

## STC ANTITRUST CHECKLIST

This checklist is for the use of the STC staff, officers, directors and member representatives in the conduct of meetings, events, activities and gatherings sponsored by the STC ("STC Meetings"). This is not intended as an exhaustive list, however, and members are encouraged to seek the guidance of counsel or professional staff of the STC whenever questions arise.

STC staff, officers, directors and member representatives must comply with this Antitrust Checklist.

**DO** adhere to the following practices:

- Comply with the STC Antitrust Policy and all applicable Antitrust Laws.
- Understand the purpose and authority of any STC committee or other STC sponsored group in which you participate.
- Have an STC staff representative or counsel present at all STC Meetings (member, board, committee, etc.)
- Prepare and have counsel or professional staff review in advance written meeting Agendas, including particular items to be discussed, and adhere to the Agenda.
- Ensure that the draft minutes of all meetings, fully and accurately describing all matters that transpire during the meeting, are promptly prepared after each meeting, reviewed by counsel and then circulated to members that were present at the meeting for comments concerning the accuracy of the minutes.
- Promptly protest against any discussions or meeting activities that appear to violate this Antitrust Checklist, the Antitrust Laws or the STC Antitrust Policy. If the discussion continues, you should promptly leave the meeting after insisting that the minutes reflect your departure, and then communicate your protest and the reasons therefore to the appropriate STC staff member and your company counsel.
- Consult with STC's legal counsel on all antitrust questions related to STC's activities, and educate yourself on the antitrust requirements related to your participation in STC.

**DON'T**, in fact or appearance, discuss or exchange information with actual or potential competitors regarding any of the following matters:

- Individual company or industry product prices, price changes, price differentials, mark-ups, discounts, warranties, allowances, credit terms, transportation or shipping costs, or any other subject, term or condition related to sales or bearing on product pricing.
- Individual company or industry figures on costs, production, capacity, inventories, sales, etc., except in connection with an approved STC sponsored confidential statistics program.
- Plans of individual companies concerning the design, production, distribution or marketing of particular products, including proposed territories or customers.
- Elimination, restriction, or limitation of the quantity or quality of any product to be sold or the allocation, division or other restriction or limitation of sales to particular territories, customers, or classes of customers or through representatives or distributors.
- Bids on contracts for particular products or procedures for responding to bid invitations.
- Matters relating to actual or potential individual representatives, distributors, suppliers or customers that might have the effect of excluding, limiting or denying them from any market or influencing the business relations or conduct of any STC member or competitor with them.
- Restricting or denying membership in STC to any competitor of a member or members in the industry or restricting or denying exhibition space to any nonmember that competes in the industry, without first notifying counsel.
- The elimination or limitation of competition in any way or the creation of a monopoly.
- Refusal to sell to or purchase from, or the termination or modification of sales or purchase arrangements with representatives, distributors, customers, or other third parties, or the prices or terms of sale or resale by customers.