

CODE OF CONDUCT OF RENNERBROWN, INC.

One of RennerBrown's most important assets is its reputation, which is a direct reflection of the conduct of its employees. It is the responsibility of each employee to preserve and further the reputation and standing of RennerBrown. To that end, this Code of Conduct ("the Code") identifies principles that are fundamental to employment at the Company. RennerBrown requires employees to adhere to these principles. Employees with knowledge of a violation of the Code are required to report it to the RennerBrown Human Resources Manager.

It is impractical to identify all the details of each principle discussed in the Code, which is intended to highlight conduct that is either required or prohibited by RennerBrown. However, all areas of the Code are supported in detail by RennerBrown policies, the RennerBrown Employee Handbook, federal, state or local laws, as well as commonly accepted business practices. Employees are expected to conduct themselves in concert with both the letter and spirit of the Code. Any questions regarding conduct which may be in violation of the Code should be directed to the RennerBrown Human Resources Manager.

Violation of the Code will result in disciplinary action, up to and including termination of employment. In addition, violation of certain principles of the Code could lead to individual civil and/or criminal liability.

PRINCIPLES

General Business Conduct: Employees are expected to conduct themselves in an honest and forthright manner when dealing with the Company, its management, other employees, clients, and/or vendors. This principle applies to all employees in all situations including, but not limited to, requests for expense reimbursement, vendor relationships, time records, etc.

Use of Corporate/Client Assets: The misuse or misappropriation of corporate assets and/or corporate funds (including the assets or funds of others for which the Company assumes fiduciary responsibility) is strictly prohibited. In addition, employees are solely and exclusively responsible for any of their individual negligent or willful acts that result in destruction or damage to the business, business infrastructure and/or equipment of RennerBrown or RennerBrown's clients.

Confidential and Proprietary Information: During the course of employment, information considered proprietary and/or confidential to RennerBrown, its clients, subcontractors and alliance partners may be made available to employees. Such confidential information includes, but is not limited to, statements of work, client material, employment data as well as Protected Health Information as defined by the Health Insurance Portability and Accountability Act of 1996 as amended. Disclosure of such information to individuals outside of RennerBrown or even to those RennerBrown employees who do not have a bona fide business need is strictly prohibited both during employment and after separation of employment.

This principle specifically applies to (but is not limited to) compensation and billing information. As such, employees are prohibited from disclosing pay and/or bill rates (whether they be their own or those of other employees), to anyone excluding their manager or RennerBrown's Recruiting Department, Payroll Department or Human Resources Department.

Equal Opportunity Employment: RennerBrown is an Equal Opportunity Employer and is committed to maintaining a work environment free from discrimination and harassment. It is a violation of company policy, as well as applicable federal and state laws, for any employee to discriminate or harass a fellow employee or applicant for employment on the basis of race, color, sex, national origin, religion, age, disability or other protected status. Any employee who engages in discrimination or harassment prohibited by this policy will be subject to discipline up to and including termination.

Prohibited harassment includes, but is not limited to the following: Verbal harassment (oral or written), Physical harassment, Visual harassment and Sexual harassment. Policies related to sexual and other forms of harassment are contained in the Employee Handbook which can be found on the Company's website: www.RennerBrown.com, 24 hours a day 7 days a week. Any violations or suspected violations must be immediately reported to the RennerBrown Human Resources Manager.

All charges of harassment and/or discrimination will be promptly and thoroughly investigated and a report will be made to you concerning the results of the investigation. No employee will be punished or will suffer any adverse employment action as a result of bringing any harassment complaint to the attention of Company or for assisting in an investigation.

Company Policies: Compliance with Company policies is required at all times.

RennerBrown expects all employees using Company and/or Client provided computer resources (hereinafter, "PROVIDED COMPUTER RESOURCES"), including internet access, intranet access, e-mail (any e-mail programs), software, hardware, etc., to follow specific guidelines and show the utmost respect for RennerBrown employees, RennerBrown clients, systems, and resources.

Guidelines: PROVIDED COMPUTER RESOURCES, internet or intranet access, software, hardware, and other programs, are intended for legitimate Company business purposes. Limited personal use of PROVIDED COMPUTER RESOURCES is permissible, provided such use does not interfere with the employee's job duties, the business needs of other employees, or with serving the clients. In addition, PROVIDED COMPUTER RESOURCES may not be used for an employee's personal gain, political purposes, or solicitation of any kind.

Employees should have no expectation of privacy regarding PROVIDED COMPUTER RESOURCES. RennerBrown and our Clients reserve the right to access and disclose without notice all information stored on our respective computers, including examining all messages sent or received via PROVIDED COMPUTER RESOURCES, at anytime for any reason.

Misconduct:

RennerBrown expects its employees to act responsibly and with respect toward the Company, its clients and others. Violations of this policy or the following general guidelines may constitute misconduct which may result in disciplinary action up to and including discharge.

Using PROVIDED COMPUTER RESOURCES to intentionally solicit, print, forward for electronic distribution, or indicate further interest in graphic, vulgar, violent or racially or sexually offensive materials, including but not limited to pictures, stories or jokes.

Using PROVIDED COMPUTER RESOURCES to send, solicit, indicate further interest in, publish, or disseminate non business related opinions or statements about race, color, national origin, sex, religion, disability, age, veteran status, or political position. This includes, but is not limited to, any offensive, false, disparaging or defamatory statement.

Using PROVIDED COMPUTER RESOURCES to communicate business related opinions when the individual is not authorized to do so.

Receiving, disclosing, or disseminating any information or records confidential to the Company including but not limited to personnel files, business records, customer account information, rate and billing information, customer lists, technical data, and source, without the written permission of management.

Drug Free Workplace: Employees are strictly prohibited from using, selling, distributing or being under the influence of any controlled substances. RennerBrown reserves the right to request employees to submit to a drug test for certain Clients.

Conflicts of Interest: Employees must not engage in any activities, have any personal or financial interests, or have any other relationships which conflict with their duty to be loyal to RennerBrown or which might impair their ability to exercise independent judgment.

PTO/Absenteeism Policy: Paid time off benefits are provided to all Staff Employees, as well as Contract professionals, for rest, relaxation and personal pursuits. Policies have been determined for both Professional Staff and Contract Professionals. All requests for utilization of PTO must first be approved by RennerBrown's client and by RennerBrown's respective Client Service Manager.

RennerBrown maintains a strict "no show, no call" policy. Any employee, who neglects to show up for a Client Assignment without notifying RennerBrown, may be disciplined, up to and including termination of employment.

I certify that I have reviewed and understand this Code of Conduct and am aware of no conduct or condition in violation of the Code. I understand that any violation of the Code will result in disciplinary action up to and including the termination of my employment. I also understand that this Code is subject to revision and/or amendment at the sole discretion of RennerBrown from time to time with notice. I further represent that I have considered the principle concerning conflicts of interest as it relates to my personal situation and business affiliations, and have noted any potential conflicts on the attached form. I also agree to immediately report all actual or perceived violations of any area of the Code to the Human Resources Manager in addition to those individuals who are indicated in the principle of the Code that is being violated.

SIGNATURE

DATE

EMPLOYEE NAME (PRINTED)

**CODE OF CONDUCT OF RENNERBROWN, INC.
POTENTIAL CONFLICTS OF INTEREST**

Note any actual potential conflicts or known or suspected violations of the Code below: (Employee agrees that the submission of this signed form, if left blank, acknowledges that employee has no knowledge of any actual or potential conflicts.)

SIGNATURE

DATE

EMPLOYEE NAME (PRINTED)