

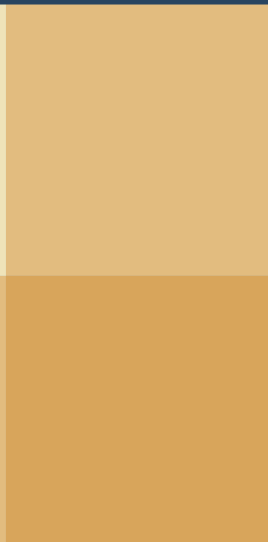
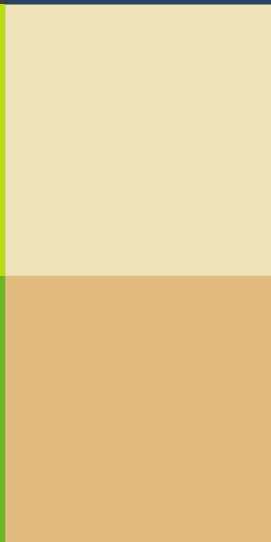


Altria

Altria Code of Conduct for
Compliance and Integrity



Building
performance
with
integrity



where people and performance make a difference

Building
performance
with
integrity

Altria Code of Conduct for Compliance and Integrity



Altria

Integrity: Doing What Is Right

Ask Before Acting

- Is it legal?
- Does it follow company policy?
- Is it the right thing to do?
- How would it look to those outside the company?
For example, how would it look to our customers, the people in the communities where we work, and the general public?

Remember These Rules

- Know the legal and company standards that apply to your job.
- Follow these standards — always.
- Ask if you are ever unsure what's the right thing to do.
- Keep asking until you get the answer.



Altria

This Code applies to all employees of the Altria family of companies. For details about our companies and corporate structure, see www.altria.com.



Altria

**From the
Chairman and CEO**

As the Chairman and Chief Executive Officer of Altria Group, Inc., I know that the success of Altria and its companies depends on our people and how we conduct business. We pursue our business objectives with integrity and in full compliance with all laws. It is just that simple, and the Board of Directors and I expect no less.

Each and every day we must earn the trust of our shareholders, co-workers, customers, consumers, suppliers, communities, regulators and others in order to be successful. By operating with integrity and in compliance with all laws and policies, we support our common goal of always doing the right thing, and we gain the respect of our stakeholders.

Altria Group's Chief Compliance Officer is responsible for overseeing the Code and Compliance and Integrity Programs at each of the Altria companies so that our businesses can meet their legal, regulatory and internal policy requirements. Each of our companies' management devote resources and attention to their compliance objectives as they run their business. In particular, each Altria company is responsible for developing and implementing a plan to manage its compliance obligations.

Our commitment to compliance and integrity is supported by this Code of Conduct, which guides our actions. The Code explains many of the basic rules that apply to our businesses. The Code also emphasizes the personal responsibility each of us has to act with integrity and to seek advice if we see something that is not right. Please read the Code carefully and use it as a resource so that your actions never fall short of Altria's commitment to doing the right thing.

This Code is about who we are and how we do business. If all employees follow this Code, working for an Altria company will continue to be a source of great pride.

Put simply, our commitment to integrity always comes first.

Sincerely,

Michael E. Szymanczyk
Chairman and Chief Executive Officer
Altria Group, Inc.

April 2008

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The Code does not alter the terms and conditions of your employment, nor does it create any contractual rights for any employee, shareholder, customer, supplier, consumer, or competitor. Rather, it helps each of us to know what is expected of us as employees to make sure we always act with integrity. The most current version of the Code can be found on the Altria Group intranet and Internet sites.

What You Should Know About The Altria Code Of Conduct

What Is The Code For?

Altria Group and its companies are firmly committed to conducting business in compliance with the letter and spirit of the law and other accepted standards of business conduct reflected in the companies' policies.

Laws and standards for business conduct are more demanding than ever. Failing to meet these standards could expose Altria and its companies to very serious harm. Moreover, it is wrong.

Integrity means living up to the standards — laws and our own company policies — that we commit to. Nothing is more important at Altria and its companies.

The *Altria Code of Conduct for Compliance and Integrity* provides an introduction to important laws and policies that everyone working for an Altria company must follow. The Code is designed to help each of us:

- **Understand and follow the basic compliance and integrity rules that apply to our jobs; and**
- **Know when and where to ask for advice.**

The Code organizes and summarizes important guidance into one convenient guide. As explained below, it is only a starting point. Other corporate and operating company policies supplement the Code and may apply to your job.

Who Should Follow This Code?

All employees and officers who work for Altria companies must adhere to the ethical standards contained in this Code and should consult the Code for guidance when acting on behalf of any Altria company. Further, employees who engage vendors, consultants and temporaries must use reasonable efforts to monitor their work so that they act in a manner consistent with the principles in the Code. Those dealing with vendors, consultants or temporaries should contact their supervisor, their company's compliance officer, the Altria Chief Compliance Officer, Compliance & Integrity, or their Law support for additional guidance if needed. If you suspect (or know) that a vendor, consultant or temporary worker is, during the course of conducting business with an Altria company, acting in a manner that is not consistent with the principles set forth in the Code, you should immediately notify your supervisor, your company's compliance officer, the Altria Chief Compliance Officer, Compliance & Integrity, your Law support or the Integrity HelpLine.

Your Personal Commitment To Do The Right Thing

This Code represents a commitment to doing what is right. By working for an Altria Group company, you are agreeing to uphold this commitment. Understand the standards of the Code and the company policies that apply to your job — and always follow them. Those who fail to follow these standards put themselves, their co-workers, their company and Altria at risk. They are also subject to disciplinary action up to and including termination.

What About Those Who Supervise Others?

Those who supervise others have additional responsibilities under the Code to:

- Set an example — show what it means to act with integrity;
- Ensure that those they supervise have adequate knowledge, training, and resources to follow the Code's standards;
- Monitor compliance of the people they supervise;
- Enforce the standards of this Code and all other related company standards;
- Support employees who in good faith raise questions or concerns about compliance and integrity. This means there should never be any form of retaliation against an employee who raises such questions or concerns; and
- Report potential instances of non-compliance to the proper level within your management, to Law, Human Resources, or Compliance & Integrity support, your company's compliance officer, the Altria Chief Compliance Officer or through the **Integrity HelpLine**.

Does The Code Explain All The Standards I Need To Know?

The Code is the cornerstone of our commitment to integrity. But the Code is not intended to describe every law or policy that may apply to you. Make sure you know the rules that apply to you. For example:

- Each Altria Group company has policies and procedures to further implement the standards in the Code. In some cases, these rules may be stricter than the standards in this Code, and you should follow those stricter rules.
- Additional laws may apply to you depending on the jurisdiction or locality where you work.
- Employees who perform or arrange for services outside of the United States may be subject to the laws of different countries or, depending on the circumstances, may continue to be subject to U.S. law. Each of us has an important responsibility to know and follow the laws that apply wherever we work. If you have questions about the laws that apply to your activities, always contact your Law support for advice.

What About Different Laws In Different Countries?

Your Duty To Speak Up

To learn more about the laws, policies and procedures that apply to you, see the additional resources identified throughout the Code with the **i** symbol, ask your manager, or contact your company's compliance officer, the Altria Chief Compliance Officer or Compliance & Integrity.

Employees may be subject to the laws of different countries and organizations. Each of us has an important responsibility to know and follow the laws that apply to our business conduct.

Altria Group, Inc., the parent of our companies, is a corporation organized in the United States. For this reason and others, U.S. law may apply even when business activities are conducted outside the U.S. Other countries may apply their laws outside their boundaries too.

i If you have questions about the laws that apply to your activities, always contact your Law support for advice.

Asking Questions And Raising Concerns

Our companies cannot live up to their commitments to act with integrity if we, as individuals, do not speak up when we should. That is why, in addition to knowing the legal and ethical responsibilities that apply to your job, you should speak up if:

- You are unsure about the proper course of action and need advice.
- You believe that someone acting on behalf of an Altria company is doing — or has done or may be about to do — something that violates the law, Altria's compliance and integrity standards or the policies and procedures that apply in your company.
- You believe that you may have been involved in misconduct.

Whom Should I Contact For Help?

Where To Go For Help

What should you do if you have a question or concern about compliance and integrity standards? We work hard to foster an environment of open, honest communication. So if you have a concern about a legal or business conduct issue, you have options. **The most important thing is that you ask the question or raise the concern.** Confidentiality will be maintained to the extent possible, given the company's need to investigate and resolve the issue raised and comply with the law.

Your supervisor is usually a good place to start with a compliance or integrity issue. You can also speak with:

- Your supervisor's supervisor.
- The head of your department.
- Your company's compliance officer.
- Your Law, Compliance & Integrity or Human Resources support.
- The Altria Group Chief Compliance Officer.

Other reporting mechanisms established by your company may also be available. In addition, throughout this Code, resources are identified **i** where you can get help or guidance about that particular section of the Code. At the end of this Code (p. 48), you will find internal contact information for offices and departments referenced by the **i** symbol.

Integrity HelpLine

Most issues can be resolved by direct communications between the affected parties. However, if you are ever unsure about where to go, uncomfortable about using one of the other resources identified in the Code, or wish to raise a suspected or potential non-compliance issue anonymously, call the **Integrity HelpLine**. The **Integrity HelpLine** is operated by an independent company that reports the call to your company to enable it to respond to your concerns about compliance and integrity. The line operates 24 hours a day/seven days a week. Please refer to the end of this Code for a listing of the **Integrity HelpLine** numbers for the companies covered by this Code.

What Happens When I Call?

If you call the **Integrity HelpLine**, a call specialist will listen and make a detailed summary of your call. The information will then be forwarded to the appropriate person (for example, your company's compliance officer) to look into the matter. Compliance & Integrity works with the appropriate functions, such as Human Resources or Law, to investigate and resolve issues. In addition, the Altria Chief Compliance Officer reviews reports and actions taken on a regular basis and, when appropriate, reports to Altria Group senior management and the Audit Committee of the Altria Board of Directors.

Every effort will be made to give your call a quick response, especially when circumstances make that important. If an investigation is undertaken, we will look into the issue promptly and, whenever called for, see that corrective action is taken.

We Will Not Tolerate Retaliation

Any employee who, in good faith, seeks advice, raises a concern relating to a potential compliance issue or reports suspected misconduct is following this Code — and doing the right thing. Altria Group companies will not allow retaliation against that person. Individuals engaging in retaliatory conduct will be subject to disciplinary action, which may include termination. If you suspect that you or someone you know has been retaliated against for raising a compliance or integrity issue, immediately contact the **Integrity HelpLine**, your company's compliance officer, the Altria Chief Compliance Officer, or Compliance & Integrity.

We take claims of retaliation seriously. Allegations of retaliation will be investigated and appropriate action taken.

Can I Call Anonymously?



Q: *I think my supervisor is doing something that the Code says is wrong. I'm afraid to report her because she might make my job more difficult for me. What should I do?*

A: *If you don't feel comfortable talking to your supervisor about it directly, you can try one of the other resources listed on page 5. This is also an ideal situation for calling the **Integrity HelpLine**. Altria Group and its companies will not tolerate retaliation against you in any form.*

The **Integrity HelpLine** allows you to raise concerns anonymously. It assigns tracking numbers so that employees who do not want to give their name can still check back to receive a response or provide more information. Of course, giving your name can often help us look into the matter, and as explained above, Altria and its companies have a firm policy against retaliation for raising a good faith concern under this Code.

Altria Compliance And Integrity Programs — What Do They Do?

Compliance Structure

This Code is more than just a description of our standards. It is the centerpiece of an enterprise-wide compliance & integrity program supported by the Altria Group Board of Directors and senior officers, as well as the senior management of the other Altria companies.

The compliance program is administered by a compliance officer in each company, who receives support from Compliance & Integrity, and the Altria Chief Compliance Officer. The Altria Chief Compliance Officer reviews each company's compliance program for adherence to the Altria Standards for Compliance and Integrity with Altria's senior officers and with the Audit Committee of the Altria Group Board of Directors.

Together, the compliance officers and the companies' management monitor Altria and its Companies' Compliance & Integrity Programs. This responsibility includes:

- Assigning roles and responsibilities for each company's program;
- Overseeing compliance training and communications;
- Overseeing compliance auditing and monitoring;
- Conducting regular compliance risk assessments and developing compliance and integrity plans;
- Reviewing investigative and disciplinary procedures for Code and other compliance violations; and
- Monitoring the resources available for raising compliance and integrity issues and reporting concerns.

Work Environment

What We Aim For

Altria Group companies are committed to fostering workplaces that are safe and professional and that promote teamwork, diversity and trust. This includes the strongest commitment to providing equal employment opportunities for all persons.

Equal Employment Opportunity And Diversity

Our businesses have long been culturally diverse and desirable places to work. Our companies recruit, hire, develop, promote, discipline and provide other conditions of employment without regard to a person's race, color, religion, sex, age, national origin, sexual orientation, disability, citizenship status, marital status, or any other legally-protected status. This includes providing reasonable accommodation for employees' disabilities or religious beliefs and practices.

There may be additional protections provided to employees based on local laws or regulations.

i If you have further questions on equal employment opportunity or employment equity, contact your Human Resources representative.

Harassment-Free Work Environment

Having a professional work environment also means that our companies will not tolerate any form of harassment. Harassment can be verbal, physical or visual behavior where the purpose or effect is to create an offensive, hostile or intimidating environment. Sexual harassment, in particular, can include sexual advances, requests for sexual favors, unwanted physical contact or repeated and unwelcome sexual suggestions. Other prohibited conduct includes: offensive racial, ethnic, religious, age-related, or sexual jokes or insults; distributing or displaying offensive pictures or cartoons; and using voicemail, e-mail or other electronic devices to transmit derogatory or discriminatory information. This kind of behavior has no place in the Altria group of companies.

Information and Reporting — Harassment Concerns

i If you observe or experience any form of harassment, you should report it to your supervisor, department manager or your Human Resources representative, or call the **Integrity HelpLine**. Other reporting procedures established by your company may also be available. Our companies strictly prohibit any form of retaliation against anyone for making a good faith report.



Q: *I am a female employee. A male co-worker frequently makes personal comments about my appearance that make me uncomfortable. I've asked him to stop but he won't. What can I do about it?*

A: *You can — and should — contact your supervisor, Human Resources or call the Integrity HelpLine.*

Health, Safety And Security Of Employees

All Altria Group companies are committed to providing their employees with a safe and secure work environment. Safety is especially important in manufacturing locations, which are subject to significant workplace safety regulations. Each work location has safety rules that must be followed. Our companies comply with all health and safety laws, as well as any of their own health and safety policies that go beyond what the law requires.

Having safety rules is not enough, though. Our companies' commitment to safety means each of us needs to be alert to safety risks as we go about our jobs. All employees of Altria companies, and the employees of other companies working on our premises, must know the health and safety requirements associated with their jobs.

A safe and secure work environment also means a workplace free from violence. Threats (whether implicit or explicit), intimidation and violence have no place at any Altria company and will not be tolerated. **Weapons — even if used for sporting purposes — are not allowed in the workplace without authorization.**

i You should be familiar with and follow your company's policies regarding health, safety and security. Employees are urged to bring any unsafe practices — including threats or intimidation — to the attention of their supervisor or manager, safety representative, or Human Resources support, or to call the **Integrity HelpLine**.

Employee Confidentiality

Altria companies believe in respecting the confidentiality of our employees' personal information. This means that access to personal records should be limited to company personnel who have appropriate authorization and a clear business need for that information. Employees who have access to personal information must treat it appropriately and confidentially.

Never provide personal employee information to anyone outside of the Altria group of companies without proper authorization.

Our companies' commitment to employee confidentiality is not a license to engage in inappropriate personal activities at work. Company computers, for example, are intended only for official use and limited personal use, not for outside business activities. Each Altria company reserves all rights, subject to applicable legal restrictions, to access, review, and use all communications, records and information created at work or with company resources. This may include such things as intranet or Internet activity, e-mail, voicemail and telephone conversations, and computer files.

i Employee confidentiality is the subject of federal and state laws and regulations. If you have questions, you should contact Compliance & Integrity, your company's compliance officer, the Altria Chief Compliance Officer or your Law support.

Drugs And Alcohol In The Workplace



Q: *I have noticed that my supervisor's breath often smells of alcohol, even early in the morning, and he seems impaired. I am afraid that if I confront him or tell anyone, it may cause a scene or he may try to get me fired. What should I do?*

A: *There is enough evidence to believe a problem may exist, so speak right away with another supervisor, a representative from Human Resources or call the **Integrity HelpLine**. A safe, secure work environment is absolutely critical at our companies. Your company will not tolerate retaliation against you and will take steps to protect you from any.*

Work requires clear thinking and often the ability to react quickly — the safety of fellow employees and consumers depends on it. Being under the influence of alcohol or drugs, or improperly using medication, diminishes an employee's ability to perform at his or her best.

This is why the rules of each Altria company strictly forbid abuse of drugs and alcohol. Violations of these rules are taken very seriously.

i If you observe any drug or alcohol abuse, you should report it to your supervisor, Human Resources, or call the **Integrity HelpLine**.

Conflicts Of Interest, Gifts And Entertainment

What We Aim For

As employees of Altria Group companies, we work together to meet our common goals. With loyalty and objectivity, we make decisions that affect the company based on the company's best interest – independent of personal or other outside influences.

Conflicts Of Interest



Q: *We need to contract a firm to provide cleaning services locally and are spending a lot of time looking for the right one. Couldn't we save the company a lot of time and effort by hiring my brother's cleaning firm because I know that they can be trusted to do the job right?*

A: *No. Simply hiring a firm because you trust your brother is not a sound business practice, and it contravenes our purchasing policies. Further, this creates a conflict of interest between your desire to help your brother and your objectivity in selecting the most competitive supplier. However, if you make a proper disclosure, you will be provided with guidance on the appropriate actions. For example, if you remove yourself from the selection process and are not involved in managing the cleaning vendor (and no one who reports to you is involved), your brother's company may be able to compete for the work with other qualified vendors.*

Our employees have many activities in their lives outside the company. A “conflict of interest” arises when an employee's personal, social, financial, political or other activities or relationships have the potential to **interfere with the employee's loyalty or objectivity** to the Altria company for which she is employed or for which she provides services. Your obligation to conduct company business in an honest and ethical manner includes the appropriate handling of actual and apparent conflicts of interest. This sometimes requires that conflicts be avoided altogether, and it always requires full disclosure of any actual or apparent conflicts of interest. More specific rules are discussed below. These rules apply with respect to potential conflicts with the Altria company for which you are employed and any other Altria company that you support or with which you have regular business contact. For example, if you are employed by Altria Client Services (ALCS), but provide services to Philip Morris USA, these rules apply to actual or apparent conflicts with either ALCS or Philip Morris USA.

Common Ways That Conflicts Of Interest Can Arise

Outside Employment and Affiliations. If you have a second job with, are performing services for, or are serving as a director or consultant for an organization that is a competitor, customer or supplier of goods or services of an Altria company for which you work or support, this raises an actual or possible conflict of interest. (The same point applies to working for an organization that is seeking to become a competitor, customer or supplier.)

Some arrangements of this kind are never permissible — for example, working for or providing services to anyone you deal with as part of your job.

No outside affiliations with competitors, customers or suppliers of your Altria company or the Altria company you support are permitted unless you:

1. Obtain the written approval of your supervisor; and
2. Jointly with your supervisor obtain the written approval of the compliance officer of your company.

Jobs and Affiliations of Close Relatives. The work activities of close relatives can also create conflicts of interest. If you learn that a “close

Conflicts Of Interest (continued)

relative” (defined at the bottom of p. 13) works or performs services for any competitor, customer or supplier, promptly notify your supervisor. You and your supervisor should then notify your company's compliance officer. The compliance officer will determine if any action is required to address the situation. In general, a relative should not have any business dealings with you, with anyone working in your business unit or with anyone who reports to you. Exceptions require specific approval by your company's compliance officer. You must also be careful not to disclose any confidential business information to any relative.

Boards of Directors. Occasionally, an employee may be asked to serve on the board of directors, an advisory board or a committee for a profit or non-profit organization. This can, in some cases, raise a real or apparent conflict of interest or even a legal issue. Before accepting a position as a board member for an organization that may in any way be related to our businesses (including non-profit organizations), always get written approval from your company's compliance officer.

Investments. Employees and their close relatives must be careful that their investments do not create or appear to create conflicts of interest impairing the employees' ability to make objective decisions on behalf of an Altria company.

Conflicts can occur if investments are made in competitors, suppliers or customers of the Altria company by which you are employed, for which you provide services or about which you know confidential information. Usually, whether an investment creates a conflict of interest is a matter of good judgment. When deciding whether an investment might create a conflict, **ask yourself these questions:**

- Would the investment affect any decisions I will make for any Altria company?
- How would the investment seem to others inside an Altria company, such as my co-workers – would they think it might affect how I do my job for the company?
- How would it look to someone outside, such as a customer, supplier, stockholder or even the media?

If an investment might create or appear to create a conflict, you should either avoid it or disclose it to your supervisor and the relevant Altria company's compliance officer and seek their approval.

Without limiting the general guidance above, the following guidance should help you resolve specific investment situations:

Publicly-traded mutual funds, index funds or similar poolings of securities, where the individual investor has no say in which investments are included, do not present conflicts and do not require approval.

Certain investments always require disclosure to, and approval from, your supervisor and the relevant company's compliance officer. Those situations are:

- Any substantial interest in a competitor, customer or supplier.

Conflicts Of Interest (continued)

A “substantial interest” means an economic interest that might influence or appear to influence your judgment. An investment is not a “substantial interest” if:

- it is an interest of less than 1 percent of the value of the outstanding equity securities of a public company; or
 - it is an interest worth less than \$25,000 in a privately owned company.
- Any investment in a supplier if you have any involvement in the selection or assessment of, or negotiations with, that supplier, or if you directly supervise anyone who has such responsibility. Please note that approval is unlikely if your investment would result in a substantial interest in the supplier (as defined above).
 - Any investment in a customer if you have any responsibility for dealings with that customer, or if you directly supervise anyone with such responsibility. Please note that approval is unlikely if your investment would result in a substantial interest in the customer (as defined above).
 - Any investment that might conflict or appear to conflict with the objective execution of your job responsibilities or with the interests of the relevant Altria company.

Of course, good judgment always must be used, considering the three questions noted above. You should avoid even an insubstantial interest (or obtain guidance from your supervisor and the relevant Altria company’s compliance officer) if the investment might influence or appear to influence your objective judgment.

Other Considerations On Conflicts Of Interest

Close Relatives. As the previous sections show, the activities of a close relative can create a real or apparent conflict of interest. This happens when an employee’s loyalty becomes divided — or may appear to be divided — between loyalty to the close relative (who has one set of interests) and loyalty to the Altria company for which the employee works or supports (which may have different interests). A “close relative” may be a husband or a wife; parents and stepparents; children and stepchildren; brothers and sisters; stepbrothers and stepsisters; nephews and nieces; aunts and uncles; grandparents; grandchildren; and in-laws. In addition, the “close relative” rules also cover domestic partners (whether or not officially recognized under local law), the person with whom you live, or the person with whom you are in a close personal or romantic relationship. On conflict questions, you are not responsible for learning about the activities of family members who do not reside with you. For family members outside your home, you need only be concerned with those circumstances that you know about.

Potential Suppliers, Customers and Competitors. For conflicts of interest, a “supplier,” “customer” or “competitor” includes both actual and potential suppliers, customers or competitors.

Receiving Gifts And Entertainment



Q: A supplier's sales representative offers you a cleverly designed pen that his company uses in signing contracts, but there is one catch to the offer. He says you may have the pen only if you help him make his case to the rest of the procurement team. Since the pen is probably worth less than \$250, can you accept it?

A: No, because there is a "quid pro quo," an expression meaning "something for something." He will only give you the pen if he gets something in return. Even though this may seem like a small matter, these "quid pro quo" arrangements are on the list of gifts and entertainment that are "Always Wrong."

If you think you may have a conflict of interest, or that others could possibly believe an activity or relationship you are engaged in is a conflict of interest, you must promptly disclose the situation in writing to your company's compliance officer, to the Altria Chief Compliance Officer or to Compliance & Integrity.

Altria companies have many suppliers, and suppliers are vital to our companies' success. That is why relationships with suppliers and other third parties with which we do business must be based entirely on sound business decisions and fair dealing. Business gifts and entertainment can build goodwill, but they can also make it harder to be objective about the person providing them. In short, gifts and entertainment can create their own conflicts of interest.

"**Gifts and Entertainment**" includes anything of value, such as discounts, loans, cash, favorable terms on any product or service, services, prizes, transportation, use of vehicles or vacation facilities, stocks or other securities, participation in stock offerings, home improvements, tickets, and gift certificates. The potential list is endless — these are just examples.

NOTE: In some Altria companies or functions, more restrictive standards on gifts and entertainment may apply. Employees of those companies or functions must not accept any gift or entertainment that violates those standards.

Gifts and entertainment offered to Altria company employees and their close relatives fall into three categories:

USUALLY OK

Some gifts and entertainment are small enough that they do not require approval. Gifts or entertainment with a combined market value of \$250 or less from any one source in a calendar year are in this category (as long as they do not fall into the "Always Wrong" category, below). This means that as long as the following do not total more than \$250 from a single source in a calendar year, they do not require approval:

- Occasional meals with a business associate.
- Ordinary sports, theater and other cultural events.
- Other reasonable and customary gifts and entertainment.

Similarly, accepting promotional items of nominal value, such as pens, calendars, and coffee mugs that are given to customers in general, does not require approval.

ALWAYS WRONG

Other types of gifts and entertainment are simply wrong, either in fact or in appearance, so that they are never permissible, and no one can approve these. Employees may never:

- Accept any gift or entertainment that would be illegal or result in any violation of law.

Receiving Gifts And Entertainment (continued)

- Accept any gift of cash or cash equivalent (such as gift certificates that are transferable or convertible into cash), bank check, money order, investment securities, negotiable instrument, loans, stock or stock options.
- Accept or request anything as a “quid pro quo,” or as part of an agreement to do anything in return for the gift or entertainment.
- Participate in any entertainment that is unsavory, sexually oriented, or otherwise violates our commitment to integrity, trust and respect.
- Participate in any activity that you know would cause the person giving the gift or entertainment to violate his or her own employer’s standards.

ALWAYS ASK

For anything that does not fit into the other categories, it may or may not be permissible to proceed; you will need to get written approval from your supervisor and your company’s compliance officer or obtain permission according to other established procedures at your company. Examples in this category include the following, when paid by a current or potential supplier or customer:

- Gifts and entertainment from a single source with a total fair market value over \$250 in any one calendar year.
- Special events — such as a World Series or Super Bowl game (these usually have a value of more than \$250).
- Travel or entertainment lasting more than a day.

In determining whether to approve something in the “Always Ask” category, supervisors and company compliance officers will use reasonable judgment and consider such issues as:

- Whether the gift or entertainment would be likely to influence your objectivity.
- Whether there is a business purpose (for example, business will be discussed as part of the event in question).
- What kind of precedent it would set for other employees.
- How it would appear to other employees or people outside the company.

Other Considerations on Gifts and Entertainment:

Notifying Suppliers and Customers. You should inform all persons with whom you are doing or seeking to do business of this policy.

What to Do if You Receive an Impermissible Gift. You must immediately return any gift of cash or cash equivalent such as gift certificates that are transferable or convertible into cash, bank check, money order, investment securities, negotiable instrument, loans, stock or stock options. For other types of gifts over the “Usually OK” amount, if your company’s compliance officer determines that returning the gifts is

Receiving Gifts And Entertainment (continued)

Offering Gifts And Entertainment



Q: *I want to give one of our best customers a special gift to say thanks. I have access to some tennis tournament tickets that I know she would appreciate, but I think it is against her company's policy for her to accept them. If she doesn't care about the policy, can I give her the tickets?*

A: *No. If you know that giving a gift will violate the policy of the recipient's company, you may not give the gift. Just as we want others to respect our standards, we will respect theirs.*

impractical or undesirable, you should turn the gifts over to the compliance officer for company use, sale or donation. Gifts such as a picture, desk set or the like may be used in your company office with the written permission of your compliance officer or according to established procedures at your company, but will remain company property. If appropriate, a letter should be sent to the donor explaining your company's policy with respect to gifts.

i If you have questions or concerns about gifts and entertainment policies, contact your supervisor, your company's compliance officer, the Altria Chief Compliance Officer or the Compliance & Integrity Department. Your company or business function may have additional requirements. Make sure you know them.

Gifts and Entertainment Offered or Provided to Non-Governmental Business Contacts Or Government Officials and Employees

Gifts to Non-Governmental Business Contacts

Just as we have strict rules for receiving gifts and entertainment (see the "Receiving Gifts And Entertainment" on pp. 13-16 in this Code), we must also be careful of how we offer them. Offering social amenities or business courtesies of a nominal value such as modest gifts, meals and entertainment is common in the commercial world and is meant to create goodwill and enhance business relationships.

Using good judgment and moderation, occasionally exchanging entertainment or gifts of nominal value with a non-governmental business contact is appropriate unless the recipient's employer forbids the practice. Any courtesy should always comply with the policies of the recipient's organization.

Offering Gifts Over \$250

To offer a gift over \$250 to a non-governmental business contact, you must obtain specific, prior written permission from your company's compliance officer, the senior officer in your company designated by the compliance officer, or another appropriate individual consistent with your company's approval policy. Note, however, that some Altria companies may set the amount required for approval at a lower value (for example, \$100).

Some conduct is always off-limits — no exceptions. Never offer or provide a gift, entertainment or anything of value if it is:

- Illegal.
- Known to be in violation of the rules of the recipient's organization.
- Cash or other monetary instruments (such as bank checks, traveler's checks, money orders, investment securities or negotiable instruments).
- Unsavory, sexually oriented, or otherwise violates our commitment to integrity, trust and respect.

Offering Gifts And Entertainment (continued)

- A “quid pro quo” (offered for something in return).
- A gift over \$1,000 — unless presented in a public presentation making it clear that the recipient is being given the gift, for example, pursuant to a sales incentive program that is known and acceptable to the recipient’s employer.
- Not recorded properly on company books.

i For additional information on limitations, exclusions, reporting requirements and approvals, please review your company’s policies. These policies should be reviewed before you plan to offer a gift.

Gifts to Government Officials or Employees

Gifts and entertainment offered or provided to government officials and government employees directly or indirectly raise special risks.

Never offer or provide any gift, entertainment, or anything of value to a government official or employee that is illegal or that would cause the official or employee to violate established ethics or other rules governing his or her conduct. If your company has policies that cover providing gifts or other things of value to government officials and employees, make sure you know and strictly follow your company’s policies and procedures. If your company does not have specific policies and procedures covering such gifts, never offer, provide or approve such gifts, entertainment, or anything of value to a government official or employee without prior written approval of your Government Affairs Law support.

Conducting Business

What We Aim For

In all our business dealings, our companies strive to be honest and fair. Altria's companies vigorously compete, but do so fairly, complying with all laws protecting competition and the integrity of the marketplace.

Antitrust And Unfair Competition Laws

Our companies strictly adhere to antitrust and unfair competition laws. Such laws prohibit anticompetitive agreements, such as price fixing and efforts to unfairly eliminate competitors. Altria Group's companies have antitrust policies and provide training in this area. You should become familiar with the policies that apply to your job and take the required training.

Facts About Antitrust and Unfair Competition Laws:

- **Penalties Are Severe.** Individuals convicted of price fixing often receive prison sentences, and some companies have been fined hundreds of millions of dollars; customers and competitors can sue for three times the harm caused.
- **Careless Conduct Can Violate the Law.** What might appear to be ordinary business contact, such as a lunch discussion with a competitor's sales representative or a gripe session at an industry trade association, can lead to claims of competition law violations.
- **Antitrust Laws Vary Around the World.** Many countries and individual states in the U.S. have laws prohibiting anticompetitive behavior. The laws that apply to you may vary depending on where you are located and where you conduct business. U.S. antitrust laws may apply even when the conduct occurs outside the country's borders.

Antitrust and unfair competition laws prohibit agreements that limit or restrain trade. Examples of illegal agreements between competitors are price fixing or bid rigging cartels. Certain agreements with suppliers or customers also can raise issues under antitrust and unfair competition laws as to whether the agreement restricts competition. This includes any agreement not to deal with a customer or supplier (a "group boycott") or an agreement between a supplier and customer about resale prices.

Antitrust and Unfair Competition Laws (continued)



Q: *During a trade association meeting, I chatted with representatives of competing manufacturers. One representative said, "I don't know about the rest of you, but our profit margins aren't as good as they used to be." Another said, "I wish we could do something about all those deep discounts." I nodded my head, but never said anything. Over the next few weeks the companies whose representatives were present during the conversation raised their prices. Was the discussion a problem? What should I have done?*

A: *Yes, this discussion definitely was a problem. A court might conclude that everyone present during the conversation, whether they said anything or not, had engaged in price-fixing even though there was never an explicit agreement. Because of this risk, if you find yourself present during a discussion of prices with competitors, immediately break away from the discussion in a way that makes it clear you consider this improper, and promptly call your Law support.*

Monopolization and attempts to monopolize markets are illegal.

A company with market power, for example, must not try to prevent others from entering the market, or to eliminate competition. Usually, competitors set prices to cover their costs — below-cost pricing may appear to be “predatory.” If there is a reason to price below cost, this should be reviewed with your Law support to ensure that it will not be viewed as predatory or in violation of any law.

Charging different prices to customers who are competitors may be illegal.

A complex law called the “Robinson-Patman Act” in some cases prohibits charging different prices on sales of goods to customers who compete with one another. There are a number of exceptions to this law. Employees with authority to set prices or discounts or design trade programs need to learn the requirements of these laws and should consult their Law support for guidance.

i If you have questions or concerns about your responsibilities under the antitrust or unfair competition laws, consult your company policies or contact your supervisor or Law support.

Basic Rules To Know:

Certain agreements almost **always** violate competition laws. **Never** talk with or exchange information with competitors to:

- Fix prices — this can include setting minimum or maximum prices, or “stabilizing” prices.
- Fix terms related to wholesale or retail price, pricing formulas, margins, trade promotions, credit terms, etc.
- Divide up markets, customers or territories.
- Limit production.
- Rig a competitive bidding process, including arrangements to submit sham bids.
- Boycott a competitor, supplier, customer or distributor.

Because of the risk, **do not discuss competitive matters with competitors** — at any time or any place — without authorization from your Law support.

Other activities may raise competition law issues. Always consult with your Law support before:

- Discussing joint ventures, mergers, acquisitions or similar collaborative arrangements with competitors.
- Establishing exclusive dealing arrangements (e.g., contracts that require a company to buy only from or sell only to an Altria Group company).
- Tying or bundling together different products or services (e.g., contracts that require or provide incentives to a buyer who wants one product to also buy a second “tied” product or programs that condition a discount on purchasing a bundle of products).
- Engaging in activities involving trade associations or setting industry standards.
- Serving as a director or officer in a company that competes with us.
- Setting resale prices.
- Offering discounts or different terms to one buyer but not to a competing buyer.
- Engaging in activities that may make it difficult for rivals to obtain needed inputs or sell their products.

Information About Competitors



Q: *I have just been hired from another company. I have a box of materials from my former employer that would be very helpful in developing marketing plans for my company. May I bring this with me?*

A: *No, you should not bring materials that may contain confidential information to an Altria company from a prior job. Just as it would be wrong for someone to take our confidential information, we should not use the confidential information of others.*

To compete in the marketplace, it is necessary and legal to gather competitive information fairly. But some forms of information gathering are wrong and can violate the law. This includes antitrust/unfair competition laws as well as trade secret laws, such as the U.S. Economic Espionage Act, a criminal statute whose penalties include both fines and imprisonment.

At each of the Altria Group companies, we must be very diligent in avoiding the gathering of information improperly, so it is important to know what you can do and what you must be careful about.

Legitimate sources of competitive information include:

- Newspapers, press accounts and other public information.
- Talking with customers — but not to obtain confidential information.
- Customers giving you a competitor's proposal, **but only** if it is not confidential. If it is a government bid, always consult your Law support first.
- Trade shows (but not from discussions with competitors — see the "Antitrust And Unfair Competition Laws" p. 18 of this Code).
- Information publicly available on the Internet or other publicly accessible media.
- Industry surveys by reputable consultants.

Never use the following:

- A competitor's confidential or proprietary information or something similar belonging to anyone else from outside the company. If you receive any confidential or proprietary information from a source outside the Altria group of companies — even completely inadvertently — consult your Law support immediately.
- Confidential or proprietary information in any form possessed by employees of an Altria company from prior employers.
- Information about a competitor's bid if you are involved in bidding, especially on government contracts. If you come into possession of such information, call your Law support.
- Information about a competitor that someone offers to sell.

i If you have a question about whether it is appropriate to accept or have certain competitive information, contact your Law support.

Money Laundering And Contraband

Products traded in violation of excise tax, customs or other fiscal laws have different names — “contraband,” or “smuggled goods” are among them. Law enforcement officials are appropriately concerned about contraband trade and its connection with another criminal activity — “money laundering.” The policy for all Altria Group companies is clear: We will not condone, facilitate or support contraband or money laundering; and we will help law enforcement agencies and federal and state governments prevent illegal trade involving our companies’ products.

What Is Contraband? Contraband — sometimes called “smuggled goods” — are goods traded in violation of tax or customs laws.

What Is Money Laundering? Money laundering is the process by which individuals or entities try to conceal illicit funds, or otherwise make the source of their illicit funds look legitimate.

Monetary Receipts. Each Altria company should take appropriate measures to avoid receiving cash or cash equivalents that are the proceeds of crime.

You should consult your company’s policies or Finance support for guidance on topics such as:

- Acceptable forms of payment.
- Requirements that all payments be in the currency of the invoice.
- Prohibitions against third-party payments except in limited circumstances.
- Compliance with all reporting and recording rules, such as reporting cash transactions over \$10,000 to U.S. authorities.
- Requirements that payments for each invoice or group of invoices be made by a single instrument.
- Careful scrutiny of any request for an overpayment.

“Know Your Customer” Guidelines. We strive to do business with firms or individuals that share our standards for compliance and integrity. You should consult your company’s policies for standards for selecting and approving customers and other business partners.

At a minimum employees must:

- Assess potential customers and vendors and, to the extent possible, confirm that they maintain a physical business presence and are engaged in legitimate trade.
- Be alert to customers’ business practices.
- Report any violation of your company’s compliance policies to your supervisor, compliance officer or Law support.

Promptly report suspicious transactions or activities by any customer to your company’s compliance officer, the Altria Chief Compliance Officer, Compliance & Integrity or Law support.

Money Laundering And Contraband (continued)

Trade Restrictions, Export Controls And Boycott Laws

i For more information, consult your company policies or contact your Law support. Remember that suspicious transactions or activities by any customer should be reported promptly to your Law support, your company's compliance officer, the Altria Chief Compliance Officer or Compliance & Integrity.

The U.S. and a number of other jurisdictions periodically impose prohibitions or other restrictions on export and trade dealings with certain countries, entities and individuals. Trade restrictions take many forms, including bans on:

- **Exports** to a sanctioned country.
- **Transshipments** through a non-sanctioned country to a sanctioned country, or vice versa.
- **Imports** from, or dealings in property originating in, a sanctioned country.
- **Travel** to or from a sanctioned country.
- **New investments** in a sanctioned country.
- **Financial transactions and dealings** involving a sanctioned country or designated individuals and entities.

These restrictions may also impose licensing requirements for export of certain products or technology.

An “export” is not only the transfer of a physical commodity — it can include the transfer of services or technology (such as technical data or other information) to a national of another country by:

- E-mail.
- Face-to-face discussions, either in the U.S. or abroad.
- Visits to a facility.

In all international dealings be sure you know and comply with all export controls and trade restrictions.

Trade Restrictions, Export Controls And Boycott Laws (continued)



Q: *I want to send certain materials to a country that is subject to an economic sanction on trade. Is it OK if I arrange to transfer them to a company in a country without these restrictions who will then sell them to the company in the country that is subject to the economic sanctions?*

A: *No. As is true with many laws, what might seem like a clever way around the law is also illegal.*

U.S. Anti-Boycott Restrictions. Under U.S. law, Altria Group companies are required to report to the U.S. government, and not to cooperate with, any request concerning unsanctioned foreign boycotts or related restrictive trade practices. Employees may not take any action, furnish any information, or make any declaration that could be viewed as participation in an illegal foreign boycott. There are severe penalties for violation of these laws.

You should immediately notify your Law support if you receive boycott-related requests for information, whether oral or written. This includes requests that are part of an actual order, as well as those that do not concern a specific transaction.

i If you need further information on trade restrictions and export controls, contact your Law support.

Customs

As a general rule, importation of our companies' products is subject to various customs and fiscal laws and regulations. In particular, physical importation of products into this country must usually comply with either:

1. Regulations that specify the import duties, excise tax and the like, that may be payable in relation to our products; or
2. Tax, bonding or other similar regulations that govern "tax or duty free" shipments.

Imports also frequently must comply with other government agencies' requirements that Customs authorities either coordinate or enforce. You must be sure that all imports comply with these requirements, and that any information provided to Customs and tax officials is accurate and truthful.

Conducting Business With The Government



Q: *We work with suppliers in a number of countries where many of the businesses and organizations are run by the state. How do I know if the person I am dealing with is a government official?*

A: *The term "government official" or "representative" is defined very broadly. You should assume that all employees of state-owned organizations or companies, and their agents, are government officials.*

Each year, Altria Group operating companies do business with governments. While integrity is the foundation for all dealings with customers and suppliers, special rules apply when conducting business with the government — rules that are in some cases very different from those that apply in dealing with a commercial customer. Acceptable business practices in the commercial business environment, such as providing transportation, meals, entertainment or other things of value, may be entirely unacceptable and may even violate applicable law when we are dealing with government employees or officials, or those who act on the government's behalf. Violations can result in criminal and civil penalties.

Those involved in bidding on or providing service under a government contract need to know these rules.

Basic Rules Include:

- Never seek or accept confidential bid information.
- Never offer or provide gifts, gratuities or entertainment to an official or an employee of a government entity without prior written approval of your company's compliance officer, Law support, or the designated individual under your company's governing policy.
- Know and follow anti-kickback rules, including restrictions on gifts by those seeking business from the Government and from government contractors.
- Understand "most favored customer" pricing requirements and verify compliance.
- Conform strictly to the contract's quality, quantity and testing requirements.

Conducting Business With The Government (continued)

- Billings must always be accurate, complete, and in full compliance with all rules and regulations, including time and cost allocations.
 - Be truthful, accurate and complete in all representations and certifications.
 - Know your customer's rules and regulations.
 - Don't initiate any employment discussions with any current or former government employee until first consulting with your Law support.
 - Many governments impose special restrictions on a company's attempts to influence any procurement-related determination. Recognize circumstances under which your communications with government officials or employees may raise issues under lobbying disclosure laws and seek advice from your Law support to determine whether registration or reporting may be required.
- i** If you have questions about proper business relationships with the government, contact your Law support. For more specific information about dealings with government officials outside the U.S., see the "International Bribery And Corruption" section in this Code (p. 27).

International Bribery And Corruption



Q: *I was told that I could hire a consultant to take care of getting all the permits we need from a foreign government. He requested a \$40,000 retainer and said that he would use the money to “help move the process along.” Since we don’t really know where the money is going, do we have to worry about it?*

A: *Absolutely. You must know where that money is going and for what purpose it is being used. Moreover, the company is required to take steps to ensure that this money is not used as a bribe. You must seek the advice of your supervisor or your Law support.*

The laws of virtually all countries, as well as important extra-territorial laws such as the U.S. Foreign Corrupt Practices Act and similar laws, prohibit bribes to government officials (such as political candidates, political parties and their officials, employees of government-owned businesses, United Nations officials, etc.). A violation is a serious criminal offense for both companies and individuals, which can result in fines, loss of business privileges and imprisonment. If you have any questions about the propriety of any payment to or financial arrangement with any government official or agent, please consult your Law support.

Bribery and Corruption Laws:

Apply to all Altria Group companies, employees, agents and representatives worldwide.

Forbid:

- Offering or giving anything of value to a government official for the purpose of obtaining or retaining business, or for any improper purpose. This includes payments to reduce taxes or customs duties.
- Making improper payments through third parties — so companies must be diligent in selecting agents and partners. Additional care is needed if the prospective agent is — or is in association with — a government official.

Require that companies keep accurate books and records so that payments are honestly described and not used for unlawful purposes.

Altria companies require more of employees — bribes are prohibited to anyone, anywhere in the world, for any reason. Remember that it is your responsibility to avoid these prohibited actions.

NEVER:

- Make an unauthorized payment, or authorize an improper payment or gift (cash or otherwise) — directly or through an agent — to a government official.
- Induce a government official or anyone else to do something illegal.
- Ignore or fail to report any indication of improper payments, gifts or entertainment.
- Establish an unrecorded fund for any purpose.
- Make a false or misleading entry in company books.
- Do anything to induce someone else to violate these rules, or look the other way when there might be a violation.

Facilitating Payments. U.S. law permits certain “facilitating payments” to non-U.S. government employees. Altria discourages these, and a payment may be made **only if all the following conditions are met:**

- You obtain approval from your Law support or as required by your company’s governing policy.

International Bribery And Corruption (continued)

- It is legal in the country in question.
- It is necessary to obtain or expedite the performance of routine, nondiscretionary, legitimate, customary duties, such as mail delivery, scheduling inspections or customs clearance.
- It is requested by the government official.
- The payment is small (below \$250) and is fully and accurately recorded on the company's books.
- It does not relate to a decision to award business to, or to continue doing business with, the company.

In some countries all such payments are considered illegal and therefore should never be made. Payments may never be made to any U.S. government employee.

i If you are involved in international business, contact your Law support to make sure you understand the standards that apply to your business activities, including the laws on international bribery.

Confidential Information, Intellectual Property And Copyright

Just as we protect our own confidential information (see the "Proprietary Information" section on p. 36 in this Code), our companies respect the proprietary and confidential information of others. This includes written materials, software, music and other "intellectual property."

Basic rules to follow:

- Do not bring to an Altria Group company, or use, any confidential information, including computer records, from prior employers.
- Do not load any unlicensed software on any Altria company computer.
- Do not accept or use anyone else's confidential information except under an agreement approved by your Law support.
- Do not use or copy documents and materials that are copyrighted (including computer software and portions of audio, video and off-the-Internet or off-the-air recordings) without specific permission from the copyright owner — consult your Law support on whether "fair use" rules or existing licenses may allow it.

i If you have questions about intellectual property or copyright rules, contact your Law support.

Unfair Business Practices



Q: *I just received my primary competitor's business plans for the coming year in an unmarked envelope, but with a postmark that indicates that it was mailed from the competitor's headquarters city. Although this is obviously a confidential internal document, I didn't do anything to get it, so can I keep it?*

A: *No. This document may contain trade secrets that were sent to us by someone with access who violated his or her obligation of confidentiality. Do not review or make copies of such documents, and notify your Law support immediately upon receipt. The Law Department will ensure that the situation is handled appropriately.*

Altria's companies compete vigorously for business, but some conduct in the name of competition is not consistent with the law or our commitment to integrity.

Never compete by engaging in unfair practices such as:

- Making false or misleading statements about competitors or their services.
- Stealing or misusing competitors' trade secrets.
- Taking action to cut off a competitor's sources of supply or increase a competitor's cost of supply.
- Inducing customers to break contracts with competitors.
- Requiring someone to buy from your company before we will buy from them.
- Paying bribes to help your company's business or to hurt a competitor.

Dealing With Consumers

What We Aim For

To be successful, Altria Group companies must consistently strive to treat consumers fairly and honestly. Product quality, responsible marketing practices, and paying attention to issues relating to youth and customer privacy are critical parts of what Altria companies are expected to do.

Product Quality



Q: *A shift supervisor has told us to skip a quality control procedure. I think this violates company policy, but he is the supervisor. Should I just follow orders and ignore this?*

A: *No. If you think that the supervisor is breaking the rules and you do not feel comfortable talking with your supervisor directly, contact your supervisor's supervisor, or your company's quality personnel, or call the **Integrity HelpLine**.*

Maintaining the high quality of products is critical to the success of all Altria companies — because it is what customers and consumers have come to expect from each of our outstanding businesses. So that our companies consistently meet these expectations, and meet or exceed all governmental safety and company quality standards for products produced, employees must act in accordance with these quality and safety commitments.

Altria Companies Will Consistently Work To:

- Follow all government requirements and all company standards related to product quality.
- Strictly adhere to company production and quality control procedures.
- Strictly follow all procedures for the storing, handling and shipping of products.
- Satisfy all applicable standards for quality before any new product is offered to the public.
- Establish and maintain monitoring systems to detect potential product defects and violations of laws and company policies.

i Every day, each Altria company's reputation for quality is in the hands of employees. If you learn of a product quality issue or problem, report it immediately to your supervisor, the management of your department or business unit, your company's quality personnel, or the **Integrity HelpLine**.

Advertising And Promotion Of Products

The reputation of Altria Group and each of its companies is a critically important asset. To maintain the ongoing trust of consumers, marketing, advertising and sales activities must describe products fairly, honestly and legally. Before an Altria company makes a claim about a product, it must be able to substantiate it.

Altria's companies are subject to specific advertising and marketing requirements based on law, industry codes, consent decrees and our companies' internal codes. It is extremely important that these standards be adhered to in letter and spirit at all times.

Each Altria company has procedures in place to comply with applicable advertising and marketing standards. All advertising and promotions must be approved by appropriate company management and employees are responsible for knowing and following these approval requirements.

i Employees involved in advertising or marketing must know and follow the applicable policies. Make sure you check with your Law support if you need guidance on advertising and promotions policies.

Reducing Underage Tobacco Use



Q: *We operate in a market environment where some of our competitors may be more aggressive about promotional activities that underage consumers might be exposed to, even though the product is only for adults. Can employees assume we can use the same standards as our competitors?*

A: *Meeting a competitive challenge is never an excuse for employees not to comply with any marketing code (company, industry or regulatory) that governs our marketplace. In the situation you describe, as in any other situation, employees must comply with all legal and internal marketing code requirements. Altria and its companies often promote changes in government regulations or in enforceable industry codes to foster responsible and effective marketing practices while minimizing youth exposure to tobacco marketing and promotions.*

All Altria Group companies that develop, manufacture and market tobacco products must develop, market, and promote their products responsibly and only for or to adult tobacco consumers using tools and strategies designed to effectively connect with the intended audience while minimizing reach to unintended audiences. Employees involved in developing, marketing or promoting tobacco products must rigorously follow the applicable laws and company policies, requirements and company commitments (internal, industry or regulatory).

In addition to marketing and promoting products appropriately, Altria companies are expected to proactively work with outside groups, including where appropriate government entities, to reduce the underage use of tobacco products. These programs may involve communications, school programs, community programs, promotion of responsible retailing or other initiatives.

If you are an employee involved in product development, marketing or sales activities, you are responsible for doing your part to see that Altria and its companies live up to these obligations and that the specific standards, policies and company commitments are followed. This means reviewing all activities for conformance to these standards, policies and commitments. It means supporting company efforts to reduce underage use of tobacco products. It also means telling advertising agencies and product development and marketing consultants to follow these guidelines in making any proposals to your company or executing any programs. Agencies that fail to respect these standards should be dismissed.

Privacy Of Customer Or Consumer Information

Each Altria company has a responsibility to protect the privacy and security of information that customers or consumers entrust to them. Employees who do not have a business reason to access this information should never seek to do so, and those who do have legitimate access should take steps to protect against the unauthorized release or use of private customer information. Outside parties who are given access to this information are also responsible for protecting it.

Customer and consumer privacy is an important area where rules are still developing. Altria companies are committed to monitoring evolving privacy and security standards and may, from time to time, develop additional policies in light of them.

Company Information, Resources And Financial Disclosure

What We Aim For

The employees of Altria Group companies seek to create shareholder value by working hard to achieve superior financial results. In pursuing this goal, each company and its employees will produce honest, accurate, and timely reports and records, will be forthright in measuring and reporting financial performance, will protect company assets and resources, and will never engage in insider trading. As an Altria company employee, you are expected to act with honesty and integrity in the performance of your duties. Simply put, fraud of any kind with respect to business information or company resources will not be tolerated.

Accurate Books And Records, And Financial Disclosure



Q: *It is the last week in the quarterly reporting period. My boss wants to make sure we meet our numbers for the quarter, so he asked me to record a sale now that won't be finalized until next week. I guess this won't hurt anyone — should I do what he says?*

A: *Definitely not. Costs and revenues must be recorded in the right time periods. The sale has not officially been completed until there is evidence of a sales agreement, title has passed, and the sales price can be determined and is reasonably collectible. Until then, it would be a misrepresentation to include it in an earlier period.*

A company's credibility is judged in many ways: one very important way is **the integrity of its books, records and accounting**. Altria is committed to providing shareholders with full, accurate, timely and understandable information, in all material respects, about the company's financial condition and results of operations. In meeting this commitment, Altria is required by securities laws to report financial information in accordance with generally accepted accounting principles in the U.S., and to maintain books and records that accurately and fairly reflect all transactions.

But this obligation includes more than financial information. Every employee of an Altria company must help ensure that reporting of any business information of whatever kind (financial or otherwise) and in whatever form (computerized, paper or otherwise) is accurate, complete and timely. This requires, among other things, accurately recording costs, sales, shipments, time sheets, vouchers, bills, payroll and benefits records, expense accounts, test data, regulatory data and other essential company information. **No employee should say or write anything about our transactions that would facilitate a customer or supplier preparing a false or misleading financial statement.**

All employees of Altria companies must:

- Follow all laws, external accounting requirements and company policies and procedures for reporting financial and other business information.
- Never deliberately make a false or misleading entry in a report or record.
- Never establish an unrecorded fund for any purpose.
- Never alter or destroy company records except as authorized by established policies and procedures.
- Never sell, transfer or dispose of company assets without proper documentation and authorization.

Accurate Books And Records, And Financial Disclosure (continued)

- Cooperate with Altria's internal and external auditors.
- Contact your accounting or auditing organization with any questions about the proper recording of financial transactions.

Senior financial officers and other managers responsible for accurate books and records, and accounting and disclosure of financial information have a special duty to ensure that these standards are met.

i The goal of accurate accounting and financial reporting requires compliance with rules from the U.S. Securities and Exchange Commission, the Financial Accounting Standards Board and other regulatory organizations. If you have any questions about new or proposed accounting and financial reporting standards, contact your company's Finance support.

Remember, if you wish to raise concerns about accounting or auditing matters on an anonymous basis, call the **Integrity HelpLine**. Confidentiality will be maintained to the extent possible, given the company's need to investigate and resolve the issue raised and comply with the law.

Company Time

To be successful, every employee must make the best use of his or her time and that of co-workers. All employees at Altria Group companies are expected to fulfill their job responsibilities and devote the necessary time to their work. Those required to report the hours they work must do so truthfully and accurately. Altria companies' telephone, e-mail, and voicemail systems are provided to employees for Altria business purposes. Employees should refrain from using these systems in a manner that could be harmful or embarrassing to our companies. Personal communication using these systems should be kept to a minimum.

Company Property And Resources

All employees are responsible for using good judgment so that their company's assets are not misused or wasted. Company assets are intended to help employees achieve legitimate business goals. Careless, inefficient or illegal use of company property hurts all of us. You should be alert to any situations or incidents that could lead to the loss, misuse or theft of company property and resources. Remember that all records you create as part of your work for the company are company property and are not part of your "personal records."

i For more information on the use of company property, including computers, consult your company policies or contact your supervisor.

Proprietary Information

Our companies regularly produce valuable, nonpublic ideas, strategies and other kinds of business information. This information is called “proprietary information,” which means our company owns the information, just as it does other kinds of property. Because it is the product of our company’s own hard work, various laws allow the company to protect this information from use by outsiders. Some examples of company proprietary information are:

- Sales, marketing and other corporate databases.
- Marketing strategies and plans.
- Personnel records.
- Research and technical data.
- Proposals.
- New product development.
- Formulas.
- Trade secrets of any sort.

All employees must protect the confidentiality of their company’s proprietary information so that we reap the benefits of our own hard work.

Sometimes an employee may need to share proprietary information with persons outside an Altria company — for example, so that a commercial business partner the company has selected to work with can be an effective partner for us. However, even when there may seem to be a legitimate reason to share proprietary information, never disclose such information without your management’s prior approval and a written confidentiality agreement approved by your Law support.

i For more information regarding the protection and use of proprietary information, consult your company policies or contact your Law support.

Corporate Opportunities

Employees and officers of Altria Group companies are prohibited from using an Altria company’s property or information, or their position within a company, for personal gain, such as by taking for themselves business opportunities that they learn about through their work at an Altria company. Employees and officers of Altria companies are also prohibited from competing with Altria companies. Competing with the companies could include:

- Engaging in the same line of business as one of the Altria companies.
- Taking away from one of the Altria companies opportunities for sales or purchases of products, services or other interests.

i If you have any questions about whether a particular opportunity is covered by the above prohibition contact Compliance & Integrity or your Law support.

Computer Use And Network Security



Q: *I sometimes e-mail my spouse to make personal plans, such as who will pick up the kids after work. Am I allowed to use the company's computer for this kind of thing?*

A: *Yes, as long as personal use is reasonable and kept to a minimum.*

Computer technology — hardware, software, networks and the information that runs on them — is critical to business success. Everyone who uses a computer must help ensure that these resources operate as they should. This means all employees must:

- Use company computers responsibly and primarily for legitimate Altria companies' business purposes — any personal use should be reasonable and kept to a minimum.
- Protect the security of computer systems.

Good judgment should guide your use of computers, but these rules can help:

NEVER:

- Engage in electronic communications that might be considered offensive, derogatory, defamatory, harassing, obscene or otherwise vulgar.
- Use company electronic communications systems to improperly disseminate copyrighted or licensed materials, or proprietary information.
- Use company electronic communications systems to transmit chain letters, advertisements or solicitations (unless authorized) or inappropriate or offensive materials including materials of a sexually explicit nature.
- Visit inappropriate Internet sites.
- Install or download software to company computers without obtaining permission from the Information Services Department.

ALWAYS:

- Protect information used to access company networks, including IDs and passwords, pass codes and building-access key cards.

Your electronic communications at work are not necessarily private. Records of your electronic communications may be made and used for a variety of reasons and, subject to applicable law, your electronic communications may be monitored to verify that company policies on computer use are being followed, and may be used for other company purposes. Keep this in mind and exercise care when you use electronic mail.

i For more information on the use of computers consult your company's policies.

For questions on whether a particular kind of information may be sent by e-mail, check with your company's management. For information on computer and network security, contact the Information Services Department.

Company Funds

How each employee uses company funds impacts profitability, so follow a simple rule: Protect company funds as you would your own, guarding against misuse, loss or theft. This includes making sure that all claims, vouchers, bills and invoices are accurate and proper.

Company funds include both cash and its equivalents, such as checks, postage, charge cards, bills, vouchers, reimbursement claims and negotiable instruments.

Insider Trading

In order to protect the investing public, securities laws make it illegal for those with “material inside information” to buy or sell securities (stocks, bonds, options, etc.).

“**Material inside information**” means information that is not available to the public and that a reasonable investor would likely consider important in deciding whether to purchase or sell a security. Chances are, if you learn something nonpublic that leads you to want to buy or sell stock, the information may be considered material. Material inside information is not necessarily information that is certain; information that something is likely to occur, or even that it “may happen,” may be considered material inside information.

Many of our employees may have inside information simply by virtue of their positions.

Material inside information might include, for example:

- Introduction of an innovative new product.
- Negative views about a new or existing product.
- Significant new contracts.
- Changes in dividends.
- Mergers, acquisitions and joint ventures.
- Major developments in litigation.
- Earnings statements and forecasts.
- Expected Governmental actions.

Information About Another Company. Material inside information can also be confidential information about another company that you obtained during the course of your work — for example, from a customer or supplier.

No “Tips.” This means you must never give someone else (your spouse, co-worker, friend, broker, etc.) a “tip” regarding material inside information; this includes discussions on Internet “chat rooms.”

Securities law violations are taken very seriously and can be prosecuted even when the amount involved was small or the “tipper” made no profit at all. Government agencies regularly monitor trading activities through computerized searches.



Q: *A supplier sold my company a software system on a trial-run basis. I have heard the trial run was a success and we are going to buy this company’s system. I bet other companies will follow our lead. My sister-in-law invests in tech stocks and knows a lot about them. Can I tell her about this and let her decide whether she thinks this company is a good investment?*

A: *Absolutely not. The information you have about our plans to use this company’s product is confidential inside information. If you convey it to your sister-in-law, you are violating your Code obligation not to divulge confidential proprietary information. If you or your sister-in-law use the information to invest, you may also be violating the securities laws.*

Insider Trading (continued)

Employees who have inside information can lawfully trade in the market once the information is made public through established channels and enough time has passed for the information to “settle,” that is, be absorbed by the public. Employees who have regular access to inside information must generally limit their trading of company securities to specified “window periods.” However, even trading in these window periods is prohibited if the employee is aware of material inside information.

i If you have questions or concerns about your responsibilities under the insider trading laws, contact your Law support.

Investor Relations And The Media

Shareholders, financial analysts, creditors and others count on us to provide reliable information on our companies’ operations, performance and outlook.

To protect the integrity of the information:

- Personnel who are authorized to speak to investors and analysts on behalf of Altria Group and its companies may not provide “special” or favored treatment to some. We must provide all members of the public equal access to honest and accurate material information.
- Only those employees specifically authorized to do so may respond to inquiries from members of the investment community (e.g., shareholders, brokers, investment analysts, etc.). All such inquiries must be forwarded promptly to Investor Relations.
- Media or press calls require careful consideration. No employee should talk about company matters with a reporter, either on or off the record, without first contacting Media Affairs.

Records Management

It is essential that we manage records and other recorded information properly and in accordance with business needs, company policies and legal requirements.

When Managing Company Records, You Must Always:

- **Maintain Records as Required by Law.** Some laws have specific record-keeping requirements. Each company must faithfully manage and maintain all records as required by law.
- **Write and Communicate Accurately.** Employees should always create records carefully and maintain accurate records. Providing false or misleading records, or altering them inappropriately, is wrong under any circumstances and could constitute a serious violation of law. Every document you write should be clear and concise, since ambiguous records can result in business mistakes or legal problems.

Records Management (continued)

- **Retain Any Records Related to Litigation, Investigation or Audit.** If there is an investigation, audit, or litigation pending or even anticipated, certain records, including electronic records, may be subject to a “legal hold.” This means they must be retained and must not be altered, deleted, concealed or destroyed. Be sure to obtain advice from Records Management or your Law support.
- **Know and Follow Company Records Management Policies.** Every business needs an orderly process for retaining and disposing of records and documents. Consult your company’s records management policies for further guidance.

i For more information, consult your company’s records management policies.

Unsolicited Ideas

Employees of Altria Group companies are sometimes approached by persons outside our companies with ideas or suggestions they think we should use. These ideas can involve products, flavors, ingredients, packaging, promotions, advertising, processes, equipment, business methods and other topics.

Unfortunately, if these “unsolicited ideas” are not properly dealt with, our companies risk liability. For this reason, unless your company has in place a procedure to receive unsolicited ideas, do not accept, or in any way encourage, offers of unsolicited ideas.

This important rule does not generally apply to certain Altria company suppliers, such as advertising agencies and some other consultants. Our companies also operate consumer feedback mechanisms that receive suggestions and comments according to special procedures. But if you are unsure whether an unsolicited idea falls into one of these categories, always seek advice.

i If you are approached about an unsolicited idea, immediately notify your Law support, or follow the appropriate procedure established by your company.

Communities And Society

What We Aim For

Environmental Compliance And Excellence



Q: *We use a contractor to dispose of spent oil. I know the contractor's crew chief and I get the feeling that they may not be disposing of the oil the right way, at least not according to what the law says. Should I care about this? After all, it's not my company, and they are probably saving everyone money.*

A: *Yes, you should care. What the contractor is doing might make your company liable. But even if there would be no liability, we still care. Improper waste disposal is inconsistent with our commitment to reduce the environmental impact of our activities. Doing things the right way means not looking the other way if you have any reason to think someone we work with is doing something wrong. Not all substances are equally harmful, but all must be properly disposed of. And we should never "second guess" the law. Do the right thing. Talk with your supervisor, your company's compliance officer, Compliance & Integrity, your Law support, or call the **Integrity HelpLine**.*

Altria Group companies strive to respect society's values and honor our commitment to address society's expectations of us as businesses, employers and citizens.

Altria expects full and complete compliance with all applicable environmental laws and regulations wherever we do business, but this is only the starting point of Altria's environmental commitment. As a group of companies, we are also committed to reducing the environmental impact of our activities and promoting the sustainability of the natural resources on which we depend, while providing quality products that meet the needs of our consumers. This commitment requires the participation of everyone working for an Altria company.

Every employee of an Altria company is required to:

- Conduct business in accordance with all applicable environmental laws, regulations, requirements and corporate commitments. In addition to legal compliance, this means acting consistently with the environmental commitments and goals of your company.
- Understand that the goal is to move toward environmentally sustainable practices where feasible — this means we must all know the environmental consequences of what we do, and look for ways to reduce or eliminate any negative consequences.
- Follow specified procedures, notify management of potential environmental concerns, and share ideas for continuous performance improvement.

i If you have questions or concerns relating to environmental compliance requirements or activities, contact your management, Compliance & Integrity, Corporate Responsibility or your Law support.

Political Campaign Activity and Contacts with Government Officials and Employees



Q: *I am running for the local school board. I want to use the office copier to make copies of my campaign flyer. Is that OK?*

A: *No, company property and equipment may not be used for a political purpose without authorization from your company's compliance officer or Law support. Running for a public office, even the school board, is a political purpose.*

The laws of the U.S. and certain other countries set strict limits on contributions by corporations to political parties and candidates, and violators are subject to very serious penalties — including imprisonment and fines.

Corporate Political Activity. Employees may not make any direct or indirect political contribution or expenditure on behalf of Altria Group or one of its companies unless authorized in writing in accordance with established procedures. Political contributions or expenditures over \$5,000 require additional written approval. This includes contributions to candidates, office holders, political parties and other political committees. Contributions can include such things as:

- Buying tickets for a political fund-raising event.
- Providing meals, goods, services, travel, accommodations or tickets for sporting and entertainment events related to political campaign events or fundraising.
- Loaning personnel during working hours for fund-raising activities.
- Paying for advertisements and other campaign expenses.

Personal Political Activity. Altria and its operating companies encourage political activity by employees in support of candidates or parties of their choice. But you should engage in the political process on your own time, with your own resources. Do not use company time, property or equipment for personal political activities without authorization from your company's compliance officer or Law support.

Lobbying. Lobbying may require disclosure, be subject to specific rules and covers many kinds of activity. You may be engaged in lobbying if your work involves:

- Contacts with legislators, regulators, executive branch officials or their staffs.
- Communications with government officials or employees.
- Efforts to influence legislative or administrative action.
- Providing gifts or entertainment to government officials or employees.

You must discuss these activities with your company's compliance officer, the Altria Chief Compliance Officer, Compliance & Integrity or your Government Affairs or Law support to determine whether disclosure and other rules apply.

i If you need further information on permissible political activities, consult your company policies or contact Government Affairs or your Law support. For activities concerning officials of countries other than the U.S., contact your Law support.

Child Labor And Forced Labor

Altria Group companies will not engage in or condone the unlawful employment or exploitation of children in the workplace or engage in or condone the use of forced labor. Our companies are pledged to work proactively with others — including suppliers, interest groups and governments — to support the progressive elimination of these abuses in the labor markets related to our business supply chain.

Each Altria company has a minimum age for employment that is the higher of 15 years or the local minimum employment age. Beyond that, we want contract workers in our facilities to meet these standards. Each Altria company is pledged to work with direct suppliers and with licensees and joint ventures that produce our products to implement appropriate minimum age/forced labor standards.

With regard to other suppliers down the supply chain — whether in the agricultural sector or otherwise — each Altria company is expected to be observant of and sensitive to areas where there may be child labor or forced labor problems and to work proactively with others to support efforts to address these issues.

i Each employee of an Altria company is expected to be aware of these commitments and keep eyes and ears open for evidence of child labor or forced labor abuses that relate to our businesses. These should be brought to the attention of Human Resources or your Law support so that appropriate action can be taken.

Government Inquiries Or Investigations

The business activities of all Altria companies are regulated and this means that from time to time our personnel may come into contact with government officials responsible for enforcing the law. Dealing honestly with government officials is required at all times.

If circumstances arise involving contact with government officials with respect to your duties, any information provided must be completely honest and truthful.

At the same time, care must be taken in dealing with any representatives of government agencies so that all appropriate steps are taken. Accordingly, you should always contact your Law support immediately upon receiving a request for information from a government agency. Also, be sure that records relevant to the government inquiry are preserved.

i Your company may have specific policies relating to site visits or requests for information from a government agency.

Disclosure Of Sponsorship/Attribution

When individuals or organizations publish (or otherwise make public) the results of work that has been funded, directly or indirectly, by an Altria company relating to health implications of our tobacco products, there should be disclosure of the company's financial support. This policy of disclosure also applies when third parties act on our behalf and at our expense in presenting data or views in order to influence other policy issues of immediate interest to an Altria company. The precise manner or format of attribution will often depend on the specific context (e.g., an article, a seminar, a conference, etc.). However, amicus curiae briefs (i.e., legal briefs submitted by interested third parties) in legal proceedings will be separately governed by the rules of the court or agency in which the brief is filed. Strict adherence to all such rules is required, including those related to funding and disclosure.

i If you have any questions, please contact your Law support.

Employee Training And Acknowledgment

As the *Altria Code of Conduct for Compliance and Integrity* makes clear, adherence to the law and highest standards of integrity is critical to Altria Group and its companies — our very success depends on it.

Compliance does not just happen, however. It requires a commitment by every one of us. Every employee of an Altria company must commit to act responsibly on behalf of your company by:

- Adhering to the standards of conduct contained in the Code.
- Participating in additional training courses on compliance and integrity topics relevant to your job, including training on this Code as appropriate
- Seeking guidance if you are ever in doubt as to the proper course of conduct.
- Using one of the options that have been made available to report any action that appears inconsistent with these standards.

Waivers of the Code

In limited and appropriate circumstances, the compliance officer of your company (or other person pursuant to your company's relevant policy) may grant a waiver of a provision of this Code. Waivers of the Code for directors and executive officers may be made only by the Board of Directors or a committee of the Board and will be promptly disclosed as required by law or regulation.

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Integrity HelpLine Numbers And Internal Contacts

Integrity HelpLine

If after you have raised a concern with the contacts suggested in this Code and have not been satisfied, or are unsure about where to go, uncomfortable about using one of the other resources identified in the Code, or wish to raise an issue anonymously, call the **Integrity HelpLine** at **1-877-781-9324**, for employees inside the U.S. or Canada, or **0800-891-9757** for employees in Brazil. You will be prompted to indicate the Altria company about which you are calling.

Internal Contacts

If you wish to obtain advice or information about the Altria Code of Conduct from your company's compliance officer, the Altria Chief Compliance Officer or from your Law, Finance, Compliance & Integrity or Human Resources support, please leave a recorded message at **1-804-274-6000** stating your request and a representative will return your call.



Altria