

# SURFACE TRANSPORTATION BOARD RAIL ENERGY TRANSPORTATION ADVISORY COMMITTEE ANTITRUST COMPLIANCE GUIDELINES

## Introduction

In order to accomplish the goal of providing sound advice and recommendations to the Surface Transportation Board (the "Board"), it is important for the members of the Rail Energy Transportation Advisory Committee (RETAC) to conduct themselves in full compliance with all laws and regulations, and to maintain the highest ethical standards in the way RETAC conducts its business. This commitment includes strict compliance with federal and state antitrust laws.

## Responsibility for Antitrust Compliance

Compliance with the antitrust laws is a serious business. In addition to damaging the credibility of RETAC and other rail-related federal advisory committees, antitrust violations may result in heavy fines for corporations, and in fines and even imprisonment for individuals. While the General Counsel's Office will provide overall guidance on antitrust matters, you bear responsibility for assuring that your actions and the actions of any of those under your direction comply with the antitrust laws. RETAC activity does not have express immunity from the antitrust laws.

## Antitrust Guidelines

In connection with RETAC activities, you must avoid any discussions or conduct that might violate the antitrust laws or even raise an appearance of impropriety. The following guidelines will help you do that:

- **Do** consult counsel before disseminating or reviewing documents that touch on sensitive antitrust subjects such as pricing, market allocations, terms of dealing or refusals to deal with any company, and the like.
- **Do** use an agenda and take accurate minutes at every meeting. Have the Designated Federal Officer ("DFO") review the agenda and minutes before they are put into final form and circulated.

- **Do not** have discussions with other members about:
  - ◆ your company's present or future prices for products or services, or prices charged by your competitors; this includes, but is not limited to, exchanges of information on pricing methodologies or software, use of various indices, and fuel surcharges
  - ◆ costs, discounts, terms of sale, profit margins, or anything else that might affect those prices
  - ◆ the resale prices your customers should charge for products or services you sell them
  - ◆ allocating markets, customers, territories or products with your competitors
  - ◆ your company's dealings with particular customers or carriers
  - ◆ plans to increase or limit production or capacity; investment plans or goals
  - ◆ whether or not to deal with any other company
  - ◆ taking collective action other than making recommendations or providing advice to the Board
  - ◆ any competitively sensitive information concerning your own company or a competitor's, including current and future business plans
- **Do not** stay at a meeting, or any other gathering, if those kinds of discussions are taking place.
- **Do not** discuss any other sensitive antitrust subjects (such as price discrimination, reciprocal dealing, or exclusive dealing agreements) without first consulting counsel.

Whenever you have any question about whether particular RETAC might raise antitrust problems, contact the DFO or the General Counsel's Office.