



## Code of Ethics for Senior Management and Financial Employees

Crossroads Systems, Inc.'s senior management and employees of the finance organization hold an important and elevated role in corporate governance in that they are uniquely capable and empowered to ensure that all stockholders' interests are appropriately balanced, protected and preserved. The honesty, integrity and sound judgment of Crossroads' senior management and financial employees is fundamental to our reputation and success. While all directors, officers and employees are required to adhere to the Crossroads Systems, Inc. Standards of Professional Practice and Ethical Conduct, the professional and ethical conduct of the senior management and financial employees is essential to the proper functioning and success of Crossroads.

All senior management and financial employees covered by this Code of Ethics will:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. Provide stockholders with information that is full, fair, accurate, timely and understandable, including in our filings with and other submissions to the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company.
3. Comply with all applicable laws, rules and regulations, including insider trading laws, of federal, state and local governments, and other appropriate private and public regulatory agencies.
4. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated.
5. Proactively promote ethical and honest behavior within Crossroads and as a responsible partner with industry peers and associates.
6. Maintain control over and responsibly manage all assets and resources employed or entrusted to me by the Company.
7. Not unduly or fraudulently influence, coerce, manipulate or mislead any authorized audit or interfere with any auditor engaged in the performance of an internal or independent audit of the Company's financial statements or accounting books and records.
8. Report illegal or unethical conduct of a financial or non-financial nature of which you are or become aware of by any director, officer or employee that you believe (in good faith based upon the facts and circumstance known to you) has occurred, is occurring or is reasonably likely to occur, including any potential violations of this Code or the Company's Standards of Professional Practice and Ethical Conduct. Such report shall be made to an appropriate representative of the Company, which may be the Chief Compliance Officer, an executive officer covered by this Code who is senior to you, a member of the Audit Committee of the Board of Directors, or if it is not appropriate to report to any of the foregoing persons, then to another member of the Board of Directors or through the Company's confidential, anonymous reporting process. Without limiting the generality of the foregoing, this reporting obligation is not intended to impose on you the obligation to report mere rumors and innuendo of which you may become aware; but you should not ignore the presence of such information, which when combined with other information of which you are aware, would lead a reasonably prudent person to conclude that such information should be further investigated or reported.
9. Comply with this Code and the Company's Standards of Professional Practice and Ethical Conduct. Employees who violate any part of this Code will be subject to disciplinary action.

This Code is subject to all applicable laws, rules and regulations. This Code incorporates by reference the Crossroads Systems, Inc. Standards of Professional Practice and Ethical Conduct that applies to all directors, officers and employees. If there is a conflict between this Code and a Company policy or procedure, the Crossroads Systems, Inc. Standards of Professional Practice and Ethical Conduct, or any applicable law, rule or regulation, consult with the HR Department for guidance.

Any waiver of, modification of, or change to any part of this Code may only be made by a vote of the Board of Directors or a designated Board committee. In the event that a waiver of, modification of, or a change to this Code is granted, then the notice of the waiver, modification and/or change shall be posted on the Company's website within five business days of the approval of the board of directors (or designated committee thereof) and shall be disclosed otherwise as required by applicable law or The NASDAQ Stock Market or SEC rules, including disclosure through a filing with the SEC of a Form 8-K. Notices posted on the Company website shall remain there for a period of 12 months and shall be retained in the Company's files as required by law.

Disciplinary actions for violations of this Code can include oral or written reprimands, suspension or termination of employment, a potential civil lawsuit against you and referral of matters to appropriate legal or regulatory authorities. The violation of laws, rules or regulations, which can subject the Company to fines and other penalties, may result in your criminal prosecution.