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Nonemployee directors may not accept compensation from the Company for services performed for the Company other than compensation associated with their activities as a director unless such compensation is approved in advance by the Chair of the Governance & Public Policy Committee.

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Directors and members of their families may not accept gifts from persons or entities who deal with the Company in those cases where any such gift has more than a nominal value, is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest.

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Directors may not use Company assets, labor or information for personal use except as outlined in Procedure 10, "Proper Use of Company Resources," or unless approved by the Chair of the Board or the Chair of the Governance & Public Policy Committee, or as part of a compensation or expense reimbursement program available to all directors.

Directors are prohibited from (1) taking for themselves opportunities related to the Company's business; (2) using the Company's property, information, or position for their personal benefit or for the benefit of any person or entity outside the Company; or (3) competing with the Company for business opportunities, provided, however, if the Company's "disinterested directors," as defined under applicable law, determine that the Company will not pursue an opportunity that relates to the Company's business, a director

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regulations or the Company's Code of Conduct and improper or unethical behavior to appropriate personnel or through other appropriate channels; and (3) inform employees that retaliation of any kind against anyone who speaks up to report a concern will not be tolerated.

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Any suspected violations of this Code should be communicated promptly to the Chair of the Board or the Chair of the Governance & Public Policy Committee.