

ETHICS AND COMPLIANCE

Treatment, Reporting and Retention of Complaints

Once a complaint is received by the Business Ethics and Compliance department, the department will determine whether the complaint actually pertains to accounting matters and when possible, or unless the complaint is submitted anonymously, acknowledge receipt of the complaint to the person submitting it.

Complaints relating to accounting matters will be sent by the Business Ethics and Compliance department to the senior vice president, general counsel and chief compliance officer and to the vice president of internal audit. The vice president, Internal Audit will send a copy of each of these complaints to the Audit Committee, chief financial officer and the chief executive officer (unless the complaint alleges misconduct by such person) and generally will include a description of the initial steps planned to investigate or respond to the complaint.

Each complaint will be reviewed and investigated by the senior vice president, general counsel and chief compliance officer and the vice president of internal audit and/or such other persons as the Audit Committee determines to be appropriate, under Audit Committee review, direction and oversight. Unless and until determined otherwise by the Audit Committee, the senior vice president, general counsel and chief compliance officer and the vice president of internal audit, together with other company employees, will investigate or oversee the investigation of the complaint and the underlying facts and report their findings to the Audit Committee.

The senior vice president, general counsel and chief compliance officer, the vice president of internal audit, and the Audit Committee will determine the appropriate report to be made to the company's external independent auditor. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee. The company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding accounting matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

The Business Ethics and Compliance department will maintain a log of all complaints tracking their receipt, investigation and resolution and shall prepare a periodic summary report for the Audit Committee. Copies of complaints and logs will be maintained in accordance with the company's document retention policy.