

L-1 IDENTITY SOLUTIONS, INC.

Code of Business Ethics and Standards of Conduct Updated February 10, 2009

Policy

It is the policy of L-1 Identity Solutions, Inc. and its various companies, divisions and business units to conduct our affairs in accordance with uppermost integrity and the highest standards of ethical and legal conduct.

Background

This Code of Business Ethics and Standards of Conduct (this “Code”) is intended to describe the most important rules and policies that help the Company maintain a lawful, honest and ethical environment in and throughout all of its endeavors. When used in this Code, the terms “L-1” and the “Company” refer to L-1 Identity Solutions, Inc. and each of its subsidiaries, divisions, business units, offices and locations, wherever located, individually and collectively.

The rules and policies set forth in this Code apply to all members of the Company’s board of directors (“directors”) and to all employees of the Company, wherever located, and including those employed on a temporary, freelance or per diem basis.

Responsibility for compliance with this Code rests with each individual to whom this Code applies, so all employees and directors should read this Code carefully. Although the Company has done its best to be clear in describing the rules and policies contained in this Code, some of the rules and polices are based on complex laws and regulations. Examples include, without limitation, the antitrust and securities laws, the Foreign Corrupt Practices Act, the Sarbanes Oxley Act, New York Stock Exchange Rules, and laws against employment discrimination. Each rule and policy is important because even inadvertent or unintentional violations of this Code may have serious consequences for the Company and any individual involved in the violation.

In addition to this Code, the Company has other policies that are important, many of which are more detailed policy statements about subjects covered by this Code, some of which are cross-referenced in this Code. Employees with questions about which policy applies in any particular area, questions about any specific rule or policy in this Code or who have requests for copies of additional policies, should in all cases contact the Company’s Human Resources department, which will involve the Legal department for guidance as necessary or appropriate. If you are a director, please contact the Company’s Chief Legal Officer for all such questions and requests. The Chief Legal Officer serves as the Compliance Officer (“Compliance Officer”) under this Code.

Compliance with Laws, Rules and Regulations

Obeying both the letter and the spirit of the law is one of the foundations of this Code. It is the Company’s policy to comply with all applicable laws, rules and regulations.

Employees and directors of L-1 must always conduct business affairs with honesty, integrity and good judgment. Furthermore, the Company and its employees and directors must respect the laws of the cities, states and countries in which the Company operates. While our employees and directors are not expected to know the details of the laws that govern the Company's business in every jurisdiction, each individual who is subject to this Code is expected to understand the laws/regulations applicable to his/her duties at the Company and understand the regulatory environment within which the Company operates well enough to know when to seek advice from supervisors, managers or a member of the Company's legal department

Conflicts of Interest

Employees and directors have a primary business responsibility to the Company and are expected at all times to work in the best interests of the Company. For purposes of this "Conflicts of Interest" section of this Code, references to "employees" and directors" include each employee and director of the Company as well as members of each such person's immediate family (defined as spouse, domestic partner and minor children) as well as any other person or entity such person controls or over which such person has a substantial ownership interest and any other person (other than a tenant or employee) sharing the household of a director or employee ("immediate family member").

Employees and directors must avoid all conflicts between the best interests of the Company and individual personal relationships or interests. Even the appearance of a conflict of interest can have a negative influence in the minds of co-workers, customers, suppliers, shareholders and the public at large. While it is not possible to describe every single form of conflict of interest in this Code, some common circumstances and guidelines are summarized below.

Disclosing and Addressing Potential Conflicts of Interest

The Company requires that each employee and director disclose, in writing, any personal business or other relationship that could potentially affect his or her business judgment on behalf of the Company. The existence of a *potential conflict of interest*, such as one or more of the situations discussed below, does not necessarily constitute a violation of this Code. The Company's policy is one of disclosure and review of potential conflicts and prohibition of *actual conflicts of interest*. In some cases, disclosure may be all that is required. In others, the situation may require additional action to avoid a conflict of interest or to remedy one. In all cases, however, the employee and/or director have affirmative obligations to disclose all potential conflicts of interest.

Prohibition of Actual Conflicts of Interest

The Company has established procedures to review all disclosures of potential conflicts of interest to determine whether there is a significant risk that the situation presented is likely to affect the business judgment of an employee or director, as the case may be. If it is determined that an actual conflict of interest may exist, the Company will determine what additional actions, if any, are required to be taken by the relevant individual and/or

the Company with respect to the situation. The Company's determination that a particular situation does not give rise to an actual conflict of interest will not be considered a waiver of the Company's conflict of interest rules set forth in this Code.

Here is an example of how the Company's disclosure and review process works: Suppose an employee's spouse owns a supplier of the Company. The employee is required to disclose this potential conflict of interest. If the employee is not responsible for making decisions that directly affect the Company's relationship or dealing with the supplier, the Company will likely determine that no actual conflict of interest exists. If, on the other hand, the employee is responsible for purchasing decisions that affect the supplier, the Company will likely determine that an actual conflict of interest exists and will require an appropriate remedy.

Certain types of conduct present an obvious risk of affecting a person's business judgment and therefore always are prohibited. An example from the list below is soliciting or accepting money for an employee's personal benefit from a supplier of the Company. We expect all employees and directors, under all circumstances, to avoid any conduct or activity, whether or not listed below, which are likely to affect such person's business judgment on behalf of the Company and therefore constitutes a prohibited actual conflict of interest. If an employee or director has nonetheless become involved in an actual conflict of interest situation, this Code obligates the prompt disclosure of the situation.

Disclosure Procedure

All conflicts of interests or potential conflicts of interests should be disclosed. Every new employee and director must complete the Employee and Director Certification (the "Certification") set forth at the end of this Code upon becoming an employee or director and on an annual basis during each calendar year thereafter.. Completed Certifications should be signed and submitted to a member of the Human Resources department. Additional copies of this Code and the Certification can be obtained from the Human Resources department at any time.

List of Conflicts of Interest and Potential Conflicts of Interest

We have listed below certain activities and interests that reflect actual or potential conflicts of interest and should be disclosed. This list is not exhaustive, however. Each employee and director must also disclose any other personal business interest that may interfere with his or her business responsibility to the Company or may have the appearance of doing so. Because it is impossible to describe every potential conflict of interest, every employee and director must exercise good judgment, seek advice when appropriate and adhere to the highest ethical standards in the conduct of his or her professional and personal affairs.

Employees and directors must disclose any of the following activities:

- accepting fees, commissions, or any other personal benefit (other than as described in the next bullet point) from any person or business involved in any transaction with the Company;
- accepting any of the following from a current or would-be supplier, customer, or competitor of the Company; entertainment, meals, gifts, discounts, services, transportation or favors that (i) are worth more than a minimal value (ii) obligate you or influence your decision-making in any way, regardless of value. Employees should consult with a member of the Human Resources department for clarification on whether something is worth more than “minimal value”. Disclosures under this and the following paragraph should be made first, in the case of any employee, to such employee’s supervisor. Or in the case of a director, to the Compliance Officer, who in each case will advise whether an updated Certification form is required.

Here is an example of how the Company’s conflict of interest rules apply to gifts and entertainment that may be offered to an employee: Suppose a supplier offers an employee tickets to a sporting event. If the employee is interested in accepting the offer, he or she should disclose it to his or her supervisor. If the tickets have only minimal value or are offered in connection with a hosted event at which business will be conducted, there is a potential conflict, but participation may be allowed. If the offer has substantial value because the tickets are expensive, very hard to obtain, or offered together with transportation, accommodations or other valuable items, and no business will be conducted, it is more likely that we will find an actual conflict of interest and the employee will probably not be allowed to accept.

- offering or supplying entertainment, meals, transportation, gifts or other favors to any person in a business relationship with the Company, other than those that are reasonable and appropriate for the individuals involved and the business at hand;
- soliciting or accepting money for personal benefit in any amount from a current or potential supplier, customer or competitor of the Company;
- having a financial or management interest (as an employee or director) in customers, suppliers, competitors or any enterprise that is known or believed to have a business relationship with the Company. A financial interest need not be disclosed if it involves less than 1% of the stock of a publicly held company, unless it constitutes a significant portion of the net worth of the subject employee or director;
- accepting an offer to participate, through a special allocation of shares, or otherwise receiving terms or benefits not generally available to the public in an offering of securities of, or underwritten by, any current or prospective supplier, customer or competitor of the Company or a firm that provides or may provide investment banking, financial advisory, underwriting or other similar services to

the Company or any other entity with which the Company has a business relationship;

- borrowing from or lending to any person in a business relationship with the Company, including customers, suppliers or competitors (or fellow employees, other than in occasional nominal amounts) except for normal banking transactions with financial institutions;
- competing with the Company;
- arranging or facilitating any business transactions between any relatives and the Company or between any relatives and any customer or supplier of the Company;
- maintaining concurrent employment with the Company and with any other organization. The Company may have special rules on this subject but we do expect employees to disclose any other employment;
- facilitating a known conflict of one of our suppliers, customers or of government officials, for example, by making a payment to an individual when you know the funds should go to his or her employer; or
- having one's immediate family member or, to the knowledge of the subject employee or director, his or her adult children, parents, or siblings, employed by a customer, supplier or competitor of the Company. If this type of potential conflict of interest has previously been disclosed in a Certification, any change in the reported relationship should be continuously updated with follow-up Certifications. This situation does not require disclosure where the relationship between a relative and the Company is insignificant, such as where an employee's relative works for a manufacturer of a widely distributed product of which the Company is an insignificant customer.

As noted above, the obligations set forth herein include any employee or director and any of their respective immediate family members. Accordingly, an employee or director must disclose if any immediate family member proposes to do any thing, own any interest or serve in any position that would be required to be disclosed if it were an employee or director doing the owning, serving, etc. For example, an employee would need to disclose the fact that his or her minor child owned 10% of the stock of a supplier.

The Company expects employees and directors to disclose conflict of interest situations involving immediate family members. As to other relatives, the rules depend on an individual's knowledge of the situation. For example, the Company does not expect an employee to necessarily know about all of the investments and business relationships of his or her brother or sister, although, we do expect him or her not to intentionally shield himself or herself from such information. If an employee, for example, knows that his or her adult sister owns a contractor that provides the Company with a service, he or she has an affirmative obligation to let the Company know. For obvious reasons, the Company

may decide that it would inappropriate for such employee to be the person within the Company deciding whether to use that contractor or another contractor.

Finally, nothing in this Code is intended to prohibit any employee or director or any family member from engaging in regular consumer transactions with the Company.

Loans to Executive Officers, Directors and Employees

The Company will not extend credit to or for any of its directors or executive officers nor, except in very limited circumstances, to or for any of its employees. If you have any questions, you should discuss these rules with the Compliance Officer.

Corporate Opportunities

All employees and directors owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. Employees and directors are prohibited from taking personally (or directing to a third party) a business opportunity that is discovered through the use of Company resources, property, information or job positions, unless the Company has already been offered the opportunity and turned it down and consents to a particular individual's personal pursuit of the opportunity. More generally, employees and directors are prohibited from competing with the Company or using the Company's property, information, resources or positions for personal gain.

Prohibition Against Kickbacks

The offering, providing, attempting to provide, soliciting or accepting of any kickback, as well as the including of any amount of a kickback in a subcontract or contract in both commercial and government business activities involving either domestic or international transactions is prohibited. Kickbacks are a crime both morally and legally. A kickback is defined as any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind which is provided for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or in connection with a subcontract relating to a prime contract.

Employees dealing with the U.S. Federal Government also need to be aware of the Federal Anti-Kickback Act, which provides criminal penalties for making or receiving any prohibited payment. Additionally, each prime contractor or subcontractor is required to promptly report a violation of the Federal Anti-Kickback Act to the appropriate Inspector General or the U.S. Department of Justice if the contractor has reasonable grounds to believe that a violation has occurred.

Political and Other Outside Activities

Prior to seeking any election or appointment to public office, an employee or director must notify the Human Resources department to clarify the Company's position in the event the candidacy is successful or the appointment is made. Prior written approval of the CEO must be obtained.

Subject to the limitations imposed by this Code, each employee and officer is free to engage in outside activities that do not interfere with the performance of his or her responsibilities or otherwise conflict with the Company's interests. Where activities may be of a controversial or sensitive nature, employees and officers are expected to seek the guidance of the Human Resources department before engaging in such activities. No employee, officer or director may use his or her Company position or title or any Company equipment, supplies or facilities in connection with outside activities, nor may any employee, officer or director do anything that might infer sponsorship or support by the Company of such activity, unless such use has been approved in writing by the Human Resources department.

Memberships on Boards and Committees

Employees must contact the Compliance Officer and obtain approval from the CEO before agreeing to serve on the board of directors or similar body of a for-profit enterprise or government agency. Directors must follow the pre-approval and process mandated by the Board of Directors.

Serving on boards of not-for-profit or community organizations does not require prior approval. However, if service with a not-for-profit or community organization creates a situation that poses a conflict of interest with the Company (for example, the organization solicits charitable contributions from the Company or purchases significant services from the Company), the Chief Compliance Officer should be contacted and the CEO must provide approval to continue such service.

Employment Relationship and Practices

The Company recognizes that our success depends on the development and utilization of a full range of human resources and it is committed to treating all employees with respect and dignity. Employees are expected to discharge assigned tasks with diligence and initiative and likewise treat each other with respect and dignity.

Equal Employment Opportunity and Prohibition Against Discrimination and Harassment

While the employment relationship is generally at-will, and may be terminated by an employee or the Company at any time, with or without cause, all employment related decisions are to be made without regard to such factors as age, race, color, religion, sex, sexual orientation, disability and national origin. The prohibition against discrimination includes the prohibition against retaliation against employees for reporting discriminatory conduct.

Managers are expected to act with prudent business judgment in all aspects of the manager-employee relationship, including hiring, training, promotion, compensation, transfer and discipline. Managers are expected to keep their employees informed, carry out the Company's philosophy of pay and advancement based on merit and, whenever possible and practical, endeavor to promote from within the Company. All employees of the Company are expected to devote full working time efforts to the Company's interests

and to avoid any activity that might detract from, compromise or conflict with those interests.

The Company is committed to maintaining work environments that are free of unwelcome conduct and all forms of harassment. Harassment or unwelcome conduct may take a variety of forms, including, but not limited to, sexual harassment, physical intimidation, ethnic jokes, racial remarks, religious intolerance, ridicule of different cultural and lifestyle practices, such as a person's sexual orientation, or other non-job related factors. Such conduct will not be tolerated by the Company in its work environments. Employees are encouraged to communicate concerns about incidents of harassment or inappropriate conduct, sexual or otherwise, to the Human Resources Department.

Affirmative Action

The Company's policies are designed to meet the legal requirements and fulfill the spirit and intent of U.S. Affirmative Action Laws. Provisions have been made for reporting and monitoring all these efforts, including, but not limited to:

- Recruiting, hiring, training, promoting and terminating all applicants or employees in all job classifications without regard to race, color, sex, sexual orientation, religion, disability or veteran status;
- Employing and advancing in employment qualified females, minorities, disabled individuals and Veterans;
- Ensuring that all other personnel actions such as compensation, benefits, transfers, leaves of absence, training, education, tuition assistance, social and recreational programs and the like are administered without regard to race, color, sex, sexual orientation, religion, disability or veteran status;
- Employees who are former officers or employees of the U.S. Federal Government or other government entities or agencies are responsible for complying with all applicable post-retirement or post-employment restrictions established by statute or regulation.

Confidentiality

One of the Company's most important assets is our confidential information. Employees and directors who have received or have access to confidential information should take care to keep this information confidential. Confidential information may include business, marketing and service plans, financial information, engineering and manufacturing ideas, designs, databases, configuration of our company systems, customer lists, pricing strategies, marketing materials, personnel data, personally identifiable information pertaining to our employees (e.g., salary, bonus or performance-appraisal data), customers or other individuals (e.g., names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our

customers, suppliers and partners. This information may be protected by patent, trademark, copyright and trade secret laws.

In addition, because the Company interacts with other companies and organizations, there may be times when Company employees learn confidential information about other companies before that information has been made available to the public. Employees must treat this information in the same confidential manner as employees are required to treat our own confidential and proprietary information. There may even be times when employees must treat as confidential the fact that we have an interest in, or are involved with, another company.

Employees and directors are expected to keep confidential all proprietary and non-public information unless and until that information is released to the public through approved channels (usually through a press release, a filing with the U.S. Securities and Exchange Commission (the "SEC"), or a formal communication from a member of senior management). Every employee has a duty to refrain from disclosing to any person confidential or proprietary information about us or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. This policy requires employees to refrain from discussing confidential or proprietary information with outsiders and even with other Company employees, unless those fellow employees have a legitimate need to know the information in order to perform their job duties. If an employee leaves the Company, he or she must safeguard and return confidential information in his or her possession and may not copy, take or retain any documents containing proprietary information. Inventions, ideas, concepts, etc. relating to the Company's business that are conceived or made during an employee's employment are the property of the Company. Unauthorized use or distribution of this information could be illegal and result in civil liability and/or criminal penalties.

Employees should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks and laptop computers should be stored securely. To that end, any computer or voicemail passwords should be carefully protected. If an employee has reason to believe that his or her password or the security of the Company's technological resources has been compromised, he or she must change his or her password immediately and report the incident to his or her supervisor and the applicable IT system administrator.

Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. Employees may not discuss our business, information or prospects in any "chat room" or on any "blog," regardless of whether any employee uses his or her own name or a pseudonym. Employees must be extremely cautious when discussing sensitive information in public places like elevators, airports, restaurants and "quasi-public" areas within the Company, such as cafeterias. All Company's emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except where required for legitimate business purposes. Additionally, employees must not

include sensitive or confidential information in any messages that are widely distributed or sent outside of the Company unless pre-approved security techniques are implemented.

When working with the government, employees must comply with government and the Company's security requirements and are obligated to prevent and report unauthorized access or dissemination of classified and sensitive unclassified material or information.

In addition to the above responsibilities, if an employee is handling information protected by any privacy policy adopted by the Company from time to time that may be applicable to such information, he or she must handle that information solely in accordance with the applicable policy.

Employees' rights, responsibilities and obligations regarding confidential information and intellectual property are more fully defined in the Intellectual Property, Confidentiality and Non-competition Agreement between the Company and each of its employees and independent contractors. The execution of the Intellectual Property, Confidentiality and Noncompetition Agreement is a condition of the employment or engagement, as the case may be, of each employee and independent contractor of the Company.

Protection and Proper Use of Company Assets

All employees are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Our property, such as office supplies, computer equipment and software, records, customer information, manpower, the Company names and trademarks, physical plants and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. Employees may not, however, use our corporate name, any brand name or trademark owned or associated with the Company or any of its subsidiaries or any letterhead stationery for any personal purpose.

Employees should be mindful of the fact that the Company retains the right to access, review, monitor and disclose any information transmitted, received or stored using our electronic equipment, with or without employee's or third party's knowledge, consent, or approval and in accordance with applicable law, and employees should have no expectation of privacy in connection with this equipment. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or a member of the Company's Human Resources department.

Accounting Practices

Any effort to mislead or coerce the independent auditors or a member of internal audit staff concerning issues related to audit, accounting or financial disclosure has serious legal consequences for the person involved in such activity, including criminal sanctions, and for the Company, and is strictly prohibited. If you become aware of any violation of this policy, you must report the matter immediately to the Chief Legal Officer or the Chairman or Vice Chairman of the Audit Committee.

Fair Dealing

The Company strives to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our solutions and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if an employee has any questions about the legality of proposed information gathering, he or she must consult his or her supervisor or a member of the Human Resources department.

Employees are expected to deal fairly with our customers, suppliers, employees and anyone else with whom an employee may have contact in the course of performing his or her job. Be aware that the Federal Trade Commission Act provides that “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful.” It is unlawful to engage in deceptive, unfair or unethical practices, and to make misrepresentations in connection with sales activities.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

Dealings with U.S. Federal Government

Dealings with the U.S. Federal Government and other government agencies present many unique challenges and problems not present in the commercial marketplace. This results mainly from the requirement to comply with complex networks of administrative rules, regulations and public laws that are in part designed to establish full public confidence in the related procurement systems. The penalties for non-compliance with these laws are substantial for the Company and the individuals involved. Although the rules we must follow differ, our customer commitments, standards of performance and ethical behavior remain the same.

Truth in Contract Negotiations

In negotiating all contracts, employees should be accurate and complete in all representations. Submission to a government customer of a proposal, quotation or other document or statement that is false, incomplete or misleading can result in civil and/or criminal liability for the Company, the involved employee and supervisors who condone such a practice. In negotiating government contracts, we have a duty to disclose current, accurate, and complete cost and pricing data where such data is required under appropriate law or regulation, including all facts that a buyer or seller would believe might significantly affect the price negotiations.

Payments/Gifts/Business Meals

Employees shall not engage in any actions that attempt to gain unfair advantage in making a sale to the customer. Such actions include, but are not limited to, offering payoffs, bribes, contributions, finders fees or compensation, in any form, (including sham consulting agreements); providing sexual or other favors; donations for subsidizing “social” events; payment for personal travel, vacations, club membership, etc. to the customer’s employees, consultants, prime contractors or others in an attempt to influence specifications or evaluations, obtain restricted information or reward favorable treatment. Employees shall not hire or offer to hire a customer’s employee or consultant who has participated in or can influence the award of a contract by the customer without the approval of the Company’s Chief Executive Officer (the “CEO”) or his designee. Complex rules govern the recruitment and employment of government employees. Prior clearance to discuss possible employment with, make offers to or hire (as an employee or consultant) any current or former government employee (military or civilian) must be obtained from the Company’s Vice President of Human Resources. Violation of these rules or false reporting to a government may subject the Company and its employees to criminal penalties, loss of the contract and a possible bar against further business with the government entity.

Employees are prohibited from engaging individuals or other companies to act as agents for the Company without prior approval by the CEO. In many government bids, the bidder must identify relationships where a percentage of the contract value, “finder’s fee,” or other contingent commission will be paid to lobby or influence a Federal, State or Local Government procurement in the bid, tender or proposal. In some instances, this disclosure will disqualify or heavily burden the bid.

Gifts and Gratuities to Non-Government Employees:

Gifts to, and providing entertainment for, non-government customer employees shall be consistent with generally accepted business practice. They should not violate policies of the Company, or the policies of the customer. Such gifts or entertainment must be approved by appropriate management, comply with all laws, and be of sufficiently limited value so as not to be construed as influencing or rewarding a particular course of action. Employees shall never offer any type of business courtesy to a customer for the purpose of obtaining favorable treatment or advantage.

Employees may pay for reasonable meal, refreshment and/or entertainment expenses for non-government customers that are incurred only occasionally, are not required or solicited by the recipient, and are not intended or likely to affect the recipient’s business decisions with respect to the Company. These courtesies should have a legitimate business purpose and should never be lavish or extravagant in nature. Employees may provide or pay for a non-government customer’s travel or lodging expense only with the advance approval of the corporate officer responsible for their group or department, and the additional approval of the Company’s Chief Legal Officer if the travel or lodging is not for a directly business-related purpose.

Prohibition Against Gifts and Gratuities to Government Employees:

Employees shall not offer to government employees, their immediate family members or household, directly or indirectly, any gratuity, gift, favor, loan, meal, refreshment, entertainment, hospitality, travel or lodging expense, or any other tangible or intangible benefits, including discounts, except in compliance with applicable law and this Code. This includes granting government officers or employees an opportunity that they would not otherwise have to participate, even at their own expense, in an activity. Under no circumstances shall any gift, regardless of value, be offered to a government employee who is a procurement official. There may be state, local, and/or foreign restrictions on the provision of business courtesies, including meals and refreshments, which employees must observe. If employees do business with these authorities, employees are expected to know and respect all such restrictions.

Any action which apparently meets all of the above criteria but still might in any way embarrass the Company, the employee or the customer shall be avoided.

Government Classified and Proprietary Information

We have special obligations to comply with laws and regulations that protect classified information. Employees with valid security clearances who have access to classified information shall ensure that such information is handled in accordance with the pertinent government procedures. These restrictions apply to any form of information, whether in written or electronic form.

L-1 does not solicit nor will it receive any sensitive proprietary internal government information, including budgetary or program information, before it is available through normal processes.

Integrity and Accuracy of Books, Records and Communications

Complete corporate books and records that accurately and fairly reflect the transactions of the Company and the acquisition and disposition of its assets in accordance with accounting principles generally accepted in the United States of America shall be maintained at all times. Employees shall not participate in actions or the submission of any information that could cause the Company's books, records, or accounts to misrepresent or improperly reflect a corporate transaction or the disposition of corporate assets. All employees shall cooperate fully with the Company's independent auditors and counsel to enable them to discharge their responsibilities to the fullest extent. No employee shall alter, destroy, mutilate, or conceal any document with the intent to impair the document's integrity or availability for use in an official proceeding or to otherwise obstruct, influence or impede any official proceeding.

Competitors

The Company believes in free and open competition within the marketplace. Employees should never criticize competitors and should always sell based on the good reputation of

the Company and the positive features of the particular product or service (quality, price and performance). Where a competitive comparison is necessary, only factual information should be presented. Employees shall never join in or discuss with competitors, customers, suppliers, or other contract bidders conduct, whether express or implied, that is intended to control the award of contracts by setting prices, engaging in exclusive dealing or bid rigging or other anti-competitive practices that limit full and open competition. Whenever there is a question regarding the requirements of the antitrust laws, the employee should contact the Chief Legal Officer at the earliest possible time.

Employees shall not obtain or attempt to obtain bid, proposal or source selection information generally not available to all prospective contract bidders (such as attempting to learn a competitor's bid price on a government RFP) before the award of a government contract to which the information relates. In addition, no employee shall obtain or attempt to obtain a competitor's proprietary information to which the employee is not legitimately entitled. Any employee who comes into possession of proprietary competitor information to which he or she is not legitimately entitled, or is aware that other employees possess proprietary competitor information, shall immediately notify his or her supervisor and appropriate management. Under no circumstance shall employees retain or use illegally or improperly obtained competitor proprietary information.

International Business

Special care must be taken to identify and accommodate differences between international markets and those in the United States.

Employees may encounter laws when dealing internationally which may vary widely from those in the United States. These laws may on occasion conflict with one another. Local customs and practices with regard to business and social dealings may also vary from country to country. Company policy is to comply with all laws which apply in the countries where the Company does business. If there are any questions regarding applicable law, employees should bring such questions to the Chief Legal Officer. The laws of the United States and the countries in which the Company does business must be obeyed. Furthermore, in countries where common business practices might be less restrictive than those outlined in this statement of Company policy, employees shall follow the Company policies outlined herein.

The Foreign Corrupt Practices Act and other United States laws prohibit the payment of any money or anything of value to a foreign official, foreign political party (or official thereof) or any candidate for foreign political office for purposes of obtaining, retaining, or directing of business. As a Company and as employees, we must strictly abide by these laws. Any violation or any solicitation to violate must be reported to the CEO and the Chief Legal Officer immediately.

The Foreign Corrupt Practices Act does not prohibit certain so called "facilitating payments," such as payments for expediting shipments through customs or placing of

transoceanic telephone calls, securing required permits, or obtaining adequate police protection -- transactions which simply facilitate the proper performance of duties.

While Company policy does not prohibit all such payments, employees shall seek advice and approval in advance from the Chief Legal Officer in cases where facilitating payments may be involved. Any such facilitating payments must be properly accounted for in the Company's records and accounts.

The Company shall not participate in agreements according to which the Company refuses to deal with potential or actual customers or suppliers because of boycotts, nor will the Company otherwise engage in, or support, restrictive international trade practices.

Political Activities and Other Contributions

The Company believes strongly in the democratic political process and encourages employees to participate personally on their own time in that process. A corporation's activities, however, are limited significantly by law. For this reason, no political contribution of corporate funds or use of corporate property, services or other resources may be made without the written approval of the CEO. In this connection, indirect expenditures on behalf of a candidate or elected official such as travel, use of telephones and other corporate equipment may be considered as contributions. Any questions should be referred to the Chief Legal Officer. In no event shall an employee be reimbursed in any manner for political activities.

All requests for donations or contributions to agencies outside the Company must be referred to and approved by the CEO.

Expense Reports

Business expenses properly incurred in performing Company business must be documented promptly with accuracy and completeness on expense reports. In the filing of expense reports, employees must distinguish between personal expenses and business expenses. Unallowable personal expenses are not to be included in Company expense reports. The Company has adopted a Travel Policy that describes rules and procedures relevant to Company-related business travel in greater detail.

Charging of Costs and Timecard Reporting

The integrity of our timekeeping system is essential to the success of the Company. It is an employee's responsibility to understand the Company's timekeeping requirements and to ensure that the requirements are accurately and appropriately applied in recording labor hours. Employees who file timecards shall do so in a complete, accurate and timely manner. Employees performing government contracts must be particularly careful to ensure that hours worked and costs are applied to the account for which they were incurred and that the hours charged specifically relate to the activity or work performed and reflect actual time worked on a particular contract. No cost may be charged or allocated to a government contract if the cost is unallowable by regulation or contract

provision, or is otherwise improper. Any employee who fails to charge his or her time accurately and correctly may be subject to disciplinary action up to and including termination of employment, and may be subject to civil and/or criminal liabilities.

Media/Public Discussions

The Company's policy is to make full, fair, accurate, timely and understandable disclosure in reports and documents that it files with, or submits to, the SEC and in its other public communications. The Company discloses material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the Company will have equal access to information. All inquiries or calls from or stockholders, financial analysts or the press should be referred to the Company's Executive Vice President of Investor Relations.

Employees must be very sensitive to many situations in which disclosure of non-public information may occur, such as business meetings or unrelated social situations. Communicating Company information to journalists, analysts, consultants, government officials and other third parties is "public disclosure" even if to only one person and even if in a non-work related situation. Disclosure of information, therefore, is a very serious matter. It must be done within the context of laws and regulations governing public companies and with regard to protecting the Company's competitive advantages in the marketplace.

The Company has adopted a Communications Policy that designates specific personnel as our official spokespersons for financial, marketing and technical matters and other related information. Unless a specific exception has been made in accordance with that policy, these designees are the only people who may communicate with our stockholders, the investment community or the press on behalf of the Company.

Buying or Selling Shares of Company Stock

The Company encourages employees to become stockholders in the Company through a variety of stock ownership plans adopted from time to time. It is believed that employees who are owners of the Company will contribute to decisions that are in the long-term best interest of the Company. With such ownership comes responsibility to be mindful that as a result of daily responsibilities, we have access to information that is non-public relating to the business or financial condition of the Company.

It is illegal for any person, either personally or on behalf of others, to trade in securities on the basis of nonpublic information. It is also illegal to communicate (or "tip") nonpublic information to others who may trade in securities on the basis of that information. These illegal activities are commonly referred to as "insider trading." The Company has adopted an Insider Trading Policy that provides more detail regarding the policies, rules and trading procedures relevant to transacting in shares of Company stock. Question about the policy should be directed to a member of the Company's Legal Department.

Waivers of this Code

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be possible. Any employee who believes that an exception to any of these policies is appropriate in his or her case should first contact his or her immediate supervisor or a member of the Company's Human Resources department. If the supervisor or Human Resources agrees that an exception is appropriate, the approval of the Chief Legal Officer and Chief Financial Officer must be obtained. The Company's Vice President of Human Resources is responsible for maintaining a complete record of all requests for exceptions to any of these policies and the disposition of such requests.

Any executive officer or director who seeks an exception to any of these policies should contact the Chief Legal Officer. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by a committee of independent members the Board of Directors and will be disclosed to stockholders in accordance with listing standards of the New York Stock Exchange and otherwise as required by law.

Reports of Violations of this Code

Employees who are aware of violations of this Code or who have questions as to whether activities of which they are aware fall within one of the policies described in this Code should contact his or her immediate supervisor, another managerial employee, the Vice President of Human Resources or the Chief Legal Officer. Any manager (including the Vice President of Human Resources) receiving such a report must immediately advise the Chief Legal Officer. It is the Company's policy that no employee will be subject to reprisal or retaliation for the good faith reporting of such instances. If requested, identities will be kept confidential.

All reports of allegations of violations will be promptly investigated by the Company and will be treated confidentially to the extent consistent with the Company's interests and its legal obligations. The Chief Legal Officer will determine the appropriate nature of the investigation. Employees are expected to cooperate in the investigation of alleged violations. If the result of the investigation indicates that corrective action is required, the Company will decide what steps it should take, including, when appropriate, legal proceedings to rectify the problem and avoid the likelihood of its recurrence. As required, violations of law will be brought to the attention of the appropriate law enforcement authorities.

Disciplinary action may be taken for:

- Authorization or participation in actions that violate this Code;
- Failure to report a violation of this Code;
- Refusal to cooperate in the investigation of a possible violation;
- Failure by a violator's supervisors(s) to detect and report a violation, if such failure reflects inadequate supervision; or

- Retaliation against an individual for reporting a possible violation.

The nature of any disciplinary action taken will depend on the nature of the violation and the circumstances involved. When appropriate, the disciplinary action may include dismissal. Any disciplinary action will be reviewed and approved by the employee's supervisor, the Vice President of Human Resources and the Chief Legal Officer.

Employees of departments doing business with the U.S. Federal Government may also report suspected violations or irregularities to the Defense Hotline, which is mandated by most D.O.D. contracts. The toll free number is 1-800-424-9098 or by writing:

Defense Hotline
The Pentagon
Washington, DC 20301-1900

For additional information about ethics issues related to doing business with the Federal Government, employees may also refer to the United States Department of Government Ethics website at <http://www.usoge.gov>.

The Company also adopted a Whistleblower Policy that applies specifically to accounting, internal accounting controls or auditing matters. A copy of the Whistleblower Policy is available on the Company's website.

Employees who wish to register any complaints directly to the Audit Committee of the Board of Directors regarding accounting, internal accounting controls or auditing matters, or who wish to deliver an anonymous submission of concerns regarding questionable accounting or auditing matters, may contact the Audit Committee in accordance with the processes set forth in the Whistleblower Policy.

Full Cooperation

L-1 needs each and every employee's support and full cooperation with those responsible for ensuring compliance with this Code. The Company has programs in place to audit compliance with this Code and will be providing training from time to time to assist employees in understanding the standards of employee conduct expected by the Company.

Dissemination and Amendment

It is the responsibility of the Company's Vice President of Human Resources to ensure that the Code is distributed to each new employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company and that this Code is distributed annually to each employee, officer and director of the Company, and that each employee, officer and director signs and returns the Certification that he or she has received, read and understood this Code and will comply with its terms. The Company reserves the right to amend, alter or terminate this Code at any time for any reason.



RECEIPT OF CODE OF BUSINESS ETHICS AND STANDARDS OF CONDUCT

In order to promote an ethical and law-abiding environment, L-1 Identity Solutions, Inc. and each of its subsidiaries, division, business units, offices and locations, wherever located (individually and together, the “Company”) requires that, among other things, you complete and return this form to your Human Resources representative (or, if you are a member of the Board of Directors, to the Chief Legal Officer and Corporate Secretary). At the bottom of this form (use additional pages if necessary) you must disclose any currently existing conflicts of interest or potential conflicts of interest required to be disclosed by this statement. You must complete and return a new form any time circumstances arise such that your initial disclosures require updating.

Employee and Director Certification

I certify that I have received and read, and fully understand, the L-1 Code of Business Ethics & Standards of Conduct currently in effect as of the date of this Certification (the “Code”).

I also certify, to the best of my knowledge, that I have fully complied with each of the policies set forth in this Code from the later of (1) the initial date of my employment with the Company, or the date of my appointment to the Board of Directors, as the case may be, or (2) the date of my last signed Certification, in each case to and through the date of this Certification.

I hereby further certify that I do not have anything to disclose under the Conflicts of Interest or other policies contained in this Code, except as specifically detailed below.

I also certify that, to the best of my knowledge, all of my previous disclosures and Certifications were accurate, complete and truthful at the time they were made and that I have promptly updated and will promptly update such information if there are any changes in the circumstances surrounding my previous disclosure(s).

I agree to follow each of the policies in this Code while I work for the Company or serve on its Board of Directors, as the case may be, and to promptly disclose any fact or circumstance that the policies set forth in this Code suggest are necessary or appropriate for disclosure..

I understand this Code is subject to change as situations warrant, and may be superseded, revised, or eliminated, and that this Code does not guarantee any specific policies, procedures, rules or length of employment.

Exceptions and Conflict of Interest Disclosure (attach additional sheets, if necessary)

By _____
Name:
Job Title:

Date _____

Name of L-1 Entity _____

Location _____