

STATEMENT OF ANTITRUST COMPLIANCE POLICY

Commitment to full compliance with both the letter and the spirit of federal and state antitrust laws is a fundamental commitment of the Reflective Insulation Manufacturers Association International (“RIMA-I”). Guidelines for the pursuit of this commitment are set forth in this Statement. This Policy Statement is necessarily general and cannot purport to anticipate every legal issue or fact pattern that may emerge. It is very important, therefore, that any questions that may arise as to the specific application of this Policy Statement and the antitrust laws in general be submitted to RIMA-I and/or legal counsel for RIMA-I. In addition, any person with knowledge of an actual or suspected violation of this Policy Statement should immediately inform RIMA-I and/or legal counsel for RIMA-I.

While it is entirely appropriate to meet as an Association to discuss common problems and areas of interest, it must be kept in mind that the members of RIMA-I are competitors and any action taken to eliminate, restrict, or govern competition among members is a violation of antitrust laws. Members are advised to abide by the following guidelines in oral discussions or written correspondence with other members or with any other person during any business meetings, continuing education courses or social gatherings, before or after any business meetings.

Guidelines for RIMA International Meetings

Procedures

1. An agenda for all meetings should be prepared in advance, adopted by the group at the outset of a meeting, and carefully adhered to.
2. Minutes of all meetings should be prepared, cleared with RIMA-I and circulated to all who attended. They should be approved at the next meeting.
3. Legal counsel should review agendas and minutes and attend meetings involving antitrust-sensitive subjects.

Proper Activities

Proper activities include, but are not limited to:

1. Exchange of legitimate past business information for the mutual benefit of the members, and other lawful exchange of information.

[NOTE: We should discuss the “safe zone” established by DOJ for exchange of price and cost data – in particular emphasis on data being

more than 3 months old and ensuring that aggregation of data and dissemination does not allow recipients to identify the price charged by or the particular costs of an individual competitor. – SEE DOJ Speech 2/16/94 and Statement 6 of Antitrust Enforcement Policy in Health Care 8/96]

2. Provide opportunities for members to network and to promote their business and industry.
3. Exchange of information on new developments in the industry.
4. Promotion of markets for the industry as a whole.
5. Development of standards for non-competitive items for voluntary use by industry members.
6. Development of common approach to legislative and regulatory matters.

Improper Activities

Improper activities include, but are not limited to:

1. Discussion of pricing or promotional policy or other terms of sale. Price is a forbidden subject at any meeting. This includes discounts or other terms or conditions of sale (including credit), because these are substantial elements of price structure. To avoid potential problems, members of RIMA-I should not participate in any meeting for the purpose of discussing methods of fixing, establishing, maintaining, or discounting prices, or terms or conditions of sale, for services or products.
2. Discussion of customer identity. Members should not discuss doing business with certain customers or refusing to deal with a particular customer or supplier. There shall be no discussion or correspondence concerning any forms of joint or cooperative action which may have an adverse effect on any person or organization, nor shall there be any discussion assisting members with problems peculiar to a single company. No agreement may be made by members with respect to any customer or supplier, including, but not limited to, any agreement to boycott a particular customer or supplier.
3. Discussion of geographic market areas. Territorial limitations are not to be discussed. No arrangements where one company agrees to confine its sales to its own city or county, if another company agrees to follow similar limitation, may be discussed or considered. What each member individually does is its own business.
4. Pressure on particular members or segments to adopt any particular program or policy. No rules, regulations or pressure should exist which in any way may affect the freedom of any member to adopt any company policy so desired.

Members should avoid such “policy” discussions. No discussion should restrict the exercise of independent judgment by the members in the management of their business or interfere with free and lawful competition.

5. Development of programs or policies designed to exclude some members of the industry.
6. Participation in unofficial meetings on any subject that could not properly be discussed at an official meeting.

Any lawful exchange of information should be accurate and factual. Members must compete in every sense of the word under the American system of competitive enterprise. Members should strive to give the best service possible at a price as determined by their own business judgment. Members should recognize that one reason for RIMA-I membership is to use it as a medium through which they can become a tougher competitor by becoming more efficient. All participants in any discussion or correspondence are obliged to speak up immediately for the purpose of preventing any discussion falling outside the bounds indicated by this Statement. Participants are also further advised to raise questions they may have about this Statement prior to engaging in any questionable discussions. Should improper discussions start, members and those in attendance should do their best to stop such discussions; if they continue, they should get up and walk out. In case of any question, RIMA International’s legal counsel should be consulted.