



CODE OF BUSINESS ETHICS AND CONDUCT

March 2010

The ICx Technologies Code of Ethics and Business Conduct is available at www.icxt.com.

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CORPORATE COMMITMENT

All ICx Employees,

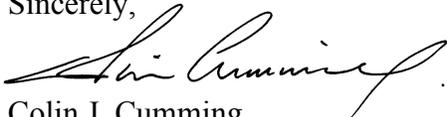
An important part of our Company's mission is to foster a culture of innovation and excellence, which includes adhering to the highest possible standards in all aspects of our operations.

We have many different business lines, a diverse workforce, and projects throughout the world. Our clients, suppliers and partners are small and large, private sector and government, domestic and international. This diversity creates many challenges for us as we carry out our unyielding commitment to conduct our business responsibly, ethically, and legally.

This Code of Ethics and Business Conduct has been developed as part of the ICx Business Ethics Awareness Program. It provides you with guidelines on how to conduct yourself in any business dealing on behalf of the Company. It applies to everyone in our organization, regardless of position and level of responsibility. If you are a supervisor or manager then you also have a special responsibility to be a role model for your team, and promote a work environment that encourages compliance with this Code. It is important to remember that this Code also applies to those who act on behalf of our Company, including subcontractors, vendors, representatives, brokers, distributors, and agents.

I urge you to become thoroughly familiar with the contents of this Code. If you are ever unsure about the proper course of action, get guidance from your supervisor, management, or any other appropriate personnel. Your vigilance will ensure that ICx continues to maintain its reputation as a Company with the highest ethical standards, an outstanding workforce, and superior products and services.

Sincerely,



Colin J. Cumming
President and CEO
ICx Technologies, Inc.

GENERAL OVERVIEW

Purpose

The success of ICx depends on the Company's reputation, performance, and its conduct of business with other parties. As an international business working with various governmental organizations around the world, the Company must comply with myriad regulatory requirements applicable to its business operations. ICx has established a Business Ethics Awareness and Compliance Program to ensure the Company conducts business responsibly and ethically. This Code was developed as part of that program, and its purpose is to state the Company's principles of business ethics and conduct, many of which are derived from and support other Company policies and procedures.

Fostering a Culture of Compliance

The principles within this Code apply to employees, officers, directors, and agents who act on behalf of the Company (for ease of reference, collectively referred to as employee(s) in this Code). The principles are to be strictly adhered to at all times and are applicable to all operations of the Company regardless of location. Their observance is to be considered a condition of employment or engagement. ICx selects subcontractors, vendors, representatives, brokers, and distributors who conduct business in a manner consistent with the standards contained in this Code. Management will maintain continuing supervision of compliance with this Code to assure that the Company conducts itself in a manner consistent with its obligations.

It is the responsibility of all officers and managers to make this Code known and regularly stress its importance to employees and consultants over whom they have supervision, and to report any violations or apparent violation through the appropriate channels. Violations of this Code will result in disciplinary action up to and including termination. Similar disciplinary measures will apply to any employee who directs or approves of prohibited activities, or has knowledge of them and does not promptly correct or report them.

Employee Responsibilities

The highest standards of personal and professional ethics and behavior are expected of all ICx employees. Further, the Company expects each employee to display good judgment, diplomacy, and courtesy in their professional relationships with other employees, vendors, partners, and customers. Specifically, employees are required to:

- (a) Understand and follow the policies, procedures, laws, and regulations that apply to their job;
- (b) Read, understand, and follow this Code;
- (c) Seek guidance if uncertain about the proper way to act on behalf of the Company;
- (d) Participate in any compliance training required by the Company; and
- (e) Report suspected violations of the law or the Code to their supervisor, management, or the toll-free EthicsPoint Hotline.

Ethics and Compliance Resources

This Code is a resource or tool to use as reference and guidance before making a business decision. The Code cannot possibly cover every subject matter or situation, but employees are expected to read, understand, and follow it so that they will know the right questions to ask, the right experts to consult, and the right way to make their decisions. Additionally, more detailed policies and procedures covering many topics in this Code are available from supervisors, management, Human Resources, Contracts and Export Administration, Xnet (<https://xnet.icxt.com>), and local intranet or other resources provided by each individual business unit. These same resources can also be consulted for guidance, questions, or concerns regarding any of the topics covered by this Code.

In addition, ICx maintains an open door policy and employees are encouraged to contact any member of management, including the CEO or CFO, to address any issues related to corporate ethics and compliance.

Updates and Revisions to the Code

This Code may occasionally be updated or amended to reflect changes in laws and Company policies and practices. The most current and authoritative version of the Code is always available on the ICx website (www.icxt.com) or Xnet (<https://xnet.icxt.com>).

REPORTING SUSPECTED PROBLEMS

EthicsPoint

ICx Technologies has partnered with EthicsPoint to create a confidential employee reporting system. Detailed information about EthicsPoint is available through Xnet or the following secure site:

https://secure.ethicspoint.com/domain/en/report_custom.asp?clientid=17413

EthicsPoint Toll-free Hotline
US & Canada: 888-233-8953
Germany: 0-800-2255-288,
then dial 888-233-8953

Protection from Retaliation

ICx is committed to maintaining a secure environment in which employees are encouraged to report and raise questions or concerns about suspected illegal or unethical activities. The Company will not tolerate any direct or indirect retaliation against an employee for reporting a

suspected problem in good faith. However, employees who knowingly make a false report or engage in a violation will still be subject to disciplinary action for that conduct.

Any employee who believes that they have been subject to retaliation or punishment for reporting a violation may contact management or other compliance personnel for assistance and investigation.

COMPLIANCE WITH LAWS AND REGULATIONS

Numerous laws and regulations in the jurisdictions where ICx conducts business define and establish obligations with which the Company must comply. Employees should not take any action on behalf of the Company which they know, or reasonably should be expected to know, would violate any applicable law or regulation. It is important for employees and other ICx representatives to avoid even the appearance of impropriety.

The sections which follow deal with specific laws and regulations, with an emphasis on many U.S. procurement laws, including the Federal Acquisition Regulations (FAR), and outline the basic requirements for compliance because of their particular importance to the Company's business activities. It should be understood that the special emphasis on these laws and regulations does not limit the general strict requirement that all applicable laws and regulations are to be complied with. Employees should take reasonable steps to familiarize themselves with applicable laws and regulations pertaining to their job responsibilities.

In addition to the strict compliance with legal requirements, each employee must adhere to and comply with the overriding ethical standards of society in the conduct of business. The Company's interests are not served by unethical practices and activities even though not in technical violation of law.

FAIR COMPETITION

Antitrust Laws and Regulations

Generally, antitrust laws prohibit any activity that may improperly reduce or inhibit competition. The antitrust laws and regulations shall be observed at all times. Among other things, price-fixing or bid-rigging acts or arrangements with competitors to divide or allocate markets or customers or exclude other companies from the market are prohibited.

It is expected that employees whose activities are significantly affected by the antitrust laws will have a working knowledge of the applications of such laws to those Company operations in which the employee has involvement. Employees may refer to FAR Part 3 for additional information on the anticompetitive laws and regulations.

Procurement Integrity

ICx employees must strictly comply with the U.S. Procurement Integrity Act, which prohibits contractors and U.S. government officials, during the contract procurement process, from (i) discussing future employment, (ii) offering, or accepting, a gratuity or anything of value, or (ii) **EthicsPoint Toll-free Hotline · US & Canada: 888-233-8953 · Germany: 0-800-2255-288, then dial 888-233-8953**

soliciting, obtaining, or disclosing any proprietary information about a competitor or source selection information regarding the procurement. Firewalls and other measures may be implemented as necessary to mitigate risks associated with procurement integrity. Employees may refer to FAR Subpart 3.1 for additional information on procurement integrity.

Anti-Kickback Procedures, Gifts, Gratuities, and Entertainment

Directly or indirectly offering, providing, soliciting, or accepting anything of value in return for favorable treatment in connection with a U.S. government contract or subcontract is a violation of Company policy and federal law that may result in company discipline as well as severe civil or criminal penalties. As a general guideline, ICx employees and members of their immediate family may not give or accept anything of value that could influence or appear to influence the outcome of a transaction, with the exception of customary promotional items, gifts, or business courtesies of nominal value offered or received in a manner consistent with U.S. federal and industry ethics guidelines. Employees may refer to FAR Subpart 3.5 for additional information on anti-kickback restrictions.

It is important that Company employees avoid even the appearance of attempting to obtain favorable treatment. Government employees and their close relatives shall not be offered free services, transportation, entertainment, employment, or gifts (except as noted, above). If meals or shared transportation (such as taxi fares) are offered, it is important to provide the government employee with an opportunity to decline or provide payment of the fair value of meal, transportation, or other courtesy.

Reciprocity

In many instances, ICx may purchase goods or services from a supplier who also buys products or services from ICx. This practice is normal and acceptable. Requiring “reciprocity” for supplier purchases, however, is not. Company personnel must not ask ICx suppliers to buy the Company's products and services as a requirement to become or to continue to be a supplier to ICx.

Administration and Pricing of Government Contracts

It is the policy of ICx to comply fully with all statutory and regulatory provisions relating to pricing and administration of federal contracts, including, but not limited to, the Truth in Negotiations Act, the False Claims Act and the False Statements Act. ICx has a duty to disclose accurate, current and complete cost or pricing data whenever such data are required under appropriate laws, regulations, or contract provisions. In furtherance of the Company's policy, each Company employee shall be responsible for making certain that all statements and representations made to our customers in negotiating and performing contracts are accurate, current and complete to the best of their knowledge.

CONFLICTS OF INTEREST

Personal Conflicts of Interest

A personal conflict of interest occurs when an employee's private interests interfere, or give the appearance of interfering, with the best interests of the Company. A personal conflict of interest may also arise if an employee's personal interests adversely impact their business judgment or job performance. Employees must disclose to ICx any personal conflicts of interest, including significant financial interests that they or their immediate family have in ICx suppliers, partners, subcontractors, or competitors. Employees may refer to FAR Part 3 for additional information on improper business practices and personal conflicts of interest.

Organizational Conflicts of Interest

The Company is subject to organizational conflict of interest (OCI) regulations in its business dealings with the U.S. government. If an employee is aware of information or work the Company does on a contract that may provide an unfair competitive advantage on another contract, they must address this with their supervisor, the bid and proposal team, or the contracts team. Common examples of OCI's are where the company contracts to provide advice to the government regarding the best course forward and recommends its own products (or a contractor that utilizes the Company's products), gains confidential information about a competitor through the performance of a contract, or is asked to evaluate the performance of an entity that uses the company's products. All OCI or potential OCI must be disclosed to the U.S. government. Safeguards can often be put in place to mitigate potential OCI issues. Employees may refer to FAR Subpart 9.5 for additional information on improper organizational conflicts of interest.

POLITICAL ACTIVITIES

Lobbying

ICx complies with all laws and regulations regarding lobbying, which is generally defined as contact with government officials for the purpose of influencing legislation or rulemaking. When dealing with the U.S. federal government, ICx must report or disclose certain lobbying activities and certify that no federal appropriated funds were used to support lobbying activities. This means that activities related to lobbying may never be charged to a U.S. federal government contract. Employees must ensure that any lobbying activities conducted on behalf of ICx are pre-authorized by the appropriate corporate officials.

Political Contributions

In general, many countries have federal and/or local laws which either prohibit corporate political contributions in connection with elections to political office or impose strict disclosure requirements on anyone making such contributions permitted under the law. Although the laws and regulations concerning political contributions are in flux, it is the policy of the Company that no corporate funds shall be contributed, expended or reimbursed, directly or indirectly, for any purpose contrary to such laws. Any deviation from this policy must be approved in writing by the CFO and CEO. In addition, failure to disclose political contributions made directly or indirectly through a lobbyist or agent on behalf of ICx can result in severe penalties for the

Company, including fines and termination of contracts. Employees should exercise an abundance of caution and avoid any activities that would give an appearance of impropriety.

It is emphasized that this policy relates not only to the direct disbursement of Company funds, but also to indirect contributions or payments made in any form or through any means, such as consultants, suppliers, customers or other third parties, or by reimbursement to employees or consultants for personal contributions or payments. Engaging in political activities during working hours and use of Company facilities for political purposes is considered a political contribution. This policy does not prohibit employees from taking proper and authorized action on behalf of ICx with respect to legislative or regulatory matters affecting the Company.

Nothing contained herein shall be deemed to prohibit employees from engaging in political activities in an individual capacity on their own time and at their own expense, or from making political contributions or expenditures of their personal funds, or from expressing views and taking action as private individuals. However, no expenses incurred or contributions made for such political purposes will be reimbursed by ICx.

RELATIONSHIP WITH GOVERNMENT OFFICIALS AND EMPLOYEES

Illegal or Improper Payments

Except with the prior written approval of the CFO and CEO, no offer, promise, or payment of anything of value may be made, directly or indirectly, to or for the benefit of a public official, that is or may appear to be related to obtaining, retaining or directing business or any other improper advantage. In addition to a government official, a “public official” includes a candidate or prospective candidate for political office, or anyone acting on their behalf, and an official, employee, or agent of a political party, an international governmental organization, a state-owned enterprise, or any entity owned or controlled by a unit of government.

Facilitating payments can never be made to assist in obtaining or retaining business, to influence a particular decision or transaction, or for any other improper purpose. Although strongly discouraged, facilitating payments may be made in limited circumstances, but only with the prior written approval of the CFO. “Facilitating payments” are small amounts made to a public official necessary to facilitate or expedite performance of a routine governmental action. For example, in some developing countries a small cash payment may be necessary to expedite utility services, provide police protection, or approve the granting of a work permit or visa. Routine governmental action does not include a decision by a foreign official to award business to, or to continue business with, a company.

Gifts and Entertainment

U.S. federal and state government agencies have strict rules prohibiting giving gifts, meals, and other favors to government employees. Gifts to or entertainment of government officials and other government personnel of the United States and other domestic jurisdictions, or to any foreign government or agency official or an official of an international governmental organization must be reasonable and not exceed customary courtesies extended in accordance with accepted ethical business practices, and must be properly documented.

It is important that all Company personnel realize that any relationship with public officials should in all respects be of such a nature that the integrity and reputation of the officials and the Company will not be impugned in the event the full details of the relationship, including any gifts or entertainment become a matter of public discussion.

Recruiting and Employing Current or Former Government Personnel

Strict, complex rules govern the recruitment and hiring of current and former employees of the U.S. government. ICx employees shall resolve with the CFO or CEO, in advance of any contact regarding potential employment, any potential ethical problems or conflicts of interest that might arise from discussions with respect to the prospective employment of such individuals. Even casual comments such as "Give ICx a thought should you ever decide to leave government service" should be avoided. Such seemingly friendly comments can create problems for both the government and ICx.

CONDUCTING INTERNATIONAL BUSINESS

Trade Sanctions and Embargoes

The U.S. government maintains many lists of countries and individuals with which U.S. companies, such as ICx, may not do business due to trade sanctions or embargoes. ICx employees are prohibited from doing business with those sanctioned or embargoed countries and individuals. These restrictions apply to all ICx employees whether inside or outside of the U.S. A partial list of countries with whom neither ICx nor any of its affiliates can do business, directly or indirectly, include Belarus, Cuba, Iran, North Korea, Syria, Sudan, and Zimbabwe. Employees may contact the contracts and export administration group at contracts@icxt.com to screen potential international business partners against these lists.

Foreign Corrupt Practices Act

The U.S. FCPA prohibits bribery as a means of getting business or obtaining an unfair business advantage outside the U.S. Bribery involves, directly or indirectly through an agent or intermediary, giving, offering, or promising anything of value to foreign government officials to influence them to misuse their authority or exert an improper business advantage. The FCPA also imposes civil liability on a company which does not keep accurate accounting records or knowingly fails to implement adequate accounting controls. These restrictions apply to employees of all ICx owned companies whether inside or outside of the U.S.

Anti-Boycott Act

The Anti-Boycott Act prohibits companies from participating in non-U.S. boycotts of countries friendly to the U.S. The Act has particular application to dealing with Arab countries that may participate in a boycott of Israel.

Any request to participate in a boycott must be promptly reported to a supervisor, CFO, or CEO for further action. ICx is required to report all such requests to the U.S. Government.

Export Control Regulations

Numerous laws and regulations apply to the export of hardware, technical data, and services ("controlled items"). A license or other authorization from the appropriate regulatory agency may be required prior to exporting certain controlled items (even if these items originated in another country).

The restrictions on exports can also apply to what is called a "deemed export." In the U.S., a deemed export occurs where controlled items are disclosed or provided to any non-U.S. person, including employees within the U.S.

A sampling of relevant U.S. laws include: Foreign Asset Control legislation, International Traffic in Arms Regulations (ITAR), and Export Administration Regulations (EAR).

Similar laws and regulations may exist in other countries that ICx conducts business. Consult the contracts and export administration team prior to transferring any controlled items if any doubt exists as to which export laws and regulations are applicable.

RECORD KEEPING

Proper Recording of Assets, Liabilities, and Transactions

All assets, liabilities and transactions of the Company shall be properly recorded on the appropriate books and records. To assure that such is done, the following policies are specifically adopted:

- (a) No secret or unrecorded fund of corporate monies or other assets of the Company shall be established or maintained.
- (b) All Company transactions shall be properly recorded on the books and records of the Company.
- (c) The making of false or fictitious entries on the books and records of the Company or its subsidiaries and the issuance of false or misleading reports pertaining to the Company and its operations are prohibited, and no employee or consultant shall engage in any transaction that requires or contemplates such prohibited activities on the part of the Company or any of its subsidiaries or affiliates.
- (d) Any employee or consultant having knowledge of any act or circumstance which is prohibited under paragraphs (a), (b) and (c) above shall immediately report the matter to the CFO or CEO.
- (e) Any commitment on behalf of the Company for the payment of a finder's, promoter's, or consultant's fee, or any similar fees, shall not be made without approval of a Company Officer.

Time Records

Employees are required to record time worked and activities performed accurately, completely and in a timely manner. Employees must ensure that hours worked are recorded and charged to the appropriate code for which the work is performed. The employee's electronic signature on the time record is his/her certification that the time record accurately reflects the hours worked and the activities performed on the specified project. The supervisor's electronic signature is his/her certification that the time record has been reviewed for accuracy, the time is properly charged, and is, therefore, approved. Time records may not be changed or altered without a valid, recorded reason.

GOVERNMENT, ANALYST, AND MEDIA INQUIRIES

The Company must be made aware of any inquiries from regulatory governmental agencies, the financial/analyst community, or the media so that it can properly and thoroughly respond. If an employee or consultant is contacted by a representative of a government agency seeking an interview or making a non-routine request for documents, that employee should immediately contact the Company's legal counsel so that appropriate arrangements can be made to fully comply with the Company's legal obligations. All inquiries from the financial/analyst community and media should be referred to the Company's marketing communications group or corporate headquarters.

SAFEGUARDING ASSETS AND INFORMATION

Use of Corporate Assets

Employees should properly use and protect ICx property and the property of ICx's customers, suppliers, and business partners when under the employee's custody, care, supervision, or use. This applies to property and assets of all kinds, including equipment, supplies and real estate, as well as proprietary business information and other intellectual property such as patents, trade secrets, copyrights, and trademarks. All ICx assets should be used only for legitimate business purposes and, if the property is acquired for the performance of a specific contract, only for the performance of the contract for which it was acquired unless authorization from ICx management is obtained.

Company Proprietary or Sensitive Information

It is critical that employees protect proprietary or sensitive information about the Company, including its employees, customers, partners, or suppliers. Proprietary or sensitive information received from our customers or suppliers should be protected in the same manner that you protect Company information. All such information should only be shared with those who have agreed to also protect it through agreements and have a need to know. Employees should guard against inadvertent disclosure of such information by using proper storage practices and not discussing the information in public areas.

Information that is national security classified, procurement sensitive, proprietary, or otherwise controlled shall not be solicited or accepted from (or provided to) any source, either directly or indirectly, in circumstances where there is reason to believe that the release is not authorized.

Classified Information

Classified information under U.S. law must be handled in accordance with the National Industrial Security Program Operating Manual (NISPOM) and coordinated with the Facility Security Officer (FSO) as appropriate. Employees who have access to classified information must safeguard the security of that information to ensure proper acceptance, handling, disclosure, and control. Employees must immediately report any breach of security to an FSO.

Insider Trading

It is ICx's policy that employees must not benefit from, or enable others to benefit from, trading in ICx securities and stock based on material information not available to the general public.

Employees with knowledge of material non-public information about the Company must refrain from disclosing such information to anyone else except authorized individuals with a need to know. In addition, such employees are also prohibited from engaging in any transaction of ICx stock until such information becomes public. Information is considered to be "material" if a reasonable investor would likely consider such information important in reaching an investment decision.

Selected ICx officers and other employees considered as "reporting persons" under the securities laws of the U.S. are required to provide notice and reports of all transactions in ICx stock. In addition, because of their regular access to material inside information, such individuals can only trade during specified "trading windows." These individuals are notified that they are subject to these requirements and must provide notice of any such trade to the Company's CFO to allow timely filing of the required reports to the U.S. SEC. Additional information regarding these restrictions is available in the Company's Insider Trading Policy.