

**EARTHLINK HOLDINGS CORP.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**  
**(April 2015)**

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# EARTHLINK HOLDINGS CORP.

## CODE OF BUSINESS CONDUCT AND ETHICS

(April 2015)

### INTRODUCTION

This *Code of Business Conduct and Ethics* has three objectives. First, it describes and communicates a wide range of specific business policies and procedures that must be followed by all employees and executive officers of EarthLink Holdings Corp. and its subsidiaries (collectively, “EarthLink”), and members of EarthLink’s Board of Directors. Second, because it is impossible to cover every issue or situation that may arise, the Code also attempts to familiarize our employees with some basic principles to guide their decisions and actions. Finally, recognizing that employees may face difficult decisions or situations involving “gray areas,” the Code encourages you to ask for guidance and help at any time, and sets forth the mechanisms to do so. This Code also seeks to foster EarthLink’s corporate values, including: customer service excellence, innovation, thoughtful decision-making, transparent communication, respect for individuals and operating as one cohesive company.

All EarthLink employees must conduct themselves according to the standards and basic principles contained in this Code and should strive to avoid even the appearance of improper behavior. In addition, all EarthLink employees must promptly report suspected violations of the Code. EarthLink executive officers are also employees, and thus this Code applies equally to such persons; this Code also applies to members of EarthLink’s Board of Directors. **This Code further applies to all directors, officers and employees of EarthLink’s subsidiaries; all references to EarthLink and its directors, officers and employees herein shall include EarthLink’s subsidiaries and their respective directors, officers and employees.** The Code should also be followed by EarthLink’s agents and representatives, including consultants. Although this Code references “employees” throughout, its application to all appropriate persons as described above is presumed. Always remember that ethical conduct is not just something we acknowledge on a policy form and then ignore. It is an ongoing process, and each day we need to ensure that we are performing our jobs for EarthLink with the highest level of integrity.

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 the Code. If you have any questions about these conflicts, you should ask your supervisors, the Human Resources Department, or the Legal Department how to handle the situation.

Employees who violate the standards in this Code, or who fail to promptly report violations of the Code, will be subject to disciplinary action, up to and including termination of employment. If you are in or become aware of a situation that you believe may violate or lead to a violation of this Code, follow the guidelines, if any, set forth in the applicable section of the Code, or those described in Section 13, the Compliance Procedures & Reporting section of this Code.

While the values underlying this Code will remain constant over time, the specifics of the

Code may be modified at EarthLink's sole discretion with or without prior notice as our business changes and evolves. We will post the current version of the Code on our Intranet "Orbit" and ask that you refer to it as necessary.

This Code is not intended to and shall not be deemed or construed to provide any rights, contractual or otherwise, to EarthLink's employees or to any third parties. In addition, this Code is not intended to create, directly or indirectly, any duty or obligation on the part of EarthLink which does not otherwise exist under applicable law.

## **1. Compliance With Laws, Rules And Regulations**

Obeying the law, both in letter and in spirit, is one of the foundations on which EarthLink's ethical standards are built. All employees must respect and obey the laws, rules and regulations of the cities, states and countries in which we operate. Although not every employee is expected to know the details of all of these laws, it is important to know enough to determine when to seek advice from your supervisors, the Human Resources Department, or the Legal Department. EarthLink holds information and training sessions to promote compliance with laws, rules and regulations. This policy mandates full compliance in the following areas but is not intended to be exhaustive.

### **A. Occupational Safety and Health**

Under the law, EarthLink is required to provide a safe work environment for its employees. The law also addresses a number of specific safety and health topics. EarthLink's policy is to comply with all applicable safety and health laws and the applicable EarthLink safety and health programs. As appropriate, EarthLink will develop, implement, review and update programs designed to comply with the Occupational Safety and Health Act's (OSHA) standards. All programs will be designed to foster employee involvement and open communication regarding safety and health issues, and will include employee training and consistent enforcement.

#### **Key Points:**

1. Employees must take an active role in ensuring compliance with safety and health standards in their workplace by reporting unsafe working conditions to their supervisors.
2. Employees should consult with the Human Resources Department for further information.

### **B. Solicitations and Kickbacks**

EarthLink buys and sells products and services solely on the basis of value and merit. Employees must understand their responsibilities in dealing with EarthLink's vendors, customers and business partners in these transactions.

The law imposes obligations on corporations to act in the best interests of their shareholders. When purchasing on behalf of EarthLink, all EarthLink employees have a responsibility to EarthLink shareholders to seek the best and most cost-effective products and services. When selling on behalf of EarthLink, it is important to recognize that customers and business partners of EarthLink have that same responsibility to their own shareholders.

#### **Key Points:**

1. Employees should not accept or provide gifts unless they are of a nominal value (generally \$50 or less). Employees also should not accept or provide excessive or extravagant entertainment. Gifts or entertainment must be reasonable under the

circumstances of the business relationship and consistent with customary business practice in the industry and with EarthLink policy. In addition, no employee may give or receive any gift which may have the effect or give the appearance of being offered for the purpose of obtaining favorable business or personal treatment. See “Illegal Gratuities” under Section 2.A regarding restrictions on gifts to government officials.

2. Employees should not receive or provide any gifts or entertainment when there is any obligation to pay back on the part of the recipient.
3. Employees should not receive or provide, regardless of the amount, cash, stock, bonds or other similar items, or sales-related commissions, bribes, payoffs or kickbacks.
4. Employees doing business with finders (a finder is one who receives compensation for soliciting, securing or retaining business contacts or business relationships) should ensure a reasonable agreement between the parties for the services to be performed and compensation therefor is reached prior to any action taken by the finder. Any agreement with a finder should be coordinated through EarthLink’s Legal Department.
5. Employees offered anything they cannot accept under this policy or other applicable EarthLink policies should report the event to their supervisors, the Human Resources Department, or the Legal Department as soon as possible.

C. Government and Third-Party Investigations

EarthLink may be subjected to information requests, inspections or investigations by governmental entities or private, third-party litigants. EarthLink’s policy is to cooperate fully with all legal and reasonable information requests, inspections or investigations, but EarthLink’s Legal Department is responsible for determining how EarthLink will respond to such actions. Individual employees are not authorized to respond to such actions without first consulting with the Legal Department.

Key Points:

1. Employees should notify EarthLink’s Legal Department immediately about any governmental or third-party information request, inspection, investigation, search warrant or subpoena of EarthLink or its personnel or customers.
2. Employees should notify EarthLink’s Legal Department immediately about any information request, inspection or investigation by any stock exchange or self-regulatory organization that is directed to EarthLink or its personnel before any information is given to the entity.

D. Political Activities

EarthLink’s policy is to comply with all local, state and federal laws regulating contributions

to political candidates, campaigns and parties.

Key Points:

1. Employees are prohibited from making any contribution in EarthLink's name to any local, state or federal political candidate, campaign or party. A personal contribution to a political candidate does not violate this policy.
2. Employees may not seek reimbursement from EarthLink for political contributions previously made to any local, state, or federal political candidate, campaign or party.
3. Employees are prohibited from using EarthLink for political purposes. Casual visits to EarthLink by political figures do not violate this policy.
4. Employees should obtain written approval of EarthLink's Legal Department before establishing any state or federal political action committee.

EarthLink in no way seeks to discourage employees from participating on an individual basis in political activities on the employee's own time. No employee, however, may use EarthLink's name in connection with the employee's individual political activities, except in limited circumstances approved in advance in writing by EarthLink's Legal Department, or if the employee is required by law to identify where he or she is employed in connection with a permitted transaction.

E. Environmental Protection

Many environmental and health and safety laws apply to facilities that handle hazardous or toxic substances or that use chemicals that pose health or safety hazards. Facilities that at any time may have used, generated or otherwise handled such substances are subject to these laws.

EarthLink's policy is to respect and protect natural resources and the environment through its compliance with all applicable local, state, and federal environmental and health and safety laws and regulations. Furthermore, EarthLink will be sensitive to all potential environmental liabilities in its corporate and real estate matters.

Key Points:

1. Employees should consult with EarthLink's Legal Department concerning questions about environmental compliance or liability.
2. Employees whose duties include responsibility for real estate acquisitions or leases should consult with EarthLink's Legal Department and be knowledgeable about potential environmental liability.

F. Money Laundering

People involved in criminal activities such as drug trafficking, fraud, smuggling, organized

crime and others, may try to “launder” the proceeds of their crimes. This is attempted by structuring transactions or using other methods to move their money through various financial systems or institutions around the world to hide the origin of the money, making their funds appear legitimate. Instead of attempting to “clean” illegal funds, terrorists may use legally obtained money, such as charitable contributions, and transform them into funds used for terrorist activities.

EarthLink takes all reasonable measures to prevent our services from being used for illegal purposes. If there is any concern about the reputation, integrity or source of funds of a customer or business associate, EarthLink will not conduct business with that person or business. No business opportunity is worth the potential harm and lack of trust that would be associated with our name from the public, our shareholders and employees.

## **2. WORKING WITH GOVERNMENT ENTITIES**

### **A. Compliance with Government Contracting Statutes and Regulations**

All employees are required to respect and obey the laws, rules and regulations applicable to EarthLink’s operations. Violations of the federal government contracting statutes and regulations can lead to civil and criminal penalties for both EarthLink and/or the individual(s) involved, including imprisonment for individuals. Violations can also result in government-wide debarment, which precludes participation in all federal government programs, including contracts, grants, loans and loan guarantees.

***The federal government contracting statutes and regulations apply to subcontractors as well as to contractors dealing directly with government officials. Accordingly, even if you are not communicating directly with a government official, if the EarthLink service is being provided directly or indirectly to the government, EarthLink must comply with these statutes and regulations. Additionally, these statutes and regulations represent sound business principles of the type EarthLink personnel are expected to follow.***

EarthLink’s policy mandates full compliance with the following areas, but they are not intended to be exhaustive.

#### **Key Points:**

- Procurement Integrity:*** Under the Procurement Integrity laws and regulations, federal contractors must be able to certify that they arrived at pricing proposals independently. Government contract bidders are prohibited from disclosing bid and proposal information, including pricing information, to other bidders before the award of a contract. Similarly, bidders must not obtain, or attempt to obtain, competitors’ bid or proposal information. Communications and agreements with other bidders concerning the intention to submit an offer and the methods or factors used to calculate prices offered are also prohibited. Bidders must not attempt to induce another company to submit or refrain from submitting an offer for the purpose of restricting competition. The foregoing actions, including bid rigging or collusive bidding, are also prohibited under antitrust laws discussed at Section 8. Obtaining

and attempting to obtain source selection information from the government agency awarding the contract is also prohibited.

2. *False Claims:* A false claim occurs when a contractor knowingly and fraudulently seeks payment from the government. A person or a company may be subject to the severe criminal and civil penalties for a false claim against the government where the person or company knowingly presents, or causes to be presented, to a government official a false or fraudulent claim for payment or approval. A false claim also exists where a company or person knowingly generates, uses, or causes to be generated or used, a false record or statement in order to get a false or fraudulent claim paid or approved by the government. Knowingly seeking payment for services that have not been delivered to the government and otherwise seeking payment where there is no entitlement are examples of false claims. Substituting an inferior or noncompliant service or item for another service or item specifically required under a government contract and seeking full payment also creates a false claim. Great care must be exercised when performing under a government contract and submitting any statements, claims, pricing information, certifications, invoices, or requests for payment to the government.
3. *Illegal Gratuities:* Government contract law and regulations prohibit offering or giving a gratuity (*e.g.*, gift, entertainment, or anything of value) to an officer, official or employee of the government; and intending by the gratuity to obtain a contract or favorable treatment under a contract. It is important to note that this prohibition applies not only to actually giving a gift or something of value, but also to offering or promising a gift or something of value.
4. *Contingent Fees:* No person or entity can be employed or retained to solicit or obtain a Federal contract based upon an agreement or understanding for a contingent fee, unless such person or entity is a bona fide employee or bona fide agency. A bona fide employee is a person employed by the contractor and subject to the contractor's supervision and control as to time, place, and manner of performance and who does not exert improper influence to obtain government contracts. Improper influence is influence that induces a government employee to act on a contract on any basis other than the merits of the matter. A bona fide agency is an established commercial or selling agency, maintained by a contractor for the purpose of securing business that neither exerts nor proposes to exert improper influence to obtain government contracts.
5. *Kickbacks:* As also addressed at Section 1.B, all kickbacks are prohibited, including kickbacks in connection with both federal prime contracts and subcontracts. Nothing of value, including any money, fees, commissions, credit, gifts, gratuities or compensation of any kind, can be offered by, or accepted from, any contractor or subcontractor for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime or a subcontract. Including the amount of a kickback in the price of a prime contract and any subcontract, either directly or indirectly, is also prohibited. These prohibitions extend to all subcontractors at any

tier under a government contract. Suspected violations must be reported in writing to the federal government.

6. *Lobbying Restrictions:* Under government contract statutes and regulations, “appropriated funds” must not be used to pay any person for influencing or attempting to influence any officer or employee of any federal agency or member of Congress in connection with any decision to award or modify a contract, grant, or cooperative agreement or to make or modify a loan. The term “appropriated funds” include proceeds received under a federal contract, loan, grant or cooperative agreement. Payments to lobbyists from federal contract funds or accounts for this purpose would violate the lobbying restriction. Procedures must be followed to ensure that no prohibited payments for lobbying activities are made to lobbyists, outside counsel, accountants, other consultants, and in-house personnel.
7. *Conflicts of Interest:* In federal procurements, conflicts of interest may occur either on a personal or an organizational level.
  - Personal conflict of interest—employment of agency officials: Contacts and communications with procurement officials concerning employment are restricted. Agency officials must report such contacts to their supervisor and the agency ethics official. The official must either reject the employment opportunity or disqualify herself or himself from the procurement. Continuing employment discussions while knowing that the agency employee has not complied with the reporting requirement can subject an individual and/or a company to penalties and sanctions.
  - Personal conflict of interest—employment of former procurement officials: Hiring a former procurement official is permitted only in limited circumstances. Former government employees are subject to restrictions on the types of tasks they may perform after leaving government employment. Restrictions vary in scope and duration depending on the employee’s responsibilities while serving in the government.
  - Personal conflict of interest—sub awards involving grant funds: No employee, officer, or agent shall participate in the selection, award or administration of a sub award supported by federal funds if a real or apparent conflict of interest would be involved. Such a conflict would arise when the employee, officer, or agent, any member of his or her immediate family, his or her partner, or an organization in which he or she serves as an officer or which employs or is about to employ any of the parties mentioned in this section, has a financial interest or other interest in the organization selected or to be selected for a sub award. The officers, employees, and agents of the recipient shall neither solicit nor accept anything of monetary value from the sub recipients. For purposes of this paragraph, “financial interest” includes stock ownership, creditor or debtor relationship, and prospective employment with the organization selected or to be selected for a sub award.

- Organizational conflict of interest—possession of certain information: Situations must be avoided where a contractor possesses proprietary information or source selection information that was obtained from the government and that would assist the contractor in obtaining a contract. Such information could come into the contractor’s possession through performance under a prior contract, especially if the prior contract was for technical assistance or consulting services provided to the government. Strict attention must be paid to contract provisions that restrain future contracting opportunities and such provisions must be followed at all times.
8. *Protection from Retaliation:* Any employee can disclose information without fear of reprisal to any appropriate federal agency or authority, and internally through any complaint procedure available to employees of EarthLink, that the employee reasonably believes of evidence of:
- Gross mismanagement of an agency contract or grant relating to covered funds;
  - A gross waste of covered funds;
  - A substantial and specific danger to public health or safety related to the implementation or use of public funds;
  - An abuse of authority related to the implementation or use of covered funds: or
  - A violation of law, rule, or regulation related to an agency contract (including the competition for or negotiation of a contract) or grant, awarded or issued relating to government funds.

B. Foreign Corrupt Practices Act Compliance

The Foreign Corrupt Practices Act (FCPA) makes it a crime for U.S. companies and individuals to make payments to foreign officials to influence a foreign official’s acts or decisions or to induce a foreign official to act in violation of a lawful duty in order to obtain or retain business or secure improper advantage. EarthLink’s policy is to adhere to the FCPA.

Key Points:

1. Employees should not pay money or give anything of value to any member of a public international organization or foreign government, political party or candidate for the purpose of obtaining or retaining business or to secure any improper advantage.
2. Employees should not make payments to officials of foreign governments in order to get them to take routine actions, unless such payments are approved in advance by EarthLink’s Legal Department.

3. Employees must truthfully and completely disclose in EarthLink documents any payments made to foreign officials.

### **3. FINANCIAL INTEGRITY**

Uncompromising financial integrity is of paramount importance to EarthLink, and it must be recognized as an absolute necessity in our daily operations. EarthLink's financial statements (internal and external), including associated disclosures, must at all times be:

- Prepared in compliance with GAAP and SEC guidelines, as well as other rules and regulations of local, state, and federal governments, and other appropriate private and public regulatory agencies; and
- Accurate, reliable and complete in all material respects.

If you are uncomfortable with the propriety of EarthLink's financial statements, disclosures or other practices, you should contact EarthLink's Corporate Controller, Chief Financial Officer, General Counsel or Chief Executive Officer. You may also make confidential and anonymous reports using EarthLink's toll-free Ethics Hotline (888-732-1412) or at <https://earthlink.alertline.com/>.

### **4. DISCRIMINATION AND HARASSMENT\***

The diversity of EarthLink's employees 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. EarthLink forbids any form of discrimination or harassment related to an individual's race, sex, religion, national origin, age, disability, sexual orientation, or any other protected group status as defined by law or EarthLink's policies.

*\*The foregoing information is general in nature. For further guidance and clarification, employees should consult EarthLink's comprehensive Equal Employment Opportunity and Harassment policies or a member of the Human Resources Department.*

### **5. CONFLICTS OF INTEREST**

A "conflict of interest" exists when a person's private interests interfere in any way with the interests of EarthLink. Conflicts of interest are prohibited as a matter of EarthLink policy. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to objectively and effectively perform his or her work for EarthLink. The best policy is to avoid any direct or indirect business connection with our competitors, customers, vendors, agents or dealers, except on our behalf.

Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits such as payments, gifts, entertainment, or promises of employment as a result of his or her position with EarthLink. Loans to, or guarantees of obligations of, employees, officers, directors, or their family members, may

create conflicts of interest. In general, business transactions between EarthLink and businesses in which an employee, officer, director or their family members have a substantial interest are prohibited. It is almost always a conflict of interest for an EarthLink employee to work simultaneously for a competitor, customer, vendor, agent or dealer. Your primary employment obligation is to EarthLink. Any outside activity, such as a second job or self-employment, must be kept completely separate from your activities at EarthLink. You may not work for a competitor, customer, vendor, agent or dealer as a consultant or serve on the board of directors of a competitor, customer, vendor, agent or dealer. When it becomes necessary to engage the services of an individual or firm to consult for or represent EarthLink, special care must be given to ensure that no conflicts of interest exist between the Company and the person or firm to be retained.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with EarthLink's Legal Department. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of their supervisors, the Human Resources Department, the Legal

Department, or consult the procedures described in the Compliance Procedures & Reporting section of this Code.

## **6. CORPORATE OPPORTUNITIES**

Employees, officers and directors owe a duty to advance EarthLink's legitimate corporate interests when the opportunity to do so arises. Accordingly, employees, officers and directors are prohibited from taking for personal gain, or for the gain of third parties, opportunities that are discovered by virtue of their positions with EarthLink. Employees, officers and directors may not use their positions for improper personal gain, and no employee, officer or director may compete with EarthLink directly or indirectly.

## **7. INSIDER TRADING\***

Employees, officers and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of EarthLink business. All non-public information about EarthLink should be considered confidential information. To use non-public information, sometimes referred to as "inside information," for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but also illegal. If you have any questions, please consult EarthLink's Legal Department.

*\*The foregoing information is general in nature. Employees, officers and directors should consult EarthLink's comprehensive Insider Trading Policy, which is located on the Legal and Public Policy page in Orbit, or EarthLink's Legal Department for further guidance and clarification.*

## **8. 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 proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with EarthLink's customers, suppliers, business partners, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The antitrust laws and regulations are meant to ensure that the marketplace remains competitive. Compliance with the antitrust laws and all other laws covering competition is of the utmost importance to EarthLink, and each of us has a responsibility to comply with them. The antitrust laws can be complex, and you are encouraged to seek the advice of the EarthLink Legal Department if you have questions.

### **Key Points:**

1. Employees should avoid discussions with competitors and potential competitors unless the discussions have an appropriate business purpose and, then, keep the discussions to a minimum. It is particularly important not to enter into any agreement with a competitor that has the potential to reduce competition, unless the agreement has been cleared in advance by the Legal Department. Certain types of agreements with competitors are always illegal and must be avoided regardless of the circumstances. For example, agreeing with competitors on prices you or they will charge or locations where you or they will offer services may be a serious violation of the antitrust laws. If a conversation with a competitor enters an inappropriate area, end the conversation at once.
2. Employees should be accurate and truthful with customers, and take particular care when describing the quality, features or availability of our products and services. Be similarly careful if you describe a competitor's products or services. It is unwise to criticize a competitor to a customer, and it is inappropriate to interfere with any contract between a competitor and a customer of the competitor.
3. It may constitute a violation of antitrust laws for an enterprise to join a trade association and exchange information with its competitors in the association's meetings, depending upon the nature of the information exchanged. Therefore, employees attending such meetings must exercise extreme care to comply with applicable antitrust laws and take care to avoid the appearance of any improper conduct on each of such occasions.
4. Employees may not advise a potential supplier that EarthLink's decision to purchase the supplier's products or services is dependent on the supplier's agreement to purchase products or services from EarthLink.

5. In procuring necessary materials and services, EarthLink shall open its door to all suppliers, without prejudice, for an opportunity to compete, based on quality, price and delivery schedule and a fair trading relationship. EarthLink shall also comply with all applicable laws and regulations of the areas where it undertakes procurement activities.

EarthLink respects the intellectual property (including patents, trademarks and copyrights) and other rights of third parties. No employee shall infringe, misappropriate or otherwise misuse intellectual property belonging to a third party in connection with the performance of his or her duties for EarthLink, nor shall any property of a third party be incorporated into the technology, software or products of EarthLink without appropriate legal authorization. Any employee should contact the Legal Department in the event he or she has any questions about the use of intellectual property belonging to a third party.

## **9. HEALTH AND SAFETY**

EarthLink strives to provide each employee with a safe work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

In line with its policy to provide a safe workplace for its employees, EarthLink follows ergonomics standards in accordance with applicable law. EarthLink is also committed to maintaining a work environment free from threats or acts of violence. Employees are forbidden from possessing any weapon while working, operating or in EarthLink vehicles, present on EarthLink premises or present in any other location performing services for EarthLink, or while attending EarthLink-sponsored activities. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use, possession, purchase, sale, manufacture or transfer of illegal drugs in the workplace will not be tolerated.

Employees are responsible for reporting threats, attempted violence, acts of violence, bomb threats, suspected terrorist activity, and any other security concerns to their supervisors or the Human Resources Department.

## **10. RECORD-KEEPING**

EarthLink requires honest and accurate recording and reporting of information in order to make responsible business decisions.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor. Rules and guidelines are available from a member of the Finance and Accounting Department. Contact information for members of this department is available on Orbit.

All of EarthLink's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect EarthLink's transactions, and must conform both to applicable legal requirements and to EarthLink's system of internal controls.

## **11. PROTECTION AND PROPER USE OF COMPANY ASSETS**

All employees should try to protect EarthLink's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on EarthLink's profitability. EarthLink owns a broad range of property, and employees have a responsibility to safeguard the property owned by EarthLink and its customers. The law forbids persons from stealing the property of EarthLink, including cash, credit cards and other tangible and intangible assets. Any suspected incident of fraud or theft should be immediately reported for investigation.

EarthLink's information technology system and other technology resources may be used only for legitimate business-related communications, though occasional personal use that is professional and does not interfere with EarthLink's business may be permitted. Personal use of the technology system must not disrupt the operation of EarthLink's networks or of other users, and such use may not interfere with the productivity of any employees. All employees are expected to comply with all corporate information technology security policies that may be enacted from time to time by EarthLink.

Employees are prohibited from sharing their passwords, or customers' passwords. The unauthorized use and/or disclosure of other users' passwords is prohibited. Employees must abide by all security restrictions on all of EarthLink's technology systems and resources and are prohibited from attempting to evade, disable or "crack" passwords or other security provisions or otherwise attempt to improperly access such systems or resources.

The obligation of employees to protect EarthLink's assets includes its confidential information. Confidential information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as lists of customers, data, codes, programs, methods, processes, and procedures in connection with the development and providing of EarthLink's products, market research, marketing plans, EarthLink's agreements with vendors and other third parties, financial information and projections, and other commercially sensitive information which is not readily available to the public through legitimate origins. Unauthorized use or distribution of this information violates EarthLink policy, and could also be illegal and result in civil or even criminal penalties. The obligation to preserve confidential information continues even after employment ends. The following is a summary of the main areas of intellectual property and confidential information:

**Patents** are granted on inventions, such as new or improved machines, processes, computer programs, and methods of doing business. EarthLink strives to protect its inventions with patents. The inventions we create in the course of our employment belong to EarthLink.

**Trademarks** are distinctive symbols, words or groups of words that distinguish the products or services of a particular company from those of other companies. Trademarks represent who we are and the quality of products and services we offer. Trademarks can also trigger strong positive associations in customers' minds, resulting in immediate preference and long-term loyalty to our offerings. EarthLink uses its trade names, EarthLink and EarthLink Business, and the EarthLink logo as its primary brand trademarks. This willingness to put our corporate name in the limelight, shoulder-to-shoulder with our product and service offering names, brings a high level of responsibility with it. Consistent and careful usage of

all our trademarks is imperative. If your job responsibilities at EarthLink include the creation of names for products or services, you will need to follow the applicable EarthLink guidelines which are maintained by the Legal Department.

**Copyrights** protect original works of authorship, such as written materials, software, audio-visual works, photographs, drawings, illustrations and similar works. An EarthLink employee who creates a work in the scope of his or her employment creates it as a work made for hire, thus EarthLink is the owner of the copyright. However, the copyright of a work rests initially with the author or authors of the work, therefore it is essential that all contracts involving work to be done for EarthLink by a third party secure ownership of the copyright in that work for EarthLink.

**Confidential Information** is any information that gives us a competitive edge in the marketplace or that would harm EarthLink if disclosed inappropriately. Remember to stamp all confidential information with approved confidential and proprietary markings. We should not leave confidential information in places where it could be easily seen or found by unauthorized individuals. We should not discuss confidential information in public places where we could be overheard. Follow the required procedures for safeguarding and disposing of confidential information, rather than throwing it away in an ordinary garbage can. We should accept confidential information from others or disclose EarthLink confidential information only if we have a substantial business need to do so. In any case, we should confirm that the appropriate parties have signed a nondisclosure agreement before any information is disclosed.

**Employee Information** is collected, processed and maintained internally at EarthLink to support workforce management and administrative objectives, and to comply with labor and other laws. EarthLink's policy is to maintain employee information and documentation in a confidential manner. Employee information and documentation will be released only to those persons or entities who have a need to know in accordance with applicable law. Any questions regarding the access, use, or distribution of personal information about EarthLink employees should be referred to the Human Resources Department.

**Customer Information**\* is information that EarthLink collects from visitors and members who access the various parts of our services and the network of Web sites accessible through our services. Customer information, including customer passwords, must be treated as private and confidential. EarthLink uses this information primarily to provide a customized experience while using our services. Generally, EarthLink does not share this information with third parties. EarthLink employees may only disclose collected personal information if the customer has given permission beforehand or in very special circumstances, such as when such disclosure is required by law or other special cases as described in our Privacy Policy.

*\*The foregoing information is general in nature. Employees should consult EarthLink's comprehensive Privacy Policy for further guidance and clarification.*

## **12. COMMUNITY RELATIONS AND SOCIAL WELFARE**

EarthLink's policy is to contribute to, and cooperate with, all local communities of which it is a member. Employees are encouraged to actively participate in community organizations and promote understanding of EarthLink's corporate policies and business activities throughout the community.

EarthLink will, as a responsible corporate citizen, make appropriate donations in the local communities where it is located for the purpose of contributing to community development. Such donations shall generally be made to noncommercial organizations and established procedures must be observed to assure that such donations are proper and timely (all corporate donations require approval of the Chief Financial Officer).

EarthLink's policy is to support its employees' outside activities promoting social welfare, and EarthLink shall make every effort to respect its employees' civil rights by giving personal holidays and making other accommodations where deemed appropriate. Activities promoting social welfare should be carried out during private time.

## **13. WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS**

Any employee, officer or member of the Board of Directors who desires a waiver of any provision of this Code shall request a waiver in writing from the Legal Department, which will review the request and decide upon it in conjunction with the independent members of the Board of Directors (as determined pursuant to applicable rules of Nasdaq and federal securities laws). An independent director requesting such a waiver shall recuse themselves from consideration of the waiver request. In determining whether to grant a waiver, the independent directors shall consider, among other factors, whether granting the waiver is consistent with the interests of EarthLink. The Legal Department will notify the person requesting the waiver of the decision in writing. If the waiver is approved, the Legal Department will make appropriate notifications of such decision as required by law or stock exchange regulation.

## **14. COMPLIANCE PROCEDURES & REPORTING**

EarthLink employees must work together to ensure compliance with the law and this Code, and to protect EarthLink from unethical or illegal actions by anyone. All EarthLink employees are responsible for acquiring sufficient knowledge to recognize compliance issues applicable to their jobs and for appropriately seeking advice regarding such issues. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- 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 your judgment and common sense; if something seems unethical or improper, it may very well be.
- 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.

- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from other EarthLink resources. In situations where you do not feel comfortable approaching your supervisor with your issue, discuss it with one of the following resources:

A Human Resources Department manager or executive.

**OR**

Any member of the Legal Department.

**OR**

Any EarthLink executive, including:

Joe Eazor  
Chief Executive Officer and President

Sam DeSimone  
General Counsel

Louis Alterman  
Chief Financial Officer

Valerie Benjamin  
SVP, Human Resources

Contact information, including email addresses, telephone numbers, and mailing addresses, for members of the Human Resources and Legal Department and EarthLink's executives is available on Orbit.

**OR**

EarthLink's toll-free Ethics Hotline (888-732-1412) or at <https://earthlink.alertline.com/> in which you may make reports anonymously and confidentially.

- You may report ethical violations or other conduct that is inconsistent with this Code anonymously and in confidence, and without fear of retaliation. All reports will be promptly and thoroughly investigated, and done so as confidentially as possible consistent with the appropriate management of EarthLink. EarthLink employees must cooperate with these investigations.
- EarthLink does not permit retaliation of any kind against employees for good faith reports of ethical violations and for participating in an investigation.

**15. ENFORCEMENT**

Any violation of applicable law or any deviation from the standards embodied in this Code will result in appropriate corrective and/or disciplinary action, up to and including termination of employment.

**EARTHLINK HOLDINGS CORP.**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**ACKNOWLEDGMENT FORM**

I acknowledge that: (i) I have carefully read EarthLink's *Code of Business Conduct and Ethics*, (ii) I fully understand the standards and principles described in the Code; and (iii) I agree to practice and conduct business in accordance with the Code. I also understand that this Code is issued for informational purposes, and that it is not an express or implied contract of (continued) employment and that it does not create any contractual obligations by EarthLink to continue my employment or to follow any stated policy or procedure with respect to my employment.

\_\_\_\_\_  
Employee Name

\_\_\_\_\_  
Employee Signature

\_\_\_\_\_  
Date

**EARTHLINK HOLDINGS CORP.**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**ACKNOWLEDGMENT FORM**

**[FOR BOARD OF DIRECTORS]**

I acknowledge that: (i) I have carefully read EarthLink's *Code of Business Conduct and Ethics*; (ii) I fully understand the standards and principles described in the Code; and (iii) in my capacity as a member of the Board of Directors of EarthLink, I agree to practice and conduct business in accordance with the Code.

\_\_\_\_\_  
Director Name

\_\_\_\_\_  
Director Signature

\_\_\_\_\_  
Date