment.htm .

Anonymous harassment complaints or any type of anonymous grievances are discouraged because they severely limit CCI's ability to investigate and take appropriate action. However, if you feel it necessary to file a harassment complaint or a grievance anonymously you are encouraged to do so via the CCI Harassment Complaint Form link or the other methods cited in document.

The Employee Suggestion/ Complaint/ Question link available from the CCI Home Page under Employee Resources: via <http://www.ccicareers.com/doclib.htm>. is also available for anonymous reporting of harassment or any type of grievance.

Possible harassment by others with whom CCI has a business relationship, including customers and vendors, should also be reported as soon as possible so that appropriate action can be taken.

CCI will promptly and thoroughly investigate all reports of harassment as discreetly and confidentially as practicable. The investigation would generally include a private interview with the person making a report of harassment. It would also generally be necessary to discuss allegations of harassment with the accused individual and others who may have information *relevant to the investigation. CCI's goal is to conduct a thorough investigation, to determine whether harassment occurred, and to determine what action to take if it is determined that improper behavior occurred.

If CCI determines that a violation of this policy has occurred, it will take appropriate disciplinary action against the offending party, which can include counseling, warnings, suspensions, and termination. Employees who report violations of this policy and employees who cooperate with investigations into alleged violations of this policy will not be subject to retaliation.

Upon completion of the investigation, CCI will inform the employee who made the complaint of the results of the investigation. Compliance with this policy is a condition of each employee's employment. Employee partners are encouraged to raise any questions or concerns about this policy or about possible discriminatory harassment with the Chief Operating Officer (COO). In the case where the allegation of harassment is against the COO, please notify the local CCI leadership Team and/or Human Resources Representative

False Accusations

Anyone who knowingly makes a false accusation of discrimination, harassment, or retaliation will be subject to appropriate sanctions. However, failure to prove a claim of discrimination, harassment, or retaliation does not, in and of itself, constitute proof of a knowing false accusation

Supervisors' Responsibilities



All managers are expected to ensure a work environment free from sexual and other harassment. They are responsible for the application and communication of this policy within their work area. Managers should: encourage employees to report any violations of this policy, make sure the Human Resources Department is made aware of any inappropriate behavior in the workplace and create a work environment where sexual harassment is not permitted.

AMENDING THE CODE AND WAIVERS

We reserve the right to amend, modify, waive or terminate these guidelines and standards at any time for any reason. Any waiver of the Code of Conduct for directors or executive officers of the Company can be made only by the Board of Directors.

If you have a question or if you need clarification on any of the information contained in this document, your Leadership Team or a Human Resources Representative will be happy to assist you.

The interpretation of policies and practices described in this document is solely within the discretion of Career Connection, Inc.

End of document.