



CARRIER ACCESS CORPORATION CODE OF ETHICS AND BUSINESS CONDUCT

At Carrier Access Corporation, we conduct our business with the highest degree of honesty and ethical behavior. We are committed to one another and to our customers, partners, vendors, and shareholders, all of whom are integral to our business. We operate with integrity, decency and fair play and are ethical in our communications and actions. We speak with openness, honesty and courage. We are accountable for our words and actions and strive to build a challenging work environment that rewards teamwork, innovation and success. We respect individuality and recognize diverse lifestyles and work styles.

This Code of Ethics and Business Conduct provides an overview of Carrier Access Corporation's fundamental policies. It is by no means exhaustive, but summarizes some of our most important policies, which are based on standards that underlie our business ethics, professional integrity and our foundational values- standards that apply to all of our employees, wherever they may be based. In addition to this Code of Ethics and Business Conduct, you should familiarize yourself with the specific policies that apply to individual areas of responsibility at Carrier Access as well as the Carrier Access Corporation Employee Guide.

After reading the Code of Ethics and Business Conduct, please ask questions if any items are not perfectly clear. Should you become aware of violations of these policies, your responsibility is to communicate the information promptly in accordance with the procedures set forth in this Code. Understanding, communicating, and working together to create a positive work environment are what make our policies and practices effective and make Carrier Access an outstanding place to work.

Roger L. Koenig,
Carrier Access Corporation

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COMPLIANCE IS SERIOUS BUSINESS

Carrier Access's business conduct policies are consistent with Carrier Access's core foundational values – *integrity, open communications, decency, fair play* and *personal accountability*. A fundamental part of being a Carrier Access officer or employee is respecting and adhering to these policies and Carrier Access's foundational values. The various policies applicable to Carrier Access employees can be found on the Human Resources and Finance department tabs located on EZAccess, our intranet site. Many Carrier Access policies reflect legal or regulatory requirements. Violations of these legal or regulatory requirements can create significant liability for Carrier Access, its directors, officers, and employees. Liabilities not only may result in monetary damages but may even threaten our ability to continue to do business. Therefore, first and foremost, our policy is to behave in an ethical manner and comply with all laws, rules and government regulations that apply to our business. It is your responsibility to know and follow the law and conduct yourself in an ethical manner. It is also your responsibility to report any violations of the law or this Code.

PERSONS TO WHOM THIS POLICY APPLIES

This Code of Ethics and Business Conduct applies to Carrier Access's board of director members, executive management, employees, contingent workers and independent contractors.

YOUR RESPONSIBILITIES TO CARRIER ACCESS AND ITS SHAREHOLDERS

Equal Opportunity and Anti-Harassment

Carrier Access's values of ethics, integrity, honesty, decency and fair play require an environment that is open, supportive, and interdependent. No action could be more contrary to our values than discrimination of any kind.

Discrimination, harassment, slurs, or jokes based on a person's race, color, creed, religion, national origin, citizenship, age, sex, sexual orientation, marital status, mental or physical disability, or any other classification covered by law will not be tolerated. This is true for every Carrier Access employee and contractor as well as for our business partners. A more detailed discussion of these policies can be found in the Carrier Access Employee Guide on EZAccess in the sections on Equal Employment Opportunity/ Affirmative Action/ Unlawful Harassment and Sexual Harassment.

Conflicts of Interest

One's responsibilities to Carrier Access, its shareholders, and his or her colleagues do not prevent one from engaging in personal transactions and investments; they do, however, demand that one avoid situations where a conflict of interest might occur or appear to occur. Carrier Access is subject to scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety.

What constitutes a conflict of interest? Consider these situations.

Outside Employment. You should not engage in any business outside Carrier Access if it interferes with your performance or responsibilities to the Company. You should not accept simultaneous employment with a supplier, customer, developer, or competitor of Carrier Access, or take part in any activity that enhances or supports a competitor's position.

Outside Directorships. It is a conflict of interest to serve as a director of a company in competition with Carrier Access. Although you may serve as a director of a Carrier Access supplier, customer, developer, or other organization, you must first obtain approval from the Company's General Counsel or Chief Financial Officer, and any remuneration you receive should be of an amount reflective of your responsibilities. If you serve as a director at the request of Carrier Access, you should not accept any remuneration for such service.

Business Interests. Before investing in the business interests of customers, suppliers, developers, or competitors, you must first ensure that these investments do not compromise your responsibilities to Carrier Access. Many factors should be considered in determining whether a conflict of interest exists, including the size and nature of the investment; your ability to influence Carrier Access decisions; your access to the confidential information of Carrier Access or of the other company; and the nature of the relationship between Carrier Access and the other business. Typically, investments of less than two percent of the total outstanding shares in companies listed on a national securities exchange, or quoted daily by Nasdaq or any other board, do not create a conflict of interest.

Related Parties. As a general rule, you should avoid conducting Carrier Access business with a family member, with a business in which a family member is associated in any significant role, or with other related parties. If such a transaction is unavoidable, you must obtain prior approval from the Company's Chief Financial Officer and engage a Carrier Access purchasing agent to negotiate arms length terms. No preferential treatment should be given to the business that would not otherwise be given to another business.

Other Situations. It would be impractical to list all possible situations where conflicts of interest might arise. If you have any questions or doubts about a proposed transaction or situation, ask your manager, your HR business representative, or an attorney in the Legal Department before entering into the relationship or situation in question.

FINANCIAL REPORTING RESPONSIBILITIES

As a public company it is of critical importance that our filings with the Securities and Exchange Commission be accurate and timely. You may be called upon to provide information to assure that our public reports are complete, fair and understandable. Carrier Access expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to our public disclosure requirements.

All employees of Carrier Access and its board of directors bear a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of Carrier Access. The Chief Executive Officer and Finance Department personnel have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout Carrier Access that ensures the fair and timely reporting of our financial results and condition.

All employees of Carrier Access and its board of directors are bound by the following Financial Code of Ethics, and by accepting the Code of Ethics and Business Conduct; each agrees that he or she will:

Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.

Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that Carrier Access files with, or submits to, government agencies and in other public communications.

Comply with applicable rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.

Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.

Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.

Share knowledge and maintain skills important and relevant to stakeholder's needs.

Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.

Achieve responsible use of and control over all assets and resources employed or entrusted.

Promptly report to the Director of Internal Control and/or the Chairman of the Audit Committee any conduct that the individual believes to be a violation of law or business ethics or of any provision of the Code of Ethics and Business Conduct, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

Be accountable for adhering to this Code.

VIOLATIONS OF THIS FINANCIAL CODE OF ETHICS, INCLUDING FAILURES TO REPORT POTENTIAL VIOLATIONS BY OTHERS, WILL BE VIEWED AS A SEVERE DISCIPLINARY MATTER THAT MAY RESULT IN PERSONNEL ACTION, INCLUDING TERMINATION OF EMPLOYMENT.

SPECIAL RESPONSIBILITIES FOR INTERACTION OUTSIDE OF CARRIER ACCESS

Carrier Access employee's also bear a special responsibility for maintaining integrity in their actions when interacting with our customers, vendors, investors and the general public. Because of this significant interaction with our business partners and the public, Carrier Access employees are bound by the following guidelines and by accepting the Code of Ethics and Business Conduct; each agrees that he or she will:

Demonstrate high ethical standards when interacting with Carrier Access's business partners or the public.

Always protect and promote the interests of Carrier Access Corporation before personal interests or interests of another company.

Take appropriate steps to ensure that all agreements are considered binding by both parties.

Refrain from knowingly participating in actions, agreements, or sales practices, which may be detrimental or cause misrepresentations to customers or vendors of Carrier Access.

Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.

PROTECTING CARRIER ACCESS'S CONFIDENTIAL INFORMATION

Carrier Access's confidential and proprietary information is its most valuable asset and includes: product architecture, source code, and programming techniques; product and marketing plans and road maps; names and lists of customers, resellers, and employees; financial information; and internal e-mail communications. This information is Company property and is protected under the law. Every employee has the responsibility to safeguard it and to never disclose it without proper authorization.

The Employer Protection Agreement. When you joined Carrier Access, you signed an agreement to protect and hold confidential our proprietary information. This agreement remains in effect for as long as you work for Carrier Access and even after you leave. You may not disclose Carrier Access's confidential information to anyone or use it to benefit anyone other than Carrier Access without Carrier Access's prior written consent. Abiding by this agreement is a fundamental condition of your employment, and you should take its provisions very seriously.

Disclosure of Confidential Information. To further Carrier Access's business, we may sometimes need to disclose our proprietary information to potential business partners or customers. However, such disclosure should never be made without carefully considering its potential benefits and risks. If your manager and other appropriate Carrier Access management determine that disclosure of confidential information is necessary, you must then contact the Legal Department to ensure that an appropriate written non-disclosure agreement has been signed by all parties before any disclosure takes place. Additionally, no financial information other than that required by statutory reporting requirements may be disclosed without the prior approval of the Chief Financial Officer. Never accept a third party's nondisclosure agreement without having it reviewed by the Legal Department.

Confidential information of Carrier Access is sometimes distributed to employees from members of the executive staff. Carrier Access employees are not authorized to share this information externally. Posting these communications on the Internet or e-mailing them to outside parties is prohibited. Only designated employees may refer to this information externally or speak with the press or financial analyst community regarding confidential matters. All inquiries from the press and financial analysts must be referred to the Chief Financial Officer or the Vice President of Marketing. For more information on sharing information externally, please see Carrier Access's Insider Trading Policy.

OBLIGATIONS UNDER SECURITIES LAWS—"INSIDER" TRADING

From time to time, you may have access to information about Carrier Access's business that has not been disclosed to the public. Material undisclosed information about Carrier Access's business is called "inside" information and can be financial information, product launch dates, or other information that could affect the price of Carrier Access stock. Trading stock on the basis of inside information, regardless of how small or large the trade may be or where you reside, is a serious violation of U.S. securities laws and, depending on the circumstances, the laws of other countries as well. All employees are discouraged from engaging in short sales, and members of the Board of Directors, executive officers and other officers are specifically prohibited from doing so. For further information, please consult the Carrier Access Corporation Insider Trading Policy.

USE OF CARRIER ACCESS'S ASSETS

Protecting Carrier Access's assets is a key fiduciary responsibility of every employee. Care should be taken to ensure that assets, including Carrier Access e-mail and the personal data of our customers, are not misused, misappropriated, loaned to others, or sold or donated without appropriate authorization.

Computers and Other Equipment. Care for Carrier Access equipment and use it responsibly. If you use Carrier Access equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. If you leave Carrier Access employment, you must immediately return all Company-owned equipment.

Software. All software used by employees to conduct Carrier Access business must be authorized and licensed copies. Making or using unauthorized copies constitutes copyright infringement and may expose you and Carrier Access to civil and criminal liability.

Use of E-mail. E-mail must be used appropriately. Irresponsible, careless, or insensitive statements in an e-mail can be taken out of context and used against you and the Company. Similarly, disparaging comments made against others could, under certain circumstances, constitute libel or a form of harassment. Follow simple rules of etiquette and common sense when preparing and sending e-mails. For additional information concerning e-mail use and monitoring, please review the e-mail policy as detailed in the Employee Guide.

Use of the Internet. Internet access is provided for business purposes. Please keep in mind that personal use of that access should be kept within reasonable limits.

To provide effective bandwidth, Carrier Access may monitor Internet use by employees. Internet use that is not strictly business related during business hours should be minimized.

Use of Carrier Access's equipment or networks to view, access, store, share, copy, upload or download any of the following will not be tolerated:

Images, data or other information of an obscene, racial or sexually explicit nature; and

Unauthorized copies of any work protected by copyright, including films, music, software, computer games and publications.

Failure to comply with this rule will result in disciplinary action, up to and including termination of employment.

MAINTAINING AND MANAGING RECORDS

Keeping accurate books and records and retaining them for retrieval is an important part of our daily business. In fact, various laws require that records be accurate and that they be kept for minimum periods of time.

Carrier Access's record-retention policies are established in compliance with local laws. The policy dictating record retention for locations in the United States and the minimum periods worldwide are set out in the Document Retention Policy. Periodically disposing of documents that are no longer useful and do not need to be retained is just as important as knowing when to save information. If litigation is pending or threatened, all pertinent documents should be retained.

PAYMENT AND APPROVAL PRACTICES

Accounting Practices. Carrier Access's responsibilities to its shareholders and the investing public, as well as its obligations under applicable laws governing corporations require that all transactions be fully and accurately recorded in our books and records. False or misleading entries, unrecorded funds or assets, unapproved purchases, or commitments or payments without appropriate supporting documentation and approval are strictly prohibited. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion. Reimbursement to employees for expenses incurred as part of their employment will be made pursuant to the Business and Meal Reimbursement Policy available on EZAccess.

Political Contributions. Carrier Access's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances, directly or through intermediaries (such as political action committees, non-profit advocacy organizations or industry associations) anywhere in the world without the prior written approval of the Chief Financial Officer.

Sales Representatives, Agents, and Consultants. The bulk of Carrier Access's business is done through Carrier Access sales professionals. In addition, Carrier Access sometimes engages consultants, channel sales partners, and other third parties to provide services and to act on its behalf. Our relationships with all third parties must always be proper, lawful, and documented; wherever in the world they occur.

Commissions, fees, and discounts and any other terms related to the transaction, must always be set out in a written agreement and must reflect the value to Carrier Access of the service being provided. They should never exceed amounts that are reasonable and customary in our industry. The service to be provided must be legal and proper and must be provided according to the terms of the written agreement.

The transaction and the written agreement must follow the appropriate approval path – being reviewed and approved by both the Legal and Finance departments. Side agreements, side arrangements or any other scheme to circumvent the agreement approval process or sales compensation plan are strictly prohibited and will subject any involved employee to disciplinary action, up to and including termination. Payments must never be made in cash and may only be made against an accurate and complete invoice.

Government Officials. Laws in most countries prohibit or restrict government officials or employees of government agencies from receiving payments, entertainment, or gifts. The U.S. Foreign Corrupt Practices Act prohibits Carrier Access and its employees from making any payments or giving anything of value to a government official, or to an official or candidate of any political party, for the purpose of winning or keeping business. Additionally, 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 Chief Financial Officer in consultation with the Legal Department.

EXPORT CONTROLS

Many countries maintain controls on the destinations to which products, including software, may be exported. The United States government maintains some of the strictest export controls. The U.S. regulations are complex and apply both to exports from the United States and to exports from other countries, when those products contain components or technology that originated in the United States. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, presenting technical data to foreign nationals in the United States may constitute a controlled export. It is important that all Carrier Access employees refer to and comply with the Carrier Access Export Compliance Program, available for reference on EZAccess. The Legal Department can provide you with additional guidance on the embargoed countries, denied parties, and other export controls issues.

RESPONSIBILITIES TO OUR CUSTOMERS AND SUPPLIERS

Quality Policy

Carrier Access is committed to delivering quality, as demonstrated in the Carrier Access Quality Policy:

Customers

We listen to our customers.

Accountability and Alignment

We deliver solutions that are reliable and robust in design and in alignment with our business, product and quality system objectives.

Continuous Improvement

We continuously improve our products, processes and business relationships.

Support

We provide a high level of support to achieve maximum customer satisfaction.

Payments or Gifts to or from Others

Never give a gift to any third party or accept gifts from anyone who is doing business with Carrier Access or who wishes to do business with Carrier Access. The only exceptions are inexpensive gifts having a maximum value of US \$100. You may accept and offer infrequent business meals and entertainment, provided they are not lavish or excessive, or of a nature that might create the appearance of impropriety. Never give or accept a loan of any amount without the prior written approval of the Chief Financial Officer.

Sometimes, local customs may require that you exchange more valuable gifts with suppliers or customers; however, you must first obtain approval from your manager. Such gifts should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. Any gift you receive having a value greater than US \$100 must be turned over to Carrier Access for appropriate disposition. The nature and cost of any gift you give must be accurately recorded in Carrier Access's books and records.

Publication Copyright Protection

Carrier Access subscribes to many publications that help employees do their jobs better, such as newsletters, reference works, and magazines in digital and printed form. These works are generally protected by copyright law, and their unauthorized copying and distribution constitutes copyright infringement. Works published on the Internet, such as technical papers or product information, are also generally protected by copyright. Never make copies of publications or significant parts of them without first obtaining the consent of the publisher. When in doubt, consult the Legal Department.

At times, Carrier Access employees may wish to use music, film, or video clips in presentations, promotional materials, or at trade shows or Company events. These works are protected by copyright law, and their unauthorized use constitutes copyright infringement. Do not use them for a business purpose without first obtaining the necessary rights from the copyright owners or their representatives. These rights usually require several weeks to obtain and may require the payment of a fee. Please contact the Legal Department for assistance well in advance.

Handling the Confidential Information of Others

Carrier Access has many kinds of business relationships with many companies and individuals. Sometimes, they will volunteer confidential information about their products or business plans to induce Carrier Access to enter into a business relationship. At other times, we may request that a third party provide confidential information to evaluate a potential business relationship with that party. Whatever the situation, we must take special care to handle the confidential information of others responsibly, as it may be a trade secret or protected intellectual property. It is important that Carrier Access enter into non-disclosure agreements with these parties to protect both our confidential information and respect their confidential information. At no time should you accept confidential or proprietary information that belongs to a competitor – regardless of its source. Employees should further refrain from using or making available any confidential information belonging to former employers. If you have any questions as to how to handle any matter related to confidential information of third parties, or need to present a non-disclosure agreement to a third party, please seek counsel by an attorney in our Legal Department.

Privacy Policy

All Carrier Access operations, activities and functions that collect, use, receive, or distribute personal data must have appropriate safeguards in place to ensure that such information is not misused, misappropriated, revealed, sold, or donated without appropriate authorization. All electronic and physical resources, whether owned or leased by Carrier Access, and the messages, files, data, software or other information stored or transmitted on them are, and remain at all times, the property of Carrier Access, and Carrier Access reserves the right to inspect these items.

Free and Fair Competition

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. Carrier Access is committed to obeying these laws. The consequences of not doing so can be severe for all of us.

These laws often regulate Carrier Access's relationships with its independent distributors and resellers, including pricing practices, discounting, credit terms, promotional allowances, exclusive dealerships or distributorships, restrictions on carrying competing products, termination, and many other practices.

They also govern, usually quite strictly, relationships between Carrier Access and its competitors. As a general rule, contacts with competitors should be limited and should always avoid subjects such as customers, suppliers, costs and prices, or other terms and conditions of sale. You should consult the Legal Department before joining any trade association of competitors. Although the spirit of these laws, known as "antitrust," "competition," or "consumer protection" laws, is straightforward, their application to particular situations can be quite complex. To ensure that Carrier Access complies fully with these laws, each of us should have a basic knowledge of them and should involve our Legal Department early on when questionable situations arise.

Selecting Suppliers

Carrier Access's suppliers must be chosen with the same care, and treated with the same respect, as our distributors and resellers. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate nondisclosure agreement has been signed. A supplier's performance should never be discussed with anyone outside Carrier Access. A supplier to Carrier Access is free to sell its products or services to Carrier Access's competitors, except where they have been designed, fabricated, or developed to Carrier Access's specifications.

REPORTING POSSIBLE VIOLATIONS OF POLICIES

Ethical business conduct is at the core of Carrier Access's business practices. As a Carrier Access employee, your responsibility is to respect and adhere to these practices and Carrier Access's foundational values. Many of these practices reflect the requirements of laws or regulations. Violations of these laws and regulations can create significant liability for Carrier Access, its directors, officers and employees.

Part of your job and your ethical responsibility at Carrier Access is to help Carrier Access enforce this Code of Ethics and Business Conduct. You should be alert to possible violations and you are required to cooperate in any internal or external investigations regarding possible violations. Such self-policing is encouraged and reprisal, retribution or retaliation by anyone within Carrier Access against any employee who has in good faith reported a violation or a suspected violation is prohibited.

If you know of or suspect any conduct that you believe in good faith to be inconsistent with the Code of Ethics and Business Conduct, with Carrier Access's policies (including its financial accounting policies), or with the requirements of the law, you are obligated to report it to Carrier Access's Director of Internal Control and/or the Director of Human Resources. If you wish to remain anonymous, you may make a report through the Ethics Hotline at (303) 218 - 5779 or you may send a confidential letter addressed to the Chairman of the Audit Committee c/o Carrier Access Corporation, 5395 Pearl Parkway, Boulder, Colorado 80301.

Reprisals, threats or retaliation against any person who has reported a violation or a suspected violation of Carrier Access's accounting policies, or against any person who is assisting in resolving the matter, are prohibited.

DISCIPLINARY ACTIONS

The matters and policies covered in this Code of Ethics and Business Conduct are of the utmost importance to Carrier Access, its shareholders, and its business partners. We expect all of our board of director members, executive management, employees, contingent workers, and independent contractors to adhere to these rules in carrying out their duties for Carrier Access.

Carrier Access will take appropriate action against any employee, contingent worker, or independent contractor whose actions violate any Carrier Access policies. Disciplinary actions may include immediate termination of employment or business relationship, at Carrier Access's discretion. Where the company has suffered a loss, it will pursue its remedies against the individuals or entities responsible. Where laws have been violated, Carrier Access will cooperate fully with the appropriate authorities. Employees in the United States should be aware that this Code of Ethics and Business Conduct does not alter an employee's at-will relationship with Carrier Access as described in the Employment At-Will Policy in the Carrier Access Employee Guide.

ACKNOWLEDGMENT OF CODE OF ETHICS AND BUSINESS CONDUCT

I have received and read the Carrier Access Code of Ethics and Business Conduct. I understand and agree to comply with the standards and policies contained or described in the Code of Ethics and Business Conduct. I also understand that there may be additional policies or laws specific to my job.

If I have questions concerning the meaning or application of the Code of Ethics and Business Conduct, any Carrier Access policies, or the legal and regulatory requirements applicable to my job, I know I can consult my manager, the Human Resources Department, or the Legal Department.

Signed _____

Employee name _____

Department _____

Date _____

Please sign and return this form to the Human Resources Department.