

ALLIED TRANSPORTATION ASSOCIATION
ANTITRUST COMPLIANCE POLICY AND PRINCIPLES

The activities of the ALLIED TRANSPORTATION ASSOCIATION (the “ATA” or “Association”) are laid out in the Association’s Articles of Incorporation and include the following: to bring together members of the burgeoning transportation industry with similar goals to be collaborative, share best practices and promote fair and effective uses of intellectual property. Our organization respects intellectual property, regardless of who holds it. The Association activities will be undertaken by its members who are often direct competitors. As a result, Association activities may reflect collective action subject to antitrust scrutiny. Accordingly, the Association requires that all Association activities are to be carried out in strict compliance with the letter and spirit of all applicable federal and state antitrust and competition laws.

The antitrust laws prohibit, among other things, agreements among competitors that unreasonably restrain competition. The consequences of an antitrust violation can be onerous — serious criminal sanctions, including fines and imprisonment; private treble damages (a prevailing plaintiff also is entitled to payment of its reasonable attorneys’ fees and costs); and injunctions that may impede the members’ abilities to engage in any joint activities, including dissolution of an association altogether.

Lobbying and advocacy activities to obtain governmental action (even governmental action that would restrain competition), such as testimony before governmental bodies or court appearances as *amicus curiae*, generally are protected from antitrust liability provided certain proof points are established. That protection is limited, however, and will not apply when the activity is a sham. Any lobbying or advocacy activities on behalf of the Association will take place in compliance with the Articles of Incorporation and with the advice of counsel.

Accordingly, each Association member should be familiar with this Policy and abide by the following Principles:

1. **Conduct of Meetings** — All Association meetings will follow a prepared agenda and will not involve any discussion of competitively sensitive topics such as prices, fees, markets, costs, customers, rates, or confidential strategic plans. During any social occasion in connection with a meeting, these Antitrust Compliance Policies and Principles shall apply, and there shall not otherwise be “rump” sessions or informal meetings. At the request of the Board of Directors, antitrust counsel shall attend all meetings either in person or by means of remote communication and review draft meeting minutes prior to distribution.

The following language should be read at the beginning of each meeting, prior to discussion of any substantive agenda items: “Before we begin, we would like to make clear that ATA is committed to compliance with the antitrust laws in all of its activities, and that it expects all participants to similarly comply with the antitrust laws. We will not engage in--and members must refrain from--any discussion of, or understandings regarding competitively sensitive topics. If you have any doubts regarding whether a matter is appropriate for discussion, please consult with your antitrust counsel.

2. **Membership** — Association membership will be based upon objective criteria reasonably related to the Association’s lawful purposes, and membership will not be denied or terminated with the effect of unreasonably restraining competition.

3. **Information Sharing** — Members should not share with each other directly, or through the Association, confidential information related to their individual company, such as prices, fees, markets, costs, customers, rates, terms of employment (including wages, salaries or benefits to employees or contractors) or confidential strategic plans. Should the Association become involved in the collection and reporting of information from members, the Association will institute procedures, defined in a Board-approved Privacy Policy, to protect the confidentiality of individual members’ information and ensure that any information dissemination will be in a form that protects its anonymity.

4. **Independent Decision-Making by Association Members** — The Association’s members’ decisions concerning competitive practices must be independent. The Association will not sponsor, approve, facilitate, or knowingly be part of any agreements, whether express or implied, that inhibit any member’s freedom to make independent competitive decisions.

Members who have questions about the application of the antitrust laws to any Association activity should seek the advice of the Association’s legal counsel. Members are also encouraged to consult with their own counsel concerning any Association activity.