

**The Service Companies
Code of Ethics and Accountability**

1.0 The Code

The Code of Ethics and Accountability (the “**Code**”) is designed to promote The Service Companies compliance with laws and ethical standards applicable in all jurisdictions in which The Service Companies and its subsidiaries conduct their business. The Code is applicable to all directors, officers and employees of The Service Companies. The Code has been designed to work in conjunction with your Employee Handbook and other policies of The Service Companies. This code is effective as of January 1, 2010.

The Code is not intended to be all inclusive and cannot address every situation you may face. Should you ever feel uncomfortable about a situation or have any doubts about whether it is consistent with our ethical standards or applicable laws, we encourage you to contact your Project Manager, Area Manager or Director of Operations. If they cannot answer your question or if you do not feel comfortable contacting them or their behavior is the behavior in question, contact the Director of Human Resources in Miami, FL or the anonymous hotline at 1-866-3264571. You may also access the hotline at <http://theservicecompanies.ethicspoint.com>.

It is the responsibility of all employees, officers and members of the Board of Directors to comply with the Code. Copies of the Code are available from the Property Project Manager, Area Manager, Directors of Operations and Corporate Human Resources.

The Code is administered by the Senior Vice President of Human Resources & Chief Compliance Officer and will be reviewed by the Corporate Compliance Committee on a quarterly basis.

2.0 Anti- Retaliation Policy

The Service Companies prohibits retaliation against anyone who, in good faith, seeks help or reports known or suspected violations of the Code. Any retaliation against anyone covered by the Code who sought help or filed a report in good faith, will be subject to disciplinary action, which may include suspension or termination of employment. Any employee who knowingly submits a false report may be subject to disciplinary action.

3.0 Waivers of the Code

Waivers of the Code can be made solely by the Senior Vice President of Human Resources & Chief Compliance Officer. Quarterly reports to the Compliance Committee of such waivers will be provided.

4.0 Confidential Information

All employees are prohibited from disclosing to anyone outside of the Company, indirectly or directly, any information about the Company or Clients Companies which has not been shared by the Company with the general public. This type of disclosure includes, but is not limited to participation in internet chat rooms and/or message boards. You are expected to safeguard all confidential information. Exceptions to this rule include disclosures which are required or authorized by law. This information includes, but is not limited to:

- Company financial data or employee information
- Client Companies Brand Strategies and Service Standards
- Client Companies customers, employees and business strategies
- Plans and strategies (development, marketing, business)
- Organizational charts, salary structures, policy and procedures manuals
- Customer or supplier lists, locations or related information

5.0 Compliance with Governmental Laws and Regulations

The Company will conduct business in compliance with applicable laws and regulations in the jurisdictions in which we operate. All employees are expected to conduct business with honesty, integrity and ethical behavior.

6.0 Cooperation with Government Investigations

Employees will always cooperate with all governmental investigations. Should your work location (Project) be subject to any oral or written inquiry, you are to notify the Senior Vice President of Human Resources & Chief Compliance Officer immediately. You should always ask to see the identification of any person making representations that they are an agent of any governmental entity. Any false or intentionally inaccurate statement to a government representative is a violation of the Code.

7.0 Conflicts of Interest

In all actions and relationships which may affect the Company or where any employee represents or negotiates on behalf of the Company, employees must not misuse the authority or influence of their positions.

All employees and members of the Board of Directors of The Service Companies shall avoid acts and situations which are improper, might give an appearance of impropriety or might impair their good judgment when acting on behalf of the company.

The following are examples of circumstances that are likely to result in a violation of this policy and in any event must be disclosed in order for the company to determine if a conflict of interest exists:

- Having an interest in a firm that does business with our company, other than insignificant (as defined below) interests in public companies.
- Borrowing or accepting money, gifts or other favors from a person or company doing business with our company. Gifts which are nominal and customary given the nature and circumstances of the gift and borrowing from banks in the ordinary course of business will not normally be considered violations of the policy. Any proposed gift or other favor should be reviewed with your supervisor prior to acceptance, and your supervisor should also be advised of the receipt of any gift so that he or she may advise you of the appropriate response. Solicitation of gifts and the acceptance of money are strictly prohibited.
- Soliciting gifts or other things of value from company employees.
- Engaging in a private business relationship with your supervisor or an employee whom you supervise.
- Engaging in a competing business or owning stock or other securities of a competitor other than insignificant interests in public companies. We define "insignificant" as the lesser of (a) under 1% of the total outstanding class of securities or (b) 5% or less of your personal net worth.
- Engaging in a private business venture with an officer or other employee of a firm which competes with the company.
- Improperly divulging or using confidential information such as plans, employee information, operating or financial data or computer programs.

Indirect conflicts of interest - transactions involving your spouse, children or other close relative (dependent or independent) or business associate - must also be disclosed. For example, if your spouse or business partner competes with the company, you are required to make disclosure so that we may determine whether that constitutes a conflict of interest.

Prior to engaging in any activity which could result in a conflict of interest, employees are required to review the proposed activity with their supervisor and Corporate Human Resources Director. They will make a written record of the manner in which the question is resolved and forward to the Senior Vice President of Human Resources & Chief Compliance Officer. Directors/Managers reviewing proposed activities should involve the Senior Vice President of Human Resources & Chief Compliance Officer.

8.0 Anti-Competitive Practices

It is our policy to lawfully compete in the marketplace. You are to comply with all laws which are in place to prevent unfair competition or anti-competitive practices. Practices that are uncompetitive include but are not limited to price fixing, engaging in a business practice with the intention of violating applicable laws creating an unfair advantage and engaging in the theft of competitors' trade secrets.

9.0 Protection of Company and Client Company Assets

You should protect the assets of The Service Companies and those assets belonging to Client Companies. Assets should only be used in connection with your job responsibilities. You should not share or use computer access information of other Service Companies Employees.

10.0 Prohibited Receipts and Payments

Directors, officers, employees and representatives of the Company and its subsidiaries are prohibited from:

- A. Engaging in the following transactions to obtain business, retain business or direct business to others, or to induce a government official or employee to fail to perform or to perform improperly his/her official functions.
- Payment or offer to pay anything of value, directly or indirectly, to any domestic or foreign government official or employee.
 - Payment or offer to pay anything of value, directly or indirectly, to any party in the form of a commercial bribe, influence payment or kickback.
 - Receipt or acceptance of anything of value directly or indirectly, from any party in the form of a commercial bribe, influence payment or kickback.
- B. Using, directly or indirectly, any funds or other assets of the company or any subsidiary for any unlawful purpose, for example, political contributions made in violation of applicable law.

No unrecorded funds or assets of the company or any of its subsidiaries may be established or maintained and no false or misleading entries may be made in the books and records of the company or any of its subsidiaries.

Officers, employees and representatives of the company or any subsidiary may not engage in any arrangement that results in prohibited acts. No payment on behalf of the company or any subsidiary will be approved without adequate supporting documentation, and no payment will be made with the intention or understanding that any part of such payment is to be used for any purpose other than that described in the document supporting the payment.

Prohibited transactions do not include gifts, entertainment and similar expenses if lawful, customary, nominal in amount and not in consideration for any improper action by the recipient.

Strict compliance with this policy is required. Officers, employees and representatives of the company and its subsidiaries who do not comply with this policy may be subject to immediate Separation of Employment. Any violation of this policy must be immediately communicated to the Senior Vice President of Human Resources & Chief Compliance Officer, who shall advise the Board of Directors. Any questions as to whether a proposed transaction violates this policy should be referred promptly to the Chief Compliance Officer for resolution.

11.0 Gifts and Entertainment

Gifts and entertainment should not compromise, or appear to compromise, your ability to make objective business decisions. It is your responsibility to use good judgment in this area. As a general rule, you are expected to properly account for expenses related to gifts and entertainment on expense reports. Gifts given to employees at the Project Manager level or positions below the Project Manager level should be shared with the hourly team. Should this not be possible, you are to inform the Senior Vice President of Human Resources & Chief Compliance Officer.

12.0 Undocumented Employees

The Service Companies does not knowingly hire employees not authorized to work in the United States. We ensure compliance in the following ways:

- Completing the correct I-9 Form on every employee.
- Providing training to those involved in the hiring process.
- Using E-Verify (the most stringent standard and technology available) where required and implementing E-Verify in all states in which we operate in 2010.
- Terminating any employee, supervisor or leadership employee involved in attempting to intentionally hire undocumented workers.
- Using electronic I-9 Forms in locations where we have computers to eliminate errors.

Any violations or intended violations of this policy should be reported to the Senior Vice President of Human Resources & Chief Compliance Officer.

13.0 Accuracy of Company Records and Financial Reports

Our records include client billing information, payroll, time keeping, travel and expense reports, e-mails, accounting and financial data electronic data files and all other records maintained in the ordinary course of our business.

All of our records must be complete, accurate and reliable in all material respect. Undisclosed or unrecorded funds, payments, labor or receipts are considered inconsistent with our business practices and are prohibited.

You are expected to act in good faith, responsibly and with common sense in a timely manner. Employees may not misrepresent material facts or allow their independent judgment or decisions to be improperly influenced or biased by others

If you believe someone is asking or directing you to violate these policies, immediately report the situation. You are responsible for understanding and complying with our record-keeping policy. Ask your supervisor if you have any questions.

All of the members of our finance team and operations team have a special responsibility to ensure that all of our financial disclosures and client billings are prepared and reported in a timely and accurate manner. All finance employees are to comply with generally accepted accounting principles.

14.0 Reporting Violations of the Code

All employees must report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to The Service Companies. Should you not feel comfortable contacting either your Project Manager or Area Manager, we also have a 24-hour website <http://theservicecompanies.ethicspoint.com> and a dedicated toll-free number of **1-866-326-4571**, to provide you and client properties a way to anonymously and confidentially report activities that potentially may involve criminal, unethical or otherwise inappropriate behavior in violation of our established policies, including the Code.

All reports of known or suspected violations of the law or this Code will be handled in confidence. Your confidentiality will be protected to the highest extent possible, consistent with applicable law and our need to investigate your concern.

15.0 Investigations and Discipline for Violations

All reported violations will be investigated to the greatest extent possible based upon the information provided. Investigations may at times involve legal actions and you should never act on your own.

Those who violate the Code will be subject to disciplinary action up to and including termination of employment.

16.0 Training and Reinforcement of the Code

All salaried employees will be trained on the Code through the TSC University and will complete annual refreshers thereafter. All hourly employees will be trained on the code through the employee handbook, new hire orientation

and in pre-shift meetings. The hotline number will be placed in visible locations in our offices at corporate as well as in the field and in the company newsletter.

17.0 Compliance Committee

The Corporate Compliance Committee will meet on a quarterly basis to review the following:

- A. Any Waivers Granted During The Past Quarter.
- B. Number of Reports Filed Through EthicsPoint and Applicable Resolutions.
- C. Any Pending Legal Issues Related To the Code.

18.0 Effectiveness of The Code

The Corporate Compliance Committee Will Measure The Effectiveness of The Code on an Annual Basis By:

- A. Reviewing the Number of Hotline complaints and remedies.
- B. Conducting Spot Checks of Employees Understanding of the program via anonymous surveys.
- C. Reviewing areas of the organization that are vulnerable to criminal and unethical behavior.