

ANTITRUST COMPLIANCE

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A. SUMMARY

Carrier Enterprise, LLC (Carrier Enterprise) and its employees will strictly comply with all applicable antitrust laws (known in some countries as competition laws) wherever Carrier Enterprise does business. These laws are designed to promote competition and protect consumers from unfair business arrangements and practices. Violations of antitrust laws can result in severe penalties, including large fines and the loss of important contract, patent and license rights for Carrier Enterprise as well as fines and jail sentences for individual employees. In addition to government suits, private parties can sue, and damage awards can be massive, as can the legal fees incurred to defend the suits. Accordingly, every person, no matter what position he or she holds in Carrier Enterprise, is responsible for compliance with the applicable antitrust laws.

B. APPLICABILITY

This Policy applies to Carrier Enterprise and its subsidiaries.

C. POLICY

Carrier Enterprise and its employees will strictly comply with all applicable antitrust laws. Every employee must learn and comply with Carrier Enterprise's antitrust policies and procedures. Carrier Enterprise and its subsidiaries will periodically conduct antitrust educational programs (including programs offered electronically through the internet) as well as antitrust compliance reviews to insure that its officers and employees conduct Carrier Enterprise's business in a lawful manner. This training is particularly important where employees' duties bring them into contact with competitors or involve pricing, pricing policies, terms of sale or other marketing responsibilities.

Activities outside of the United States may be subject to the antitrust laws of the United States and other countries. Accordingly, those entities doing business outside the United States must comply with all applicable antitrust laws, whether local, U.S. or those laws of other countries that are affected by the business conduct at issue.

The antitrust laws are complex and their application to a business or a transaction depends on a variety of factors. As issues arise, you should review this policy and consult appropriate legal advisers. To prevent even the appearance of improper conduct, however, you should observe the following guidance:

1. Do not agree, discuss or communicate (whether orally, in writing or electronically) with any competitor or potential competitor concerning:

- price, methods of calculating price or timing of price changes;

- costs;
- profits or profit margins;
- discounts or rebates;
- strategic planning for products and services;
- production or sales capacity or volume;
- decisions to bid or not to bid;
- terms or conditions of sale;
- sales territories or distribution channels; and
- customers.

2. Consult appropriate legal advisers before initiating any communication with a competitor regarding joint ventures, mergers, acquisitions, divestitures, teaming arrangements or supply transactions.

3. Our businesses make their own unilateral decisions when offering and selling their products and services and purchasing supplies. Before setting a business' prices and sales terms for a product or service, you may consider the prices and terms of competitors; however, you should only obtain such information through normal market channels such as customers and publicly available market data, not by communicating directly or indirectly with competitors. You also should document the source of the information in your files.

4. Because membership in a trade association typically involves contact with competitors, any trade association membership must be approved in advance the office of the CEO of Carrier Enterprise after consultation with appropriate legal advisers.

5. Our businesses may not engage in exclusionary unilateral action that either enables them to achieve or maintain a monopoly position or seriously threatens to do so. Courts may view certain contractual arrangements with customers, distributors or suppliers as harming competition, especially where a business may have a significant market position. Such arrangements may include pricing below cost, tying one product or service to another or terminating a customer, distributor or supplier who may also be a potential competitor. Any such arrangements must be approved by the office of the CEO of Carrier Enterprise after consultation with appropriate legal advisers.

6. It is important to ensure that proper and lawful activities do not appear to violate the antitrust laws. Antitrust problems may arise because individual employees use ambiguous language or poorly chosen words to describe perfectly legitimate transactions or because a transaction was carelessly structured and invited antitrust scrutiny. You should always give adequate consideration to the antitrust aspects of a proposed undertaking (including documentation relating thereto) so as to avoid costly and embarrassing investigations or lawsuits.