

## MIDWEST ASSOCIATION OF RAIL SHIPPERS, INC.

### Antitrust Compliance Policies and Procedures

The primary purpose of MARS is to provide educational programs to keep its members apprised of matters involving the transportation industry. However, in fulfilling this function, it shall be the intent and policy of the MIDWEST ASSOCIATION OF RAIL SHIPPERS, INC. (MARS) to be in strict compliance with all federal and state antitrust laws, rules or regulations. Therefore,

**Be It Resolved**, that the following are adopted as the MARS Antitrust Compliance Policies and Procedures:

1. The MARS Antitrust Compliance Policies and Procedures apply to all officers, directors, employees, committees, members and non-members participating in or attending any Association meeting, function or other activity and includes discussions or other activities that take place at a MARS function but not necessarily as a formal part of such function. The policy requires full compliance with all applicable federal and state laws, rules or regulations in all dealings on behalf of MARS.
2. Neither MARS nor any MARS committee or activity shall be used for any anti-competitive or unlawful purpose or unreasonable restraint of trade, or any attempt to engage in such behavior. Conduct expressly prohibited, whether oral or in writing and whether formal or informal, includes the following:
  - a. Any discussion or other efforts (including dissemination of information) which does or is intended to directly or indirectly fix, peg, stabilize, raise, lower, or affect prices or terms or conditions of sale or distribution on products, advertising, freight or credit terms.
  - b. Any discussion or other communication or dissemination of prices, price levels, pricing methods, production quotas or other limitations on the timing or volume of production or sale are prohibited. (This limitation does not prohibit discussion of methods of operation, maintenance, and similar matters in which cost or efficiency is referred to generally)
  - c. Any discussion or other efforts with any member, nonmember or competitor to not compete, or to divide or allocate territories or customers, or to limit the nature of business carried on or products sold or to be sold.
  - d. Any discussion or efforts to engage in any group boycott or concerted refusals to deal, including refusals related to credit or credit terms, or attempt to prevent access to markets, goods or services.
  - e. Any discussion or efforts to injure or disparage the business or trade of anyone.

- f. Any discussion of costs for the purpose of or having the probable effect of promoting an agreement among competitors with respect to selection of products for purchase, choice of suppliers or prices to be paid for supplies. Materials published by or presented in connection with MARS programs that refer to costs should, in no way, refer to or suggest that prices or costs should be adjusted or maintained.
3. If, during a MARS meeting, function, presentation or other activity, a topic is raised which appears to involve a potential violation of the MARS Antitrust Compliance Policies and Procedures, or otherwise violate an antitrust law, rule or regulation, such discussion should be stopped. Anyone in attendance has the right to interrupt and request that such discussion be stopped. Those in charge of the meeting or function are responsible to see that the MARS Antitrust Compliance Policies and Procedures are enforced and that the questionable conduct is stopped. If the questionable conduct persists, the meeting, function or presentation, whichever is necessary to eliminate the conduct, will be canceled and the matter referred to the President and/or MARS legal counsel for further action to assure compliance with the MARS Antitrust Compliance Policies and Procedures.
4. No one shall be unreasonably excluded from participation in any MARS activity where such exclusion may impair the person or company's ability to compete effectively in the transportation industry.
5. Anyone who believes he or she, or the company he or she represents, has been or may be placed at a competitive disadvantage as a result of any MARS activity should notify the President or other officer of MARS immediately