and consumer preferences; communication and processing of export orders; inspection and quality control; transportation; freight forwarding and trade documentation; insurance; billing of foreign buyers; collection (letters of credit and other financial instruments); provision of overseas sales and distribution facilities and overseas sales staff; legal, accounting and tax assistance; management information systems development and application; assistance related to participation in government export assistance programs, such as the Export Enhancement and Market Promotion programs.

## Export Markets

The Export Markets include all parts of the world except the United States (the fifty states of the United States, the District of Columbia, the Commonwealth of Puerto Rico, the Virgin Islands, American Samoa, Guam, the Commonwealth of the Northern Mariana Islands and the Trust Territory of the Pacific Islands).

## Export Trade Activities and Methods of Operation

In connection with the promotion and sale of Members' Products, Services and/or Technology Rights into the Export Markets, FCE and/or one or more of its Members may:

- Design and execute foreign marketing strategies for its Export Markets;
- Prepare joint bids, establish export prices for Members' Products and Services and establish terms of sale in Export Markets in connection with potential or actual bona fide opportunities;
- Allocate export sales, international buyers and/or export markets among Members;
- 4. Grant exclusive and non-exclusive sales and distribution rights for Products in designated Export Markets to foreign agents or importers ("exclusive" meaning that FCE and Members may agree not to sell Products into designated Export Markets through any other foreign distributor, and that the foreign distributor may agree to represent only FCE in the Export Markets and none of FCE's competitors):
- 5. Design, develop and market generic corporate labels for use in Export Markets;
- Engage in joint promotional activities directly targeted at developing Export Markets, such as: Arranging trade shows and marketing trips;

- providing advertising services; providing brochures and industry newsletters; providing product, service, and industry information; conducting international market and product research; and procuring international marketing, advertising, and promotional services:
- 7. Share the cost of joint promotional activities among the Members;
- 8. Conduct product and packaging research and development exclusively for export in order to meet foreign regulatory requirements, foreign buyer specifications, and foreign consumer preferences;
- Negotiate and enter into agreements with governments and other foreign persons regarding non-tariff trade barriers in Export Markets;
- Establish and operate fumigation facilities and provide specialized packing operations and other quality control procedures to be followed by Members in the export of Products into Export Markets;
- Assist each other in maintaining the quality standards necessary to be successful in Export Markets;
- 12. Advise and cooperate with agencies of the U.S. Government in establishing procedures regulating the export of Members' Products, Services and/or Technology Rights into Export Markets;
- 13. Negotiate and enter into purchase agreements with buyers in Export Markets regarding export prices, quantities, type and quality of Products, time periods, and the terms and conditions of sale;
- 14. Broker or take title to Products intended for Export Markets;
- 15. Purchase Products from non-Member producers to fulfill specific sales obligations, provided that FCE and/or Members shall make such purchases only on a transaction-bytransaction basis and when the Members are unable to supply, in a timely manner, the requisite Products at a price competitive under the circumstances;
- 16. Solicit non-Member producers to become Members;
- 17. Jointly undertake the administrative tasks of processing export orders;
- 18. Procure, negotiate, contract, and administer transportation services for Products in the course of export, including overseas freight transportation, inland freight transportation from the packing house to the U.S. port of embarkment, leasing of transportation equipment and facilities, storing and warehousing,

- stevedoring, wharfage and handling, insurance, and freight forwarder services;
- Arrange for trade documentation and services, customs clearance, financial instruments, and foreign exchange;
- 20. Arrange financing through private financial entities;
- 21. Bill and collect monies from foreign buyers, and arrange for or provide accounting, tax, legal and consulting services in relation to Export Trade Activities and Methods of Operation;
- 22. Enter into exclusive agreements with non-Members to provide Export Trade Facilitation Services;
- Design, implement, and administer Foreign Sales Corporations as provided by the Internal Revenue Code;
- 24. Open and operate overseas sales and distribution offices and companies to facilitate the sales and distribution of Products into and within Export Markets;
- 25. Apply for and utilize applicable export assistance and incentive programs available within governmental sectors;
- 26. Negotiate and enter into agreements with governments and foreign persons to develop countertrade arrangements, provided that this Certificate does not protect any conduct related to the sale of goods in the United States that are imported as part of any countertrade transactions;
- 27. Refuse to deal with or provide quotations to other Export Intermediaries for sales of Members' Products into Export Markets;
- 28. Require common marking and identification of Members' Products sold in Export Markets;
- 29. Exchange information as necessary to carry out Export Trade Activities and Methods of Operation, including:
  - (a) Information about sales, marketing efforts, and sales strategies in Export Markets, including pricing; projected demand in Export Markets for Products; customary terms of sale; and foreign buyer and consumer product specifications;
  - (b) Information about the price, quality, quantity, source and delivery dates of Products available from the Members for export;
  - (c) Information about terms and conditions of contracts for sales in Export Markets to be considered and/or bid on by FCE and/or Members;
  - (d) Information about the terms and conditions of export orders