ANTITRUST COMPLIANCE GUIDE FOR STATE AND LOCAL MUSIC TEACHERS ASSOCIATIONS

I. MTNA CONSENT DECREE WITH FTC

On April 3, 2014, the Federal Trade Commission ("FTC") approved a settlement with the Music Teachers National Association ("MTNA") that resolved several antitrust claims that the FTC made against MTNA. Specifically, the FTC believed that a prohibition in MTNA's Code of Ethics against members soliciting students of other music teachers violated antitrust laws. The FTC also alleged that several state and local music teacher associations that were affiliated with MTNA (the "Affiliates") had ethical and other restrictions on members that violated antitrust laws.

Rather than engaging in a protracted legal battle with the FTC, MTNA negotiated a settlement with the FTC. In the settlement, MTNA agreed to undertake a set of actions to assist it and its Affiliates avoid anti-competitive acts. The Decision and Order issued by the FTC on April 3, 2014 required MTNA to undertake 22 obligations, all of which are summarized in Schedule A attached hereto.

Please review Schedule A as several of the MTNA obligations concern training and certification by Affiliates. If any Affiliate has a question regarding MTNA's obligations or how those obligations impact the Affiliate, please contact MTNA's Antitrust Compliance Officer as set forth in Section III below.

II. ANTITRUST CONCERNS FOR AFFILIATES

Like all professional associations, state and local music teacher associations are collections of competitors who have joined together for the purpose of sharing information and ideas on how to be better at their profession. As a clearinghouse and forum for ideas and information, professional and trade associations provide a great benefit to their members. However, because they also provide opportunities for competitors to engage in unlawful trade restraints and conspire to fix prices, they also draw the scrutiny of the government's antitrust enforcers such as the Department of Justice, the Federal Trade Commission, and State Attorney General's Offices.

In this Section II, MTNA highlights those activities of Affiliates that may draw antitrust scrutiny from the government. In doing so, the Guide will point out those actions which are lawful and

those which may cross the line into possible violations of the antitrust laws. Oftentimes, there is not a bright line that can be drawn between legal and illegal activities.
Affiliates are advised that if a practice or act is questionable, please seek the guidance of the Affiliate's local attorney or MTNA's Antitrust Compliance Officer (See Section III below).

A. BUSINESS ISSUE DISCUSSIONS

The primary goal of the state and local music teacher association is to help its members to become better music instructors and educators. Related to that goal is to assist members to be successful business persons. That is often accomplished by providing information and ideas whether at meetings, seminars, chat rooms, or networking opportunities.

While information-sharing is the lifeblood of many associations, there are topics that may not be discussed among members. Each Affiliate must insure that none of the prohibited topics listed below are discussed at Affiliate-sponsored events such as meetings, workshops or seminars. In addition, if the Affiliate offers chat rooms or networking sessions, they should be monitored to immediately eliminate any discussion of the taboo subjects.

The list of prohibited topics which should not be discussed among members includes the following:

- Current prices or hourly rates;
- Current billing policies and procedures;
- What constitutes fair profit margins;
- Plans to increase or decrease prices or hourly rates;
- Agreements to allocate or divide territories or clients;
- Policies regarding vacation time and missed lessons;
- Terms and conditions of sales such as late charges, prompt payment discounts, credit terms;
- Recommendations to members to implement unlawful tying arrangements such as requiring students to purchase sheet music exclusively from the teacher;
- Salaries of music studio employees;
- Complaints about or problems presented by other competitors or suppliers;
- Encouraging others to take retaliatory actions against competitors or suppliers, such as a boycott against a supplier that decided to offer music instructions in competition with members; and
- Efforts to influence suppliers' prices.

The list of prohibited topics is fairly broad. However, it should be noted that this list only applies to discussions among members. All of these topics may be discussed within a particular studio between the owner and his or her employees and agents. For example, a teacher running a studio may certainly discuss with his or her accountant the studio's pricing levels, billing policies, profit margins, and business strategies.

It is important for Affiliates to implement procedures to guard against any of the prohibited discussions listed above. Association experts and consultants recommend the following steps to guard against antitrust liability:

1. Meeting Agendas. Agendas for meetings should be prepared and distributed to attendees in advance of the meeting.

2. Antitrust Policy. The Affiliate should have a written antitrust policy that has been approved by the Board of Directors. The antitrust policy should be distributed with the meeting materials and the agenda. A sample antitrust compliance policy is attached as Schedule B.

3. Presenter's Agreements. Presenters for seminars and workshops should sign a written agreement in which they acknowledge and agree not to discuss any of the prohibited topics such as pricing, terms of service, or profit margins. A list of sample representations to include in a presenter's agreement is attached as Schedule C.

4. Policing Policy. The Affiliate should have an employee or a member serve as an antitrust compliance officer at each meeting. His or her primary responsibility is to cut off any discussions that drift into prohibited topics.

5. Monitoring Online Discussion Sites. If an Affiliate sponsors a chat room or other online forum where members can post messages, the Affiliate should post rules spelling out prohibitions against anti-competitive postings. The site should also be monitored by staff or a volunteer who takes down inappropriate postings.

While discussions on current and future pricing or terms of sale are prohibited, there are business-related topics that can be discussed at Affiliate meetings, seminars, workshops, chat rooms, and networking sessions. These permissible topics include the following:

- Data on past pricing levels that are compiled by the Affiliate to identify average prices (See Section II.D. below);

- Reports on the general economic trends in the profession;
- Discussions on how members can become more profitable by acquiring better knowledge of their costs;
- Discussing advances or problems in teaching methods and instruction;
- Education regarding various aspects of management and responding to student issues; and
- Discussions on improvements of services and educational methods.

B. MEMBERSHIP APPLICATIONS, BENEFITS AND EXPULSION

When an applicant for membership in a professional or trade association is rejected and sues the association, the courts will first determine if membership in the association is an economic necessity for the applicant. In other words, does the applicant need to be in the association in order to compete in the business? If membership is not an economic necessity,
then the courts will usually apply a Rule of Reason standard to test whether the association was justified in denying membership.

While MTNA and its Affiliates provide valuable services to members, it is doubtful that an applicant could legitimately claim that membership in these associations is a necessity for the member to be able to provide music instruction services. Therefore, a refusal by an Affiliate to admit an applicant to membership is likely to be reviewed under a Rule of Reason standard.

Courts will generally give substantial leeway to associations in membership denial cases as long as its eligibility rules are objective and applied in a consistent and non-discriminatory manner. Associations are permitted to exclude applicants that are outside of a particular territory (state or city) or that do not possess minimal educational or professional credentials. But it is important that associations avoid any exclusions based upon the applicant's competitive practices such as being a low cost provider.

Courts will also be more willing to uphold a membership exclusion if the association allows non-members access to its benefits, especially those that provide a competitive advantage. The requirement to give non-members access to important benefits is tied to the concept that a tax-exempt association is given that status because it exists to benefit an entire profession or trade, not just its members.

Affiliates with important programs such as student music competitions or teacher certification programs should provide non-members access to these programs. It is not necessary to advertise and

promote the program to non-members. In addition, non-members can be charged a higher fee to participate in the program. Of course, the non-member fee must not be set at such a rate that it would be cheaper for the non-members to join the association.

As far as expelling members from an association, courts will examine expulsion cases more closely than a denial of a membership application. Obviously, members can be expelled for nonpayment of dues or if they are no longer active in the music teaching profession. As far as expulsion for ethical transgressions, these may be closely scrutinized by courts to see if there are any anti-competitive motives in the expulsion.

Affiliates are advised that it is important to publicize requirements for maintaining association membership. The requirements should be reasonably related to the proper purposes of the association and not have anti-competitive effects. Additionally, the expulsion should be based upon that criterion. To provide procedural due process to the member, there should be formal procedures which afford the member the right to know of any charges against him or her and the ability to present a defense against these charges before the decision-
making body considering the expulsion. Finally, there should be an appeal process from any expulsion so that an entity such as the Board of Directors can hear a member's appeal and decide whether to uphold the expulsion.

C. CODE OF ETHICS

MTNA's Code of Ethics and codes of ethics from several Affiliates brought on the FTC scrutiny that resulted in the Decision and Order. Nevertheless, there is nothing wrong with a code of ethics per se. As long as the code of ethics avoids imposing any anti-competitive restrictions, it is an appropriate method of association self-regulation.

As a condition of remaining affiliated with MTNA, state and local music teachers associations need to review their codes of ethics and any other organizational documents like constitutions, bylaws, and policies and procedures to ensure that they do not impose restrictions on member pricing, discounts or free tuition policies, terms of service, teacher advertising, teacher criticism or reviews of other teachers, teacher promotions of their business, or teacher solicitation of other teachers' students. If any of these restrictions exist in the code of ethics or other organizational documents, they must be promptly eliminated so that the state and local music teachers association may remain affiliated with MTNA.

It is important to note that even when a code of ethics is not enforced by an association, it may still run afoul of antitrust laws. The FTC has long held that voluntary standards may still be actionable if they advocate membership behavior that is anti-competitive.

D. PRICE SURVEYS

One activity that some professional trade associations engage in is the collection and dissemination of price surveys. While pricing is obviously a very sensitive topic that can lead to antitrust liability, the government has recognized that the collection of historical data by an independent third party, such as a professional or trade association, that is then shared or reported on an aggregated basis is unlikely to raise competitive issues. The FTC has indicated in its antitrust enforcement policy that it will not challenge data and price exchanges if they adhere to the following three procedures and conditions:

1. The price and other data is collected, compiled, and managed by an independent third party, like the state or local music teacher association. This means that the staff of the state or local music teacher association should be collecting and compiling the information. Volunteer members of the association, who are also engaged in music teaching services, should not be involved in the gathering or compilation of the data.

2. The price and data being gathered should be historical data. The FTC advises that the data be at least three months old when it is reported to members.

3. The collection of the data should involve at a minimum five participants and no individual participant should account for more than twenty-five (25%) percent on a weighted basis of the statistics reported. The idea behind this requirement is that no one should be able to identify the price or data of any particular participant by looking at the survey.

By following the above three requirements in conducting any type of price or data survey, an Affiliate should be able to avoid any antitrust liability arising out of the collection or publication of the price or data.

E. CERTIFICATION PROGRAMS

MTNA and various Affiliates offer music teacher certification programs. The purpose of a certification program is to determine whether an individual has the ability and experience to achieve the certification designation. That designation will then help the professional in the marketplace as it signifies to the public and to the professional's peers that he or she has a particular level of expertise.

Obviously, the denial of a certification can place an applicant at a competitive disadvantage. Because certification and the denial of certification have competitive overtones, courts will scrutinize the certification process if it is challenged by an aggrieved applicant.

In looking over certification programs, courts will examine various factors. They include the following:

1. *How subjective or objective is the certification testing?* The more objective the testing, the more likely it will be immune from challenge.

2. *Who serves as the judges in awarding these certifications?* If the judges are fellow competitors, the decision-making process may draw greater scrutiny since the court may suspect that a denial of certification is motivated by anti-competitive considerations.

3. *Is the certification testing a fair measure of the certification being awarded?* Associations providing certification programs should be able to show that the testing is logically related to the designation being awarded and that the testing was developed in a methodical and competent manner that fairly tests the skills of the applicant.

4. *Was the testing carried out in a consistent manner and without possible discrimination?* In this regard, courts will look at whether there are uniform testing standards that are rigorously followed by the judges in making the certification determination. It is also important that the judges be free of any possible conflict of interest. For example, the judge should not be a business competitor of the teacher seeking certification.

As noted in Section II.B., certification programs are important benefits that should be open to nonmembers. An association may charge a nonmember more than a member for the certification testing. However, nonmember fees must not be so large that they effectively compel the nonmember to join the association. In addition, testing applied to nonmembers should be identical to that applied to members.

F. TEACHER REFERRAL SERVICES

Consumers may occasionally contact a state or local music teacher association seeking the name of a music teacher in the area who is accepting students. Likewise, some state or local music teacher association will offer referral services for members. The referral service may consist of a website or directory listing the contact information for all members in the association. In the alternative, some

associations will provide contact information for two or three teachers that are located near the consumer and provide that information to the consumer. Other referral services may make referrals on a rotating basis or break down referrals by specialties.

The offering of a teacher referral service by a state or local association is permissible under the antitrust laws. However, to insure that the referral service does not run afoul of antitrust requirements, an association running a teacher referral service should insure that the following practices are adhered to:

- It is recommended that the referral service be open to all members who wish to sign up for the referral service. There is no prohibition against the association charging a fee to members who wish to participate in the referral program.

- While it is advisable to avoid imposing restrictions or qualifications on which members may participate in the referral program, if an association does adopts any type of qualifications, they should be objective and directly related to the teacher's ability.

- The referral service may list contact information for the teachers, but should strictly avoid listing prices charged by teachers.

- All referrals should be made in an objective manner such as a simple rotation of names, by the location of the teacher(s) closest to the consumer, or by teacher specialty. Associations should avoid allowing staff to suggest particular members as referrals since that may lead to claims of favoritism or the unfair exclusion of eligible teachers.

G. COMPETITIONS AND FESTIVALS

Some of the more important programs offered by many Affiliates are student music competitions. For music teachers, the success of students in these competitions can elevate the teachers' reputations and marketability. Competitions also allow skilled students to showcase their talent and can lead to teachers soliciting other teachers' prized pupils.

When sponsoring competitions, Affiliates should comply with the following antitrust considerations:

- Because student competitions can be very important to a teacher's ability to compete in the community, it is a program that should not be restricted to members only. Student competitions should be open to non-members.

- An Affiliate sponsoring a competition may charge students of non-members higher fees than students of members. However, the fee differential should not be so high that it effectively compels a teacher to join the Affiliate.

- An Affiliate may limit the number of students in a competition because of practical limitations such as hall size or the number of judges.

- An Affiliate may not restrict teachers from soliciting students of other teachers. Any type of solicitation restriction may violate antitrust laws.

- The regulation of the conduct of the judges in the competition is a recognized exemption to the antitrust restrictions in the FTC Decision and Order. Therefore, an Affiliate may restrict a judge in the competition from soliciting students. In addition, Affiliates may impose a code of conduct on judges that limit their criticism of students and teachers in the competition.

Festivals sponsored by Affiliates, where there is no competition, but only an opportunity for students to perform, do not have the importance to a teacher or a student that a competition does. This being the case, most festivals sponsored by an Affiliate could be restricted to students of members. Because student performances at most festivals are not important to a teacher's competitiveness in the community, it is not a program that must be open to non-members. Of course, if a particular festival has a very high profile in the community and serves to showcase student's talents, it would have to be open to non-members just like student competitions are.

III. ANTITRUST COMPLIANCE QUESTIONS

Any officer, director, employee or member of MTNA and/or an Affiliate who has a question or issue with any of the information contained in this Antitrust Compliance Guide or with any other matter that may arise in an antitrust context may contact the MTNA national office at (513) 421-1420 or by email at mtnanet@mtna.org MTNA encourages all questions and will provide responses as promptly as possible.

SCHEDULE A

ONGOING OBLIGATIONS OF MTNA UNDER THE FTC DECISION AND ORDER

Set forth below is a summary of MTNA's obligations under the FTC's April 3, 2014 Decision and Order. The term of the Decision and Order is twenty years. Unless indicated otherwise below, MTNA's obligation under each requirement is for twenty years. The obligations of MTNA under the Decision and Order are as follows:

1. No Restrictions on Solicitation: MTNA shall not place any restrictions on solicitation of music teaching work by members.

2. Code of Ethics Publication: MTNA shall publish and maintain for 5 years on the Code of Ethics page on the MTNA website (and with a link on the MTNA home or menu page): (a) an announcement of the MTNA Code of Ethics change; (b) a copy of the FTC Settlement Statement; and (c) a link to the FTC website containing the press release on the MTNA Settlement.

3. Distribution of FTC Settlement Statement: MTNA shall distribute electronically or by other means a copy of the FTC Settlement Statement to all MTNA leaders, employees and Affiliates.

4. Affiliate Certification: MTNA shall not accept an affiliation with a state or local music teacher organization ("Affiliate") that fails to certify to MTNA that it: (a) does not restrict solicitation of teaching work by members; (b) does not restrict the advertising of prices or terms of service by members; or (c) does not restrict price competition by members. (Regulating conduct of judges in music competition and regulating false or deceptive behavior by a member is exempted from these restrictions).

5. Affiliate Certification Requirement: MTNA must notify each Affiliate that as a condition of affiliation with MTNA, the Affiliate must execute a Certification which attests that the Affiliate has removed all provisions from its Constitution, Bylaws, Code of Ethics, policy statements, rules and regulations (collectively, the "Organizational Documents"), and website that are inconsistent with restrictions on the solicitation of teaching work, restrictions on advertising or publishing prices or terms and conditions of sale, or restrictions on price competition (collectively, the "Prohibited Practices").

6. Termination of Non-Certifying Affiliate: If MTNA does not receive an executed Certification (or Request for an Extension) from an Affiliate within 90 days of forwarding the Certification to the Affiliate, MTNA shall promptly notify the Affiliate that if the executed Certification is not received within the next 30 days the Affiliate shall be terminated and shall not be permitted to use the terminology "affiliated with the MTNA" until such time as it complies with the certification requirement.

7. MTNA Document Clean-Up: MTNA must remove from MTNA's Organizational Documents and the MTNA website any statement that restricts solicitation of teaching work, restricts advertising or publishing of prices, or restricts price competition.

8. Publication of FTC Documents: MTNA must publish in the next edition of the *American Music Teacher* and on MTNA's website the changes to MTNA's Code of Ethics, the press release issued by the FTC in this matter and the FTC Settlement Statement. On the first and second anniversary of those publications, MTNA must again publish the FTC Settlement Statement in the *American Music Teacher.*

9. FTC Settlement Statement Distribution: MTNA shall include with the 2015 dues statement sent to each member a copy of the FTC Settlement Statement.

10. Antitrust Compliance Program: MTNA shall design, maintain and operate an antitrust compliance program and appoint and retain an antitrust compliance officer to supervise the antitrust compliance program.

11. Antitrust Compliance Officer: The Antitrust Compliance Officer for the first three years of the program must be the MTNA's CEO. After the first three years of the program, the Antitrust Compliance Officer may be a member of the MTNA Board of Directors or an employee.

12. Antitrust Compliance Training: For the next five years, MTNA must provide in-person annual training to its leadership, employees and agents concerning its obligations under the FTC Settlement and the antitrust laws.

13. Antitrust Compliance at Annual MTNA Meetings: For the next five years at each annual meeting of MTNA and the annual meeting of the State President's Advisory Council, MTNA must summarize MTNA's obligations under the FTC Settlement and provide context appropriate guidance on compliance with the antitrust laws.

14. Antitrust Compliance Guide: MTNA must provide an Antitrust Compliance Guide to each Affiliate to use at its annual meeting over the next 5 years, which summarizes MTNA's obligations under the Settlement Statement and provides context appropriate guidance on compliance with the antitrust laws.

15. Addressing Antitrust Compliance Questions: MTNA must implement policies and procedures to enable leaders, employees, members and agents to ask questions regarding compliance with the antitrust laws without fear of retaliation and must discipline any leaders, employees or agents for failure to comply with the order.

16. Affiliate Misconduct: MTNA must terminate an Affiliate for a period of at least one year if MTNA learns that the Affiliate has engaged in any of the Prohibited Practices and the Affiliate does not, within 120 days of being informed of the Prohibited Practice, verify in a written statement that it has eliminated and will not reengage in such Prohibited Practice.

17. FTC Monitoring of Affiliate Misconduct: MTNA shall make available to the FTC Staff for inspection and copying any records involving an action against a member or Affiliate that has violated the FTC Settlement Statement as set forth in Section 16 above and any complaint received by a person relating to MTNA's compliance with the FTC Settlement.

18. New Affiliates: For the next five years, MTNA shall, within thirty days of accepting a new Affiliate, distribute electronically or by other means a copy of the FTC Settlement Statement to any new Affiliate.

19. New or Renewing Members: For any new member or any member who renews his or her membership, MTNA shall distribute to them electronically or by other means a copy of the FTC Settlement Statement.

20. Reports to FTC: MTNA shall file a verified written report with the FTC detailing how it is complying with the Settlement no later than: (a) 90 days after the settlement is reached; (b) 180 days after the settlement is reached; and (c) on the first anniversary date of the settlement and annually thereafter for 4 years.

21. Notification to FTC of Material Changes: MTNA shall notify the FTC at least thirty days prior to its dissolution, acquisition, merger or consolidation, or any other change in its or its subsidiaries.

22. FTC Monitoring: MTNA shall permit FTC Staff access to its business records and the right to interview officers, directors and employees of MTNA regarding compliance.

SCHEDULE B

ANTITRUST COMPLIANCE POLICY
OF THE
_____ MUSIC TEACHERS ASSOCIATION

The antitrust laws of the United States and the various states prohibit agreements, combinations and conspiracies in restraint of trade. Because the _____ Music Teachers Association ("Association") and other trade and professional associations are, by definition, combinations of competitors, one element of a possible antitrust violation is generally present, and only some action by the association that unreasonable restrains trade generally needs to occur for there to be an antitrust violation. Consequently, associations are common targets of antitrust plaintiffs and prosecutors.

The consequences for violating the antitrust laws can be severe. A conviction can carry stiff fines for the association and its offending leaders, jail sentences for individuals who participated in the violation, and a court order dissolving the association or seriously curtailing its activities. The antitrust laws can be enforced against associations, association members, and the association's employees by both government agencies and private parties (such as competitors and consumers) through treble damage actions. As the principal federal antitrust law is a criminal conspiracy statute, an executive who attends a meeting at which competitors engage in illegal discussions may be held criminally responsible, even if he or she says nothing at the meeting. The executive's attendance at the meeting may be sufficient to imply acquiescence in the discussion, making him or her liable to as great a penalty as those who actively participated in the illegal agreement.

The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade. Some activities by competitors are deemed so pernicious and harmful that they are considered *per se* violations - it does not matter whether or not the activities actually have a harmful effect on competition; the effect is presumed. These generally include price fixing, allocation of customers, markets or territories, and group boycotts. In addition, there are many features that factor into price; agreements as to hourly rates, penalties for missed lessons, discounts, terms of payment, or other factors that can directly impact price also are proscribed.

Other actions such as compiling and publishing historical price and cost data, certification programs, and enforcement of codes of ethics, generally are evaluated under a rule of reason - there is a balancing between the pro-competitive and anti-competitive aspects

of the activities; the pro-competitive effects must outweigh the anti-competitive ones. These areas also should be approached with caution and legal guidance.

The Association has a policy of strict compliance with federal and state antitrust laws. Association members should avoid discussing certain subjects when they are together - both at formal Association membership, Board of Directors, committee, and other meetings and in informal contacts with others in the music teaching profession and should otherwise adhere strictly to the following guidelines:

- DO NOT discuss prices, fees or rates, or features that can impact (raise, lower or stabilize) prices such as discounts, costs, salaries, terms and conditions of sale, missed lessons policies, or profit margins. Note that a price-fixing violation may be inferred from price-related discussions followed by parallel decisions on pricing by association members even in the absence of an oral or written agreement.

- DO NOT agree with competitors as to hourly rates, payment terms, or contract provisions.

- DO NOT exchange data concerning fees, prices, sales, costs, salaries, student vacation or missed lesson policies, or other business practices unless the exchange is made pursuant to a well considered plan using historical data that has been compiled by independent party who is not a competitor in the market.

- DO NOT agree with competitors to divide up students, markets or territories.

- DO NOT agree with competitors not to deal with certain competitors or suppliers.

- DO NOT try to prevent a supplier from selling to your competitor(s).

- DO NOT agree to any association membership restrictions, codes of ethics or conduct, standard-setting, certification, accreditation, or self-regulation programs without the restrictions or programs having been reviewed by the Association's attorney or the MTNA Antitrust Compliance Officer.

- DO insist that Association meetings that have agendas are circulated in advance and that minutes of all meetings properly reflect the actions taken at the meeting. All Association meetings generally should have written agendas prepared and circulated in advance.

- DO leave any meeting (formal or informal) where improper subjects are being discussed. Tell everyone why you are leaving.

- DO ensure that only Association staff (or designated volunteer leadership if the Association does not have staff) sends out all written and electronic correspondence on behalf of the Association and that Association officers, directors, committee members, or other members do not hold themselves out as speaking or acting with the authority of the Association when they do not, in fact, have such authority.

- DO ensure that if questions arise about the legal aspects of the Association's activities or your individual responsibilities under the antitrust laws, you seek advice and counsel from the MTNA Antitrust Compliance Officer or from the staff and the attorney for the Association.

Any questions about the antitrust policy of the Association should be directed to the CEO/Executive Director the MTNA Antitrust Compliance Officer, and/or the attorney for the Association.

Policy adopted: _____, 20___

SCHEDULE C

SAMPLE LIST OF REPRESENTATIONS FOR A PRESENTER'S AGREEMENT

With regard to the Presentation, the Presenter agrees to the following:

1. The Presenter warrants that the Presentation is the sole, exclusive and original work of the Presenter, except for such excerpts from copyrighted works as may be included with permission of the copyright holders thereof.

2. The Presenter warrants that the Presentation shall not contain any libelous or slanderous statements or material.

3. The Presenter warrants that the Presentation shall not infringe upon any copyright, trademark, patent, statutory right or proprietary rights of others in any intellectual property or otherwise.

4. The Presenter warrants that no part of the Presentation shall violate any federal or state antitrust or restraint of trade laws and that during the Presentation the Presenter shall not discuss or permit the discussion of unlawful anti-competitive behavior including, but not limited to, price fixing, group boycotts, tying arrangements, and refusals to deal.

_____ _____

DATE PRESENTER'S SIGNATURE