



CODE OF BUSINESS CONDUCT OF ETAG TECHNOLOGIES, INC. AND ITS SUBSIDIARIES

Samuel T Gonell, CFO

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To set forth and establish compliance with guidelines for ethical business conduct, including

- conducting business honestly, ethically and with integrity
- complying with all governmental laws, rules and regulations that apply to our business
- dealing fairly with our customers, suppliers, competitors and employees

ETAG TECHNOLOGIES, INC.

SUBJECT: CODE OF BUSINESS CONDUCT OF ETAG TECHNOLOGIES, INC. AND ITS SUBSIDIARIES

POLICY NUMBER:

OWNER: Chief Financial Officer

ORIGINAL ISSUE DATE: 08/27/2009

LATEST ISSUE DATE: 08/27/2009

ISSUED BY: Board of Directors of eTag Technologies

APPLIES TO

All eTag Technologies directors and employees

POLICY

It is an important objective of eTag Technologies that you, as member of the eTag Technologies family, conduct your activities in accordance with all applicable laws, rules and regulations and the highest standards of ethical conduct. We are asking you to affirm your commitment to this objective by reading the guidelines set forth below and complying with them. In addition, you are also required to annually sign **the Employee Statement attached at the end of this policy**.

This Code of Business Conduct (the "Code") is designed to provide you with general guidance regarding situations that you may encounter as an employee of eTag Technologies. If you should confront specific issues or questions regarding the interpretation or application of the Code, consult your manager, your local Human Resources representative, or the officers of eTag Technologies, Inc. If you have concerns about the Company's accounting or auditing matters, you may report your concerns directly to the Chairperson of eTag Technologies' Audit Committee, or to The Compliance Partners, an independent company we have contracted with to allow employees to report questionable business practices on an ***anonymous and confidential*** basis.

Introduction from Chief Executive Officer

One of the delights of eTag Technologies is working with talented people to deliver our customers the best service possible. As part of this company, we have an obligation to be respectful of each other and to conduct our business with the highest standards of ethics and integrity. Despite our many changes and growth since our founding, it remains our expectation that our employees will comply with the law and practice the highest standards of business conduct, whether in dealings with each other, the company, the community, or with customers, business partners or competitors. In furtherance of the continued commitment of eTag Technologies to these objectives, I ask that you read this Code of Business Conduct carefully. This Code has five principles of conduct:

- *Personal Integrity*
- *Protection of eTag Technologies Assets and Reputation*
- *Relationships with other parties -- employees, customers and others*
- *Obligations of Compliance*
- *Reporting Violations*

It is your responsibility as an employee of eTag Technologies to arrive at a clear understanding of this Code of Business Conduct and to adhere to its provisions. Just as integrity is part of who we are as individuals, it is also part of who we are as members of the eTag Technologies team. Every one of us is responsible for our Company's integrity and reputation. Your commitment to the principles embodied in the following pages is important to eTag Technologies and its future success. In the event that you have questions concerning the implementation of any aspect of this Code of Business Conduct, please consult your manager.

Armando Solórzano
CEO

Personal Integrity

Confidential Information

You are expected to maintain the confidentiality of information entrusted to you by eTag Technologies or its customers. Confidential information includes all non-public information that, if disclosed improperly, might be of use to our competitors, or harmful to the Company or its customers. Confidential information should never be used for personal advantage.

Your obligations of confidentiality exist both during and after your employment with eTag Technologies. Examples of confidential information include: financial or operating information, personnel information, pricing, customer lists and related information, trade secrets, information about works of authorship, projects, plans and proposals, and information of third parties that eTag Technologies is required to maintain as confidential. Any questions regarding your obligations of confidentiality should be directed to your manager or the officers of eTag Technologies.

Corporate Opportunities

You are prohibited from:

- Taking for personal benefit opportunities that are discovered through the use of eTag Technologies property, information or position;
- Using eTag Technologies property, information or position for personal gain; or
- Competing with eTag Technologies. You owe a duty to eTag Technologies to advance its legitimate business interests when the opportunity to do so arises.

Conflict of Interest

A “conflict of interest” occurs when an individual’s private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. Each of us has a responsibility to avoid activities which conflict or appear to conflict with our job responsibilities or the interest of eTag Technologies. Examples of conflicts of interest are listed below. It may sometimes be difficult to know if a particular action or activity poses a conflict or apparent conflict. If you are faced with such a situation, you are urged to consult with your supervisor or Human Resources representative to assess whether you should refrain from that particular action or activity.

The following are examples of conflicts of interest:

- Engaging in employment or any other activity that interferes with your ability to devote the required time and attention to your job responsibilities;
- Holding a significant financial interest in a current or prospective customer or competitor of eTag Technologies, or serving as an employee, consultant or director of that business;
- Directing eTag Technologies business to a vendor that is owned or managed by a relative;
- Using or disclosing confidential Company information other than for eTag Technologies purposes; or
- Improperly using eTag Technologies assets for personal benefit or the benefit of others.

In summary, you must at all times avoid any activity, investment or interest that could create a conflict between your interests and the best interests of eTag Technologies.

Protection of eTag Technologies Assets and Reputation

Protection and Proper Use of Company Assets

You are obligated to protect and safeguard eTag Technologies property and the property of eTag Technologies customers. This applies to property and assets of all kinds, including equipment and supplies, as well as proprietary business information.

Protection of non-public Company information is especially important. Unauthorized use or release of information regarding plans, strategies, costs or prices or financial performance could jeopardize the Company's competitive position.

Maintaining Information Security

Proprietary information is a valuable Company asset and includes internal and external communication; digital information stored on laptops, handhelds, desktops, servers, backups, and portable storage devices; and hard copy documents and verbal discussions.

When we work with proprietary and confidential information, we need to take personal responsibility to safeguard it from unauthorized disclosure, changes, or loss.

We must comply with all eTag Technologies security policies and procedures for handling information assets and systems to ensure that we meet legal obligations, protect eTag Technologies' reputation, and protect eTag Technologies' investment in proprietary information.

Proper Use of Third Party Assets

We vigorously protect our own intellectual property – our trademarks, copyrights, patents and trade secrets. We likewise must use third party property in a lawful manner, and only in accordance with their associated licenses and/or terms of use. eTag Technologies and each of us are prohibited in the making or using of copies of non-licensed copyrighted material, including software, documentation, graphics, photographs, clip art, animation, movie/video clips, sound, and music.

Business Records

Government agencies, customers, eTag Technologies stockholders and our fellow employees rely upon the integrity of eTag Technologies' business records. Our financial and other business records shape the business decisions we make. We are responsible for ensuring that our books and records are full, fair, accurate, timely, and understandable reflections of the Company's operations and business activities, and accurately reflect the transactions of eTag Technologies in accordance with all applicable requirements. Under no circumstances should any false or misleading entries be made in the records of our Company. eTag Technologies employs auditors to ensure that the way we conduct business and keep records is consistent with relevant

accounting standards. We must cooperate with auditors and ensure that anyone acting under our direction also cooperates with auditors.

Record Retention

Good business practice requires that we retain certain eTag Technologies records for various time periods. Often, these retained records are required by law, and it's up to us to see that they are retained in compliance with applicable document retention policies. Our document retention policy is posted on the Intranet. Documents that need not be kept should be disposed of in compliance with the Company policies. Where litigation or a government investigation is likely or ongoing, relevant records may not be destroyed until the Legal Department advises that the matter has been concluded.

Relationships with Other Parties

Equal-Opportunity Workplace

As a company that has operations and employees in many countries, it is important that every employee from any site be comfortable and welcomed at all other site. eTag Technologies' commitment to a policy of equal-opportunity employment means that eTag Technologies will not tolerate discrimination or harassment of any employee based on race, color, religion, sex, sexual orientation, marital status, age, national origin, disability, veteran status, or other factors that are unrelated to the conduct of eTag Technologies' business. Furthermore, eTag Technologies will not tolerate sexual advances, racial or religious slurs, actions, comments or any other conduct in the workplace that creates an intimidating or otherwise offensive or hostile environment. Each of us has a responsibility to ensure that eTag Technologies maintains an environment free of hostility. You are encouraged to report to your manager, Human Resources representative, or the officers of eTag Technologies any work-related situations that you consider inconsistent with this policy, or you may report them on an anonymous and confidential basis through The Compliance Partners.

Privacy of Personal Information

We each must respect the personal privacy of eTag Technologies personnel and safeguard the confidentiality and security of eTag Technologies records that contain personal information in accordance with applicable laws. eTag Technologies will only collect personal information that is needed for legitimate business purposes and for complying with legal requirements. Access to personal information is available only to those who have a legitimate business need for it when permitted by law. **If you are entrusted with access to such personal information, you are obligated to safeguard its confidentiality.**

Entertainment

It is permissible from time to time for an employee of eTag Technologies to accept entertainment from vendors, suppliers and customers provided that such entertainment is reasonable and is not for the purpose of improperly influencing business decisions. Employees in purchasing capacities, or who are responsible for the engagement of service providers on behalf of eTag Technologies should, however, refrain from accepting entertainment from vendors or suppliers except for the

infrequent and modest business lunch. What constitutes reasonable entertainment depends on the situation, but as a rule of thumb, the entertainment should not be of a nature that might be considered lavish or excessive, and its value should not exceed \$50.00. Except for the occasional modest business lunch or dinner, your acceptance of any entertainment should be approved in advance by your manager.

Gifts and Other Payments

As an employee of eTag Technologies, you must exercise care to ensure you neither give nor accept any gift or payment for the purpose of unlawfully or improperly influencing business decisions. Accordingly, you may not give or accept gifts of more than \$100 in connection with the business of eTag Technologies, since such gifts can affect or might appear intended to affect the judgment of the person receiving the gift. In certain instances, the refusal to accept a gift could hurt a legitimate business interest of eTag Technologies; in such cases, it may be appropriate to accept a gift.

If there is any question regarding whether or not to give or accept a gift, your supervisor or other person to whom you are accountable should determine whether a gift is proper, in consultation with appropriate members of the Corporate Leadership Team (“CLT”) when appropriate. Any gifts which are not permitted should be declined. However, under no circumstances should a gift of more than \$100 be accepted or given without obtaining approval from either the Chief Financial Officer or the officers.

Improper Payments

You may not use any funds or assets of eTag Technologies for payments, gifts, or gratuities of any kind, whether legal or illegal, which directly or indirectly inure to the personal benefit of any party with which eTag Technologies does business. Under no circumstances shall you make or accept bribes, kickbacks, or other improper payments of any kind, or gifts of money. This prohibition applies to dealings with current or potential customers, vendors, representatives, consultants or any other party seeking to establish a business relationship with eTag Technologies.

Global Variations

While customs may vary around the world, there are some principles that are fixed and apply worldwide to us as individual employees and as a company:

- Never offer or accept a bribe, that is, anything designed to obligate a person to act improperly with regard to eTag Technologies’ business;
- Do not offer or accept cash or cash equivalents without approval from your manager;
- Do not participate in any business entertainment activity that would violate the law or embarrass eTag Technologies by its public disclosure; and
- Consult the officers of eTag Technologies before offering anything of value to government or political party officials, as such gifts and entertainment are strictly regulated and often forbidden entirely.

Contractors, Vendors and Suppliers

eTag Technologies’ vendors, contractors and suppliers are an extension of our Company and should be chosen and monitored carefully. When engaged in eTag Technologies business, they

are required to comply with applicable laws and adhere to standards of business conduct consistent with the eTag Technologies Code of Business Conduct. Personnel such as contractors and other agents or service providers must only be engaged by eTag Technologies to perform legitimate business services in a proper commercial manner. Contractors or agents should not be asked to perform any task that a eTag Technologies' employee is prohibited from performing.

Transactions with Governments

In doing business with governments and officials in any country, eTag Technologies is committed to acting with honesty and integrity and will comply with all applicable laws and regulations.

Anti-Trust and Unfair Competition

eTag Technologies will comply with the antitrust and unfair competition laws in all countries where it does business. Business decisions involving pricing, terms and conditions of sale, dealings with customer, suppliers or competitors may present sensitive issues under these laws. As a general matter, antitrust laws prohibit agreements, however informal, that unreasonably restrict competition. You should use caution with respect to the sharing with customers, vendors or others of certain types of information such as pricing data, projections, salary structures, or plans to enter or exit a market. You should also be aware that in many countries a business cannot lawfully price below cost or engage in other activities that tend to eliminate competition or create barriers to other companies' entering a market. As antitrust laws differ from country to country, and the consequences of violating them can be severe, you should consult the officers of eTag Technologies if questions arise regarding the application of these laws.

Political Contributions

You may not use any funds or other assets of eTag Technologies for contributions or payments to political parties, whether foreign or domestic, political funds or organizations, candidates for public office, or government officials or employees. Many countries, including the United States, prohibit certain types of political contributions by corporations and you should consult the officers of eTag Technologies whenever you are considering anything that might constitute a political contribution from funds or other assets of eTag Technologies.

Obligations of Compliance

eTag Technologies is committed to complying with the laws and regulations of the countries in which it conducts business. As a U.S. company, eTag Technologies must also comply with U.S. laws that apply internationally, as well as this Code of Business Conduct, even where they seem inconsistent with local practice. Questions about the application of U.S. or local law should be referred to eTag Technologies' officers. Many U.S. laws apply to eTag Technologies' operations, including:

- **Foreign Corrupt Practices Act:** The U.S. Foreign Corrupt Practices Act (FCPA) prohibits bribery of foreign government and political parties. The FPCA also requires proper record keeping and internal accounting controls in the Company's U.S. and international sites.
- **Export Controls:** The U.S. has controls which restrict the export of certain products, services, technical data and software to other countries, as well as the re-export of those items from one non-U.S. destination to another. Given the nature of our business, we should inquire of our customers whether their source material is subject to any particular restrictions prior to any engagement.
- **Antitrust:** U.S. antitrust laws may apply to transactions by non-U.S. operations if U.S. trade is affected. Consult with eTag Technologies' General Counsel for further information.

- **Boycotts:** U.S. law prohibits U.S. companies from participating in or cooperating with restrictive trade practices or economic boycotts imposed by other nations. Any suspected boycott issue should be referred to eTag Technologies' officers.

Reporting Violations

Your compliance with this Code is of critical importance to eTag Technologies.

Each of us has a responsibility to promptly report any suspected or known violations of the Code, including any violation of law.

You should raise any concerns regarding potential unethical business behavior with your manager or your local Human Resources representative or with the officers.

No Retaliation

eTag Technologies will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate against you because of any lawful act done by you to provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which you reasonably believe is a violation of this Code of Business Conduct. If requested, and to the extent permitted by applicable law, eTag Technologies will strive to maintain the confidentiality of the source.

Violations of the eTag Technologies Code of Business Conduct are subject to disciplinary action up to and including discharge.

Approvals and Waivers

The Code sets out expectations for eTag Technologies' conduct. When certain situations require permission from management or another person before taking action, you need to raise the issue promptly to allow enough time for the necessary review and approval.

In a particular circumstance eTag Technologies may find it appropriate to waive a provision of the Code. To seek a waiver, speak with your manager, who will consider the request in consultation with others, such as Legal or Internal Audit.

Summary

eTag Technologies is committed to enforcing this Code and will not tolerate reprisals against any employee who reports a possible violation of the Code.

The Code is not intended to and does not create an employment contract, and does not create any contractual rights between eTag Technologies and its employees or create any express or implied promise for specific treatment in specific situations. Your employment relationship with eTag Technologies can be terminated at any time for any reason with or without cause unless otherwise required by local laws outside the United States.

OWNER: Chief Financial Officer and officers

ETAG TECHNOLOGIES, INC. AND SUBSIDIARIES ANNUAL EMPLOYEE STATEMENT

As an employee of eTag Technologies, Inc., or one of its subsidiaries, by executing this Employee Statement I hereby acknowledge and certify that:

- (i) I have read and understand the Code of Business Conduct (the "Code") of eTag Technologies and its Subsidiaries (collectively, "eTag Technologies");
- (ii) I have complied, and will comply, with all provisions of the Code during my employment with eTag Technologies;
- (iii) Except as I have disclosed below, I have no knowledge of any violation of the Code;
- (iv) I have disclosed below the identities of any suppliers, customers or competitors of eTag Technologies, or other third parties, in which I have an interest or from which I receive a benefit that may create a conflict between my personal interests and the interests of eTag Technologies;
- (v) I have read and understand the Statement of Company Policy Regarding Insider Trading and agree to comply with such Statement of Company Policy; and
- (vi) I have made inquiry or otherwise confirmed the applicability or inapplicability to me of eTag Technologies' Quiet Period Policy. If applicable to me, I will comply with eTag Technologies' Quiet Period Policy.

Employee Name (Print):

eTag Technologies Office:

Signature:

Date:

Disclosures:
