

CODE OF BUSINESS CONDUCT & ETHICS

Statement by Chief Executive Officer

Ethics are important to Alliance Creative Group, Inc. (Herein referred to as "ACG") and each of its employees. ACG is committed to the highest ethical standards and to conducting its business with the highest level of integrity. Personally, I believe this commitment is at the core of the values that make ACG great.

An uncompromising adherence to ethical excellence is integral to creating and sustaining a World Class culture at ACG. It provides the necessary strong foundation on which World Class products and service is built and on which it can grow and prosper.

Each ACG employee is responsible for the consequences of his or her actions. We must each be the guardian of ACG'S ethics.

Leaders in ACG have the extra responsibility of setting an example by their personal performance and an attitude that conveys our ethical values. That example leads us to treat everyone - employees, clients, prospects, vendors and competitors - with honesty and respect.

If you are unsure of the appropriate action, take advantage of our open door, informal environment and raise your concerns with management or, if you are still uncomfortable, follow the processes outlined in this Code of Business Conduct & Ethics.

Steven St. Louis
Chief Executive Officer

Ethics

ACG and each of its employees, wherever they may be located, must conduct their affairs with uncompromising honesty and integrity. Business ethics are no different than personal ethics. The same high standard applies to both. As an ACG employee you are required to adhere to the highest standard regardless of local custom.

Employees are expected to be honest and ethical in dealing with each other, with clients, vendors and all other third parties. Doing the right thing means doing it right every time.

You must also respect the rights of your fellow employees and third parties. Your actions must be free from discrimination, libel, slander or harassment. Each person must be accorded equal opportunity, regardless of age, race, sex, sexual preference, color, creed, religion, national origin, marital status, veteran's status, handicap or disability.

Misconduct cannot be excused because it was directed or requested by another. In this regard, you are expected to alert management whenever an illegal, dishonest or unethical act is discovered or suspected. You will never be penalized for reporting your discoveries or suspicions.

The following statements concern frequently raised ethical concerns. A violation of the standards contained in this Code of Business Conduct & Ethics will result in corrective action, including possible dismissal.

Conflicts of Interest

You must avoid any personal activity, investment or association which could appear to interfere with good judgment concerning ACG'S best interests. You may not exploit your position or relationship with ACG for personal gain. You should avoid even the appearance of such a conflict. For example, there is a likely conflict of interest if you:

- use nonpublic ACG, client or vendor information for personal gain by you, relatives or friends (including securities transactions based on such information);
- have more than a modest financial interest in ACG'S vendors, clients or competitors with the proper disclosure;
- receive a loan, or guarantee of obligations, from ACG or a third party as a result of your position at

- ACG without proper approval and disclosure; or
- compete, or prepare to compete, with ACG while still employed by ACG.

There are a variety of other situations in which a conflict of interest may arise. If you have concerns about any situation, follow the steps outlined in the Section on "Reporting Ethical Violations."

Improper Use or Theft of ACG Property

Every employee must safeguard ACG property from loss or theft, and may not take such property for personal use. ACG property includes confidential information, software, computers, office equipment, and supplies. You must appropriately secure all ACG property within your control to prevent its unauthorized use. Use of ACG'S electronic communications systems must conform with ACG'S E-mail Content Policy as set forth in the Employee Handbook, which, among other things, precludes using such systems to access or post material that: is pornographic, obscene, sexually-related, profane or otherwise offensive; is intimidating or hostile; or violates ACG policies or any laws or regulations. Employees may make limited non-business use of ACG'S electronic communications systems, provided that such use: (i) is occasional; (ii) does not interfere with the employee's professional responsibilities; (iii) does not diminish productivity; and (iv) does not violate this Policy or ACG'S E-mail Content Policy.

Falsifying Records

Falsification of any ACG, client or third party record is prohibited.

Protection of ACG, Client or Vendor Information

You may not use or reveal ACG, client or vendor confidential or proprietary information to others. Additionally, you must take appropriate steps — including securing documents, limiting access to computers and electronic media, and proper disposal methods — to prevent unauthorized access to such information. Proprietary and/or confidential information, among other things, includes: business methods, pricing and marketing data, strategy, computer code, screens, forms, experimental research, information about, or received from, ACG'S current, former and prospective clients, vendors and employees.

Gathering Competitive Information

You may not accept, use or disclose the confidential information of our competitors. When obtaining competitive information, you must not violate our competitors' rights. Particular care must be taken when dealing with competitors' clients, ex-clients and ex-employees. Never ask for confidential or proprietary information. Never ask a person to violate a non-compete or non-disclosure agreement. If you are uncertain, the Corporate Legal Department can assist you.

Sales: Defamation and Misrepresentation

Aggressive selling should not include misstatements, innuendo or rumors about our competition or their products and financial condition. Do not make unsupportable promises concerning ACG'S products.

Use of ACG and Third Party Software

ACG and third party software may be distributed and disclosed only to employees authorized to use it, and to clients in accordance with terms of an ACG agreement.

ACG and third party software may not be copied without specific authorization and may only be used to perform assigned responsibilities.

All third-party software must be properly licensed. The license agreements for such third party software may place various restrictions on the disclosure, use and copying of software.

Developing Software

Employees involved in the design, development, testing, modification or maintenance of ACG software must not tarnish or undermine the legitimacy and "cleanliness" of ACG'S products by copying or using unauthorized third party software or confidential information. You may not possess, use or discuss proprietary computer code, output, documentation or trade secrets of a non-ACG party, unless authorized by such party. Intentional duplication or emulation of the "look and feel" of others' software is not permissible.

Fair Dealing

No ACG employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Fair Competition and Antitrust Laws

ACG must comply with all applicable fair competition and antitrust laws. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition. If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, the Corporate Legal Department can assist you.

Securities Trading

It is usually illegal to buy or sell securities using material information not available to the public. Persons who give such undisclosed "inside" information to others may be as liable as persons who trade securities while possessing such information. Securities laws may be violated if you, or any relatives or friends trade in securities of ACG, or any of its clients or vendors, while possessing "inside" information. Please see ACG'S Insider Trading Policy for more details on this issue. If you are still uncertain, the Corporate Legal Department can assist you.

Waivers

The Code of Business Conduct & Ethics applies to all ACG employees and its Board of Directors. There shall be no waiver of any part of the Code, except by a vote of the Board of Directors or a designated committee, which will ascertain whether a waiver is appropriate and ensure that the waiver is accompanied by appropriate controls designed to protect ACG.

In the event that any waiver is granted, the waiver will be disclosed as required under applicable law and regulations, and posted on the ACG website, thereby allowing the ACG shareholders to evaluate the merits of the particular waiver.

Reporting Violations

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow employees. If you are powerless to stop suspected misconduct or discover it after it has occurred, you must report it to the appropriate level of management at your location.

If you are still concerned after speaking with your local management or feel uncomfortable speaking with them (for whatever reason), you must (anonymously, if you wish) send a detailed note, with relevant documents, to Alliance Creative Group, Inc., Attn.: Board of Directors, 1066 National Parkway, Schaumburg, IL. 60173 or via email to info@ACGemail.com.

Your calls, detailed notes and/or emails will be dealt with confidentially. You have the commitment of ACG and the ACG Board of Directors that you will be protected from retaliation.

No Rights Created

This Code of Ethics is a statement of the fundamental principles and key policies and procedures that govern ACG'S employees in the conduct of ACG'S business. It is not intended to and does not constitute an employment contract or assurance of continued employment, and does not create any rights to any employee, client, supplier, competitor, shareholder or any other person or entity.

Conclusion

In the final analysis you are the guardian of ACG'S ethics. While there are no universal rules, when in doubt ask yourself:

- Will my actions be ethical in every respect and fully comply with the law and with ACG policies?
- Will my actions have the appearance of impropriety?
- Will my actions be questioned by my supervisors, employees, clients, family and the general public?
- Am I trying to fool anyone, including myself, as to the propriety of my actions?

If you are uncomfortable with your answer to any of the above, you should not take the contemplated actions without first discussing them with your local management. If you are still uncomfortable, please follow the steps outlined above in the Section on "Reporting Violations."

Any employee who ignores or violates any of ACG'S ethical standards, and any manager who penalizes a subordinate for trying to follow these ethical standards, will be subject to corrective action, including immediate dismissal. However, it is not the threat of discipline that should govern your actions. We hope you share our belief that a dedicated commitment to ethical behavior is the right thing to do, is good business, and is the surest way for ACG to become and remain a World Class company.