

SIKORSKY AIRCRAFT CORPORATION

**TRADE ASSOCIATION
DOs & DON'Ts**

These DOs & DON'Ts, prepared by the Sikorsky Legal Department, are intended to assist Sikorsky officers and employees to comply with Sikorsky and UTC Antitrust Compliance, when participating in trade associations as representatives of Sikorsky. Any deviation from these guidelines should be approved in advance by the Sikorsky Legal Department. For the purpose of these DOs & DON'Ts, trade associations include all formal organizations within the aerospace industry wherein competitors of Sikorsky and its subsidiaries are likely to participate.

Questions should be directed to your assigned lawyer within the Sikorsky Legal Department.

DO	DON'T
DO participate in trade associations connected with the aerospace industry that perform useful, legitimate and pro-competitive functions if your participation has been approved in advance by the appropriate Vice President and the General Counsel or Deputy General Counsel.	DON'T participate in any trade association without the prior approval of the appropriate Vice President and the General Counsel or Deputy General Counsel.
DO remember that Sikorsky must make its own decisions on, and not discuss with competitors, offering and selling its products and services, at what prices and on what other terms and conditions.	DON'T discuss or agree (in writing, orally, or through non-verbal actions) with competitors about: Customers, suppliers, or other competitors; Prices, pricing or methods of calculating prices, or the timing of price changes; Costs of products or services, margins or discounts; any terms and conditions of sale or purchase (e.g., credit terms, payment terms, promotion programs, discounts, service charges, delivery terms); decisions to quote or not to quote on products, components, spare parts, or services; sales territories; product or service offerings; sales volumes, production capacity or volume; market shares; and non-public investment decisions, research and development spending, or technology.

<p>DO participate in trade associations which have a written charter that clearly states the mission and purpose of the association. DO review the association's charter with the Sikorsky Legal Department.</p>	<p>DON'T participate in a trade association without a written charter that clearly states a legitimate (pro-competitive) mission and purpose for the association and prohibits any anti-competitive activities and discussions. DON'T participate in a trade association that does not carefully follow the legitimate purposes established in a written charter.</p>
<p>DO participate in trade associations that focus on legitimate and proper subjects, such as discussing safety improvements, efforts to support pro-consumer government regulations, and code adoption and modifications.</p>	<p>DON'T have any formal or informal communication, whether during or after business hours, with any competitor about the prohibited subjects outlined above.</p>
<p>DO be certain at all times that any meetings or discussions focus only on pro-competitive activities, such as improving helicopter and fixed wing aircraft safety, the adoption of safety codes, changes to existing codes to account for product modernization, and adopting national or local laws which have pro-consumer impact (e.g., tort reform).</p>	<p>DON'T participate in trade associations or any other meeting with competitors where the purpose, intent or effect is anti-consumer or to limit competition.</p>
<p>DO obtain an agenda before each trade association or committee meeting and DO attend only if the agenda items cover proper subjects for discussion among competitors.</p>	
<p>DO object immediately if a prohibited subject is raised at trade association meetings or elsewhere and, if the prohibited conduct continues, DO state your reasons for leaving emphatically, DO take some action which others will remember (e.g., spill your coffee, knock over your chair), DO depart immediately, and DO contact the Sikorsky Legal Department promptly.</p>	<p>DON'T participate in a conversation or communication with any competitor if that competitor starts to discuss any of the topics prohibited above. DON'T let others infer or assume your assent or agreement to any anti-competitive statements from your conduct or by your silence.</p>
<p>DO obtain information within the trade association only when such information promotes the legitimate purposes of the association as noted above.</p>	<p>DON'T provide any information within the trade association on a prohibited subject (outlined above). DON'T provide any marketing information without prior review</p>

	and approval by the Sikorsky Legal Department.
DO recommend that the trade association provide training once a year to its members on the limitations of competitive discussions and activities. DO request the trade association to issue antitrust compliance guidelines.	DON'T participate in any trade association that does not provide antitrust compliance guidelines unless the Sikorsky Legal Department has reviewed your participation.
DO send copies of agendas, minutes of meetings, and trade association correspondence to the Sikorsky Legal Department.	
DO make notes at each meeting for yourself and DO make the notes available to the Sikorsky Legal Department for future reference.	
DO apply these same principles to discussions with competitors outside formal association meetings or activities, and discussions with third parties (e.g., consultants).	DON'T indirectly use third parties, including consultants and suppliers, to convey information to a competitor, which would be improper if said directly to the competitor.