

J1.2 (PART 1/2)

DTE Energy



DTE Energy Way

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DTE Energy Way

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Table of Contents

| Section | Page |
|---|-----------|
| Introduction | 3 |
| Living Our Values | 3 |
| Core Values | 4 – 5 |
| The DTE Energy Way – How it applies | 5 |
| Employment Relationship | 5 – 6 |
| Violations and Discipline (<i>Reporting Misconduct, Investigating Reports, Issuing Discipline, Review and Intervention</i>) | 6 – 8 |
| Getting Help | 8 |
| Personal Conduct | 8 |
| Nondiscrimination and Equal Opportunity | 8 – 9 |
| Harassment (<i>Sexual Harassment, Examples of Harassment</i>) | 9 – 10 |
| Diversity | 10 – 11 |
| Performance | 11 |
| Personal Interests (<i>Conflict of Interest, Outside Activities, Financial Interests, Personal Relationships</i>) | 12 – 14 |
| Employee Privacy | 14 – 15 |
| Workplace Safety (<i>Safe Work Environment, Workplace Violence</i>) | 15 – 16 |
| Fitness for Duty | 17 |
| Protecting Company Assets | 18 |
| Authority | 18 |
| Property | 18 – 19 |
| Funds | 19 |
| Records | 19 – 20 |
| Time | 20 – 21 |
| Intellectual Property | 21 – 22 |
| Proprietary Property | 22 |
| Insider Information/Insider Trading | 22 - 23 |
| Computer Systems and Telecommunications | 23 - 24 |
| Affiliate Transactions | 24 |
| Reputation | 25 |
| Emergency Management | 25 – 26 |
| Relationships | 26 |
| Communication (<i>Internal Communication, External Communication</i>) | 26 – 27 |
| Public Safety | 27 |
| Corporate Citizenship (<i>Charitable Contributions, Community Involvement, Political Contributions</i>) | 27 – 29 |
| Customers (<i>Customer Service, Customer Privacy</i>) | 29 – 30 |
| Shareholders | 30 |
| Suppliers and Vendors | 30 |
| Entertainment, Gifts and Gratuities (<i>General, Entertainment, Gifts</i>) | 30 – 32 |
| Fair Competition | 32 |
| Competitive Information | 33 |
| Government | 33 |
| Environmental Protection | 34 |
| Definitions | 35 |



Introduction

Living Our Values is the Path to Success

DTE Energy is the parent or holding company for a number of subsidiary companies. The DTE Energy Way brings together, for all employees of DTE Energy and its subsidiary companies, the standards of conduct that guide our behavior, performance, and business relationships. These standards grew from our core values of Integrity, Respect, Customer Service, Safety, Learning, and Business Success.

The DTE Energy Way is organized into four parts: **Introduction, Personal Conduct, Protecting Company Assets, and Relationships.**

Introduction

This section provides information on how the DTE Energy Way applies to employees, the employment relationship between employees and their companies, our commitment to investigate and take action when violations occur, and how to get help. Our values of Integrity and Learning require that we honor our values and commitments by taking appropriate action and by learning from our experiences.

Personal Conduct

This part reflects our commitment to treating each other with respect and dignity, working with integrity, and working safely. Some of these standards are based in law, and others just make good sense. These standards will help us become the kind of employees we want to be.

Protecting Company Assets

This section addresses using our resources wisely and in accordance with ethical business practices and applicable laws. These standards embody the core values of Integrity, Business Success, and Learning.

Relationships

This portion describes how we interact with and treat our customers, communities, and other stakeholders. DTE Energy employees strive to embody the Customer Service value. The standards in this section are grounded in all our core values.

We believe that by following the standards contained in the DTE Energy Way, we will be living our core values. If alleged violations of our standards occur, we will appropriately investigate and, where needed, take action to effectively correct the situation and prevent recurrence. Thus, the DTE Energy Way will help us achieve our business goals and provide a supportive and rewarding work environment for us all.



DTE Energy Way

Our Core Values

Integrity - Honor our values and commitments

- We act with honor and integrity.
- We ensure that our actions are aligned with corporate values.
- We actively contribute through open and honest communication.
- We believe that how we achieve results is as important as the results themselves.

Respect - Treat everyone with dignity

- We respect the diversity and value of each person.
- We recognize and develop others' capabilities.
- We seek first to achieve understanding, and then we strive to be understood.
- We give and receive honest feedback with respect and compassion.

Customer Service - Deliver services and products that meet or exceed our customers' expectations

- We understand and strive to anticipate our customers' needs, externally and internally.
- We measure success by how well we meet and exceed our customers' expectations.
- We improve the quality of life in the communities we serve.
- We protect the environment.

Safety - Commit to performing our jobs in the safest manner possible

- We protect the safety of our customers, the general public and ourselves.
- We work together to continuously improve safety processes.
- We promote safety as a core value to others on and off the job.
- We take responsibility for our own personal safety, follow all safety-related rules and procedures, and remain mindful of the safety of others.

Learning - Build on our past and reach to the future

- We drive for continuous improvement; we refuse to accept the status quo.
- We strive to be innovative and creative.
- We learn from each other; we teach each other.
- We take prudent risks and learn from successes and mistakes.

Business Success - Commit to the strength and vibrancy of the enterprise

- We vigorously pursue sustained growth, profitability, and enhancement of our shareholders' investment.
- We establish and pursue clear, well-defined goals.
- We invest in the near-term with an eye toward long-term success.



DTE Energy Way

- We have an enterprise-wide focus and live a commitment to DTE Energy's success, recognizing that our company is larger than any one group.
- We will conduct our business in compliance with all applicable laws and regulations.

The DTE Energy Way - How It Applies

The DTE Energy Way was created to provide a broad range of information and guidance about the standards of integrity and business conduct that employees have a responsibility to understand and follow. It does not address every situation or set forth every rule or policy, nor is it a substitute for each employee's responsibility to exercise intelligence, common sense, and good judgment and to obtain guidance when needed.

The DTE Energy Way is supplemented by other policy documents such as enterprise-wide and specific company policies, procedures, programs, guidelines, standard work instructions, work rules, or collective bargaining agreements that apply to you or the DTE Energy subsidiary which employs you.

The DTE Energy Way is not a contract of employment between you and any DTE Energy company that employs you. The DTE Energy Way does not alter any of the provisions covered by a collective bargaining agreement. Where conflicts between the DTE Energy Way and a collective bargaining agreement occur, the collective bargaining agreement takes precedence.

In consultation with Corporate Human Resources, DTE Energy subsidiaries determine their own labor relations, employment, and other human resources policies on matters not covered by the DTE Energy Way.

The DTE Energy Way sets standards for all DTE Energy subsidiaries and their employees. If discrepancies are noted between the DTE Energy Way and your company's individual policies or procedures, please notify your leader or the Corporate Secretary.

It is an expectation that contractors, vendors, and consultants doing work for or on behalf of DTE Energy will perform that work consistent with the DTE Energy Way and other corporate and company policies.

The DTE Energy Way may be changed or eliminated without advance notice at any time by the DTE Energy Chairman and CEO.

DTE Energy retains the sole right to administer and interpret its policy documents and to determine to what extent they are applied in a particular case.

Employment Relationship

For employees who are not represented by a union, employment is by mutual consent, otherwise known as employment-at-will. The employee or the company may terminate the employment relationship at any time, without cause or advance notice. There is no fixed



DTE Energy Way

duration or fixed terms or conditions to the relationship. This relationship may not be modified except in writing by the DTE Energy Chairman and CEO.

For employees represented by a union, the employment relationship is as described in the applicable collective bargaining agreement

Violations and Discipline

DTE Energy employees are expected to act in an ethical manner and abide by applicable laws, regulations, professional standards, the DTE Energy Way, and any other policies applicable to them. Our high standards reflect our commitment to bring to life our core values of Respect, Integrity, Safety, Learning, Customer Service and Business Success. In particular, we are deeply committed to creating and sustaining a workplace where all employees are free from discrimination and harassment.

For these reasons, violations of any of our standards will result in action, from coaching to formal discipline up to and including termination. The appropriate company organization will conduct an investigation to determine whether a violation has occurred and, where appropriate, notify local law enforcement agencies. Civil litigation may be initiated where appropriate.

The following list of violations (though not all-inclusive) will likely result in termination, even on the first offense:

- **From the Harassment standards:**
 - Creating, displaying, or using hate group words or symbols on company business or company property
- **From the Workplace Safety standards:**
 - Unauthorized possession of firearms or other weapons on company business or company property
 - Physical assaults
 - Willful safety violations
- **From the Fitness for Duty standards:**
 - Possession, sale, use, manufacture, or distribution of illegal drugs on company business or company property
 - Being involved in an occupational accident or unsafe work act while unfit for duty, including vehicle accidents while driving a company vehicle, either on or off duty
- **From the Property standards:**
 - Theft of company, employee, or customer property, including theft of company funds through falsifying pay or business expense records
- **From the Time Standards:**
 - Absent, No Report, three consecutive days



DTE Energy Way

- **From the Funds Standards:**
 - Willfully, materially misstating financial statements

Reporting Misconduct

We will immediately report any known or suspected misconduct. Information resulting from company investigations is confidential and will be disclosed by the company only on a need-to-know basis.

We will not retaliate against anyone who reports known or suspected misconduct.

We will not make false reports.

We will report any suspected acts of retaliation against ourselves or others involved in reporting or investigating reports of misconduct.

Suspected violations should be reported immediately.

Investigating Reports

We will fully cooperate in any company investigation of misconduct or work-related matters.

If involved in an investigation, we will only disclose information about the investigation to those with a legitimate need to know.

We will not interfere with or obstruct an investigation, including misrepresenting facts or failing to disclose facts.

Issuing Discipline

We are subject to disciplinary action up to and including termination for violations of the law and company policies. Certain matters may be referred to legal authorities for investigation and potential prosecution in addition to being handled through the internal disciplinary process.

Leaders who condone or know of such violations by subordinates and do not report them, or fail to take appropriate corrective action, also may be disciplined up to and including termination.

The company may seek restitution from employees who have engaged in misconduct.

We will comply with regulations that specify sanctions for violations, such as Department of Transportation and Nuclear Regulatory Commission rules on fitness for duty.



DTE Energy Way

Review and Intervention

We provide a process for non-represented employees to seek review of discipline issued to them. Union-represented employees may seek review through the grievance procedure contained in their collective bargaining agreement.

A process for employees to obtain counseling or the assistance of an advisor to help them improve their compliance with company standards is available through Human Resources.

Getting Help

DTE Energy and its employees have an obligation to ensure that our actions reflect our core values and standards contained in the DTE Energy Way. Leaders have an additional responsibility to demonstrate ethical leadership and to promote a work environment that upholds DTE Energy's reputation for integrity and trust.

When we have questions about company standards or proper business conduct, we will seek guidance from our leaders or the appropriate organization.

Personal Conduct

Nondiscrimination and Equal Opportunity

At DTE Energy, we are committed to establishing and maintaining a workplace free from discrimination, where each of us has equal opportunity. DTE Energy policy, as well as federal, state, and local laws, prohibits unlawful discrimination.

Discrimination is the improper treatment of another person based on protected characteristics that have no proper bearing on the individual's ability to meet job requirements.

Employees who have a question, problem, concern or complaint related to discrimination or equal opportunity should contact Human Resources. Contacts with Human Resources will be treated confidentially and the company will only disclose information to those with a need to know.

We will investigate all complaints alleging discrimination, and we will not retaliate against individuals who file complaints of discrimination.

Equal Opportunity

DTE Energy provides equal opportunity for employment to all individuals without regard to sex, race, color, age, religion, height, weight, marital status, sexual orientation, or national origin. This commitment to equal opportunity extends to qualified disabled individuals and qualified disabled veterans and Vietnam-era veterans. Conditions and privileges of employment are administered to all employees without unlawful discrimination.



DTE Energy Way

Consistent with the principles of Affirmative Action in the workplace, DTE Energy strives to ensure that minorities and women are appropriately represented at all levels within its work force.

Our Standards

- We will not discriminate against employees or applicants for employment.
- We will support programs and initiatives to further our ongoing commitment to workforce diversity and equal opportunity, both in terms of employment opportunities and business relationships.
- We will make reasonable accommodation for employees and applicants as provided by law.
- We will only use facilities or sponsor events or memberships to facilities or organizations that do not have exclusionary membership policies.

Harassment

We are committed to maintaining an environment that is free from all forms of harassment. Such behavior demeans others and threatens our ability to create a workplace in which we can be productive. Harassment may also violate the law, result in substantial financial liability, and risk our company's reputation.

We will take responsibility for our own behavior and will not tolerate the actions of others that are inconsistent with a supportive and respectful environment. Harassment of fellow employees, customers, or others encountered while on the job is prohibited and will not be tolerated.

We will investigate all complaints alleging harassment, and we will not retaliate against individuals who file complaints of harassment.

Sexual Harassment

Sexual harassment is an infringement of an employee's right to work in an environment free from unlawful sexual pressures. Sexual harassment includes any unwelcome sexual attention, sexual advances; requests for sexual favors; or other verbal, visual, or physical conduct of a sexual nature when:

- Submission to the conduct is either an explicit or implicit term or condition of employment.
- Submission to or rejection of the conduct is used as a basis for an employment decision affecting the person involved.
- The conduct has the purpose or effect of unreasonably interfering with the individual's work performance, or of creating an intimidating, hostile, or offensive work environment.



DTE Energy Way

Examples of Harassment

Following are some examples of sexual harassment and other forms of behavior on company business and/or company property that may be considered offensive and a violation of these standards:

- Unwelcome sexual advances or flirtations
- Verbal abuse of a sexual nature
- Sexual activity on company property or company time
- Inappropriate touching
- Graphic verbal commentaries about an individual's body
- Sexually degrading words used to describe an individual, including sexual nicknames
- Display in the workplace of sexually suggestive objects, pictures, videos, or cartoons, or inappropriate Internet sites
- Creating a hostile environment through the use or toleration of offensive words, jokes, depictions, or threats
- Offensive slurs, such as those related to race, ethnicity, national origin, or sexual orientation
- Creating, displaying, or using hate group words or symbols
- Posting derogatory material
- Circulating or collecting demeaning materials
- Ridiculing based on physical appearance or characteristics

Our Standards

- We will be respectful of each other, including customers and others we encounter in our jobs.
- We will not participate in any activity that ridicules, belittles, intimidates, or otherwise demeans others.
- We will not engage in any form of sexual harassment. We will report immediately any instances of actual or potential harassment that we witness, or have knowledge of, to our leader or Human Resources.
- We will not retaliate against individuals who file complaints of harassment of any kind.

Diversity

DTE Energy provides and supports an environment that fosters diversity based on distinguishing characteristics such as national origin, gender, union affiliation, culture, race, education, sexual orientation, color, lifestyle, military status, physical ability, family responsibilities, socioeconomic status, age, religion, marital status, ethnicity, or any other distinguishing characteristics.

We are committed to a culture and climate where individuals can achieve their maximum potential while contributing to the company's success. We will work in the spirit of diversity while serving our customers and meeting our changing business needs. We will provide opportunities for learning about diversity and increasing awareness of diversity principles.



DTE Energy Way

Our Standards

- We will treat employees, customers, suppliers, and all with whom we come into contact with dignity and respect.
- We will recognize the unique contributions of all individuals.
- We will seek opportunities to be the energy provider of choice to, and to understand the needs of, our diverse communities.
- We will partner with suppliers and vendors who exhibit behaviors consistent with our diversity principles.

Performance

Business results are absolutely critical to DTE Energy's success. But business results alone are not a sufficient measure of an individual's performance. How we accomplish those business results is just as important as what we accomplish. Employees are responsible and held accountable for meeting performance expectations and for achieving desired results while living our core values and complying with the standards in the DTE Energy Way.

Leaders are responsible for setting expectations for their employees, periodically evaluating employee performance, evaluating results achieved, providing feedback, and rewarding and/or recognizing good performance. Leaders will offer training and counseling to help employees reach a good balance between people and business skills.

Leaders are also responsible for establishing work rules or standards governing their day-to-day operations. Some examples are the attendance guidelines, rules for calling in when absent, personal appearance standards appropriate to the workplace, workspace appearance standards, and other rules about how work is scheduled and accomplished safely and effectively.

Our Standards

- We will strive to meet or exceed performance expectations.
- We will comply with work rules and other standards established by our leaders and, where applicable, collective bargaining agreements.
- We will not operate lotteries or gamble (in any form) on company time or using company resources.

Indemnification

If an employee becomes involved in a legal matter arising out of employment at DTE Energy or its subsidiaries, the company will provide or select legal counsel and indemnify that employee, if, in the opinion of the General Counsel:

- The employee was acting in good faith and within the scope of the job responsibilities.
- Legal counsel and/or indemnification is not otherwise available to the employee.



DTE Energy Way

Personal Interests

We encourage employees to be involved in activities and personal interests outside of work responsibilities. At the same time, we should always take care that such involvements do not inappropriately impact our work responsibilities or compromise our ability to make sound, impartial, and objective business decisions. Such conflicts of interest can cause our work to suffer, and lead to poor quality of service.

Our Standards

- We will act in the best interests of our customers, other business partners, and DTE Energy.
- We will avoid improper influence, or even the appearance of improper influence, by non-business considerations.
- We will act with integrity, including being honest and candid while still maintaining the confidentiality of company information.
- We will observe applicable governmental laws, rules, and regulations, as well as the company's policies and procedures.
- We will comply with the requirements of applicable accounting and auditing standards.
- We will not seek competitive advantage through unlawful or unethical business practices.
- We will avoid conflicts of interest.
- We will not be involved, directly or indirectly, in any business transaction in which we have a personal conflict of interest with DTE Energy or its subsidiaries (including, but not limited to, suppliers and vendors).
- We will adhere to honest and ethical conduct, including ethical handling of actual or potential conflicts of interest between personal and professional relationships.

Conflict of Interest

A conflict of interest may arise when an individual's private interest interferes in any way, or even appears to interfere, with the interests of the company as a whole. Examples of private interests include, but are not limited to, outside activities, financial or other business interests, personal or charitable relationships, and political interests or offices.

A conflict situation may arise when an employee takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest may also arise if an employee, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position with the company.

An employee may not be involved in a business transaction in which the employee has a conflict of interest with the company. Anything that could present a conflict of interest for an employee may also present a conflict of interest if it is related to a member of that employee's immediate family.



DTE Energy Way

Because potential conflicts of interest may not always be clear cut, any material transaction or relationship that involves, or may involve, a conflict of interest or potential conflict of interest with the Company should be disclosed promptly to the employee's Leader.

Examples of conflicts of interest include, but are not limited to:

- Having a significant investment in or ownership of a business that is a competitor, supplier, or joint venture partner to DTE Energy.
- Using company resources such as property, time, funds, information, records, intellectual or proprietary information, computer software, or our company name for outside activities or to perform another job without management approval.
- Representing oneself as performing work for the company while performing another job outside the company.
- Giving or receiving cash of any amount from suppliers or customers.
- Giving or receiving gifts greater than nominal value (more than \$75) or accepting loans from suppliers or customers (except banks in the ordinary course of business) including frequently providing or accepting meals or entertainment from suppliers or customers.

Outside Activities

Our Standards

- To avoid possible conflicts of interest, we will exercise care in consulting with or aiding a company or organization that is a competitor to DTE Energy in the same lines of business, including energy generation, distribution, transmission, marketing, or energy-related services, or any other line of business in which DTE Energy is engaged or actively seeking to enter.
- We will not use company resources (such as property, time, funds, information, records, intellectual or proprietary information, computer software, or our company name) for outside activities without appropriate management approval.
- If we hold a public office, either appointed or elected, we will not participate in any discussion, vote, or decision-making process that involves the interests of DTE Energy or its competitors. When such situations arise, we will disclose the conflict and remove ourselves from the discussion and final decision.
- We will receive approval from our leader before serving as a director, manager, or member of a board or committee of any business where there may appear to be a conflict of interest.
- We will not misrepresent ourselves as DTE Energy employees when performing outside work.



DTE Energy Way

Financial Interests

Our Standards

- We will not offer or accept personal loans or other guarantees, or loan preferences/discounts not offered widely, to or from suppliers or competitors of DTE Energy.
- We will not use company funds to make company contributions to political parties or causes except where permitted by law and company policy.
- We will not use company resources to financially support political organizations or causes that are not supported by the company.
- We will not purchase or sell company securities based on insider information.
- We will not disburse corporate funds for purposes different than those recorded.

Personal Relationships

Our Standards

- We will avoid inappropriate reporting relationships and will not directly or indirectly supervise or report to persons with whom we have a family or close personal relationship. If this situation develops, we will immediately disclose the matter to Human Resources for review and appropriate action.
- We will also reasonably separate those with whom we have a family or close personal relationship from our influence in areas of job assignments, performance evaluations, promotions, compensation decisions, and hiring practices.
- We will not be involved, directly or indirectly, in any company transaction or account that directly involves someone with whom we have a family or close personal relationship or outside business relationship.

Employee Privacy

As employees, we will respect each other's privacy. We have a responsibility not to engage in behavior that runs contrary to our commitment to maintain a workplace of mutual consideration and which could inhibit us from effectively working together.

From time to time, the company may conduct service-quality observations for training, re-training, supervisory assistance, or service measurement. Such observations are conducted in full compliance with state and federal laws.

At certain times, it is necessary to search employee workspaces for the safety and protection of other employees and the company and its assets, and to investigate possible violations of company policy or law.

- DTE Energy retains the right to search any and all company property at any time, including, but not limited to, offices, desks, lockers, vehicles, e-mail, voice mail, DTE Energy phone usage records, and computer files. This applies also to company property



DTE Energy Way

located off-premises, such as company property used by employees who work in telecommuting jobs.

- DTE Energy also retains the right to search all persons, parcels, and vehicles on company property.
- To safeguard our employees and corporate information, DTE Energy prohibits the unauthorized use of video, photographic, and audio recording equipment on company premises.

DTE Energy is not normally concerned with conduct off the job, unless it impairs an employee's performance on the job, or affects the reputation or business interests of the company.

Our Standards

- We will access or otherwise use our records on employees only for legitimate business needs.
- We will disclose employee information only when specifically authorized to do so by management and only to authorized persons having a legitimate need to know under DTE Energy policies or applicable law.
- We will gather and retain only that information regarding employees that is relevant for business purposes.

Workplace Safety

Our health and safety and the health and safety of our customers, suppliers, contractors and all other visitors are a priority at DTE Energy. We should always be concerned about the impact of company operations on our daily activities, and never put ourselves or others in situations of unnecessary risk. Safety comes first.

Safe Work Environment

Employees should immediately report actual or potential unsafe or hazardous conditions to their leaders for appropriate action. Where unsafe conditions have been previously reported and have gone uncorrected, employees should contact Corporate Safety for personal hazards or Environmental Protection for environmental hazards.

DTE Energy will cooperate with government health and safety officials in their reviews of company facilities and operations. If approached by anyone requesting such a review, immediately contact your local safety or legal organization for assistance.

Our Standards

- For our personal safety, as well as the safety of others, employees are expected to wear their employee badges at all times, unless prevented by safety considerations.
- No job we do, nor service we perform, is so urgent that we cannot take the time to perform each aspect of the job safely.
- We will adhere to all of our company's protective tagging system rules.



DTE Energy Way

- We will follow all of our company's safety procedures for the use of tools, equipment, and working environments. We will not perform tasks using equipment for which we are not trained, nor assign others to use such equipment for which they have not been trained.
- We will look out for each other, especially visitors and new employees who may not be familiar with DTE Energy's safety practices, and if necessary, remind them about safety rules.
- We will use appropriate personal protective equipment provided by our company according to defined procedures.
- We will follow all laws and our company's standards regarding vehicle operation and traffic safety. When possession of a driver's license is a requirement for the job, the loss (suspended, revoked, or CDL disqualified) of such license must be reported to the appropriate leader by the end of the next business day.
- We will wear seat belts when operating or riding in any motorized vehicle equipped with seat belts, on or off the road, while on company business.
- We will properly handle, store, and use hazardous substances according to our company's procedures, Material Safety Data Sheets (MSDS), and applicable law. We will understand the hazards of chemicals we use.
- We are a smoke-free company.
- We will immediately report all accidents, particularly those involving physical injury, as required by law and company policy.

Workplace Violence

DTE Energy's security organizations - working with organizations throughout the company - have implemented security practices for the protection of employees. These include responding to, investigating, and where appropriate, pursuing criminal prosecution, for incidents involving illegal acts, public liability and serious injury, threats, and workplace violence, including domestic violence that spills into the workplace.

Our Standards

- We will not make threats of physical harm or violence or engage in any other actions that are threatening or hostile in nature.
- We will not engage in any assaults, hostile physical contact, or physical intimidation.
- We will not use any tool, supply, or other resource in a manner that implies it is a weapon.
- We will not carry weapons onto company property, in company vehicles, or while conducting company business, even if we have a permit or license to carry them. Only the DTE Energy Chief Security Officer can authorize employees to carry weapons on company property or on company business.



DTE Energy Way

Fitness for Duty

DTE Energy expects its employees to be fit for duty when at work. Physical and emotional fitness assure that we can perform the requirements of our job without risk to ourselves or others. Violations can threaten our company's reputation and result in criminal prosecution.

The criteria for determining whether an employee is fit for duty are based on applicable regulations and policies.

- Employees who are not fit for duty will not be allowed to work.
- Employees who, for reasons other than substance abuse, are medically restricted may receive reasonable accommodation.

Random drug and alcohol tests are required for senior management employees and for other employees when required by their company's policies.

Drug and alcohol testing is required for employees involved in a work-related accident, employees who exhibit signs of substance abuse or aberrant behavior, and employees who are involved in an incident resulting in damage to company property.

DTE Energy encourages early identification of employees whose performance is affected by medical or personal problems and assists them in obtaining professional treatment through an Employee Assistance Program.

Our Standards

- We will not work, or report to work, unfit for duty because of the use of alcohol, illegal drugs, or controlled substances.
- We will not drive while unfit for duty, whether driving a company vehicle on or off duty or driving a personal vehicle on company business.
- We will not consume or be under the influence of alcohol while conducting company business. Where company business is conducted in conjunction with an after-hours social function, alcohol consumption in moderation is permissible.
- Alcoholic beverages may be served on company property at after-hours company events with approval from the appropriate officer.
- We will inform Disability Case Management or the designated medical personnel for our specific company when we are taking any prescription or nonprescription medication that may impair our ability to perform our jobs or put ourselves or others at risk.
- We will not sell, possess, use, manufacture, or distribute any (a) illegal drugs or (b) controlled substances without a prescription, while on company business or on company property.



Protecting Company Assets

Authority

DTE Energy empowers employees with the authority to commit company resources necessary to perform their jobs. All expenditures made in the performance of assigned duties must be made in accordance with company policies.

This authority is intended for use within the employee's area of responsibility and within budget constraints, and must be in compliance with company policy and organizational guidelines.

Organizations determine the extent to which documents they initiate or process are properly authorized, and that signatures, when present, are authentic. Electronic signatures may be used with appropriate controls.

Our Standards

- We will exercise our authority with care and in compliance with company policy.
- We will not approve our own expenses or those of employees who are family members or residents of our household.
- We will be vigilant about shareholder value and will only spend money where there is a justified business case.

Property

Shareholders trust us with properly acquiring, handling, and disposing of company property, and maximizing return on assets. How we use and care for such property also affects the prices that we charge our customers, and ultimately, our financial success. Therefore, we have a direct interest in ensuring that we, and all others, make wise use of our company assets and properly safeguard them.

Some examples of property include real estate, power generation and energy delivery facilities, gas storage and delivery facilities, equipment, supplies, tools, inventory, funds, computer systems and equipment, computer software, vehicles, records or reports, proprietary information, intellectual or other sensitive materials, and e-mail or voice mail communications.

Each company facility has specific assigned responsibilities for implementing appropriate safety, security, access control, fire protection, and other emergency preparedness and response practices (see Emergency Management).

Our Standards

- We will not take, use, sell, borrow, loan, give away, intentionally damage, sabotage, destroy or otherwise dispose of company property, regardless of condition or value,



DTE Energy Way

without specific authorization. This includes unauthorized use of electricity or gas for ourselves or others.

- We will protect company property from actual or potential theft, improper use, misuse, damage, or sabotage, and follow procedures designed for the protection of company property.
- We will only use company property for personal or other outside activities as allowed by company policy or with authorization from our leader, and we shall not operate a personal business enterprise with company resources.
- We are obligated to identify and properly dispose of unused or underutilized assets.

Funds

How we treat company funds has a direct impact on our overall financial success. Proper handling and safeguarding of such funds provides us with greater resources to achieve our objectives and helps prevent misuse and theft. We will treat company funds as we would our own, handling them prudently and working in an ethical manner to get the best value in exchange for them.

Company funds are any documents or records that have financial value or are equivalent to documents or records with financial value. Some examples are currency, checks, vouchers, credit or other charge cards, receivables, payables, money orders, postage, bills, benefit enrollment forms, reimbursement claims, estimates, paychecks, expense reimbursements, and invoices.

Our Standards

- We will safeguard all funds and abide by company policies designed for their security.
- We will strive to ensure that the company receives good value from company funds or personal funds that will be reimbursed.
- We will be accurate and honest in preparing records of funds and related transactions. We will also ensure that records prepared for our approval are accurate, honest, and timely, and that the use of company funds is appropriate and proper.
- We will not use company funds for personal use or for company business that is not approved.
- We will adhere to company policies and guidelines on proper accounting and expense reimbursement.

Records

The information we record tells us how we are performing - and this keeps us in business. Complete, accurate, and honest records help us stay compliant with regulations, understand our business performance, identify marketplace strategies, and record transactions that are ultimately compiled into our financial statements or other company records. These records also demonstrate our efforts to conduct our business with integrity and consideration for our many stakeholders. Various laws impose stringent penalties for misuse, improper recording, and omission of certain information in company records.



DTE Energy Way

Company records are defined as all data and knowledge purchased, produced, acquired, reported or otherwise used by the company. This includes information developed by employees while on company time or engaged in company business. Some examples are reports, timesheets, invoices, payroll and service records, customer records, proprietary data or confidential information, nuclear safeguards information, engineering design documents, measurement and performance records, and other essential data, whether in computer files, on paper, or on other media.

Our Standards

- We will prepare company records with accuracy and honesty.
- We will not knowingly prepare or submit a false or misleading report or record. We will report to our management any improper or false information of which we become aware.
- We will not alter company records without proper authorization.
- We will create or prepare company records that comply with federal, state, and local laws.
- We will retain company records according to applicable laws and company policies and as necessary for business purposes. We will not maintain corporate records beyond the retention period established within the appropriate corporate record retention schedules and company policy.
- We will provide appropriate confidentiality and protection of all proprietary and/or personal records and information we handle related to employees, customers, suppliers, or our other partners, only allowing access to specifically authorized personnel for authorized purposes.
- We will advise customers and suppliers of any clerical or accounting errors, as they become known, and we will make prompt correction of errors through credits, refunds, or other mutually acceptable means.

Time

Efficient use and proper recording of our work time is important to meeting our obligations to each other, our customers, and our shareholders. Accurate timekeeping will allow the company to understand its proper cost structure, which contributes to profitability and ultimately the price we need to charge our customers. By making the best use of our time and not allowing outside interests to interfere with our time on the job, we further ensure our success in an increasingly challenging marketplace.

Company time is that time we spend on the job, traveling on business, conducting business activities, or otherwise representing the company.

Where it makes good business sense, DTE Energy supports the use of alternative work schedules and/or locations. Because of impacts on benefits, holiday scheduling, and the work of others in the group, agreements for alternative work schedules/locations require approval of management.



DTE Energy Way

Our Standards

- We will use work time productively and effectively and be on the job when scheduled.
- We will record our work time carefully and accurately.
- We will follow our departmental policies regarding work time schedules.
- We will not ask fellow employees to use their work time for non-business purposes.
- We will promote workplace flexibility to strive to maintain work/life balance while meeting company objectives.

Intellectual Property

Our ideas, inventions, concepts, and other information we produce are important assets to our company. These are central in developing new products and attracting new business opportunities. When we do not identify or otherwise protect this intellectual property, we risk losing our exclusive rights to it and the competitive advantages it offers. In addition to protecting the intellectual property of DTE Energy, we will also afford this same respect to the intellectual property of others.

Some examples of intellectual property we want to protect from disclosure are unpatented technology, trade secrets, and other confidential information. Some examples of intellectual property we want to protect because we want to disclose it are trademarks, service marks, patented technology, and copyrighted information.

Our Standards

- We will protect the undisclosed intellectual property of DTE Energy by avoiding any inappropriate or unauthorized disclosures of unpatented technology, trade secrets, or other confidential information.
- We will use and enforce confidentiality agreements with third parties to protect our undisclosed intellectual property when it is necessary to share that information with another party.
- We will protect trademarks or service marks from illegal or other misuse by ensuring trademarks or service marks are identified as trademarks (TM), service marks (sm), or, if a registered trademark or service mark by (®). Copyrighted materials will be marked with "© (year) DTE Energy Company," and patented items will be identified.
- We will disclose to management any intellectual property (for example, software program, technical development) developed on company time or using company resources (including proprietary information) so the company can seek to protect it.
- We will assist the company in obtaining any appropriate patent, copyright, trademark, or service mark protection for the intellectual property of the company.
- We will respect the ownership of the intellectual property of others by properly using their trademarks; by not copying, distributing, or modifying third-party copyrighted materials, documents, or computer programs without permission; and by not violating patent rights of third parties.
- We will honor the confidentiality agreements we have with third parties to protect their confidential information.



DTE Energy Way

- We will follow company policies and all applicable rules and laws regarding intellectual property.

Proprietary Information

Like other intellectual property rights, proprietary information plays a key role in our business strategies. Much of the information developed or held by DTE Energy is proprietary and must be protected from unauthorized disclosure and unauthorized use. Carefully handling and safeguarding such information is critical to maintaining a competitive advantage and future opportunities.

Proprietary information consists of any information owned or controlled by the company and/or its subsidiaries that has actual or potential economic value to us; would be of value to our competitors if disclosed; or is generally not known to the public and must not be disclosed as a matter of DTE Energy policy.

Some examples of proprietary information are devices, programs, methods, techniques, discoveries, inventions, research, customer and employee information, business and marketing plans, sales and marketing data, financial and operating data, and planned outage schedules.

We will not distribute proprietary information to third parties without a written non-disclosure agreement that has legal and leader approval.

Employees leaving the company shall not take any proprietary information with them.

Our Standards

- We will properly label, handle, and secure all proprietary information.
- We will obtain and/or use a competitor's proprietary information only when it is made public, obtained legally, or its acquisition is authorized in writing by the competitor.
- We will adhere to applicable laws and regulations governing information disclosure among DTE Energy companies.

Inside Information/Insider Trading

A certain type of information, called "inside" information, has an important role in our business. With it, we are able to consider various business opportunities and their potential benefits. However, inappropriately using or releasing inside information can have negative effects on our company strategy. Such actions can destroy advantageous business dealings and deprive us of valuable opportunities to improve our services to customers. Further, federal law and Securities and Exchange Commission regulations make it illegal to buy or sell securities on the basis of inside information, or pass inside information on to others who may buy or sell securities.

Inside information is material nonpublic information that could influence an investor's decision to buy, sell or otherwise trade securities of the relevant company (for example, exercise stock options). Some examples are not-yet-announced information about judicial or regulatory



DTE Energy Way

decisions, dividend declarations, plans to issue or buy back securities, earnings announcements, pending acquisitions, joint venture and contract negotiations, and knowledge of potential DTE Energy transactions with other companies that are not yet publicly disclosed.

Our Standards

- We will not disclose inside information that concerns DTE Energy or any other company to parties, including employees, who do not have a legitimate business need to know.
- We will use caution when discussing material inside information in public places or anywhere else where our conversations can be overheard. Cellular phones are not considered secure for discussing inside information.
- Even when public announcements are made pertaining to inside information, we will not disclose information we know is still confidential.
- We will not trade in the securities of DTE Energy or any other company on the basis of inside information. We will not pass on inside information to others who may buy or sell securities.

Computer Systems and Telecommunications

DTE Energy telecommunications and computer systems are vital to the operation of our business. Our success is directly related to how we effectively use and properly safeguard these systems.

Some more specific examples of these systems are company telephones, voice mail, e-mail, Intranet/Internet accounts, fax machines, pagers, desktop computers, computer systems and networks, information used to access our networks, such as passwords and IDs, portable computer devices, and building access keycards.

Although company telecommunications and computer systems are intended to be used solely for business purposes, occasional personal use (for example, personal phone calls, voice mail messages, and e-mail) is permissible as long as such use does not:

- Interfere with our work responsibilities or normal business operations.
- Involve personal outside business and/or other organizations and activities such as soliciting or promoting personal commercial ventures or political or religious causes.
- Lead to unreasonable costs to the company.
- Violate our core values or the standards contained in the DTE Energy Way or any other DTE Energy policies.

The use of company telecommunications and computer systems may be monitored or accessed by management to ensure the integrity of the technology and to detect unauthorized access or use, and for other business purposes.



DTE Energy Way

Our Standards

- We will maintain the confidentiality and integrity of our telecommunications and computer systems, passwords, access codes, and other related company technologies and data. We will not access or use these technologies without proper authorization or for unauthorized purposes.
- We will use company telecommunications and computer systems in a responsible manner and never in any way that may be disruptive, cause offense to others, harm morale, or that in the judgment of DTE Energy, encourages or permits a hostile work environment.
- We will never use company telecommunications and computer systems to engage in activities that are illegal or violate company policies, and never use the Internet or similar services in ways that would lead to liability, embarrassment, or loss of credibility or reputation to DTE Energy.
- We will introduce only accurate and truthful data in our telecommunications and computer systems.
- We will only acquire, use, alter, dispose of, or destroy data or electronic files with proper authorization.
- We will not access company computer information (for example, customer or personnel records) without specific authorization and a legitimate business purpose.
- We will appropriately protect company information being communicated over public (such as the Internet) or internal networks to avoid possible compromise of proprietary and/or confidential communication.
- We will only use approved and properly licensed software programs, and we will only use public domain software with management approval
- We will log off computer systems, lock screens, or take other precautions to ensure their security in our absence.

Affiliate Transactions

Transactions between DTE Energy companies should be consistent with internal policies and applicable laws and regulations. Affiliate-to-affiliate transactions should be conducted in a good faith, business-like manner with contracts or agreements for any sales or transfers of any products, goods, or services.

Our Standards

- We will accurately report and document time and expense charges related to inter-company transactions and ensure such charges comply with various legal and company standards and accounting requirements.
- It is the responsibility of all employees to be aware of and to comply with the codes of conduct and standards of conduct that apply to their work activity.



DTE Energy Way

Reputation

DTE Energy's brands and reputation are valuable assets. DTE Energy will manage its branding activity to build maximum long-term value.

Corporate Communications acts as the company's steward of all brand-related strategy, and evaluates communications or initiatives for appropriateness to the character or strategy of any company brand.

Our Standards

- We will seek approval from Corporate Communications before using DTE Energy's name or our connection with the company in any endorsements, testimonials, or other promotional activities.
- We will ensure that anything we say or write unrelated to our business activities is not identified as belonging to or representing the view of DTE Energy.

Emergency Management

DTE Energy is committed to develop, implement, exercise, and maintain risk-based procedures and plans that will prevent or minimize the impact of an emergency on personnel, business facilities, business operations, and customer service.

DTE Energy organizations are responsible for conducting risk and business impact analyses and, based on the results, developing, exercising, maintaining, and executing:

- Site emergency response plans that address the safety of personnel and the protection of property during actual or potential emergencies
- Business continuity plans that address preventing business disruptions, the resumption of business operations, and the restoration of business facilities after an emergency
- Corporate emergency operations plans that coordinate the organization's response to major emergencies

We will fulfill our roles as good corporate citizens as well as owners and operators of critical infrastructures, by working closely with local, state, and federal emergency management agencies. Corporate Security and Investigations will maintain a corporate program that establishes standards based upon state and federal requirements and industry best practices and assist corporate management in monitoring and maintaining compliance.

Where possible, DTE Energy subsidiaries help each other respond to and recover from catastrophic emergencies or disasters.



DTE Energy Way

Our Standards

- We will be prepared to perform our emergency assignments when needed, keep our training requirements up to date, and respond when requested.

Relationships

Communication

DTE Energy is committed to using effective communication to build good relationships with shareholders, customers, employees, and the general public. Communication will always be truthful, timely, compliant with legal and regulatory requirements, and consistent with DTE Energy's core values.

Internal Communication

A two-way flow of information is encouraged and expected, subject to affiliate rules and codes of conduct. Ideas and information should flow between and among employees and organizations at all levels to enhance understanding and further achievement of business objectives.

Leaders are expected to use regular meetings, written communication, and other appropriate vehicles to ensure employees are informed about the company's plans and results, as well as issues affecting them as individuals.

We use a variety of communication vehicles to help all employees know our business and how they contribute to our success. However, these vehicles are not intended to replace face-to-face dialogue, which is desirable and essential at all levels, throughout the organizations. Electronic communications are preferred over printed communications where practical and appropriate.

External Communication

The company is forthcoming in providing information to the media and other interested parties seeking information about the company. However, care must be exercised both to protect the privacy of employees and customers, and to avoid disclosing proprietary or confidential information. For that reason, all communication with the news media is managed by Corporate Communications.

When formal communications other than press releases, such as presentations, speeches, and brochures, are developed that impact corporate messaging, brand, and reputation, they must be approved by the appropriate company officer and Corporate Communications.



DTE Energy Way

Our Standards

- We will be open and honest in our communications.
- We will refer all requests for information from the news media to Corporate Communications, Media Relations area for response.

Public Safety

DTE Energy is committed to operating its facilities in a manner consistent with public safety. We will evaluate equipment, stay abreast of research regarding the potential hazards of electric and gas utility operations, and take appropriate actions. Each organization is responsible for equipment and property under its jurisdiction and for taking appropriate actions regarding public safety. Safety comes first.

DTE Energy develops public safety programs to raise the level of awareness of the general public, civil response groups, and special interest groups so they recognize the dangers of coming into contact with energized equipment and the hazards of natural gas and carbon monoxide.

Our Standards

- We will operate our business with consideration for public safety.
- We will immediately endeavor to make conditions safe and then report public safety incidents such as a personal injury to a member of the public, equipment damage, or an emergency that might endanger lives or interrupt service. If it's unclear where to make the report, call Corporate Security and Investigations.

Corporate Citizenship

Charitable Contributions

DTE Energy and its employees have a long history of commitment to the communities in which we live and work. We carry out that commitment by contributing financial, human, and material resources to community causes. The communities, the general public, and DTE Energy all benefit from such contributions.

These contributions support our commitment to increasing both customer and shareholder value because they strengthen the quality of life and support social and economic progress and stability.

Contributions are managed by the DTE Energy Foundation, which is a separate legal entity from DTE Energy. All contributions of cash or materials should be made with the approval of an officer of the DTE Energy Foundation or by the Foundation Board of Directors.



DTE Energy Way

Organizations may approve their own contributions of in-kind services (such as time and labor, printing, mailing, design services, or photography) and/or small donations if they are consistent with company community involvement priorities, company policy, and in support of community projects that clearly support company goals and help build business relationships while benefiting the community.

Our Standards

- We will follow company policy and procedures for requesting or making contributions.

Community Involvement

Voluntary service is an honored tradition at DTE Energy. Our employees have helped build this tradition, contributing their own skills and time to address a wide range of community needs.

Most non-profit organizations expect volunteers and board members to donate both time and money to their cause. Our employees are free to donate their personal time and money as they desire, but under no circumstances may anyone make an implied or explicit commitment of company resources, either cash or non-cash, without prior written approval of an Officer of the DTE Energy Foundation, or the written consent of the DTE Energy Foundation Board of Directors.

Our Standards

- We will conduct all volunteer activities on our own time unless given approval by our leader.

Political Contributions

DTE Energy engages actively in the government process as a good corporate citizen. Employees are also encouraged, as individuals, to take an active interest in local, state, and national government and to participate in political activities consistent with applicable law, including making personal contributions in support of candidates or political organizations of their choice.

Laws regulate the way in which political activities can be conducted and failure to abide by these laws could result in severe penalties.

DTE Energy administers political action committees (PACs) that accept voluntary contributions from those who wish to support the political process in a way that identifies with DTE Energy. Employee participation or non-participation in the DTE Energy PAC is voluntary and will not impact the terms or conditions of an employee's employment.



DTE Energy Way

Our Standards

- We will only make payments of company funds to any political party, candidate, or campaign if permitted under applicable law and approved in advance by the appropriate legal organization. Employees who distribute company funds to support candidates or political parties will comply with federal and state laws and regulations governing these activities.
- We will not use company funds, time, equipment, supplies, or facilities when making personal political contributions in support of candidates or political organizations.
- We will ensure that when we speak out on public issues, we do not give the appearance that we are speaking out or acting on DTE Energy's behalf unless we have specific authorization to do so.

Customers

Customer Service

Customers are the key to the success of DTE Energy. It is the customer's view of the value we provide that determines whether they want to use the products and services DTE Energy provides. We will constantly monitor what our customers value and evaluate our performance and cost in delivering that value.

Regardless of our responsibilities, we all ultimately impact the delivery of superior customer value. Thousands of times each day, employees help shape the opinions of our customers. Any interaction an external customer has with a DTE Energy employee influences that customer's perception of the company. These interactions can occur on the job or during off-hours and are called "moments of truth." For example, we can refer inquiries from friends and neighbors about energy services to the appropriate Customer Inquiry/Concern hotline.

Customer Privacy

Our customers have come to trust us with their account information, records, and energy usage data. DTE Energy treats customer data as confidential. We will not release customer private information to third parties except when legally required, in the course of an investigation, or when the third party is performing services on behalf of the company and, where required, has agreed to non-disclosure.

Our Standards

- We will treat our customers with dignity and respect, and strive to provide superior customer service.
- We will only use the information we receive about our customers for legitimate DTE Energy business purposes.
- We will only access a customer account, record, or report when we have an authorized business or emergency response purpose for doing so.



DTE Energy Way

- We will strictly adhere to any applicable laws or regulations governing information sharing among DTE Energy companies.

Shareholders

Shareholders, as owners of our company, expect regular cash dividends and increases in the value of their shares. To meet this obligation to our shareholders, we are committed to earning an acceptable return by properly utilizing the company's human and physical resources and prudently managing costs.

Our Standards

- We will treat our shareholders with dignity and respect.
- We will comply with the Securities and Exchange Commission and applicable stock exchange rules, DTE Energy internal controls, and other regulations related to stock transfers and other transactions, which include rules related to insider trading.

Suppliers and Vendors

DTE Energy suppliers, consultants, agents, and other representatives are important to our overall success and, as such, are considered valued business partners. We can ensure that we receive fair and competitive prices and quality services by maintaining our objectivity in their selection and by building relationships based upon integrity and trust. We retain good suppliers by showing them the consideration we wish to be shown ourselves.

Our Standards

- We will review and follow company sourcing and related policies and seek appropriate guidance before engaging a supplier, consultant, agent, or other representative.
- We will ensure that the company has a written agreement defining the exact nature of the relationship with a consultant.
- We will work with our suppliers, consultants, agents, and other representatives to ensure that they act in a manner consistent with our company values, business conduct standards, and any applicable laws and regulations and policies while conducting our business.

Entertainment, Gifts and Gratuities

The occasional exchange of business courtesies such as modest gifts, meals and entertainment is a common practice meant to create goodwill and establish trust in business relationships. Such courtesies must not adversely affect our objectivity and decision making, nor should we use this practice to place undue influence on our customers, suppliers, or business partners.

The occasional exchange of entertainment that is moderate and gifts of nominal value (\$75 or less) may be appropriate.



DTE Energy Way

Our Standards

- We will not solicit for personal gain any entertainment, gifts, or gratuities from anyone with whom we do business.
- When involved in bidding or the placement of a contract or purchase order, we are prohibited from accepting entertainment, gifts, or gratuities that could influence, or be perceived to influence, our purchasing decisions. Ordinary business meals are acceptable if they are part of a business meeting.
- We will strive to know our customers' policies concerning their acceptance of business courtesies and, once known, will ensure our offers do not compromise their standards.
- We will communicate our standards regarding business courtesies to our suppliers in a timely manner.
- When we have business dealings with government officials, we will know and abide by both their standards and ours for exchanging business courtesies.
- We will accurately disclose to our leader when we receive gifts or entertainment, beyond normal business meals, from our suppliers, customers, competitors, or joint venture partners.

Entertainment

Acceptable forms of entertainment include infrequent, moderate hospitality such as meals, charity events, sporting events, holiday gatherings or other celebrations, gift baskets, plays, concerts, or other cultural events.

Unacceptable forms of entertainment include gambling expenses or sexually explicit entertainment.

There may be instances where a customer or supplier has arranged for payment of expenses incurred by an employee for attending a conference, meeting, or event that they sponsor. Where it is impractical for the customer or supplier to bill the employee or accept payment from the employee, the expenses may be covered by the customer or supplier with appropriate documentation by the employee and approval from the appropriate officer.

Our Standards

- If there is any question about the appropriate level of entertainment, we will seek authorization from our leader before offering or accepting the invitation.
- We will only offer or accept entertainment that is infrequent, modest, is offered or accepted in the normal course of an existing business relationship, and is not meant to improperly influence our decisions and actions or those of our business partners.
- To avoid any real or perceived obligation, the entertainment we offer or accept should be reciprocated with similar modest hospitality.



DTE Energy Way

Gifts

Examples of acceptable gifts include those that are non-monetary and nominal (\$75 or less) in value, often distributed during the holidays, such as food baskets, flowers, fruit, books, or similar property.

Giving or receiving gifts such as money or other items of cash value, loans, special privileges, personal favors, benefits, services, and any other payment or favor that may be considered a bribe or kickback is prohibited.

Our Standards

- We may only give gifts that promote goodwill with our business partners, and are not meant to improperly influence their decisions and actions.
- We will politely return any gifts that exceed these standards with an explanation that company standards do not permit us to accept such gifts. Food baskets may be donated to a non-profit organization if there are no perishable items in it or they may be distributed among an entire organization with management approval.
- We will not solicit, accept, or offer improper gifts or payments. We will ensure that we do not inadvertently suggest that we would accept such improper gifts or payments. Such payments or gifts may be considered bribery, which violates DTE Energy policy as well as United States law.

Fair Competition

DTE Energy is committed to vigorous and lawful competition that is based upon the merits of our products and services. We seek to maintain the trust of our customers, suppliers and competitors by conducting business in a fair and ethical manner. DTE Energy's activities are also governed by federal and state laws and regulations. We each have a responsibility for knowing company standards and the changing laws that may have an impact on our individual work activities.

Our Standards

- We will never directly or indirectly discuss, agree, or contract with competitors to fix prices, allocate markets, divide up customers, or otherwise restrict competition.
- We will promote our own products and services through fair and accurate comparisons with our competitors.
- We will not engage in industrial espionage, sabotage, or bribery.
- We will be accurate and truthful when representing the quality, performance, features, and availability of products and services in conversations, advertising, and other public communications.
- We will accept a customer's decision to buy a competitor's product, and continue to provide the same level of quality service with any other products we supply the customer.



DTE Energy Way

Competitive Information

It is proper for us to gather information about the marketplace, including information about our competitors and their products and services. We also want to compete fairly and to avoid even the appearance of improper agreements and understandings. Therefore, we will act in accordance with applicable laws and accepted ethical industry practices regarding gathering competitive data.

Our Standards

- We will never misrepresent our identities when gathering competitive information. We will strive to ensure any outside entities that we work with or employ will accurately represent themselves when seeking competitive information on our behalf.
- We will never attempt to acquire a competitor's trade secrets or other proprietary information through unlawful means, such as theft, spying, or breach of a competitor's non-disclosure agreement by a customer or other party.

Government

Our dealings with government personnel are important to our continued success, whether they are customers of ours or serving in other capacities. We want to avoid the appearance of impropriety when dealing with government agencies, officials, and employees. Failure to do so may expose not only the government employee to fines and penalties, but DTE Energy and its employees as well.

In addition, we have a special obligation to know the laws, regulations, and ethical standards of the various branches of federal, state, and local governments that may be more stringent than those that apply to our non-government customers and suppliers. In our dealings with government personnel, we should establish working relationships based on integrity, mutual respect, trust, and our ethical standards.

Our Standards

- We will familiarize ourselves with the standards of conduct, whether required by law or not, for all government interactions.
- We will not give government employees, public officials, or members of a public official's immediate family any preferential treatment for business transactions.
- We will present facts and opinions that are consistent with our knowledge and understanding when testifying to a DTE Energy position in regulatory proceedings.
- We will comply with federal and state regulations governing lobbying activities.
- DTE Energy will cooperate with government health and safety officials in their reviews of company facilities and operations. If approached by anyone requesting such a review, immediately contact your local safety or legal organization for assistance.



DTE Energy Way

Environmental Protection

At DTE Energy, we believe in more than just the delivery of safe, reliable, and economical energy products and services. We also have a commitment to enhance the quality of life for today's society and generations of the future.

Because we feel passionately about preserving the earth's natural resources, environmental stewardship is at the heart of our commitment. Environmental stewardship includes operating our power plants, service facilities, natural gas compressor facilities, and equipment in a manner that complies with governmental standards and is protective of our employees and surrounding communities. Further, we will surpass regulatory requirements where economically practical and beneficial. We continue to support reasonable voluntary initiatives to better our environment at our locations and in the communities we serve.

We also sponsor educational and business partnerships that support the desire of people to live in harmony with the environment. We recognize that our moral and ethical responsibilities to protect the environment extend beyond the boundaries of our region and we will pursue opportunities to achieve global sustainability. We will keep our customers, shareholders, and communities informed about our environmental protection activities.

We will sustain our commitment to environmental stewardship by integrating environmental considerations into planning and decision making, conducting regular reviews of operations to identify further improvements, and training employees on how to conduct their activities in an environmentally responsible manner.

Our Standards

- We will follow environmental procedures when using equipment or performing business operations.
- We will report to our environmental group any conditions that could be considered unsafe or otherwise pose a threat to our environment, health or safety (for example, spills or leaks). We will report any unresolved concerns to Environmental Management and Resources.
- We will cooperate with government and regulatory officials regarding environmental inquiries or inspections, and promptly notify legal, our environment group, or a local person authorized to deal with these matters.



DTE Energy Way

Definitions

When used in the DTE Energy Way, these terms are defined as follows:

| | |
|-------------------------|---|
| Affiliate | (i) Any DTE Energy subsidiary that is under common control with another DTE subsidiary, or (ii) any corporation, partnership, joint venture, limited liability company, trust or other entity of which (or in which) DTE Energy or any of its other direct or indirect subsidiaries has less than a majority direct or indirect ownership, interest or control. |
| Company business | Any lawful act within the scope of that individual's assigned job duties performed at the request of, or on behalf of, the company by which the individual is employed. |
| Company policy | Any policy, practice, or other type of policy document issued by DTE Energy or any of its subsidiaries. |
| Company property | Property provided by the company for business purposes, such as offices, plants, parking lots, club facilities, and land. Company property also includes, but is not limited to, equipment, supplies, records, data, and other items used to conduct company business. |
| Company time | Time spent conducting company business. |
| Company vehicle | Vehicles provided by the company for conducting company business, such as cars, trucks, and other motorized vehicles. |
| Employee | Employee of DTE Energy or its subsidiaries. Does not include contract workers. |
| Leader | The person to whom you report, also known as your supervisor or formal leader. |
| Management | The head of your organization, typically known as directors or managers. |
| Officer | An elected or appointed officer of DTE Energy or one of its subsidiaries, typically known as vice presidents and above. |
| Subsidiary | Any corporation, partnership, joint venture, limited liability company, trust or other entity of which (or in which) DTE Energy or any of its other subsidiaries has more than a 50 percent direct or indirect ownership, interest, or control. |
| We | All of us as a group, and each of us as individuals. May also mean leaders specifically, based on the meaning of a statement. |

J. 1. 2 (PART 2/2)

SpectraEnergy Code of Business Ethics

As of February 22, 2010



| OEB BOARD SECRETARY | |
|---------------------|----------|
| File No: | SubFile: |
| Panel | |
| Licensing | |
| Other | |
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Table of Contents

| | Page |
|--|-------------|
| A Message from Greg Ebel | <u>3</u> |
| Introduction | <u>4</u> |
| • About the Code | <u>4</u> |
| • How Our Values Relate to the Code and our Policies and Procedures | <u>5</u> |
| • Reporting Compliance Issues | <u>5</u> |
| • The EthicsLine | <u>6</u> |
| • Additional Resources | <u>6</u> |
| • Retaliation is Prohibited | <u>6</u> |
| • Our Responsibilities as Spectra Energy Employees | <u>7</u> |
| • Additional Leadership Responsibilities | <u>7</u> |
| • Consequences of Violating the Standards in the Code | <u>7</u> |
| • Waivers of the Code | <u>7</u> |
| • Ethics and Compliance Office | <u>7</u> |
| Accuracy of Books and Records and Information Reporting | <u>8</u> |
| Affiliate Rules | <u>10</u> |
| Approval of Business Transactions, Contract Authorization, Delegation Of Authority and Purchasing Control | <u>12</u> |
| Brand Management and Intellectual Property | <u>13</u> |
| Bribery, Kickbacks and Other Improper Payments | <u>15</u> |
| Business Courtesies | <u>17</u> |
| Confidential, Proprietary and Personal Information | <u>18</u> |
| Conflicts of Interest | <u>20</u> |
| Environment, Health and Safety | <u>22</u> |
| Equal Employment Opportunity | <u>24</u> |
| Fair Competition: Complying With Antitrust Laws | <u>25</u> |
| Fraud | <u>26</u> |
| Harassment in the Workplace | <u>28</u> |
| Information and Information Resources | <u>29</u> |
| Insider Trading | <u>30</u> |
| International Ethics and Compliance | <u>32</u> |
| Laws, Rules and Regulations | <u>34</u> |
| Media and Public Releases of Information | <u>35</u> |
| Political Process | <u>36</u> |
| Records Management | <u>37</u> |
| Safeguarding Company Resources | <u>38</u> |
| Ethics and Compliance Program | <u>39</u> |

A Message from Greg Ebel



To All Spectra Energy Employees:

The Spectra Energy Charter establishes our vision, purpose, values and measures of success. One of our core values is *integrity* – ethically and honestly doing what we say we will do – both as individual employees and as a company.

Our Code of Business Ethics (CoBE) establishes standards of business conduct designed to help each of us conduct business ethically and honestly. Careful thought and consideration went into producing it, consistent with our Charter and business goals.

Some sections may be more relevant to certain business areas than others. Regardless, all employees are responsible for being familiar with our CoBE so that you understand what you need to do when faced with an ethical dilemma.

You are encouraged to bring work-related concerns, including suspected violations, first to your supervisor. If you are uncomfortable in doing so, you are free to talk to another member of management, a human resources representative or someone in the ethics and compliance office. Additionally, the EthicsLine is a third-party resource you can use, and you can do so anonymously. The important thing is that you talk to someone, and this CoBE is your guide.

Ethical behavior underpins our Charter's values and measures for success. I urge you to use this CoBE as a guide. By doing so, you will have taken an important step in helping us achieve our business goals and become the company of choice.

A handwritten signature in black ink that reads "Greg Ebel". The signature is written in a cursive, flowing style.

Greg Ebel
President and Chief Executive Officer

Introduction

About the Code

Spectra Energy's Code of Business Ethics (the Code) describes ethical risks for employees, provides guidance to help recognize and deal with ethical issues, and explains how to report unethical conduct and help foster a culture of integrity and accountability. This Code applies to Spectra Energy, its subsidiaries and its affiliates. We expect all contractors, service providers and suppliers to be familiar with and uphold the corporate values and practices we follow as employees and to support effective compliance programs within their own organizations. Some sections and topics may be more relevant to certain functions or departments than to others. However, since one instance of a person failing to act with integrity can damage the company's hard-earned reputation and compromise the public's trust, every Spectra Energy employee is responsible for being familiar with the entire Code. The Code has been adopted by the Audit Committee of the company's board of directors and represents a commitment to promote an organizational culture that encourages ethical conduct and compliance with the law. In addition to this Code, a separate Code of Business Conduct and Ethics applies to Spectra Energy's board of directors.

Spectra Energy employees should be aware that:

- This Code cannot anticipate every possible situation or cover every topic in detail. If a situation is unclear, employees should ask for guidance before taking action.
- Most of the topics covered in this Code are explained in greater detail in a company policy.
- From time to time the company may establish training programs to address specific areas of risk.
- Reading this Code is not a substitute for completing training and complying with specific policies and procedures.
- This Code does not necessarily take into account all applicable legal requirements. More restrictive laws or requirements take precedence. Where applicable legal requirements conflict with the standards in this Code, employees should ask for guidance before taking any action.
- The existence and provisions of this Code do not by themselves create any additional contractual right to continued employment. However, to the extent a contractual right to continued employment is provided by applicable law, this Code is part of and is incorporated into any existing employment contract between Spectra Energy and its employees.

Spectra Energy employees may be asked periodically to certify compliance with this Code

This Code, revised in February 2010, supersedes all previous versions of Spectra Energy's Code of Business Ethics.

How Our Values Relate to the Code and Our Policies and Procedures

Spectra Energy's charter sets forth the values and behaviors that apply to a wide variety of situations, while this Code focuses on what to do when specific ethical issues arise. Put another way, the charter values point us in the right direction, and the Code guides our actions in specific situations.

When a particular standard of behavior does not provide enough detail, the company's policies and procedures can provide additional information. Policies support the standards in the Code, are broad and enduring in nature and define accountabilities that may be audited.

Procedures are based on specific business unit needs, while they align with and fully support enterprise policies. Business units are expected to set, manage and control policies and procedures for tasks that do not directly relate to an enterprise risk area.

Reporting Compliance Issues

Spectra Energy employees have a responsibility to report violations of this Code, applicable laws or governmental regulations while performing work for the company. Employees are also expected to report any threat to human health, safety, the environment or the company's assets.

To report a violation:

- Talk to your supervisor or their manager, your human resources representative, or someone in the ethics and compliance office.
- If you aren't comfortable with any of the reporting options above or if you feel more comfortable reporting anonymously, use the EthicsLine.

The Audit Committee of the company's board of directors reviews concerns regarding questionable accounting, internal financial controls (including internal accounting controls) and auditing matters reported to the ethics and compliance office, or the EthicsLine, which allows anonymous reporting.

The EthicsLine

The EthicsLine is a worldwide reporting system through which employees can:

- Anonymously and confidentially report suspected unethical and criminal conduct, or environmental, health and safety concerns.
- Ask questions to resolve ethical dilemmas within the organization without fear of retaliation or retribution.

You may discuss issues such as:

- Employee misconduct
- Harassment in the workplace
- Environmental, health or safety concerns
- Fraud
- Questionable accounting, internal controls or auditing matters
- Conflicts of interest
- Misuse of company assets
- Regulatory violations
- Any behavior or activities you believe may harm Spectra Energy's reputation.

Should you choose to identify yourself, your identity will be kept confidential to the extent permissible by law and feasible to permit an investigation.

When you contact the EthicsLine, which is staffed by an independent, third party company, you can provide your name or choose to remain anonymous. The service is available to you 24 hours a day, 7 days a week. You may make a toll-free call to the following numbers anytime, day or night:

United States/Canada 877-SE ETHIC
(877-733-8442)

You may also use www.spectraenergy-ethicsline.com to submit a report or inquiry via the web.

When you submit a report or inquiry, you can expect to:

- Be asked to provide information regarding your questions or concerns.
- Be assigned a unique report number.
- Have Spectra Energy initiate an investigation into the suspected violation.
- Have the opportunity to follow up with EthicsLine to find out the status or outcome of your report.

Additional Resources

For more information or to report a violation of the Code, you may e-mail Spectra Energy's ethics and compliance office at ethicsoffice@spectraenergy.com or contact someone in the ethics and compliance office directly.

Retaliation is Prohibited

Spectra Energy values clear and open communications, and respects the contributions of all employees. Spectra Energy will not retaliate against any employee who in good faith reports suspected unethical conduct, violations of laws, regulations, or company policies. Spectra Energy will not terminate employment, demote, transfer to an undesirable assignment or otherwise discriminate against an employee for calling attention to suspected illegal or unethical acts, including providing information

related to an investigation. However, Spectra Energy reserves the right to discipline any employee who knowingly makes a false accusation or provides false information to the company or others.

Our Responsibilities as Spectra Energy Employees

All Spectra Energy employees have a responsibility to understand and follow this Code in their business dealings.

Spectra Energy employees must:

- Follow the law, this Code and related policies. This responsibility cannot be delegated or assumed by the company or any supervisor.
- Exercise good judgment, and when unclear about a situation, stop and ask for guidance before taking action.
- Follow the reporting process if you become aware of a suspected violation occurs. Use the EthicsLine if uncomfortable with other reporting options.
- Complete required training on the Code and periodically certify compliance with the Code.

Additional Leadership Responsibilities

Spectra Energy employees in a leadership position (supervisors, managers and senior leaders) have additional responsibilities regarding this Code.

Spectra Energy leaders must:

- Set the tone "at the top," by modeling exemplary ethical business conduct.
- Provide required training for employees.
- Answer employee questions about the Code and the company's values, policies and procedures.
- Promptly respond to employee reports of violations or requests for guidance.
- Foster an environment of clear and open communication where employees feel comfortable bringing issues forward.

Consequences of Violating the Standards in the Code

Failure to obey applicable laws and regulations violates this Code and may expose both you and the company to criminal or civil prosecution. Any violation of this Code or Spectra Energy ethics and compliance programs may result in corrective action up to and including employment termination. The company may seek civil remedies from an employee and refer criminal misconduct to law enforcement agencies.

Waivers of the Code

All employees are expected to follow the standards set forth in this Code. Any waiver from any part of the Code requires the approval of the CEO. For executive officers and senior financial officers, a waiver requires the express approval of Spectra Energy's board of directors and may require public disclosure.

Ethics and Compliance Office

The role of the ethics and compliance office is to prevent and detect illegal or unethical conduct, support Spectra Energy's business values and reinforce ethical behavior through the Code and related education and training.

General Counsel, Chief Ethics and Compliance Officer: Reginald D. Hedgeberth
Vice President, Ethics and Compliance: Jackie L. Phillips

Accuracy of Books and Records and Information Reporting

Spectra Energy is required by law to maintain books, records and accounts that accurately and fairly represent the company's transactions and financial position. All employees must accept responsibility for the accuracy of written records, including time reporting and public statements, so that we can maintain the trust of our stakeholders.

Spectra Energy's internal controls over financial reporting are consistent with the application of generally accepted accounting principles (GAAP). They help protect our financial accountability by:

- Assuring management's authorization of financial transactions
- Ensuring that financial transactions are properly recorded and posted
- Satisfying regulatory requirements
- Providing reasonable assurance that we are in compliance with GAAP and applicable tax laws.

Responsibility in Reporting

Spectra Energy's results of operations and financial condition are reported using GAAP and in compliance with applicable laws and regulations. Spectra Energy prides itself on the transparency of its financial and non-financial reporting. To this end, we provide reporting of, among other things:

- Earnings for common stock shareholders
- Non-financial data (examples include data related to environmental responsibility, key strategic initiatives and community involvement)
- Current and future opportunities, threats, strategic plans and critical success factors
- Revenue recognition
- Market risks associated with commodity prices, credit exposure and interest rates
- Commitment to our company's values.

It is critical to Spectra Energy's reputation that information provided to management and the public is accurate, fair, complete, objective, understandable, timely and relevant. This applies to both financial and non-financial data, and includes information in public communications as well as in documents filed with regulators. Misstating information can carry serious criminal and civil fines and penalties for Spectra Energy and personal criminal liability for employees.

Spectra Energy applies the highest ethical standards in its financial and non-financial reporting and follows all applicable Securities and Exchange Commission (SEC), New York Stock Exchange, Toronto Stock Exchange, Sarbanes-Oxley, Federal Energy Regulatory Commission (FERC), various other regulatory commissions and other standards and rules regarding financial and non-financial reporting.

Employees should report immediately if they are pressured, threatened or aware of instances such as:

- Use of questionable accounting techniques
- Management of earnings
- Manipulation of results to meet targets for incentive plans.

Our Responsibilities

Spectra Energy employees are expected to be truthful and accurate in their accounting and time reporting practices. Financial professionals are expected to stay up-to-date with all financial reporting regulations related to their job functions, and to report financial statement items in a manner consistent with applicable laws and GAAP. All Spectra Energy employees involved in public reporting or

communications are expected to produce disclosures that are full, fair, accurate, timely and understandable.

Spectra Energy employees must:

- Maintain books, accounts and records according to GAAP, using sufficient detail to reflect Spectra Energy transactions accurately and fairly
- Record transactions in a timely manner
- Report if financial statements are believed to be misstated or manipulated.

Employees must not:

- Manipulate financial accounts, records or reports
- Maintain off-the-book accounts to facilitate questionable or illegal payments
- Take any action, or cause anyone else to take any action, to influence, coerce, manipulate or mislead auditors for the purpose of making financial statements misleading.

Affiliate Rules

Spectra Energy's value is maximized by the complementary capabilities of its affiliates.

Spectra Energy is subject to regulation by various energy regulatory commissions, including federal, certain state and provincial commissions. These commissions have specific codes and standards of conduct (Affiliate Rules) that address matters such as undue discrimination and preferential treatment between regulated companies and their affiliates.

The purpose of these Affiliate Rules is to prevent the regulated businesses from subsidizing the activities of their affiliates, and to prevent the affiliates from gaining an unfair advantage because of their relationship with the regulated businesses.

Generally, the Affiliate Rules include:

- Physical separation requirements between Transmission Function Employees of the regulated business units and Marketing Function Employees of certain affiliates engaged in Marketing Functions
-
- Prohibitions on the sharing of transportation or market information
- Restrictions on the disclosure of customer information
- Requirements for equal access to regulated service and prohibition against undue discrimination in providing regulated service
- Restrictions on transactions between regulated business units and affiliates, such as transfer pricing provisions, prohibitions on certain financial transactions, and regulatory approval and reporting requirements
- Terms for sharing certain services and resources
- Restrictions on certain financial transactions between regulated business units and affiliates
- Restrictions on making referrals to or endorsements of affiliates.

Compliance with both the letter and spirit of the Affiliate Rules demonstrates integrity.

Our Responsibilities

Spectra Energy employees involved in the following activities for or with a regulated business unit are expected to understand and comply with the Affiliate Rules. Additional training may be required for all employees

- Transferring goods or services
- Sharing customer, market or transportation information
- Providing regulated tariffed services to an affiliate
- Marketing activities, including referrals or endorsements
- Sharing employees, services, or resources.

Affiliate Rules Currently in Effect

- **FERC Standards of Conduct – Marketing Affiliate Rules** governing the relationship between Spectra's U.S. pipelines and their affiliates engaged in Marketing Functions
- **NEB Codes of Conduct** governing the relationship between Spectra's pipeline companies in Western Canada and the Maritimes pipelines with their marketing affiliates
- **NEB Framework for Light Handed Regulation** governing the relationship between Spectra's Canadian Field Services division and its affiliates
- **Ontario Energy Board Affiliate Relationships Code for Gas Utilities** governing the relationship between Union Gas and its affiliates

- **Texas Gas Gathering & Transportation Code of Conduct** governing the relationship between DCP Midstream' intrastate pipelines and their marketing affiliates

Approval of Business Transactions, Contract Authorization, Delegation of Authority and Purchasing Control

Spectra Energy's contractual agreements govern our business relationships and ensure that Spectra Energy's intellectual property, business agreements and confidential information are protected.

Because the laws governing contracts are numerous and complicated, policies and procedures are in place to ensure that any contract entered into on behalf of Spectra Energy has the appropriate level of review and approval.

Our Responsibilities

Spectra Energy employees who enter into contracts on Spectra Energy's behalf must have proper authorization, including legal review where applicable, prior to the execution of any such contract.

Spectra Energy employees must:

- Know what types of contracts we are authorized to execute on behalf of the company, if any.
- Comply with Spectra Energy policies and procedures for entering into contracts.
- Where required by policy, make sure that a contract agent reviews and approves any contract.
- For commodity contracts: Only execute transactions in authorized commodities, using approved instruments, and following the applicable procedures for maintaining compliance with any specific risk limits and hedge guidelines.

Employees must not:

- Enter into any contract on behalf of Spectra Energy without proper review and authorization.
- Cause Spectra Energy (or its affiliates) to enter into, or direct others to cause Spectra Energy (or its affiliates) to enter into, energy commodity contracts for account of themselves, members of their families, friends, or persons or entities with whom they have a personal business interest.

Brand Management and Intellectual Property

Spectra Energy's brand identity and intellectual property are among its most valuable assets. The loss or violation of such assets could have a serious financial impact on the company. Violation of the intellectual property rights of others jeopardizes our value of integrity, and in a subject both the employee and Spectra Energy to substantial liability, including criminal penalties.

Employees demonstrate accountability by consistently and appropriately protecting the intellectual property rights of Spectra Energy and honoring the intellectual property rights of third parties (e.g., copyrights, trademarks, service marks and patents). Employees must also be accurate and truthful in communicating information about Spectra Energy products and services. This practice protects the Spectra Energy brand and shows respect for our customers and shareholders.

Our Responsibilities

Spectra Energy employees are expected to protect the intellectual property rights of Spectra Energy, including the Spectra Energy names and logos, taglines, inventions, and trade secrets, including design methods, processes and innovations and to respect those of all third parties.

Spectra Energy employees must:

- Follow the company's Brand Guidelines when creating materials using the Spectra Energy names, marks or logos.
- Understand that any intellectual property created by a Spectra Energy employee in the performance of his or her job responsibilities is work product that is the property of Spectra Energy and will execute any assignments and other formal documents as may be legally necessary to confirm the company's ownership of such assets.
- Report any unauthorized use of Spectra Energy's copyrights, patents, service marks or trademarks.
- Respect all terms and conditions applicable to intellectual property that Spectra Energy has received from third parties under confidentiality or license agreements.
- Obtain permission to use a third party's trademark, service mark or other intellectual property.
- Use inventions patented by third parties only within the terms of a license agreement.
- Be accurate and truthful in communication of information about Spectra Energy products and services.
- Adhere to brand standards established by the company when producing any materials containing Spectra Energy intellectual property (including Spectra Energy names, marks and logos) for communication or disclosure outside of the company, including advertising, publications, on-line materials and other items available to the public, and communicate or disclose such materials only to the extent you are authorized by the company to do so.

Employees must not:

- Make copies of copyright-protected materials until Spectra Energy has obtained permission from the copyright holder or determined that limited copying is legally permitted.
- Copy or distribute software or related documentation without first ensuring that it is permitted by the licensing agreement.
- Use company letterhead, company e-mail or reference to our business address or title when expressing a personal view in a public forum (including any speaking engagements outside of the company or postings on the internet).

Q & A

Q: What is intellectual property?

A: "Intellectual property" denotes the legal rights that may be secured in virtually any creation of the human mind or intellect (for example, an idea, invention, machine, device, process, program, software, drawings, blueprints, name, logo or slogan) or that may be legally protectable (such as a patent, copyright, trademark, service mark, and or trade secret).

Q: What types of protections are available for intellectual property?

A: The type of protection available depends on the type of intellectual property involved.

- *Copyrights* protect original and tangible works of authorship such as books, brochures, reports, proposals, advertisements and other literary works, as well as works of art, drawings, photographs, videos, maps, charts, musical works, audiotapes and software. A copyright prohibits unauthorized copying or downloading of these works.
- *Patents* protect new and non-obvious inventions, such as machines, apparatus, devices, manufacturing components, chemical compositions, processes, methods and ornamental designs. A patent permits inventors and patent holders to exclude others from making, using or selling the same invention.
- *Trademarks and service marks* are words, phrases, symbols and designs which identify and distinguish the source of goods or services from those of others. Registration of a trademark or service mark restricts its use by others. In some circumstances, a trademark or service mark may be protected from such use without registration.
- *Trade secrets* are any information used by a business such as formulas, processes, devices and customer lists that have economic value because they are not generally known or easily discovered by observation or examination, and for which reasonable efforts have been made to maintain secrecy.

Bribery, Kickbacks and Other Improper Payments

Spectra Energy maintains the highest level of integrity when dealing with government officials and members of the private sector. Giving anything of value to such individuals may raise questions about Spectra Energy's integrity. We demonstrate integrity by refusing to give gifts or make payments that are intended to influence, or could appear to influence, business decisions.

Bribery laws prohibit companies from directly or indirectly promising, offering or making payment of money or anything of value to anyone (including a government official, an agent or employee of a political party, labor organization or business entity, or a political candidate) with the intent to induce favorable business treatment or to improperly affect business or government decisions.

Decisions about gift giving must be carefully evaluated. In general, Spectra Energy does not consider ordinary and reasonable business entertainment, or gifts of nominal value that are customary and legal in the local market, to be improper. We recognize that in certain cultures, gifts of a more substantial nature may be customary and expected.

However, we also recognize that the giving of improper gifts or payments can undermine customer relationships, damage our reputation and result in legal penalties. Employees should not give gifts or make payments that are intended to influence, or could appear to influence, business decisions.

Note: These laws and regulations are complex and can vary from country to country, and even within a country (e.g., local versus national officials) and from state to state. This Code does not necessarily take into account all local legal requirements and you should be aware that more restrictive local and federal laws take precedence over this Code.

Our Responsibilities

Spectra Energy employees are expected to be extremely careful when giving anything of value to third parties to avoid giving the impression that we are trying to influence another person's business decision.

Spectra Energy employees must:

- Ensure that business entertainment provided to third parties is reasonable and customary
- Offer only gifts that are considered customary, reasonable, legal and of nominal value in the local market.
- Obtain prior approval from management before making a decision about whether or not to offer a gift that is of more than nominal value in the local market.
- Comply with federal, and local laws and regulations governing gifts and meals given to public officials and employees of governmental agencies.
- Understand that it is generally not acceptable to give gifts or gratuities to any federal, state or local government employees.

Employees must not:

- Give gifts that are intended to influence, or appear to influence, business decisions.
- Agree to provide any payment or other kickback in return for favorable treatment for either the employee or Spectra Energy.

Q & A

Q: How do I know whether a gift or payment is improper or not? A: A gift or payment is improper if it is intended to influence, or appears to influence, a business decision. If you have questions as to whether a gift or payment could be considered improper, seek guidance before taking any action.

Business Courtesies

The giving and receiving of gifts or entertainment can be important and appropriate ways of building and maintaining proper business relationships. However, in order to maintain trust and integrity with our business partners, it is important to be prudent when accepting business courtesies.

Our Responsibilities

Spectra Energy employees are expected to act with integrity when deciding whether to accept a business courtesy (i.e., anything of value for which the recipient does not pay fair market value, including gifts, services and entertainment).

Employees who are buyers, who influence buying, or who are involved in procurement transactions in any way (e.g., determining specifications, evaluating bids, choosing vendors or suppliers) must be especially careful when deciding whether to accept a business courtesy.

Spectra Energy employees must:

- Accept only personal gifts that would be considered common business courtesies and for which the company would reasonably be expected to give something similar in return in the normal course of business.
- Maintain a written list of business courtesies received.
- Obtain written supervisory approval prior to accepting a business courtesy of significant or unique value, in accordance with the Business Courtesies Policy.
- Report gifts received from representatives of foreign countries.

Employees must not:

- Accept or request any business courtesy that might be intended to influence, or appears to influence, a business decision.
- Accept a gift of money or a monetary equivalent.

Confidential, Proprietary and Personal Information

Spectra Energy uses confidential, proprietary and personal information ("sensitive information") in the course of doing business. This includes the company's sensitive information, as well as that of third parties.

Spectra Energy complies with laws, regulations and applicable industry standards that are intended to protect sensitive information from unlawful disclosure and use. Failure to comply with these laws, regulations and standards can cause irreparable damage to the Spectra Energy brand and can result in legal penalties, adverse regulatory actions and restrictions on normal business operations. It can also prohibit Spectra Energy from conducting business within certain countries.

Our Responsibilities

Spectra Energy employees are expected to protect Spectra Energy and third-party sensitive information from unlawful disclosure, and to ensure that such information is handled properly throughout the organization.

Spectra Energy employees must:

- Use sensitive information for business purposes only.
- Use business unit procedures for labeling and handling sensitive information.
- Share sensitive information only with appropriate parties both within and outside of Spectra Energy.
- Use health information solely for the administration of health plans.
- Make sure that use of sensitive information is consistent with our policies, affiliate rules, contractual obligations and applicable laws.

Employees must not:

- Disclose sensitive information to any entity or person (including other employees) unless there is a legitimate business need and contractual or other provisions are in place to safeguard against unauthorized disclosure.
- Help a third party gain access to sensitive information without authorization.

Q & A

Q: What is confidential or proprietary information?

A: Confidential or proprietary information is any information about the company, its business, consumers, suppliers, or employees that is not generally known to the public. This includes, but is not limited to:

- Inventions
- Operational information
- Strategic information about current and/or future business plans
- Customer lists and other customer information
- Supplier's pricing and specifications
- Research
- Records, such as financial, customer or personnel records
- Information designated as confidential or proprietary.

Q: What type of information would be considered personal information?

A: Personal information includes, but is not limited to:

- a. health information,
- b. social security number or national ID (or equivalent).

- e. consumer report information.
- d. a natural person's first name or first initial and last name in combination with
 - social security or employer taxpayer ID numbers
 - drivers license, state identification card, or passport numbers
 - banking information
 - credit card numbers
 - PIN codes
 - electronic ID numbers
 - private electronic mail names or addresses
 - private phone number
 - internet account numbers
 - identification names
 - digital signatures
 - any information that can be used to access a person's financial resources
 - biometric data
 - fingerprints
 - passwords
 - parent's legal surname prior to marriage, or
- e. any other information protected by Spectra Energy's Policies, Standards, Procedures or applicable laws.

Conflicts of Interest

Spectra Energy depends on its employees to act in Spectra Energy's best interests. Sometimes, however, there are situations where an employee might be tempted to act otherwise or find oneself in a situation where a conflict of interest may arise.

A conflict of interest exists any time an employee faces a choice between what is in his or her personal interest (financial or otherwise) and the interests of Spectra Energy. When a conflict of interest arises, others may question our integrity. Therefore, employees are accountable for acting in Spectra Energy's best interests and carefully avoiding even the appearance of impropriety. If you find yourself in a position where your objectivity may be questioned because of individual interests or family or personal relationships, notify your supervisor immediately.

Conflicts of interest may arise when:

- You or someone with a close relationship to you has an interest in an entity with which Spectra Energy does business.
- You or someone with a close relationship to you receives improper personal benefits as a result of your position at Spectra Energy.
- Other employment (including self-employment) or serving as an officer, director, partner or consultant of another organization interferes with your ability to act in the best interests of Spectra Energy, requires you to use or disclose sensitive information about Spectra Energy, is conducted during or conflicts with an employee's normal work times, or creates the appearance of impropriety.
- You or someone with a close relationship to you receives a loan or other extension of credit or credit support (such as a guaranty) from Spectra Energy. Spectra Energy is prohibited by law from extending or arranging for the extension of personal loans to executive officers.

Our Responsibilities

Spectra Energy employees owe a duty of loyalty to the company and are expected to act in the company's best interests and avoid conflicts of interest and/or the appearance of a conflict of interest.

Spectra Energy employees must:

- Be able to identify potential conflicts of interest when they arise.
- Notify supervision immediately when we are in a position where our objectivity may be questioned.
- Make certain that any second jobs, financial interests, or management interests in another entity do not cause a conflict of interest or have a negative impact on the confidence the public has in Spectra Energy.
- Get approval from the CEO or a direct report of the CEO when an entity in which you or a family member owns or acquires an interest that is greater than 5 percent seeks to do business with Spectra Energy, and:
 - The entity makes sales of goods or services to Spectra Energy exceeding \$1,000 annually, or
 - You help make Spectra Energy purchasing decisions for those goods or services, or
 - You have a role in making sure the entity gets paid for the goods and services it provides.
- Get approval from the CEO or a direct report of the CEO to:
 - Perform work or services for any person or organization that competes with or seeks to do business with Spectra Energy
 - Take a position on the board of directors of a for-profit entity that has regular business dealings with Spectra Energy. Prior to taking any such board position, employees are

required to consult with their supervisor before seeking approval from the CEO or one of his direct reports who shall notify the General Counsel.

- Always keep Spectra Energy's interests uppermost even if the above criteria do not apply to a situation.

Employees must not:

- Take for personal gain an opportunity available to Spectra Energy that is discovered through the use of company assets, information or position.
- Interface with Spectra Energy's contractors, vendors, suppliers, customers or others in a manner which creates even the appearance of a conflict of interest. When in doubt, check with your supervisor.

Q & A

Q: I've been asked to sit on the board of directors of a non-profit organization. Do I need my supervisor's approval to do this?

A: No, but you should still make your supervisor aware of the situation. Also, you should excuse yourself from any discussions or votes on any matter involving Spectra Energy, to avoid the appearance of improper behavior or a conflict of interest.

Q: I am considering a temporary second job for extra money during the holiday season. Is this okay?

A: Yes, but remember your first responsibility is to our company. You must be able to fulfill all your responsibilities including overtime if that is a requirement. The job must not be with a competitor or vendor/supplier.

Q: An employee's spouse owns a company which would like to bid on a contract exceeding \$1,000 annually. The employee discloses the ownership to their supervisor. Is this a conflict of interest?

A: No. The employee was honest about their relationship and removed themselves from the purchasing process. If the company owned by the employee's spouse is chosen as a vendor, the employee cannot be involved in supervising the work or processing payments for the work.

Environment, Health and Safety

Proactively and responsibly managing our environmental resources demonstrates stewardship and is critical to the quality of life in the communities we serve, the environment and Spectra Energy's long-term business success. The health and safety of co-workers, contractors, customers and communities is the responsibility of all Spectra Energy employees.

Spectra Energy accepts responsibility in these areas by systematically managing risks, setting goals, measuring and reporting performance, and conducting assessments to evaluate and improve:

- Compliance with environmental, health and safety laws, regulations and other requirements such as permits.
- Systematic implementation of Spectra Energy environmental, health and safety (EHS) policies and standards.

Our Responsibilities

Spectra Energy employees are expected to abide by all company policies and procedures in the areas of environment, health and safety.

Spectra Energy employees must:

- Comply with all applicable environmental, health and safety laws, regulations and other requirements, such as those dealing with:
 - o Employee and public safety and health
 - o Contractor EHS management
 - o Work conditions
 - o Pollution control and management
 - o Waste management
 - o Infrastructure safety
- Follow work instructions and procedures on environmental, health and safety laws, regulations and risk management, and apply training to protect others, the environment and yourself.
- Promptly report all environmental, health and safety incidents, including significant near misses.
- Report to work fit to perform our duties and be free of the effects of alcohol or drugs at work.
- Demonstrate a personal commitment to continuous safety improvement and look out for the safety of others.
- Understand and incorporate our EHS responsibilities into daily work activities.

Employees must not:

- Threaten or injure other people.
- Handle a weapon in any manner while on Spectra Energy premises or while engaged in Spectra Energy business, unless authorized to do so.
- Use, possess, sell or transfer illegal drugs, illegal narcotics or alcohol on the job.
- Discharge or dispose of waste or unused products in violation of defined company operating procedures

Q & A

Q: How do I prepare for a workplace emergency?

A: A workplace emergency may be an injury accident, a severe illness, a chemical spill, a fire, flood or storm, an assault or other incident.

- Find out who to contact to get help in the event of an emergency. Emergency numbers should be posted at each telephone. Local personnel may be appointed and trained to respond to emergencies.
- Know the address of your work location in case you have to call for emergency help.
- Know the location of emergency equipment including fire extinguishers, break-glass alarms, first aid kits, safety showers, eye wash stations, chemical spill control materials and other equipment.
- Know the evacuation route from your work area. Be aware of at least two exits and know where you are supposed to assemble with co-workers outside the building.

Equal Employment Opportunity

Spectra Energy seeks and values diversity. The dignity of each person is respected, and everyone's contributions are recognized. We expect Spectra Energy employees to act with mutual respect and courtesy toward one another. We do not tolerate discrimination in the workplace.

We comply with laws concerning discrimination and equal opportunity that specifically prohibit discrimination on the basis of certain differences. We will recruit, select, train and compensate based on merit, experience and other work-related criteria.

Our Responsibilities

Spectra Energy employees are expected to treat others with respect on the job and comply with equal employment opportunity laws, including those related to discrimination and harassment.

Spectra Energy employees must not:

- Use any differences protected by law as a factor in hiring, firing or promotion decisions.
- Use any differences protected by law when determining terms or conditions of employment, such as work assignments, employee development opportunities, vacation or overtime.
- Retaliate against a person who makes a complaint of discrimination in good faith; reports suspected unethical conduct, violations of laws, regulations, or company policies; or participates in an investigation.

Q & A Q: What are the differences that are protected by law or Spectra Energy policy?

A: Differences protected by law or Spectra Energy policy include:

- Race
- Gender
- Religion
- Color
- National origin
- Ethnicity
- Citizenship
- Age
- Disability
- Sexual orientation
- Veteran status
- Marital status

Q: We posted a job for an entry level position expecting to hire a recent graduate and were surprised when several older workers applied. Is it okay to hire a younger person, the way we planned?

A: It is against the law to discriminate on the basis of an individual's age. Interview all the qualified candidates, and hire the best person for the job, regardless of their age. There must be a valid reason, unrelated to age, for all employment decisions.

Fair Competition: Complying With Antitrust Laws

Spectra Energy succeeds in the marketplace by offering competitively priced, quality products and services. As a company, we support full and fair competition by complying with antitrust laws prohibiting activities that reduce competition and restrict trade.

Our Responsibilities

All Spectra Energy employees must deal fairly with the company's customers, suppliers and competitors. Employees are expected to act with integrity by maintaining Spectra Energy's independent judgment in the pricing, marketing, purchasing and selling of all products and services.

Spectra Energy employees must:

- Understand how competition laws apply to us and our business, and learn how to avoid engaging in potentially unlawful behavior.
- Immediately leave any meeting or informal gathering at which competitors are present and anti-competitive behavior is exhibited and report any discussions or behavior that could be considered anti-competitive.

Employees must not:

- Improperly attempt to prevent an entity from competing with Spectra Energy or from entering the markets in which Spectra Energy participates.
- Suggest to suppliers that our purchasing decisions depend on their use of Spectra Energy's goods or services, or that failing to do business with a Spectra Energy subsidiary or affiliate could jeopardize business with another Spectra Energy entity.
- Make inaccurate or misleading statements about competitors, suppliers, customers or their offerings.

Q & A

Q: What types of behavior could be considered anti-competitive and a violation of antitrust laws?

A: Antitrust or competition laws are designed to protect free enterprise and the competitive process and prohibit monopolies, restraints of trade and unfair trade practices. While complex and difficult to summarize, these laws generally prohibit:

- Discussions or agreements with a competitor regarding pricing, territories, market share or intent to bid (or not bid) for particular business.
- Providing inconsistent information about a request for quotation/proposal to competing bidders.
- Entering into an exclusive dealing arrangement or understanding in which you agree to work only with certain suppliers or distributors in a particular market where Spectra Energy has market power.
- Taking advantage of market power to eliminate or threaten a competitor or potential competitor in that or another market.
- Suggesting that a product or commodity must be resold at or within a particular price or range of prices.
- Participating in actions by any trade association or other industry group regarding membership restrictions, sharing price information (including benchmarking), commercial information or strategies. Certain government advocacy positions may be taken as a trade association but should first be discussed with the legal department.
- **As these laws are complex, you should seek assistance from the company's legal department whenever you have a question relating any antitrust or competition issue.**

Fraud

Fraud, or the potential of fraud, compromises the integrity of our financial reporting system and the safety of our assets, both physical and intellectual.

Fraud is the act of intentionally misrepresenting or concealing facts that cause another party to act or not act in reliance on the misrepresentation or concealment. Fraud may be committed by one person or by two or more (collusion) and may be committed by internal and/or external parties (vendors, customers, etc.).

Our Responsibilities

All employees must understand what constitutes fraud and refrain from engaging in fraudulent activity including collusive fraud which bypasses existing controls. Moreover, employees are responsible for reporting all instances of potential fraud.

Spectra Energy employees must:

- Understand what constitutes fraud and refrain from engaging in fraudulent activity.
- Report all instances of potential fraud.

Employees must not:

- Engage in fraudulent activity including collusive fraud which bypasses existing controls.

Q & A

Q: What are some examples of fraud?

A: Some examples of fraud may include:

- Fraudulent financial reporting
 1. Intentional reporting of false expense or revenue data which improperly states amounts reported on publicly filed financial statements.
 2. Intentional misstatement of price data reported for price index purposes.
 3. Intentional misapplication of accounting principles relating to amounts, classification, manner of presentation, or disclosure.
 4. Intentional misstatement of accounting estimates and judgments.
- Misappropriation of assets
 1. Submitting an inaccurate expense report for personal expenses.
 2. Excessive personal use of company supplies or assets.
 3. Fraudulent financial reporting (see above) for purposes of increasing personal gain through incentive measure calculations.
 4. Improper time reporting with intent to defraud.
- Corruption and other fraud related malfeasance
 1. Overriding existing controls, rendering the controls ineffective.
 2. Falsifying personal credentials.
 3. Tampering with documents.
- Manipulation of pipeline capacity
 1. Falsely understating available capacity in postings.
 2. Taking pipelines, compressors, etc., out of service for the express intent of manipulating available capacity.

Q: What are certain examples of fraud in the energy market?

A: Market Manipulation: Any action, transaction, or conspiracy for the purpose of impairing, obstructing or defeating a well-functioning market, including such actions as:

- Wash trades: Any pair of offsetting trades entered into simultaneously or by pre-arrangement with the same counterparty, for the same product, involving no economic risk and no net change in beneficial ownership.
- Collusion with another party to manipulate market prices, market conditions or market rules.
- Earnings Manipulation: Transactions made in violation of accounting rules (GAAP in U. S.) in order to beneficially represent the firm's financial performance, usually through the artificial inflation of revenues or deflation of expenses.
- False Reporting: Knowingly submitting false or misleading information, or omitting material information, to Index Price Publishers, governing regulators, or in required postings.

Harassment in the Workplace

Spectra Energy is committed to maintaining a positive work environment where all employees are treated with dignity and respect. Harassment of any kind in the workplace is not tolerated.

We respect the dignity of every person and honor our differences. It is important that employees speak up if they witness harassment. Harassment generally means offensive conduct that is severe and pervasive and singles out an employee to the detriment or objection of that employee because of a difference protected by law or by Spectra Energy policy such as race, gender, sexual orientation, religion, national origin, ethnicity, citizenship, age, marital status, disability or veteran status. Harassment covers a wide range of conduct, from direct requests of a sexual nature to situations where offensive behavior (e.g., insults, offensive jokes or slurs, offensive material in the workplace) results in a hostile work environment.

Our Responsibilities

Spectra Energy employees are expected to do their part to ensure a safe and secure workplace in which employees can perform their duties without fear of harassment.

Spectra Energy employees must:

- Treat all people with respect.
- Report all incidents of harassment.

Employees must not:

- Harass anyone.

Reports of harassment will be promptly and thoroughly investigated in a confidential manner. Spectra Energy will take immediate and appropriate action if harassment is determined to have occurred.

Q & A

Q: What is considered offensive material in the workplace?

A. Possession of any text, communications, software, images, sounds, data or other information that facilitates improper conduct (such as involvement with illegal drugs, illegal materials or illegal weapons) or that is threatening, unlawful, abusive, harassing, defamatory, libelous, deceptive, fraudulent or invasive of another's privacy or that contains explicit or graphic descriptions or accounts of sexual acts.

Information and Information Resources

Spectra Energy's information and information systems support its business pursuits and are some of its most valuable assets. Spectra Energy is committed to protecting all of its assets from abuse, misuse or loss.

Information Security, like safety, is the responsibility of every Spectra Energy employee and contractor. Adhering to Spectra Energy's Information Security policies and Records Management policy is required of everyone with access to Spectra Energy's information.

Our Responsibilities

Spectra Energy expects everyone to manage and use information and information systems properly.

All persons with access to Spectra Energy information must:

- Follow the Information Security policy and Records Management policy and procedures to properly maintain information integrity, privacy, confidentiality, availability, and retention.
- Protect and control access to all Spectra Energy information and information resources.
- Access and use only the information or information resources to which you are authorized and need to perform your job duties.
- **Follow the acceptable use requirements for all information assets, email, phone, fax and the Internet.**
- **Report any unusual activities to your manager or IT as quickly as possible.**

All persons, with access to Spectra Energy information must not:

- Inappropriately access, share or disclose Spectra Energy information or information systems.
- Allow personal use of Spectra Energy information system technologies to interfere with Spectra Energy business use or incur unnecessary cost to the company.
- Use Spectra Energy information or information resources illegally or violate Spectra Energy policies.

Spectra Energy reserves the right to monitor the information resources it provides its employees and contractors. This includes the personal and business use of internal resources, the Internet and e-mail.

Insider Trading

Spectra Energy's success in the marketplace requires that we maintain the trust and confidence of the investment community. Spectra Energy employees must act with integrity when trading public securities, adhering to all applicable laws.

Insider trading may occur when you:

- Know material non-public information about Spectra Energy or any company with whom Spectra Energy has a business relationship, and
- Buy, sell, short-sell or otherwise trade a company's securities, such as stocks, bonds or options while in possession of that information or tell others about it before it is made public.

"Material non-public information" is information that would affect a reasonable investor's decision on whether or not to invest in a company's securities. Examples include, but are not limited to:

- Plans to issue securities
- Sharp changes in earnings patterns
- Changes in dividend rates
- Changes in key management personnel
- Mergers and acquisitions
- Important regulatory actions affecting the company.

Circumstances suggesting the possibility of insider trading may result in an investigation by a stock exchange or by governmental authorities. Such an investigation could damage Spectra Energy's brand and reputation and result in liabilities or penalties, including criminal charges and/or fines against the employee.

Our Responsibilities

Spectra Energy employees are expected to be very careful when trading securities, even the Spectra Energy securities in our retirement accounts, to make sure that trades are not made while in possession of material non-public information.

Spectra Energy employees must not:

- Trade the securities of Spectra Energy while in possession of material non-public information about Spectra Energy or any affiliate or subsidiary.
- Trade the securities of Spectra Energy or those of its suppliers, customers or other companies with whom Spectra Energy has a business relationship while in possession of material nonpublic information relating to them.
- Trade the securities of Spectra Energy (or of an applicable outside company) until the third business day after any material non-public information of which we are aware has been made available to the public. This includes transfers into and out of the Spectra Energy stock fund in our savings plans, and changes in patterns involving purchases of Spectra Energy securities within the plans. (Regularly scheduled monthly purchases of Spectra Energy securities within plans are not prohibited.)
- Give material non-public information to anyone not authorized to have that information, including other Spectra Energy employees. If that information is subsequently used by the person to trade on securities, it is considered illegal "tipping" and is a violation of insider trading laws. Even a casual remark to a friend or family member may find its way to a broker and eventually to the entire financial community, thereby requiring the company to make a premature or unplanned public announcement.

Q & A

Q: I am a financial professional and often talk about business with my spouse. That's not a problem, is it? I only occasionally reveal non-public information and my spouse knows not to tell anyone else.

A: This is a problem that could be costly for both you and the company. If your spouse were ever to use material non-public information given by you to buy or sell securities, both of you could be prosecuted for illegal insider trading. You should not give any non-public information to your spouse or to others.

International Ethics and Compliance

Spectra Energy maintains the highest standards of integrity when conducting business in the United States and abroad. We build relationships based on trust and respect with our customers, suppliers, regulators, and community stakeholders.

Spectra Energy's success in global business transactions depends on our compliance with country-specific constraints and conditions, and sensitivity to local customs. The laws, regulations and conventions governing our international business relationships vary from country to country. It is Spectra Energy's policy to comply not only with the letter of these laws but also with their spirit. Spectra Energy is also responsible for following certain U.S. laws when doing business outside of the United States. Since violations of these laws can result in substantial fines, imprisonment and severe restrictions on the company's ability to do business, it is essential that Spectra Energy employees follow them. If local law conflicts with applicable U.S. law, or if in doubt for any reason, ask for guidance from an attorney in the company's legal department before taking any action.

Our Responsibilities

Spectra Energy employees who conduct business outside of the United States are expected to be familiar with, and comply with the laws and regulations of each country in which they conduct business, as well as the following laws and regulations:

- The anti-bribery provisions of the Foreign Corrupt Practices Act (FCPA) and the anti-bribery legislation of the Organization for Economic Cooperation and Development (OECD) Convention
- U.S. anti-boycott laws
- U.S. Treasury embargo sanctions
- U.S. export control restrictions.

Spectra Energy employees must:

- Report any FCPA and OECD Convention concerns.
- Seek advice in advance from an attorney in the company's legal department regarding whether a payment to a foreign governmental official, political party or candidate is legal and legitimate.
- Record all payments and transactions related to business conducted abroad accurately and fairly.
- Report all requests for boycott support or boycott-related information to an attorney in the company's legal department
- Obtain technical and legal guidance about export control restrictions when exporting sensitive goods or technology.
- Seek advice regarding any sensitive political issues in foreign countries where Spectra Energy is doing or considering doing business.
- Get the training needed to understand laws and regulations governing international transactions.

Employees must not:

- Make payments or give business courtesies directly or indirectly (such as payments to agents, sales representatives or other third parties) if there is reason to believe they will be used in violation of applicable foreign laws or governmental rules or regulations. This includes corporate and personal funds
- Violate anti-boycott laws, governmental embargoes or export control restrictions or prohibitions.

Related Information

The following are summaries of the key U.S. laws and regulations governing international business. Because most are based on U.S. foreign policy and national security goals, they are subject to change. It is your responsibility to stay updated on changes in these laws.

FCPA and the OECD Convention Legislation The FCPA and OECD Convention legislation make it a crime to promise, offer or give anything of value to a government official or a political party or candidate in order to obtain or retain business or gain any improper advantage. The FCPA covers all countries in which Spectra Energy currently has operations, and the laws implementing the OECD Convention have been ratified by many of those countries.

Anti-boycott Laws Anti-boycott laws make it illegal to cooperate in any boycotts between foreign countries if the boycotts are not sanctioned by U.S. law.

Treasury Embargo Sanctions The Treasury Department's Office of Foreign Assets Control prohibits U.S. companies and their foreign subsidiaries from doing business with certain countries, agencies and individuals. Regulations vary depending on the country and the type of transaction.

Export Control Restrictions To prevent sensitive goods, technology and software from falling into the wrong hands, exports of items sensitive to certain countries and individuals may be restricted or prohibited. These restrictions and prohibitions may also apply to transfers between Spectra Energy and its foreign subsidiaries.

Laws, Rules and Regulations

Spectra Energy and its business units are subject to various federal, state, provincial and local laws, governmental rules and regulations.

Any violation of these laws, rules or regulations could expose Spectra Energy and its employees to potential monetary penalties, loss of the ability to execute in the marketplace, reputational damage, loss of shareholder value, and civil and criminal charges.

Our Responsibilities

Spectra Energy employees are required to comply with the letter and intent of all applicable laws, and governmental rules and regulations, and to act with integrity and in a principled and ethical manner.

Spectra Energy employees must:

- Be aware of the laws, governmental rules and regulations that affect your daily job responsibilities and understand how they apply to your work.
- Receive training on applicable laws, governmental rules and regulations.
- Ask questions and gain clarification on the impact of applicable laws, governmental rules and regulations prior to acting.
- Communicate any suspected violations of applicable laws, governmental rules and regulations to your supervisor, or their manager, your human resources representative, or someone in the ethics and compliance office. If you desire anonymity, contact the EthicsLine at 1-877-SEETHIC (1-877-733-8442) or submit a report or inquiry at www.spectraenergy-ethicsline.com.

Additional leadership responsibilities

Spectra Energy employees in a leadership position (supervisors, managers and senior leaders) have these additional responsibilities:

- Research questions and issues on applicable laws, governmental rules and regulations and provide guidance to employees.
- Educate employees on the meaning of the applicable laws, governmental rules and regulations and their effect on work activities.
- Monitor work activities for on-going compliance with applicable laws, governmental rules and regulations
- Report any potential acts of non-compliance with applicable laws, governmental rules and regulations.
- Review the organization's compliance risk as to laws, governmental rules and regulations, and the effectiveness of procedures in place to mitigate that risk.
- Provide the proper incentives to ensure on-going compliance with applicable laws, governmental rules and regulations.

Media and Public Releases of Information

Spectra Energy employs professionals who are trained and qualified to release information to the public.

Unauthorized and inappropriate releases of information to the public can result in violation of SEC full disclosure laws, stakeholder confusion, and damage to Spectra Energy's competitive position, brand, and reputation. Only trained and authorized corporate or business unit spokespersons should provide information about Spectra Energy to the media or the public.

There are also very specific rules regarding the reporting of information to government agencies or elected officials. Only trained and qualified professionals at Spectra Energy should handle requests for information from public agencies or individuals. However, all employees are expected to cooperate fully and truthfully with regulatory and governmental investigations and proceedings, and not obstruct other employees from doing so.

Additionally, employees planning to provide information about Spectra Energy to public audiences through speeches, presentations, interviews, panel discussions, articles, papers, surveys, internet web sites, blogs, social media sites and the like should obtain Spectra Energy management approval and notify Spectra Energy communications staff prior to committing to and commencing such activities.

Our Responsibilities

Spectra Energy employees must:

- Forward requests for information about Spectra Energy to the appropriate department below, if communicating outside of Spectra Energy is not part of your assigned responsibilities;
- Inform your supervisor immediately about any request from a government agency or individual that is outside the scope of your routine job responsibilities;
- Report any violations of law, governmental rules or regulations, the company's policies, or this Code that may warrant disclosure to appropriate government authorities to your supervisor or their manager, your human resources representative, or someone in the ethics and compliance office;
- If your personal cooperation has been requested (such as by subpoena), cooperate fully and truthfully with regulatory and governmental investigations and proceedings. Failure to cooperate will result in corrective action up to and including employment termination.

Spectra Energy employees planning to provide information about Spectra Energy to public audiences through speeches, presentations, interviews, panel discussions, articles, papers, surveys and the like must:

- Get management approval before proceeding with public communications;
- Provide adequate advance notice to the appropriate communications staff, who will advise on the opportunity. Included are situations where employees are speaking on behalf of an industry taskforce or committee;
- Refrain from offering opinions or answering questions beyond your area of expertise.

Source

Financial community
News, trade media,
Regulatory agencies
Elected officials
Person seeking information
about a current or former
Spectra Energy employee

Refer to

Investor Relations
External Affairs
Legal Department
Governmental Affairs
Human Resources

Political Process

Spectra Energy strongly supports individual participation in the political process in our communities, including involvement with political parties, candidates or issues, and participation by eligible employees in Spectra Energy's political action committee, Spectra-DCP PAC. Such activities demonstrate stewardship, by showing that we care about the communities in which we live and work.

However, because laws and regulations governing political activities and contributions are complex and diverse, employees must not undertake such activities on behalf of Spectra Energy or on company time without the prior approval of Spectra Energy's governmental affairs department.

Spectra Energy provides information on its political activities and shares its viewpoint with employees, customers and the general public. We respect anyone's right to disagree with the official company positions regarding political preferences. We encourage our employees to exercise their right to vote in local and federal elections.

Our Responsibilities

Spectra Energy employees are expected to follow these guidelines to avoid violating laws and regulations concerning political activities and contributions.

Spectra Energy employees must:

- Make clear that political statements you make are your individual, personal views and not those of Spectra Energy.
- Get approval from governmental affairs before performing political activities on company time or using company resources, including photocopy machines, computers, telephones and other forms of company property.
- Notify your supervisor when making plans to campaign for or serve in public office.
- Avoid conflicts of interest when serving in public office by excusing yourself from any political matters involving Spectra Energy.

Records Management

Spectra Energy creates, develops and manages information in many ways. We must demonstrate a commitment to handling records properly. Employees manage a variety of business records in many forms, including but not limited to:

- Recorded conversations
- Presentations
- Audio conferences
- E-mails
- Paper documents
- Engineering drawings
- Videos
- Databases
- Instant Messaging

Information integrity, information privacy, information standard setting and information security issues require on-going attention.

Spectra Energy's records must be managed through their life cycle (from creation or receipt, through processing, distribution, maintenance, retrieval and final disposition) retained and disposed of in accordance with the Spectra Energy Records Retention Schedule, which incorporates applicable laws and regulations.

Utilizing an effective records management process is important to manage our regulatory and legal costs. Spectra Energy's integrity can be seriously questioned if records are not managed appropriately, retained for the appropriate length of time or are not disposed of properly. Failure to appropriately manage records places us at risk for possible penalties, fines and other sanctions.

Our Responsibilities

Spectra Energy employees must:

- Manage our business records in accordance with the Records Management Policy and its associated Records Retention Schedule.
- Management of records includes the responsibility to determine the disposition of each Email message as it relates to the Records Retention Schedule. Management of Email records is described in our Electronic Communications Policy.

Employees must not:

- Knowingly destroy, alter or falsify records in order to impede any pending or potential internal, civil, or governmental investigation or proceeding.

Q & A

Q: What is the definition of a "record"?

A: Company Records include all documentary materials, regardless of media type, physical form or character, made or received in connection with the transaction of business and preserved, or appropriate for preservation, as evidence of the organization, functions, policies, decisions, procedures, operations or other activities of the Company, or because of the informational value of the data held within them.

Safeguarding Company Resources

Spectra Energy invests in and uses certain assets to advance its business strategy and objectives. These assets include, but are not limited to books, office supplies, fax machines, computers, phones and work time.

Limited personal use of these assets on company time is allowed. However, because excessive personal use can be costly and impact profitability, employees are expected to use good judgment.

The personal use of equipment, tools and machinery is not allowed, except where specific business unit procedures allows for such use.

Our Responsibilities

Spectra Energy employees are expected to use Spectra Energy assets and resources responsibly and for legitimate business purposes.

Spectra Energy employees must:

- Talk to a supervisor when it is unclear if the use of a company asset in a given situation is appropriate.

Employees must not:


- Reproduce protected materials for personal use.
- Make personal use of any Spectra Energy asset (including computers and other office resources, equipment, tools and machinery) that creates any additional costs for Spectra Energy, interferes with work duties or violates any company policies.
- Allow company property to be used for illegal activities.
- Use company property or information for personal gain.



Ethics and Compliance Program

As part of Spectra Energy's commitment to conducting its business ethically and honestly, we have created the Ethics and Compliance Program to help employees follow this Code and to meet legal or regulatory requirements related to company business.

- The Audit Committee of the company's board of directors exercises reasonable oversight with respect to the implementation and effectiveness of the program.
- The management of the company promotes an organizational culture that encourages ethical conduct and a commitment to compliance with all applicable laws, governmental rules and regulations.
- The Chief Ethics and Compliance Officer has overall responsibility for the program's effectiveness.



Code of Business Ethics
EthicsLine: 1-877-SE-ETHIC
877-733-8442

<http://www.spectraenergy-ethicsline.com>

Printed copies may not include the most current information.