



Code of Business Conduct and Ethics

As adopted by the Board of Directors on May 20, 2010

PURPOSE

The purpose of this policy is to provide guidance in our actions with employees, vendors, regulating agencies and the public.

SCOPE AND POLICY

This Code of Business Conduct & Ethics ("Code") is intended to ensure compliance with the applicable legal requirements and our standards of honest and ethical business conduct. Anyone conducting business for Motricity, Inc. and its subsidiaries (for purposes of this Code, collectively "the Company" or the "Company"), including directors, officers, employees, contractors and agents, is expected to read and understand this Code, sign an acknowledgement to such effect, adhere to these standards in day-to-day activities, and comply with all applicable policies and procedures set forth herein.

This Code is intended to create an opportunity for our directors, officers, employees, representatives and agents to express concerns relating to corporate accountability including questionable accounting or auditing matters, alleged violations of Company policy, alleged violations of federal and state statutes, or other local laws or ordinances, and allegations of corporate misconduct. No discrimination or retaliation against any person who, in good faith, reports such violations or allegations will be tolerated. Anyone who retaliates against an individual under such circumstances will be subject to disciplinary action, up to and including termination of employment.

CONFLICTS OF INTEREST

Every director, officer and employee is expected to conduct business within guidelines that prohibit actual and potential conflicts of interest. An actual or potential conflict of interest occurs when a director, officer, or employee is in a position to influence a decision that may result in a personal gain for that director, officer or employee (or a relative or significant other) as a result of the Company's business dealings. For instance, personal gain may result when a director, officer, employee or relative has significant ownership in a company with which the Company does business, or when any kickback, bribe, substantial gift, or special consideration is provided to a director, officer or employee by a third party as a consequence of such party's involvement in a Company business transaction. If you have any influence on transactions involving purchases, contracts, leases or other corporate affairs, it is critical that you disclose the possibility of any actual or potential conflict of interest so that safeguards can be established to protect you, the Company and any third parties involved in the transaction.

The following guidelines have been developed to help you avoid any activity, agreement, business investment or interest that could be in conflict with the Company's interests or that could interfere with your duty and ability to best serve the Company. If you are unsure whether a conflict exists, please seek further clarification by contacting your manager or Human Resources for more information.

Employment/Outside Employment: You are expected to devote your full attention to your responsibilities with the Company. You may not engage in any activity that could interfere with your job performance or responsibilities. Outside employment that does not present such a conflict is acceptable but you may not work for any Company supplier, reseller, customer, developer or competitor, or in any activity that is in the Company's present or reasonably anticipated future business plans. Additionally, you must disclose to us any business interest or outside activity you have that may conflict with the Company's business. Notwithstanding the foregoing, this paragraph shall not apply to the Company's outside directors (i.e. members of the Company's Board of Directors who are not also employees or independent contractors of the Company), except to the extent such duties may be imposed on such directors by applicable law governing directors and their fiduciary duties to the Company.

Outside Directorships: It is a conflict of interest to serve as a director of any other company that competes with a Company entity. Although you may serve as a director of a Company supplier, customer, developer or other business partner, our policy requires that you first obtain written approval from the Company's Legal Department or Chief Executive Officer before accepting a directorship. Any compensation you receive must be commensurate to your responsibilities. Notwithstanding the foregoing, this paragraph shall not apply to the Company's outside directors (i.e. members of the Company's Board of Directors who are not also employees or independent contractors of the Company), except to the extent such duties may be imposed on such directors by applicable law governing directors, their fiduciary duties to the

Company, and the restrictions set forth in the Company's Corporate Governance Principles.

Business Interests: If you or a relative are considering investing in a Company customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Company. Many factors should be considered in determining whether a conflict exists, including: the size and nature of the investment; your ability to influence the Company's decisions; your access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company. Investments of greater than five percent (5%) in such entities require written approval from the Company's Legal Department or Chief Executive Officer. Notwithstanding the foregoing, this paragraph shall not apply to the Company's outside directors (i.e. members of the Company's Board of Directors who are not also employees or independent contractors of the Company), except to the extent such duties may be imposed on such directors by applicable law governing directors, their fiduciary duties to the Company, and the restrictions set forth in the Company's (i) Corporate Governance Principles and (ii) Policy and Procedures with Respect to Related Person Transactions.

Gifts, Loans, and Gratuities: Under no circumstances may anyone acting on behalf of the Company accept any offer, payment, loan, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc. that could be perceived as, or is intended to, directly or indirectly, influence any business decision, any act or failure to act, any commission of fraud, or opportunity for the commission of any fraud. Similarly, the Company's directors, officers and employees may not offer or make any such payments, loans or gifts. Inexpensive gifts (generally anything under \$200 or local equivalent in value), infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. A director, officer or employee who is offered or receives a gift of more than nominal value (nominal value is defined as any item less than \$200) shall return it to the giver in a tactful and dignified manner, advising the giver that the Company policy prohibits such acceptance to ensure that business decisions, transactions and services are provided on an objective and professional basis. If a director, officer or employee believes that returning a gift would embarrass the giver or jeopardize the Company's professional relationship with the giver, she/he shall give the gift to the Human Resources Department, where it will remain as a gift to the Company. Questions regarding whether a particular payment or gift violates this policy are to be directed to the Company's Human Resource Department.

Corporate Opportunities: Except as permitted by the Company's certificate of incorporation, Directors, officers and employees may not exploit for their own personal gain opportunities that are discovered through the use of the Company's property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors declines to pursue such opportunity.

Personal Use of Corporate Property: Directors, officers and employees may not use or divert any corporate property, including services of other employees, for his or her own advantage or benefit.

Other Situations: Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind as to their propriety under this policy, you should consult Human Resources or the Legal Department for guidance.

PROTECTING CONFIDENTIAL AND PROPRIETARY INFORMATION

The Company's confidential information is a valuable asset that everyone must protect. All confidential information must be used for Company business purposes only and safeguarded by every Company employee. This responsibility includes not disclosing the Company's confidential information such as information regarding the Company's products or business over the internet. Protecting information includes its proper labeling, safeguarding, securing and disposal in accordance with the Company's Records Retention Policy and also extends to confidential information of third parties that the Company has rightfully received under non disclosure agreements.

As a condition of employment with the Company, you agreed to abide by rules regarding confidentiality, prior inventions and assignment of inventions and other proprietary rights of the Company. This is an obligation of confidence and trust with respect to the Company business information and applies to the business of any client, customer, or other business affiliate of any Company entity. If you improperly use or disclose trade secrets or confidential business information, you will be subject to disciplinary action, up to and including termination of employment and legal action, even if you do not actually benefit from the disclosed information.

Disclosure of the Company Confidential Information

To further the Company's business, from time to time our confidential information may be disclosed to potential business partners. However, such disclosure should never be done without carefully considering its potential benefits and risks. If you determine in consultation with your manager and other appropriate Company management that disclosure of confidential information is necessary, you must ensure that an appropriate written nondisclosure agreement is signed prior to the disclosure. The Company has standard nondisclosure agreements suitable for most disclosures. You must not sign a third

party's nondisclosure agreement or accept changes to the Company's standard nondisclosure agreement without review and approval by the Company's Legal Department.

INSIDE INFORMATION AND SECURITIES TRADING

Directors, officers or employees who have access to material, non-public information are not permitted to use that information for trading purposes or for any purpose unrelated to the Company's business. Directors, officers and employees should treat all non-public Company information as confidential. In addition to directors, officers and employees, these rules apply to their immediate family members (e.g. parents, siblings, spouses, children) sharing the same household. It is always illegal to trade in the Company's securities while in possession of material, non-public information, and it also is illegal to communicate or tip such information to others who might use it to make an investment decision. Using material, non-public information to buy or sell Company stock, options in Company stock, or the stock of a Company supplier, customer, competitor, or potential business partner is strictly prohibited. Directors, officers and employees should review and ensure their compliance with the Company's Policy Statement on Inside Information and Insider Trading.

FINANCIAL INTEGRITY

The Company, through its employees, directors, contractors and agents of the Company entities worldwide, has a responsibility to provide full, fair, accurate, timely and understandable disclosure of its business and financial condition. As a result, the integrity of our financial information is paramount. The Company's financial information guides the decisions of our Board of Directors and is relied upon by our stockholders and the financial markets.

It is the Company's policy to maintain books, records and accounts in reasonable detail to accurately and fairly reflect all of the Company's transactions. The Company and its subsidiaries will maintain a system of internal accounting controls sufficient to reinforce policy compliance.

All officers and employees are responsible for following Company procedures for carrying out and reporting business transactions, obtaining the appropriate authorization from management for those transactions, and retention of appropriate documentation in accordance with the Company's Records Retention Policy.

These record keeping requirements are in addition to all other Company financial policies. No employee shall knowingly fail to implement a system of appropriate internal controls or falsify any book, record or account. This policy of accurate and fair recording also applies to an employee's maintenance of time reports, expense accounts and other personal Company records.

No director, officer or employee of the Company, or any other person acting under the direction thereof, may interfere with or seek to improperly influence, directly or indirectly, the auditing of the Company's financial records. Types of conduct that could constitute improper influence include, but are not limited to, directly or indirectly:

- Offering or paying bribes or other financial incentives, including future employment or contacts for non-audit services,
- Providing an auditor with an inaccurate or misleading legal analysis,
- Threatening to cancel or canceling existing non-audit engagements if the auditor objects to the Company's accounting,
- Seeking to have a partner removed from an audit engagement because the partner objects to the Company's accounting,
- Blackmailing, and
- Making physical threats.

Violation of this provision shall result in disciplinary action, up to and including termination, and may also subject you to substantial civil and criminal liability.

It is the Company's policy to provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities Exchange Commission ("SEC") and in any other public communication. If you become aware of or suspect any improper transaction, accounting or auditing practice within the Company, or if you believe the Company's internal accounting controls are deficient or improper or the Company is not providing full, fair, accurate, timely and understandable disclosures in its periodic filing with the SEC and any other public communication, you should report the matter immediately to the Chairman of the Audit Committee of the Board of Directors, who shall be responsible for providing the information to the Chairman of the Board of Directors, or alternatively through the Company's Ethics Hotline. The Audit Committee will oversee the investigation of any financial or audit related issues, as appropriate. All such complaints or reports shall be retained by the Company for a period of time to be determined by the Board of Directors.

The Company will not permit any form of retaliation against any person, who, in good faith, reports violations or suspected violations affecting the integrity of the Company's financial disclosures or who assists in an investigation of a reported violation. Acts of retaliation should be reported immediately. Any victimization of employees reporting retaliation or attempt to deter them from raising a concern will be treated as a serious disciplinary offense and may result in disciplinary action up to and including

termination.

FOREIGN CORRUPT PRACTICES ACT

The Company requires full compliance with the Foreign Corrupt Practices Act ("FCPA"). The anti-bribery and corrupt payment provisions of the FCPA make illegal any corrupt offer, payment, promise to pay or authorization to pay any money, gift or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of: influencing any act or failure to act, in the official capacity of that foreign official or party; or inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone. Further, no contract or agreement may be made with any business in which a government official or employee holds a significant interest, without the prior approval of the Company's Legal Department.

All the Company's employees and their managers, whether located in the United States or abroad, are responsible for FCPA compliance and the procedures to ensure FCPA compliance. The FCPA includes a number of terms of art and also contains requirements governing financial reporting. As a result, if you are involved in business dealings with a foreign government, agency, or official you should consult with the Company's Legal Department to ensure FCPA compliance.

EMPLOYEE RESPONSIBILITIES

Customer Relationships

If your job puts you in contact with any Company customers or potential customers, it is critical for you to remember that you represent the Company to the people with whom you are dealing. Act in a manner that creates value for our customers and helps to build a relationship based upon trust. The Company and its employees have provided products and services for many years and have built up significant goodwill over that time. This goodwill is one of our most important assets, and the Company's employees must act to preserve and enhance our reputation.

Copyright Standard

The Company subscribes to many publications that help employees do their jobs better. These include newsletters, reference works, online reference services, magazines, books and other digital and printed works. Copyright law generally protects these works, and their unauthorized copying and distribution constitute copyright infringement. You must first obtain the consent of the publisher of a publication before copying publications or significant parts of them. When in doubt about whether you may copy a publication, consult the Company's Legal Department.

Government Relations

The Company's policy is to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials, and to adhere to high ethical, moral and legal standards of business conduct. This policy includes strict compliance with all local, state, federal, foreign and other applicable laws, rules and regulations. If you have any questions concerning government relations you should contact the Company's Legal Department.

Employee Conduct

The following list gives examples, but is not exhaustive, of many types of conduct that are not allowed at the Company. Engaging in misconduct may subject you to discipline, up to and including termination, even on the first offense. These examples do not identify every type of unacceptable conduct, and you should be aware that any conduct that adversely affects the Company might result in discipline, up to and including termination.

- Falsifying forms, records, or reports, or other acts of dishonesty.
- Inappropriate conduct, such as harassment, discrimination or retaliation.
- Excessive absenteeism or tardiness.
- Insubordination or poor performance, including refusal to perform assigned tasks or refusing to cooperate in any Company investigation.
- Engaging in altercations.
- Interfering with the work performance of others.
- Misusing or destroying Company property, including violating your duties of confidentiality.
- Engaging in threats of violence and or committing acts of violence directed towards employees, customers or guests of the Company.
- Possessing or bringing firearms or other dangerous weapons on to the Company property.
- Unauthorized possession, use or sale of alcoholic beverages, illegal drugs or any other controlled substance on Company property, at Company events or in a business environment as a representative of the Company or reporting for work under the influence of alcohol or illegal drugs or otherwise violate the Company's substance abuse policy.

- Abuse of alcohol or prescription drugs.
- Violating safety or health regulations or engaging in conduct that creates a safety or health hazard.
- Use of vulgar language, sexual innuendo, profanity, epithets, derogatory jokes or comments.

The Company reserves the right to terminate an employee in accordance with their employment at-will status, which means that you may be terminated with or without cause and with or without notice.

COMPLIANCE WITH EMPLOYMENT LAWS ¹

The Company's work environment, worldwide, is based on respect for one another at all times and respect for workplace laws in each jurisdiction in which the Company does business. These laws may include, but are not limited to, equal employment opportunity statutes, drug-free workplace mandates, and rules or regulations promoting a work environment that is free of discrimination and unlawful harassment. To the extent that applicable state law dictates that the existing policies must be modified or additional employment policies are required, employees in those states will be notified of such applicable policies or modifications.

¹ Note to Motricity: Companies often will include additional discussion on these topics, each with its own individualized subsection, as an employee public relations tool. Please let us know if you would like to expand the above included disclosure.

COMPUTER SYSTEMS AND INFORMATION TECHNOLOGY

Use of Company Computer Systems

The Company provides computer and other communications and information technologies to help its employees do their job. This includes, for example, e-mail, instant messaging, blogs, graphics, message boards, telephones, chat rooms, voicemail, internet access, word processing, and data storage. Because these are Company assets and are used for the Company's business, you are required to use this equipment in a manner consistent with the Company's values and ethical standards.

You should have no expectation of privacy in your communications on these devices or information stored within them. The Company has the unlimited right to investigate, monitor, search, review, and block any communications or data on the Company's systems, whether or not it pertains to a business activity, or on systems used for the Company's business. Communications, data, or inappropriate conduct that violate this Code, such as:

- Accessing pornographic or sexually explicit materials, comments or images or any other offensive content including, but not limited to, racial slurs, gender-specific comments or any comments or images that would offend someone on the basis of his or her age, gender, sexual orientation, religious or political beliefs, national origin, disability status or veteran's status,
- Participation in chain letters or illegal pyramid schemes,
- Posting on a home page elsewhere on the internet or Company intranet statements that are defamatory, false or misleading as it relates to the Company,
- Downloading, using or distributing software or executable programs from the internet without the express permission of the IT Department, or
- Downloading, using or distribution of copyrighted material without proper authorization from or payment to the owner of the intellectual property rights in such materials,

are prohibited and may result in disciplinary action up to and including termination. Subject to these limitations, incidental personal use of the Company's communications and information technologies is permitted.

Content

The Company provides web distribution to many clients, and we have a responsibility to protect each client and to provide the best services available. Material presented in any publication, website, or any other medium is required to reflect professional and ethical practices instituted by the Company. We strictly prohibit and do not condone written or verbal comments of a nature that are clearly in violation of accepted moral and ethical standards. In particular, we do not serve content which is illegal, unethical, or immoral, including pornographic, inflammatory, demeaning content or promotes any type of alternative lifestyle. The following guidelines were designed to ensure these obligations are met.

All content and distribution services provided by the Company and its subsidiaries may be used for lawful purposes only. Transmission, storage, or presentation of any information, data or material in violation of any United States federal, state or city law is prohibited. This includes, but is not limited to: copyrighted material, material we judge to be threatening or obscene or material protected by trade secret and other statute, and/or which constitutes an invasion of privacy.

Prohibited content includes digital media titles that promote any illegal activity or present content that may be damaging to the

Company servers or any other server on the Internet. Links to such materials are also prohibited.

Examples of unacceptable content or links:

- Pirated software
- Hacker programs or archives
- Warez sites
- Material that is explicit, obscene or pornographic in nature (in text, graphic, audio or streaming media formats)
- Content that would be considered offensive
- Material that promotes any type of alternative lifestyle
- Content that would promote any illegal activity
- Material that is offensive, profane, hateful, threatening, harmful, defamatory, libelous, harassing or discriminatory on the basis of race, ethnicity, religion, creed, gender, disability, age, veteran's status, national origin, or any other category or characteristic protected by law.
- Material that exploits minors
- Instructional information about illegal activities, or promotes physical harm or injury against any group or individual including hate propaganda

We are not responsible for client account content, but make every effort at removing questionable material. The Company may, at its option and at any time, reject any material, including, but not limited to after it has been put on the Company's web servers. This includes the Company's right to disable such non-"Server-ready" materials, such as CGI scripts or programs which consume an unreasonable amount of CPU (Central Processing Unit) usage or RAM (Random Access Memory) as determined by the Company. The Company agrees to notify a client immediately of its refusal of the material and/or suspension of the account and afford the client the opportunity to amend or modify the material to satisfy the needs and/or requirements of the Company. If the client fails to modify the material, as directed by the Company, within a reasonable period of time established by the Company, any partnership agreement shall be deemed to be terminated.

APPLICATION, ENFORCEMENT AND REPORTING OF VIOLATIONS

This Code applies to all directors, officers and employees of the Company. These standards are enforced fairly and without prejudice at all levels of the Company consistent with the Company's obligations under the law.

This Code reflects general principles to guide the Company's directors, officers and employees in making ethical decisions. Directors, officers and employees are expected to follow this Code and to represent the Company in a responsible and ethical manner. The Code is not intended to address every situation in which the Company may find it appropriate to take disciplinary action.

Violations of this Code may result in disciplinary action. Forms of discipline include, but are not limited to, verbal warning or counseling, written warning, suspension, demotion and employment termination. The Company is not obligated to follow any progressive disciplinary structure and may elect any form of discipline (or combination thereof) at any time in its sole discretion, including employment termination as a first response. **Nothing in this Code alters the at will relationship of employment with the Company.**

Actual or likely conduct that reasonably may violate the Code or applicable law must be reported promptly to your manager, the Human Resources Department, or the Legal Department. Additionally, the Company has established an Ethics Hotline at 1-866-614-4972 for the reporting of violations of this Code. Calls to the Ethics Hotline may be made anonymously and the confidentiality for all who report concerns will be maintained to the fullest extent possible.

Reports will be investigated promptly and thoroughly. All employees are expected to cooperate with an investigation, refrain from interfering with an investigation, avoid misrepresenting information relevant to an investigation, and not attempt to discover the identity of anyone related to the matters under investigation.

The Company will not permit any form of retaliation against any person, who, in good faith, reports violations or suspected violations of this Code or who assists in an investigation of a reported violation. Acts of retaliation should be reported immediately.

Generally, there should be no waivers to this Code. However, in rare circumstances conflicts may arise that necessitate waivers. A waiver of the Code only may be made by the Governance and Nominating Committee or the Board of Directors, and will be promptly disclosed to the extent required by law (including SEC rules and stock exchange listing requirements).

This Code is publicly available at the Company's website at www.motricity.com and to any shareholder who requests it free of charge upon written request to the Company. The Company reserves the right to periodically update this Code by publishing such updates on the Company's website.