

The Road Information Program, Inc. (TRIP) Antitrust Policy Statement

The Road Information Program, Inc (TRIP) assigns the highest priority to full compliance with both the letter and the spirit of the antitrust laws, and it is vital that all TRIP meetings be conducted in a manner consistent with that policy. If at any time during the course of any meetings TRIP staff or its officers believe that a sensitive topic under the antitrust laws is being discussed, or is about to be discussed, they will so advise the meeting and halt further discussion. Participants at all meetings likewise should not hesitate to voice any concerns they may have in this regard.

It is important to bear in mind that those participating in TRIP meetings may be your competitors. TRIP board members should avoid discussing certain subjects when they are together-both at formal TRIP meetings and in informal contacts with other industry members - and should adhere strictly to the guidelines that follow. In general, the types of discussion that should be avoided are those that may suggest or tend to reflect agreements among competitors as to: price; terms of sale that could impact price; allocation of customers, markets or territories; bid-rigging; and, boycotts or joint refusals to do business with others.

While many of the antitrust laws apply only to "concerted" action or "agreements," an illegal agreement can be found even without a "handshake" or express words or writings indicating agreement. Tacit understandings, including responding to pressure, exerting pressure or doing "what is expected," can be sufficient. An implied agreement also may be inferred from actions or the result of those actions. For example, if two competitors discuss prices, and later adopt prices that are similar, a conspiracy to fix prices may be inferred, even though the competitors never explicitly "agreed" to do anything. Comments made in an informal environment may be used as proof of an agreement, even though the parties' subsequent actions actually were taken independently for sound business reasons. Thus, the safest rule of thumb is to avoid any discussions with competitors of topics, in TRIP meetings or elsewhere, on which it would be illegal to agree. An informal verbal understanding could violate the antitrust laws. It is possible to break the law without a written contract or express agreement.

TRIP's board of directors should always avoid conduct that would violate the antitrust laws in the ordinary course of business. As such, there should never be discussion of the following topics at any TRIP meeting (whether as part of a structured formal meeting or as part of informal discussions among members at social functions or other events):

- any company's prices or pricing policies;
- division of customers, territories or locations;
- restrictions on or reductions of a company's business activities;
- specific R&D, sales or marketing plans;
- any company's confidential product, product development or production strategies;
- whether to purchase from certain suppliers or sell to certain customers;
- complaints about individual firms or other actions that might tend to hinder a competitor from competing fully in any market (with some exceptions in the public policy context); and,
- data concerning production, sales, bids, costs, salaries, or other business practices.

TRIP meeting participants have an obligation to terminate any discussion or, if necessary, terminate any meeting if the discussion might be construed to raise any antitrust issues.