

SNAP INTERACTIVE, INC.
CODE OF CONDUCT

1. Our Commitment

The officers, directors and employees of Snap Interactive, Inc. (the “*Company*”) are committed to honesty, fairness, providing a safe and healthy environment and respecting the dignity due everyone. For the communities in which we live and work, we are committed to observe sound business practices and to act as concerned and responsible neighbors, reflecting good citizenship. This Code of Conduct (the “*Code*”) applies to all officers, directors and employees of the Company.

For our stockholders, we are committed to pursuing sound growth and earnings objectives and to exercising prudence in the use of our assets and resources.

2. Promote a Positive and Safe Work Environment

All employees want a workplace where they feel safe, respected, satisfied and appreciated. We respect cultural diversity and will not tolerate harassment or discrimination — especially involving race, color, religion, gender, age, national origin, disability and veteran or marital status.

Providing an environment that supports honesty, integrity, respect, trust, and responsibility enhances the opportunity to achieve excellence in our workplace. While everyone who works for the Company must contribute to the creation and maintenance of such an environment, our executives and management personnel particularly believe in fostering a work environment that will bring out the best in all of us. Supervisors and managers strive to be careful in words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to deviate from acceptable ethical behavior.

3. Protect Yourself, Your Fellow Employees and the World We Live In

We are committed to providing a drug-free, safe and healthy work environment and to observing environmentally sound business practices. Each of us is responsible for compliance with environmental, health and safety laws and regulations. We do not ever wish for an employee to undertake an unreasonable physical risk in his or her job performance or a risk outside the scope of his or her employment.

4. Keep and Retain Accurate and Complete Records

We must maintain accurate and complete Company records. Transactions between the Company and outside individuals and organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting practices and principles and the Company’s system of internal controls. In addition, any Company filings with regulatory authorities must be accurate, understandable and prepared in a timely manner. No one should rationalize or even consider misrepresenting facts or falsifying records. Failure to do so is likely to result in disciplinary action.

The Company’s records must be retained according to applicable laws and policies relating to the retention of records. Any records that are potentially relevant to a breach of law, litigation or any pending, threatened or foreseeable, investigation or proceeding must not be destroyed. Any questions regarding records retention should be directed to the Company’s Corporate Secretary.

5. Obey the Law

Officers, directors and employees must conduct our business in accordance with all applicable city, state, federal and international laws and regulations, both in letter and in spirit. Compliance with the law does not comprise our entire ethical responsibility. Rather, it is a minimum, absolutely essential condition for performance of our duties. Any question regarding compliance should be addressed to the Chief Financial Officer.

Officers, directors and employees must strictly adhere to all antitrust laws. These laws prohibit practices in restraint of trade such as price fixing and boycotting suppliers or customers. They also bar pricing intended to run a competitor out of business; disparaging, misrepresenting or harassing a competitor; stealing trade secrets; bribery; and kickbacks.

6. Avoid Conflicts of Interest

Each officer, director and employee has an obligation to give his or her complete loyalty to the best interests of the Company. Each should avoid any action, position or interest that may involve, or may appear to involve, a conflict of interest with the Company or that may make it difficult to perform his or her work for the Company in an objective and effective manner. Officers, directors and employees should not have any financial or other business relationships that might impair, or even appear to impair, the independence of any judgment they may need to make on behalf of the Company. Officers, directors and employees should not have, directly or indirectly, any ownership interest in any customer, vendor or contractor of the Company, except the following are permissible: (i) a passive ownership interest in any investment fund or investment vehicle (including mutual funds, hedge funds and private equity funds), (ii) a passive investment in any entity that is publicly traded on a national securities exchange if such investment represents less than 5% of the outstanding ownership interests in such entity, or (iii) such other investment as may be approved by the Audit Committee.

Loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer or their family members are expressly prohibited.

Officers and employees are under a continuing obligation to disclose to their immediate supervisor or the Company's Chief Financial Officer any situation that presents the possibility of a conflict or disparity of interest between the officer, director or employee and the Company. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Chief Financial Officer with a written description of the activity and seeking the Chief Financial Officer's written approval. Any transaction that may involve potential conflicts of interest with corporate officers and directors must be reviewed and approved by the Audit Committee. Directors should disclose any potential conflict to the Audit Committee and obtain a waiver from the Audit Committee before serving on the board of directors of a potential competitor or a customer, vendor or contractor of the Company. Disclosure of any potential conflict is the key to remaining in full compliance with this policy.

If a potential conflict of interest would constitute a "related party transaction" that would be required to be disclosed pursuant to applicable federal securities laws or accounting standards or regulations, the terms of the proposed transaction must be reported in writing to the Chief Executive Officer, Chief Operating Officer or Chief Financial Officer, and must be reviewed and approved by the Audit Committee. Generally, a related party transaction is a transaction that includes a director or executive officer, directly or indirectly, and the Company that exceeds \$120,000. If an officer, director or employee has any questions as to whether a proposed transaction is a "related party transaction," such person should contact the Company's Chief Financial Officer for clarification.

Officers, directors and employees should not: (i) take for themselves personally opportunities that are discovered through the use of Company property, information or position; (ii) use Company property, information or position for personal gain; or (iii) directly compete with the Company.

7. Compete Ethically and Fairly for Business Opportunities

We must comply with the laws and regulations that pertain to management of the Company. We will compete fairly and ethically for all business opportunities. Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee shall take unfair advantage of anyone through manipulation, concealment or abuse of privileged information, misrepresentation of facts or any other unfair dealing practices. In circumstances where there is reason to believe that the release or receipt of non-public information is unauthorized, do not attempt to obtain and do not accept such information from any source.

If you are involved in Company transactions, you must be certain that, to your knowledge, all statements, communications and representations are accurate and truthful.

8. Avoid Illegal and Questionable Gifts or Favors

The sale and marketing of our products and services, and the procurement of products and services from third parties, should always be free from even the perception that favorable treatment was sought, received or given in exchange for the furnishing or receipt of business courtesies. Officers, directors and employees of the Company will neither give nor accept business courtesies that constitute, or could be reasonably perceived as constituting, unfair business inducements or that would violate law, regulation or policies of the Company, or could cause embarrassment to or reflect negatively on the Company's reputation. Personal gifts and entertainment offered by persons doing business with the Company may be accepted when offered in the ordinary and normal course of the business relationship. However, the frequency and value of any such gifts or entertainment may not be so excessive that the ability to exercise independent judgment on behalf of the Company is or may appear to be compromised. Accordingly, if one receives or is offered a gift that is believed to have a value in excess of the lesser of (i) 0.5% of your annual base compensation, if applicable, and (ii) \$500.00, or entertainment that is in excess of usual and customary levels, by any person providing or offering goods or services to the Company, you must promptly disclose the same to your supervisor who will advise you in writing whether the gift or entertainment is proper, based upon the standards set out in this Code. Any gift or entertainment determined to be improper must be returned, reimbursed or refused by you.

9. Maintain the Integrity of Consultants, Agents and Representatives

Business integrity is a key standard for the selection and retention of those who represent the Company. Agents, representatives and consultants must certify their willingness to comply with the Company's policies and procedures and must never be retained to circumvent the Company's values and principles. Paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of a third party without authority or gaining inside information or influence are just a few examples of what could give the Company an unfair competitive advantage and could result in violations of law.

10. Protect Proprietary Information

Proprietary Company information may not be disclosed to anyone without proper authorization.

Proprietary documents must be protected and secure. In the course of normal business activities, suppliers, customers and competitors may sometimes divulge information that is proprietary to their business. Respect the confidentiality of such proprietary information. Please refer to the Company's policy for additional requirements relating to proprietary information.

The Company prohibits the unauthorized disclosure of any nonpublic information acquired in the workplace and prohibits the misuse of material nonpublic information in securities trading. The Company has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. Officers, directors and employees may not, therefore, disclose information to anyone outside the Company, including family members and friends, other than in accordance with those procedures.

11. Obtain and Use Company Assets Wisely

Personal use of Company property must always be in accordance with corporate policy. Proper use of Company property, information resources, material, facilities and equipment is the responsibility of each officer, director and employee of the Company. Each officer, director and employee of the Company should use and maintain these assets with care and respect, guarding against waste and abuse and not borrow or remove Company property without management's permission.

12. Follow the Law and Use Common Sense in Political Contributions and Activities

The Company encourages its employees to become involved in civic affairs and to participate in the political process. Employees must understand, however, that their involvement and participation must be on an individual basis, on their own time and at their own expense. Federal, local and state laws govern political contributions and activities and may restrict certain donations from the Company, whether in the form of funds, goods or services, or employees' work time.

13. Disclosure

The Company's periodic reports and other documents filed with the Securities and Exchange Commission (the "**SEC**"), including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel. In addition, each director, officer and employee who is involved in the Company's disclosure process must be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting and take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

14. Role of Audit Committee/Chief Financial Officer; Waiver of this Code

The Company has established an Audit Committee empowered to enforce this Code. The Company's Chief Financial Officer is responsible for investigating all reported complaints and allegations concerning violations of the Code and, at his or her discretion, shall advise the Audit Committee. However, any reported complaints and allegations regarding an executive officer or a director shall be sent to the Audit Committee.

If an officer, director or employee is uncertain whether a particular activity or relationship is improper under this Code or requires a waiver of this Code, the officer, director or employee should disclose it to the Company's Chief Financial Officer (or the Board of Directors if you are an executive officer or a director), who will determine whether a waiver of this Code is required. If a waiver is required, the Company's Audit Committee (or the Board of Directors in the case of an executive officer or a director) will determine whether a waiver will be granted and any disclosures that must be made to stockholders. You may be required to agree to conditions before a waiver or a continuing waiver is granted.

15. Disciplinary Measures

The Company shall consistently enforce this Code through appropriate means of discipline. Violations or suspected violations of the Code shall be promptly reported to your immediate supervisor, the Chief Executive Officer, Chief Operating Officer or the Chief Financial Officer in writing. If the Chief Executive Officer, Chief Operating Officer or Chief Financial Officer decides to or is required to advise the Audit Committee of a complaint or suspected violation, the Audit Committee shall then determine whether a violation of the Code has occurred and, if so, shall determine the disciplinary measures to be taken against any director, officer, employee or agent of the Company who has so violated the Code.

The disciplinary measures, which may be meted out at the discretion of the Audit Committee, include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, forfeiture of options or other equity compensation, termination of employment and restitution. Violations may also result in civil or criminal actions against the violator.

It is the Company's policy not to allow retaliation against any director, officer or employee for reports of misconduct or suspected violation of this Code by another person made in good faith, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any federal offense or for providing information on actions such person reasonably believes to be violations of securities laws, rules of the SEC or other federal laws relating to fraud against stockholders.

Persons subject to disciplinary measures shall include, in addition to the violator, others involved in the wrongdoing such as (i) persons who fail to use reasonable care to detect a violation, (ii) persons who if requested to divulge information withhold material information regarding a violation, and (iii) supervisors who approve or condone the violations or attempt to retaliate against employees or agents for reporting violations or violators.

16. Conclusion

No Code can cover every situation that might arise in a company. This Code is designed to let all of the Company's officer, directors and employees know the Company's basic guiding principles and provide explanation on how to handle various situations. If you have questions on any situation, whether or not described in this Code, please ask. The first place to turn is your immediate supervisor or manager. If you are uncomfortable discussing a situation with your immediate supervisor or manager, you may go to anyone in management whom you feel comfortable with, including the Chief Financial Officer or the Audit Committee of the Company. We cannot stress our final point enough: "When in doubt, ask."

This Code is subject to repeal and amendment at any time by the Board of Directors. This Code should not be construed as a contract of employment and does not change any person's status as an at-will employee. This Code is for the benefit of the Company, and no other person is entitled to enforce this Code. This Code does not, and should not be construed to, create any private cause of action or remedy in any other person for a violation of the Code.

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ACKNOWLEDGMENT

By signing below, I acknowledge and certify that I have received, read, and understand Snap Interactive, Inc.'s Code of Conduct (the "*Code*").

I acknowledge that, unless otherwise stated in a separate employment agreement with the Company, my employment relationship with the Company is terminable at will, by the Company or me, at any time, for any reason, with or without cause.

I agree (i) to comply with the Code and conduct the business of the Company in keeping with the highest ethical standards and (ii) to comply with international, federal, state and local laws applicable to the Company's businesses. I understand that failure to comply with the Code will lead to disciplinary action by the Company, which may include termination of my employment and/or the reduction of compensation or demotion.

Please note that regardless of whether you return an executed signature page, the Code is binding on you as long as you remain a director, officer or employee of Snap Interactive, Inc.

(Please Print)

Name _____

Business Unit/Location _____

Position Title _____

Signature _____

Date _____

Please sign and return entire document to the Corporate Secretary and keep a copy for your own files.