

NAPTP Antitrust Compliance Guidelines

The National Association of Publicly Traded Partnerships (“NAPTP”) is an association of publicly traded partnerships, general partners of publicly traded partnerships, investment banking firms, law firms, accounting firms, consulting firms and other service providers that have an interest in promoting the welfare of publicly traded partnerships and any other individual or business with a genuine interest in the purpose or activities of NAPTP. Recognizing the importance of complying with applicable antitrust laws, the Board of Directors of NAPTP (the “Board”) has adopted this NAPTP antitrust compliance policy (the “Antitrust Compliance Policy”).

It is the policy of NAPTP to comply with all antitrust laws applicable to NAPTP and its activities and to avoid the appearance of violating any applicable antitrust law.

Overview of the U.S. Antitrust Laws and NAPTP Policy

NAPTP is an association whose members seek to promote the interests of publicly traded partnerships and inform Congress and the Administration of the benefits publicly traded partnerships have for the American public. While such efforts are lawful and sometime immune from antitrust scrutiny, NAPTP desires to ensure that all NAPTP sanctioned activity comports with the U.S. antitrust laws. Antitrust penalties can be severe, ranging from imprisonment, to fines and treble damages. NAPTP wishes to avoid an antitrust violation and the appearance of violating the antitrust laws.

The U.S. antitrust laws are concerned with cartel activities that are unlawful regardless of purpose or effect (price fixing, market allocation and bid rigging), other concerted activities (sometimes referred to as conspiracies) that actually or potentially reduce competition unreasonably (joint ventures fall into this category) and unjustified acts of monopolization. Trade association activities can and have fallen into one or more of these categories. For this reason, NAPTP adopts the Antitrust Compliance Policy to ensure that NAPTP continues to comply with the U.S. antitrust laws.

It shall be the responsibility of the Board and the Chair of each NAPTP committee to ensure that activities of the Board and/or each committee comply with this Antitrust Compliance Policy.

Prohibited Activity and Procedural Protections

NAPTP activity shall not have or be designed with the purpose or effect of forming an agreement relating to competition among members, or reducing competition between or among competing firms. This includes competition to provide products and services, competition to acquire supplies and equipment or competition to hire or retain employees. In this regard, no NAPTP activity may involve any discussion, attempt or agreement to disadvantage any person from accessing customers, accessing efficient supplies or economies of scale or otherwise freely competing in any market. No NAPTP meeting, activity or discussion shall attempt to prevent,

inhibit, dissuade or punish any member from competing for any particular customer or customer segment, acquiring any set of assets, or competing to hire or retain employees.

In furtherance of this policy, absent the approval of NAPTP counsel and appropriately adopted safeguards, no NAPTP meeting, activity or discussion may involve the sharing, disclosure or discussion of non-public competitively sensitive information. Non-public competitively sensitive information shall include pricing, pricing strategy or methods, non-public proprietary information, target markets or customers, current and future business plans (including mergers, acquisitions or joint ventures), feedstock or equipment purchase prices, costs or strategies, capacities or capacity utilization of any facility or employee-specific salaries, wages or compensation.

Examples of acceptable topics are:

- a. Any information that is publicly available;
- b. General industry information and trends and current events; and
- c. Legislative efforts of the group with respect to Congress or a state legislature.

To the extent NAPTP desires to collect information for a particular project, NAPTP counsel will advise so as to structure the information gathering consistent with the antitrust laws and this Antitrust Compliance Policy. If such a project involves the collection of non-public competitively-sensitive information, NAPTP will collect and analyze such information using a third party or NAPTP members that do not compete in the market (e.g., investment banking firm which will agree to maintain the information in confidence and comply with this Antitrust Antitrust Compliance Policy), and the results or analyses will be disguised or aggregated to avoid disclosing or allowing a knowledgeable industry member from discerning any non-public competitively-sensitive information. Such reports or analyses will be reviewed by NAPTP counsel prior to its release to members. Absent approval of NAPTP counsel, no effort to collect non-public competitively sensitive information will take place.

Compliance

In order to ensure that the Antitrust Compliance Policy is complied with, NAPTP is requiring its members take the following steps:

- a. The Executive Director will take responsibility for ensuring the meeting or event complies with this Antitrust Compliance Policy.
- b. At all meetings of the Board of Directors of the NAPTP and at the Annual Meeting of the NAPTP membership, the Executive Director shall provide a reminder of the Antitrust Compliance Policy in the form substantially the same as contained in Appendix A.
- c. The Executive Director or designee shall circulate a meeting agenda in advance of each meeting and meeting topics shall be limited to the distributed agenda.

Nothing shall prohibit any person from adding topics to an agenda prior to the scheduled meeting.

- d. Minutes of NAPTP meetings shall be taken, drafted and circulated and approved at the next regularly scheduled NAPTP or NAPTP committee meeting, as the case may be.
- e. Persons believing that a topic or discussion at any NAPTP meeting or event is inappropriate for antitrust purposes shall voice the concern with the Executive Director or designee as soon as practicable. If any such concern is raised, the Executive Director or designee will terminate or suspend the discussion. Such discussion may not resume until NAPTP counsel is consulted and approves the resumption of the discussion. The Executive Director is responsible for reporting any such concern to NAPTP counsel, regardless of how it is addressed.

Membership

All decisions regarding membership and expulsion of any member shall be taken in strict compliance with the NAPTP by-laws. All such decisions must be based on the criteria set forth in the by-laws. A violation of this Antitrust Compliance Policy can be the basis for expulsion.

Prior to taking any vote to expel a member, the Board shall provide notice to such member identifying the reason for taking action and provide a reasonable opportunity to cure the specified violation of NAPTP's policies. No expulsion may occur without such prior notice. If such member has not cured within a reasonable time, the Board shall convene a committee of no less than five voting members of NAPTP (none of whom shall be a Board member or competitors of the potentially expelled member). Such committee shall gather facts and information to determine if the member violated NAPTP's policies. Such committee must provide the member subject to expulsion with the information supporting the allegation of a violation of NAPTP's policy and an opportunity to provide information and rebut the allegations. The committee may not expel any member. The committee may, however, recommend that the member be expelled but only if two-thirds of the committee votes for such a recommendation. Absent a two-thirds vote of the committee to expel, no further action to expel the member will be taken.

If a recommendation to expel is made to the Board prior to voting, the Board shall entitle the potentially expelled member an opportunity to provide additional information and explain why it believes expulsion is unreasonable. The Board may gather additional evidence as it sees fit. Expulsion shall only occur on a two-thirds vote of the Board. In no event, shall expulsion be based on any market-based or competition-based criterion.

Dues shall not be structured to preclude an eligible person from becoming a member or maintaining its NAPTP membership.

Petitioning the Government

Legitimate petitioning activity is immune from antitrust attack under the First Amendment to the U.S. Constitution. Legitimate petitioning is activity reasonably necessary to achieve a legislative goal. NAPTP policy prohibits the use of the lobbying effort to disadvantage any member or group of members in the market-place. Thus, all NAPTP efforts at petitioning will be solely designed to inform Congress about the industry or the impact of legislation on the industry or a legitimate effort to influence legislation.

Under instances in which members differ on legislative suggestions, all decisions to propose legislation shall require a majority vote of the Board and of Board members that would be potentially and adversely affected in the market by any proposed legislation. Such voting procedures only apply to situations in which proposed legislation has a reasonable prospect of favoring one group of members materially competing in the market over another group of such materially competing members.

APPENDIX A

As you are aware, the NAPTP Antitrust Compliance Policy applies to this activity/meeting/discussion. The Policy applies not only during the formal activities and meetings but during breaks and less formal settings.

This meeting will be conducted in accordance with the agenda distributed prior to the meeting. All discussions shall be limited to the topics on the agenda.

Further, no member shall discuss or disclose any non-public competitively sensitive information. Any member believing that the Antitrust Compliance Policy is being violated should raise the question with the Chair of the activity/meeting/discussion and the discussion shall be terminated until counsel is consulted.