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**FRONTIER COMMUNICATIONS CORPORATION**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

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## **I. Introduction**

This Code of Business Conduct and Ethics (this “Code”) reflects our commitment to maintain a culture of integrity, honesty and accountability when dealing with our business partners, our customers, our stockholders and each other. It is intended to help us focus on areas of ethical risk, recognize and deal with ethical issues, and to provide us with the resources and procedures.

### Application

This Code applies to all of Frontier’s directors, officers and employees, including those at Frontier’s subsidiaries and affiliates. Frontier’s agents and representatives, including its consultants, should follow this Code as well.

### Limitations

While this Code covers a wide range of business practices and procedures, it does not cover every issue that may arise. Instead, it sets out basic principles to guide us. Frontier expects all of its directors, officers and employees to conduct themselves in a manner that is consistent with the ethical principles outlined in this Code.

### Use of Certain Terms

Throughout this Code, the terms “Frontier” and “the Company” refer to all subsidiaries and affiliates of Frontier Communications Corporation. The terms “Employee” and “Employees” refer to all Frontier’s directors, officers and employees unless otherwise noted.

### Ethical Questions

In some instances it may be appropriate for you to discuss ethical questions with your supervisor or local human resources representative. If you do not feel comfortable approaching your supervisor or local human resources representative with such an issue you can contact our Legal Department or the Company’s Ethics Hotline (877-773-8325), which is answered by personnel from an external service provider. Each person who receives notification of a possible violation of this Code must act in accordance with this Code in reporting and dealing with such violation.

### Modification of this Code

This Code is an evolving set of conduct and ethical rules, subject to modification by Frontier’s Board of Directors from time to time as circumstances warrant.

### Violations of this Code

Those who violate the standards in this Code will be subject to disciplinary action up to and including dismissal. Any waiver of this Code must be in accordance with the

provisions set forth under “Waivers” below. If you are in a situation that you believe may violate or lead to a violation of this Code, you should follow the guidelines that are provided in this Code.

## **II. Compliance with Laws, Rules and Regulations**

We strive to conduct all of our business in an ethical manner and in accordance with applicable laws, rules and regulations. Obeying the law, both in letter and in spirit, is the foundation on which our ethical standards are built. We must respect and obey the laws of the cities, states and countries in which we operate. Although we may not all know the details of all applicable laws, it is important to know enough to determine when to seek advice from a supervisor, human resources representative or other appropriate personnel. In addition, all transactions between Frontier and any of its subsidiaries or between subsidiaries must meet all applicable legal requirements.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with this Code. If you have any questions about potential conflicts, you should seek assistance from your supervisor, a human resources representative or other appropriate personnel in accordance with this Code.

## **III. Conflicts of Interest**

All Employees are expected to conduct themselves with the highest standards of integrity, honesty and fair dealing and should avoid engaging in activities that conflict with, or that have the appearance of conflicting with, the best interests of Frontier. A conflict of interest occurs when an individual’s personal interests either interfere or could reasonably appear to interfere with Frontier’s interests. Employees should always work for and in the best interests of Frontier when conducting company business.

A conflict situation can arise when an Employee takes actions or has interests that may make it difficult for the Employee to perform his or her work for Frontier objectively and effectively. Conflicts of interest may also arise when an Employee, or a member of his or her family, receives improper personal benefits as a result of the Employee’s position at Frontier. For example, loans to or guarantees of obligations of Employees and/or their family members by a supplier or customer of Frontier may create a conflict of interest or the appearance of a conflict of interest. Any situation that creates or could reasonably appear to create a conflict of interest should be avoided and immediately disclosed to your supervisor.

Although it is not possible to identify every type of situation that will result in a conflict of interest or has the appearance of conflicting with Frontier’s interests, the items set forth below have been included to help you identify the most common instances in which conflicts occur. A conflict, or the appearance of a conflict, exists if you:

- have an ownership interest (other than nominal amounts of securities of publicly traded companies) in any of our suppliers, customers or competitors;

- have a relationship with any of our existing suppliers, contractors, competitors or regulators, which affects your independent and sound judgment on behalf of Frontier;
- participate in outside business activities that are competitive with any of our lines of business, or lines of business we seek to enter;
- accept gifts, gratuities, or excessive entertainment from any company with which we have business dealings, other than items of nominal value and or participate in events that conform to customary industry practices;
- participate in an outside activity of any type that is so substantial as to call into question your ability to devote the appropriate time and attention to your job responsibilities with Frontier;
- associate yourself with an outside organization without removing yourself from discussing or voting on matters that involve the interests of Frontier, any competitor, customer, supplier or vendor;
- are in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefits of any close relative;
- use Frontier's confidential information for your own or another's personal gain; or
- take advantage of an opportunity that you learned of in the course of your employment with Frontier.

*Positions With Other Companies*

It is always a conflict of interest for an Employee to serve as a board member of a vendor, supplier, subcontractor or competitor of Frontier without obtaining proper prior approval. An Employee (other than an executive officer, director or the Chief Executive Officer) may not serve as a director of a vendor, supplier, subcontractor or competitor unless the Employee first obtains written approval from the Chief Legal Officer. No executive officer, other than the Chief Executive Officer, may serve as a director of a vendor, supplier, subcontractor or competitor (except such vendor, supplier or subcontractor that has routine business transactions with the Company involving immaterial amounts), unless the executive officer first obtains written approval from the Nominating and Corporate Governance Committee. No director or the Chief Executive Officer may serve as a director of a vendor, supplier, customer, subcontractor (except such vendor, supplier, customer or subcontractor that has routine business transactions with the Company involving immaterial amounts), unless he or she first obtains approval by the Board.

### Entertainment and Gifts

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain an unfair advantage with our customers or suppliers. Offering or accepting certain entertainment and gifts, however, may create or result in the appearance of a conflict of interest. You should only accept such gifts or entertainment in circumstances that do not influence, or appear to influence, your independent and sound judgment.

No gift or entertainment should ever be offered or accepted by you or any of your family members, or by any of Frontier's agents unless it:

- is consistent with customary business practices;
- is not excessive in value;
- cannot be construed as a bribe or payoff; and
- does not violate any laws or regulations.

A "gift" in the form of cash is strictly prohibited.

If you are ever in doubt as to whether you should offer or accept a gift please discuss this with your supervisor or with our Legal Department.

If you are offered or you receive a gift or service that would violate this policy, you should immediately report the gift or offer to your supervisor or to our Legal Department so that appropriate action can be taken, such as return of the gift. If return of the gift is not practical, we may direct that the gift be donated to charity or disposed of in some other manner that is deemed to be appropriate. It is not our desire to appear unfriendly or unsociable. On the other hand, it is our policy to avoid any actions that may cast doubt on the integrity or motivation of us or our Employees, and to avoid situations where public disclosure of the acceptance of gifts might embarrass the Company or those receiving the gifts.

Please remember that local, state and federal laws often impose special rules on relations with government customers and suppliers that may differ from commercial relationships. All payments for expenses of government representatives should be reviewed by our Legal Department prior to incurring the expenses and making the payment.

### Personal Relationships

A conflict of interest may arise when doing business or competing with organizations that employ or are owned by relatives or friends. What Employees are prohibited from doing directly should not be done indirectly through relatives, friends or others. If an Employee's spouse, relative or friend is an employee of, or has a substantial

interest in, a business seeking a business relationship with the Company, you should not attempt to use your position to influence the decision making in any way.

The potential for a conflict of interest also exists if an Employee's spouse, partner or other person with whom the Employee has a close personal relationship works at the Company and reports to the Employee. Employees should not supervise or be in a position to influence the hiring, work assignments or assessments of such persons. If such a relationship exists or develops, the Employee should notify his or her supervisor.

#### Questions about Conflicts of Interest

Conflicts of interest may not always be apparent. If you have a question, you should consult with your supervisor and/or with our Legal Department. Your supervisor or our Legal Department will assist you in determining if a conflict of interest exists, and, if so, how to resolve it without compromising the Company's interests. Prompt and full disclosure is always the appropriate first step towards identifying and resolving any potential conflict of interest or problem. If you become aware of a conflict or potential conflict involving another Employee, you must bring it to the attention of a supervisor, local human resources representative, or our Legal Department. You can also report potential conflicts of interest to the Ethics Hotline (877-773-8325). You should consult the procedures described in "Compliance Procedures" below of this Code when confronted with a conflict or potential conflict.

#### Conflicts Involving Officers

The Nominating and Corporate Governance Committee of the Board will review any conflict involving an executive officer (other than the Chief Executive Officer). The Board will review any conflict involving the Chief Executive Officer or a director.

#### Conflict Determination

In certain limited cases, activities giving rise to the appearance of a conflict of interest or a potential conflict of interest may be determined not to present a conflict after all, or, may be waived and permitted if such activities are determined not to be harmful to the Company. That determination will be made by the Board in the case of the Chief Executive Officer or directors; by the Nominating and Corporate Governance Committee in the case of executive officers other than the Chief Executive Officer; and by your supervisor and our Legal Department, in the case of other Employees. All requests for a waiver must be submitted in writing to our Legal Department.

### **IV. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing or illegally appropriating proprietary information, possessing trade secret information that was improperly obtained, or inducing such disclosures by past or present employees of other companies is prohibited. Each of us at Frontier should respect the rights of our customers, vendors, suppliers, competitors and employees. All

commissions or fees paid to agents or other representatives of Frontier must be in accordance with sound business practices, for legitimate commercial reasons, and reasonably related in value to the services performed. Where there is reason to suspect that all or part of any commission or fee paid by Frontier may be used for improper purposes, the person in charge of such commission or fee must promptly report the matter to his or her immediate supervisor, local human resources representative, or to our Legal Department. You can also report your suspicions through the Ethics Hotline (877-773-8325).

## **V. Political Contributions**

Frontier complies fully with all federal, state, local and foreign laws governing the contribution of funds or assets to candidates for political office or to political parties. The Company is not permitted to make any political contributions of any kind without the express approval of our Chief Legal Officer. Employees should not make any contribution on behalf of Frontier or use its name, funds, personnel, property or services for the support of political parties or candidates unless the contribution is permitted by law and authorized by our Chief Legal Officer. Any questions you have in this area should be directed to our Legal Department.

## **VI. Employee Conduct**

### *Discrimination and Harassment*

The diversity of our workforce is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples of discrimination and harassment include derogatory comments based on race, gender, age, disability, religion, sexual orientation or ethnicity and unwelcome sexual advances. A copy of our policies concerning discrimination and sexual harassment is published on the Link or can be obtained from our Human Resources Department.

### *Health and Safety*

We strive to provide everyone with a safe and healthful work environment. Each of us has a responsibility for maintaining a safe and healthy workplace for all by following safety and health rules and practices and by reporting accidents, injuries, and unsafe equipment, practices or conditions. Violence or threatening behavior is not permitted under any circumstances in the workplace. You should report to work in condition to perform your duties, and must be free from the influence of illegal drugs and alcohol. The misuse of legally prescribed drugs and the use, possession, sale, or transfer of illegal drugs in the workplace will not be tolerated. At no time may alcohol be present at or consumed in the workplace during business hours. We endeavor to make reasonable accommodation to assist recovering addicts and those having a medical history reflecting treatment for substance abuse. Anyone who feels that he or she has an addiction to or dependence on alcohol or drugs is encouraged to seek professional help with their problem. Requests for such help will be confidential. Seeking and obtaining

treatment and rehabilitation is your responsibility, and you should seek assistance before addiction or dependency renders you unable to perform your job functions or jeopardizes the health and safety of yourself or others. Once a violation of our drug or alcohol policy occurs, however, subsequently requesting assistance will normally have no bearing on the determination of appropriate disciplinary action.

In addition, you are required to adhere to all other health and safety policies, including those prohibiting the carrying or possession of weapons on any of Frontier's premises or in any vehicles used for business purposes. For a list of our health and safety policies, please refer to the policies that are available on the Link or contact your local human resources representative.

### Social Media Policy

Frontier employees are to use social media in a manner that is consistent with its corporate values of integrity, honesty and accountability. Frontier has established a [Social Media Policy](#) to guide employees on the appropriate use of social media.

**Employees may not create Frontier-branded accounts without express permission from the Social Media Team.** In general, whether engaging in personal use of social media or on behalf of Frontier pursuant to their job duties, Frontier employees are to be professional, respectful and protective of Frontier, its brands and products whenever they contribute to blogs, wikis, social networks, Chat rooms, virtual worlds, or use any other kind of social media. In addition, employees must adhere to copyright, fair use and financial laws when using social media. Only Frontier's Social Media Team ([social.media@ftr.com](mailto:social.media@ftr.com)) may establish and manage Frontier social media accounts, including, YouTube, LinkedIn, Twitter, Facebook, MySpace, Flickr and SlideShare, among others.

## VII. Company Assets

### Business Records and Communications

All of our books, records, accounts and financial statements must be timely maintained in reasonable detail and must completely and accurately reflect our assets, liabilities and transactions. All of our books, records, accounts and financial statements must also conform to applicable legal requirements and our internal controls systems. No transaction should be carried out in a manner such that the substance of the transaction is obscured or recorded improperly.

Many Employees regularly submit business expense accounts. These must be documented completely and recorded accurately. If you are not sure whether a certain expense is reimbursable, consult our expense reimbursement policies, or ask your supervisor. Rules and policies governing expense reimbursement are available on the Link.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or improper characterizations of people, events or companies. This prohibition applies equally to e-mail, internal memoranda and

formal reports. E-mail systems and information technology systems provided by Frontier should be used only to advance the company's legitimate business purposes (see more detailed policy below). Records should always be retained or destroyed according to our record retention policies. Please consult our Legal Department if you have any questions concerning our record retention policies. If you have any concerns or suspicions about accounting or auditing matters, you must report them immediately to your supervisor, your local human resources representative, our Legal Department, or through the Ethics Hotline (877-773-8325). Where the matter has been reported to management and remains unresolved, or where it would be inappropriate to report such matter to management, you should report such matter directly to the Audit Committee in accordance with the procedures set forth under the heading "Compliance Procedures" below.

#### *Electronic Mail and Internet Use Policy*

The Company's electronic mail system, Internet access and Intranet access are property of the Company and intended exclusively for use as communication and research tools in connection with authorized Company business. Except as provided below, these systems are to be used for authorized business purposes only, and are not for public or personal use. Incidental, appropriate personal use of the Company's email system and Internet access is permitted, but must be on the employee's own time and not interfere with an employee's job responsibilities.

Employees should not have an expectation of privacy when using the electronic mail or Internet systems. All work-product, messages and information transmitted on these systems are the sole property of the Company and may be monitored and accessed by the Company. By using the electronic mail system and the Internet, you consent to such monitoring and access and agree to comply with this policy.

Use of the e-mail or Internet systems for communications that violate our policies is strictly prohibited. Examples of prohibited communications include transmitting messages or accessing web sites that are offensive, derogatory or pornographic. Inappropriate messages or the use of the Internet will result in disciplinary actions, up to and including termination.

#### *Confidentiality and Privacy*

Information is one of our key corporate assets and our future success depends in part on our ability to develop and deploy our business plans, assets and know-how ahead of our competitors. Employees must not disclose confidential information of the Company or confidential information provided by the Company, except when such disclosure is authorized by our Legal Department or is required by laws or regulations. Confidential information includes all non-public information that might be of use to our competitors, or could be harmful to Frontier or its customers or suppliers, if disclosed. Confidential information may also include information that a supplier or customer has entrusted to us. The obligation of an Employee to preserve confidential information continues after his or her employment with Frontier ends. Employees should not discuss

internal Company matters or developments with anyone outside of the Company, except as required in the performance of their regular Company duties and in compliance with applicable laws and any confidentiality agreements to which the Company may be a party or otherwise subject. You should refrain from any discussions of confidential or competitive information when in public areas, such as elevators, restaurants and airplanes, as well as any Internet bulletin boards, chat rooms, personal web pages or blogs.

This prohibition applies specifically (but not exclusively) to inquiries about Frontier that may be made by the media, investment analysts, or others. It is important that all such communications on behalf of Frontier be made through an appropriately designated official. Unless you are expressly authorized to the contrary, if you receive any inquiries of this nature, you should politely decline comment and refer the inquiry to our Corporate Communications Department.

Federal and state laws also impose obligations on the Company and its Employees to protect information about customers and the services they purchase from Frontier and its affiliates. Only authorized Employees can access records containing confidential customer information. Authorized Employees must adhere to all applicable legal requirements associated with the access and use of customer information. Employees may not disclose customer information to third parties except as required by law (e.g., a subpoena) or as authorized by the customer or the Company's Legal Department. When disclosing confidential customer information, Employees should confirm that the party requesting records or information associated with an account is the authorized customer representative on the account. Questions regarding requests for customer records or disclosure of customer information should be directed to the Security Department or the Legal Department.

Employees must not – or permit others to – access, listen to, monitor, record, tamper with or intrude upon any customer conversation or non-voice communication, or divulge their existence, except as required for business purposes in response to a verified service or installation order, to comply with a valid legal order or law, or when authorized by the Security Department or the Legal Department.

Employees must ensure that business providers, such as contractors and vendors, make appropriate arrangements to protect customer privacy and identifying information. If you are aware of or even suspect a breach of customer privacy – including a loss of customers' personal identifying information – you must notify the Security Department or Legal Department immediately.

You must not make any personal recordings (audio or video) or transmit data by recorder, camera, cellular telephone or otherwise, of any meeting, conference or individual discussion without the knowledge and consent of all other participants in such meeting, conference or discussion.

Unless you have obtained prior approval from the Security or Legal Department, or are authorized as part of carrying out your managerial responsibilities to do so, you

may not access another employee's systems, records or equipment without that employee's knowledge and approval. In addition, unless you receive prior approval from the Legal Department, you may never record or videotape any customer, business provider or competitor without that person's knowledge and approval.

### Protection and Proper Use of Company Assets

Employees have a responsibility to protect our assets and ensure their efficient use. Furthermore, Company equipment and systems are the property of Frontier, not the employee and must be used appropriately. It is never appropriate to use any Company device or system to provide unauthorized free or discount service, or to provide other unauthorized preferential treatment, for yourself or someone with whom you have a personal or family relationship. It is important to remember that theft, carelessness and waste of our assets have a direct impact on our profitability. Accordingly, any suspected incident of fraud, theft or misuse must be immediately reported for investigation to your supervisor, your local human resources representative, our Legal Department or through the Ethics Hotline (877-773-8325).

The obligation of Employees to protect the Company's assets includes confidential and proprietary information relating to Frontier. Proprietary information includes intellectual property, such as trade secrets, patents, trademarks, copyrights and know-how, as well as business, sales, marketing, and service plans, engineering and manufacturing ideas and practices, designs, databases, records, salary and other compensation/benefit information, and any unpublished financial data and reports. You should keep in mind that information can be proprietary even if it is not labeled as such. The unauthorized use or distribution of any of Frontier's proprietary information is strictly prohibited. The unauthorized use or distribution of any of Frontier's proprietary information could also be illegal and may result in the imposition of civil or criminal penalties.

### Insider Trading

There are laws that prohibit the use of insider information when buying, selling, or trading public securities, including not only Frontier's securities, but also the securities of companies about which you have non-public information as a result of your work for Frontier. All Employees are expected to comply with these laws. Insider trading, insider dealing and stock tipping are among the most serious securities law violations and can result in civil and criminal liability. While insider trading or dealing may take many forms, all involve buying or selling of securities of any company while in possession of material, non-public information about the company. Stock tipping means disclosing inside information about a company to, for example, a friend or colleague to enable that person to buy or sell securities of the company on the basis of such information. If you become aware of material information about Frontier or any other company that has not been made available to the public for at least two full business days, you are prohibited by law, as well as by Frontier's policy, from:

- using that information for stock trading purposes or for any other purpose except for use in the regular conduct of Frontier’s business;
- directly or indirectly disclosing such information to any other persons (including family members) so that they may use that information for stock trading purposes or for any other purpose; or
- recommending or suggesting that anyone else buy, sell, or hold Frontier’s securities or such other company securities, as the case may be.

Although it can be difficult to fully describe what constitutes “material” information, you should assume that any information, positive or negative, that might be of significance or importance to an investor in determining whether to purchase, sell or hold a security would be material. Information may be significant for this purpose, and thus material, even if it would not alone determine the investor’s decision. Examples include:

- information about potential business acquisitions or dispositions;
- internal financial information and forecasts;
- important product developments;
- the acquisition or loss of a major contract;
- major organizational changes or other business plans; and
- an important financing transaction

While this highlights what may be considered material information, it is merely illustrative, and does not include all of the information that may be considered material to an investor.

If you are uncertain about the legal rules that apply to the purchase or sale of any of Frontier’s securities or any securities in companies that you are familiar with by virtue of your position with Frontier, you should consult with our Legal Department before making any such purchase or sale.

### Corporate Opportunities

Each of us owes a duty to Frontier to advance its legitimate interests when the opportunity to do so arises. You are not permitted to take for yourself personally (including for the benefit of family members or friends) opportunities that are discovered through the use of Frontier’s assets, property, information, or position, without the consent of the Board of Directors. You may not use Frontier’s assets, property, information, or position for improper personal gain (including for the gain of family members or friends), and you are not permitted to compete with Frontier either directly or indirectly.

## VIII. Working with Governmental Agencies

### Government Inquiries

It is our policy to fully cooperate with government authorities in the proper performance of their functions in conducting investigations of our Company or other companies, or in gathering information in preparation for making a decision as to whether to conduct such an investigation. However, the Company should have the opportunity to be adequately represented in such investigations by its own legal counsel. Accordingly, if an Employee obtains information that would lead him or her to reasonably believe that a government investigation or inquiry is underway, this information should be communicated immediately to our Legal Department. Routine dealings with the government (e.g., routine tax audits, audits from Labor Department personnel, and OSHA and environmental inspections) are not covered by this policy.

Sometimes it is difficult to tell when a routine government audit or inspection evolves into a government investigation. Employees should rely on common sense in making this important determination. If in doubt, Employees should consult with the Company's Legal Department.

Appropriate handling of government investigations is very important for the Company and for all its Employees. Virtually all of the federal laws regulating the conduct of the Company's business, including antitrust, securities, OSHA, environmental, government procurement, tax and financial laws contain civil and criminal penalties. The criminal penalties apply to the Company and to those individuals within the Company who actually took the actions that violated the law or who failed to take actions that resulted in a violation of the law.

Should any government inquiry arise through the issuance of a written subpoena or written request for information (such as a Civil Investigative Demand), such request should be immediately submitted to our Legal Department before any action is taken or promised.

### Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value directly or indirectly to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, federal, state, and local governments in this country have laws and regulations regarding business gratuities to government personnel. The promise, offer, or delivery to an official or employee of the government of a gift, favor, or other gratuity in violation of these rules would not only violate our policy but may also be a criminal offense. Our Legal Department is available to provide guidance to you in this area.

### Government Contracts

Any fraud or intentional over-billing in the negotiation or implementation of a government contract may be a criminal violation in addition to a violation of our policy. In addition, we may be required to report “credible evidence” of violations of laws prohibiting fraud, conflicts of interest, bribery, improper gratuities or intentional over-billings in connection with government contracts. Any concern about a potential violation should be reported immediately. See “Reporting Concerns” below. Our Legal Department is available to provide guidance to you in this area.

## **IX. Waivers**

A waiver of this Code for executive officers or directors may be granted only by the Board or a committee acting on behalf of the Board and will be promptly disclosed to the extent required by law and the listing requirements of NASDAQ. A waiver of this Code for all other Employees may be granted only by our Legal Department. All requests for a waiver must be made in writing to our Legal Department.

## **X. Reporting Concerns**

### Reporting any Illegal or Unethical Behavior or Accounting or Auditing Concerns

Employees are obligated to talk to supervisors, managers, or other appropriate personnel about any observed illegal, unethical or inappropriate behavior or accounting or auditing concerns, or when in doubt about the best course of action in a particular situation. When reporting any illegal, unethical, or inappropriate behavior, an Employee may request that his or her identity be kept confidential, and when it is appropriate and practicable to do so, we will respect that request. Maintaining anonymity is not possible in all cases, however (for instance, your name may be provided to those persons involved in any investigation or with a “need to know” about the situation), but that fact does not relieve an Employee of his or her obligation to report wrongdoing. If you observe or become aware of what you believe to be illegal, unethical or inappropriate behavior or if you have accounting or auditing concerns, you must report the behavior to your supervisor or your local human resources representative. If you feel it would be inappropriate to discuss the matter with your supervisor or your local human resources representative, then you should report the behavior to our Legal Department or through the Ethics Hotline (877-773-8325). If you feel it would be inappropriate to discuss the matter with our Legal Department or if the matter has been reported to our Legal Department and remains unresolved, you may report such concerns directly to the Audit Committee or the presiding, non-management director of the Board of Directors (the “Lead Director”), as described below under “Compliance Procedures.” It is our policy not to allow retaliation for reports of misconduct by others or of accounting or auditing improprieties that are made by Employees in good faith. Employees are required to cooperate in internal investigations of misconduct.

## Compliance Procedures

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to determine if an action will result, or has resulted, in a violation of this Code. Since we cannot anticipate every situation that will arise, it is important that we have a way to address the applicability of this Code to particular situations. These are the steps you should follow:

- Make sure you have all the facts. In order to reach the right solutions, we must be fully informed.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use good judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem or situation.
- When appropriate, discuss the problem with your supervisor or your local human resources representative. This is the basic guidance for all situations. In many cases, your supervisor or your local human resources representative will be more knowledgeable about the situation and circumstances. Remember that it is the responsibility of your supervisor and your local human resources representative to help solve problems.
- If appropriate, report matters to our Legal Department. In the case where it may not be appropriate to discuss an issue with your supervisor or your local human resources representative, or where you do not feel comfortable approaching your supervisor or your local human resources representative with your question, or where this Code requires the approval of our Legal Department, you should report the matter to our Legal Department. Any report to our Legal Department should be made to the Chief Legal Officer of the Company.
- Seek help from our Audit Committee or the Lead Director. In the case where the matter has been reported to your supervisor, your local human resources representative, or our Legal Department and remains unresolved, where it would be inappropriate to report such matter to either your supervisor, your local human resources representative, or our Legal Department, or where your concern involves accounting or auditing matters, you may communicate your concerns through our Ethics Hotline (877-773-8325) or directly to the Audit Committee or the Lead Director. Any submissions to the Audit Committee or the Lead Director should be made in writing, marked confidential, and addressed to the Chairman of the Audit Committee or the Lead Director, as the case may be. The report should contain a full and complete description of the matter, the parties involved, the date of the occurrence or, if the matter is ongoing, the date the matter was initiated, and any other information that you

believe would assist the Audit Committee or the Lead Director in the investigation of such matter.

- You may report violations of this Code or accounting or auditing improprieties without fear of retaliation. All submissions to your supervisor, your local human resources representative, our Legal Department, the Audit Committee, or the Lead Director will be handled in a responsible manner and in compliance with applicable law. We will not tolerate retaliation of any kind against any Employee for a good faith report of a violation of this Code or accounting or auditing improprieties.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

## **XI. Specific Provisions for Certain Officers**

The Board has adopted the following specific provisions that apply to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions (each, an "Officer," and collectively, the "Officers"). These specific provisions are designed to deter wrongdoing and to promote: (i) honest and ethical conduct, including by avoiding actual or potential conflicts of interest between personal and business or professional relationships; (ii) full, fair, accurate, timely, and understandable disclosure in our filings with, or submissions to, the Securities and Exchange Commission ("SEC") and in other public communications made by the Company; (iii) compliance with applicable governmental laws, rules and regulations; (iv) prompt internal reporting to the Board or any Board committee overseeing the specific provisions of this Code or violations of the specific provisions (the "Board Committee"); and (v) accountability for adherence to the specific provisions.

Each Officer is expected to conduct his or her affairs with uncompromising honesty and integrity. Each Officer is required to adhere to the highest standards, regardless of local custom. An Officer is expected to be honest and ethical in dealing with all of our Employees, customers, suppliers, and third parties. The actions of an Officer must be free from illegal behavior including, without limitation, discrimination, libel, slander or harassment. Each Officer is expected to avoid engaging in activities that conflict with or have the appearance of conflicting with the best interests of Frontier and its stockholders. Prompt and full disclosure is always the correct first step towards identifying and resolving any potential conflict of interest. The Board or the Board Committee will review any conflict involving an Officer (other than the Chief Executive Officer). The Board will review any conflict involving the Chief Executive Officer.

Each Officer must endeavor to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the SEC, as well as in our other public communications. Each Officer must read each SEC report and material press release prior to the time it is filed, furnished or issued to the SEC or the public, as applicable. Any inaccuracy or material misstatement in, or the omission from any SEC filing or press release of any information necessary to make the

statements made not misleading, must be immediately disclosed to the Board and, if applicable, our auditors and legal counsel.

Each Officer must comply with applicable governmental laws, rules and regulations.

If an Officer becomes aware of a violation of the provisions of this section, such Officer must report the matter immediately to the Board or the Board Committee. It is the policy of the Company not to allow retaliation for reports of alleged violations that are made in good faith by Employees of the Company. Officers are required to fully cooperate in investigations concerning violations of these specific provisions.

Only the Board or the Board Committee may make any waiver of the specific provisions of this section. The Board or the Board Committee will promptly disclose waivers of the specific provisions of this section to the extent required by applicable law, including the rules and regulations promulgated by the SEC.

Any Officer who violates the specific provisions of this section will be subject to disciplinary action up to and including dismissal. If an Officer is in a situation that he or she believes may violate or lead to a violation of the specific provisions of this section, such Officer must contact a member of the Board or the Board Committee as soon as possible.