

**Leading**with  
**Integrity**

**Sprint Nextel  
Code of Conduct**



**Dear Colleagues:**

**Great companies are defined by their reputation for ethics and integrity in every aspect of their business. By their actions, these companies demonstrate the values that serve as the foundation of their culture and attract the best customers, employees and stakeholders in their industry.**

**At Sprint Nextel, there should be no doubt about our commitment to conduct business and to treat one another, as well as the customers, communities and stakeholders we serve, with the utmost integrity. This commitment to lead with integrity is evident both in the six core values that define our culture, and in the Sprint Nextel Code of Conduct, which supports those values. As employees, it falls to each of us to become familiar with this Code and to follow the principles of business conduct defined within it. Remember, everything you do and every decision you make reaffirms our commitment to ethics and integrity.**

**Thank you for your active support of the Sprint Nextel Code of Conduct and every thing you do, every day, to support our company.**



**Gary D. Forsee  
Chairman and Chief Executive Officer**



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## History and the Future

Sprint and Nextel have traditionally held integrity and ethics as core elements of their respective cultures and now that we have come together this unwavering commitment to doing the right thing for the right reasons will continue as we move forward as Sprint Nextel. It is our responsibility to treat employees, customers, investors, business partners and communities with honesty and integrity while providing reliable and superior service. Acting with integrity is not just the right thing to do; it is the guiding principle that will make Sprint Nextel the premier communications company in the world.

## Leading with Integrity

The Sprint Nextel Code of Conduct (Code) is applicable to all employees, the Sprint Nextel Board of Directors (Board Members), subsidiaries and anyone acting on behalf of Sprint Nextel. The Code establishes the basic foundation of Sprint Nextel's ethics by communicating our philosophy and commitment to all our employees, customers, stakeholders and the communities in which we do business. It is for this reason that content of the Code is organized around the cultural values of Sprint Nextel:

- We Demonstrate Integrity
- We Are Passionate About Our Customers
- We Deliver Results
- We Work and Win As a Team
- We Care About Each Other
- We Lead By Example

The behaviors we exhibit that drive these values will lead Sprint Nextel into the marketplace with the guidance and support necessary to ensure our success. The Code should be used as a resource for employees when questions of legal or ethical appropriateness arise on the job. It is not a comprehensive rulebook, but rather an aspirational statement of the spirit and manner in which we will do business.

## Making Ethical Decisions...When in Doubt, Ask Yourself...

- Could it harm Sprint Nextel's reputation?
- Is it ethical and legal?
- What would my family and friends say?
- How would it look in the newspaper?
- Would I bet my job on it?
- Should I check with my supervisor?
- How would my action appear to others?

If you are unsure about the answer, you should ask your supervisor who is in the best position to answer your question. If you prefer not to contact your supervisor, contact the Ethics Helpline to seek assistance.

# We Demonstrate Integrity

## All Sprint Nextel employees and Board Members are responsible for:

- Complying not only with the letter but also the spirit of all applicable laws, rules and regulations
- Observing high ethical standards when conducting business on Sprint Nextel's behalf
- Asking questions when in doubt about the appropriateness of a situation
- Reporting known or suspected violations of any applicable laws, rules, regulations, policies and procedures
- Certifying their familiarity and compliance with the Code, its standards, policies and procedures

## Conflicts of Interest

All employees and Board Members should conduct themselves with high standards of integrity, honesty and fair dealing and should avoid any conflicts of interest with Sprint Nextel. A conflict of interest occurs when an individual's personal interests either interfere or could reasonably appear to interfere with the interests of Sprint Nextel. Employees and Board Members should always work solely in the best interests of Sprint Nextel when conducting company business. Employees and Board Members should not compete with Sprint Nextel, take advantage of a corporate opportunity or misuse confidential or proprietary information for personal gain. Personal loans by Sprint Nextel to executive officers or Board Members, or guarantees of such obligations, are also prohibited by the Code to the extent they are prohibited by securities laws and regulations. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators should be structured so that they could not reasonably appear to affect your independent and sound judgment on behalf of Sprint Nextel. Any situation that creates or could reasonably appear to create a conflict of interest should be avoided and disclosed to your supervisor.

### Disclosure

Very often the best way to avoid embarrassing conflict of interest situations is to disclose any relationships that have the potential to be misinterpreted by others. To help identify these situations, you should complete a "Conflict of Interest Questionnaire" (available on the company intranet) and ask your supervisor or Human Resources representative for guidance to determine if any additional action is warranted. Please note that you have a duty to update the form any time your circumstances change.

It is not possible to list all cases in which a conflict of interest may exist. We rely on the integrity and good judgment of our employees to avoid situations that may create a conflict of interest. If you are unsure as to a particular situation, you should discuss it with your supervisor, Human Resources representative or contact the Ethics Helpline.

### **Relatives and Friends of Employees**

A conflict of interest may arise when doing business or competing with organizations that either employ or are owned (including partially) by relatives or friends. What an employee is prohibited from doing directly should not be done indirectly through relatives, friends or others. If your spouse, relative or friend is an employee of, or has a substantial interest in, a business seeking a business relationship with Sprint Nextel, you should not attempt to use your position to influence the decision making in any way. If you are either directly involved in the procurement process or could potentially be involved in the management of the relationship in the future, you should disclose the relationship(s) to your supervisor immediately.

The potential for conflict of interest also exists if your spouse, partner or other person with whom you have a close personal relationship also works at Sprint Nextel and is in a reporting relationship to you. 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 in the course of your employment, you should notify your supervisor so appropriate action can be taken.

### **Board Memberships**

Employees or Board Members may not serve on the board of directors of a company or organization that raises the potential for a significant conflict of interest (e.g., certain competitive, supplier or customer relationships).

### **Review and Approval Process for Employees**

**For-Profit:** Subject to the standard above, employees are permitted to serve on the board of directors or advisory committee of a for-profit company or organization only if the requested service has been approved in accordance with the procedures below and if the board service does not diminish their ability to perform their duties for Sprint Nextel. Before agreeing to become a member of the board of directors or an advisory committee of any for-profit organization, employees should contact the Ethics and Compliance Program and complete a Board Membership Request for Information form (available on the company intranet). Among other things, the form will be used to determine the relationship, if any, existing between Sprint Nextel and the for-profit organization.

The Board Membership Request for Information form is subject to two levels of approval. First, it needs to be approved as follows:

- Non-officers of Sprint Nextel: immediate supervisor and appropriate VP (in your line of reporting).

- Officers of Sprint Nextel: immediate supervisor and appropriate EVP, President, CEO or executive Chairman.

Second, your membership needs to be approved as outlined on the Board Membership Request for Information form.

**Not-For-Profit:** Subject to the standard above employees are permitted to serve on the board of directors of community or not-for-profit organizations if the board service does not diminish their ability to perform their duties for Sprint Nextel. To make sure these activities do not create a conflict of interest or other problem with an employee's Sprint Nextel employment, employees should notify their supervisor of their expected membership before they agree to the board service.

### **Corporate Opportunity**

Employees owe a duty to advance the legitimate interests of Sprint Nextel at all times. Employees should not take personal advantage of opportunities or favors, both internal and external, offered to them by virtue of their employment by Sprint Nextel. For instance you should not: (a) take for personal gain opportunities that are discovered through the use of corporate property, information or position or (b) accept discounts on personal purchases of a supplier's or customer's products or services unless such discounts are offered to all employees in general.

### **Outside Employment and Activities of Employees**

Employees should not provide services to any business entity that competes with Sprint Nextel. In addition, employees should generally not accept compensation for services performed for Sprint Nextel outside of their regular job. A conflict of interest also may arise if an employee's outside employment activities impair his or her timely and effective performance for Sprint Nextel. You should ensure that any outside activity is strictly separated from your employment. Doing outside work on Sprint Nextel time or using any Sprint Nextel resources or personnel may lead to disciplinary action, including termination of employment.

### **Gifts, Entertainment and Travel**

Gifts, entertainment and travel have the potential to create a conflict of interest with an employee's obligations to Sprint Nextel. While each is often an integral part of building and maintaining business relationships and advancing the interests of Sprint Nextel, it is essential that we conduct each in such a manner as to avoid even the reasonable appearance of a conflict. For detailed direction on how to navigate these sometimes confusing subjects please refer to the *Sprint Nextel Gift, Entertainment and Travel Policy* (available on the company intranet). Most conflicts however can be avoided by following these simple guidelines:

- Business entertainment that is reasonable in nature, frequency and cost, can be offered or accepted but you should obtain prior approval from your supervisor unless the entertainment is of nominal value. Business entertainment includes an occasional lunch, dinner, local athletic or cultural event, entertainment at company

facilities, authorized transportation in company vehicles or attendance at company-sponsored promotional events.

- Contractors or suppliers should generally not pay for air travel and accommodations related to entertainment events. If there is a bona fide business purpose for attendance, contact your supervisor for approval to attend at the expense of Sprint Nextel.
- Never accept gifts, favors, travel or entertainment if they compromise or could reasonably appear to compromise your judgment.
- When giving gifts, ensure that it is a reasonable complement to the business relationship and could not reasonably appear to be an attempt to obligate or influence the recipient.
- Gifts of money or cash equivalents are always unacceptable.
- Never solicit gifts, favors, travel or entertainment, except for causes authorized by Sprint Nextel.
- Offering or accepting bribes, kickbacks, payoffs or other unusual or improper payments to obtain or keep business is unethical, illegal and strictly forbidden.
- Strict rules apply to gifts and entertainment extended to governmental officials. Gifts to foreign government officials may violate the Foreign Corrupt Practices Act (FCPA). Please refer to the FCPA section of this Code for further guidance.

If you are ever in doubt as to how accepting or giving a gift, favor, travel or entertainment might appear, you are encouraged to speak with your supervisor, Human Resources or you can contact the Ethics Helpline.

## **Material Nonpublic Information and Insider Trading**

Federal and state securities laws and regulations govern transactions in securities (such as, stocks and bonds) of Sprint Nextel and other companies, including our customers, suppliers and other companies with which we do business. You violate the insider trading provisions of securities laws and regulations if, while aware of material nonpublic information about a public company, you trade on that information or disclose it to others before the information is publicly disclosed. You violate the insider trading provisions of securities laws and regulations if you “tip” or share material nonpublic information with others who trade in securities, whether Sprint Nextel’s securities or those of another company. Violations of these laws can lead to disciplinary action, including termination of employment, as well as civil and criminal actions against the individual employee and Sprint Nextel.

“Material nonpublic information” is information that has not been publicly disclosed and that could affect an investor’s decision to buy or sell securities. Examples of material nonpublic information include sales and earnings figures, plans for stock splits or dividends, proposed acquisitions or mergers, new service offerings, and the like. The Code incorporates by reference the *Sprint Nextel Securities Law Compliance Policy* (available on the company intranet), which explains in detail the policy against insider trading and disclosure of material nonpublic information.

## **Investments and Financial Opportunities**

A financial investment that compromises or could reasonably appear to compromise your independent judgment or work at Sprint Nextel is a conflict of interest. The term “financial investment” means stock, options to buy stock, other ownership interests or debt securities in a company but does not include mutual funds or other investment portfolios where investment decisions are made by the fund manager. Sprint Nextel believes that the financial investment decisions in the following paragraphs could create a conflict of interest.

### **Investments in Competitors**

Financial investment in a company that Sprint Nextel considers a competitor is strongly discouraged and as an employee you should not make such investments. Small, pre-existing financial investments in competitors should not be a problem. If an employee’s pre-existing investment in a competitor is not small, full disclosure to his or her supervisor is an important first step in ensuring that the employee’s and Sprint Nextel’s integrity is not questioned. If the supervisor is not a director-level employee, please notify the director as well.

Note: The provisions of this section do not apply to investments in entities spun-off from Sprint Nextel.

### **Investments in Other Companies**

As an employee, you should not invest in current or prospective suppliers or other companies with which Sprint Nextel is contemplating a transaction. This is particularly true if you will be involved in either the selection and/or management of the supplier.

### **Initial Public Offerings or Preferential Allocations**

Preferential allocations of stock or an offer to participate in an Initial Public Offering (IPO) from a company with whom Sprint Nextel either conducts or could be expected to conduct business can create or could reasonably appear to create a conflict of interest. Such situations should be avoided and disclosed to your supervisor. If the supervisor is not a director-level employee, please notify the director as well.

# We Are Passionate About Our Customers

## Customer Privacy

Among the many things that our customers count on is protection of their privacy. Customer records are extremely confidential and should be used only for legitimate business purposes by employees with a business “need to know.” Customer communications (including voice and data) or records may be disclosed outside Sprint Nextel only with the customer’s written consent, Legal Department approval, or through other lawful process, such as a subpoena, court order or search warrant.

Although privacy is important and protected by law, if you suspect a customer is using Sprint Nextel’s products or services for an unlawful purpose, please contact the Legal Department or Corporate Security immediately. If you receive a subpoena, court order or other non-routine request for information from a law enforcement agency you should immediately call Corporate Security at 1/800-877-7330. This includes requests for customer information, such as customer toll records or invoices. If you receive a request from any government agency other than law enforcement, contact the Legal Department.

## Business Relationships; Government Customers

### Customers

Our credibility with customers depends on our ability to satisfy our commitments. Over-promising and under-delivering undermines this trust and may cast our company and its products and services in an undesirable light.

### Governmental Entities

Special rules and regulations apply when doing business with federal, state or local governments, so you should take extra steps to know and comply with these requirements if your assignment directly involves the government or if you are responsible for someone working with the government on behalf of Sprint Nextel. When dealing with government officials and employees, avoid even the reasonable appearance of impropriety. Any attempt, even if well intended, to influence a government official or employee by means of payments, gifts or other favors are strictly prohibited. Failure to avoid these activities may expose the government employee, Sprint Nextel and the employee to substantial fines and penalties. For these reasons, any sale of our products or services to any government entity - federal, state, or local - must be approved in advance and in writing by the Government Accounts Group. For information on relationships with government representatives, please refer to the ‘Political Activity and Lobbying’ section of this Code.

## **Foreign Corrupt Practices Act**

The Foreign Corrupt Practices Act prohibits Sprint Nextel and its agents, officers and employees from directly or indirectly offering anything of value (such as gifts, money or promises) to a foreign government official, political party or candidate to influence or induce action, or to secure an improper advantage. Simply stated, the FCPA prohibits bribery of foreign officials. However, the FCPA's scope is so broad that what constitutes a bribe and a foreign official is not always clear. This makes it all the more important for employees and agents of Sprint Nextel to take the requisite FCPA training and become familiar with the *Sprint Nextel FCPA Policy* (available on the company intranet) before conducting business internationally.

The FCPA also has strict accounting requirements that govern international transactions and payments (even hospitalities). This means Sprint Nextel must keep books, records and accounts that accurately reflect such transactions and payments. If in doubt about making or authorizing any payment, contact the Legal Department.

## **International Business; Government Restrictions on Certain Corporate Transactions**

### **International Business Practices**

Employees and Board Members around the world are expected to live up to the Code. Doing so means complying with applicable company policies as well as any applicable U.S. or local laws at all times. Some of the chief areas where U.S. law applies internationally are summarized below. Fortunately, these laws rarely conflict with the laws of other countries. If you are involved in international business transactions, you should first (1) complete the requisite training, then (2) review and abide by the policies applicable to the Sprint Nextel International Compliance Program (available on the company intranet).

### **Export Control**

Several U.S. laws restrict trade with certain countries, and with persons and entities from those countries. These laws restrict the export of certain technologies, especially in the areas of encryption and advanced computing devices. Just sharing technical information with a visiting foreign national on a visa could trigger these laws. Consequently, employees or agents of Sprint Nextel should be especially mindful of the Sprint Nextel International Compliance Program. This program governs transactions and activities that have an international element. Employees and agents of Sprint Nextel who conduct such business should contact the Legal Department if they are uncertain of the legal trade status of any country or technology scheduled for export.

### **Transactions with Prohibited Persons and Entities**

Federal law prohibits transactions with certain persons or entities that have violated export-related laws or are believed to pose a threat to national security. Thus, it is important for employees to perform due diligence at the onset of any transaction that has

an international element. Employees should contact the Legal Department to ensure that all such transactions are properly evaluated.

**Anti-boycott**

You and Sprint Nextel agents must not cooperate with foreign boycotts that are not approved by the U.S. government. You should not respond to any oral or written request for information, proposed contract provisions or other action that seems to be related to an illegal boycott. If you receive any request related to any boycott, contact the Legal Department.

# We Deliver Results

## Competition Law and Business Conduct

It is in Sprint Nextel's best interest to compete on a level playing field: our differentiated products and services speak for themselves when competition is free and open. The antitrust laws and fair competition laws of the U.S. and of many other countries where we engage in business were developed to encourage healthy competition among businesses and to protect consumers against anti-competitive activities. While it is beyond the scope of the Code to explain these complex laws in detail, compliance with them is critical as the penalties for violations may be substantial - up to and including imprisonment. If you have questions, contact the Legal Department.

Following these common sense guidelines will go a long way toward avoiding competition and business conduct problems:

- Never discuss prices, terms of sale or other competitive information with competitors and do not attend meetings with competitors at which such topics are discussed.
- Never disclose a confidential bid proposal.
- Consult with the Legal Department before setting resale prices since dictating or controlling a dealer's resale price could be illegal.
- Never divide customers, markets or territories with competitors.
- Do not offer a dealer or other reseller prices or terms more favorable than those offered to its competitors without consulting your supervisor and the Legal Department.
- Do not engage in bid rigging.
- Do not restrict a dealer or other reseller from handling the products of a competitor or "tie" the purchase of one product as a condition to selling another product, without consulting the Legal Department.
- Do not allow one dealer, reseller or customer to influence Sprint Nextel's dealings with another dealer, reseller or customer.
- Do not terminate or refuse to sell to existing dealers or other resellers without consulting the Legal Department.
- Do not criticize a competitor's product without adequate substantiation that the criticism is true.
- Do not make a claim about a Sprint Nextel product or service without factual support.

### **Competitive Information**

Sprint Nextel's policy is to respect the trade secrets of others. Employees should not reveal or encourage others to reveal or use any trade secrets of a former employer or competitor in connection with their employment by Sprint Nextel. Trade secrets may include, for example, customer lists, technical developments, operational data, sales strategies or pricing information. If information that might constitute a trade secret or proprietary information of another company is obtained by mistake, consult the Legal Department.

### **Business Records and Communications**

Sprint Nextel's records are its corporate memory, providing evidence of actions and decisions, and represent a vital asset that supports daily functions and operations. Records consist of all forms of information created or received by Sprint Nextel, whether originals or copies regardless of media (e.g., paper, microform, digital, tape recording or any other format). A record may be as obvious as a memorandum, e-mail, contract or presentation, or something not as obvious, such as a digital desk calendar, appointment book or voice mail. All records are the property of Sprint Nextel and should be retained in accordance with the appropriate records retention policy.

All records and communications have the potential for being publicly disclosed through litigation, governmental investigations or outside parties such as the media. Therefore, business records and communications should be clear, concise, truthful and as accurate as possible. Avoid exaggeration, colorful language, guesswork, legal speculations and derogatory characterizations of people or their motives.

Often, company records must be retained in connection with litigation (potential or actual), investigations or audits. When this becomes necessary, the Legal Department will issue a records hold notice to the appropriate departments and individuals. Records subject to a records hold notice cannot be destroyed until the Legal Department removes the hold notice. If a department or individual has knowledge of potential litigation, audit or governmental investigation, they should immediately notify the Legal Department.

Any questions related to records retention or destruction should be directed to the Legal Department.

### **Inquiries from the Government**

Sprint Nextel will cooperate with requests from government agencies and authorities. All information provided by employees must be truthful and accurate. It is never appropriate to mislead any investigator or to alter or destroy documents or records in response to an investigation. If you are asked by any law enforcement agency to testify as a witness in a deposition or other type of proceeding, you should immediately call Corporate Security at 1/800-877-7330.

## **Inquires from the Media**

All requests from the media should be forwarded to Corporate Communications Media Relations and requests from financial analysts and stockholders should be forwarded to Investor Relations to ensure professional handling.

## **Books and Records**

### **Accurate and Reliable Business Records**

Sprint Nextel relies on accurate information and reliable records to make responsible business decisions. To that end, each employee must prepare and maintain all company records accurately and honestly. No false, artificial or misleading entries should be made in any books, records or accounts of Sprint Nextel and no company funds should be used for any purpose other than as described in the documents supporting payment. This includes business records, such as quality, safety or personnel records, as well as financial records. All books, records and accounts must accurately reflect transactions and events, and conform both to Generally Accepted Accounting Principles (GAAP) and to Sprint Nextel's system of internal controls.

### **Reporting of Financial and Non-financial Information**

We have an obligation to make and keep books, records and accounts that accurately and fairly reflect our transactions and to strive to prepare financial reports and financial statements that are not false or misleading, and that present full, fair, accurate, timely and understandable disclosure. Employees responsible for any aspect of our internal accounting controls and financial and tax-reporting systems must be vigilant in recording entries accurately and honestly and in a manner consistent with all applicable legal requirements.

Misrepresentation or omission of relevant financial or non-financial information, and improper questionable accounting or auditing practices, may result in fraudulent, incomplete, inaccurate or untimely reporting. Employees should not undermine the integrity of reporting information for any reason. If you have any uncertainty about judgments concerning proper recording of our transactions or accounting or tax matters, discuss them with a supervisor. The simple rule to follow: when in doubt, ask for guidance.

In addition, it is strictly prohibited to fraudulently influence, coerce, manipulate or mislead any internal or external party engaged in the performance of an audit for the purpose of rendering misleading financial statements.

### **Accounting, Internal Accounting Controls, Auditing and Tax Matters**

Any complaints or concerns regarding accounting, internal accounting controls, or auditing or tax matters shall be reported by using the Ethics Helpline or by writing to (1) both the Chief Financial Officer and the General Counsel, (2) the Chief Ethics Officer, or (3) the Chairman of the Audit Committee. Any such reports will be treated confidentially and investigated according to our *Procedures for Complaints Regarding Accounting, Internal*

*Accounting Controls and Auditing Matters.* Federal law protects 'whistleblowers' that report these types of complaints in good faith and prohibits retaliation against such individuals.

## **Company Assets**

Employees have a responsibility to protect Sprint Nextel assets, including both tangible and intangible property, from loss, damage, misuse and theft. Information is one of our key corporate assets and the future success of Sprint Nextel depends in part on our ability to develop and deploy technical information and know-how ahead of our competitors.

### **Confidential and Proprietary Information**

All information related to Sprint Nextel's business should be considered proprietary and confidential unless it has been released in public documents. It is best to 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. In addition, your obligation to keep proprietary or competitive information confidential continues after your employment with Sprint Nextel ends.

### **Intellectual Property**

Sprint Nextel values and encourages the protection of its intellectual property (such as patents, trade secrets, copyrights and trademarks) and proprietary information while simultaneously respecting the valid intellectual property rights of third parties. Intellectual property laws protect many materials used by Sprint Nextel employees in the course of their work. Copyright laws protect materials such as computer software, music, artwork, audio and videotapes, books, presentations and training materials. Patent laws protect inventions and trade secret laws protect proprietary information. Trademark laws protect product and services names. Employees must not knowingly infringe on the valid intellectual property rights of others. Employees must also identify any agreements they may have with past employers and notify their supervisors or Human Resources. Employees should direct any intellectual property questions or concerns to the Legal Department. Employees should promptly identify any innovative processes, methods and technologies that may be eligible for patent protection.

## **Procurement**

Sprint Nextel believes in doing business with suppliers, including contractors, alliance partners, sales representatives and consultants, that embrace and demonstrate high principles of ethical business behavior. As part of their contract, all persons or companies engaging in business relationships with Sprint Nextel should receive a copy of the *Sprint Nextel Code of Conduct for Consultants, Contractors and Suppliers*.

Any employees responsible for buying, selling or leasing materials or services on behalf of Sprint Nextel should consciously and consistently guard their objectivity. If you have a

personal or family relationship with, or own any interest in, a supplier, customer, potential supplier or candidate, you should disclose this relationship to your supervisor and take appropriate steps to ensure that decisions affecting these companies are based solely on objective input and judgment. You can refer to the 'Conflicts of Interest' section of this Code for further guidance.

Procurement decisions should be based on obtaining the best overall value for Sprint Nextel. Obtaining competitive bids, verifying quality and service claims, and confirming the financial and legal condition of the supplier are all important steps in a good procurement decision. Under no circumstances should an agreement be made with a supplier, dealer, distributor or other third party that provides for payment that is not reasonable and commensurate with the functions or services to be performed or the goods to be acquired. It is also inappropriate to interfere unlawfully with contractual relations between other parties, even if one of those parties wishes to do business with Sprint Nextel.

# We Work and Win as a Team

## Community Support

Sprint Nextel has contributed to the economic and social development of its communities for many years. In addition to the jobs created and the services provided, Sprint Nextel encourages employees and business units to become actively involved in the life of their communities. The Sprint Foundation and many Sprint Nextel employees provide financial support to thousands of worthwhile community programs. The community leadership offered by thousands of Sprint Nextel employees around the world is another example of Sprint Nextel's long-standing civic commitment.

## Personal Community Activities

Employees are encouraged to participate in the community activities of their choice. However, should it ever be in question, you should make it clear that views and actions are your own, and not those of Sprint Nextel. In addition employees should ensure that outside activities do not interfere with their job performance. Employees should not pressure other employees to contribute to any charitable organization. If you wish to use Sprint Nextel time or property to support charitable, non-political efforts, you should obtain the approval of your supervisor.

## Political Activity and Lobbying

Employees should not make any contribution on behalf of Sprint Nextel 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 in advance by Sprint Nextel's Government Relations Officer.

Employees should not pressure other employees to express a political view or to contribute to a political action committee, political party or candidate. U.S. law and the laws of many state and local governments restrict companies from making contributions of money, goods or services to political candidates, except for administrative support of organizations such as the Sprint Nextel PAC. The Sprint Nextel PAC does not contribute Sprint Nextel funds.

Relationships with any government representative should be conducted in a manner that would not embarrass Sprint Nextel or the official if publicly disclosed. Activities with the potential to influence government officials are strictly regulated. Persons representing Sprint Nextel should be extremely careful to avoid even the reasonable appearance of impropriety. Reasonable entertainment and courtesies should be extended only if not prohibited by law and then only to the extent that is customary and appropriate. Any

questions in this regard should be directed to the Government Affairs Office. For information on doing business with governments, please refer to the 'Governmental Entities' section of this Code.

## **Computer and Network Security**

Our computer systems, network and electronic data are an essential part of the business. Their continuous availability and efficient use play a critical role in our success. Every employee should do their part to safeguard the integrity and confidentiality of the systems, the network and the electronic data processes stored in our systems by protecting passwords, user IDs and access to all our facilities.

Use of our electronic mail, Internet access, telephone systems, computer systems and network should generally be limited to Sprint Nextel-related business purposes. Any non-business use should be incidental, occasional and reasonable. Sending inappropriate messages or e-mail (including, but not limited to, harassing, threatening or discriminatory messages) or using our intranet or the Internet in an inappropriate manner will be grounds for disciplinary action up to and including termination. Electronic messages are subject to the same records retention requirements as other communications.

Due care and common sense should govern the use of our computer systems, and access to our electronic data, so please observe the following guidelines:

- Do not use or access computer facilities and records without authorization.
- Protect passwords, IDs and access to computer systems and facilities.
- Do not alter or destroy software, data or files without authorization.
- Do not download, copy or install software or data without appropriate authorization.
- Protect against the spread of viruses and spy-ware by using only legally licensed software.
- Restrict access to data based on a need-to-know basis.
- Report to your supervisor any change in job duties that would affect your need for access to systems data.

Employees should refer to the *Sprint Nextel Enterprise Security Policy* (available on the company intranet) for additional information.

## **Environment**

Our operations are subject to federal, state and local environmental laws. Beyond our environmental compliance obligations, Sprint Nextel is committed to minimizing any adverse impact on the environment. Sprint Nextel takes seriously its environmental responsibilities regarding hazardous materials handling and permitting, spill prevention, chemical storage and reporting, and end-of-life management of its products. Carrying out that commitment is impossible without your awareness and cooperation.

# We Care About Each Other

## Employee Relations and Discrimination

Diversity is a unique source of our energy, strength and excellence - employees are our most valued and important resource. To ensure that we are all able to perform, develop and advance, the Human Resources organization is available to address employee relations issues as they arise. If you believe your rights have been violated or if you have any other workplace concerns, you should consult your supervisor or call your Human Resources representative directly. If you do not receive a clear explanation or believe you may not receive an objective or adequate review of the issue from your supervisor, or Human Resources, call the Ethics Helpline.

We strive to treat each other as we wish to be treated ourselves: with dignity and respect. We recognize that highly productive and diverse employees are essential to our success and should be given opportunities to flourish in a barrier-free, non-discriminatory environment. We will conduct all employment practices (including activities relating to recruiting, hiring, benefits, leaves of absence, training, transfer, promotion, job assignments, compensation, corrective action and termination) in a non-discriminatory manner. Any discrimination on the basis of the following factors is strictly prohibited:

- race
- gender
- color
- disability
- ancestry
- religion
- age
- creed
- veteran status
- national origin
- sexual orientation
- marital status
- any unlawful reason

## Employee Privacy

Employees should have no expectation of privacy in information they send, receive, access or store on any of Sprint Nextel's computer systems, telephone systems or networks. Electronic message traffic that interferes with the network or its interconnected systems is prohibited. Sprint Nextel reserves the right to review workplace communications (including but not limited to Internet activity, e-mail, instant messages or other electronic messages, computer storage and voicemail) as well as employees' company provided workspace, at any time.

## Harassment and Related Issues

Every employee has a right to a work environment free from harassment regardless of whether the harasser is a co-worker, supervisor, manager, customer or visitor. Harassment can include any behavior (verbal, visual or physical) that creates an intimidating, offensive, abusive or hostile work environment. In addition, any harassment that either impacts or influences wages, hours, working conditions or employment

advantages is specifically prohibited. Unlawful harassment may include harassment of a sexual nature or gender-based harassment. Sexual harassment includes harassment of a sexual nature of a person of the same or opposite sex as the harasser. Employees are directed to the *Sprint Nextel Harassment Policy* (available on the company intranet) for more information.

As is the case with any violation of the Code, employees have a responsibility to report any harassing behavior or condition regardless if they are directly involved or just a witness. Retaliation for making a complaint in good faith or for assisting in the investigation of a discrimination or harassment complaint is prohibited.

Having a romantic relationship with someone within your reporting chain of command exposes Sprint Nextel to substantial risk and therefore is considered poor judgment. If such a situation develops, the supervisor should work with his or her management and human resources groups to eliminate the reporting relationship as soon as possible.

Further, having a romantic relationship with a supplier or customer with whom you deal with for Sprint Nextel may also present a problem. If such a relationship develops, you should notify your supervisor so that another employee may be assigned to handle the account.

## **Workplace Safety**

### **Safety and Health**

Sprint Nextel strives to provide a safe and healthful workplace for employees or visitors to its premises. Management is committed to maintaining industry standards in areas such as industrial hygiene, ergonomics, personal protective equipment and hazardous material handling. To support this commitment, employees are responsible for observing all safety and health rules, practices and laws that apply to their job, and for taking precautions necessary to protect them, their co-workers and visitors. Employees are also responsible for immediately reporting accidents, injuries or occupational illnesses and unsafe practices or conditions to their supervisor or Human Resources.

Threats or acts of violence, physical intimidation and possession of weapons on the job or on Sprint Nextel premises are strictly prohibited. No talk of violence or joking about violence will be tolerated. Appropriate disciplinary action, up to and including termination, will be taken against any employee who violates this policy.

### **Drugs and Alcohol**

Customers and investors demand quality and productivity. Sprint Nextel therefore requires employees to work free from the influence of any substance, including alcohol, preventing them from conducting work activities safely and effectively. Sprint Nextel reserves the right to have any employee tested for drug or alcohol use if there is reasonable suspicion that he or she is under the influence of drugs or alcohol. If you are using prescription or non-prescription drugs that may impair alertness or judgment, and

therefore possibly jeopardize your safety and that of your co-workers, you should inform your supervisor.

If you have a problem related to alcohol or drugs, you are encouraged to seek assistance from the Employee Assistance Program (1/888-303-3957 or 1/866-248-7640) or other qualified professionals.

# We Lead By Example

## **Supervisor Responsibility**

Supervisors are expected to exemplify the highest standards of ethical business conduct by integrating the ethics and compliance program into all aspects of their operations and by encouraging open and frank discussion of the ethical and legal implications of business decisions. Supervisors should also ensure that everyone in their organization clearly understands the legal and ethical expectations of working for Sprint Nextel – including any aspect of the Code, policies or law with particular applicability to their business operations. It is incumbent upon supervisors to take every opportunity to model behaviors consistent with our values and the Code. Supervisors are encouraged to call the Ethics Helpline for assistance, as needed, with reports made by employees.

## **The Open Door Policy and Retaliation**

Sprint Nextel's "open door" philosophy encourages employees to take any problems, disagreements, questions, recommendations or comments to their immediate supervisor, Human Resources, the Ethics Helpline or any member of management. Making intentionally false reports or allegations against an employee is a violation of the Code. Any form of retaliation or adverse action against any employee for reporting in good faith a suspected violation of the law or the Code or for assisting in a complaint investigation is strictly forbidden and should be reported immediately to the Ethics Helpline.

## **Chief Ethics Officer**

The Sprint Nextel Board of Directors has charged the Chief Ethics Officer with implementing the Ethics and Compliance Program. This responsibility includes managing the Ethics Helpline, developing policies, procedures and training, as well as implementing a system for evaluating the compliance activities of each employee, so Sprint Nextel can reward behavior that is consistent with the Code, and discipline behavior that is not.

## **Non-Exclusivity**

Of course, the Code cannot explicitly cover all situations or circumstances. It is not a comprehensive, full, or complete explanation of all the laws and regulations that apply to Sprint Nextel and its employees. Many of the issues are discussed in greater detail in other Sprint Nextel materials such as employee handbooks and policy statements. All employees have a continuing obligation to familiarize themselves with any applicable laws or company policies but nothing can serve as a substitute for good judgment.

The Sprint Nextel Board of Directors established this Code for company-wide application and any direct conflict between a non-Board approved policy and the letter or spirit of the Code is to be resolved in favor of the Code.

## **Waivers**

Sprint Nextel does not expect to grant waivers of provisions of the Code to employees or Board Members. If a question about a potential waiver arises for an executive officer (including the Chief Ethics Officer), or a Board Member, the Audit Committee will consider and resolve that question. If a question about a potential waiver arises for any other employee, the Chief Ethics Officer will consider and resolve that question. Disclosure of a waiver, if any, will be made as mandated by applicable law, rules of The New York Stock Exchange, regulations of the Securities Exchange Commission and any other exchange or quotation system applicable to Sprint Nextel.

## **Violations and their Consequences**

Failure to abide by the Code can compromise the reputation of Sprint Nextel and may also result in disciplinary action, up to and including termination of employment. Unethical or illegal acts cannot be justified by saying that they “helped the bottom line,” or were directed by a higher authority in the organization. Each employee is responsible for his or her actions. You are never authorized to commit, or direct someone to commit, an unethical or illegal act. Additionally, you cannot use a contractor, agent, consultant, broker, distributor or other third party to perform any act prohibited by law or by the Code.

Employees are obligated to report violations of the law, the Code or any other company policy or procedure. You may be subject to discipline, up to and including termination, for your failure to do so. Any employee with a question about the Code or who needs to report a known or suspected violation should do one of the following:

- *Contact Your Supervisor.* Review the matter with your supervisor. Supervisors are responsible for determining how compliance matters should be handled.
- *Contact the Responsible Business Group.* Review the matter with the business group given functional responsibility for the matter (e.g., contact Human Resources for concerns regarding pay issues). Like supervisors, these groups are responsible for determining how a matter should be handled.
- *Contact the Ethics Helpline.* The Ethics Helpline is established to answer questions about ethical or compliance issues at work, to clarify the Code and to allow employees another means to report potential wrongdoing.

Individuals skilled in responding to your questions and concerns staff the Ethics Helpline. Callers have the option to remain anonymous and will be advised if additional information is

required before an effective investigation can take place. If necessary, the Ethics Helpline will refer concerns to the appropriate department, such as Corporate Security, Legal or Human Resources, and will monitor the results of any investigations. Callers to the Ethics Helpline are protected by Sprint Nextel's prohibition of retaliation for either reporting a suspected violation or assisting in an investigation.

## Contacting the Ethics and Compliance Program

If you have questions or concerns about a potential ethical or compliance issue, you should discuss it with your supervisor, the responsible business unit or call the Ethics Helpline, Human Resources or the Legal Department.

### **Ethics Helpline available 24 hours a day, 7 days a week:**

**By phone:** 1/800-788-7844 or 913-794-1666 (if you are calling from outside the U.S.)

1/800-257-0033 (or \*100 from Nextel PTN)

**By fax:** 913-523-9779

**By mail:** Ethics and Compliance Program  
2001 Edmund Halley Drive  
Mailstop: A5-6  
Reston, VA 20191

**By e-mail:** [Ethicshelpline@sprint.com](mailto:Ethicshelpline@sprint.com) or [compliancehelpline@sprint.com](mailto:compliancehelpline@sprint.com)

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