

# McAFEE, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

Adopted October 27, 2009

This Code of Business Conduct and Ethics (this "Code") is designed to promote honest, ethical and lawful conduct by all employees, officers and directors of McAfee, Inc. and all subsidiaries and entities controlled by it (collectively, the "Company"). This Code is intended to help employees, officers and directors understand the Company's standards of ethical business practices and to stimulate awareness of ethical and legal issues that may be encountered in carrying out their responsibilities. The actions of every employee, officer and director affect the reputation and integrity of the Company. Therefore, it is essential that each take the time to review this Code and develop a working knowledge of its provisions.

### 1. Scope

This Code is part of a broader set of Company policies and compliance procedures described in greater detail in the Company's employee handbook, as supplemented by policies and compliance procedures set forth on the Human Resource Department and Legal Department web pages of the Company's Intranet (the "Employee Handbook"). *This Code is not intended to supersede or materially alter specific Company policies and procedures set forth in the Employee Handbook.* If you believe there is a conflict between this Code and the Employee Handbook, please contact the Chief Compliance Officer, General Counsel or other appropriate members of the Legal Department or Human Resource Department. You may access the Employee Handbook on the Company's Intranet at [http://corp.mcafee.com/sites/myhrportal/policies\\_procedures.aspx](http://corp.mcafee.com/sites/myhrportal/policies_procedures.aspx). This Code is subject to the applicable laws of the jurisdictions in which the Company operates.

No Company policy can provide definitive answers to all questions. It is difficult to anticipate every decision or action that an employee, officer or director of the Company may face or consider. Whenever there is doubt about the right ethical or legal choice to make, or questions regarding any of the standards discussed or policies referenced in this Code, an employee should fully disclose the circumstances, seek guidance about the right thing to do, and keep asking until guidance is obtained. An employee should make full disclosure to, and seek guidance from, the employee's supervisor in the first instance. The Company's Chief Compliance Officer, General Counsel or—in instances involving accounting practices, internal controls or audits—the Audit Committee are also avenues that are available. If employees have questions regarding any of the standards discussed or policies referenced in this Code or are in doubt about the best course of action in a particular situation, the employee should refer to the reporting requirements for that goal or standard as stated in this Code, or the reporting requirements set forth in a specific Company policy and contact the person or party designated.

Those who violate the standards in this Code will be subject to disciplinary action. If you are in a situation that you believe may involve or lead to a violation of this Code, you have an affirmative duty to disclose to, and seek guidance from, the appropriate internal authority. Failure to follow this Code, as well as to comply with federal, state, local and any applicable foreign laws, and the Company's corporate policies and procedures may result in termination of employment or termination of board service.

It is the Company's policy to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures and related matters. It is also the policy of the Company to protect those who communicate bona fide concerns from any retaliation for such reporting. Confidential and anonymous mechanisms for reporting concerns are available and are described in this Code. However, anonymous reporting does not serve to satisfy a duty to disclose your potential involvement in a conflict of interest or in unethical or illegal conduct.

### 2. Compliance with Laws, Rules and Regulations

The Company requires its employees, officers and directors to comply with all applicable laws, rules and regulations in countries where the Company does business. Violation of domestic or foreign laws and regulations may subject an individual, as well as the Company, to civil and/or criminal penalties and may result in the loss of business.

Legal compliance is not always intuitive. To comply with the law, employees, officers and directors must learn enough about the national, state and local laws that affect the Company to spot potential issues and to obtain proper guidance on the right way to proceed. This means, for example, that employees and officers whose day-to-day work is directly affected by particular laws have a responsibility to understand them well enough to recognize potential problem areas and to know when and where to seek

advice. When there is any doubt as to the lawfulness of any proposed activity, advice should be sought from an appropriate member of the Legal Department.

Employees, officers and directors are strongly encouraged, and indeed have an obligation, to raise concerns promptly when they are uncertain as to the proper legal course of action or they suspect that some action may violate the law. The earlier a potential problem is detected and corrected, the better off the Company will be in protecting against harm to the Company's business and reputation.

### 3. Conflicts of Interest

The Company expects all employees, officers and directors to exercise good judgment and the highest ethical standards in their activities on behalf of the Company as well as in their private activities outside the Company. Particular care should be taken to ensure that no detriment to the interests of the Company (or appearance of such detriment) may result from a conflict between those interests and any personal or business interests which an individual employee, officer or director may have. In particular, every employee, officer and director has an obligation to avoid any activity, agreement, business investment or interest or other situation that might in fact or in appearance cause the individual to place his or her own interests, or those of another, above his or her obligation to the Company. Care should be taken about the appearance of a conflict since such appearance might impair confidence in, or the reputation of, the Company, even if there is no actual conflict and no wrongdoing.

While it is not possible to describe or anticipate all the circumstances and situations that might involve a conflict of interest, a conflict of interest can arise whenever an employee, officer or director takes action or has interests that may make it difficult to perform his or her work objectively or effectively or when an employee, officer or director (or an immediate family member) receives improper personal benefits as a result of their position or relationship with respect to the Company.

In all instances where the appearance of a conflict exists, the nature of the conflict must be disclosed to a responsible supervisor, Chief Compliance Officer, General Counsel or other appropriate member of the Legal Department. Where there is a real or perceived conflict of interest involving a director of the Company, the matter should be referred to the General Counsel for interpretation and discussion with the Audit Committee for resolution. For additional information on this subject, please review McAfee's conflicts of interest policy located in the Employee Handbook on the Company's Intranet at [http://corp.mcafee.com/sites/myhrportal/policies\\_procedures.aspx](http://corp.mcafee.com/sites/myhrportal/policies_procedures.aspx).

**3.1 Outside Employment.** The Company's employees and officers are expected to devote their full time and attention to the Company's business during regular working hours and for whatever additional time may be required. Outside business activities can easily create conflicts of interest or diminish productivity and effectiveness. For these reasons, employees and officers should avoid outside business activities that divert their time and talents from the Company's business if such activities diminish his or her productivity or effectiveness at the Company. Though the Company encourages professional activities and community involvement, special care must be taken not to compromise duties owed to the Company. Employees and officers are expected to disclose the nature of any non-Company activity for which compensation is received.

**3.2 Related Parties.** As a general rule you should avoid conducting Company business with a family member, with a business in which a family member is associated in any significant role, or with other related parties. The family of an employee, at a minimum, includes the employee's spouse, domestic partner or "significant other", parents, siblings, children, and any relative who lives in the same household. The Company recognizes that employees may have spouses or other family members who are employed by companies with whom McAfee does business. If such a transaction is unavoidable, you must disclose the potential conflict in advance and in writing to your immediate supervisor who should refer the matter to the appropriate members of the Human Resources, Legal, and Finance Departments for an assessment of whether a conflict exists, prior to any action being taken which could constitute a conflict of interest. No preferential treatment should be given to the business that would not otherwise be given to another business.

**3.3 Investment in Customers, Vendors, Contractors, Distributors and Others.** Financial or other relationships of an employee or their family with an existing or prospective customer, vendor, contractor, distributor, financial institution, or any other entity or individual with whom the Company does business may potentially create a conflict of interest. Those relationships include, but are not limited to, board membership, employment with, or significant ownership interest, directly or indirectly, in an entity with whom the Company does or may do business. The Company recognizes that employees may take part in legitimate financial, business, and other activities outside their jobs. Additionally, the Company recognizes that employees may have spouses or other family members who are employed by companies with whom McAfee does business. While these situations do not necessarily create a conflict of interests, as a general rule you should avoid financial or other relationships with the Company's existing or prospective customers, vendors, contractors, distributors, financial institution, or other entities that may cause a conflict of interest. You must disclose any potential conflict in advance and in writing to your immediate supervisor who

should refer the matter to the appropriate members of the Human Resources, Legal, and Finance Departments for an assessment of whether a conflict exists, prior to any action being taken that could constitute a conflict of interest.

**3.4 Memberships on Boards and Committees.** It is a conflict of interest to serve as a director of an entity in competition with the Company. Employees and officers must obtain approval from the Company's Chief Compliance Officer, General Counsel or other appropriate member of the Legal Department before agreeing to serve on the board of directors or similar body of a government agency or a for-profit enterprise that is a customer, supplier, partner or reseller of the Company.

Serving on boards of not-for-profit or community organizations does not require prior approval. However, if service with a not-for-profit or community organization creates a situation that poses a conflict of interest with the Company (for example, the organization solicits charitable contributions from the Company or purchases significant services from the Company), the Company's General Counsel should be contacted for approval to continue such service.

**3.5 Political and Other Outside Activities.** In addition, prior to seeking any election or appointment to public office, an employee or officer must notify his or her supervisor, Chief Compliance Officer, General Counsel or other appropriate member of the Legal Department to clarify the Company's position in the event the candidacy is successful or the appointment is made. Written approval must be obtained.

Subject to the limitations imposed by this Code, each employee and officer is free to engage in outside activities that do not interfere with the performance of his or her responsibilities or otherwise conflict with the Company's interests. Where activities may be of a controversial or sensitive nature, employees and officers are expected to seek the guidance of a responsible supervisor, the Chief Compliance Officer, General Counsel or other appropriate member of the Legal Department before engaging in such activities. No employee, officer or director may use his or her Company position or title or any Company equipment, supplies or facilities in connection with outside activities, nor may any employee, officer or director do anything that might infer sponsorship or support by the Company of such activity, unless such use has been approved in writing by a responsible supervisor, Chief Compliance Officer, General Counsel or other appropriate member of the Legal Department.

Employees and officers should not solicit contributions or other support from fellow employees, or distribute non-work-related material to fellow employees, during working hours or in areas where work is being performed.

**3.6 Gifts and Gratuities.** Employees, officers, directors, and their family members, are prohibited from requesting, accepting or offering any form of under-the-table payment, kickback, bribe, rebate, barter or other improper payment or gratuity in connection with any corporate expenditure or sale of goods or services. If approached with such an offer, a responsible supervisor, Chief Compliance Officer, General Counsel or other appropriate member of the Legal Department should be contacted immediately. Employees and members of their family should not accept gifts, services, travel, or entertainment that may affect – or be reasonably perceived to affect – their judgment or actions in the performance of their duties. Employees may accept gifts of nominal value (as specified in McAfee's gift policy) where it is customary or usual. Gifts of money are never permissible. For additional information on this subject, please review McAfee's gift policy located in the Employee Handbook on the Company's Intranet at [http://corp.mcafee.com/sites/myhrportal/policies\\_procedures.aspx](http://corp.mcafee.com/sites/myhrportal/policies_procedures.aspx).

#### **4. Protection and Proper Use of Company Assets**

Every employee, officer and director has a personal responsibility to protect the assets of the Company from misuse or misappropriation. The assets of the Company include tangible assets, such as products, equipment and facilities, as well as intangible assets, such as corporate opportunities, intellectual property, trade secrets and business information (including any non-public information learned as an employee, officer or director of the Company).

**4.1 Theft/Misuse of Company Assets.** The Company's assets may only be used for business purposes that are for the sole benefit of the Company. No employee, officer or director may take, make use of, or knowingly misappropriate the assets of the Company, for personal use, for use by another, or for an improper or illegal purpose. No employee, officer or director is permitted to remove, dispose of, or destroy anything of value belonging to the Company without the Company's consent, including both physical items and electronic information.

**4.2 Corporate Opportunities.** No employee, officer or director of the Company shall for personal or any other person's or entity's gain deprive the Company of any business opportunity or benefit which could be construed as related to any existing or reasonably anticipated future activity of the Company. Employees, officers and directors who learn of any such opportunity through their association with the Company may not disclose it to a third party or invest in the opportunity without first offering it to the Company. No employee, officer or director of the Company may take for themselves personally any opportunity

that they learn about through their position or their use of any Company property or information. Nor should any employee, officer or director use Company property, information or position for personal gain.

**4.3 Confidential Information/Privacy.** No employee, officer or director of the Company who is entrusted with information of a confidential or proprietary nature (about the Company, its suppliers, customers or other constituents) shall disclose that information outside the Company, either during or after service with the Company, except with written authorization of the Company or as may be otherwise required by law. Employees, officers and directors may not use confidential information for their own personal benefit or the benefit of persons or entities outside the Company. Confidential information includes all non-public information learned as an employee, officer or director of the Company.

In addition, most countries have data privacy laws regulating the collection and use of personal data, which is any information that directly or indirectly identifies a natural person, although the types of data covered, the nature of the protection and local enforcement mechanisms vary. Examples of personal data include personal, employment, medical, financial and education and training information. All employees are responsible for ensuring compliance with the data privacy requirements under the laws, rules and regulations of the applicable countries. For additional information on this subject, please review McAfee's privacy policies located in the Employee Handbook on the Company's Intranet at [http://corp.mcafee.com/sites/myhrportal/policies\\_procedures.aspx](http://corp.mcafee.com/sites/myhrportal/policies_procedures.aspx).

**4.4 Network Use, Integrity and Security.** The Company's systems may only be used for the sole benefit of the Company. The Company reserves the right to monitor or review any and all data and information contained on any employee's, officer's or director's computer or other electronic device issued by the Company. Upon request, an employee, officer or director shall provide the Company with access to any other electronic device to which Company assets have been transferred or shared or through which Company communications have been sent. Any employee, officer or director who refuses to provide such access upon Company request may be subject to disciplinary action up to and including termination. In addition, the Company reserves the right to monitor or review an employee's or officer's use of the Internet, Company Intranet and Company e-mail or any other electronic communications without prior notice.

Access to Company systems will be revoked and disciplinary action may be taken in the event that such systems are used to commit illegal acts, or to violate the nondiscrimination, harassment, pornography, solicitation or proprietary information terms of this Code, or any other terms of this Code.

In order to maintain systems integrity and protect the Company network, no employee or officer should divulge any passwords used to access any Company computer or database. Any suspected breach of the Company's network security systems should be reported to a responsible supervisor or appropriate internal authority immediately.

No employee or officer should engage in the unauthorized use, copying, distribution or alteration of computer software whether obtained from outside sources or developed internally. All software, including "shareware," contains terms of use that must be adhered to.

## **5. Relationships with Customers, Vendors, Partners, Resellers and Other Third Parties**

**5.1 Fair Dealing.** Each employee, officer and director should deal fairly with the Company's suppliers, customers, partners, resellers, competitors and employees. No employee, officer or director should take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. We respect the confidentiality and privacy of our suppliers, partners, resellers, competitors and customers. Information about the Company's suppliers, resellers, customers, competitors and employees must be used in an ethical manner and in compliance with the law. Under no circumstance should information be obtained through theft, illegal entry, blackmail, or electronic eavesdropping, or through misrepresenting affiliation with the Company or identity. Any confidential or proprietary information should not be used if it is suspected that such information has been obtained improperly.

Similarly, each employee, officer and director must respect and protect any confidential or proprietary information shared with the Company unless disclosure is necessary to comply with statutory requirements, subpoenas, court orders or other lawful process or properly authorized government investigations. This information should not be released without proper authorization and should be used for legitimate business purposes only. Employees, officers and directors should not divulge any confidential or proprietary information about their former employers, nor shall any employee, officer or director ever ask them to.

Customers and potential customers are entitled to receive accurate information regarding prices, capabilities, terms and scheduling. False or misleading statements to sell or market Company products or services are to be strictly avoided. Immediate efforts should be made to correct any misunderstanding that may exist with a customer or potential customer.

**5.2 Trade Practices and Antitrust Compliance.** Vigorous competition—free from collusion and unreasonable restraints—is the best mechanism for ensuring the production of high quality, well-priced and innovative products and services. Moreover, failure to comply with applicable antitrust and other trade regulation laws in every jurisdiction in which the Company does business could result in serious consequences both for the Company and the offending individuals—including significant civil and criminal penalties. Therefore, it is the Company's policy to compete solely on the basis of its superior and innovative products and services, through the efforts and contributions of its employees, officers and directors, and to avoid improper actions that unreasonably restrain trade. Every Company unit and employee, officer and director is expected to support Company efforts to compete vigorously in the marketplace in compliance with both the letter and the spirit of all applicable federal, state and foreign antitrust laws.

Antitrust and trade regulation issues are very complex. Determining what actions unreasonably restrain trade or are otherwise improper will depend on the structure of the market and a number of other factors. Whenever any doubt exists as to the legality of any communication, action, arrangement or transaction, please contact the General Counsel or other appropriate member of the Legal Department immediately.

**5.3 Documentation.** Employees, officers and directors who are authorized to make expenditures or enter into transactions on behalf of the Company must ensure that the applicable records comply with the Company's accounting and purchasing policies and that all transactions are recorded properly. Laws and regulations require the Company's records, including its financial, environmental, health and safety, research and development, analytical, engineering and intellectual property records, to accurately reflect the events they represent. Always record data in a timely and accurate manner. This protects the Company's resources and meets the expectations of the people who rely on the accuracy of the Company's records to perform their jobs. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action and/or disciplinary action up to and including termination of employment.

**5.4 Insider Trading and Fair Disclosure.** No employee, officer or director (nor any immediate family member) may (1) trade in securities while aware of material non-public information (also called "inside information") or (2) disclose material inside information to third parties ("tipping"). Material inside information is any information that has not been made public and, if made public, would be likely to be considered important by investors deciding whether to trade the Company's shares or other listed securities. Trading in securities of the Company or a potential merger partner or target while aware of material inside information (including the Company's interest in the proposed target), or tipping others to trade, is both unethical and illegal.

Accordingly, no employee, officer or director of the Company (nor any immediate family member, business associate or controlled investment vehicle) may: (a) trade securities of the Company or any other company while aware of material inside information with respect to that company (which includes that the Company is considering an investment in that company); (b) communicate to anyone outside the Company material inside information of any company of which that person is aware (this includes formal or informal advice given to family, household members and friends); or (c) disclose material inside information to anyone, other than those persons who need to know such information in order for the Company to properly and effectively carry out its business (e.g., to lawyers, advisers and other Company employees working on the matter).

Any questions as to whether information is material or non-public should be directed to the Company's General Counsel or other appropriate member of the Legal Department. For additional information on this subject, please review McAfee's insider trading policy located on the Company's Intranet at <http://internal.nai.com/division/legal/>.

Additionally, all employees, officers and directors must provide full, fair and accurate disclosure in all government filings and public communications.

**5.5 Inquiries from the Media and Public.** The Company is committed to providing full, fair and accurate disclosure in all public communications and in compliance with all applicable law, regulations and rules. Employees are not authorized to answer questions from the media, analysts, investors or any other members of the public. If you should receive such an inquiry, you must record the name of the person and immediately notify the appropriate persons within the Public Relations Department. Any inquiry from any governmental or regulatory authority should be referred to the Company's General Counsel.

**5.6 Bribery and Other Corrupt Practices.** The Company strictly prohibits giving or promising, directly or indirectly, anything of value to any employee or official of a government (including state-owned companies) or a political party, candidate for office, or to any person performing public duties or state functions in order to obtain or retain business or to secure an improper advantage with respect to any aspect of the Company's business.

As a U.S. entity, the Company is subject to the Foreign Corrupt Practices Act, which makes it illegal for the Company and persons working for or on behalf of the Company to offer, pay, give, promise or authorize the payment of any money or of

anything of value to any government official for the purpose of obtaining or retaining business or to secure an improper advantage, and comparable laws in other countries. Under the Foreign Corrupt Practices Act, improper payments are defined expansively to include payments, both direct and indirect (for example through agents or contactors); gifts; entertainment; and certain travel expenses. Although written local law may permit gift-giving or the payment of entertainment expenses, the Company's General Counsel or other appropriate member of the Legal Department must approve any such payments. While the anti-bribery laws permit in narrow circumstances small "facilitation" payments to expedite the routine performance of legitimate duties, this area is not always clear, and the situation must be discussed with the Company's General Counsel or other appropriate member of the Legal Department prior to any action being taken. Any question as to whether a gift or payment would be considered improper under the Company's guidelines or national or foreign laws must be discussed with the Company's General Counsel or other appropriate member of the Legal Department.

Under no circumstance is it acceptable for any employee, officer or director to offer, give, solicit or receive any form of bribe, kickback, payoff, or inducement.

The Company and its employees, officers and directors may not use agents, consultants, independent contractors or other representatives to do indirectly what the Company and such persons could not do directly under this Code or applicable law, rules and regulations. In retaining agents, consultants, independent contractors or other representatives, adequate background checks and verification of business credentials is required.

Any question as to this policy must be referred to the Company's General Counsel or other appropriate member of the Legal Department prior to taking any action that might conflict with this policy. For additional information on this subject, please review McAfee's foreign corrupt practices and bribery policies located on the Company's Intranet at <http://internal.nai.com/division/legal/>.

**5.7 International Business Dealings; Export Controls.** Specific laws and regulations apply to participation in international business. Employees and officers involved in business transactions must be fully familiar with, and strictly adhere to, all applicable foreign and domestic laws and regulations. These employees and officers must, at a minimum, be familiar with and comply with all applicable laws controlling exports or regulating with whom the Company and its employees may do business. These laws include export control and licensing laws, economic sanctions, anti-boycott laws, and various laws regulating the transnational movement of technology, goods and services.

Questions regarding whether particular international transactions are permissible and compliance with applicable international and export control laws must be directed to the Company's General Counsel or other appropriate member of the Legal Department.

The Company and its employees are deeply committed to the principles of privacy and freedom of expression. We will strive to advance these principles as we develop and market new and existing products and services in diverse business environments around the world.

**5.8 Political Contributions and Activities.** In the United States, federal and many state laws prohibit corporations from making political contributions. No direct or indirect political contribution (including the use of Company property, equipment, funds or other assets) of any kind may be made in the name of the Company, or by using Company funds, unless the General Counsel or his/her designee has certified in writing that such political contribution complies with applicable law. If such certification is obtained, such contributions shall be by Company check to the order of the political candidate or party involved, or by such other means as will readily enable the Company to verify, at any given time, the amount and origin of the contribution.

**5.9 Subpoenas and Government Investigations.** As a general matter, it is the Company's policy to cooperate in any government investigations and inquiries. All subpoenas, information requests, or other inquiries should be referred immediately to the Company's General Counsel.

**5.10 Maintaining a Safe, Healthy and Affirmative Workplace.** The Company is an equal opportunity employer and bases its recruitment, employment, development and promotion decisions solely on a person's ability and potential in relation to the needs of the job, and complies with local, state and federal employment laws. The Company makes reasonable job-related accommodations for any qualified employee or officer with a disability when notified by the employee that he/she needs an accommodation.

The Company is committed to a workplace that is free from sexual, racial, or other unlawful harassment, and from threats or acts of violence or physical intimidation. Abusive, harassing or other offensive conduct is unacceptable, whether verbal, physical or visual. Any person who believes that they have been harassed or threatened with or subjected to physical violence in or related

to the workplace should report the incident to an appropriate supervisor or Human Resources, who will arrange for it to be investigated. All efforts will be made to handle the investigation confidentially.

The Company will not tolerate the possession, use or distribution of pornographic, racist, sexist or otherwise offensive materials on Company property, or the use of Company personal computers or other equipment to obtain or view such materials. All employees and officers must promptly contact an appropriate supervisor or Human Resources about the existence of offensive materials, especially child pornography, on the Company's systems or premises so that appropriate action may be taken, including notifying the proper authorities if necessary.

The Company is committed to providing a drug-free work environment. The illegal possession, distribution, or use of any controlled substances on Company premises or at Company functions is strictly prohibited. Similarly, reporting to work under the influence of any illegal drug or alcohol and the abuse of alcohol or medications in the workplace is not in the Company's best interest and violates this Code.

All accidents, injuries, or concerns about unsafe equipment, practices, conditions or other potential hazards should be immediately reported to an appropriate supervisor or an appropriate member of the Human Resources Department.

**6. Accounting Practices, Books and Records and Record Retention.** It is the policy of the Company to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, rules and regulations and to make full, fair, accurate timely and understandable disclosure in our periodic reports filed with the Securities and Exchange Commission and in other communications to securities analysts, rating agencies and investors. Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions. The Company's accounting records are relied upon to produce reports for the Company's management, rating agencies, investors, creditors, governmental agencies and others. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

All employees, officers and directors—and, in particular, the chief executive officer, the chief financial officer, the controller and the chief accounting officer—have a responsibility to ensure that the Company's accounting records do not contain any false or misleading entries. We do not tolerate any misclassification of transactions as to accounts, departments or accounting periods.

Any effort to mislead or coerce the independent auditors or a member of internal audit staff concerning issues related to audit, accounting or financial disclosure has serious legal consequences for the perpetrator, including criminal sanctions, and for the Company, and is strictly prohibited.

If you become aware of any violation of this policy, you must report the matter immediately to the General Counsel or if the General Counsel is unavailable, a member of the Audit Committee.

Consistent with the reporting and recordkeeping commitments discussed above and elsewhere in this Code, all employees, officers and directors should accurately and truthfully complete all records used to determine compensation or expense reimbursement. This includes, among other items, reporting of hours worked (including overtime), reimbursable expenses (including travel and meals), and sales activity.

Compliance with the Company's records retention procedures is mandatory. Destroying or altering a document with the intent to impair the document's integrity or availability for use in any potential official proceeding is a crime. Destruction of corporate records may only take place in compliance with the Records Retention Policy. Documents relevant to any pending, threatened, or anticipated litigation, investigation, or audit shall not be destroyed for any reason. Any belief that Company records are being improperly altered or destroyed should be reported to a responsible supervisor, the appropriate internal authority or the General Counsel.

**7. Duty to Report Violations.** Each employee, officer and director is responsible for promptly reporting to the Company any circumstances that such person believes in good faith may constitute a violation of this Code, or any other Company policy, or applicable law, regulations and rules. If you are in a situation that you believe may involve or lead to a violation of this Code, you have an affirmative duty to disclose to, and seek guidance from a responsible supervisor, the Chief Compliance Officer, General Counsel or other appropriate member of the Legal Department or Human Resource Department. Except as provided in the next paragraph, suspected policy violations may be reported (including confidential and anonymous reports) by completing the form found at the Ethics First link in the Legal Department's web page of the Company's Intranet at <http://internal.nai.com/division/legal/> or mailing a letter to the following address:

Ethics First, 5000 Headquarters Drive, Mail Stop 1S271, Plano, Texas 75024

It is the Company's policy to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures or related matters. It is also the policy of the Company to protect those who communicate bona fide concerns from any retaliation for such reporting. No retribution against any individual who reports violations of this Code in good faith will be permitted. Confidential and anonymous mechanisms for reporting concerns are available and are described in this Code. However, anonymous reporting does not serve to satisfy a duty to disclose your potential involvement in a conflict of interest or in unethical or illegal conduct. Every effort will be made to investigate confidential and anonymous reports within the confines of the limits on information or disclosure such reports entail. While self-reporting a violation will not excuse the violation itself, the extent and promptness of such reporting will be considered in determining any appropriate sanction, including dismissal. The Company will investigate any matter which is reported and will take any appropriate corrective action.

#### **8. Violations of this Code**

Allegations of Code violations will be reviewed and investigated by the Company's General Counsel, or, in appropriate circumstances by the Company's Audit Committee. Violations of this Code may result in, among other actions, suspension of work duties, diminution of responsibilities or demotion, and termination of employment.