

MULTISPEAK® INITIATIVE – GUIDELINES FOR ANTITRUST COMPLIANCE

The MultiSpeak Initiative is a collaborative effort of the National Rural Electric Cooperative Association (NRECA) along with over 120 software providers and consultants that serve electric utilities. The Initiative was formed to foster the development of cost-effective, interoperable software products for electric utilities. Participation in the MultiSpeak Initiative and compliance with any MultiSpeak specification are entirely voluntary.

NRECA is committed to full compliance with all federal and state antitrust laws, and as a participant in the MultiSpeak initiative, you are responsible for assuring that you (and anyone who reports to you) abide by this policy. To assist you in fulfilling your duty, NRECA provides this brief set of guidelines, but you can and should consult with your organization's attorneys for a more comprehensive statement of antitrust rules. You are reminded that antitrust cases are complex and costly to defend – and antitrust penalties can be severe. In addition to criminal penalties, you and your organization are exposed to “treble damages” (three times the amount of actual damage caused by a violation) plus having to pay the other side's attorneys' fees.

Participants in the MultiSpeak initiative must avoid any discussions or conduct that might violate the antitrust laws or even raise a question about whether the antitrust laws are being followed. Intent to violate the antitrust laws is not a prerequisite to prosecution. You can be found liable based on unintentional, inadvertent and accidental acts, comments or conduct.

- **Do not discuss** with other members 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 (including other MultiSpeak participants), or any other terms of sale;
 - the resale prices that customers charge or should charge;
 - allocating markets, customers, territories or products with your competitors;
 - limiting production; or
 - any competitively sensitive information concerning your own company.
- **Do** seek specific legal advice if you think there is a legitimate business reason for discussing price or cost information (for example, in connection with good-faith discussion of a supply agreement with a competitor, or a possible joint venture between you and another MultiSpeak participant).
- **Do not stay** at a meeting or any other gathering, or on a conference call, that crosses into inappropriate topics. Make sure your departure is noted for the record. Report the incident promptly.
- **Do not collectively refuse** to do business with a company in order to compel it to participate in the MultiSpeak Initiative or comply with a MultiSpeak specification.
- **Do make independent business decisions** on whether to incorporate MultiSpeak Specifications into your products. Do not make any agreements with anyone else to incorporate MultiSpeak specifications (for example, in connection with a joint offering or strategic alliance with another company) without first consulting your attorney.
- **Do not say** anything that you wouldn't be willing to say in writing, and do not say or write anything that might be misinterpreted to suggest NRECA, the MultiSpeak Initiative, or your company condones anticompetitive behavior.

Please contact NRECA Senior Corporate Counsel Bill Roche (at bill.roche@nreca.org or (703) 907-5848) whenever you have a question or concern about Multi Speak or other NRECA activities.