

**GAP Connections, Inc.**

**Antitrust Compliance Policy**

Effective Date: January 1, 2014

# Antitrust Compliance Policy

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Dear Members:

This document contains important GAP Connections, Inc. (“GAP”) policy regarding antitrust law compliance by the Members of GAP. This antitrust compliance policy has been developed by counsel for GAP and approved by the Board of GAP. It should be studied, understood and followed by each member of GAP, the employees of each member who are involved in the activities of GAP, and the officers and employees of GAP. This policy will be incorporated into GAP’s employee handbook.

This policy is consistent with GAP’s core values - that is, to conduct our relations and activities, both internal and external, with the highest legal and ethical standards. Please read this document carefully and with these core values in mind. This compliance policy is intended to provide direction in areas of particular concern, and should not be construed with an eye for loopholes or circumvention. The last section is a brief set of instructions on what to do if you or your employees are confronted with a possible problem or if you want further explanation or clarification.

Each member and employee of GAP has an individual obligation to comply with GAP’s antitrust compliance policy. Any member or employee who intentionally violates this antitrust compliance policy will be subject to severe disciplinary action by the Board, including possible termination from GAP pursuant to the By-Laws adopted by the Members.

Very truly,

Jane Starnes  
Executive Director  
GAP Connections, Inc.

Date: March 13, 2014



## **I. Statement of Antitrust Policy**

While GAP is a 501(c)(5) agricultural organization, it is similar to a trade association and, from an antitrust standpoint, will be commonly treated as a trade association. Trade associations are organizations that engage in a number of legitimate, pro-competitive and lawful activities. Because a trade organization necessarily has members who compete in the same industry, there are obvious antitrust implications in its operations and those of its committees. Committees are continually counseled and reminded to avoid any discussions or actions which have the remotest antitrust implications. GAP's legal counsel is available to counsel GAP committees and their members with respect to any of their GAP-related activities whenever necessary.

To assist GAP committees and their members, the Board of Directors has adopted antitrust guidelines, summarized below. These guidelines are not intended to substitute for the legal advice members may receive from their own company's lawyers. Nor are they intended to be a comprehensive review of all antitrust-related issues that may arise.

Trade associations perform many useful and lawful functions, but because competitors are necessarily involved the trade association, its members must ensure they comply with all applicable antitrust laws. The purpose of these guidelines is to assist GAP members and employees not only to avoid violations of antitrust law, but to prevent any appearance of violation. Each committee chair or any person conducting or holding a GAP meeting of any kind, should be made aware of the guidelines and furnished a copy thereof at least once a year.

It is, and always has been, the firmly established policy of GAP to comply with all state and federal antitrust laws. This policy also includes conducting all business in conformity with the highest ethical and moral standards, and avoiding conduct that might give even the appearance of wrongdoing.

The fundamental purpose of antitrust law is to preserve a competitive market in which free enterprise can flourish. GAP's insistence upon full compliance with all antitrust and other legal requirements reflects our conviction that the preservation of a free competitive economy is essential to the welfare of GAP's members and the country.

The central principle guiding GAP's members' GAP activities beyond simple compliance with all state and federal laws is that the members of GAP will not utilize GAP to enter into any agreement which restricts each member's freedom to make independent decisions in matters that affect competition. Since GAP is an educational and standard-setting organization, specifically with respect to the agricultural practices, each member's independent business actions (for instance, setting prices, establishing production levels, developing sales and marketing strategies, choosing the markets in which it will operate, and selecting customers and suppliers) are *not* activities of GAP. Even with respect to standards relating to production practices, GAP's activities will be limited to identifying and communicating standards of general application that are in widespread use in the industry and communicating those specific standards so that each purchaser can independently set its own standards. And GAP intends to make composites of the independently set standards available to growers (without detailing the specific sources of each element) to promote a more robust and efficient marketplace. But GAP's work will never replace or interfere with the direct relationship between growers and buyers.

This document is intended to codify GAP's existing policy and to provide guidelines for compliance with the law. However, this is only a general guide and is not intended as legal advice. All questions arising about the application of antitrust law to the conduct of GAP or its members should be referred to the Executive Director and/or GAP's legal counsel. This reference gives the

Executive Director the opportunity to appraise the permissibility of a practice in advance and to seek legal advice if necessary.

## **II. Compliance with Antitrust Law**

### **A. The Sherman Act and the Federal Trade Commission Act.**

An association is, by its nature, a group of competitors joined together for a legitimate, procompetitive common business purpose. Nevertheless, those associations must ensure compliance under both federal and state antitrust laws.

The most important antitrust statutes relating to association activities are Section 1 of the Sherman Act and Section 5 of the Federal Trade Commission Act. Section 1 of the Sherman Act prohibits "contracts, combinations, or conspiracies . . . in restraint of trade." Since trade associations are by definition "combinations", they are particularly vulnerable. The Sherman Act prohibits any understanding affecting the price of a product even if that understanding will benefit consumers.

Association members must also remember that the Sherman Act is a criminal conspiracy statute. Any action that constitutes a conscious commitment to a common scheme designed to achieve an unlawful purpose can raise antitrust liability.

Section 5 of the Federal Trade Commission Act prohibits "unfair methods of competition in or affecting commerce, and unfair or deceptive acts or practices in or affecting commerce." Unlike the Sherman Act, the Federal Trade Commission Act may reach anti-competitive acts committed by single persons or companies, whether or not there is any agreement or "combination"; like the Sherman Act, it also covers joint actions. The FTC has broad power to determine what constitutes an unfair method of competition or an unfair or deceptive act or practice under any given circumstances.

## **B. Penalties for Violation of the Antitrust Laws**

Therefore, compliance with antitrust law by GAP members and their employees is critical. A conviction for violating an antitrust law may result in stiff fines for GAP and its members, jail sentences for individuals who participated in the violation, a consent decree under which the association must operate, or a court order disbanding the association. Some examples of these consequences are provided below.

- Prison Sentences

Prison sentences of up to 10 years per offense may be imposed on any individual found guilty of a criminal offense or that pleads *nolo contendere* (no contest to a criminal charge). In recent years, numerous corporate officers and employees have been convicted as felons and sentenced to imprisonment. Unfortunately, this trend is increasing.

- Fines

Fines of up to \$100,000,000 for each criminal offense may be imposed on a corporation and of up to \$1,000,000 on each individual who participates in an offense. Alternatively, corporations may be fined up to twice the gross gain or twice the gross loss resulting from the antitrust violation.

- Injunctions and Decrees

In civil proceedings, a decree may be entered against an association, a corporation and their officers and employees enjoining specified activities. An injunction often prohibits conduct which otherwise would be lawful and may be quite broad in its application. Therefore, antitrust injunctions can severely restrain legitimate business activities of an organization and cause untold damage to future operations.

- Treble Damages

Any person or class of persons directly injured in their business or property by an antitrust violation may recover in a civil action three times the amount of damages actually suffered.

- Legal Fees

In addition to the defendant's own legal expenses, which can be very substantial, the defendant will usually have to reimburse all of the successful plaintiff's legal fees.

- Personal Costs

In the event of a criminal indictment, an individual will be booked, fingerprinted, have mug shots taken, and undergo enormous personal upheaval and strain -- especially if tried, convicted and sent to jail.

These examples underscore how committing an antitrust violation can have disastrous results, both economic and personal, for individuals, corporations and organizations.

### **III. Specific Prohibited Acts and Danger Areas**

#### **A. Relationships with Competitors**

Contact with competitors creates the greatest potential danger for antitrust violations. Thus, it is in this area that the greatest care must be taken to avoid the risk, let alone the mere appearance, of a possible violation.

Any agreement between competitors, whether oral or written, formal or informal, express or implied, regarding (1) prices, pricing policies, sales strategies, discounts, promotions, bids, or the terms or conditions of sale, (2) allocation of customers, sales territories or product markets, (3)

boycotts of any vendor or customer, or (4) limitations on the quantity, quality or types of products sold or methods of competing, violates antitrust law.

These actions are among those that are referred to as *per se* violations of antitrust law. Such activities are viewed as illegal in and of themselves without any reference to their reasonableness or effect, if any, upon competition.

Each GAP member and its employees should not only understand the above, but also understand that individuals and companies actually innocent of wrongdoing may nevertheless be found to have violated the law. It can be difficult for the Government to prove, by direct evidence, a collusive agreement between competitors. Such an agreement would not likely be put into writing, nor is direct oral evidence of such an agreement likely to be preserved. Accordingly, courts have decided the existence of an unlawful agreement or understanding can be inferred from highly circumstantial evidence if the general background is such that an antitrust violation might seem probable.

The courts have held that it is not necessary to find an express agreement, either oral or written, in order to find a conspiracy - but that it is sufficient if concerted action was contemplated and the defendants conformed to the arrangement. A "meeting of the minds" has been found among competitors when business people, in the course of a golf outing, at a reception, or at a trade organization meeting, have suggested to their competitors that "prices are too low," or that "price cutting ought to be stopped," or that "new industry-wide cost increases certainly justify a price increase," and prices were thereafter raised or existing prices were maintained. As a result, it is necessary to avoid not only any action which may violate the antitrust laws, but also any action which may give the appearance of such a violation.

### Price Fixing

Agreements among competitors to raise, lower or stabilize prices, or to fix the terms and conditions of sale, are the most frequent targets of criminal antitrust prosecution. It is important to remember that it is not just the actual prices themselves, but any factor influencing price, e.g., costs, discounts, promotions, warranties, credit and payment terms; none of these factors can lawfully be the subject of an agreement among competitors. It is not relevant whether the prices or other terms agreed to were reasonable or unreasonable, high or low, or whether they are in response to unfavorable market conditions. If the prices charged or the terms and conditions offered by competitors are the result of an agreement, they are per se unlawful. As a result, each member's prices must be determined independently and unilaterally, and there should be no communications among the members about any of these matters, whether at GAP meetings or on any other occasions.

### Price Signaling

Companies that operate in fairly concentrated markets are susceptible to allegations of price-fixing or restraints of trade because of market conditions that could render collusion feasible. Allegations of tacit conspiracy schemes among competitors to increase prices or control output are often based on little more than the premise that the competitors have similar prices or that the competing firms' prices consistently rise and fall together.

One practice that creates such antitrust risks is advance public announcement of price changes or output changes. Even though price announcements are generally considered to be pro-competitive because they provide information to customers and suppliers, they often have been the basis for antitrust suits because of the anticompetitive potential to facilitate collusion.

The underlying antitrust concern with public announcements about price or output is that the announcements could serve as a device to achieve concerted action among competitors to stabilize prices or reduce output. In a concentrated market, coordination on price or output is often hampered by uncertainty. Any practice reducing uncertainty can increase the likelihood of tacit collusion. Thus, the underlying concern about price change or output announcements is they communicate information to competitors, reducing the uncertainty about the firm's price or output levels, and thereby facilitate collusion. Put simply, the announcements could be a form of signaling – a practice that communicates a firm's prices, future prices or output intentions to its rivals, thereby inviting the rival's cooperative responses.

Signaling about prices or output raises two possible issues under antitrust law. First, collusion resulting from price signaling can be attacked as a conspiracy to fix prices, which is per se illegal. Second, the Government also has argued price signaling is a distinct offense and constitutes a practice that facilitates collusion. In these cases, the federal enforcement agencies have challenged price signaling for its anticompetitive potential, rather than effect. Further, government enforcement actions are usually followed by private treble damage class actions on behalf of affected customers.

Price signaling allegations are frequently built on circumstantial evidence of the agreement and facilitating practice. The evidence often includes observations of similar prices or parallel price changes among competitors. The enforcement agencies and courts also look for other evidence of collusion such as an opportunity to collude at trade association meetings.

In order to avoid allegations of illegal price signaling, there should be no communications or discussions between any GAP members either at GAP meetings or at any other time about (a) current or future prices, pricing plans or production plans, or (b) announcements of price changes

or output changes. Furthermore, each member of GAP should consult with its own legal counsel before making any price or output announcement. As a general matter, each member should be extremely careful and seek legal advice before engaging in any conduct that could possibly provide evidence to support allegations of collusion.

#### Allocation of Product Markets, Territories or Customers

Competitors may not lawfully divide or allocate product markets, sales territories or customers among themselves. For example, it would be per se illegal for competitors to agree that one company would concentrate its efforts on selling high-priced premium widgets while the other would concentrate on selling low-priced widgets. It also would be per se illegal to divide customers among competitors in order to eliminate competition for those customers.

#### Bid Rigging

It is per se illegal for competitors to enter into an agreement on the submission of bids in response to a request for proposal from a customer. For example, competitors cannot have an agreement or understanding that one company will bid high while the other will bid low. Bid rigging is viewed as another type of agreement not to compete among competitors.

#### Group Boycotts and Concerted Refusals to Deal

As a general matter, a company is free to choose the parties it will do business with and may unilaterally refuse to deal with anyone. However, it is per se unlawful for a firm to join with its competitors or a group of its competing customers or suppliers to refuse to deal with another party. For example, a manufacturer cannot enter into an agreement with two of its competing suppliers not to buy from a third supplier. Further, a company may not agree with a competitor not to buy from a vendor, nor may it agree with a competitor not to sell to a specified customer. With respect to production standards, GAP has identified and will communicate to growers certain basic,

fundamental and largely self-evident standards currently in general use in the industry. It will also receive the production standards separately and independently set by each manufacturer and create and disseminate to growers a composite of such standards that does not identify the source of any specific item. In so doing, GAP seeks to serve an educational and informational role where each buyer remains free to set and implement its own production standards as it sees fit. Similarly, the minimum qualifications for the individuals and firms performing the compliance evaluations of production activities will be those that are generally accepted and in current use in this industry and similar agricultural industries.

#### Limitations on Quantity and Quality of Products or Services

Competitors may not agree to restrict competition between them with regard to the amount, quality or types of products or services that are to be produced or offered. Decisions with respect to these matters must be arrived at independently.

#### Information Exchanges

The practice of exchanging business information with competitors may present substantial antitrust risks, depending on the circumstances. The exchange of information concerning future prices is very dangerous and is likely to be viewed as part of a per se illegal price-fixing arrangement. Even the exchange of current or past price information in some situations can establish a potentially damaging inference of collusion between competitors. However, there are some situations in which the exchange or reporting of such information is permissible, e.g. in lawfully setting industry standards. In addition, the exchange of other business information with a competitor, such as current or future cost information, wage rates or credit terms, can be suspect. As a result, any exchanges or reporting of business information through GAP must be reviewed and approved in advance by GAP's Executive Director.

**B. Trade Organization Activities**

While GAP is a 501(c)(5) agricultural organization, it is similar to a trade association and, from an antitrust standpoint, will be commonly treated as a trade association. Trade organizations frequently engage in a number of legitimate, procompetitive and lawful activities. Trade organizations, such as GAP, make a meaningful contribution to the business community and to the general public. For example, they can be effective in representing the interests of the industry at public hearings or before government agencies serving as an educational forum for members and the general public. They also play a significant role in improving the quality, variety and availability of products by setting uniform industry standards, specifications and conducting research into pertinent industry issues. To achieve these legitimate ends, trade organizations bring together people with common business interests, and their functions frequently require a degree of cooperative effort. However, it is this common interest and cooperation among competitors that requires trade organizations to take care to ensure compliance with the antitrust laws.

The antitrust laws provide no immunity for trade organization or association activities. A meeting with competitors in connection with organization activities is subject to the same antitrust scrutiny as it would be in a situation unrelated to the trade organization. Thus, illegal business conduct entered into outside of a trade organization remains illegal when conducted through or in connection with a trade organization. Certain corporate decisions, such as the determination of prices, selection of customers, or choice of markets, that are legal when they are the product of a company's exercise of its own business judgment may violate the antitrust laws when they are the result of joint action by two or more competing companies. In addition, such joint action by competitors may be illegal when accomplished through a trade organization or outside of it.

To ensure that GAP continues to conduct itself in a lawful manner and in full compliance with antitrust law, the following procedural safeguards will be followed by GAP:

1. Meetings should be no more than reasonably necessary to accomplish the stated goals of GAP. Each meeting of GAP or any of its committees must have a valid purpose. Meetings should be regularly scheduled with advance written notice. Informal or *ad hoc* meetings should be avoided, and all meetings should be held in appropriate neutral meeting facilities rather than in rooms of individual members whenever practical.

2. The written agenda or program for each meeting will be submitted to and reviewed by GAP's Executive Director before each meeting of GAP or any of its committees.

3. Staff of GAP should attend all Board and full committee meetings to the extent it is practicable.

4. An antitrust compliance statement will be read at the beginning of each meeting, or will be included in the written agenda or notices of each meeting.

5. Written minutes shall be kept of all Board and full committee meetings.

6. Following each formal meeting of GAP or any of its committees, all documents (such as minutes) distributed at or after the meeting will be sent to and reviewed by the Executive Director for accuracy and further compliance analysis.

7. Except for technical or scientific information, approval will be obtained from the Executive Director before any documents, statistics or other information relating to market or competitive activities are obtained by GAP from its members. The Executive Director will determine the manner in which the documents, statistics or other information from members are submitted to and maintained by GAP.

8. Approval will be obtained from the Executive Director before any reports or analyses are distributed by GAP to its members which are based on, compile or summarize information (other than technical or scientific information) obtained from any members.

9. Members attending GAP meetings must take special care to avoid discussing prices, production, costs, suppliers, customers and other competitively sensitive subjects with competitors either at regularly scheduled meetings or at social and informal gatherings.

10. GAP's legal counsel will be consulted before GAP and its members engage in any of the following activities:

- (a) Establishing or revising membership criteria
  - (b) Selection, denials or termination of members
  - (c) Exchanges of price, cost or other competitively sensitive information, including the collection and dissemination of data
  - (d) Joint purchasing arrangements
  - (e) Proposals for adoption of legislation or lobbying government agencies
  - (f) Exchange of credit information and rating of customers or suppliers
  - (g) Advertising restrictions
  - (h) Industry self-regulation and codes of ethics
- C. Cooperation with Government Agencies**

It is GAP's policy to cooperate with every proper request, oral or written, by federal, state and other governmental investigators seeking information concerning GAP's activities, whether for antitrust enforcement or other purposes. Even so, GAP is entitled to all the safeguards provided by law for the benefit of persons under investigation, including representation by counsel from the outset. Therefore, if a representative of the Department of Justice, the Federal Trade Commission, the FBI, a state Attorney General's Office, or any representative of any other government agency requests an interview with GAP personnel, or seeks data or copies of documents or access to files

regarding GAP activities, you should tell the investigator that you must secure appropriate instructions and contact the Executive Director and GAP's legal counsel for guidance.

In the event antitrust litigation is begun or threatened against GAP, or against any member based on GAP-related activities, any individual having such knowledge should promptly notify the Executive Director.

#### IV. Guidelines

Here are some helpful tips regarding members' interactions with one another, both as competitors and as fellow members of GAP.

##### Conduct In General

1. **DO** compete vigorously and independently at all times.
2. **DO** conduct your business in an ethical way and always adhere to the principles of honesty and forthrightness in the conduct of your business.
3. **DO** avoid any activities, either individually or collectively through GAP, which could be characterized as unethical, unfair or deceptive.
4. **DO** contact GAP's Executive Director or legal counsel if you have any questions about the lawfulness of any action you are contemplating related to your GAP activities.
5. **DO NOT** write or say anything that you would not want to disclose to government enforcement agencies or in court.
6. **DO** try to conduct yourself so that you can always be in a position to truthfully and forcefully testify that you have not engaged in any conduct forbidden by the antitrust laws.

##### Conduct Involving Competitors

1. **DO** maintain at all times your Company's independence of judgment and action in pricing, producing, marketing and selling its products, and avoid any kind of agreement,

understanding or arrangement, whether formal or informal, with representatives of a competitor regarding any competitive matters. Also, avoid even the appearance of collusion with a competitor regarding these matters.

2. **DO NOT** enter into any agreement, gentlemen's understanding, arrangement or discussion with any competitor concerning the following subjects at any GAP meetings or on other occasions:

- (a) Prices, pricing policies, price changes, or price plans or intentions
- (b) Terms or conditions of sale, including credit or payment terms
- (c) Discounts provided to customers
- (d) Profits, profit margins or costs
- (e) Shares of the market
- (f) Bids, the intent to bid or the terms of bids
- (g) Sales territories or markets
- (h) Sales, marketing or promotional activities
- (i) Output or production plans
- (j) Downtime plans
- (k) Selection, classification, rejection or termination of customers or suppliers, or classes of customers or suppliers
- (l) Exchange of competitive information, or
- (m) Any other matter inconsistent with complete freedom of action and independence of your Company in the conduct of its business.

3. **DO NOT** act in concert with another competitor in your negotiations or dealings with vendors, suppliers or customers.

4. **DO NOT** complain to a competitor about its business practices.

5. **DO NOT** obtain information about competitors (particularly price information) directly from competitors, but **DO** document the sources utilized to obtain information about competitors

(e.g., put the date and source of a competitor's price information on the document itself at the time it is obtained).

6. **DO NOT** engage in any course of conduct or tactics that could be construed as being designed to exclude any competitors, eliminate one or more particular competitors, or control prices in a market.

#### Trade Organization Conduct

1. **DO NOT** engage in any of the following activities through GAP unless GAP's legal counsel has been consulted in advance:

- (a) Developing or changing membership standards or criteria
- (b) Selecting or terminating members, including denials of membership
- (c) Exchanges of information, such as price or cost information
- (d) Collection, dissemination, reporting or studies of members' data
- (e) Standard setting or certification programs
- (f) Joint purchasing arrangements
- (g) Lobbying government agencies or for new legislation
- (h) Exchanges of credit information or rating of customers
- (i) Advertising restrictions
- (j) Industry self-regulation and codes of ethics
- (k) Joint research projects

Above all be alert. Watch for sensitive areas. Learn to recognize situations, transactions and activities actually or potentially affected by antitrust law. If a question arises as to the propriety of a certain action or practice, **STOP**. Do not attempt to make a legal judgment yourself, but consult with GAP's Executive Director or legal counsel before proceeding further.

#### Drafting Standards, Specifications, Research and Statistics

GAP, as an association that develops voluntary industry standards, specifications, research and statistics, must ensure that its activities are not designed to favor some competitors and

discriminate against others. While major activities of this trade association include standards, specifications, research and statistics, such activities in and of themselves are not unlawful. However, the following guidelines must be adhered to.

1. Research projects should be determined by the consent of a large broad-based range of membership with due consideration given to the pro-competitive benefit of the project.

2. With respect to statistical activities, the principal antitrust risks are that the government or a court might find that such activities are part of a plan to fix or “stabilize” prices, administer markets, limit production, or confer a competitive advantage upon participants over others who are excluded from access to the activities. Therefore, to avoid antitrust implications:

- (a) The collection and dissemination of market data can serve an important, pro-competitive purpose where it enhances the ability of individual members to better understand and adjust their practices to changing market conditions. However, consideration should be given to the nature and timeliness of the data sought to be collected to reduce risks that such information could be used to unduly reduce output, price competition or quality. For example, use of historical rather than current cost or pricing data can serve as an effective means to balance the pro-competitive interests with the potential antitrust risks.
- (b) Reports containing the statistics of individual members should not be shared with other members. Such reports may include statistics on all of the growers working for a particular member, but not the statistics of growers working for other members. This will help to avoid charges that production quotas are being suggested, or pressures are being brought on by price cutters.
- (c) Reports containing data from multiple members, where appropriate, should be from a sufficient number of different sources and be aggregated in a manner such that it would not allow recipients to identify the prices or costs or other competitively sensitive information as to any one member.

- (d) GAP should not assess penalties for failure of members to furnish data, nor should it use compulsory means, such as inspection of members' books, to assure accuracy of reports.
- (d) Particular sellers and customers of finished products should not be identified or be capable of identification. If appropriate, the use of independent third parties to serve to handle initial data intake should be considered as an additional measure to protect the anonymity of individualized data.
- (f) There should be no editorial comment or analyses of the data if it relates to prices, output or costs. Such activities might be construed as exhortations to raise prices or limit production.
- (g) The data disseminated should be made readily available upon reasonable terms to both GAP members and non-members and to both sellers and buyers.
- (h) While a fee may be required for non-members, it must be reasonably related to the cost of gathering and disseminating the data.

## V. General Directions

Every member has the individual responsibility to recognize and avoid or prevent situations which may constitute possible violations of this policy. Should you become aware of an actual or potential situation that might violate this policy in any way, or should you be uncertain of your responsibilities in any particular situation, you should promptly bring the matter to the attention of GAP's Executive Director or legal counsel. The goal of this procedure is to ensure compliance with our policy in a manner which will protect the legitimate interests of both the member and GAP.

Remember: it is important that you clearly understand this policy in its application to your membership in GAP, and report promptly all situations which conflict, or may conflict, with it.

Antitrust Compliance Policy Acknowledgement

Return to: Jane Starnes, GAP's Executive Director

I have received a copy of the Antitrust Compliance Policy for the GAP Connection, Inc.'s members, have read it and understand its contents.

I will not engage in, nor permit any employees over whom I have supervisory responsibility to engage in, any activities prohibited by GAP's Antitrust Compliance Policy.

I understand that any such action or failure to act can subject me to disciplinary action including possible termination of my membership in GAP. In any instances in which I am in doubt, I will promptly consult with GAP's Executive Director. In addition, if I become aware of a potential or actual antitrust problem, I will immediately report the facts to the Executive Director.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title/Position: \_\_\_\_\_

Date: \_\_\_\_\_

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