



Orbital Sciences Corporation

Code of Business Conduct and Ethics

Leading the Way...





Dear Colleagues:

At Orbital, we have a long-standing commitment to conducting business in a principled way. We are guided by our values, which are the foundation for everything we do.

Doing what's right is everyone's responsibility. Our Code of Business Conduct and Ethics will help you understand what Orbital expects of you and what our customers and shareholders expect of us. Rather than describing every legal or ethical situation we may face, it provides a roadmap for navigating the decisions we're faced with every day and ensuring we make the right choices.

Please take the time to review the Code carefully, and to use it as a tool to guide you when making judgments and decisions regarding conduct. If you have any questions, do not hesitate to talk with your supervisor about whatever ethical concerns or questions you might have.

Acting with integrity is not only the right thing to do; it is good business and a reflection of our corporate values. Therefore, our commitment to honest business conduct must always come first. Thank you for your support and commitment.

David W. Thompson

Chairman, President and Chief Executive Officer

Leading the Way...

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Every decision that we make and action that we take as individuals and as a company must be guided by straightforward and honest business conduct.



Leading the Way...

A Culture Based on Our Core Values

Orbital is committed to dealing honestly and fairly with our employees, customers, suppliers, shareholders and the communities in which we live and work. Our success depends on maintaining and sustaining a culture that incorporates our core values into our decision making and our actions.

Throughout our entire company, we are committed to maintaining the highest standards in all aspects of our business. Through straightforward and honest business conduct, the recognition of the power of innovation to benefit our customers and motivate our highly skilled workforce, and appreciation for the imperatives of operational safety and reliability, we have established ourselves as the undisputed leader of innovative and affordable space systems for customers around the world. Maintaining a leadership role in our industry depends upon not only the quality of our products, but how we interact with our customers, suppliers, competitors, regulators and, perhaps most important of all, each other.

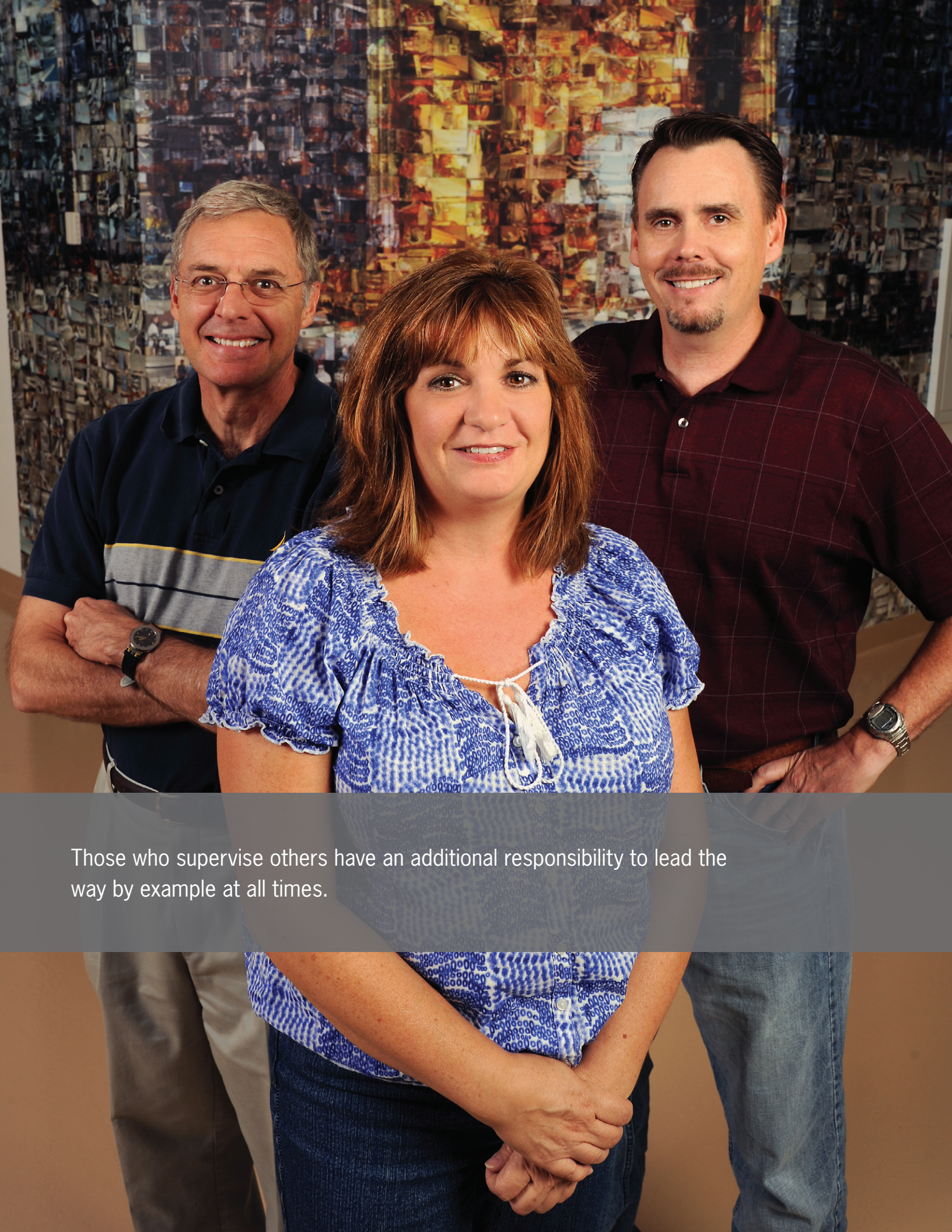
Every decision that we make and action that we take as individuals and as a company must be guided by straightforward and honest business conduct. In a complex marketplace, our greatest strength lies in our ability to together meet the challenges ahead, allowing Orbital to “lead the way” in engineering ingenuity and personal integrity.

This Code of Business Conduct and Ethics translates our core values into action by describing the responsibilities that we have to each other and to others with whom we do business. Employees, and others who act on our behalf, are expected to abide by the standards of behavior embedded in this Code as well as our more detailed policies and procedures, some of which we reference below.

Our Code and our policies cannot address every specific legal or ethical situation that our employees might encounter during their career with Orbital. Rather, we are expected to adhere to our Code using common sense and good judgment, and to ask questions and seek guidance when needed.

Our Core Values

- Straightforward and Honest Business Conduct
- Innovation That Benefits Our Customers
- Highly Skilled and Motivated Workforce
- Operational Safety and Reliability



Those who supervise others have an additional responsibility to lead the way by example at all times.

Leading the Way...

Our Responsibilities

Orbital's reputation and success ultimately depend on our workforce—the people who implement the company's strategy and carry out our mission. It is imperative that we each take individual responsibility for making decisions that are consistent with Orbital's values. This requires accountability for our actions and the judgment to seek guidance or raise issues when we have concerns.

Employee Responsibilities

As a starting point, we must comply with the applicable laws and regulations wherever we do business. But ethical behavior is more than mere compliance. It means doing what's right, even when it is difficult or uncomfortable. Here are a few ways you can do what is right:

- Act with honesty and integrity;
- Follow the law and Orbital's policies;
- Treat colleagues and our various partners in business, such as our customers and suppliers, in a straightforward and honest manner;
- Use common sense and good judgment;
- Seek guidance when unsure about the proper thing to do; and
- Speak up when you see a problem.

Additional Responsibilities of Managers

Those who supervise others have an additional responsibility to lead the way by example at all times. Managers are expected to:

- Foster a workplace environment that emphasizes and rewards ethical behavior;
- Promote a culture where colleagues are comfortable asking questions and raising concerns; and
- Ensure that colleagues are aware of and comply with our Code as well as other relevant company policies and legal requirements that apply to their work.

Integrity in Action

Question:

What if I report an incident or situation and it turns out that there was no violation?

Answer:

It's not unusual for an investigation to reveal that no violation occurred. Sometimes employees are not aware of all the facts or misunderstand the relevant policy or procedure. However, you should speak up if you have a concern. Retaliation for making a good-faith report is never tolerated.



Speaking Up

Leading the way also means speaking up and seeking help when you are concerned or know about an actual or potential ethical lapse or violation of the Code or our policies. Inappropriate actions, or actions that may be perceived as inappropriate, can have a damaging effect on all of us and on Orbital's reputation. Often, the consequences of misbehavior can be avoided if someone speaks up promptly. To maintain our culture of integrity, you must report any ethical lapse or suspected violation of the law, this Code, or any company policy to your manager or other appropriate personnel, such as the Legal Department, the Ethics and Compliance Department or the Ethics Hotline.

Commitment to Zero Retaliation

Orbital does not tolerate retaliation against anyone who, in good faith, raises a concern, reports a violation or participates in an investigation. No matter what your position is within the company, if you see or are aware of instances of retaliation, however subtle, report them immediately.

Investigations

We review and respond to all reports of ethical concerns and potential violations, and investigate as appropriate. Our investigations are impartial, objective, thorough and timely. We expect employees to cooperate with any investigation, and we trust that those participating in an investigation will maintain appropriate confidentiality.

Discipline

To protect Orbital and our employees, we respond promptly to reports of ethical concerns or conduct that may violate the law, our Code or a company policy. We may determine that remedial action or disciplinary action is necessary. Disciplinary action, up to and including termination, is reviewed with the company's Legal Department and in conjunction with the participating parties. We periodically review our policies and procedures, and implement improvements and other corrective actions to prevent problems from recurring in the future.

Confidentiality

Orbital treats all reports of ethical concerns or potential violations in a confidential manner. We prefer that you identify yourself when reporting concerns, as this will help in investigating an incident or situation. However, you have the option of making an anonymous report through the Ethics Hotline.

Orbital does not tolerate retaliation against anyone who, in good faith, raises a concern, reports a violation or participates in an investigation.

Resources for Getting Help or Raising a Concern

- Your Supervisor
- Legal Department
703-406-5524
legaldepartment@orbital.com
- Ethics and Compliance Department 703-406-5836
ethicsandcompliance@orbital.com
- Ethics Hotline
1-800-77-ORBIT
(1-800-776-7248)
- International Trade Compliance Department
- Security Department
- Human Resources Department

Leading the way means speaking up and seeking help when you are concerned or know about an actual or potential ethical lapse or violation of the Code or our policies.



Leading the Way...

Working with Each Other

We respect and honor our individual differences and the rights and intrinsic dignity of all people. We hold ourselves accountable for our actions and work to ensure a productive workplace free from discrimination and harassment.

Treating our colleagues with respect is one way that we will achieve efficient productivity and excellent performance.

Preventing Discrimination and Harassment

Orbital is committed to providing a work environment where employees can feel that they are part of a community that values and respects their contributions. Diverse backgrounds and experiences can drive innovation. Treating our coworkers with respect is one way that we will achieve efficient productivity and excellent performance.

At Orbital, all employment-related decisions are made without regard to race, color, age, sex, sexual orientation, national origin, religion, physical or mental disability, veteran status, genetic information, or any other classification protected by applicable law. We make reasonable accommodations for the disabilities and religious beliefs of our employees, provided that the accommodations do not pose an undue hardship for Orbital.

In addition, harassment has no place at Orbital. Our commitment to excellence leaves no room for behavior that demeans or belittles others. Harassment involves behavior that creates an intimidating, hostile, or offensive working environment. Harassment includes unwanted verbal or physical conduct related to race, color, religion, sex, sexual orientation, veteran status, national origin, age, physical or mental disability, genetic information or any other legally protected status. Each of us must be sensitive to how our actions and comments might be perceived or misunderstood by others.

Orbital will not tolerate discrimination against or harassment of any coworker or prospective job applicant by another coworker or supervisor. Employees are expected to speak up and promptly report any discriminatory, intimidating, abusive or humiliating behavior.

To Learn More

Equal Employment Opportunity Policy

Harassment in the Workplace Policy

Americans with Disabilities Act Policy

Integrity in Action

Question:

I'm considering an applicant for a job in which she'd be working in the high bay labs, but I'm afraid that other employees working in the same area will think that her physical disability is a hindrance. Is this a legitimate reason not to hire her?

Answer:

No. To deny an applicant or employee a job based on the reaction of others to disability, race or other protected classification is unlawful discrimination. You should not make assumptions about her physical abilities. If the applicant is the best qualified person for the job and can perform the essential functions of the job, we should hire her.



Integrity in Action

Question:

A coworker forwarded me an e-mail with some offensive jokes. I'm not sure how to respond. What should I do?

Answer:

Start by telling your coworker that the jokes offended you. Many potential issues can be resolved with open, honest communication. If your coworker continues sending inappropriate material, or if you're not comfortable approaching him or her directly, you can talk to your Human Resources Department site manager or contact the Legal Department.

Promoting Workplace Health and Safety

Orbital is committed to conducting its business in a manner that ensures the safety and health of our colleagues in the workplace as well as people in the communities in which we operate. We are responsible for ensuring that potential hazards are eliminated from the workplace.

Each of us is expected to be aware of and comply with applicable health and safety laws and related policies and procedures. This includes:

- Following all procedures related to the operation of equipment and the use of hardware;
- Reporting unsafe conditions, hazards, broken equipment or machinery, accidents and workplace incidents;
- Understanding the related risks and rules for storing, handling and transporting hazardous materials, and complying with all legal requirements, including any special permit requirements;
- Never bringing illegal drugs or other controlled substances onto company property or being under their influence while at work;
- Never tolerating any acts or threats of violence, physical intimidation or other disruptive behavior of any kind in the workplace or during participation in business activities off premises; and
- Keeping up-to-date with all relevant training.

You must report immediately all potential hazards that threaten health and safety in the workplace.

Commitment to Operational Safety and Reliability

You should never feel pressured to cut corners or ignore any safety, health or security issue. Concerns should be reported to a supervisor, the Ethics and Compliance Department or the Legal Department in a timely fashion.

Each of us is expected to be aware of and comply with applicable health and safety laws and related policies and procedures.

To Learn More

Safety Manual (TM-1617)

Drug-Free Workplace Policy

Violence in the Workplace Policy



We act with integrity and do not allow personal interests to conflict—or even appear to conflict—with those of Orbital. A conflict of interest arises in a situation where an individual’s personal interests may be contrary to the interests of the company.

Leading the Way...

Protecting Our Company

We conduct our business honestly and in a straightforward manner. Our values guide every business decision we make.

Avoiding Conflicts of Interest

We act with integrity and do not allow our personal interests to conflict—or even appear to conflict—with those of Orbital. A conflict of interest arises in a situation where an individual's personal interests may be contrary to the interests of the company. A conflict of interest generally exists when an individual has a direct or indirect personal interest in a transaction or situation that affects (or appears to affect) his or her judgment and interferes (or appears to interfere) in any way with the interests of Orbital. Some conflicts of interest are obvious. Other times, they only become obvious with hindsight, and then it may be too late to remedy the situation. Therefore, even the perception of a personal conflict often is enough to dictate that the behavior at issue needs to be addressed.

Sometimes, the dilemma presented by a conflict of interest can be remedied by full disclosure to all involved parties. Other times, the behavior at issue may be prohibited because it is illegal and/or unethical. This Code cannot cover all situations in which a conflict might arise. However, the basic factor in all these situations is the division of loyalty, or the perception of the division of loyalty, between the company's best interests and yours.

Guidelines with respect to several sensitive areas in which actual or potential conflicts of interest are likely to occur are set forth below. To preserve integrity in the decision making process and to avoid any questions or second guessing, employees should disclose actual or potential conflicts to management, the Ethics and Compliance Department or the Legal Department so that they can be promptly and properly addressed.

Doing business with a customer or vendor for which a family member or person with whom you have a personal relationship works, may give rise to a perceived, if not actual, conflict of interest.

Integrity in Action

Question:

I'm working in one of our facilities as a production employee, and I'm taking medication that may cause drowsiness. Do I need to discuss this with my supervisor?

Answer:

Yes. Employees who for medical reasons are using prescription or non-prescription drugs that may impair alertness or judgment, and therefore could jeopardize their safety and that of their coworkers, should inform their supervisor upon reporting to work.



Integrity in Action

Question:

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

Answer:

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 supplier.

Relatives and Friends

Doing business with a customer or vendor for which a family member or person with whom you have a personal relationship works, may give rise to a perceived, if not actual, conflict of interest. A conflict may also exist if such a person works for a competitor. Any substantial interests that a family member or close friend has in our customers, vendors or competitors must be disclosed to your manager, the Ethics and Compliance Department or the Legal Department. In addition, to prevent potential conflicts of interest and allegations of favoritism, you are not permitted to have a reporting relationship, direct or indirect, with a family member or an individual with whom a family member has a personal relationship.

Corporate Opportunities, Investments and Business Relationships

We owe a duty to Orbital to advance the company's interests when an opportunity to do so arises. You should:

- Not use company property and equipment, company information or your position for improper personal gain; and
- Avoid holding a position as a director, consultant or agent, or owning greater than 10 percent of the ownership interests of a competitor, customer or supplier, or any entity that has a material financial relationship with Orbital.

Outside Employment

At times, you may wish to take on additional part-time work. A second job does not necessarily constitute a conflict of interest; however, it must be strictly separated from your job at Orbital and is subject to the following restrictions:

- Outside work must not be done on company time and must not involve the use of company equipment or supplies.
- You should not attempt to sell products or services from your outside work to Orbital.

Integrity in Action

Question:

In order to earn some extra money, I have set up a tool machining shop in my garage, where I plan to work in my spare time. Is this okay?

Answer:

It depends. Who are you planning to sell your product to? Is there intellectual property that you will be developing? Do you really have time? Will you be using any of Orbital's resources? These are the types of questions that need to be discussed with the Legal Department and your manager to determine whether or not there is a conflict of interest.

You are expected to be familiar with the Employee Non-Disclosure Agreement that you signed as a condition of your employment at Orbital. It governs your obligations regarding the protection of Orbital and third-party information, and Orbital's rights in inventions and intellectual property developed while working at Orbital. The obligation to keep Orbital and third-party information confidential continues even if your employment with Orbital has ended.

- Performance of outside work must not interfere with your primary duties and obligations to Orbital or prevent you from devoting the time and effort needed to fulfill them.
- Outside employment with a competitor, vendor or customer of Orbital is generally not permitted.

Safeguarding Our Proprietary Information and Intellectual Property

The innovative ideas and intellectual tools we use every day in our work are a profound source of competitive advantage for the company. Each of us must safeguard Orbital's proprietary information, trade secrets and other confidential intellectual property, regardless of how the information exists, whether in written form, in electronic form or in your mind. Proprietary information concerning pricing, products and services that are being developed, undisclosed financial data, business and marketing plans, and corporate transactions such as acquisitions or divestitures must be held in the strictest confidence. With network security being one of the key challenges faced by companies in our industry, you must be especially cautious about where data is stored and how it is transmitted.

Protecting Our Assets

Orbital's resources and assets are provided for use in the company's business. Theft, carelessness and waste have a direct impact on Orbital's profitability. Any suspected incident of fraud or theft should be reported immediately. The use of company materials, equipment, facilities and other resources to support non-company business is prohibited, although reasonable, incidental personal use may be permitted. For example, an occasional personal phone call that does not interfere with work is allowed; however, using your Orbital phone to make calls related to running a personal business is not permitted.

Integrity in Action

Question:

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

Answer:

This is a problem that could be costly for you, your spouse and the company. If your spouse were to buy or sell securities based on the information you shared or if your spouse were to accidentally share the information with someone else, both of you could be prosecuted for illegal insider trading. You should not give any material nonpublic information to your spouse or to others.

Avoiding Insider Trading

Trading in Orbital securities while in possession of material nonpublic information is illegal because it creates unfair advantages in making investment decisions and undermines public trust in the market. Many of us have access to information about Orbital that may not be known to the public. Material nonpublic, or "inside" information, is information about any company that has not been made publicly available and that a reasonable investor would consider important when deciding to buy or sell in the securities of that company. Examples of material nonpublic information include discussions of mergers and acquisitions, loss or award of a major contract, changes in executive leadership, financial forecasts and other financial information.

Avoid insider trading by:

- Not "tipping" or passing on to another person material nonpublic information about Orbital;
- Never purchasing or selling Orbital common stock or other securities while being personally aware of material nonpublic information about the company; and
- Protecting material nonpublic information from unauthorized disclosure.

If you have a question as to whether you are in possession of material nonpublic information, check with the Legal Department before entering into any transaction. This guidance also applies to the securities of other public companies for which you receive nonpublic information in the course of your employment at Orbital.

International Trade Controls and Foreign Travel

The United States uses international trade controls to protect national security and the domestic economy, and to promote foreign policy. These laws regulate our ability to export tangible products as well as technology, data (including technical discussions), services, software and other similar types of information. There are

To Learn More

[Insider Trading Policy](#)

The United States uses international trade controls to protect our national security and the domestic economy, and to promote foreign policy.

Anyone who has access to U.S. government classified information has a special obligation to comply with government laws and regulations that protect our nation's security and safeguard our nation's secrets.



Integrity in Action

Question:

If I'm not shipping products out of the country, do I need to worry about rules on international trade?

Answer:

Absolutely. However, these rules are not always intuitive. They can apply to e-mails, visual access, and even to conversations, and visits by foreign persons, or when you travel outside the U.S. with a laptop. If you have questions, contact the International Trade Compliance Department.

also laws that prohibit us from engaging in transactions with specific persons, organizations or countries that are sanctioned based on U.S. foreign policy and national security goals. To ensure compliance, international business pursuits and transactions must be coordinated from the outset with the International Trade Compliance Department.

Activities that require prior coordination with the International Trade Compliance Department include:

- Exports and imports of hardware;
- Disclosure of Orbital technical information to foreign persons;
- Foreign visitors at any of our facilities; and
- International travel. (Note: If you have a security clearance, you also need to notify the Security Department of any international travel.)

Safeguarding Classified Information

Anyone who has access to U.S. government-classified information has a special obligation to comply with government laws and regulations that protect our nation's security and safeguard our nation's secrets. If you possess a valid and appropriate security clearance and require access to specific classified information, you must ensure that such information is handled strictly in accordance with applicable government procedures for safeguarding classified information. You should not seek access to, accept or retain any classified materials if you do not have the necessary security clearance level and a "need to know." While such information is in your possession, you must take appropriate precautions to avoid unauthorized disclosure.

Government-classified information shall not be accepted from any source, either directly or indirectly, if there is reason to believe the release of that information is unauthorized. Any suspected violations of regulations and procedures for possessing and/or handling government-classified information should be reported immediately to the Security Department.



A culture that emphasizes integrity and high ethical standards regarding financial reporting is fundamental to the company's reputation and success.

Integrity in Action

Question:

I recently received a call from the NASA Inspector General's office asking questions about one of our suppliers. Can I talk to them?

Answer:

The best way to proceed is to get the Legal Department involved. You can tell the investigator to call the Legal Department directly or let them know you'd prefer to get Legal involved before you talk with them. They won't be surprised by this request.

Maintaining Accurate Business Records

We are committed to maintaining record-keeping systems and internal controls that ensure the accuracy of our business records and transparency of business transactions. Accurate business records are essential for internal decision making and for the benefit of the shareholders, investors, regulators and others who rely on them.

Orbital's books, records, accounts and financial statements must properly document all company assets and liabilities, and accurately reflect all company transactions. These records should be sufficiently detailed and maintained in accordance with applicable accounting and legal requirements and standards, as well as with Orbital's system of internal controls.

Concerns about Orbital's business or financial records, accounting, internal controls or audit matters should be raised with your manager, the Corporate Finance and Accounting Department, the Legal Department, the Ethics and Compliance Department, or the Internal Audit Department. Concerns also may be communicated anonymously or confidentially to the Audit and Finance Committee of Orbital's Board of Directors by writing to: Audit and Finance Committee of the Board of Directors, Orbital Sciences Corporation, 45101 Warp Drive, Dulles, VA, 20166, Attention: General Counsel.

Special Ethics Obligations of Employees with Financial Reporting Obligations

The Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and other persons performing similar functions at both the corporate and operating group levels have responsibility for ensuring that the company's filings with the Securities and Exchange Commission and other public disclosures contain information that is full, fair, accurate, timely and understandable. A culture that emphasizes integrity and high ethical standards regarding financial reporting is fundamental to the company's

reputation and success. Accordingly, the aforementioned parties are bound by the following Financial Officer Code of Ethics, and by certifying to our Code, they each agree that they will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest involving personal and professional relationships;
- Act objectively, without allowing independent judgment to be subordinated;
- Act at all times in good faith, responsibly, with due care, competence and diligence, and without knowingly misrepresenting any facts;
- Comply with applicable federal and state laws and regulations and the rules of other private and public regulatory agencies to which Orbital is subject;
- Comply with internal controls and procedures for financial reporting and ensure that material information is disclosed as required by law; and
- Promote ethical behavior among personnel under their supervision at Orbital and ensure such individuals are appropriately educated on applicable laws, rules and regulations.

Cooperating with U.S. Government Audits and Investigations; Mandatory Disclosure

As a U.S. Government contractor, we agree that the U.S. Government may examine certain company information, including financial records and cost data. In order to ensure timely responses to requests for information, Orbital has designated certain employees who are responsible for receiving, evaluating and responding to requests from government auditors. Requests received by other employees should be directed to these designated employees or to the Ethics and Compliance Department.

From time to time, various agencies of the U.S. Government, such as the Office of Inspector General of agencies we work with, will conduct audits or investigations to assess Orbital's compliance with applicable laws or regulations. You have the right to speak with investigators as well as the right to decline to be interviewed. While we cooperate with such investigations to the extent there is a legal basis for them, such investigations may involve complicated legal issues, and responses should be coordinated with the Legal Department.

All employees are required to cooperate in internal investigations. During any investigation or corrective action effort, you must:

- Comply with Orbital's record retention policy;
- Never destroy any documents or electronic records, in any form, that you believe might be relevant as evidence in any civil, criminal or regulatory proceeding;
- Never lie or mislead an investigator; and
- Never obstruct the collection of information relating to an investigation.

To Learn More

Business Records Retention Policy

Memorandum Regarding Orbital Personnel Support of U.S. Government Audits

Mandatory Internal Disclosure Procedure

There are also various laws and regulations that require us to disclose misconduct involving fraud, conflicts of interest, bribery, illegal gratuities, civil false claims and significant customer overpayments. You are required to report possible violations to the Legal Department, the Ethics and Compliance Department or the Ethics Hotline. The Legal Department will determine whether a disclosure is required and, if so, will make the disclosure to the appropriate government officials.

Speaking to the Media and the Public

Public communications, in any form, can have a significant impact on our business and our relationships with customers, vendors, competitors and investors. We speak with one voice when communicating about Orbital to the media, financial analysts, investors or the public. Orbital's public statements must be accurate, timely and in compliance with legal requirements.

Our Corporate Communications Department leads and coordinates the company's communications activities with the media, investors and the public. If you receive an inquiry from the media:

- Assume that any interaction with a reporter is "on the record";
- Direct reporters or members of the media to the Corporate Communications Department;
- Notify the Corporate Communications Department if a member of the media contacts you about the company;
- Obtain prior approval from the Corporate Communications Department before accepting a media interview; and
- Refrain from disclosing material information about the company.

Using Social Media Responsibly

The use of social media professionally and personally is rapidly becoming commonplace. Everything we say and do affects the trust our stakeholders place in us, even as we find new ways to communicate with our customers and communities. Whenever you engage in social media activity that relates to the company or could be identified in any way with Orbital or our business, you should:

- Use common sense and good judgment;
- Avoid statements that could damage Orbital's reputation or the reputation of another employee or third parties with whom we do business; and
- Make it clear that one's own opinions and views are not those of the company.

Remember, when we share information, we do so intelligently and always in a manner that is straightforward and consistent with honest business conduct.

We speak with one voice when communicating about Orbital to the media, financial analysts, investors or the public.

To Learn More

[Corporate Communications Policy](#)

To Learn More

[Social Media Policy](#)

Integrity in Action

Question:

I noticed that my colleague, who is away on a launch campaign, is using his Facebook page to keep friends updated on his whereabouts and activities, including updates on the latest launch schedule and when he is planning on coming home. Is this a problem?

Answer:

Yes. Information regarding Orbital's business, such as the schedule of activities underway in connection with a mission, is generally proprietary. Disclosures could be prohibited by confidentiality agreements with customers. There also might be legal implications regarding certain public disclosures about the company. If you want to talk about work using social media, you should use the same professional standards online as you would when having conversations in person.



You must be aware of and follow company guidelines before contacting U.S. Congressional members and covered Executive Branch officials.

Political Activities and Contributions, Including Lobbying

Each of us has the right to participate in the political process and engage in civic affairs and political activities. It is important, however, to make it clear that your views and actions are your own and not those of the company. In addition, employees are prohibited from using company resources or time for political activities.

Orbital does not contribute money, goods or services to political candidates, national political party committees or other political committees. Only our Political Action Committee, ORBPAC, which is managed by the Government Relations Department, can legally make contributions to political candidates and organizations. All contributions by employees to ORBPAC are voluntary.

Indirect expenditures on behalf of a candidate or elected official can be considered political contributions. Examples include:

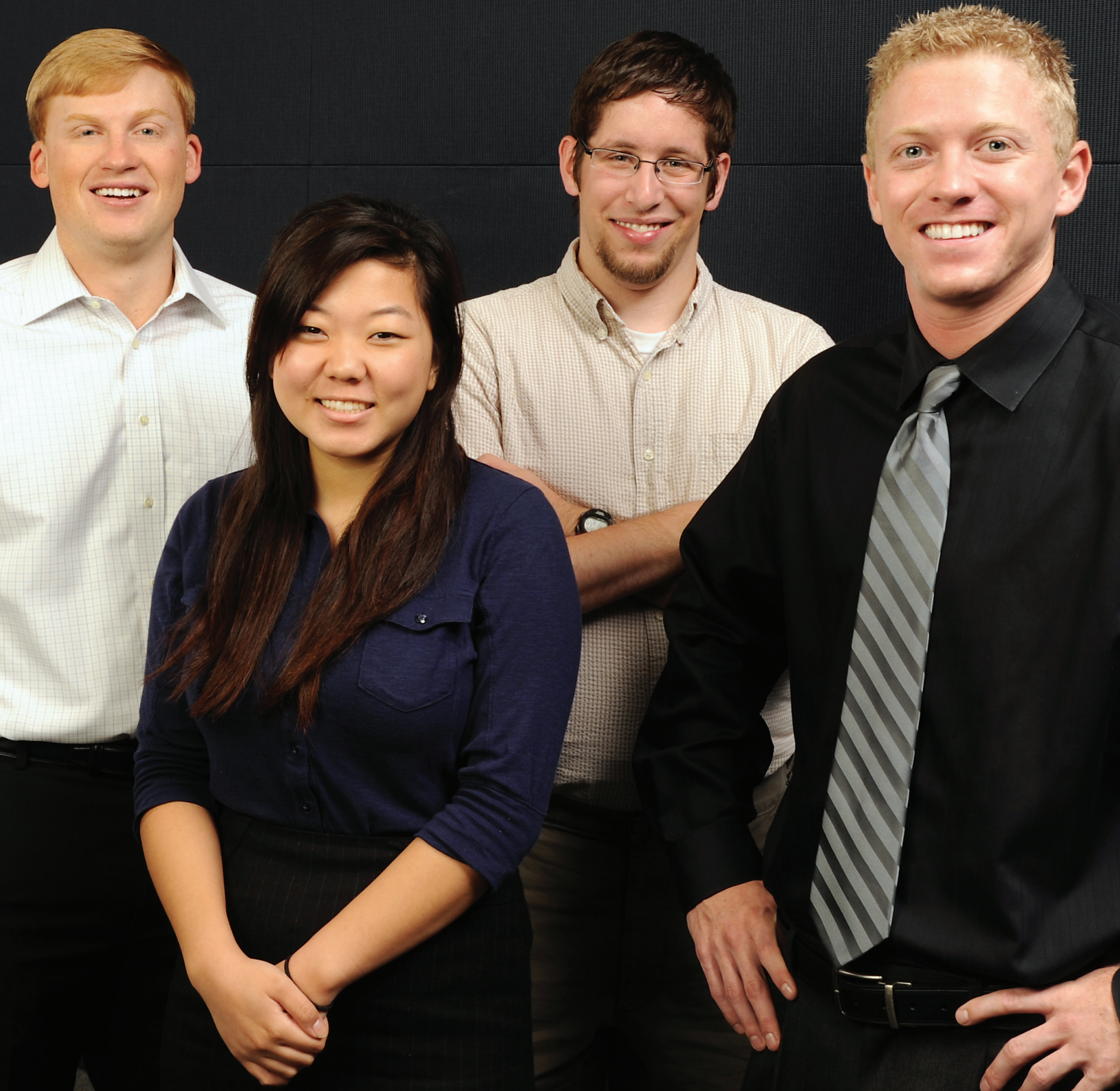
- The use of company facilities for campaign purposes;
- The use of company resources such as copy machines, computers, telephones or other equipment;
- Using letterhead in connection with political work you might be engaged in, even if you think it will also benefit Orbital; and
- Travel on corporate aircraft.

Any activities involving federal or local elected officials or political candidates must be coordinated with and approved in advance by the Government Relations Department.

You must be aware of and follow company guidelines before contacting U.S. Congressional members and covered Executive Branch officials. Lobbying, both directly and indirectly, is highly scrutinized and must be performed in accordance with all applicable rules and regulations. Always consult with the Government Relations Department or Legal Department before engaging in lobbying activities to avoid unintended violations of company policy and federal rules.

Each of us has the right to participate in the political process and engage in civic affairs and political activities.

Our success depends not only on the fact that we build innovative and reliable products but also on our reputation for competing fairly and ethically for business opportunities, and managing our supplier relationships in a fair and impartial manner.



Leading the Way...

Respecting Our Customers and Business Partners

Our success depends not only on the fact that we build innovative and reliable products but also on our reputation for competing fairly and ethically for business opportunities, and managing our supplier relationships in a fair and impartial manner.

Ensuring Integrity with Bids, Negotiations and Contract Performance

We are committed to competing fairly and honestly and seeking competitive advantages through superior performance, and not through unethical, illegal or unfair business practices.

We comply with the laws and regulations that relate to the acquisition of goods and services by our customers. Anyone involved in the preparation of proposals or bids, or involved with contract negotiations on U.S. Government programs, needs to be familiar with the requirements of the Procurement Integrity Act and the Truth in Negotiations Act. The former prohibits disclosing and obtaining U.S. Government source selection information and contractor bid or proposal information and includes restrictions on employment discussions with government officials (described below). The latter requires that we certify that cost or pricing data that we are required to submit is current, accurate and complete. Employees need to be constantly vigilant of the obligations placed on contractors to be truthful in connection with statements that Orbital makes to any U.S. Government representative, and ensure that false claims for payment are never submitted to our customers.

Once awarded, contracts must be performed in accordance with the applicable contract terms, specifications and quality and testing requirements.

Use of third-party proprietary information that we have received illicitly or inadvertently is never permitted, nor can we use third-party proprietary information that is rightfully in our possession without that party's consent.

If you ever have reason to believe that the release or receipt of any information is unauthorized, or are uncertain as to Orbital's legal right to use the information, do not copy, distribute or use it until you have obtained guidance from the Legal Department.

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Integrity in Action

Question:

I recently attended an international conference that was attended by competitors and customers. The Vice President of Marketing from one of our customers, who is also a competitor sometimes, suggested that we meet for dinner at a restaurant away from the conference location. Should I go?

Answer:

No. Doing business with a competitor is a sensitive area because it can lead to anticompetitive behavior and violations of domestic and international antitrust laws. Private discussions between competitors can result in a perception that you are colluding with a competitor. If two companies' actions are questioned in the future, it is generally difficult to prove who was right if there are no witnesses to a conversation.

From time to time, U.S. Government employees may start a conversation that implies they are or will be looking for a job when they retire from government service. You should let them know you cannot discuss employment with them and immediately direct them to the Orbital Human Resources Department.

Recruiting and Hiring Current or Former Government Employees

Orbital's continued success and ability to compete in the marketplace depends on ensuring that we do not hire or work with former government employees in any manner that creates a real or perceived conflict of interest. Because of the federal conflict of interest laws and regulations, you should not engage in any form of contact with current or former federal government employees (military or civilian) about potential employment or consulting opportunities at Orbital unless you are familiar with the rules. In addition, former government employees who come to work at Orbital may be prohibited from taking on certain assignments for a prescribed time period. We have screening procedures that need to be followed before holding employment discussions. The rules in this area are complex. If you have questions regarding this topic, contact the Human Resources Department or Legal Department.

Promoting Fair Competition

At Orbital, our innovation drives better and more affordable products that benefit our customers. We seek to outperform our competitors fairly and honestly, and never through unethical or illegal business practices that might restrain trade or reduce competition. We comply with all applicable laws, rules and regulations that govern our agreements with competitors, suppliers or customers. The law prohibits agreements or discussions with competitors regarding price fixing or controls, allocating customers, or boycotting specified customers or suppliers.

From time to time, we are a customer of, or a subcontractor with, companies with which we compete. Because of the laws restricting anticompetitive behavior, discussions with competitors, including social activities, should be conducted in public view, and the subject matter should not include pricing, territories, markets or customers.

To Learn More

Recruiting and Hiring Current and Former Government Employees Policy

Integrity in Action

Question:

I was directed by a program manager to do sole/single-source procurement from Seller A because we have had performance issues with Seller B in the past. Is this okay?

Answer:

Single-source procurements should only be used when it is not feasible, practical or cost-effective to seek competitive bids/proposals. Prior performance can be used in the evaluation of the bids/proposals. Program managers cannot direct the subcontract administrators or buyers to use a particular company. As a safeguard to protect Orbital's business interests and to ensure compliance with legal requirements, only certain personnel have the authority to negotiate pricing and to contractually bind the company.

Antitrust and competition laws are complex and vary from state to state and country to country. Proven violations carry significant fines and even imprisonment. Even the appearance of improper agreements with competitors can harm our reputation or risk legal action against our company.

Ensuring Integrity with Procurement

We must manage our supplier relationships in a fair and impartial manner that results in reasonable prices and prevents fraud or other misconduct, such as subcontractor kickbacks. Our procurement decisions are based on fair and impartial selections of capable and responsible sources of supply, the maximum use of competition, and adherence to all applicable laws and regulations. We do not award or accept business with favoritism.

Providing and Accepting Appropriate Business Courtesies

Orbital competes on the merits of its products and services and does not use the exchange of business courtesies to gain an unfair competitive advantage. Business courtesies, including favors, gifts, entertainment, discounts, meals and transportation, can build goodwill, but they also can create a perception that favors were granted in order to influence business decisions. Giving anything of value to win business or to obtain an unfair business advantage undermines the integrity of our relationships and is prohibited.

In deciding whether to accept or give a business courtesy to any third party, employees are expected to follow Orbital's Gifts, Meals, Entertainment and Other Business Courtesies Policy, to use good business judgment, and to ask questions when in doubt. The rules and regulations that apply to offering business courtesies to government employees, officials and representatives of the U.S. and foreign governments are complex. The following addresses the offering or providing of business courtesies in certain specific situations.

To Learn More

Antitrust Violations and Collusive Pricing Policy

To Learn More

Truth in Negotiations Act Compliance Policy

Procurement Integrity and Protection of Competitive Sensitive Information Policy

Bribery, Kickbacks and Contingent Fees Policy

Orbital competes on the merits of its products and services and does not use the exchange of business courtesies to gain an unfair competitive advantage.



Offering or Providing Business Courtesies to Non-Government Persons

You may provide business courtesies of reasonable value to non-government persons in support of business activities, provided the business courtesy:

- Is not illegal (e.g., constitutes a kickback) and complies with applicable regulations as well as the recipient organization's policies;
- Is ordinary and customary in the particular context;
- Is not frequent or lavish;
- Could not reasonably be interpreted as an attempt to obtain or retain favorable treatment or an improper business advantage; and
- Could not reflect negatively upon Orbital's or the recipient's reputation.

Acceptance of Business Courtesies by Orbital Employees

It is permissible for you to accept unsolicited business courtesies from nongovernment persons, provided the business courtesy:

- Is provided infrequently;
- Does not create an actual or perceived obligation or expectation;
- Occurs in an appropriate setting; and
- Has a value of not more than \$75.

Solicitation of business courtesies is always prohibited. If you have any questions about the propriety of accepting a business courtesy, contact the Ethics and Compliance Department or Legal Department for guidance.

Federal Executive Branch Employees

You may not offer or give anything of value to federal executive branch employees, except as follows:

- Orbital advertising or promotional items of little intrinsic value (generally \$20 or less per occasion), such as a coffee mug, calendar or similar item displaying the company logo;
- Modest refreshments that are not part of a meal; or
- Business courtesies, other than transportation, having an aggregate value of \$20 per individual occasion or a \$50 annual limit.

Vendors engage in various marketing strategies that create the perception of a conflict of interest or may lead to an employee receiving an improper personal benefit.

For example:

- **An invitation for an expenses-paid trip by a vendor to receive an "award"; or**
- **A \$100 gift card for participating in a survey sponsored by one of our vendors and completed by you in the ordinary course of your job.**

In situations like these, the best course of action is to decline the offer.

Integrity in Action

Question:

I have been asked to support Program X from time to time when I am between tasks on Program A. The Program Manager told me that since I only spend about 1–2 hours every couple of weeks on Program X, I should just charge my time to an indirect overhead account. Is that okay?

Answer:

No. If you normally charge your time to direct projects, you need a charge number for any program you work on, even if you are only spending a small amount of time on it.

When combined, the value of the business courtesies may not exceed \$50 in a calendar year. Although it is the responsibility of the government employee to track and monitor these thresholds, you must not knowingly provide business courtesies exceeding the individual or annual limit.

Federal Legislative Branch Employees

House and Senate rules generally prohibit members and staff from accepting any gifts from a lobbyist or entity that employs a lobbyist, like Orbital.

The exceptions are few and complex. Therefore, no business courtesies of any kind may be provided to any federal legislative branch employee unless approved in advance by the Legal Department.

Foreign Governments

The Foreign Corrupt Practices Act, the U.K. Anti-Bribery Act and the laws of other countries prohibit or restrict the provision of business courtesies to representatives of foreign governments, foreign public officials, and in some instances nongovernmental commercial entities. Anyone considering offering such courtesies, or who received gifts while conducting international business, should consult with the Legal Department.

To Learn More

Gifts, Meals, Entertainment and Other Business Courtesies Policy and FAQ

Foreign Corrupt Practices Act Compliance Policy and FAQ

Accurately Recording Labor and Other Charges

Orbital customers place special trust and confidence in us when they award us work. For government contractors, accurate recording of time and charging expenses to their proper account is critical. Each of us is responsible for:

- Complying with the company labor charging policies and procedures;
- Knowing which accounts are to be charged;
- Ensuring that labor hours, travel, material and other expenses are recorded on time and in a truthful and complete manner; and
- Having a general understanding of the distinction between allowable and unallowable, and direct and indirect, costs.

Additionally, managers are responsible for reviewing timesheets and expense reports for accuracy. Any questions or concerns or any difficulties obtaining the proper work authorization documents should be raised promptly with a manager or with the Ethics and Compliance Department. It is against the law and company policy to knowingly:

- Mischarge time;
- Falsify timekeeping;
- Charge an incorrect account or cost objective, or approve such mischarging; or
- Shift costs to improper accounts.

Timekeeping Rules

- **Complete your timesheet daily, at a minimum**
- **Enter all time to the correct charge number**
- **Know how to locate the Authorizing Document for each charge number**
- **Record time in tenths of an hour**
- **Sign your timesheet at the end of the pay period**

To Learn More

Labor Charging and Timekeeping Policy

Unallowable Cost Identification, Review and Approval Policy

Classifying Direct and Indirect Costs Policy

All employees are required annually to certify that they have read this Code, that they have complied with it and that they are not aware of any violations.



Leading the Way...

The Next Steps

Making Decisions and Judgment Calls

While our Code addresses many situations, it is impossible to cover and anticipate every type of ethical dilemma that arises in our day-to-day interactions amongst ourselves and others with whom we do business. There may be times when the right decision is not obvious or may feel uncomfortable. When you are faced with a difficult ethical decision, ask yourself these questions:

- Do I have all the information I need to make a good decision? If not, have I sought advice?
- Is the action legal?
- Is my decision consistent with Orbital's values and our Code?
- Would I feel comfortable justifying my action to my coworkers, my supervisor, my family and friends?
- Would the action reflect well on Orbital?

You have an obligation to the company to speak up and seek help when you are concerned or know about an actual or potential ethical lapse or violation of our Code or our policies.

If you are still uncertain about the ethics or legality of an issue, seek additional guidance before proceeding. Use common sense, and keep asking questions until you are certain that your decision is consistent with straightforward and honest business conduct.

Certifications and Waivers

All employees are required annually to certify that they have read this Code, that they have complied with it and that they are not aware of any violations.

Waivers granted under this Code will be disclosed in accordance with applicable laws.

“It takes less time to do a thing right than to explain why you did it wrong”

- Henry Wadsworth Longfellow

Resources for Getting Help or Raising a Concern

- Your Supervisor
- Legal Department
703-406-5524
legaldepartment@orbital.com
- Ethics and Compliance Department 703-406-5836
ethicsandcompliance@orbital.com
- Ethics Hotline
1-800-77-ORBIT
(1-800-776-7248)
- International Trade Compliance Department
- Security Department
- Human Resources Department

Leading the Way...

List of Contacts

Department	E-mail	Phone
Ethics and Compliance	ethicsandcompliance@orbital.com	703-406-5836
Human Resources	humanresources@orbital.com	703-406-5026
Information Services	See ORBNET	703-406-5090
International Trade Compliance	Trade_Compliance@orbital.com	703-948-8186
Legal	legaldepartment@orbital.com	703-406-5524
Security - Chandler	FSO_Chandler@orbital.com	480-814-6847
Security - Dulles	FSO_Dulles@orbital.com	703-948-8421
Security - Gilbert	FSO_Gilbert@orbital.com	480-355-7914
Ethics Hotline	N/A	800-77-ORBIT/800-776-7248
Corporate Communications Department	public.relations@orbital.com	703-406-5960
Government Relations Department	GovernmentRelations@orbital.com	703-948-2111



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