

GUIDELINES FOR ANTITRUST COMPLIANCE

The Edison Electric Institute and its member companies are committed to full compliance with all laws and regulations while maintaining the highest ethical standards in the conduct of our operations and activities. This commitment includes strict compliance with all federal and state antitrust laws.

Responsibility for Antitrust Compliance

Compliance with the antitrust laws is critical and is accomplished through education and close coordination with your counsel. Antitrust cases are complex and costly to defend. Antitrust violations may result in heavy fines and treble damages against corporations, and in fines, treble damages and imprisonment for individuals. You bear the ultimate responsibility for assuring that your actions and the actions of any of those under your direction comply with the antitrust laws. EEI's General Counsel's office will do its best to provide guidance on antitrust matters.

Antitrust Guidelines

In all EEI operations and activities, you must avoid any discussions or conduct that might violate the antitrust laws or even raise the appearance of impropriety. Intent to violate the antitrust laws is not a prerequisite to prosecution. You can be found liable for unintentional, inadvertent and accidental acts, comments or conduct.

- **Do consult** with counsel on any antitrust matters, especially regarding documents that touch on sensitive antitrust subjects such as pricing, bids, allocation of customers or territories, boycotts, tying arrangements and the like.
- **Do consult** with counsel on matters which raise antitrust concerns such as participating in new projects or programs, or submitting data for such activities.
- **Do use** a written agenda and take accurate minutes at every meeting and conference call. Have counsel review the agenda and minutes before they are put into final form and circulated.
- **Do provide** a copy of these guidelines to all participants at meetings.
- **Do not discuss** with other member companies at any time, including public and private meetings and social events:
 - ◆ your company's prices for products or services, or prices charged by your competitors;
 - ◆ costs, discounts, terms of sale, profit margins or anything else that might affect prices;
 - ◆ the resale prices your customers should charge for products you sell them;
 - ◆ allocating markets, customers, territories or products with your competitors;
 - ◆ limiting production;
 - ◆ whether or not to deal with any other company; and
 - ◆ any competitively sensitive information concerning your own company or a competitor's company.
- **Do not stay** at a meeting or any other gathering, or on a conference call, if such discussions are taking place. Make sure your departure is noted for the record.
- **Do not discuss** any other sensitive antitrust subjects (such as price discrimination, reciprocal dealing or exclusive dealing agreements and product standardization) without first consulting counsel.
- **Do not engage** in any communication or create any documents or records that might be misinterpreted to suggest that EEI or your company condones or is involved in anticompetitive behavior.
- **Do not make** any comments you do not want to see in print.

Please contact EEI's General Counsel's office whenever you have a question regarding EEI activities and antitrust issues.

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