

COINMACH SERVICE CORP.

CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

This Code of Business Conduct and Ethics (this “Code”) is a statement regarding the ethical standards to which each director, officer and employee of Coinmach Service Corp. and its direct and indirect subsidiaries (together, the “Company”) is expected to adhere in the course of the Company’s business. Each director, officer and employee is expected to read and become familiar with the ethical standards described in this Code.

The essence of this Code is that each director, officer and employee must conduct the Company’s business with honesty, integrity, and in compliance with applicable laws. If a law conflicts with a policy in this Code, you must comply with the law.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment and legal action. **If you are in or know of a situation which you believe may violate or lead to a violation of this Code or applicable law, follow the reporting guidelines described in Section 13 of this Code.**

This Code covers a wide range of business practices and procedures. It does not cover every issue or specific situation that may arise, but rather sets out basic principles to guide all directors, officers and employees of the Company. As such, nothing in this Code prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to conduct, whether or not they are expressly discussed in this Code.

This Code has been approved by the Company’s Board of Directors (the “Board”) and will be monitored by the Board with the assistance of management. The Board is responsible for final interpretation of this Code. This Code may be revised, changed, or amended at any time by the Board to take into account the legal and regulatory framework applicable to the Company, the business environment in which the Company operates, the Company’s own business practices, and the prevailing ethical standards of the communities in which the Company operates.

1. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. The Company will comply with all laws and governmental regulations that are applicable to the Company’s activities, and expects its directors, officers and employees to do the same. Although not all employees are expected to know the details of such laws and regulations, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel. The Company’s management has access to legal advice and will seek such advice as is necessary.

2. Conflicts of Interest; Gifts

A “conflict of interest” exists when a person’s private interest is incompatible with or interferes in any way with the interests of the Company. Conflict situations include:

- when a director, officer or employee, or a member of his or her family, will personally benefit from something the director, officer or employee does or fails to do that is not in the best interests of the Company;
- when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively; and
- when a director, officer or employee, or member of his or her family, receives personal benefits from somebody other than the Company as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are of special concern.

Each director, officer and employee is expected to avoid any situation that does or may involve an actual or apparent conflict of interest. In particular, you may not:

- without approval of the Board, serve as a director, officer, employee or consultant of any person or entity which does substantial business with, or is a competitor of, the Company;
- accept any personal loan or guarantee of obligations from the Company, except to the extent such arrangements are legally permissible;
- unless properly approved by senior management in advance, own, nor may any member of your household own, an interest in or participate in the profits of any person or entity that does business with or is a competitor of the Company; however, securities of publicly traded companies may be owned if (1) they are not purchased as a result of confidential information obtained as a result of being employed by the Company, and (2) ownership thereof is less than 1%; or
- accept, nor may any member of your household accept, gifts, loans, entertainment, travel, services or other favors from any person or entity which does or is seeking to do business with, or is a competitor of, the Company, unless they are: (1) not in cash, (2) consistent with customary business practice and are properly approved by management, (3) not excessive in value and cannot be construed as a bribe or pay-off and (4) not in contravention of applicable law or ethical standards.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with a supervisor, management or other appropriate personnel. Any director,

officer or employee who becomes aware of a conflict or potential conflict should follow the reporting guidelines described in Section 13 of this Code.

In each instance the director, officer or employee will work with the person or persons to whom a conflict of interest is reported to devise an arrangement by which (1) that person or those persons (or their designee) will monitor the situation which creates, or gives the appearance of creating, a conflict of interest, (2) the director, officer or employee who has a conflict will, to the fullest extent possible, be kept out of any decisions that might be affected by the conflict of interest, (3) the director, officer or employee will not profit personally from the situation that causes the conflict of interest, and (4) every reasonable effort will be made to eliminate the conflict of interest as soon as possible.

3. Corporate Opportunities

Directors, officers and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Directors, officers and employees are prohibited from taking for themselves personally, or direct to a third party, opportunities that are discovered through the use of corporate property, information or position without the consent of the Board. You may not use corporate property, information or position for improper personal gain, and, without approval of the Board, you may not compete with the Company directly or indirectly, including in the purchase or sale of property, products, services or other interests.

4. Payments Generally; Payments to Government Officials

Gifts, favors and entertainment may be given others at Company expense only if they are: (1) not in cash, (2) consistent with customary business practice and are properly approved by management, (3) not excessive in value and cannot be construed as a bribe or pay-off and (4) not in contravention of applicable law or ethical standards. Any payment, gift, or the provision of anything else of value must be recorded in the Company's books and records in reasonable detail, accurately and fairly and in accordance with the Company's accounting principles and procedures.

The U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. State and local governments, as well as foreign governments, may have similar rules. The use of Company funds or other Company assets for any unlawful purpose is strictly prohibited. This includes making payments, giving gifts or providing anything else of value to government officials, political parties, political party officials, candidates for public office or employees or public international organizations, in each case whether foreign or domestic, for the purposes of improperly influencing any of their actions or decisions, or securing any improper advantage with respect to the Company's business. All employees of the Company engaged in business with a governmental body or agency must know and abide by the specific rules and regulations covering relations with public agencies.

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order

to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any foreign country.

5. Insider Trading

Directors, officers and employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the legitimate conduct of Company business. All non-public information about the Company should be considered confidential information.

To use material non-public information to buy or sell securities or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. Securities laws may be violated if you trade in securities of the Company, or in securities of any entity which does business with or is a competitor of the Company, while possessing non-public information. Such information includes, for example, non-public information on Company earnings, mergers and acquisitions, significant gains or losses of business, changes in the Company’s dividend policy, or the hiring, firing or resignation of a director or executive officer of the Company.

In order to assist with compliance with laws against insider trading, the Company has adopted an insider trading policy governing trading in securities of the Company. You must comply with the Company’s insider trading policy, as amended from time to time, which describes the nature of inside information and the related restrictions on trading.

6. Books and Records

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. The Company has adopted internal accounting controls in accordance with internal needs and the requirements of applicable laws and regulations. In order to assure the complete and accurate recording of all transactions and the safeguarding of Company assets, the Company’s books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company’s transactions and must conform both to applicable legal requirements and to the Company’s internal accounting controls. In addition, no false entries may be made in the Company’s records for any reason.

The Company expects that you will:

- not conceal any financial or bookkeeping irregularity;
- cooperate completely and forthrightly with the Company’s internal and independent auditors; and
- follow the Company’s system of internal accounting controls.

Unrecorded or “off the books” funds or assets should not be maintained unless permitted by applicable law or regulation. You may never destroy, alter or conceal, with an improper purpose, any record or otherwise impede any governmental proceeding of which you are aware.

Any accounting adjustments that materially depart from generally accepted accounting practices must be approved by the Audit Committee of the Board (the “Audit Committee”) and reported to the Company’s independent auditors. In addition, all material off-balance sheet transactions, arrangements and obligations, must be disclosed to the Audit Committee and the Company’s independent auditors. If you become aware of any improper transactions or accounting practice concerning the resources of the Company, you should bring such information to the attention of the chief financial officer. Alternatively, you may anonymously inform the Audit Committee of the matter as described in Section 13.

7. SEC Reporting and Public Communications

The Company strives to have full, fair, accurate, timely and understandable disclosure in all reports that it files or submits to the Securities and Exchange Commission (the “SEC”) and in its other public communications. In furtherance of this objective, the Company expects that all persons involved in the preparation or review of the Company’s SEC reports will be familiar with and follow the “disclosure controls and procedures” that the Company has adopted as required by law. If you become aware of any material deviations from such procedures or of any credible information that would place in doubt the accuracy of the Company’s SEC reports or other public disclosures, you should bring such information to the attention of the chief financial officer. Alternatively, you may anonymously inform the Audit Committee of the matter as described in Section 13.

8. Competition and Fair Dealing

The Company seeks to outperform its competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company’s competitors and entities with whom the Company does business. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. To this end, you may not make false or misleading statements to customers, suppliers or others with whom the Company has a business relationship or make false or misleading statements about competitors.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gifts, favors or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee or agent unless done so in compliance with the four requirements set forth in Section 4. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.

9. Confidentiality

You must maintain the confidentiality of confidential information entrusted to you by the Company, its suppliers, customers or business partners, except when disclosure is authorized by the Company or required by laws or regulations. The obligation to preserve confidential information continues even after employment ends. Confidential information includes, but is not limited to:

- information marked “confidential,” “private,” “For Internal Use Only,” or with similar legends;
- business or marketing plans or projections;
- earnings and other internal financial data that have not been publicly disclosed;
- personnel information;
- supply and customer lists and the identity of prospective customers;
- information stored by customers with the Company; and
- other non-public information that, if disclosed, might be of use to competitors, or harmful to the Company or its customers or suppliers

10. Protection and Proper Use of Company Assets

You must make practicable efforts to protect Company property within your control from loss, theft or unauthorized use. Any suspected incident of fraud or theft should be immediately reported for investigation. You should only use Company property for legitimate business purposes of the Company, though incidental personal use may be permitted.

The obligation of employees to protect the Company’s assets includes its proprietary information. Proprietary information includes any information that is not generally known to the public and is important to the Company, or could be important to competitors. It also includes information that suppliers and customers have entrusted to us. Examples include intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases and data stored on any computer system, records, salary information, customer contract information, account numbers, and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy and could also be illegal and result in civil or even criminal penalties.

11. Discrimination and Harassment; Health and Safety

The Company is committed to maintaining a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits

discriminatory practices, including harassment. Therefore, the Company expects that all relationships among persons in the workplace will be business-like and free of unlawful bias, prejudice or harassment. It is the Company's policy to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, disability or any other status protected by law. No employee may interfere with or retaliate against another employee who seeks to invoke his or her rights under the laws governing labor and employee relations.

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

If any director, officer or employee knows of an instance where these policies have not been followed or has any questions about the laws or Company policies governing labor and employee relations matters, he or she should contact the human resources department or otherwise follow the reporting guidelines set forth in Section 13.

12. Waivers

From time to time, the Company may waive some provisions of this Code. Waivers must be authorized as follows:

- for executive officers and directors, the waiver must be approved by the Board (with any interested director not participating in the vote); and
- for other employees, the waiver may be approved by the chief executive officer or chief financial officer.

If the Company waives provisions of this Code for any executive officer or director, the Company will disclose such waiver in accordance with applicable law or regulation and as required by the rules of any stock market on which the Company's securities are listed.

13. Reporting Violations; Open Door Policy

Any concerns relating to compliance with laws, regulations or this Code, or knowledge or actual or potential violations of laws, regulations or this Code, should be promptly reported. A failure to report knowledge of such violations is itself a violation of this Code.

Retaliation against anyone who in good faith raises a concern or reports misconduct is strictly prohibited and will not be tolerated. The Company will not, to the extent practical and appropriate under the circumstances to protect the privacy of the persons involved, disclose the identity of anyone who reports a suspected violation.

Directors and officers should report to the following persons:

- if you are a non-employee director, you should report to the Board or the Audit Committee; and
- if you are an officer, you should report to the chief executive officer, the Board or the Audit Committee.

If you are a non-officer employee, you should normally report to your supervisor. A supervisor may be more knowledgeable about the issue, and he or she is expected to be available to subordinates for that purpose. If you are dissatisfied following discussion with your immediate supervisor, you are encouraged to request further reviews, in the presence of the supervisor or otherwise. Reviews should continue to the level of management appropriate to resolve the issue. Depending on the subject matter, you have access to alternative channels of communication, for example, you may communicate your concerns locally with your office manager or the human resources department.

Notwithstanding the foregoing, suspected violations of law or this Code involving a director or executive officer should be referred directly to Cathy Chambers, Vice President of Human Resources of Coinmach Corporation (the “Compliance Officer”). All complaints or issues regarding accounting, internal controls or auditing matters or the accuracy of the Company’s SEC reports or other public communications should be referred to the Audit Committee. You may communicate with the Compliance Officer as follows:

Via US mail: Cathy Chambers
Coinmach Corporation
10405 Granite Street, Suite H
Charlotte, North Carolina 28273

Via email: cchambers@coinmachcorp.com

You may communicate directly with the Audit Committee as follows:

Via US mail: Coinmach Audit Committee
c/o Cathy Chambers
Coinmach Corporation
10405 Granite Street, Suite H
Charlotte, North Carolina 28273

If for *any* reason you are uncomfortable speaking about your concerns with any of the persons set forth above, you may communicate your concerns on an anonymous basis by going to www.mysafeworkplace.com or by calling the independently monitored hotline established for this purpose at **800-461-9330**. All complaints or issues to the website or the hotline regarding accounting, internal controls or auditing matters or the accuracy of the Company’s SEC reports or other public communications will be referred to the Audit Committee and all other complaints or issues will be referred to the Compliance Officer.

14. Investigations; Disciplinary Actions

The Company will investigate any reports of alleged violations of this Code and will oversee an appropriate response, including corrective action and preventative measures. If the alleged violation involves a director, an executive officer or any financial officer, then the investigation will be supervised by the Board or the Audit Committee. In all other cases, the investigation will be supervised by such other department or person as the chief executive officer considers appropriate.

Directors, officers and employees are expected to cooperate in internal investigations of misconduct. Retaliation against anyone who assists in the investigation of a reported violation is strictly prohibited and will not be tolerated. The Company will not, to the extent practical and appropriate under the circumstances to protect the privacy of the persons involved, disclose the identity of anyone who participates in an investigation. Any person who inappropriately discloses confidential information learned during the investigation of a complaint will be subject to disciplinary action as described below.

The Company will assist in any investigation by any regulatory or law enforcement agency. You may not conceal information from regulators or law enforcement personnel, or from the Company's independent auditors or lawyers with respect to matters for which they have been engaged by the Company.

Violations of this Code or any laws or regulations may result in, among other actions, suspension of work duties, diminution of responsibilities or demotion, termination of employment and removal as a director, and legal action.