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BEFORE THE ARIZONA CORPORATION COMMISSION
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2006 MAY 10 P 4: 43
AZ CORP COMMISSION
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IN THE MATTER OF THE FORMAL
COMPLAINT OF ACCIPITER
COMMUNICATIONS, INC., AGAINST
VISTANCIA COMMUNICATIONS, L.L.C.,
SHEA SUNBELT PLEASANT POINT, L.L.C.,
AND COX ARIZONA TELCOM, LLC.

DOCKET NO. T-03471A-05-0064
NOTICE OF FILING

Pursuant to the February 13, 2006 Procedural Order, Cox Arizona Telcom, LLC ("Cox") hereby files its responses to Staff's 13th set of data requests in this docket. Cox has not included the following two attachments to the Response to STF 13.9 because Cox considers those documents to be confidential: (i) the compliance training testing materials and (ii) the list of all individual Cox employees that have completed the compliance training.

RESPECTFULLY SUBMITTED this 10th day of May 2006.

COX ARIZONA TELCOM, LLC.

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COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

The following requests pertain to the Testimony of Ivan Johnson filed 4/5/06:

STF 13.1 At page 5, lines 9-10, Mr. Johnson states, "...competitors have access to Vistancia without any constraints imposed by private easements or preferred marketing arrangements..." Please list all of the constraints on access that result from preferred marketing arrangements.

RESPONSE: Cox objects to this request as vague and ambiguous, irrelevant and calls for a legal conclusion. Notwithstanding those objections and without waiving same, Cox states that preferred provider agreements have been approved by the Commission. In the Commission decision approving the agreements, the Commission found that the agreements "are reasonable, not anti-competitive because they do not prevent other carriers from serving potential customers in the developments, and therefore are in the public interest." See Decision No. 61626 at 5. Preferred provider agreements provide benefits to consumers and developers. See Direct Testimony of Ivan Johnson at 20. As with the agreements approved by the Commission, preferred provider agreements typically provide the preferred carrier with exclusive marketing rights in the model homes. Other carriers are not allowed to market in the model homes, but are not restricted with respect to other forms of marketing.

RESPONDENT: Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
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May 10, 2006

STF 13.2 At page 5, lines 8-9, Mr. Johnson states, "As a result of the events that transpired, the Vistancia community is now receiving superior services..." Does this imply that the services provided at developments with preferred marketing arrangements will be inferior to the services provided at Vistancia?

RESPONSE: Cox objects to this request as vague and ambiguous, irrelevant and argumentative. Notwithstanding those objections and without waiving same, no. The referenced statement, when read in context, means that because Cox did not refuse to serve Vistancia in the face of the MUE approved by the City of Peoria, residents of Vistancia had access to Cox' top quality services at the time they moved into the development.

RESPONDENT: Ivan Johnson

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

STF 13.3 At page 5, lines 11-12, Mr. Johnson states "...Cox has been substantially disadvantaged..." by the settlement. Has Cox calculated a monetary value for this claimed substantial disadvantage? If so, please provide the monetary value, if not please explain why no such calculation was performed.

RESPONSE: Cox objects to this request as vague and ambiguous and argumentative. Notwithstanding those objections and without waiving same, Cox states that it has not calculated a total monetary value of the impact of the Settlement Agreement on Cox. However, Cox made a substantial payment to Accipiter. Moreover, it gave substantial conduit to Accipiter, and Cox's reduced conduit capacity may inhibit Cox's ability to expand services in Vistancia unless it installs additional conduit at Cox's expense. Additionally, Cox no longer enjoys exclusive marketing rights under a preferred provider arrangement, despite the fact that the Commission has previously approved preferred provider arrangements.

RESPONDENT: Ivan Johnson

COX ARIZONA TELCOM, LLC
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STF 13.4 Please provide supporting work papers for the \$480,000 cited on page 10, line 23 of Mr. Johnson's testimony.

RESPONSE: See Response to STF 12.4.

RESPONDENT: Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

STF 13.5 At page 15, lines 13-14, Mr. Johnson states that Cox "...has no *intention* of entering into any exclusive marketing arrangements..." in Vistancia (emphasis added.) At line 17 Mr. Johnson "...reiterates (Cox's) *intent*..." Is there a reason why the words intention and intent are used here? Why did Mr. Johnson not make a more definitive statement such as "Cox *will not* enter into any exclusive marketing arrangements in Vistancia?"

RESPONSE: Cox objects to this request as vague and ambiguous, irrelevant and argumentative. Notwithstanding those objections and without waiving same, Cox states that it cannot agree with a horizontal competitor, such as Accipiter, with respect to how the competitors will interact or contract with customers. An absolute statement such as suggested by Staff could potentially raise antitrust issues if it is construed to mean that Cox and Accipiter have entered into an agreement as to how they will compete. However, the Settlement Agreement includes provisions (Subsection 4.b) that would require notice to the ACC and Accipiter if Cox were ever to enter into any exclusive marketing arrangements in Vistancia.

RESPONDENT: Cox Legal

COX ARIZONA TELCOM, LLC
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STF 13.6 At page 15, lines 23-24, Mr. Johnson states "...homebuilders and commercial developers will be encouraged not to enter into any exclusive marketing arrangements..." Under the exclusive marketing arrangement entered into by Cox and Shea in 2003 would it have been possible for homebuilders and commercial developers to enter into exclusive marketing arrangements with telecom providers? Please explain your answer.

RESPONSE: Cox objects to this request as vague and ambiguous, argumentative and calls for a legal conclusion. Notwithstanding those objections and without waiving same, Cox states that the Co-Marketing Agreement and the Property Access Agreement, which speak for themselves, contained provisions, as is typical with preferred provider agreements for master planned developments, that would require home builders in the development to grant the preferred provider exclusive marketing rights in the model homes.

RESPONDENT: Cox Legal

COX ARIZONA TELCOM, LLC
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STF 13.7 At page 17, line 19, Mr. Johnson states that Cox paid \$250,000 of the \$1 million that was paid to Accipiter. Provide a breakdown of what entities paid the other \$750,000.

RESPONSE: Cox objects to this request as vague and ambiguous and irrelevant. Notwithstanding those objections and without waiving same, Cox states that the other parties to the Settlement Agreement included Vistancia LLC (fka Shea Sunbelt Pleasant Point LLC) and Vistancia Communications, LLC; however, Cox does not know what entities paid the other \$750,000.

RESPONDENT: Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
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STF 13.8 At page 20, lines 3-20, Mr. Johnson discusses the “general benefits of preferred provider arrangements.” Has Cox performed or caused to be performed any studies that verify and/or quantify the general benefits described here by Mr. Johnson? Is Cox aware of any studies that verify and/or quantify the general benefits described here by Mr. Johnson? If so, please provide the studies. If not, please explain the basis for Mr. Johnson’s assertions in this part of his testimony.

RESPONSE: Cox objects to this request as vague and ambiguous, irrelevant, overbroad, unduly burdensome and argumentative. Notwithstanding those objections and without waiving same, Cox has not conducted any such studies. However, preferred provider agreements have been approved by the Commission. In the Commission decision approving the agreements, the Commission found that the agreements “are reasonable, not anti-competitive because they do not prevent other carriers from serving potential customers in the developments, and therefore are in the public interest.” See Decision No. 61626 at 5. Preferred provider agreements provide benefits to consumers and developers. See Direct Testimony of Ivan Johnson at 20.

RESPONDENT: Ivan Johnson
 Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
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May 10, 2006

STF 13.9 Mr. Johnson discusses Cox's Code of Excellence that includes an Anti-Trust Policy on page 24 of his testimony.

- a. Has the Anti-Trust Policy or any other part of the Code of Excellence been changed as a result of this proceeding? If so please provide the changes.
- b. Have any Cox employees been found to be in violation of the Code of Excellence as a result of this proceeding? If yes, please explain. If no, was this a result of an investigation that did not find any violations or was there no investigation of compliance with the Code of Excellence associated with this proceeding?

RESPONSE: Cox objects to this request on the grounds that it is vague and ambiguous and improperly seeks information regarding individual employee personnel files, which may constitute an invasion of privacy if disclosed. As a policy, Cox does not disclose such information absent a court order. Notwithstanding those objections and without waiving same, Cox states that the Cox Anti-Trust Policy or Code of Excellence has not changed as a result of this proceeding. A copy of the Code of Excellence is attached at Attachment 13.9(A). An overview of the Cox Ethics and Compliance Program is attached at Attachment 13.9(B). Moreover, the materials for the Code of Conduct Course (Excellence 101) and related testing materials are attached at Attachment 13.9(C) **(these testing materials are considered confidential)**. Finally, the list of Cox Communications Phoenix employees that have taken the Excellence 101 and Excellence 102 courses are attached as Attachment 13.9(D) **(this list is considered confidential)**.

RESPONDENT: Cox Legal

ATTACHMENT

13.9(A)

**Pursuing
Excellence
Through
Honesty,
Integrity, and
Awareness**

**COX COMMUNICATIONS,
INC.
CODE OF EXCELLENCE**



USING THIS CODE

The Code of Excellence of Cox Communications, Inc. (“CCI” or “Cox”) consists of two parts. The first section is an overview of key policies and laws (ending with “Our Promise”). The second part is an Appendix with FAQ’s, checklists, “Do’s and Don’ts,” and additional details about important policies and laws.

All employees should be familiar with the first section of the Code. If you’d like more information about a topic, go to the Appendix or email the Office of the Chief Compliance Officer at teresa.kennedy@cox.com, or email the Ethics Team at ethics@cox.com. Members of the Ethics Team includes: Senior Vice President, Legal & Regulatory and Chief Compliance Officer, Assistant General Counsel, Senior Vice President, Chief People Officer, Vice President, People Services and the Director of Corporate Compliance.

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How Does Our CEO
Feel About Ethics?

To My Fellow Employees:

Throughout the business community, Cox Communications, Inc. is uniformly regarded as a company with an outstanding reputation for honesty and integrity. In each of our operations, we are committed to standards of conduct that exceed the expectations of our employees, customers, and the local community.

Cox's Code of Excellence reflects our commitment to honest and fair dealing. Our code is a guidebook for all employees – setting forth our common values and providing direction on appropriate conduct. The Code is also our resource book – describing the many people, policies and training CCI makes available to help us make the right choice.

Clearly, no code of conduct can spell out the appropriate behavior for every situation. Each of us is responsible for making the right choices in our daily activities, and we must rely on our own innate sense of honesty, fairness and integrity.

If you have questions about the right choice, or learn about activities that you think may violate this Code, you have both a right and a duty to speak up. You can contact your supervisor, Human Resources Management representative at your location, Cox Communications' Chief Compliance Officer or the Ethics Team. You can also share your concerns anonymously by calling our confidential Ethics Line at 1-877-329-0696. No one will be retaliated against for asking questions or speaking up about activities they in good faith believe may violate this Code or the law.

Cox has a rich tradition of honest and ethical conduct. Each of us plays a critical role in ensuring that our tradition continues.



Our Mission Statement

Why Does Cox Have
This Code?

What Does This Mean
to Me?

A Fundamental
Commitment to Our
Stakeholders

ETHICS AT COX

Our Company's vision is "to be the best Company to work for and do business with, improving the quality of life in the communities we serve." Commitment to this Code of Excellence is critical to achieving that vision.

What You Should Know About CCI's Code of Excellence

Cox Communications' Code of Excellence provides an introduction to important laws and policies that everyone working for CCI must follow. The Code is a guidebook, helping each of us:

- Understand and follow the basic laws, policies and standards that apply to our jobs; and
- Know when and where to ask for advice.

This Code represents a commitment to doing what is right. By working for Cox, you are agreeing to uphold this commitment. Understand the Code standards and Company policies that apply to your job – and always follow them. If you don't, your actions may put you, your co-workers, and our Company at risk. You are also subject to disciplinary action up to and including termination if you violate the Code.

The Code isn't entirely new. It organizes, summarizes and updates policies from CCI's earlier Compliance Manual, as well as policies addressing new business and legal issues.

This Code will be updated and sent to you via email from time-to-time. New hires will learn about the Code as part of orientation.

To assist you in making the right choices, we've included an "Appendix" at the end of the Code with additional information about certain topics, along with additional policies, training courses and contact information for people who can help you.

Through this Code of Excellence, we also affirm our commitments to CCI's many stakeholders:

To our colleagues: We are committed to a work setting which treats all colleagues with fairness, dignity, and respect, and affords them an opportunity to grow, to develop professionally, and to work in a team environment in which all persons and values are respected.

To our communities: We are committed to understanding the particular needs of the communities and customers we serve and providing quality service. We recognize as an organization that we have a civic responsibility to participate in and to enhance the communities where we work and live. We proudly sponsor charitable contributions and events in our communities in an effort to promote good will and further good causes.

Who Does the
Code Cover?

This is Not a Contract

Does the Code Explain
Everything I Need
to Know?

To our suppliers: We are committed to fair competition among prospective suppliers and the sense of responsibility required of a good customer. We expect our suppliers to adopt their own, comparable ethical principles.

To our stakeholders: We are committed to the highest standards of professional and ethical management, and will continually strive to provide favorable returns on their investments over the long term.

All employees, officers and directors (while acting in the scope of their duties as directors) of Cox must follow the Code's standards and should consult the Code for guidance. The Code applies to Cox employees at all locations (for example, those working for Cox Media or at any system). Also, employees who retain vendors, consultants and temporaries must monitor their work for CCI so that these individuals follow the Code's principles. Managers should be familiar with their additional responsibilities (described in the "Ethics At Cox Appendix").

Understand that this Code is not an employment contract, or a promise by Cox to continue your employment. All of us are employed by the Company "at will," and our employment may be terminated at any time.

This Code is our guidebook in CCI's continuing commitment to integrity. In some instances, this Code deals fully with the particular subject or policy. In others, the subject is complicated and requires additional explanation. In those situations, the Code summarizes key points of our policies, and refers you to additional resources.

Systems, business groups or departments sometimes adopt policies or guidelines that apply only to employees in their area. You need to understand, and are required to comply with these policies as well. Should these policies conflict in any way with the Code, the Code's requirements should be followed. But, the Code is not intended to describe every law or policy that may apply to you. Make sure you know these rules by turning to:

- the Appendix relating to the subject;
- the Corporate Human Resources Intranet site (<http://myaxis.cox.com>);
- the Corporate Ethics Intranet Site (<http://axis.cci.cox.com/cci/ethics>); or
- the Additional Resources identified in each Appendix.

A company cannot dictate ethical conduct. No corporate handbook or set of policies can explain what an employee should do in every situation. Final responsibility for doing the right thing rests on each of us. We owe this responsibility to our fellow employees, our communities, the other companies with whom we do business – and to ourselves.

Take The Ethics Quick Test

We Have A Duty to Speak Up!

How Can I Speak Up?

Taking this simple, three-part Ethics Test will help you in making the right choices:

Question One – Is my action legal? If the answer is ‘no,’ then go no further! If you aren’t sure of the answer, ask for help.

Question Two – Does my decision violate the letter or the spirit of the Code? Cox’s commitment to excellence means that we will go beyond complying with law or policy; we will do what’s right.

Question Three – If my decision became public, could it be seen as the wrong decision? If you would be embarrassed by having your actions described in the newspaper or talked about on the news, then it’s probably not the right choice. Don’t do it, or ask for guidance before you go forward.

Raising Questions and Concerns

Our Company can’t achieve excellence through integrity if we, as individuals, don’t speak up when we should. That’s why, in addition to knowing the legal and ethical responsibilities applying to your job, you should speak up if:

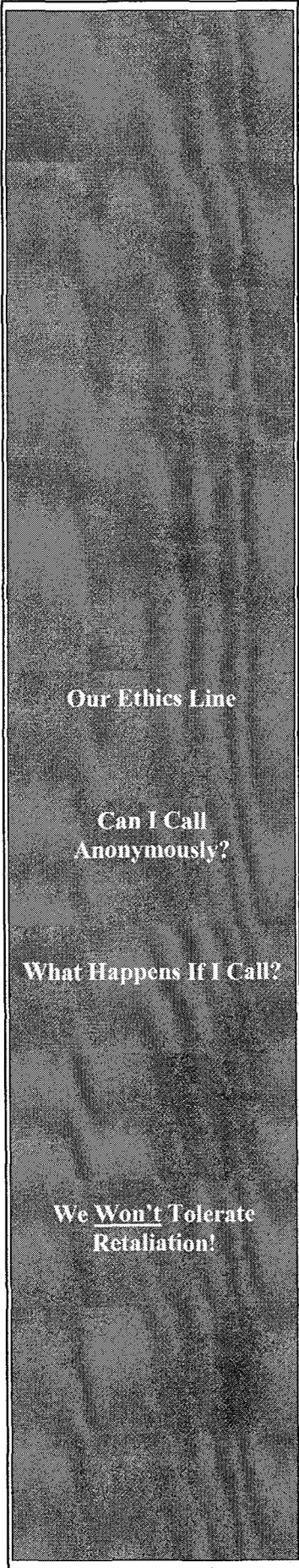
- You’re not sure about what’s right and need advice.
- You believe someone acting on CCI’s behalf is doing – or may be about to do – something that violates the law or our compliance and integrity standards.
- You feel that you may have been involved in misconduct.

Getting Help

What should you do if you have a question or concern about CCI’s policies or ethics standards? We work hard to foster open, honest communication through Cox’s “Open Door Policy.” So, if you have a concern about a legal or business conduct issue, you have options. **The most important thing you can do is ask the question or raise the concern.**

The Company shares information about these concerns only on a need-to-know basis. Cox makes every effort to maintain the confidentiality of any employee who voices concerns and will disclose such information only as required by law (such as in response to a valid subpoena). And, we absolutely will not allow retaliation against an employee for raising concerns in good faith.

Your supervisor is usually a good place to start with a compliance or ethics issue.



Our Ethics Line

Can I Call Anonymously?

What Happens If I Call?

We Won't Tolerate Retaliation!

You may also get help or advice from:

- Your supervisor's supervisor.
- The head of your department.
- Your Local Human Resources Management Representative ("HR Manager").
- CCI's Ethics Team at ethics@cox.com.
- The Office of the Chief Compliance Officer of Cox Communications, at teresa.kennedy@cox.com.

CCI's Legal Department is a useful resource that can provide expert advice on how to comply with the various laws and regulations referred to in this Code. As Cox's lawyers, they can help you act lawfully as a Cox employee. Remember, however, they are Cox's lawyers and do not represent you personally.

If you feel unsure about where to go for help, uncomfortable about using one of the resources identified above, or want to raise an issue anonymously, call the toll free Ethics Line at 1-877-329-0696.

The Ethics Line is operated by an independent company that reports the call to the Ethics Team, enabling them to respond to your concerns about compliance and integrity. The line operates 24 hours a day/seven days a week.

The Ethics Line allows you to raise concerns anonymously. It assigns case numbers so that employees who don't 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 to investigate the matter.

If you call the Ethics Line, an outside interview specialist will listen and make a detailed report of your call. The information will then be forwarded to a member of the Ethics Team to look into the matter. Every effort will be made to give your call a quick response, especially when circumstances make that important. If an investigation occurs, we'll look into the issue promptly and, whenever called for, see that corrective action is taken.

Any employee, who, in good faith, seeks advice, raises a concern or reports misconduct is following this Code – and doing the right thing. Cox takes claims of retaliation quite seriously and will not allow retaliation against a person speaking up in good faith. Allegations of retaliation will be investigated and appropriate action taken. 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 ethics issue, immediately contact the Ethics Team or call the Ethics Line.

Our Standard of Excellence

What is Antitrust?

Question:

There are so many complicated antitrust laws. How am I supposed to know all the rules?

Answer:

Antitrust laws and other regulations impacting our business are very complex. You aren't expected to play lawyer – but make sure you read this policy carefully. If you're faced with a situation involving antitrust issues, get help. Talk to your supervisor or call the Legal Department.

Pricing

Watch Your Language!

DOING BUSINESS

Cox strives for excellence in all of our business dealings through honesty and fair dealing. We compete vigorously, but comply with both the letter and spirit of the law.

About Antitrust Law

In a nutshell, “antitrust laws” are a combination of state and federal statutes, regulations and court decisions intended to protect free enterprise and encourage fair competition.

Antitrust laws deal with agreements and practices restraining free trade (for example, price fixing and boycotting). These laws also prohibit anti-competitive practices, pricing intended to drive a competitor out of business, harassment, misrepresentation or disparagement of a competitor or its products; theft of trade secrets, kickbacks and bribery. Antitrust laws are vigorously enforced. And, violations of these laws are serious – some companies have been fined millions of dollars and individuals who are convicted often serve prison sentences.

Antitrust laws are complex and always changing. Sometimes even conduct that's careless – but not intentionally wrong – may violate antitrust laws. For example: what might appear to be ordinary business contacts, such as a lunch discussion with a competitor's sales representative or a gripe session at an industry trade association, can lead to competition law violations. This Code gives a general overview to help you spot antitrust issues.

Remember: This policy is not a substitute for legal advice. Whenever you are concerned about antitrust issues, review the “Doing Business Appendix” and contact an attorney in the Legal Department.

Antitrust laws, like state uniform-pricing laws, are supposed to create a level playing field. A complex law called the “Robinson-Patman Act” may prohibit charging different prices to customers who compete with one another. There are a number of exceptions to this law. Other antitrust laws may prohibit below-cost pricing. Employees with authority to set prices should consult the CCI Legal Department for guidance.

Our Company expects each of us to be up-front and honest in our business dealings. Your statements or correspondence should never be conducted in a concealed manner or contain language that is factually inaccurate or might be misunderstood.

Remember: Our Company's records, and all of your individual files, letters, emails and notes may be subject to review by government authorities or private litigants. Carefully record the facts, and don't use ambiguous words that may have an unintentional, negative meaning.

**Competitive
Information**

To compete in the marketplace, it may be necessary to gather competitive information. But some forms of information gathering are wrong and can even violate the law. Cox is committed to avoiding even the appearance of improper information gathering, so it is important to know what you can do and what you must be careful about. See the “Doing Business Appendix” for rules on gathering competitive information.

**Unfair Business
Practices**

At CCI, we compete vigorously and fairly for business. But, some conduct in the name of competition is not consistent with the law or our commitment to integrity. For details on unfair business practices, turn to the “Doing Business Appendix.”

CCI’s Legal Department offers antitrust guidance to help CCI attain commercial objectives with a minimum of antitrust exposure. Sometimes, an attorney will have to tell you that something cannot be done because it is illegal. Remember, it’s always best to involve Legal at the planning stage rather than after problems come up.

Doing Business With The Government

Special Rules

CCI does substantial business with the federal and state government. In addition to the integrity and fair dealing that characterizes all of our dealings with customers, special rules apply when a Government entity is our consumer. These (in some cases) are different from those that apply in dealing with a commercial customer. Violations can result in criminal and civil penalties.

Those involved in bidding on or providing services or products under a Government contract need to know these rules. Turn to the “Doing Business Appendix” for more information.

Question: I just received my primary competitor’s business plans for the coming year in an unmarked envelope. The postmark shows that it was mailed from the competitor’s headquarters city. This is obviously a confidential internal document, but I didn’t do anything to get it. Can I keep it?

Answer: No. This document contains trade secrets that were sent by someone who violated his or her obligation of confidentiality. At worst, sending it is a violation of law. At best, it creates a situation where we can’t explain how we obtained it. Don’t use or make copies of such documents. Consult with Legal about the proper way to dispose of this document.

Not All Employees Can
Sign Contracts

Routine Contracts

Non-Routine or
Significant Contracts

Our Standard of
Excellence

What are Conflicts
of Interest?

SIGNING CONTRACTS FOR COX

When employees sign a contract (or in some cases, verbally agree to do something) they may commit Cox to a legally binding agreement. Before committing our Company to spend money, take on business risks or assume legal obligations, it's important that the appropriate level of management be involved. That's why our Company doesn't authorize all employees to sign agreements on Cox's behalf, and why Cox limits the contracts that managers and officers have authority to sign.

The specific rules about signing contracts are complicated, but these guidelines will help you decide if you are authorized to sign a contract for Cox:

Routine Contracts – Employees are permitted to sign routine agreements in the normal course of their jobs. For example, purchasing managers can sign purchase orders, and mailroom staff can sign for packages.

Non-Routine Contracts – If contracts that don't routinely arise or agreements for significant amounts of money are involved, only certain employees are authorized to sign for Cox. These employees are designated by Cox's Board of Directors or by policies adopted by individual systems or departments. Authorized employees are usually Company officers.

Even authorized employees have limited authority to sign contracts for Cox; they can only sign contracts for budgeted expenses, purchases of businesses for less than a certain amount or other transactions specifically approved by the Board. Most officers are authorized to sign only contracts relating to their own system or area of responsibility.

For more information on who can sign contracts for Cox, go to the "[Doing Business Appendix](#)" or contact your Department Head, system General Manager or the Ethics Team.

CONFLICTS OF INTEREST

At CCI, we act as one team, making our Company's success a priority over personal interests.

All of us have many activities in our lives outside of our work at Cox. Basically, a conflict of interest occurs whenever our personal interests interfere (or even appear to interfere) with CCI's interests. Employees must not engage in any activities, transactions or relationships that are incompatible with the impartial, objective and effective performance of their duties. Whether conflicts of interests exist is sometimes unclear; go to the "[Conflicts Of Interest Appendix](#)" for help.

How Do Conflicts
Come Up?

Ask for advice...

Jobs and Affiliation of
Close Relatives

What Should I Do if I
Learn of a Conflict?

What About Serving
on a Board?

Outside Employment and Affiliations

Having a second job with, doing work for, or serving as a director or consultant for a competitor, customer or supplier, all raise an actual or possible conflict of interest. Some arrangements of this kind are never permissible – for example, working for or providing services to anyone you directly deal with as part of your job at CCI.

Other situations are less clear-cut. Cox's Senior Leadership Team has final authority to decide if a conflict of interest exists.

When in doubt, you are encouraged to contact the Ethics Team for advice.

Keep in mind that, for conflicts of interest, a "supplier," "customer," or "competitor" also includes both actual and potential suppliers, customers or competitors.

Your work with an outside professional organization or association may or may not create a conflict of interest, depending on the circumstances. See the "Conflicts Of Interest Appendix" for guidance.

Activities of close relatives can also create conflicts of interest. An Immediate Family Member shouldn't have any business dealings with you, with anyone working in your business area or with anyone who reports to you. "Immediate Family Member" means the employee's: (a) spouse, significant other, or domestic partner; (b) parents (including step-parents), mother-in-law and father-in-law; (c) siblings (including step-siblings); (d) children (including step-children); and (e) any other person living in the same household as the employee.

When you learn about a situation with an outside person or organization (e.g. competitor, vendor, business partner) that creates a conflict or even the appearance of one, you should discuss the facts with your supervisor and HR Manager, or with the Ethics Team. See the "Conflicts Of Interest Appendix" for details.

Occasionally, you may be asked to serve on the board of directors of another organization. This can, in some cases, raise a conflict of interest or even a legal issue. Board service that creates divided loyalties isn't allowed. If you're unsure if a conflict exists, contact the Ethics Team for advice about accepting a position as a board member (including those of nonprofit organizations).

Investments and Conflicts of Interest

Both you and your close relatives need to be careful your investments don't create conflicts of interest. Investments in the business of our customers, suppliers or competitors could cause divided loyalty. Employees who have, or plan to make, these types of investments (other than in publicly-trade securities) are urged to first contact the Ethics Team for guidance.

What About Buying Stock?

Never invest if...

Stepping Away From the Deal

Business decisions must be based on CCI's best interests – not an employee's personal interests.

Is Accepting Gifts a Conflict of Interest?

What is Covered?

Does buying stock create a conflict of interest? In most cases, investment in securities traded on a stock exchange does not create a conflict of interest if the stock is purchased on the same terms and with the same information available to the public. Don't buy or sell any securities based on information you learn about a company as a result of your employment at Cox, or "tip" or communicate such information to others.

Some investments are always conflicts of interest:

- Never invest in a supplier if you have any involvement in the selection or assessment of, or negotiations with, the supplier, or if you supervise anyone who has such responsibility; and
- Never invest in a customer if you are responsible for dealings with that customer or supervise anyone with such responsibility.

Usually, whether an investment creates a conflict of interest is a matter of good judgment. When deciding whether an investment might create a conflict, take the Ethics Quick Test in the "Conflicts Of Interest Appendix."

If you or your Immediate Family has a personal interest in a transaction with Cox, your loyalties are clearly divided. In those situations, file a COI Disclosure Form located at <http://axis.cci.cox.com/cci/ethics> with your supervisor and HR Manager. They will approve arrangements for resolving the conflict, including possibly having you withdraw from decision – making on the matter.

Remember: If you believe you may have a conflict of interest, or that others may possibly think your activities create a conflict, promptly fill out and submit a Disclosure Form.

Gifts and Conflicts of Interest

CCI has many suppliers that are clearly vital to our Company's success. That's why relationships with suppliers must be based entirely on sound business decisions and fair dealing. Business gifts and entertainment can enhance working relationships, but they can also make it harder to be objective about the person or company providing them. In short, gifts and entertainment can create their own conflicts of interest.

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

Occasional exchange of customary business courtesies is common to create good will or establish trust and understanding in CCI's business relationships. The key is that we can't allow these practices to affect our objectivity and our decision-making. Similarly, we cannot use gifts to put undue influence on suppliers, customers or other business partners.

Whether gifts or entertainment create a conflict must be examined on a case-by-case basis. Factors like the nature and value of the gift, the

Loans to Employees

Our Standard of
Excellence

Key Principles

Our Duties

Question:

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?

duties and responsibilities of the Cox employee involved, and the relationship between Cox and the party offering the gift should all be considered. Cox's Senior Leadership Team has final authority to decide if gifts or entertainment create a conflict of interest.

It's a good idea to check with your supervisor, HR Management or the Ethics Team about the expectations of your department or system concerning gifts. Before you receive or give a gift in excess of \$250 in value, file a Disclosure Form located at <http://axis.cci.cox.com/cci/ethics> with your Department Head. Also, check the "Conflicts Of Interest Appendix" for pointers on the do's and don'ts of offering and accepting gifts.

Loans of Company funds to employees may create conflicts of interest. As a general rule, such loans may be approved by HR Management and/or the Ethics Team in very limited situations (for example, to provide "bridge" financing for employees relocating to another city as part of their job with Cox).

FINANCIAL INTEGRITY

We are committed to excellence in the production of honest and accurate reports and records that are forthright in measuring our financial performance.

The integrity of Cox's financial information is paramount. Transparent, ethical financial information is characteristic of our culture. All Cox's accounting records and reports produced from those records must be kept and presented according to the laws of every jurisdiction in which we operate. These records must accurately and fairly reflect in reasonable detail our assets, liabilities, revenues and expenses. Transactions between Cox and outside individuals and organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting practices.

As Cox employees, we all have responsibility to ensure that false or misleading entries are not made in our Company's accounting records. We must work together to ensure that disclosure made in periodic reports or other documents prepared in accordance with the Securities and Exchange Commission rules and other public communications by Cox is full, fair, accurate, timely and understandable. This duty applies to all employees, including financial executives, with any responsibility for preparation of these reports. But, these obligations include more than financial information. All of us must help ensure that reporting of any business information (financial or otherwise) 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, test data, regulatory data, time-and expense reports, and other essential Company information.

Answer:

Definitely no. 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.

Retaliation is Not Tolerated!

Our Standard of Excellence

Company Property and Resources

Our goal of accurate accounting and financial reporting requires compliance with applicable regulations and professional standards. CCI's Controller and outside accountants review accounting standards and interact with these standard-setting organizations. If you have any questions about accounting and financial reporting standards, contact Susan Ballance, the Controller, at susan.ballance@cox.com or 404/843-5233.

Obviously, this goal also requires that we operate in an environment of open communication. Cox encourages reports by employees when they reasonably believe that a questionable accounting or auditing conduct or practice may be occurring or may have happened in the past. Speaking up is your duty and it's the right thing to do.

You may report concerns on an anonymous basis (if you prefer) by calling the toll-free Ethics Line at (1-877-329-0696) or raise your concerns to the Office of the Chief Compliance Officer at teresa.kennedy@cox.com.

Cox absolutely prohibits discrimination, harassment or any sort of retaliation against an employee who raises concerns (based on a reasonable belief that questionable accounting or auditing matters may have occurred or that fraudulent financial information has been reported). Similarly, Cox prohibits harassment, retaliation or discrimination against anyone who participates in an investigation of these sorts of complaints.

Cox does things the right way. No one should consider rationalizing or misrepresenting facts or falsifying records.

SAFEGUARDING COX'S PROPERTY

We achieve excellence by taking personal responsibility for safeguarding our Company's assets, including confidential and proprietary information, intellectual property and information systems.

Cox's resources are owned by Cox and intended for the Company's business or Company sponsored activities. All of us are responsible for using good judgment so that these assets are not misused or wasted. Company assets are intended to help employees achieve business goals. Careless, inefficient or illegal use of Company property hurts all of us. Remember that all records you create as part of your work are Company property and are not part of your "personal records."

This policy and the "[Safeguarding Cox's Property Appendix](#)" identify some of the permitted and prohibited uses of Cox resources; however, this list is not all-inclusive. Using your own good judgment, taking the Ethics Quick Test and checking with management will help you decide if a particular use is allowed.

About Confidential and Proprietary Information

Our Responsibilities

Confidentiality Agreements

Confidential and Proprietary Information

Cox regularly produces valuable, nonpublic ideas, strategies and other kinds of business information. These ideas give us a competitive edge. This information is called “proprietary information,” which means that Cox owns the information, just as it owns other kinds of property. Because it is the product of our Company’s own hard work, various laws allow Cox to protect this information from use by outsiders.

To protect proprietary information, don’t disclose or use Cox’s information or another company’s proprietary information except as required by your job. Safeguard the information by emailing it only to appropriate persons and by not storing or using the information where unauthorized personnel can see it (such as at work, at home or in public places). After meetings in a conference room, collect remaining copies of materials and erase any proprietary or confidential information from white boards. Don’t assume that all Cox employees and contractors should see proprietary information. Share this information on a “need to know” basis.

Remember: All of us must protect the confidentiality of Cox’s proprietary information so that our Company (and not others) reaps the benefits of our hard work.

Sometimes you may need to share proprietary information with persons outside Cox – 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 management’s prior approval and a written confidentiality agreement approved by the Legal Department. For help with confidentiality agreements, contact Siobhan Tinsley at siobhan.tinsley@cox.com or 404/269-7716.

Confidential Information about the Company

It is important that you protect confidential information about our Company’s operations, performance and outlook.

Occasionally, you may be asked to answer questions about the Company, to make a speech to an outside group, or to participate in a joint press release with a vendor. Don’t make any statement about Cox, our business, policies or other activities without first consulting your supervisor and Public Affairs. Why? Because you work for Cox, statements that you make may very well be considered to be “Company statements.”

Only a few individuals in our organization are authorized to make statements on Cox’s behalf. This allows us to ensure that media, financial analysts, creditors and others receive reliable information about Cox. In particular, unless you are authorized to handle investor relations, you should not share Company information with our debt security holders and of course you should not trade in any Company securities if you are aware of important Company information not available to the

What is Intellectual Property?

Cox Owns Works Its Employees Develop

Independent Contractors

About Our Information Systems

Security of Systems

Illegal Uses

public. For details about Cox's policies on media communications and investor relations see the "Safeguarding Cox's Property Appendix."

Intellectual Property

Intellectual property is an important Company asset and a major factor in our successful business operations. Intellectual property includes trademarks, patents, copyrights, and trade secrets. The brief description of patents, trademarks, trade secrets and copyrights in the "[Safeguarding Cox's Property Appendix](#)" will help you understand both why these assets are critical and the obligations in dealing with this Company property.

Each of us acknowledges that Cox alone is entitled to all benefits, profits and results that arise from or are incidental to our performance of our duties as a Cox employee. If performance of our duties results in creation of a "fixed work of authorship" subject to copyright protection, we each expressly agree that all such works are deemed "works for hire," for Cox (as that term used in the U.S. Copyright Act, 17 U.S.C. §101), and Cox shall be considered the author. Any ideas, inventions, or other works created by us using Cox material or in the course of our employment belongs exclusively to Cox. When we leave Cox, we may not take Cox's confidential or proprietary information with us to our next job. Each of us agrees to the terms of the **Intellectual Property Employee Agreement** which shows our understanding of and consent to this arrangement. [Click here to view Cox's IP Employee Agreement.](#) For more information about Intellectual Property, go to the "[Safeguarding Cox's Property Appendix](#)."

A work created by a third party isn't a "work for hire" unless specifically stated in an agreement between CCI and the third party. When we hire a third party to create a work for the Company, we should always require an independent contractor agreement granting CCI ownership of the copyright and all associated rights. Contact CCI Legal for sample contracts and "work for hire" language.

Electronic Information Systems

CCI's "information systems" (email, instant messenger, internet access, databases, hardware and software, telephones, fax machines and information that runs across all of them) are Company assets and must be protected from damage or misuse.

Security is all of our responsibility. Good judgment should control when using the Company's computers. Also, follow the guidelines in the "[Safeguarding Cox's Property Appendix](#)."

We respect and protect the intellectual property rights of others. This intellectual property includes copyrights, patents, licenses, trademarks and trade secrets. Using unlicensed software is illegal. Unless a licensing agreement allows it, making copies (other than one backup copy) of software and associated manuals or other materials for use at home or by anyone else (including other CCI employees and contractors)

Music Files
Not Private Information
Personal Use
Our Standard of Excellence
Our Policy
Key Guidelines

is prohibited. Placing software on a LAN for use by others without authority to do so is also prohibited.

Downloading of music from many sources is also illegal. Downloading copyrighted music may infringe the copyright of the artist or recording company. Music files (whether legally obtained or not) should not be downloaded and stored on Company computers.

All information created, communicated, received on, or stored on Cox's information systems and equipment belong to Cox. Because the information systems are Company property, individual employee's personal privacy is not protected on these systems.

CCI may access, inspect, review, retrieve and disclose for any appropriate business purpose any and all information on the Company's information systems or equipment. Emails are as permanent as printed documents and are subject to the same records management and potential disclosure as any other Company records. Emails on the Company's information systems aren't protected from company access, and we shouldn't expect them to be.

If necessary, Cox will advise appropriate legal officials of any violations of law. Criminal action by you may result in your being prosecuted.

Employees may use Company information systems only for appropriate Company business. Occasional, personal use is acceptable as long as the use is truly occasional, doesn't interfere with job performance or availability of the systems for business purposes, doesn't violate the law or create any costs for CCI, and isn't used for personal gain or political purposes. Use the systems for occasional or incidental personal use only if the rules about personal use listed in the "Safeguarding Cox's Property Appendix" are met.

SAFEGUARDING CUSTOMERS' INFORMATION

Respect for privacy is a core value of CCI and an important feature of the services we offer. Our privacy policy in a nutshell:

It's our policy to protect the privacy of communications and personal information so that we meet both the letter and spirit of the privacy laws and fulfill customer expectations.

We recognize that privacy laws set a number of different standards for the protection of personally identifiable information, depending upon its source and use. At the same time, enforcement authorities and our customers expect consistency in our practices. We must be aware of privacy requirements affecting our work and uphold them in our daily activities. Anyone with access to personal employee records must also respect the privacy of such information.

Within all these variables, certain principles guide us:

- **Notice** – Customers should know what information we collect about them, why we do so and how it will be treated. This

The Laws

information should be clear, available in advance, and they should be able to rely on it.

- ❑ **Choice** – Customers should be given choices whenever possible as to how much information they give and the extent to which we may use it.
- ❑ **Access** – Customers should have a reasonable way to review and correct the personal information about them that we collect.
- ❑ **Security** – We should take sound measures to protect the integrity and privacy of the information we collect, particularly when customers may consider it sensitive.
- ❑ **Use** – We should use personal customer information only as we have said and within the limits set by the law. Any authorized use by vendors or third parties that we permit must meet these same standards.

The privacy laws affect everyone's job at CCI and it is each employee's responsibility to understand our policy and see that it is followed. Where specific laws apply, they should be understood and strictly followed. A summary of the most relevant of these laws is located in the "Safeguarding Cox's Property Appendix." In addition, answers to many specific questions can be found on the Privacy Intranet web page located at: <http://axisqc.cci.cox.com/cat/legalPAB/>.

Law enforcement needs for personal customer information and requests by parties in litigation can conflict with the privacy of customer information. All such requests should be referred promptly to the Legal Department to assure that they are handled in a timely manner and in compliance with our obligations to all concerned.

Look Out!

In identifying privacy issues, there are some common things to watch for:

- ❑ Lax enforcement of standards for release of personal information.
- ❑ Privacy policies that are inaccurate or out-of-date.
- ❑ Seeking personal information without a proper business reason.
- ❑ Disclosures to third parties that are not authorized or to vendors that are not restricted in their access and use.
- ❑ Use by a vendor or permitted third party without monitoring for privacy compliance.
- ❑ Business or marketing plans that involve use of personal information beyond the purpose for which it was collected.
- ❑ Inadequate information or security controls on access to personal information.
- ❑ Requests for exceptions to privacy protection rules that are not authorized.
- ❑ System changes that could affect access to personal information.

For more information about privacy laws, go the "Safeguarding Customers' Information Appendix."

What is CPNI?

Our Customers' Rights

Our Standard of
Excellence

Equal Employment
Opportunity

CUSTOMER PROPRIETARY NETWORK INFORMATION POLICY

CPNI is information that identifies a telephone customer's buying habits, i.e., the type of service to which the customer subscribes, the frequency of use, call patterns, destination of calls and billing information regarding customer's use of local exchange or interexchange telephone service. This information about our customers' telecommunications service and billing records is subject to special protection under both federal and state law and Federal Communications Commission regulations.

Under these laws, Cox customers may request that we use the information only in providing the service to which the information relates and not for any other business purposes. Our customers also have the right to direct Cox not to provide that information to other parties, including competing providers of telecommunications services. Cox is obligated to comply with these customer instructions.

OUR WORK ENVIRONMENT

CCI is committed to excellence by creating workplaces that are safe and professional and that promote our values of teamwork, diversity and trust. A cornerstone of this commitment is our unyielding insistence on equal employment opportunities for all persons.

Cox has long been culturally diverse and provides desirable places to work. In fact, CCI has been repeatedly selected in independent surveys as among the top places to work in many of our communities. We recruit, hire, develop, promote, discipline and provide other conditions of employment without regard to inappropriate considerations. These inappropriate considerations include: a person's race, gender, sexual orientation, color, religion, sex, age, national origin, disability, pregnancy, veteran status, citizenship status, marital status, or any other legally-protected status or other classification not related to job performance. CCI also provides reasonable accommodations for employees' disability or religious beliefs and practices.

Our equal employment opportunity policy applies to all aspects and phases of the employment relationship. Some of these include: employment application, job placement and responsibilities, evaluations, promotions, compensation benefits, training, formulation and application of policies, accessibility, layoffs or reductions in force, discipline and termination.

Complaints are treated seriously. CCI thoroughly and promptly investigates complaints of discrimination or harassment. Employees who believe they have been subjected to unlawful discrimination or harassment should promptly speak up to their supervisor and/or manager, contact HR Management or the Ethics Team, or call the Ethics Line at 1-877-329-0696.

Question:

I am 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?

Answer:

You can – and should – contact your supervisor or HR Management or call the Ethics Line.

Harassment is Not Tolerated!

True or False?

If I report my feelings that I have been discriminated against, I'll probably be treated like I am not a member of the team. True?

False!

Cox's policy absolutely prohibits retribution against an employee who lodges a complaint about discrimination.

All inquiries, complaints, and investigations are treated confidentially. Information is revealed strictly on a need-to-know basis. Management will take appropriate steps to ensure that the employee making the complaint is protected from retaliation related to the employee's complaint. HR is principally responsible for investigating alleged policy violations. Where appropriate, the manager explores informal means to resolve discrimination complaints. Informal dispute resolution procedures might include counseling the alleged violator or serving as a mediator between the two parties.

As Cox employees, we are expected to conduct ourselves in the manner appropriate for our Company's work environment. Each of us should reflect our Company's commitment to diversity by being sensitive to and respectful of others' values and preferences. Cox's goal of providing a diverse and respectful workplace depends on individual commitment from each of us.

Having a professional work environment also means that Cox 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 and unwelcome sexual suggestions. Sexual harassment isn't occasional compliments of a socially acceptable type. Harassment is behavior that is unwelcome and is personally offensive to a reasonable person, interferes with Cox's effective work environment, or harms morale.

Harassment may also take other forms. Prohibited conduct includes but is not limited to, offensive racial, ethnic, religious, age-related, disability, sexual orientation 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 at Cox.

Harassment may also involve physical conduct or verbal statements that denigrate or express hate, hostility or aversion toward an individual because of race, color, creed, religion, sex (including pregnancy), national origin, gender, sexual orientation, age, disability or any other "protected status." A protected status includes the categories included in federal, state and the local laws.

Harassment includes behavior such as stereotyping, demeaning a person or a group with jokes or slurs that regard a person's protected status; threatening or intimidating or actually committing violent or hostile acts against a person either entirely or partially because of the person's protected status; or posting, displaying or circulating materials that denigrate or express hostility, aversion or hate against any protected class.

Remember: This policy can't list all prohibited types of harassment. The best rule is to be sensitive to how others could perceive your comments or behavior, and to be respectful of the values and differences of others.

You Have A Duty to
Speak Up!

Drugs and Alcohol

Workplace Violence

Environment, Health
and Safety

Safety First

Be Alert

Our Standard of
Excellence

Information and Reporting – Harassment Concerns

If you observe or experience any form of harassment, you have a right and a duty to speak up. If you feel comfortable, calmly but firmly tell the alleged harasser that his or her behavior is unwelcome and offends you. If you are uncomfortable doing that, you should report it to your supervisor, department management, your manager or call the Ethics Line.

Drugs and Alcohol

Our work requires clear thinking and often the ability to react quickly – the safety of fellow employees and our customers depend on it. Being under the influence of alcohol or drugs, or improperly using any medication, diminishes an employee's ability to perform at his or her best.

This is why Cox's policies strictly forbid abuse of drugs and alcohol. Violations of these rules are taken very seriously. If you observe any drug or alcohol abuse, you should report it to your supervisor, your manager, or call the Ethics Line.

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 CCI and will not be tolerated. **Weapons – even if used for sporting purposes – are not allowed in the workplace or on Company property without authorization.**

Clearly, workplace violence can involve criminal acts resulting in serious injury or even death. Other behaviors may also be considered unacceptable, violent actions. See the "[Our Work Environment Appendix](#)" for more information.

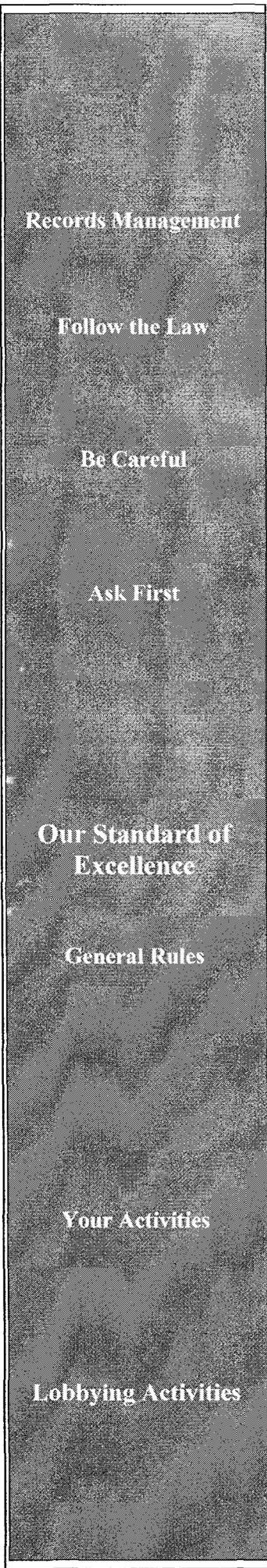
Protecting people and our environment is a part of everything we do at Cox. Everyone has a responsibility for ensuring that our products and operations are safe. We all share in the responsibility and in the benefits of a safe and healthy workplace.

CCI is committed to providing all employees with a safe and secure work environment. Each work location has safety rules that must be followed. We comply with all health and safety laws, as well as CCI's own health and safety policies that go beyond what the law requires.

Having safety rules is not enough, though. CCI's commitment to safety also requires each of us to be alert to safety risks as we go about our jobs.

DOCUMENT RETENTION

CCI maintains accurate and complete records to facilitate our business and fully comply with our legal and ethical obligations.



Records Management

Follow the Law

Be Careful

Ask First

Our Standard of
Excellence

General Rules

Your Activities

Lobbying Activities

Creating and managing records and other recorded information is essential to our business. We are all responsible for ensuring that this information is managed properly.

Maintain Records as Required by Law. Some laws have specific record-keeping requirements. Each of us must know the requirements relevant to our jobs and consistently manage and maintain all records as required by law.

Be Alert to the Need for Accuracy. We should always maintain accurate records. Providing false or misleading records, or altering them, is wrong under any circumstances and could constitute a serious violation of law.

Retain any Records Related to Litigation or an Investigation. If investigation or litigation is pending or anticipated, certain records, including electronic records, may be subject to “disposal suspension.” These records must be retained and must not be altered, deleted, concealed or destroyed. Ask CCI’s Ethics Team or Legal Department for guidance.

Know and Follow Company Records Management Policies. To provide an orderly process for retaining records and documents CCI has adopted a detailed Records Management Program. Consult this policy or one of the other resources in the “Document Retention Appendix” for additional guidance.

POLITICAL ACTIVITIES

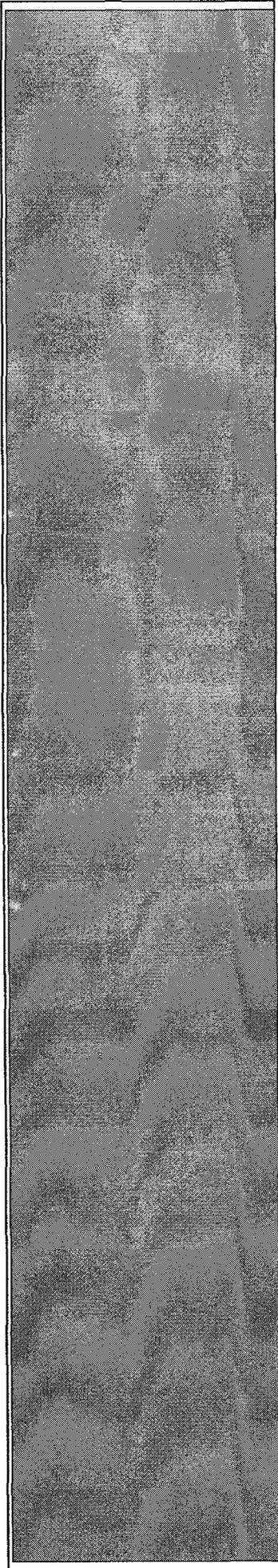
We abide by all laws applicable to political fund raising or contributions.

No employee may seek or obtain reimbursement from the Company for making a campaign contribution to a campaign committee or candidate (regardless of whether state and local laws permit such reimbursement).

Decisions to make any authorized campaign contribution are in the sole discretion of each system general manager. The policy located under the “Political Activities Appendix” guides those systems desiring to participate in the political process through campaign contributions. Nothing in this policy affects in any way your right to give personal financial support to political parties and candidates of your choice.

Personal Political Activity. CCI encourages 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. Don’t use Company time, property or equipment (such as the copy machine, email or phone) for personal political activities without authorization from the Legal Department.

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



- ❑ Contacts with legislators, regulators, executive branch officials or their staffs.
- ❑ Government contact sales.
- ❑ Efforts to influence legislative or administrative action.

Discuss these activities with the Office of the Chief Compliance Officer or Legal Department to determine if disclosure and other rules apply.



Our Goals

Our Commitments

OUR PROMISE

Complying both to the letter and spirit of the laws and conducting business in an honest and ethical way are critical to our Company's success.

Achieving these goals requires a personal commitment by every one of us. That's why all Cox employees should take the web-based "Code of Excellence" course. At the end of the course, you'll be asked to confirm your individual promise to act responsibly on our Company's behalf by:

- Adhering to the standards of conduct in the Code.
- Participating in additional training courses on compliance and integrity topics relevant to your job.
- Seeking guidance if you are ever in doubt about the right decision.
- Speaking up (through one of the many ways made available) to report any action that appears inconsistent with Cox's standards.

ETHICS AT COX APPENDIX

Manager's Additional Responsibilities

We expect our leaders to set the standard by being in all respects a role model. Employees who supervise others have additional responsibilities under the Code to:

- Set an example – show what it means to pursue excellence through integrity;
- Make sure everyone they supervise has adequate knowledge and resources to follow the Code's standards;
- Monitor compliance by people they supervise;
- Enforce both this Code and all other CCI policies;
- Support employees who in good faith raise questions or concerns about compliance and integrity. CCI will not permit retaliation against an employee who speaks up in good faith about questions or concerns; and
- Properly report allegations of noncompliance.

About Our Compliance Program

This Code is more than just a description of our standards. It is the centerpiece of a Company-wide "Ethics and Compliance" program. This program is driven by top-down commitment from our senior officers.

The ethics and compliance program is administered by an Ethics Team under the leadership of the Office of the Chief Compliance Officer. The team includes:

- the Senior Vice President, Legal and Regulatory and Chief Compliance Officer
- the Senior Vice President, Chief People Officer
- the Assistant General Counsel
- the Vice President, People Services
- the Director of Corporate Compliance

The Chief Compliance Officer's responsibilities include:

- Assigning roles and responsibilities for the compliance program;
- Overseeing compliance training and communications;
- Overseeing compliance auditing and monitoring;
- Overseeing internal investigation processes;

What Are Our
Manager's
Responsibilities?

Our Compliance
Structure

Who is the
Ethics Team?

What are our
Compliance Officer's
Responsibilities?

Question:
During a trade association meeting, I chatted with representatives of competing manufacturers. One rep 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 these companies raised their prices. Was the discussion a problem?

Answer:
Yes, this discussion was a problem. A court might conclude that everyone present, whether they said anything or not, engaged in price-fixing even without 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 Legal.

- Reviewing disciplinary procedures for Code violations;
- Monitoring the resources available for raising issues and reporting concerns;
- Informing CCI's Audit Committee of applicable issues; and
- Updating the compliance program.

DOING BUSINESS APPENDIX

Basic Rules to Know

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

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

Because of the risk, **don't even discuss competitive matters with competitors** – at any time or any place – without first consulting an attorney in Legal.

Other activities **may** raise competition law issues. **Always** run the facts by Legal before:

- Discussing joint ventures, mergers, acquisitions, marketing, purchasing 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 CCI).
- Tying or bundling together different products or services (e.g., contracts that require a buyer who wants one product to also buy a second “tied” product).
- Serving as a director or officer in a company that does business with or that competes with Cox.
- Setting resale prices with resellers.

Remember: Appearances are important. CCI employees must avoid not only potential anti-trust violations but also any behavior that looks improper. Avoid even being present if discussions of an improper nature occur. If talk turns to one of these areas, immediately and clearly remove yourself from the discussion.

Question:

I've just been hired from another company. I have a box of materials from my former employer that would really help in developing marketing plans for my company. May I bring this with me?

Answer:

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

Don't do it!

Below Cost Pricing

Some competition laws make it illegal to monopolize or attempt to monopolize a market, while others regulate the conduct of companies that hold a "dominant position." A company with a dominant position, for example, must not try to prevent others from entering the market, or to eliminate competition. Usually, it is permissible to set prices to meet or even beat the competition, but below cost pricing may appear to be "predatory." If there is a reason to set prices for CCI's services or products to meet or beat the competitor's price, especially if it might be below cost, first consult with the Legal Department to ensure that this pricing isn't predatory or otherwise illegal.

Competitive Information

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 the Legal Department first.
- Trade shows (but not information from competitors).
- Information publicly available on the Internet.
- Industry surveys by reputable consultants.

Never attempt to obtain or use the following:

- Information obtained directly from a competitor that is not otherwise publicly available.
- A competitor's confidential or proprietary information or something similar belonging to anyone else – consult Legal if you have such information. Even if confidential or proprietary information just shows up on your desk, get legal advice.
- Confidential or proprietary information in any form possessed by new hires from their 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 Legal.
- Information on a competitor that someone offers to sell.

Remember: Always document the source of competitive information. For example, if you get a competitor's price list from a customer, write directly on the list the source of the information and the date you got it.

Rules to Know...

Never compete by engaging in unfair practices such as:

- Making disparaging or false statements about competitors, their products or their services.
- Stealing or misusing competitor's trade secrets.
- Cutting off a competitor's sources of supply.
- Inducing customers to break contracts with competitors.
- Requiring someone to buy from our Company before we will buy from them.
- Paying bribes to help our Company's business or to hurt a competitor.

These types of behavior go against our sense of fair play and honest dealings – and also violate the law.

Doing Business with the Government

Basic rules include:

- Never seek or accept confidential bid information.
- Never offer or provide gifts, gratuities or entertainment without prior written approval from the Office of the Chief Compliance Officer and CCI's Legal Department.
- 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 and verify compliance.
- Conform strictly to the contract's quality, quantity and testing requirements.
- 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 CCI's Legal Department. If you have questions about proper business relationships with the Government, contact the Legal Department.

SIGNING CONTRACTS

Cox's Board of Directors decides which employees are authorized to sign contracts for the Company.

Board Relationships

System or Department Policies

Question:

If I've been negotiating with a vendor on a contract, shouldn't I sign it?

Answer:

Not necessarily. Cox's policy authorizes only some employees to sign contracts for the Company. Check the policy first.

Outside Activities

The Board recently clarified Cox Communications, Inc.'s signature policy as follows:

- Pat Esser's direct reports are authorized to sign any contract or other document consistent with the approved operating budget, regardless of whether or not the contract is within that person's area of responsibility
- Any officer of CCI is authorized to sign contracts and other documents consistent with the approved operating budget, as long as the contract falls within that person's area of responsibility (i.e., marketing, programming, etc.).

Officers of CCI's subsidiaries are generally authorized to sign contracts for their specific system or business unit. Check with John Spalding at john.spalding@cox.com or 404/843-5844 if you aren't sure about who can sign documents on behalf of a subsidiary.

Individual systems or departments may adopt policies that limit the types of agreements certain levels of employees can sign.

Check with your System General Manager or Department Head for more information.

Additional Resources

The Office of the Chief Compliance Officer (teresa.kennedy@cox.com)

Mark Padilla (mark.padilla@cox.com or 404/845-8528)

Applicable Courses available through Cox University

CONFLICTS OF INTEREST APPENDIX

Involvement with groups outside of Cox may fall into a "gray area" where it's unclear whether or not a conflict exists. The answer depends upon the facts of each situation. For example, your work with an outside professional organization or association may not create a conflict of interest if:

- The work is related to your legitimate professional interest and development;
- Participation doesn't interfere with your duties;

True or False?

My brother runs a copying service. There's no problem with my using his business for company projects, since he offers us a good rate, right?

False!

You should disclose this potential conflict to your supervisor and file a Disclosure Form before giving a family member Company business.

Conflicts Survey

Indemnification by Cox

Take the Ethics Quick Test

- You don't use CCI's materials, facilities, or resources;
- Your work doesn't compete with CCI's business and isn't contrary to the Company's best interests; and
- Your activities don't violate the law.

Your supervisor, HR Manager and/or the Ethics Team may ask you to file a "Disclosure Form" when you tell them about your involvement with an outside organization. The Disclosure Form covers:

- Money or anything else of value that you (or your Immediate Family) received from the outside organization;
- Investments or ownership interests you (or your close relative) have in the outside organization;
- Positions or offices that you (or your Immediate Family) hold in the outside organization; and
- Any other relationships with the organization or individual that actually or potentially creates a conflict of interest.

The Disclosure Form should be sent to your supervisor and local HR Manager for review and approval. If in doubt as to whether a conflict actually exists, you can also contact the Office of the Chief Compliance Officer for help.

Remember: Knowing all the facts about a possible conflict of interest helps both you and our Company. To encourage full disclosure, information disclosed is made available only on a need-to-know basis.

Senior members of management may be asked to review their involvement with outside groups from time-to-time and to affirm that no conflicts exist. This survey is intended both as a reminder about conflicts of interests and to prompt management to disclose situations in which a potential conflict might be developing.

Cox's policy is to indemnify employees who serve on boards only in limited situations. You are encouraged to look over the Indemnification of Employees Serving on Outside Boards Policy before accepting a board position.

When deciding if an investment might create a conflict, ask yourself these questions:

- Could the investment affect any decisions I will make for Cox?
- How would the investment seem to others inside CCI, such as my co-workers – would they think it might affect how I do my job?
- How would it look to someone outside Cox, such as a customer, supplier, stockholder or even the media?
- Have I learned through my Cox employment nonpublic information about the company I am investing in that give me an unfair advantage?

**Some Gifts are Usually
OK**

**Some Gifts are Never
OK**

Question:

I am working on a Request for Proposal. One of the vendors invited me to visit its plant in another city and go to a ballgame while I'm there. Is this OK?

Answer:

If the vendor doesn't already have a contract with Cox, this is probably not acceptable. File a Disclosure Form with your supervisor and HR Manager.

Gifts may create conflicts of interest (or at least the appearance of conflict). The facts of each situation (including the employee's job responsibilities, the circumstances of the gift and its value) must be examined. Consult your supervisor and HR Manager before accepting a gift if you have any question about it being inappropriate. Cox's Senior Leadership Team has final authority to decide whether a gift constitutes a conflict of interest.

GIFTS THAT ARE USUALLY OK

Some gifts and entertainment aren't likely to influence you. Some examples:

- Occasional, inexpensive meals with a business associate.
- Tickets to ordinary sports, theatre and other cultural events.
- Similar inexpensive, customary gifts and entertainment.

Similarly, accepting promotional items of nominal value, such as pens, calendars, and coffee mugs that are given to groups of customers or potential customers, don't usually require approval.

GIFTS THAT ARE NEVER OK

Other types of gifts and entertainment are simply wrong, either in fact or in appearance. These gifts are **never** permissible, and no one can approve your accepting these types of gifts. Never:

- Accept any gift or entertainment that would be illegal or result in any violation of law.
- Accept any gift of cash or cash equivalent (such as loans, stock, 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 mutual 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.
- Not recorded properly on Company books.

Some Gifts Fall Into a Gray Area

Ask yourself: Would I feel comfortable discussing the gifts that I received with my co-workers and manager, or having this information become public knowledge? If the answer is no, you should decline.

Incentives

If Someone Gives You a Gift...

What about Giving Gifts?

GIFTS THAT MIGHT BE OK

Gifts or entertainment that don't fit into the other categories, **may** or **may not** create actual or apparent conflicts. If you are uncertain, you should discuss situations with your supervisor and HR Manager involving:

- Expensive or out-of-the-ordinary gifts and entertainment from an existing Cox vendor.
- Gifts and entertainment from a potential Cox vendor (other than promotional items of nominal value).
- Special events – such as a Super Bowl game.
- Travel or entertainment lasting more than a day.
- Gifts over \$250 in value.

In determining whether to approve these gifts, supervisors and HR Management will use reasonable judgment and ask:

- Would the gift or entertainment be likely to influence your objectivity (considering the relationship between Cox and the donor, such as long-term customer versus prospective customer)?
- Is there is a business purpose (for example, business will be discussed as part of the event in question)?
- What kind of precedent would it set for other employees?
- How would this look to other employees or people outside the Company?

Incentives offered to Cox employees by third parties (for example, by programmers or vendors) raise unique conflicts issues. In addition to the general rules in this policy, Cox has specific rules on third party incentives. Contact Nelson Elmore at nelson.elmore@cox.com or 404/269-8761 for details.

Other Considerations on Gifts and Entertainment

What to Do if You Receive an Impermissible Gift. You must immediately return any gift of cash or cash equivalent such as a bank check, money order, investment securities or negotiable instrument (other than reimbursement of travel expenses for an approved trip). For other types of gifts, if your supervisor and HR Manager determines that returning the gifts is impractical or undesirable, you should turn the gifts over for Company use, sale or donation. If appropriate, a letter should be sent to the donor explaining our policy about gifts.

Just as we have rules for **receiving** gifts and entertainment, we must also be careful 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 with a **non-Governmental** individual or entity is

Special Situations

Where is the Line of Accepting Gifts?

Duties of Employees

appropriate unless the recipient's employer forbids the practice. Any courtesy should always comply with the policies of the recipient's organization.

Gifts and entertainment to Government officials raise special risks.

Never offer, provide or approve such gifts, gratuities or entertainment without prior written approval of the Ethics Team. CCI has special policies about gifts to Government officials and political candidates. Make sure you understand and follow these rules.

For more information on the risks of offering gifts and entertainment to Government officials, see these sections in this Code: "Political Activities" and "Doing Business with the Government" or visit the Ethics Intranet site.

Our bottom line: No employee may solicit or accept any gift, favor, loan, gratuity, reward, promise of future employment or anything else of value that might influence or even appear to influence the employee's judgment or independence in doing his or her job.

Additional Resources

HR Site: <https://myaxis.cox.com>

Ethics Team: ethics@cox.com

Ethics Site: <http://legal.cox.com/cci/ethics>

Ethics Line: 877/329-0696

The Office of the Chief Compliance Officer (ccco@cox.com)

Applicable Courses available through Cox University

FINANCIAL INTEGRITY APPENDIX

- Follow all laws, applicable 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.
- Cooperate with our internal and external auditors.

Contact your accounting or auditing organization with any questions about the proper recording of financial transactions.

Because financial integrity is a critical component of Cox's ethical environment, all employees have a duty to:

- Speak up about financial irregularities.

- ❑ Cooperate in the investigation of reports of questionable accounting or auditing matters, or the reporting of fraudulent financial information.
- ❑ Cooperate in investigations of harassment, retaliation or discrimination resulting from someone reporting these matters.

Complaints will be promptly and thoroughly investigated by the appropriate individuals. Confidential information discovered or disclosed during the investigation will be shared only as necessary to conduct the investigation and take appropriate action.

Findings of improper activities could subject both the Company and you individually to civil and criminal penalties.

Remember: Cox is committed to accurate, full, fair, timely and understandable disclosure of financial information in all of our public communications and reports

Additional Resources

Ethics Team: ethics@cox.com

Ethics Site: <http://www.cox.com/ci/ethics>

Ethics Line: 877/329-0696

The Office of the Chief Compliance Officer (ethics@cox.com)

Applicable Courses available through Cox University

SAFEGUARDING COX'S PROPERTY APPENDIX

Company credit cards are intended for business use. Company cash, checks and money orders are never available for your own use. We are expected to be just as conscientious with CCI's money as we would be with our own checkbooks.

Vouchers, time sheets and benefit claims are used to obtain Cox funds and property. Submitting inaccurate or incomplete documents can result in improper payments and improper use of Company assets.

To be successful, every employee must make the best use of his or her time and that of co-workers. All employees at CCI are expected to fulfill their job responsibilities and devote the necessary time to their work, while pursuing their individual work-life goals. Those required to report the hours they work must do so truthfully and accurately.

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.

To protect the integrity of Company information:

- ❑ Personnel who are authorized to speak to members of the financial community on behalf of CCI 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 specially authorized to do so may respond to inquiries from members of the financial community. All such inquiries must be forwarded promptly to the Treasury group.
- ❑ 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 CCI's Public Affairs Department.

The Cox Public Affairs Team maintains the media relations policy, which applies to all Cox employees when dealing with the news media and industry research analysts. The Treasury department manages communication to the financial community.

Communication with the Media and Financial Community

As a leading broadband communications company with a remarkable story to tell, Cox receives considerable attention from the news media, the financial community, industry research analysts, and from other companies who want to emulate our success. Generally speaking, that's good news for Cox. Newspaper, magazine and television broadcast stories about the Company, as well as good relationships with other companies who may be potential Cox customers or suppliers, can go a

Claims for Payment

Company Time

Company Funds

The Basic Rules

Dealing with Reporters

Question:

A neighborhood newspaper reporter called me and asked questions about Cox. I did the best I could in answering the questions and told my manager about it the next day. Was this appropriate?

Answer:

No. Employees should not answer calls from the press or anyone in the financial community. These calls are handled by Public Affairs and Treasury, and should be immediately referred to those departments.

Question:

If an analyst from a bank or research firm calls you about a program you're working on and wants to know details for his or her report, should you respond immediately with the needed information?

Answer:

No, you should take down their information and immediately notify a member of the Corporate Communications or Treasury departments.

long way toward enhancing Cox's image and products. However, mismanaged media, business and financial contacts may result in confusing messages or, worse, erroneous information, with possible legal implications. For this reason, Cox corporate policy requires that employees adhere to the following guidelines if contacted by a member of the media or financial community:

Cardinal rule: *It is a violation of Cox policy to speak to a member of the national consumer or trade press or financial community without the approval of Corporate Communications.*

Media:

- Obtain the person's name, phone number, publication (or other affiliation) and deadline.
- Even if you know the answer to a stated question, don't respond immediately. Tell the caller that you or a qualified spokesperson will call him or her back. For media inquiries from a national publication or within Corporate Headquarters, alert a Cox spokesperson. Local media inquiries from reporters in Cox markets should be directed to a local system PR contact.
- Cox spokespeople in Corporate Communications are: Stephanie Davis 404/843-7872, and David Grabert 404/269-7054. The PR representative will return the reporter's phone call.
- Never assume that there is such thing as an "off-the-record" remark. Anything you say could be broadcast or published. The determination to speak "on background" or "off the record" with a reporter should be made only by an experienced Company spokesperson.

Please refrain from writing letters to editors of publications or submitting opinion pieces as a Cox representative or about Company-related topics without receiving approval from Cox Public Affairs. While employees have the right to contact publications as private individuals, there are times when references to Cox may lead an editor to erroneously conclude that the letter represents positions held by the Company.

Financial Community:

- Obtain the person's name, phone number, affiliation and deadline (if applicable).
- Even if you know the answer to a stated question, don't respond immediately. Tell the caller that you or a qualified spokesperson will call him or her back.

Cox Treasury contacts are: Susan Coker (404/843-5462) and Stacey Link (404/843-5447).

Industry/Research Analysts:

Regarding requests to participate in industry analyst briefings, please:

- Obtain the person's name, phone number, affiliation and deadline.
- Tell the caller that Cox Corporate Communications must consider all such requests, and that they will return the call. **Do**

not make any commitments on Cox's behalf to participate in industry analyst briefings.

The Corporate Communications representative will return the phone call.

External Speaking Engagements

As a successful Company with visionary leaders, Cox is approached often with invitations for our employees to speak at various functions.

Employees are encouraged to participate in speaking engagements that are consistent with the Company's business objectives and enhance the Company's image as an industry leader.

In order to ensure that we represent Cox consistently to all audiences, Cox employees are asked to adhere to the following guidelines if approached by an external organization with a speaking request:

- Clear all proposed speaking engagements with your manager.
- Inform Corporate Communications about the engagement prior to committing. Corporate Communication may be aware of conflicting engagements, or be able to provide corporate messaging on your topic to ensure consistency.
- Call or e-mail Corporate Communication with the venue, audience, date and suggested topic.

If you're at Corporate, please contact Andrea Proser at 404/847-6186 about external speaking engagements. If you're in the field, please contact your local Public Affairs person.

Third Party Vendor PR Policy

Many aspects of Cox's business are based on relationships with suppliers and other partners, and our number of alliances is growing. To enhance and protect the Cox brand, it is critical that all employees abide by the long-standing policy that lays out very specific requirements for participating in a news release or other form of external communication with a Cox vendor or partner:

- Use of the Cox name and quotes from Cox officials in partner press releases or other communication material (e.g., annual reports, corporate videos, advertisements) is not permitted without approval by Corporate Communications.
- Contracts with Cox partners should contain language that requires approval as described above; Cox should not be bound in contracts to participate in press releases or other PR activities with a vendor without prior approval by Corporate Communications.
- Cox considers only those requests that involve vendors, customers, or partners that have potential strategic benefit to Cox.
 - We do not participate in vendor case studies.
 - We typically do not participate in joint press releases with third parties. *
 - We do not do product endorsements.

Tip:

Before you commit to a public speech, always contact the Corporate Communications team to notify them of your participation. On some occasions, there may be an unforeseen conflict in your participation or subject matter.

Question:

You're about to sign a contract with a new vendor – one that specifies a joint news release to the public. Do you sign and wait until the news release comes to you for approval before contacting Corporate Communications?

Answer:

No, if you see a contract requirement for joint PR activities including a news release, ask your Legal Department to run the language by the Corporate Communications dept. before signing.

- ❑ This policy extends to any third-party releases or other communication material using the Cox name.
- ❑ If we agree to participate in a release or other PR activity with a vendor, a subject matter expert must be available to field media calls, and the internal champion is responsible for educating Company spokespeople in advance.

Sufficient time, as determined by Corporate Communications, is required to approve vendor press releases. Do not agree to a timeframe without first checking with Corporate Communications. The average turnaround time for press release approvals is one week.

The Corporate Communications and Treasury policy and appropriate contacts is posted on the Public Affairs site on My Axis. Please visit this site for updates to the policy, or contact Andrea Proser at 404/847-6186 with any questions.

We do participate in joint press releases with certain business partners. This decision is at the discretion of the appropriate department head and Corporate Communications.

Intellectual Property

Copyrights protect a wide array of original fixed creations or works, including software, written specifications, notes, drawings, film and video recordings, sound recording and photographs. As mentioned above, any CCI employee who creates a work in the scope of his or her employment creates a “work made for hire”, and CCI is automatically the owner of the copyright in that work. If a work is created by a third party instead of an employee, however, the rules are different. An independent contractor agreement containing “work for hire” language must be signed. Contact Legal for assistance in preparing this agreement.

Patents can be issued for inventions or ideas related to manufactured articles, machines, processes, software, and business methods. If a CCI employee creates any of these items, or other works, in the course of employment, CCI has a right to use the idea. To obtain a patent for an invention, CCI must file a patent application with the U.S. Patent and Trademark Office. The invention must be new and nonobvious. A new idea is one that has not been published, sold, or used publicly within the last year. It is critical for CCI to protect patentable ideas as quickly as possible. Before disclosing an idea to a third party (e.g., a contractor), a CCI employee should contact Legal to discuss patent protection.

Trademarks are symbols, words or phrases that distinguish a product or service offered by a particular company. Trademarks are both effective marketing tools and valuable assets. Over time, consumers associate a company’s products or services with its trademark, and the trademark carries a large amount of good will and name recognition.

A trade secret is valuable information or data, such as formula, method, technique, or process that is the subject of efforts by CCI to maintain its secrecy. Examples of trade secrets include technical data, customer viewing habits, and certain financial information. All trade secret

What are Copyrights?

What are Patents?

What are Trademarks?

Question:

I'm in the preliminary state of hiring a software company to develop a product for Cox. The company is asking me to disclose non-public information to help them in preparing a proposal. Is it okay to disclose this information, since we may decide to do business with the company?

Answer:

Before disclosing any confidential information to the software company, contact the Legal Department for guidance. An "NDA" should be signed between both parties to ensure that confidential information (trade secrets) will not be misused. Also, the development contract should clearly state that Cox will own the copyright to the software developed.

Newsgroups

**Authorized
Representatives Only**

information should be marked with the appropriate proprietary and confidentiality notices. A CCI employee should never disclose or use trade secrets of another company without their prior written authorization.

General Rules to Follow:

- ❑ Don't alter or modify CCI's trademarks. Changing our trademarks may cause CCI to lose its rights in these marks through dilution.
- ❑ Don't accept or use anyone else's confidential information except under an agreement approved by Legal.
- ❑ Don't use or disclose patentable ideas without consulting Legal.

Don't use or copy documents and materials that are copyrighted (including computer software, portions of audio, video and off-the-Internet or off-the-air recordings) without specific permission from the copyright holder or consulting Legal on whether "fair use" rules or existing licenses may allow it. These materials do not belong to CCI and cannot be used by us without appropriate licenses or consents.

Electronic Information Systems

Employees have a unique responsibility when representing our Company to the public. This "representation" includes electronic communication through newsgroups, chat rooms and the like.

Follow these guidelines for electronic communications:

All newsgroups hosted on the Cox High Speed Internet platform and third party environments are intended for Cox customer use only. Any newsgroup hosted on the Cox High Speed Internet platform beginning with any of the newsgroup names below are considered to be Cox Communications sponsored:

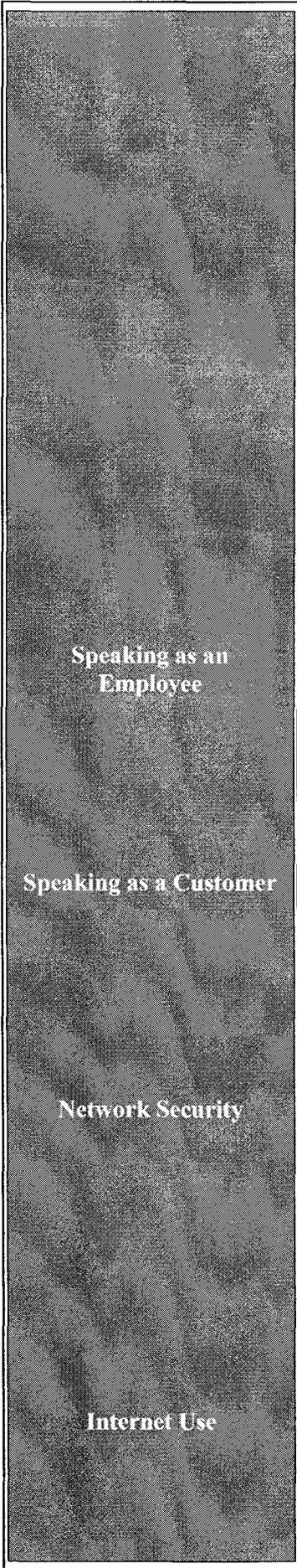
- Cox.Internet.Community*
- Cox.Internet.Discussion*
- Cox.Internet.General*

Other newsgroups (such as Broadband Reports (www.broadbandreports.com)) are not sponsored by Cox, but are widely used on the Internet to provide our customers using different Internet Service Providers a means to communicate.

Designated representatives of Cox are authorized to post and respond to customer comments on Cox's behalf in any of these newsgroup branches and third party environments.

If you aren't on the list of authorized representatives, **DO NOT** post on these lists. The Atlanta Customer Care team manages the list of authorized representatives.

How can you become an authorized representative? Requests to be added to the list may be submitted by employees at the level of local Director or higher. Submit requests to <mailto:newsgroup.list@cox.com>.



Speaking as an Employee

Speaking as a Customer

Network Security

Internet Use

Remember: Cox employees who aren't on the list of authorized representatives should not post to a newsgroup or forum if that employee is representing himself or herself as a Cox employee, or post to a newsgroup or forum by using Cox computers, network, or any other electronic means.

What does "representing yourself as a Cox Communications employee" mean? Any of the following actions involve representing yourself as a Cox employee:

- Sharing proprietary and confidential Company information related to service and repair, product development, customer service practices, employment, employees and/or strategy related to Cox High Speed Internet about which you are knowledgeable based on your employment at Cox.
- Identifying yourself as an employee of Cox.
- Posting using Cox Corporate (cox.com) email or using Cox's computer equipment, network, and/or IP space.

Remember: Any customer can post to the newsgroups or third party sites; however, you may not mention Cox, nor make any statements or insinuations of being employed by Cox. Messages from someone representing himself or herself as a Cox employee can have serious implications on our customers and our Company. Your message – even when correcting inaccurate information or positioning Cox positively – could reveal proprietary, competitive information or could be deemed to be a disclosure by Cox of material nonpublic material.

Publicly stated messages related to Cox products need to be in alignment with our marketing and customer services strategies. As long as you post messages as any other customer would, and not as a Cox employee who has access to inside knowledge related to our products, you are allowed to participate in public forums, such as newsgroups.

Guidelines for System Security

- Don't share your password and don't write it down where others might see it.
- Change your password regularly.
- Protect all equipment and data from theft.
- Lock up your laptop computer and other portable devices after hours.
- Always use the antivirus software on your PC and update the virus signature files regularly as recommended by MIS.
- If you have access to the Internet remember:
 - The Internet must be used consistent with Cox's security standards.

Unlicensed Software

Prohibited Uses

Question:

A friend asked me to pass along a letter warning people about a marketing scam. Can't I use Cox's email system to do this, since it's a helpful tip?

Answer:

No. Even though your intentions are good, this isn't an appropriate use of email. If the same might impact Cox's business, call Legal.

- Proprietary or restricted documents must not be sent outside Cox unless they are encrypted or protected.
- You are responsible for ensuring the protection of Cox's systems and data when you obtain information from the Internet.
- All connections between the Cox network and the Internet must go through a Cox approved gateway.
- Don't try to access systems for which they have not been granted access rights.
- Don't use unlicensed software.

To protect our Company, all of us must follow these rules:

- Cox MIS is responsible for maintaining licenses and evidence of licenses for Cox standard applications (operating systems and Microsoft Office);
- Any system user who buys specialized software is responsible for maintaining evidence of the software license and of any upgrades.
- Software without licensing evidence must be removed immediately from any Cox-owned equipment or applications.
- No system user is authorized to use software without full license rights.

Some uses of Company information systems are never allowed.

NEVER:

- Operate a personal business, promote political or religious views or engage in harassment (whether of sexual, religious or racial nature or otherwise).
- Send communications that are confrontational, inappropriate or defamatory.
- Create or distribute communications potentially offensive to another based on factors such as sex, race, color, national origin, religion, age, disability or sexual orientation.
- Distribute, receive or otherwise communicate offensive, indecent, pornographic or obscene materials.
- Hack or attempt to access unauthorized networks.
- Send communications that disparage CCI, its products or employees.
- Create or transmit chain letters.
- Disclose CCI's confidential or proprietary information.
- Misrepresent or disguise an individual's identity.
- Impair or bypass security codes designed to protect CCI's MIS systems.

Rules for Personal Use of Systems

Question:

I sometimes email 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?

Answer:

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

Proprietary Information

Remember: Protect information used to access CCI's Information Systems (including IDs and passwords, pass codes and building access key cards).

Limited personal use of Cox's systems may be permissible, if you follow the guidelines below.

ALWAYS:

- Make sure the use doesn't affect job performance or disrupt others.
- Make sure your use is truly occasional in nature.
- Make sure your use is not in connection with conducting the business of any company other than Cox (other than approved charities or professional associations).
- Make sure the use does not result in additional costs to Cox.
- Make sure the use doesn't violate the letter or spirit of this policy (including uses listed as "Never" allowed). Prohibited uses include those to access or transmit material containing derogatory, racial, gender or religious comments, sexual content, offensive language, material that would negatively impact the Company or be likely to offend coworkers, or contents that are illegal; and
- The systems aren't used to solicit funds, collect signatures, conduct membership drives, distribute literature or gifts, sell merchandise or services for profit, or carry on any other form of business.

Remember: Information systems belong to our Company and are intended for Company business. CCI will make the final determination about whether a particular use violates these guidelines.

Proprietary Information

Proprietary information is an important Company asset. 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.

A confidentiality agreement is a good safeguard and is appropriate in situations where Cox is sharing its own information, receiving

True or False?

The documents I received about Cox's new technology aren't marked as proprietary and confidential. It's okay to assume that they would have been marked if they were considered proprietary information. True?

False!

While proprietary and confidential information should be marked that way, don't base your decision on whether those words are on the documents. Instead, ask your supervisor and also consider whether the document has information that Cox would consider confidential and proprietary (for example, customer lists, cost information, or bid responses).

information from another group, or is involved in a mutual exchange of information. Don't assume that, just because a confidentiality agreement was signed with the other side in the past, that agreement covers new exchanges of information.

For help with confidentiality agreements, contact Legal.

Additional Resources

Ethics Team: ethics@cox.com

Ethics Site: <http://msccc.cox.com/cci/ethics>

The Office of the Chief Compliance Officer

(compliance@cox.com)

Applicable Courses available through Cox University

SAFEGUARDING CUSTOMERS' INFORMATION APPENDIX

As with every aspect of our business, CCI seeks to be the communications industry privacy leader. Fulfilling the customer's expectations for privacy and following the privacy laws builds trust in our brand and is essential to our promise to be "Your Friend in the Digital Age." Proactive efforts to meet these needs reflect our community values as a Company.

Privacy Laws

The laws related to privacy are a patchwork of rules that have developed in response to particular issues that have arisen over time. In a complex business like ours, more than one set of rules may need to be considered to answer a privacy related question.

Constitutional Privacy Rights

The Fourth Amendment to the U.S. Constitution prohibits the government from engaging in unreasonable "searches and seizures," which has been read to limit the rights of law enforcement to access persons in their homes or where they have a reasonable expectation of privacy. The Constitution has also been read by the Federal courts to include a personal right of privacy in certain personal decisions that cannot be controlled by the government. Some state constitutions contain specific provisions guaranteeing privacy rights to persons.

Communications Privacy Laws

Cable Act – (47 U.S.C. §551)

Under this law, "Personally Identifiable Information" (or PII), such as SSN, PIN codes, billing information, credit card number, user name, and password, can only be collected with a customer's permission when it is necessary to render service or to detect unauthorized reception. Cox may disclose PII to third parties without permission only if: (i) it is aggregated so as not to identify particular customers; (ii) when necessary for the business, or (iii) in response to subpoena. A subscriber must be given reasonable access to his or her information and it must be destroyed when no longer needed. A notice concerning privacy rights must be provided in writing when service commences and annually thereafter.

Customer Proprietary Network Information – (47 U.S.C. § 222)

"CPNI" is telephone-related customer information, such as type of service and billing records. Various types of consent are required for internal use or disclosure to others of this information. No consent is required to use CPNI to market adjunct telephone services, like caller ID or call waiting, to existing customers. A customer may elect to "opt-out" of our use if he or she does not want marketing of communications-related services. A customer must actually "opt-in" for Cox to use CPNI to market non-communications services, such as cable, video, HSI and security services. A verbal "opt-in" is only good for that particular contact with a customer.

Privacy and
Communications

Personal Right of
Privacy

Customers' "Personally
Identifiable
Information"

Telephoning Customers

**Subpoenas for
Customer Information**

**Telephony Provider's
Obligations**

ISP's Obligations

**Privacy and
the Internet**

Subpoenas and Law Enforcement

(18 U.S.C. 2510 et. seq.)

The Federal Wiretap Act, as broadened by the USA PATRIOT Act and subsequent laws, permit federal law enforcement officials to monitor communications and to use call tracing and call trap and trace techniques against persons suspected of certain criminal acts. Under the latter act, nationwide authority is given to access any phone used by a suspect, no federal court order or oversight is required and the monitored individual need not receive notice of the interception.

Communications Assistance for Law Enforcement Act (18 U.S.C. § 2510)

Under "CALEA", telecommunications carriers must allow the government to use their systems in criminal investigations. Such use consists of wiretaps, call tracing and call trap and trace activity.

Digital Millennium Copyright Act (17 U.S.C. § 512 et. seq.)

This act was written to bring copyright law into the age of the Internet, and has far-reaching effects. An Internet Service Provider (such as CCI) is declared by the law not to be responsible for copyright infringement by its subscribers, even though the ISP may cache and transmit infringing material. To be protected, an ISP must have an agent to receive notices from copyright owners of infringing ISP customers. If notified, an ISP should advise its customer of the complaint and may disable or remove the offending material, unless the customer advises that it intends to do so. If repeated complaints are received concerning a customer, his or her service may be terminated.

Electronic Communications Privacy Act (18 U.S.C. § 2701 et. seq.)

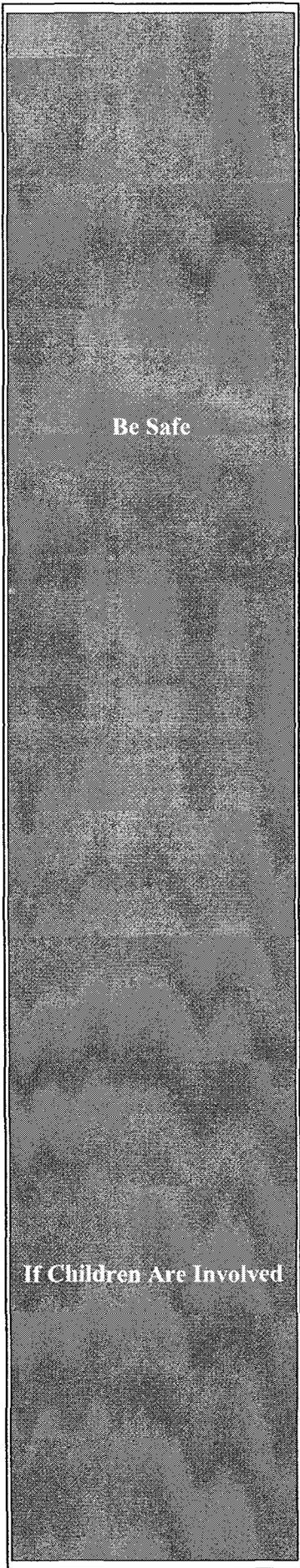
"ECPA" amends the Wiretap Act to address access to stored electronic communications. It prohibits unauthorized access or disclosure by or to third parties and establishes how such information may be obtained by law enforcement. A court order must be obtained by law enforcement unless the authority uses a subpoena and also notify the customer. Other ISP records may be sought, generally under a court's warrant, though limited information may be obtained under a subpoena without a court order.

Internet Privacy Laws

CAN-Spam Act

The CAN-Spam Act provides civil and criminal penalties for companies that send or that advertise through commercial email to potential or existing customers if the email:

- Has a misleading subject heading.
- Does not have a valid return email or Internet-based reply address.



Be Safe

If Children Are Involved

- ❑ Does not have a physical postal address in the text.
- ❑ Does not have a conspicuous notice that is an advertisement.
- ❑ Does not include an opt-out response mechanism that will be honored within 10 days.

Businesses can send “transactional or relationship messages” to “facilitate, complete or confirm a commercial transaction that the recipient has previously agreed to enter into.” This narrow exception includes warranty, recall, safety or security information regarding a product previously purchased, periodic account statements and the like.

A safe harbor exists for companies that have reasonable compliance practices and make good faith compliance efforts. Penalties exist for commercial email that lack valid header information or that are sent using automated address harvesting or “dictionary attack” methods.

Federal Trade Commission Regulations (Title 16 C.F.R.)

The Federal Trade Commission is the Federal government’s chief agency for addressing privacy law concerns.

- ❑ **Internet Privacy Policies** – The FTC has established standards for Internet website privacy policies and practices. It requires that such policies provide customer’s choice concerning privacy of his or her information, notice of the purposes for which personal information is sought and used, limits on such use and access by the customer to his or her data. The FTC expects that a business’s Internet policy concerning treatment of customer data will apply equally to uses of data obtained and used apart from the Internet, unless otherwise publicly stated by the business.
- ❑ **Do Not Call Registry** – The FTC established, a national do not call list that prohibits most telemarketing calls to registrants. Charities, political calls, and poll taking are still permitted. Calls to customers from firms with a business relationship are also permitted. State do not call lists are to be incorporated in the Federal Registry.
- ❑ **SPAM** – the FTC prohibits fraudulent and deceptive commercial advertising email today. In addition, a number of bills are pending before Congress to expand these prohibitions.

Children’s Online Privacy Protection Rule (16 C.F.R. § 312)

COPPA, also enforced by the FTC, governs the collection of individually identifiable information online from children under 13. A website directed to children or other websites that knowingly obtain personal information from children under 13 must first obtain a parent’s verifiable consent.

Other Laws

Other Federal Laws

HIPPA Health Insurance Portability and Accountability Act

This law, among other things, establishes standards for the collection, use and sharing of individually identifiable health information. Privacy notices must be provided to all patients as a part of the law. It is applicable to a wide range of businesses in the health field, ranging from physicians and hospitals to insurers, managed-care services and self-insured firms.

Fair Debt Collections Practices Act (15 U.S.C. § 1601 et. seq.)

Collectors of personal debts are prohibited by this law from engaging in unfair, deceptive or abusive practices. Among its restrictions are limits on the hours they may call and contacts at one's work location.

Fair Credit Reporting Act (15 U.S.C. § 1681 et. seq.)

Credit information, when compiled by credit reporting agencies, is not considered private. A consumer, however, has certain rights to know what his or her report contains and to seek to correct mistakes it may contain.

State Privacy Laws

A number of states have enacted privacy laws addressing specific issues.

California, as an example, limits the use of social security numbers by businesses and requires notices to customers for unauthorized access to business databases that contain personally identifiable information.

California's Data Protection Act addresses corporate steps that must be taken to notify individuals if unencrypted personal information has been accessed without authorization.

Customer Proprietary Network Information (CPNI)

To fully comply with our legal obligations and commitment to our customers, Cox has developed mandatory standards:

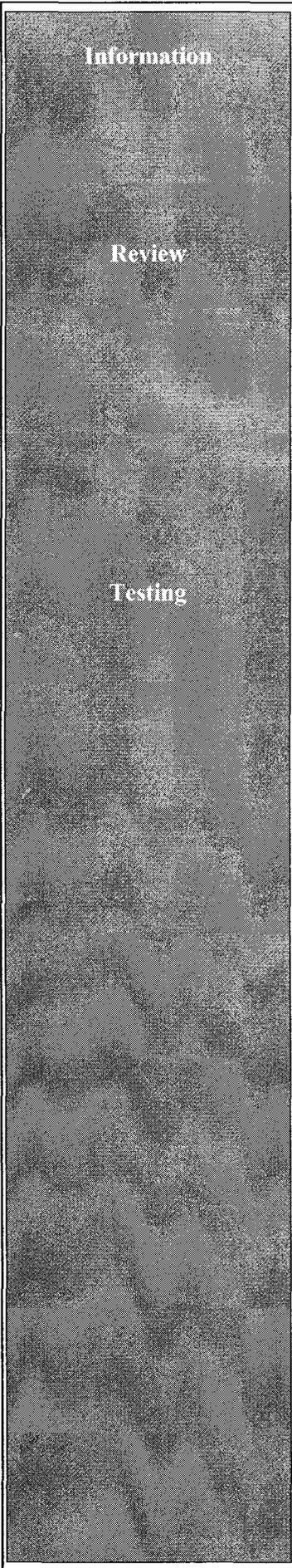
Training for Marketing and Sales Employees:

All employees in marketing and sales roles are required to participate in an annual training program: either onsite training provided by qualified personnel, or annual review and training through Cox University.

Training for CSRs:

All CSRs shall receive CPNI training in both the initial and in any ongoing training sessions.

Training



Information

Review

Testing

Information for CSRs:

All CSRs have access to the Intranet CPNI material if questions arise during the course of business. If questions remain, the CSR has access to System personnel who can respond or who may call an attorney in the Legal Department.

Review of Material:

All marketing materials must be reviewed by a system designate, telephone product manager and/or telephone marketing manager before submitting the target marketing material to a telephone customer.

Review of Infraction:

All CPNI infractions must be reviewed by management. Human Resources is required to discipline via reprimand or termination, and must maintain a file of active and ongoing CPNI violations.

Screening of Campaigns:

Targeted marketing campaigns should be run through the "Campaign Management Database," which provides accurate screening of CPNI permission.

Additional Resources

HR Site: <http://hr.wms.cox.com/cci>

Ethics Team: ethics@cox.com

Ethics Site: <http://wms.cox.com/cci/ethics>

Ethics Line: 877/329-0696

The Office of the Chief Compliance Officer (ccof@cox.com)

Robin Benton (robin.benton@cox.com or 404/269-7787)

Randy Cadenhead (randy.cadenhead@cox.com or 404/269-6761)

Jennifer Hightower (jennifer.hightower@cox.com or 404/269-7364)

Applicable Courses available through Cox University

Duties of HR Management

Duties of CCI Management

Question:

I think my supervisor plays favorites with job assignments and overtime. He always gives these good assignments to a small group of my coworkers. The rest of us feel we are being discriminated against. Is there anything we can do?

Answer:

You should tell your supervisor that you feel you have not been treated fairly in job assignments and overtime. Give specific examples. If your supervisor doesn't respond to your concerns fairly, you might want to escalate the issue to higher management or contact your Manager. If you are not comfortable talking to your supervisor first, go directly to your HR Manager.

OUR WORK ENVIRONMENT APPENDIX

CCI's Senior Vice President, Chief People Officer (Mae Douglas), working with field human resources personnel, is responsible for overseeing compliance:

- Ensuring EEO and diversity training for managers;
- Ensuring prompt response to and investigation of complaints or inquiries regarding employment discrimination or harassment;
- Ensuring the administration of CCI's applicant tracking system and compiling data for required EEO reports; and
- Ensuring that CCI meets all EEO-related requirements under applicable federal, state and local laws.

CCI Supervisors are responsible for:

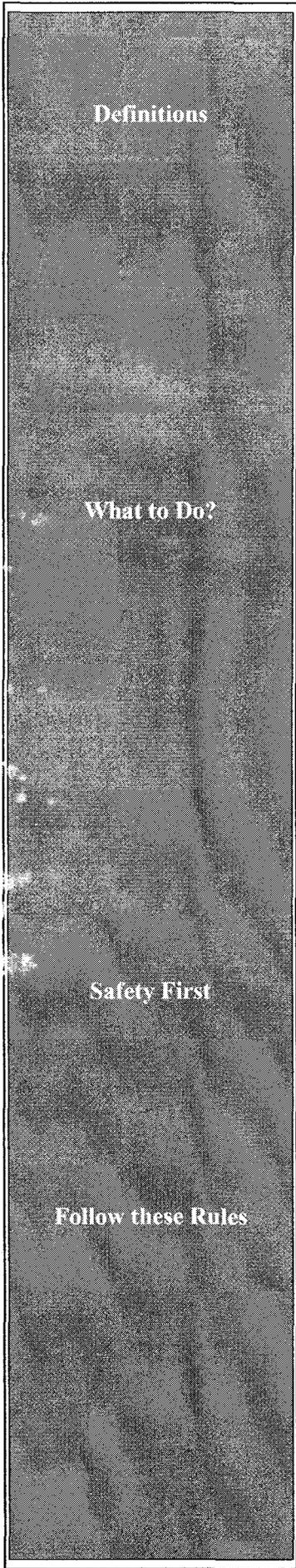
- Creating and maintaining a work environment free of discrimination and harassment;
- Promptly asking for help about complaints of discrimination or harassment within their departments;
- Reporting discrimination and harassment complaints, where appropriate, to the appropriate Human Resources personnel; and
- Taking corrective action to prevent prohibited conduct from reoccurring.

Cox clearly communicates our position and values regarding equal employment opportunity, or EEO:

Federal and state government anti-discrimination posters, as well as CCI's EEO Policy, are displayed permanently in conspicuous locations in all facilities. CCI's EEO Policy also is covered in new employee orientation. Notices, advertisements, forms, job descriptions, and other specifications relating to employment shall not indicate any preference, limitation, or discrimination based on race, color, religion, sex (including pregnancy), sexual orientation, age, national origin, citizenship status, marital status, disability, or status as a disabled veteran, a veteran of the Vietnam era, or based on any factor prohibited by state or local law. All employment advertisements placed by CCI or its contract recruiters must include the phrase: "An Equal Opportunity Employer."

Our policy (as well as the law) prohibits any behavior which:

- Is intended to or does create a hostile, intimidating or offensive work environment.
- Is intended to or does unreasonably interfere with an employee's work environment.
- Otherwise adversely affects an employee's employment opportunities with Cox.



Workplace Violence

“What is workplace violence?”

- Frequent abusive language;
- A written or verbal threat to injure someone or damage property;
- Physical intimidation or confrontations;
- Displays of unwarranted anger that incites fear in coworkers or management;
- Abusive or obsessive contact by a former employee with management or with a former coworker after the employment relationship has ended (whether in person or through some other way of communication).

“What should I do?”

If you become aware of or experience disturbing, threatening or violent episodes at work or if you are subject to this sort of behavior outside of work and it may carry over into the workplace, you should do the following:

- If a violent episode is imminent or actually in progress, call your location’s 911 number immediately;
- If you learn of a situation at work that may escalate to violence, immediately contact one of the following:
 - your supervisor; or
 - your HR Manager; or
 - your onsite security manager; or
 - corporate security.

You should be familiar with and follow CCI’s and your systems’ policies regarding health, safety and security. You are urged to bring any unsafe practices – including threats or intimidation – to the attention of your supervisor, local safety representative, manager, or the Ethics Line.

Environmental Issues:

To protect our environment, all Cox employees should:

- Be alert to environmental and safety issues;
- Be familiar with Cox policies applicable to our activities and areas of business;
- Conduct business in accordance with all applicable environmental laws, regulations, requirements and corporate commitments.
- We must all know the environmental consequences of what we do, and look for ways to reduce or eliminate those consequences.

Vendors and Contractors

- ❑ Follow specified procedures, notify management of potential environmental concerns, and share ideas of continuous performance improvement.

All employees of other companies working on our premises must know the health and safety requirements associated with their work at CCI.

Additional Resources

HR Site: <http://hr.cox.com>

Ethics Team: ethics@cox.com

Ethics Site: <http://axis.cci.cox.com/cci/ethics>

Ethics Line: 877/329-0696

The Office of the Chief Compliance Officer (teresakennedy@cox.com)

Applicable Courses available through Cox University

About our Policy

We protect these kinds of customer data as “Personally Identifiable Information”:

Name

Social Security #

Driver's License #

Telephone #

PIN #

Credit Card or Bank Information

Billing & Collections Records

Billing Address

Email Address & Password

Calling Card Information

Subscriber Services

Video Content Purchased
Communications Contents

Federal Elections

DOCUMENT RETENTION APPENDIX

Different laws require that documents be stored and retained for different lengths of time. Before you destroy or throw away any documents, check CCI's “Document Retention Policy” (located at <http://axisqc.cci.cox.com/cci/atl/legal>), or consult with one of the additional resources below.

Additional Resources

HR Site: <http://hr.cox.com>

Ethics Team: ethics@cox.com

Ethics Site: <http://axis.cci.cox.com/cci/ethics>

Ethics Line: 877/329-0696

The Office of the Chief Compliance Officer (teresakennedy@cox.com)

Randy Cadenhead (randy.cadenhead@cox.com or 404/269-6761)

Applicable Courses available through Cox University

POLITICAL ACTIVITIES APPENDIX

Federal law prohibits making any corporate campaign contributions to candidates for federal office. This includes your making individual contributions and then seeking reimbursement from Cox.

Contributions to federal candidates to support CCI policy goals may be made through CABLEPAC, which is supported by the voluntary contributions of employees throughout the cable industry.

State and Local Elections

Legal Opinion

System Approval

Allowed

Not Allowed

Contributions by Cox at the state and local level are authorized if state and local laws permit these contributions, and approval from an Operations Senior VP is obtained. The list below provides general guidance whether a particular state permits corporate contributions to state or local candidates. Note that even if corporate contributions are permitted, the state may impose limits on contribution levels.

Because state and local jurisdictions may adopt their own laws prohibiting or restricting corporate contributions to state and local candidates, or to campaign committees supporting state or local ballot measures, any system desiring to make corporate contributions to state or local campaign committees (or any person seeking reimbursement from Cox for a contribution) must obtain the legal opinion of a local attorney confirming that such contributions are permitted and outlining any restrictions, limitations, or reporting obligations. Send a copy to the attention of Michael Grover in the CCI Legal Department (1400 Lake Hearn Drive, Atlanta, GA 30319). Also update the opinion for each election cycle in which the system desires to make contributions.

All contributions to state and local campaign committees must be approved by the Vice President, Operations for the local system.

A system located in a state that does not allow corporate contributions to campaign committees may establish a state and local political action committee ("PAC") by following "Guidelines for the Establishment and Operation of State and Local Political Action Committees". Please contact Michael Grover (michael.grover@cox.com or 404/269-7623) for a copy of these guidelines.

These states permit corporations to make political contributions:

Arkansas	Louisiana	New Mexico
California	Mississippi	Texas
Florida	Missouri	Virginia
Idaho	Nebraska	
Kansas	Nevada	

These states don't allow corporations to make political contributions:

Arizona	North Carolina
Connecticut	Ohio
Georgia	Oklahoma
Iowa	Rhode Island
Massachusetts	

Additional Resources

HR Site: <http://hr.wasdc.cox.com>

Ethics Team: ethics@cox.com

Ethics Site: <http://ccs.cci.cox.com/cci/ethics>

Ethics Line: 877/329-0696

The Office of the Chief Compliance Officer (teresa.kennedy@cox.com)

Michael Grover (michael.grover@cox.com or 404/269-7623)

Cox University Courses: Instructor Led Training Upon Request

ATTACHMENT

13.9(B)

ETHICS AND COMPLIANCE PROGRAM OVERVIEW

I. **Education and Training**

- A. All employees: Code of Conduct Course (Excellence 101 and Excellence 102) and Cox's Code of Conduct Manual (the Code of Excellence).
 - (i) Excellence 101 Code training reviews the Cox's Code of Excellence in an interactive, on-line format. Excellence 101 was launched in 2/04 with completion by 12/31/04. New hires are to complete Excellence 101 within 60 days of hire. All employees are to affirm their agreement to comply with the Code of Excellence at the end of the course.
 - (ii) Excellence 102, all employee refresher training, was launched in July 2005 for incumbent employees that previously completed Excellence 101.
 - (iii) The Code of Excellence is a resource book written in plain English, with FAQ's, lists of "do's and don'ts" and references to additional resources. The Code is located online at the Ethics Intranet site or is available through the employee's HR Representative.
 - (iv) Excellence 103, refresher training is scheduled to launch 1st quarter 2007 and is available to incumbent employees that previously completed Excellence 101 and 102.
- B. Targeted Employees: Specialized Compliance Curriculum
 - (i) Cox University provides online interactive compliance and ethic courses.
 - (ii) Beginning in April 2006, CCI managers and above and select groups of employees (based on their job function) will be targeted to complete additional compliance and ethics training. Courses include:
 - a. Conflicts of Interest
 - b. Document Management
 - c. Privacy
 - d. Intellectual Property
- C. Completion of compliance courses including Code affirmation is monitored and tracked electronically through Cox's Learning Management System, Cox University.

II. **Reporting of Complaints**

- A. Enhanced awareness campaign of Cox's "Open Door" policy, encouraging employees to report inappropriate activities to his/her supervisor.
- B. "It's Your Call - Speak Up" campaign supplements our existing "Open Door" policy with an anonymous, confidential 800# Ethics Line.
- C. February 2004, launched the Ethics Line. Materials include customized emails to employees from system GM and/or HR Representative. Corporate provided a "Tool Kit" containing PowerPoint and FAQs for managers' use; and Awareness Kits were direct-mailed to employee's homes containing a letter from Jim Robbins, The Network's brochure, and a wallet card with the 800#.
 - (i) A beta test of the Ethics Line was launched in 10/03 for Omaha, Gulf Coast, Central Coast and Corporate (approximately 2,800 employees).
- D. New hires currently receive the Awareness Kit as part of their orientation training and/or during their benefits enrollment.

- E. Speak Up posters with the various ways to discuss a concerns are prominently displayed in break rooms and common areas.

III. Receipt, Retention and Treatment of Complaints

A. Receipt:

- (i) Ethics Line 800# procedure:
 - (a) Ethics Line incident reports emailed to investigators in Legal and Human Resources (corporate and system):
 - i. Financial/accounting issues and all fraud allegations directed to the Chief Compliance Officer.
 - ii. All other allegations, including those involving the Chief Compliance Officer are directed to Corporate HR.
- (ii) Internal "Open Door Policy":
 - (a) Financial/accounting issues or any fraud allegations directed to the Chief Compliance Officer.
 - (b) Allegations involving Officers or Senior Management directed to Corporate HR and the Chief Compliance Officer. Allegations involving the Chief Compliance Officer directed to the Chief People Officer.
 - (c) Allegations other than those referenced in (a) and (b) above directed to corporate or field HR through current HR processes.
- (iii) External/Internal email procedure:
 - (a) Allegations may be submitted via email to the Ethics Team at ethics@cox.com.
 - (b) Financial/accounting issues and all fraud allegations directed to the Chief Compliance Officer.
 - (c) Allegations involving Officers or Senior Management directed to Corporate HR and Chief Compliance Officer.

B. Treatment and Investigation:

- (i) Financial, accounting or fraud allegations: Chief Compliance Officer refers the investigation to appropriate personnel and oversees process.
- (ii) All other allegations: Corporate HR refers the investigation to appropriate system or corporate personnel and oversees process.

C. Tracking:

- (i) Ethics Line Reports: calls become part of the Case Management Database.
- (ii) "Open Door" and External/Internal (Ethics Team email) Reports:
 - (a) Financial, accounting, fraud or those involving Officers, Senior Management or Chief Compliance Officer become part of the Case Management Database.
 - (b) Employee related matters are tracked separately for Community Relations Committee and insurance reports.
 - (c) Other HR incident reports are not part of the Case Management Database unless material.
- (iii) Monthly Reports to Chief Compliance Officer from the Ethics Line Vendor include:
 - (a) Executive Summary;

- (b) Activity Report;
- (c) Activity Report by location;
- (d) Hot Spot Report (greater than 3 incidents in one location in one month).

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

STF 13.10 Please provide a copy of Cox's Code of Excellence.

RESPONSE: See Response to STF 13.9.

RESPONDENT: Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

The following requests pertain to the Testimony of Linda Trickey filed 4/5/06:

STF 13.11 At page 3, lines 17-18, the exclusive marketing and revenue sharing provisions of the contract between Shea and Cox are discussed. Please provide the monetary value Cox placed on the exclusive marketing arrangement. Please explain how Cox developed the value of the exclusive marketing arrangement. Under the revenue sharing arrangement, how much money did Cox ultimately expect to pay to Shea?

RESPONSE: Cox objects to this request on the grounds that it is vague and ambiguous, irrelevant and unduly burdensome. Notwithstanding those objections and without waiving same, Cox states that the documents already produced to the ACC contain the best information available to Cox.

RESPONDENT: Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

STF 13.12 Prior to Accipiter filing its complaint did Linda Trickey or any other Cox employee, contractor, or outside council perform an independent analysis of the legality of the MUE proposed by Shea? If yes, please explain the result of such analysis.

RESPONSE: Cox objects to the extent the request calls for information that is covered by the attorney-client privilege and/or work product doctrine. Notwithstanding this objection and without waiving it, Cox states that none of its non-lawyer employees or contractors performed any such analysis. Cox further states that, as set forth in Ms. Trickey's direct testimony, Lesa Storey, a reputable real estate attorney in the Phoenix legal community, provided assurances that the MUE arrangement had been found to be legal elsewhere.

RESPONDENT: Linda Trickey
Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

STF 13.13 At page 7, lines 25-27, it is stated that MUEs were explained to Cox as a way for the developer to "control access."

- a. Please explain in detail Cox's understanding of what "control of access" by a developer means.
- b. Did Cox attempt to determine why Shea was interested in "controlling access?" If so, what did Cox learn about Shea's motives?
- c. If all providers other than Cox are subject to a developer's plan to control access to a development, isn't such a scheme inherently discriminatory?
- d. Explain how an agreement that allows a developer to "control access" of telecommunications firms on a discriminatory basis can be considered to be non-exclusive.

RESPONSE: a. Cox objects that the question cannot be answered and calls for speculation to the extent it seeks information about what Cox, an entity, understood and about what developers meant. Notwithstanding this objection and without waiving it, Cox states that Ms. Trickey understood that Shea wanted to be able to decide which companies would be able to run facilities throughout Vistancia, including digging up streets, landscaping, etc., over time and that she was informed that Shea could legally do so under the MUE arrangement.

- b. Ms. Trickey does not recall whether or not she discussed with Ms. Storey why Shea wanted to control access.
- c. Cox objects that this question is argumentative and calls for a legal conclusion.
- d. Cox objects that this question is argumentative and calls for a legal conclusion.

RESPONDENT: Linda Trickey
 Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

STF 13.14 At page 9, lines 4-9, it is stated "...in exchange for Shea offering preferred marketing services, Cox would pay Shea \$1 million and specified revenue sharing." Since earlier drafts of the agreements did not include the \$1 million payment, why was Cox willing to include it at that time (April 2003)? What analysis did Cox do regarding the value of Shea's preferred marketing services relative to the \$1 million payment and the revenue sharing agreement?

RESPONSE: Cox objects to this request on the grounds that it is vague and ambiguous, irrelevant and unduly burdensome. Notwithstanding those objections and without waiving same, Cox states that, as stated in the direct testimony of Tisha Christle, Cox determined by Fall of 2002 that it needed \$2 million in capital contributions from Shea for Cox to build the facilities required to service Vistancia. After Cox had drafted residential and commercial preferred provider agreements providing for a \$2 million contribution, Shea stated that it intended to require a \$1 million payment by providers. Because Shea increased its capital contribution to \$3 million, Cox was able to recoup sufficient funds to justify building facilities to Vistancia. Cox did not undertake any specific analysis regarding the value of Shea's preferred marketing services relative to the \$1 million payment. See also Response to STF 11.8.

RESPONDENT: Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

STF 13.15 At page 10, line 26, it is stated that Cox was informed in October 2003 that there was a potential for litigation concerning the MUE arrangement. What action did Cox take to determine the likelihood of litigation? What action did Cox take to protect itself from any possible litigation (prior to Accipiter filing its complaint with the Commission?)

RESPONSE: Cox objects that the request calls for information that is covered by the attorney-client privilege and/or work product doctrine. Notwithstanding this objection and without waiving it, Cox refers to Ms. Trickey's direct testimony and exhibits thereto in which it is explained that Ms. Trickey communicated with Ms. Storey about the possibility of litigation.

RESPONDENT: Cox Legal

COX ARIZONA TELCOM, LLC
RESPONSES TO
STAFF'S THIRTEENTH SET OF DATA REQUESTS
Docket No. T-03471A-05-0064
May 10, 2006

STF 13.16 Prior to Accipiter filing its complaint, did Linda Trickey or any other Cox employee, contractor or outside council perform an independent analysis of whether the MUE proposed by Shea was consistent with Cox's Code of Excellence? If yes, please explain the result of such analysis.

RESPONSE: Cox objects that the request calls for information that is covered by the attorney-client privilege and/or work product doctrine. Notwithstanding this objection and without waiving it, Cox answers that it is unaware of any such analysis.

RESPONDENT: Cox Legal

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STF 13.17 Prior to Accipiter filing its complaint, did Linda Trickey or any other Cox employee, contractor or outside council perform an independent analysis of the effect the MUE proposed by Shea would have on Cox's competitors? If yes, please explain the result of such analysis.

RESPONSE: Cox objects that the request calls for information that is covered by the attorney-client privilege and/or work product doctrine. Notwithstanding this objection and without waiving it, Cox answers that it is unaware of any such analysis.

RESPONDENT: Cox Legal

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STF 13.18 At page 6, line 9, makes reference to "Shea's in-house counsel, Lesa Storey." Please provide documentation to support that Ms. Storey was Shea's in-house counsel.

RESPONSE: Ms. Storey was outside counsel for Shea and was a named partner in the law firm of Storey and Burnham at that time.

RESPONDENT: Cox Legal

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The following requests pertain to the Testimony of Tisha Christle filed 4/5/06:

STF 13.19 On page 3, the capital costs to serve the Vistancia development are discussed. Please provide the capital costs.

RESPONSE: Cox objects that the request is overly broad, unduly burdensome, and irrelevant because the actual capital costs incurred by Cox have no bearing on this matter. Cox has already provided the ACC with relevant documents addressing how Cox calculated the anticipated capital costs and necessary capital contribution, and Cox refers the ACC to its document production. See Supplemental Response to STF 3.1.

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STF 13.20 At page 7, lines 16–19, it is stated “...without some assurance that Shea would market and promote Cox’s services at Vistancia, the financial risks to Cox of extending service to Vistancia would increase significantly.” Were these financial risk quantified? If yes, please provide the results of such quantification. If no, please explain how Cox came to the conclusion that risk would increase without a marketing agreement with Vistancia.

RESPONSE: Cox objects that the request is irrelevant. Notwithstanding this objection and without waiving it, Cox responds as follows. As demonstrated in the documents produced to the ACC, Cox determined the anticipated costs of constructing facilities to the remote Vistancia location. If insufficient customers contracted for Cox’s services, then Cox would not be able to recoup the significant capital costs. Cox has already provided the ACC with relevant documents addressing how Cox calculated the anticipated capital costs and necessary capital contribution, and Cox refers the ACC to its document production.

RESPONDENT: Cox Legal

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STF 13.21 At page 8, lines 24–25, it is stated “...the revenue sharing formula that would allow Shea to earn back *some of* its capital contribution...” (Emphasis added.) Does the use of the phrase “some of” here mean that Vistancia was precluded from collecting sums equal to or in excess of its capital contribution through the revenue sharing arrangement?

RESPONSE: No.

RESPONDENT: Cox Legal

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STF 13.22 At page 9, lines 3-4, it is stated "Shea representatives said that Shea knew of a way legally to 'keep out competition' and wanted to know 'what is it worth' to Cox."

- a. Is it Cox's understanding that this "way legally to 'keep out competition'" was the MUE arrangement? If no, what does Cox believe the Shea representative was referring to here?
- b. Did Cox perform any independent legal analysis as to whether Shea's proposal was in fact legal? If yes, please provide the result of such analysis.
- c. Did Cox perform any independent non-legal analysis as to whether Shea's proposal would in fact "keep out competition?" If yes, please provide the result of such analysis.
- d. Did Cox perform any independent analysis as to whether Shea's proposal was consistent with Cox's Code of Excellence? If yes, please provide the result of such analysis.
- e. Did Cox ever respond to Shea and answer the question of "what is it worth" to Cox?
- f. Is Cox aware of any legal way to keep competitors from entering a development?

RESPONSE: Cox objects to this request on the grounds that it is vague and ambiguous, irrelevant, unduly burdensome and that the request calls for information that is covered by the attorney-client privilege and/or work product doctrine. Notwithstanding those objections and without waiving same, Cox states:

- a. Not at the time the developer made the statement, but became aware later when the developer unilaterally imposed the requirement on Cox.
- b. See objections and responses above.
- c. No.
- d. No.
- e. No.
- f. Cox objects that the request is vague and ambiguous, irrelevant and calls

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for information protected by the attorney-client privilege and/or work product doctrine. Notwithstanding this objection and without waiving it, Cox states it was informed that the MUE arrangement has been found to be legal elsewhere. Moreover, depending on the nature of the "development", a developer could control access, for example, by using only private streets (i.e. not dedicated to the municipality through the recorded plat).

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STF 13.23 At page 10, line 15, it is stated that Shea represented that the MUE arrangement had been used in another state. Was the other state ever identified?

RESPONSE: Yes. However, Ms. Christle does not recall if the state was Indiana or Illinois.

RESPONDENT: Tisha Christle

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STF 13.24 At page 11, lines 16–26, a meeting between Cox and Shea at which Shea described a variation of the MUE arrangement as a means “to keep out the competition” is discussed. Did Cox ever understand Shea’s motives in wanting “to keep out the competition?” If so please provide Cox’s understanding of Shea’s motive.

RESPONSE: Cox objects that the question cannot be answered to the extent it seeks information about what Cox, an entity, understood, and calls for speculation as to the motives of another party.

RESPONDENT: Cox Legal

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STF 13.25 At page 14, lines 23–25, Cox’s understanding of the MUE is described as a means for Shea to control access and to recoup “some of the capital contribution.”

- a. Was it Cox’s understanding that the MUE would allow Shea to recoup some of its capital contribution through direct payments to Shea by other telecommunications firms seeking entry or was the MUE seen as a way to keep other telecommunications firms out and thus ensure that Cox’s revenue sharing payments to Shea would not be interfered with by competition?
- b. Since Shea representatives had referred to the MUE as a means of keeping out competition on at least two occasions, why did Cox come to the conclusion that its actual intent was the more benign one of recouping some capital costs?

RESPONSE: a. Cox objects that the request cannot be answered to the extent it seeks information about what Cox, an entity, understood, and calls for speculation as to the intent of another party. Notwithstanding this objection and without waiving it, as set forth in Ms. Christle’s direct testimony, her communications with Shea led her to understand that Shea wanted the ability to recoup some of its capital contribution. Ms. Christle does not recall details about her conversations with Shea representatives.

- b. Cox objects that the request is argumentative and cannot be answered to the extent it seeks information about what Cox, an entity, concluded. Notwithstanding this objection and without waiving it, as set forth in Ms. Christle’s direct testimony, her communications with Shea led her to understand that Shea wanted the ability to recoup some of its capital contribution. Ms. Christle does not recall details about her conversations with Shea representatives.

RESPONDENT: Cox Legal
 Tisha Christle

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STF 13.26 At page 14, line 17, it is stated "...competition would occur..." How was it that Cox was certain that competition would occur?

RESPONSE: Cox objects to this request as vague and ambiguous and argumentative. Notwithstanding those objections and without waiving same, Cox believed that competition would occur through mobile wireless providers, fixed wireless providers, VoIP providers and wireline providers -- particularly once the development was more mature and there were a substantial number of potential customers available in the development. Cox began offering service -- and constructed substantial facilities to the remote development -- before there were any customers in the development.

RESPONDENT: Cox Legal