

Excerpt from
CableLabs®
Antitrust Compliance Manual

GUIDELINES FOR VENDOR REPRESENTATIVES

A Vendor Representative is an employee of a vendor that builds products or components for products that are sold to cable system operators. CableLabs routinely supplements its staff with Vendor Representatives (who are typically visiting engineers) for specific projects or purposes, such as the development of specifications or creation of compliance certification test plans. Vendor Representatives are not involved in product certification testing at CableLabs.

As a Vendor Representative, it is important that you conduct your CableLabs-related responsibilities to further CableLabs industry-wide, procompetitive mission of enabling vendors to the cable television industry to build interoperable products for deployment by cable system operators, thus enabling the industry to meet future challenges. Because vendors may compete with each other, there are potential conflicts of interest inherent in the involvement of Vendor Representatives in CableLabs activities. Some of these conflicts raise potential antitrust issues. For example, a visiting engineer or other representative may possess confidential, competitively-sensitive information about his company's pricing or technology rollout plans. That information should not be shared with competitors. If visiting engineers or other representatives from competing companies were to exchange confidential pricing information, this could be used as evidence of an agreement to coordinate prices. As another example, a Vendor Representative helping to draft certification test plans may have access to confidential information regarding CableLabs testing process. Sharing this information with any vendor seeking certification could give an unfair advantage to that vendor in the certification process.

Given these inherent risks, it is critical that you adhere to the guidelines set forth below when fulfilling your responsibilities as a Vendor Representative at CableLabs. These guidelines apply not only to your responsibilities within CableLabs, but also to your communications with others outside of CableLabs. Liability under the antitrust laws is often a matter of intent. Actions that are legal by themselves may be found illegal when accompanied by written or oral communications that reflect an intent to harm competition. Remember, under Section 1 of the

Sherman Act, all agreements in restraint of trade are potentially illegal. Whether an agreement is "reasonable" (legal) or "unreasonable" (illegal) is a matter of interpretation. If CableLabs or a participating vendor were ever investigated or sued, its antitrust defense could be seriously damaged by evidence that some or all of its Vendor Representatives intended to harm competition. Therefore, it is important that you use common sense and good judgment in your communications with CableLabs, its personnel, and visiting personnel from other members and stakeholders and the public at large. Communications can be oral (including discussions at meetings, informal conversation, voice mail messages, and speeches) or written (including letters, e-mail messages, personal notes, memos, etc.).

It is important that you adhere to the following guidelines:

- Any involvement in specification development or creating compliance certification test plans should be consistent with all guidelines and procedures applicable to each specific project. All participants in these activities must read and adhere to the applicable guidelines and procedures. These will govern, among other things, your interactions with other Vendor Representatives.
- Read and understand the Vendor Rules of Engagement, which is a list of what visiting Vendor Representatives can and cannot do while visiting CableLabs.
- Focus on the legitimate purpose of visiting CableLabs as a Vendor Representative and make sure all substantive oral and written communications (including e-mails) and interactions relate to this purpose.
- Information about the development or implementation of CableLabs certification testing process must be made available to all vendors in a fair and non-discriminatory fashion. Persons with questions should be directed either to the designated vendor-contact person for that project or to any publicly available documents which CableLabs has developed to describe a given project or procedure. The CableLabs certification testing provides a tool for gauging the conformance of products to specifications, and you must be diligent not to give an advantage – through an unbalanced dissemination of information – to any one company that is seeking specification certification.
- Do not share your employer's confidential commercial information (e.g., prices, profits, costs, marketing plans) with any other Vendor Representative (or CableLabs employee or consultant), and do not allow another Vendor Representative to share confidential commercial information with you. Report any such communications between Vendor Representatives to the Legal Department.
- Every word you write or speak will be open to review and potential misinterpretation in an antitrust investigation or during litigation. Marking a document "confidential" will not protect it from discovery. A good rule of thumb is do not speak or write

down what you would not want reprinted on the front page of a newspaper or read aloud in court or in front of Congress.

- Do not make threats of retaliation. For instance, do not threaten a collective boycott of a stakeholder that markets products which do not conform to a CableLabs specification. Avoid threats or suggestions that a vendor's technology will not be included in a specification because the vendor is critical of CableLabs personnel, goals, projects or procedures.
- Communications should stick to the facts. Avoid conjecture, exaggeration, and overly colorful language.
- Make sure any critical comments are both necessary to the CableLabs industry-wide, procompetitive mission and founded upon objective, non-discriminatory criteria.
- If there is an incorrect statement made, correct the record by means appropriate to the occasion (*e.g.*, speaking up in a meeting, return e-mail, marginal notes in your copy of a document).
- Do not use suspicion-arousing language, such as “Please destroy after reading,” or colorful but disparaging language about stakeholders, such as “cutting off their air supply.”
- Remember that appearances count. Pay attention to how things might look to a party that is opposed to a CableLabs project generally, or is unhappy about the effect of a CableLabs decision on its business.
- Under almost all circumstances, a visiting engineer assisting CableLabs as a Vendor Representative may not speak publicly on behalf of CableLabs. Any exceptions to this general rule must be cleared with the CableLabs Legal Department.
- Contact the Legal Department with any questions you have regarding your work at CableLabs.

Violations of these guidelines (including the procedures and rules referenced above and any CableLabs policies that may apply to Vendor Representatives now or in the future) are a serious matter and will be brought to the attention of CableLabs management and legal personnel. CableLabs will take appropriate measures to mitigate its antitrust risk, including immediate termination of a Vendor Representative's involvement in CableLabs activities.