

**NEMEON, INC.**

# **Antitrust Compliance Policy**

The members of NEMEON, Inc. (the "Company") are committed to strict compliance with all applicable federal and state antitrust laws. The purpose of the antitrust laws is to preserve our system of free and open competition, the most important part of our free enterprise system. Failure to comply with applicable antitrust laws or with this Policy is grounds for loss of membership in the Company.

Each member of the Company has the responsibility to be adequately informed about the antitrust laws. The Company will seek appropriate legal counsel if antitrust issues arise with respect to the Company's business. Members must be aware that agreements between or among competitors regarding prices for their products may constitute price fixing, which is subject to serious criminal and civil penalties. Likewise, agreements between or among competitors to divide markets or not to deal with customers or suppliers may violate the antitrust laws.

In order to assure compliance with the antitrust laws, the Board of the Company has adopted the following policies applicable to Company members and activities:

1. Company members will not discuss or communicate with each other regarding sales prices, pricing policies, discounts, bids or other terms or conditions of sale of the members' products.
2. Company members will not discuss or communicate with each other regarding the customers or territories they will serve.
3. Company members will not reach any agreements or understandings not to compete with other members.
4. Any information or questions regarding lack of compliance with this Policy or with the antitrust laws should be brought to the attention of appropriate Company officers immediately.