

AGGATEWAY ANTITRUST GUIDELINES

While some activities among competitors are both legal and beneficial to the industry, group activities of competitors are inherently suspect under the antitrust laws. Agreements or combinations between or among competitors need not be formal to raise questions under antitrust laws, but may include any kind of understanding, formal or informal, secretive or public, under which each of the participants can reasonably expect that another will follow a particular course of action.

Each of you is responsible to see that topics, which may give an appearance of an agreement that would violate the antitrust laws, are not discussed at your meetings. It is the responsibility of each participant in the first instance to avoid raising improper subjects for discussion. This reminder has been prepared to assure that participants in meetings are aware of this obligation. A copy of the Antitrust Guidelines must be provided at every meeting to its participants. If meeting is via telephone, an electronic form must be sent to its participants prior to the conference call.

The "Do's" and "Don'ts" presented below highlight only the most basic antitrust principles. Each participant in a meeting should be thoroughly familiar with his/her responsibilities under the antitrust laws and should consult counsel in all cases involving specific situations, interpretations, or advice.

DON'T...

1. DO NOT, in fact or appearance, discuss or exchange information regarding:
 - (a) Individual company prices, price changes, price differentials, mark-ups, discounts, allowance, credit terms, etc., or data that bear on price (e.g., costs, production, capacity, inventories, sales).
 - (b) Industry pricing policies, price levels, price changes, differentials, etc.
 - (c) Industry production, capacity or inventories.
 - (d) Bids on contracts for particular products; procedures for responding to bid invitations.
 - (e) Plans of individual companies concerning the design, production, distribution, promotion, or marketing of particular products, including proposed territories or customers.
 - (f) Matters relating to actual potential individual customers or suppliers that might have the effect of excluding them from any market or of influencing the business conduct of firms toward such suppliers or customers.
2. DO NOT discuss or exchange information regarding the above matters during social gatherings incidental to meetings, even in jest.

DO...

1. DO adhere to prepared agendas for all meetings and object when meeting minutes do not accurately reflect the matters that transpired.
2. DO understand the purposes and authority of the group.
3. DO consult with your company counsel on all antitrust questions relating to the activities, discussions or meetings of the group.
4. DO protest against any discussions, meetings or activities that appear to violate the antitrust laws; disassociate yourself from any such discussions or activities and leave any meeting in which they continue.