

**CODE OF BUSINESS CONDUCT AND ETHICS FOR
DIRECTORS, OFFICERS AND EMPLOYEES OF
CA HOLDING, INC. AND ITS SUBSIDIARIES**

Every director, officer and employee bears an important responsibility to act ethically in all dealings with colleagues and third parties. It is our intent that this Code of Business Conduct and Ethics will guide each of us as we work toward living our corporate values and ensuring our performance is one that demonstrates clear leadership within the communities in which we operate. For the purposes of this Code of Business Conduct, the term “Company” shall refer to CA Holding, Inc. and each of its direct and indirect subsidiaries.

When in doubt concerning any part of this Code, consult the General Counsel.

The CA Holding Code of Business Conduct and Ethics is designed to protect the reputation and integrity of CA Holding and its subsidiaries and to assist its employees in following uniform standards of ethical conduct. We will revise the Code of Ethics periodically to insure coverage of new ethical issues as they arise. Annually, employees are required to certify their compliance with the Code and to disclose any reportable issues, if they exist.

This Code is intended to govern the actions and working relations of the Company’s directors and employees with current or potential customers, consumers, other employees, competitors, suppliers, government representatives, the media and anyone else with whom the Company has contact. In these relationships, directors and employees must observe the highest standards of ethical conduct. Each director and employee is expected in all business matters to place the Company’s interest above his or her own self-interest and to discuss with the General Counsel any proposed transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

It is the Company’s policy that a director and employee maintain no position which (1) could conflict with their performance of duties and responsibilities to the Company, (2) affects or could affect the independence or judgment concerning transactions between the Company and its customers, supplier or others with whom the Company competes or has existing or pending or potential business relationships, or (3) otherwise reflects negatively on the Company.

Directors and employees must resolve any doubt as to the meaning of the Code in favor of good, ethical judgment. It is the responsibility of each director and employee to avoid even an appearance of impropriety.

Implicit in the Code is the Company’s policy that both the Company and its directors and employees comply with the law. The law prescribes a minimum standard of conduct; the Code prescribes conduct that often exceeds the legal standard. Any request made of an employee carries with it, whether or not articulated, the understanding that the employee is to comply with the request only to the extent he or she can do so while complying both with the law and this Code.



RESPECT FOR OUR EMPLOYEES

We believe that our most important strength is our employees. We seek to provide a work environment where all employees have the opportunity to reach their full potential and contribute to our shared success. We emphasize personal integrity and believe long-term results are the best measure of an employee's performance.

We respect the dignity of all employees. We endeavor to treat our employees fairly and honestly. We strive to maintain a safe, secure and healthy workplace. We also strive to follow all applicable employment laws and regulations.

We are committed to equal opportunity in all aspects of employment for employees and applicants. This means providing a workplace free from any form of discrimination or harassment, including sexual harassment. We seek to create a work environment where people feel comfortable and respected, regardless of individual differences, talents or personal characteristics. Our objective is for the diversity of our employees to reflect the diversity of the population where we operate and for the performance of all employees to be judged fairly and based on their contribution to our results.

We encourage an inclusive culture which enables all employees to do their best. This means we:

- Welcome and embrace the strengths of our differences,
- Treat each other with respect and fairness, and
- Foster an atmosphere of trust, open communications and candor.

We recognize the needs of individuals to achieve professional and personal balance in their lives. We also respect employee privacy and will acquire and retain only that employee personal information that is required for the operation of the Company's business or as is required by law.

CONFLICTS OF INTEREST

Avoid conflicts of interest in performing your duties and seek advice of and written approval from management or the General Counsel when any actual or potential conflicts arise.

You must avoid engaging in any outside business or other activity that might create a conflict of interest. A conflict of interest occurs when your personal interest interferes – or even appears to interfere – with the interests of the Company.

While it is impossible to foresee every potential conflict that could arise, you must be sensitive to potential conflicts, bring them to the attention of the General Counsel. If a conflict cannot be avoided, it must be managed in an ethical, responsible manner and so as not to create the perception of impropriety.

Employee Outside Business Activities and Interests

You must report all outside business activities to the General Counsel so a review for potential conflicts of interest and other concerns can be conducted. Outside business activities and interests include among other things, participating as a partner in another business, ownership of stock in a privately-owned business, holding limited partnership interests, serving as an officer in a family-owned corporation, acting as an outside director of another company, or serving as a board member, trustee or officer of a non-profit organization, such as a charity, foundation, or university. The appropriateness of your engaging in these and other types of outside business activities, interests or investment opportunities depends upon many factors, including the nature and extent of the outside interest, the potential for conflicts of interest, and the relationship between the Company and the outside entities and the duties involved.

You may not serve as a director, officer or employee of any other corporation or business unless you obtain the prior written consent of the General Counsel. If there is an existing outside business activity or interest in place prior to the establishment of this policy, this must be disclosed to the General Counsel. If the General Counsel determines that this existing outside business activity is not in the best interests of the Company, then you agree to disengage yourself from this activity as soon as possible.

CORPORATE OPPORTUNITIES

Do not advance your personal interests over the Company's interests.

You are obligated to advance the company's legitimate interests to the best of your abilities whenever the opportunity arises. You must not take for yourself opportunities that the company could legitimately be expected to be interested in irrespective of whether you learn of the opportunity through the use of company property or information. In addition, company property, information or position must not be used for personal gain.

Gifts, Gratuities and Other Payments Related to Company Business

Do not accept excessive gifts or excessive entertainment from vendors or make any gifts or provide any entertainment to government officials

Neither you nor your family members may, directly or indirectly, accept or receive bonuses, fees, gifts, frequent or excessive entertainment, or any similar form of consideration that is of more than nominal value from any person or entity with which the company does, or seeks to do business. It also is generally against corporate policy to give gifts or gratuities to third parties and without approval from your manager or the General Counsel. You are strictly forbidden to give gifts of any value to government officials any place in the world.

The provisions of this Code do not prohibit immediate family members from being employed by any person or entity with which the Company does, or seeks to do business, as long as the employment involves the provision of legitimate work and the compensation received by the immediate family member is commensurate with the tasks performed.

An employee may be entertained by a present or prospective customer, supplier or vendor and the customer, supplier or vendor may pay for the entertainment subject to the following limitation: Unless the customer or vendor is present at the event, it would be considered a gift and be subject to the gift provisions of this Code. For purposes of this Code, "reasonable entertainment" means entertainment, the purpose of which is to facilitate the discussion of business, foster good business relations, or serve some other demonstrable business purpose, and for which the expense would be paid by the Company as a reasonable business expense if the Company had paid the expense itself.

If there is a question about the propriety or reasonableness of any entertainment, such as when the host will not be present, the employee should secure the approval of the employee's immediate supervisor and the General Counsel.

Under no circumstance should entertainment be accepted from a vendor who is actively bidding, negotiating or re-negotiating for business with the Company unless such entertainment is conducted in the ordinary course of business. Employees are expected to perform adequate due diligence to ensure no such activity is ongoing before accepting an invitation which would be outside of the ordinary course of business.

SAFEGUARDING COMPANY INFORMATION, ASSETS AND PROPERTY

Properly use all company information, assets and property.

Business Use

You must protect company assets and physical property to ensure their efficient use. Company assets and property should be used only for legitimate business purposes and any suspected misuse or theft of company property must be reported to the General Counsel. Company's assets and property include capital, facilities, equipment, proprietary information, technology, business plans, ideas for new products and services, trade secrets, inventions and copyrightable materials.

Proprietary Information and Intellectual Property

Your obligation to protect Company assets applies to proprietary information, which includes investment and business plans, unpublished financial data and reports, and salary and bonus information, as well as intellectual property such as trade secrets, patents, trademarks and copyrights. Intellectual property refers to a company's intangible assets, such as the Company's business methods, investment strategies, inventions, trademarks and publications. Unauthorized use or distribution of this material is a violation of policy. It may also be illegal and result in civil and criminal penalties.

Compliance with Internal Controls

The Company has a system of internal controls to safeguard the information and assets of the Company. These controls are designed to ensure that business transactions are properly authorized and carried out, and that all reporting is truthful and accurate.

All business transactions require authorization at an appropriate management level. Any employee who is responsible for the acquisition or disposition of assets for the Company, or who is authorized to incur liabilities on the Company's behalf, must act prudently in exercising this authority and must be careful not to exceed his or her authority. Equally important, every employee must help ensure that all business transactions are executed as authorized.

Transactions must be properly reflected on the Company's books and records. Every employee is involved, if not in the authorization or execution of business transactions, in some level of reporting. This may include reporting travel and entertainment expenses or recording work hours on a timecard. It is important that all reporting be done honestly and accurately and that employees cooperate fully with both internal and independent audits.

Nonpublic Information

You must maintain the confidentiality of information entrusted to you by corporations and other entities in the course of your activities for the Company.

In the conduct of its business, the Company receives a great deal of nonpublic information. This information may be sensitive with the potential to affect the price of securities, the value of businesses being considered for acquisition or liquidation, impact the legal obligations of the company due to the impact of privacy laws or otherwise. Employees must exercise care not to misuse nonpublic information, including information obtained through confidentiality agreements and investment plans and ideas.

To the extent that the Company has publicly traded securities, each employee must avoid disclosing non-public information relating to the Company to those individuals who inquire. Questions about what constitutes non-public information should be referred to the General Counsel or the Chief Financial Officer.

COMPLIANCE WITH LAW

Know, respect and comply with all laws, rules and regulations applicable to the conduct of the Company's business.

You must obey the laws of all the states and countries in which the company operates. While no employee is expected to be an expert on every detail of all the laws that govern the firm's business in every jurisdiction, you **are expected** to understand the laws and regulations applicable to your duties well enough to know when to seek advice from the General Counsel.

Certain significant policies and regulations are highlighted below.

Insider Trading

You are prohibited from acting upon material non-public information about public companies to benefit yourself, family members, friends or others. Information is "material" if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision, or it could reasonably be expected to affect the price of an issuer's securities. Whenever you come into possession of material or potentially material information, you should notify the General Counsel as soon as practicable.

While in possession of such information, you may not be able to enter into transactions in certain securities for the company, yourself or family members. You must consult with the General Counsel before engaging in any such transactions.

Those having access to confidential or nonpublic information must not use or share that information except in connection with the legitimate conduct of company business.

In addition to civil and criminal penalties, misuse of confidential information or engaging in insider trading will result in disciplinary action, including possible termination.

Avoiding Improper and Corrupt Payments

Various laws in the United States and other countries prohibit a company or its representatives from providing money or anything else of value to government officials (including employees and agents of government owned entities), political parties or candidates for public office for the purpose of improperly influencing their actions in order to obtain or retain business. Payments to consultants, particularly outside the United States, could wind up being diverted to government officials. Therefore, all arrangements with, and payments to, consultants must be approved in advance by the General Counsel.

Cooperation with Investigations and Law Enforcement

It is the Company's policy to cooperate with government investigators and law enforcement officials. All employees must also cooperate with such authorities, as well as with internal investigations. Failure to cooperate with such investigations or examinations will result in disciplinary action, including termination of employment.

You are, however, required to notify the General Counsel immediately of any inquiries or requests or demands for information from external investigators or law enforcement officials.

Privacy

Many states have privacy and data protection laws and regulations that govern the collection, access, use, storage, security and sharing of personal information about employees and other individuals. No such private information should be disclosed outside the Company without prior approval of the General Counsel.



WRITTEN AND ELECTRONIC COMMUNICATIONS

Use the company's information and communication tools properly and judiciously.

The Company has strict policies on use of the Internet and on written and electronic communications. The principles delineated in this Code of Business Conduct are designed to supplement and not replace any such additional policies.

Access to the Internet

Only authorized connections to the Internet are permitted and access must be accomplished via an approved secure gateway. You are not permitted to link to the Internet from Company offices via modem dial-up services or other external service providers without the express approval of the General Counsel.

You should exercise good judgment when using the Internet for business or personal reasons during business hours. You may not:

- Post any message in a chat room or send any electronic communication regarding any company whose securities are publicly traded or about trading in any such securities or about the prices of any such securities.
- Transmit, copy or download any material, including sexually explicit images or messages and materials containing racial, ethnic or other slurs, that may defame, embarrass, threaten, offend or harm a fellow employee or the Company;
- Transmit, post, copy or download any copyrightable material (including music, articles or video files) without the consent of the material's owner or publisher;
- Transmit or post non-public corporate information about any company to any organization or individual not authorized to receive or possess it;
- Attempt to gain access to any computer, database or network without authorization or willfully propagate computer viruses or other disruptive or destructive programs;
- Distribute unsolicited e-mail messages, advertisements or postings to multiple newsgroups, individuals or organizations (*e.g.*, "spamming"); and
- Use electronic means for the purpose of gambling or to send or to forward chain letters.

You may not establish an e-mail address or domain name that attempts to trade on, or is derived from, the Company's name. If such use is identified, immediate relinquishment will be required. You should not register domain names on the firm's behalf and may not establish Internet websites related to Company business without approval from the General Counsel.

Employees must ensure their system passwords are secure. Inappropriate conduct with respect to the use of the Company's communications systems will lead to disciplinary action, which may include revocation of privileges, termination of employment and referral to regulatory authorities.

Written and E-Mail Communications

Electronic communications should be treated with the same care as any other business communication; electronic communications must be of an appropriate nature, must not violate the legal rights of the Company, any company employee or third party. All written communications, including those electronically delivered, should be professional in tone and content. Communications for personal, non-business purposes should be kept to a minimum. All e-mails – both business and personal – must conform to company standards of behavior. No e-mail received or sent from a company account can include sexually explicit images or messages or racial, ethnic or other slurs that may defame, embarrass, threaten, offend or harm another person. Similarly, no e-mail may transmit any copyrightable material without the consent of the material's owner or publisher.

ADMINISTRATION

The General Counsel shall be responsible for the administration of the Code. Employees shall refer all questions on the Code to the General Counsel.

Whenever a disclosure, approval or waiver is required by the Code, employees shall promptly make a written report with a full account of the circumstances to their immediate supervisor and the General Counsel.

New employees shall either receive a printed copy or be directed to review an electronic version of the Code as part of their New Employee Orientation.

All supervisors are responsible for reviewing the Code with their subordinates annually.

All employees must promptly complete and return a certification of compliance with the Code in accordance with regular periodic compliance certification procedures established by the Company.

Each employee is responsible for reporting to its manager or the General Counsel any activity that may violate the Code, whether the activity involves the employee or another Company employee.

This code is part of the Company's personnel policies so that employees who violate the code are subject to the disciplinary measures set forth in those policies up to and including termination.

Waivers to directors and members of the Senior Leadership Team shall only be granted by the Company Audit Committee after the Company Board of Directors has been notified of the content of the requested waiver.

Employees should feel free to contact their supervisor or the General Counsel for related communications on the Code or to seek guidance on the procedures to be followed with regard to reporting items under the Code.

CONCLUSION

Use good judgment.

This Code of Ethics provides specific guidelines for conduct in specified areas of concern. It would be impossible to describe every situation in which you might be confronted with an ethical dilemma. Everyone must take the time to think about the ethical ramifications of questionable situations, bearing in mind that a bad ethical decision may lead to improper or even criminal behavior. The General Counsel is available to assist with business conduct and ethical issues that give you concern.

All employees are required to review and agree to the provisions of this Code of Business Conduct and Ethics.

CERTIFICATION

I hereby acknowledge that I have read the Code of Business Conduct and Ethics for Directors, Officers and Ethics of SquareTwo Financial Corporation, have become familiar with its contents and will comply with its terms.

Name (please print)

Signature

Date