

PIDX Antitrust Compliance Policy
Introduction and Guiding Principles

Petroleum Industry Data Exchange, Inc., a Texas non-profit corporation (“PIDX”), is committed to complying with all applicable antitrust laws. Those laws prohibit, among other things, any agreement, whether oral or written, among competitors that are in restraint of trade. They also generally prohibit conduct that reduces competition or that involves competition by unfair means.

As a standards development organization, PIDX is committed to using procedures for standards development that incorporate openness, balance of interests, voluntary consensus, transparency, due process, and an appeals process. In addition to these legal requirements, PIDX seeks to ensure that all participants in standards development activities conduct their activities in good faith to promote a fair, open, collaborative and unrestricted process for considering and adopting standards.

All employees of PIDX, and any Members or Participants taking part in any PIDX activities, including standards development activities, are required to follow this policy strictly and without exception.

Violations of antitrust laws can lead to severe penalties for PIDX or its Member or Participant companies and even jail or fines for those individuals committing violations. Persons with questions regarding what is, or is not, permitted under antitrust laws should consult counsel before behaving in a manner that may violate, or create the perception of a violation of, antitrust laws.

Please remember the following “Guiding Principles” adhered to by PIDX, which are reflected in PIDX’s organizational documents, such as its Bylaws and Procedures for Standards Development:

- Openness. PIDX standards development activities shall be open to all interested parties.
- Balance of Interests. All interested parties that register with PIDX shall have the right to participate in and comment on PIDX standards development activities.
- Due Process and Transparency. All interested parties that register with PIDX will be notified of PIDX standards development activities in accordance with PIDX’s published rules and will have access to information regarding the status of PIDX’s standard development activities.
- Appeals Process. All interested parties shall have the right to appeal the results of PIDX standards development activities.
- Voluntary Consensus. All PIDX standards must be adopted through the process of voluntary consensus, which requires approval by a majority of all Members and two-thirds of those voting.

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- Open Standards. PIDX standards are made available on a royalty-free basis.
- Promote Efficiency. PIDX standards are intended to promote efficiency throughout the petroleum industry and not for the competitive advantage or private benefit of any Member or Participant.
- Good Faith. Participants in PIDX standards development activities are required to disclose interests in intellectual property rights associated with the standard to the fullest extent required under applicable law.
- Global Vision. PIDX standards are intended to be used globally; therefore participants in PIDX standards setting activities are expected to be mindful of all antitrust laws and not those of a single region or country.

It is these principles that permit PIDX to bring horizontal competitors together in one room. Therefore, PIDX employees, Members and Participants should remember these principles when participating in PIDX functions and act in a manner that furthers these principles.

Conduct of Meetings

PIDX employees, Members and Participants should strive to follow these general guidelines for PIDX meetings to help avoid potential antitrust issues. Adherence to these guidelines is mandatory for meetings involving standards setting activities and is a recommended best practice for other meetings.

- In advance of a meeting, notices of the meeting and an agenda for the meeting should be provided to all invitees and interested parties as provided in the Bylaws.
- Meeting participants are expected to comply with these guidelines, but the Chair of the meeting plays a significant role in facilitating this compliance. PIDX expects meeting Chairs to become familiar with these guidelines.
- If the Chair is not familiar with these guidelines, another person who is familiar with these guidelines (whether PIDX staff, legal counsel, or otherwise) should be present at the meeting.
- The Chair of the meeting should control the meeting, and should begin the meeting with a general acknowledgement of these guidelines in order to establish awareness among meeting participants.

The Chair also should ensure that all attendees review and sign the Member and Participant Sign-InSheet in the form promulgated by PIDX.

- The meeting should be conducted in accordance with the agenda, though items may be discussed in a different order than listed.
- If an attendee is uncertain about the legality of a particular topic, he or she should check with legal counsel, the Chair or PIDX staff. If an attendee brings up for discussion at a meeting a subject of doubtful legality, he should immediately be informed that the subject is not a proper one for discussion. In the absence of counsel, the Chair, PIDX staff, PIDX officers or any attendee who is aware of the legal implications of a discussion of the subject should halt the discussion. Should the discussion continue, despite protest, the Chair or PIDX staff should declare the meeting closed and all attendees should leave.

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· General minutes of meetings should be kept and maintained in accordance with the PIDX Records Retention Policy.

Absent special circumstances as determined by the Chair or legal counsel to the contrary, such minutes should reflect only the result of votes and other formal actions taken at the meeting, along with any deviations from the posted agenda for the meeting.

During PIDX meetings, Members and Participants should not discuss any of the following:

- Prices
- Profits or profit margins
- Bids
- Future business (including R&D, sales and marketing plans)
- Transactions with customers
- Market shares or sales territories
- Any competitively sensitive information of the Member or Participant
- Any matter which restricts the Member's or Participant's independence in conducting its business

It is absolutely not permitted to discuss or reach any agreement, implicit or explicit, regarding pricing, bids, allocation of markets or allocation of territories. Those agreements are per se violations of the antitrust laws and will lead to criminal investigations.

Each Member and Participant should act independently when reaching any decision, including any Member votes on any PIDX standard. Group boycotts or refusals to deal with a third party as a group are impermissible.

Decisions made by individual companies should be based upon their independent criteria and their own evaluation of efficiencies and market conditions.

PIDX employees should not share competitively sensitive information they have learned regarding one Member or Participant with another Member or Participant, including prices, business plans, contents of bids and details of customer transactions. PIDX employees should in no event be given access to Member or Participant prices or similarly competitive information.

Standards Development Activities

Standards development activities raise additional antitrust concerns of which Members and Participants should make themselves aware. Generally, standards should:

- Be advantageous to those who adopt them and their customers or suppliers. Standards should not be adopted unless they will improve efficiency.
- Be voluntary. There should never be any pressure to influence individual companies to adopt or adhere to uniform standards; rather, each company should be free to decide on its own whether or not to adopt or to use the standard.
- Be developed and approved in a process that is fair, open, and representative.

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- Be adopted only after a full and thorough opportunity for public comments, which generally should not be less than a thirty day public comment period.
- Not arbitrarily exclude competitors.
- Focus on technical and operational factors.

When participating in PIDX standards development activities, Members and Participants should not do any of the following:

- Propose or attempt to promulgate or influence the adoption of PIDX standards for the purpose of gaining competitive advantage or excluding other competitors.
- Use or develop a PIDX standard as a means to exclude other from competing or as a means to limit competition.
- Hide or fail to disclose ownership in intellectual property rights required for the adoption or implementation of a PIDX standard.
- Take action with an intent to unfairly exclude others from the standards development process or violate PIDX's Guiding Principles.

Antitrust Compliance Practical Guidelines

PIDX employees, Members and Participants should adhere to the following compliance guidelines:

- DO keep this policy and these guidelines in mind as you prepare day-to-day e-mail messages, business correspondence, notes, and memoranda. Even the most casual internal documentation and email messages may be subject to discovery by government enforcement agencies or private parties in antitrust litigation and may be misinterpreted and used against PIDX. When matters arise related to any of the subjects discussed in this policy, consult with PIDX legal counsel or an appropriate member of management in advance to determine how to prepare the necessary documentation.
- DO participate in standards setting activities in good faith and with an interest towards promoting efficiency in the worldwide oil and natural gas industry.
- DO propose and consider PIDX standards based on objective criteria that are intended to promote efficiency throughout the worldwide oil and natural gas industry.
- DO limit your communications among competitors who are Members or Participants of PIDX to issues directly relating to PIDX and comply with any rules promulgated by PIDX regarding communications among competitors, including rules requiring review by legal counsel.
- DO correct a Member or Participant, preferably in writing, who believes PIDX requires the exclusive use of PIDX standards in transactions between Members or Participants and their trading partners.
- DO disclose to PIDX, and provide additional information as requested regarding, any intellectual property rights that you own that may impact the adoption or implementation of a PIDX standard.
- DO make any requests for the exclusion of any intellectual property rights that you own from a proposed PIDX standard as soon as possible in the standards development process.
- DO emphasize that PIDX is a nonprofit standards setting organization that makes its standards available on a royalty free basis.

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- DO NOT propose or attempt to promulgate or influence the adoption of PIDX standards for the purpose of gaining competitive advantage, requiring others to use your intellectual property that is not available on free and reasonable terms, or excluding other competitors.
- DO NOT propose PIDX standards that would infringe upon the intellectual property rights of others.
- DO NOT take any action that is intended to make a standard a means for excluding (or that has the effect of excluding) any interested party from competing in the worldwide petroleum industry.
- DO NOT take any action that is intended to unfairly exclude or that has the effect of unfairly excluding any interested party from participating in any portion of the standards development process.
- DO NOT make statements – orally or in writing – that suggest that PIDX requires the exclusive use of any PIDX standards in transactions between Members or Participants and their trading partners.
- DO NOT make statements – orally or in writing – that suggest that the use of PIDX standards is mandatory or a pre-condition to offering products or services in the worldwide petroleum market.
- DO NOT discuss any competitively sensitive information with PIDX employees, or other Members or Participants, including without limitation pricing, profit, customer, competitor, market, distribution, sales or marketing information.
- DO NOT describe competition from others as something unexpected or improper, such as referring to price cutting as “unethical” or “chiseling” or to a lost customer as one “stolen” by the competitor.
- DO NOT write or say anything that might be taken as an expression of an intent to capture a dominant share of the market or to drive competitors out of business.
- DO NOT provide PIDX legal counsel with any confidential or sensitive information that does not relate solely to PIDX. PIDX legal counsel represents PIDX only, and does not represent any PIDX employee, Member or Participant. PIDX legal counsel owes no duties of confidentiality or loyalty to any PIDX employee, Member or Participant, or any party other than PIDX itself.
- DO NOT use words suggesting or implying that use of PIDX standards is a matter or “industry agreement” or “industry policy” rather than as a matter of its own self-interest and independent judgment.

This policy may contain provisions that are more rigorous than the requirements of law and publication of this policy does not constitute an admission that its provisions are required by law. Rather, this policy is designed to help you conform your conduct to the antitrust laws and to help you identify when you should seek advice from legal counsel.
