



Ethics Code



UNITED SPACE ALLIANCE

Using Company Assets • *Safety* • Company Policies • Conflict of Interest
Integrity • *Ethical Behavior* • Sensitive Information • Record Keeping
Time Charging • Discrimination • *Innovation* • Protecting the Environment
Success • Government Employees • Anti-trust Laws • Political Contributions



A Message from Dick Covey

United Space Alliance has always been a company of leaders. As leaders, we hold ourselves to a standard of conduct that reflects the pride we have in our unique role as a space operations company. It is the expectation of every employee, along with our customers and business partners, that all business actions are conducted with integrity.

USA has defined a common set of Core Values: Safety, Ethical Behavior, Innovation and Success. Through these Core Values with their emphasis on ethical behavior, we maintain the utmost integrity in all of our business practices, our relationships with each other, and with our customers. Our actions as USA employees create and maintain the company's ethical culture.

As owners of the company's culture, employees at all levels are expected to know and follow the company's ethical standards. This publication addresses key areas to help you focus on this responsibility. Additionally, USA provides detailed ethics training programs to familiarize you with issues you may encounter in the workplace.

Each of us is responsible for conducting our personal business practices in accordance with the highest standards of ethical performance, and also for actively participating in a culture, which promotes the same. We are all obligated to seek guidance, identify and raise concerns of actions that may not comply with company standards, policy or the law. These issues should be brought to the attention of your management, Human Resources or the Ethics Office. The Ethics Office is committed to maintaining maximum possible confidentiality and to protecting employees against retribution of any kind.

The Ethics Office may be contacted by any of the following methods:

Phone: 1-800-713-0850

Mail: Ethics Office, United Space Alliance
1150 Gemini, USH-304L, Houston, Texas 77058-2708

E-mail: usa_ombudsman@usa-spaceops.com

I consider it a privilege to work with men and women who display a great passion for space exploration. That passion combined with a commitment to hold ourselves to the highest ethical standard provides the foundation for our success now and in the future.

A handwritten signature in black ink that reads "Dick Covey". The signature is written in a cursive, slightly slanted style.

Richard O. Covey
President & Chief Executive Officer
United Space Alliance

Section 1: Our Commitment to Employees, Customers, and Communities

Our Code of Conduct is a resource for our employees (including subsidiaries) and anyone who represents USA. It is based on our Core Values of Safety, Ethical Behavior, Innovation, and Success, as well as the policies and procedures put in place to ensure we conduct business in the best interest of the Company, our customers, and communities. Due to the nature of our business, there are additional work rules and policies that must be followed within specific work groups. Violations of any of these rules or policies may result in disciplinary action up to and including termination.

We are committed to the success of our Company and providing quality products and services to our customers, however, we do not compromise ethical business practices to meet the demands of cost or schedule.

We value the local communities in which we operate and are active and regular contributors to the needs of those communities.

Section 2: Our Commitment to USA's Culture of Integrity

It is through all of our business behaviors that the integrity of USA is built and maintained. USA provides multiple avenues and processes through which we have the right, responsibility and obligation to raise questions, seek clarifications and report potential compromises. Through our commitment to use these processes, USA's strong ethical culture is continually reinforced. Avenues for raising questions and/or concerns include management, Human Resources, and/or the Ethics Office.

When reporting an ethics concern:

- You will be treated with dignity and respect
- Your communication will be protected to the greatest extent possible
- Your concerns will be seriously addressed and, if not resolved at the time you call, you will be informed upon resolution
- You need not identify yourself
- If you do identify yourself, you may request that your identity not be disclosed
- There is no penalty for calling, and there will be no retribution. If anyone tries to stop you from calling, or retaliates because you do, they are subject to disciplinary action
- The Company takes this commitment to business integrity seriously and will take appropriate action to all violations of our Code.

Q: What happens if a Standards of Business Conduct violation is found?

A: *It depends on the particulars of the situation. Normally, USA follows a progressive disciplinary process, including verbal counseling, Formal Warning, Formal Written Reprimand, 2nd Formal Written Reprimand (generally with suspension), and Termination. However, based on the specific violation, a review of the employee's history, and actions taken for similar violations, it may be necessary to skip one or more steps. But this is the exception, not the rule.*

Once the appropriate disciplinary action has been determined, Management and Employee Relations meet with the employee. After the discipline has been delivered, if the person that raised the initial concern identified themselves the Ethics Office will follow up to inform them the investigation is complete and appropriate action has been taken. The particulars of the

investigation and actions taken are not discussed with the person that raised the issue. Confidentiality is always respected.

When contacting the Ethics Office an employee may elect to reveal their identity or remain anonymous; however, the Ethics Office encourages participating in two-way communication and sharing of information. This will allow the investigator to obtain additional information if needed to fully investigate the matter, and also allow for follow up with the employee that surfaced the concern after it has been investigated. Confidentiality is strictly maintained and the identity of an employee who contacts the Ethics Office is not released without permission from that individual to do so.

Section 3: Our Commitment to a Safe and Respectful Work Environment

Providing a Non-Discriminatory and Hostile-Free Workplace

Integrating the unique attributes and talents of a diverse workforce allows for greater flexibility and creativity in the workplace and in the community. USA is committed to maintaining a work environment that respects the dignity and contributions of each individual, and permits us to work free from intimidation, coercion, or unlawful harassment, including sexual harassment.

Preventing harassment, discrimination and threats is a matter of respecting each other's rights and dignity. Discriminatory harassment infringes on an individual's right to a work environment that is free from intimidating or offensive behavior, and USA does not tolerate such actions. We must take all such issues seriously and promptly report them to management, Human Resources and/or the Ethics Office without fear of retaliation.

It is our policy to foster a diverse workforce and environment of inclusion. Any behavior that reflects unlawful discrimination violates our Company values and will not be tolerated as it undermines our ability to work as a cohesive team.

We do not tolerate any acts of verbal or physical behavior that could lead to or cause workplace violence. The health and safety of our employees is important to USA and our customers and requires that we all work free from the influence of any substance or activity that could prevent or impair safe and effective work activities. At no time are employees to perform their job while under the influence of alcohol or illegal drugs.

Refer to the following Company resources for additional information:

FPP-C-01-17, Discriminatory Harassment

FPP-C-07-01, Drug-Free Workplace

FPP-C-01-20, Management of Workplace Violence

FPP-C-01-01, Ethics and Business Conduct

Q: What is Harassment and Hostile Work Environment?

A: Harassment is defined as a course of conduct directed at a specific person that causes substantial emotional distress and serves no legitimate purpose. When the behavior of another person unreasonably interferes with an employee's work performance or creates an intimidating, hostile or offensive work environment, the individual's right to be treated with dignity and respect may be negatively impacted. Additional impacts may be reduced productivity, ineffective communication patterns and lack of trust. These may also affect an individual's quality of work, as well as that of the work team.

Examples of behaviors that may create a hostile work environment:

- *Verbal or written use of words, innuendos, pictures, jokes, etc, (including racial slurs) which demean others. These may be directed:*
 - *to, or be about, an individual*
 - *to a third party about another person/group*
 - *generally about a group of people (also applies if the speaker is a member of that group)*
- *Use of words or physical actions that threaten or imply a threat*
- *Horseplay*
- *Use of curse words and/or vulgar language*
- *Unwelcome and/or inappropriate touching*
- *Sexual advances, including innuendo*
- *Viewing inappropriate material including jokes, photographs, pornography, internet-based sites and video clips on the computer*
- *Unwelcome comments regarding religious or political beliefs, including use of quotes in an email signature line.*

Preventing harassment and hostile work environment is a matter of respecting the rights and dignity of others. What one person may deem is appropriate and comical, another may perceive as inappropriate. Employees are expected to be sensitive to others and foster a professional work environment that provides dignity and respect for fellow employees. Incidents and circumstances that may create a hostile work environment must be immediately reported to management, Human Resources or the Ethics Office. All reports are taken seriously and are fully investigated.

Section 4: Our Commitment to Environmental Sustainability and Stewardship

Protecting Ourselves and Our Environment

We are committed to providing a safe and healthy work environment. Each of us is responsible for compliance with environmental, health and safety laws and regulations. We consistently seek to reduce, minimize or eliminate the generation of waste or the release of potentially hazardous materials into the environment. We must strive to create a company culture in which environmental concerns are recognized as priority considerations in all our decisions, as well as recognize and respond to community concerns.

Observation of all posted warnings and regulations and strict adherence to safety procedures is critical, especially due to the nature of our business. We all have the responsibility to immediately report any accident or injury sustained on the job. We also have avenues to report any environmental or safety concern.

Refer to FPP-C-01-01, Ethics and Business Conduct for additional information.

Section 5: Our Commitment to Ethical Business Practices

Conflicts of Interest (COI)

We are all expected to make decisions that are in the best interest of USA and without any consideration of personal gain. Any activity which is a conflict of interest, either in practice or appearance, must be disclosed to the Ethics Office for approval. This applies to employees, employee spouses, children and/or parents. Displaying favoritism or having conflicts of interest runs counter to USA's Core Values and ethical culture. All actions made in the performance of our jobs must be made with integrity, honesty and fairness.

Representative examples of conflicts (not all inclusive) include:

- Employment by a competitor or potential competitor
- Accepting a contingent offer of employment
- Acceptance of gifts, payment or services from those seeking to do business with USA
- Placement of business with a firm owned or contracted by an employee or employee family member
- Acting as a consultant to a USA customer, supplier, vendor, subcontractor, competitor or potential competitor

Refer to the following Company resources for additional information:

FPP-C-01-12, Employee Conduct

FPP-C-01-01, Ethics and Business Conduct

Giving and Receiving Gifts and Gratuities

Anyone representing USA must conduct business with customers, subcontractors and suppliers on the basis of service, quality, performance and price without giving or accepting anything that could influence or appear to influence the business transaction decision whether company paid or personal funds.

If you consider giving a gift, be aware that federal, state and local government departments, agencies and their employees are governed by differing laws and regulations concerning acceptance of meals, gifts or any other items of value from firms or persons with whom they do business or over whom they have regulatory authority. These laws, regulations and applicable policies must be consulted and understood before any courtesies are offered. Foreign Corrupt Practices Act and foreign country laws prevent the giving of anything of value to individuals associated with foreign governments, including political parties, for the purpose of obtaining or retaining business.

When considering accepting a gift or gratuity, be aware that we all have a personal responsibility to ensure that our acceptance could not reasonably be construed in any way as an attempt by the offering party to secure favorable treatment.

Refer to FPP-C-01-01 Ethics and Business Conduct for definitions and monetary restrictions on giving and accepting gifts.

Q: What are the guidelines to consider when being offered a gift, or when considering giving a gift?

A: *Along with the policies, the following are some practical questions to review when considering giving or receiving a gift in the context of your USA job.*

When being offered a gift:

- *What is the value of the gift? Is it more than \$50?*
- *Is the gift from a customer, vendor, supplier, sub-contractor, competitor or potential competitor?*
- *Will the receipt of the gift influence, or give the appearance of influencing the business transaction decision?*
- *Is the gift an attempt by the offering party to secure favorable treatment?*

When considering giving a gift:

- *Are you aware of the laws, regulations and applicable policies that the receiving party may be governed by? (Remember, USA's policy establishes its employees as responsible for awareness of such laws and regulations. We must consult and understand such policies before any courtesies are offered.)*
- *Is the receiving party a customer, vendor, supplier, sub-contractor, competitor or potential competitor? (If so, this is a red flag that a potential COI may exist.)*

If the answer to any of these questions raises a question of possible impropriety, or if you simply need further clarification, contact your management, Human Resources and/or the Ethics Office. These departments will be able to guide you in making the appropriate decision. Such proactive consideration and action can help prevent potentially embarrassing or compromising situations, or even potential violations; ensuring that these gestures remain positive for all involved.

Employment of Current or Former Government Employees

Our commitment to compete vigorously and fairly must always be a priority. We respect the obligation of potential employees to protect the confidential information of their current and former employers. When seeking to hire current or former government employees (military or civilian), we must fully comply with the specific laws and regulations that govern these circumstances. When considering such options, we must ensure we observe and follow all laws and rules. Obtain approval from Human Resources – Staffing and Legal prior to engaging in any formal or informal discussions of employment between USA and any government employee.

Refer to FPP-C-02-02, Staffing: Recruitment and Selection

Political Activities

As a Company, we take positions on political issues and lobby on behalf of our interests and goals. These actions are always done in compliance with applicable laws and regulations. Federal law prohibits companies from donating funds, goods or services directly or indirectly to candidates for federal offices, including jurisdiction outside of the U.S. Employees who correspond with government officials on behalf of the Company should fully understand the laws and regulations that apply to them and the Company. Remember that USA Government Affairs is solely responsible for managing political contributions on behalf of USA, including donating products, services, transportation, or facilities.

Many of us are active participants of the political process within our respective communities, and USA encourages this participation. Personal activities in support of a particular political party, candidate, or cause must not be conducted on Company time or equipment, or in any way create a hostile work environment for others.

Any employee seeking to campaign, hold a public office, or serve on commissions or advisory boards is responsible for disclosing to the Ethics Office to ensure a conflict of interest is avoided.

Refer to the following Company resources for additional information:

CP-C-05, Philanthropic Contributions
FPP-B-04-18, Political and Lobbying Expenses
FPP-C-01-12, Employee Conduct
FPP-C-01-01, Ethics and Business Conduct

Cooperation in Investigations and Media Relations

USA values the trust our Customers place in our organization and we uphold that trust by cooperating with investigations and audits. To protect the integrity of investigations and audits, we are not to destroy or alter records in response to an investigation or audit, or when one is anticipated. Additionally, we are not to make false or misleading statements to investigators or discuss an investigation with anyone, unless instructed to do so by investigators.

We respond and fully cooperate with government and third party investigations. If you learn that a government agency or a third party is conducting an investigation or requesting information pertaining to a suspected violation of the law, immediately report it to USA Legal or Ethics Office so the process through which we respond can promptly be put into place.

Due to public interest regarding launches and upcoming activities, reporters or media representatives may try to solicit information directly from us. We have the responsibility to provide accurate information without compromising USA or customer sensitive data, therefore, all media requests for statements or information must be submitted through Communications and Public Affairs prior to providing information.

Refer to the following Company resources for additional information:

CP-A-10, Public Release of Information
FPP-C-01-01, Ethics and Business Conduct
FPP-C-02-06, Information Release Request

Complying With Federal Acquisition Regulations – Mandatory Disclosure

USA discloses to the government any violations of Federal criminal law or overpayments in connection with the award or performance of covered contracts or subcontracts. All employees must promptly report suspicion or awareness of such violations to management, Human Resources or the Ethics Office.

Refer to FPP-C-01-01, Ethics and Business Conduct for additional information.

Complying With All Antitrust Laws

Antitrust is a blanket term for strict federal and state laws that protect the free enterprise system. The laws deal with agreements and practices “restraint of trade” such as price fixing and boycotting suppliers or customers, for example. They also bar pricing intended to run a competitor out of business; disparaging, misrepresenting, or harassing a competitor; stealing trade secrets; bribery, and kickbacks.

Antitrust laws are vigorously enforced at USA Violations may result in sanctions against individual employees. Anytime we deal with competitors we are expected to know that U.S. and foreign antitrust laws may apply to our activities, and we have a responsibility to educate ourselves regarding actions that can be taken.

Refer to the following Company resources for additional information:

FPP-C-01-01, Ethics and Business Conduct

FPP-C-02-05, Compliance with Export Laws and Regulations

Q: What do anti-trust laws mean to me?

A: We are not to engage in discussions or make agreements with actual or potential competitors regarding pricing policies or terms of sale or our products or theirs; bribe customers or suppliers to hurt our competitors or help our business. Always exercise caution when engaging in conduct that could give the appearance of unfair competition.

Maintaining Accurate Business Records

Only costs properly chargeable to a contract may be billed to or reimbursed by the U.S. Government. Therefore, false, misleading or artificial entries must not be made in the company books and records. Whether documenting timecards, expense reports, general accounting records, purchasing or manufacturing records, each of us has a personal responsibility to ensure that all information is maintained in accordance with generally accepted accounting practices and principles and with all laws and regulations. Timecards constitute company records and must be accurately maintained. We are each ultimately responsible for all entries on the timecard.

Refer to the following Company resources for additional information:

FPP-C-01-12, Employee Conduct

FPP-C-01-01, Ethics and Business Conduct

FPP-RM-04, Work Authorization System Policy and Procedure

USA004817, Timekeeping Reference Guide

B-04-15, Timekeeping and Labor Recording

Q: What resources are available to address questions regarding proper charging of work tasks performed?

A: As USA has increased its new business activity and moved into a multi-contract environment, employees and management have increased personal awareness and heightened sensitivity to verify proper recording of work on assigned tasks. It's understood through communication and training provided by the company, that equally important to accurately recording hours worked on timecards is the requirement to use the proper line(s) of accounting or Project Identification (PID) for work performed.

USA has established policies and procedures addressing requirements for proper recording of work performance for all USA Government and Commercial contracts as well as company Indirect/Service center functions. This is critical to ensure that labor is recorded, reported, segregated, and accumulated in the detail and manner necessary to fulfill contractual requirements as well as the requirements for management reporting, accounting, and the system of internal control.

Use of Company and Customer Assets

We have a responsibility to properly use company resources, and the property and technology of our customers, subcontractors and suppliers. These assets may not be taken, used, diverted, altered or destroyed without proper authorization.

For example, customer property can only be used in the manner specified by the customer unless direct approval has been obtained to do otherwise. An alternate example is that files, materials, or inventions created in the course of employment belong to the company not to individual employees.

The company provides a variety of resources for official business. Computers or telephones may be used for occasional personal use on a non-interference basis – with prior manager authorization and within applicable company policies.

Refer to the following Company resources for additional information:

FPP-C-01-12, Employee Conduct

CP-D-01, Use and Monitoring of Computing Resources

Q: What are the guidelines for personal use of USA and government office equipment including information technology?

A: Employees may use USA/GFE computing resources, including e-mail and the Internet for personal use ONLY under the following conditions:

- with prior management knowledge and approval*
- if it does not interfere with assigned work tasks*
- if time spent on personal use is NOT charged to the Company*

Examples of personal use of USA/GFE computing resources, including e-mail and the Internet that is NOT permitted includes (but is not limited to):

- *conducting activities related to personal side business or private ventures*
 - *conducting activities which may be construed as offensive, threatening, or harassing*
 - *hosting Web sites except as authorized by Information Management*
 - *installation or execution of any software without permission from IM or the assigned Information Technology Representative (ITR)*
 - *accessing/using sites not in accordance with existing policies and procedures*
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Product Integrity

USA is committed to the best quality and service. We must always adhere to company, customer and contractual specifications. Unauthorized deviation from applicable specification requirements, including product substitution, stamp warranty violations, and/or falsification of associated work documents, can have serious consequences for the Company, the Customer, and the individual employee. There can be no unauthorized product substitution. Mistakes or errors must be immediately reported to management and established procedures followed to document and initiate appropriate corrections.

Refer to FPP-C-01-01, Ethics and Business Conduct for additional information.

Protecting Sensitive Information

Information, whether oral or written, digital, or in the form of employee knowledge, is a valuable company asset and is important to every aspect of our business. Appropriate protection of company information is important as it preserves the value of the information. Sensitive company information may not be disclosed to anyone without proper authorization. We each have a responsibility to be familiar with all policies and procedures governing the protection of sensitive information. Anyone having knowledge of any unauthorized disclosure or removal of company sensitive information must promptly notify management, Human Resources, or the Ethics Office.

Refer to the following Company resources for additional information:

FPP-P-01-01 Control of Sensitive Information
FPP-C-02-05, Compliance with Export Laws

Consultants, Representatives, and Third Parties

USA does business with consultants, representative, and third parties who share our values and commitment to business integrity as their actions can impact the reputation of our Company. It is our expectation that consultants, representatives and other third parties abide by our Code, policies, and applicable laws and regulations and they must certify their willingness to comply before entering into a business relationship.

Refer to the following Company resources for additional information:

CP-A-14, Hiring or Using Suspended or Debarred Individuals or Entities
FPP-B-03-20, Use of Consultants

Company Resources

Policies

USA has developed policies and procedures. The Ethics Code and USA policies and procedures apply to all USA employees and subsidiaries. All employees are expected to be familiar with the intent of these policies and procedures and to fully understand those that apply to their job duties. The full texts may be viewed electronically or, where not available, via hard copy. To access these policies electronically, go to the USA internal website at <http://usa1.unitedspacealliance.com>. If electronic access is not available, please contact your management or local Human Resources Department for the location of hard copy policy manuals.

Training and Certification

We are required annually to certify our understanding of and commitment to the fundamental policies and procedures regarding required ethical behavior.

To ensure full understanding, we must take advantage of all available training.

Warning Signs

Are you familiar with these warning signs which imply a potential ethical issue?

Well, maybe just this once...

No one will ever know...

It doesn't matter how it gets done as long as it gets done.

It sounds too good to be true.

Everyone does it.

Shred that document.

We can hide it.

No one will get hurt.

What's in it for me?

This will destroy the competition.

We didn't have this conversation.

Or maybe you can test your own actions by asking yourself these questions:

Are my actions legal?

Am I being fair and honest?

Will my action stand the test of time?

Do I feel uncomfortable?

How will I feel about myself afterwards?

How will it look in the newspaper?

Will I sleep soundly tonight?

What would I tell my child to do?

Do my actions reflect what I expect from others?

If you are still not sure what to do, ask, seek guidance and keep asking until you are certain you are doing the right thing.

Oversight Responsibilities

The Chief Executive Officer (CEO), in close coordination with the Ethics Committee, is assigned overall responsibility for corporate oversight of USA's business operations, processes, ethical cultural environment and legal compliance.

The Ethics Officer/Ombuds and Ethics Committee Chair is responsible for management and administration of the USA Ethics Program including training and communications that promote compliance and awareness of USA's Ethics driven operating standards.

The CEO and Ethics Committee shall be kept apprised of program activities and risk mitigation strategies designed to ensure compliance with the letter and spirit of USA's policies on Ethics and Business Conduct.

"USA's Core Values are integrated throughout all aspects of our business as a company operating standard. Ingrained in USA's culture, ethical behavior is an expectation guiding all decisions and actions. Employee ownership of ethical behavior drives Company success."

Maria Conner
Director, Internal Governance
Ethics Officer/Ombuds