



FORUM PURCHASING SUPPLIER CODE OF CONDUCT

Purpose of Supplier Code of Conduct

The purpose of this Forum Purchasing, LLC (“Forum”) Supplier Code of Conduct (this “Code”) is to set forth the fundamental principles which Forum expects each of its suppliers to adhere to in conducting business with Forum and its members.

Applicability of the Code

This Code applies to suppliers and their respective subsidiaries, divisions and affiliates which provide products and/or services to Forum or to Forum members and their affiliated entities through contracts with Forum (hereinafter collectively referred to as the “Forum Suppliers”).

Requirements

Forum Suppliers shall comply with all applicable federal, state, regional and local laws and regulations in the countries in which they operate, including, but not limited to, the following:

1. Regulatory Matters. Forum Suppliers shall comply with all applicable laws and regulations governing the relationship between suppliers and group purchasing organizations including, but not limited to, (i) the “discount” safe harbor to the Federal Anti-Kickback Statute (42 U.S.C. Section 1320 a-7(b), as amended), (ii) the Health Insurance Portability and Accountability Act of 1996 and (iii) the requirements for participation in all Federal Health Care Programs.

2. Gifts and Business Courtesies. Forum’s directors, officers and employees may only give and receive gifts and business courtesies to and from Forum Suppliers as set forth in this Code and in accordance with applicable laws and regulations. No Forum director, officer or employee may receive anything of value from a Forum Supplier except legitimate business benefits that benefit Forum and its members as a whole. Forum’s Suppliers shall not offer or accept anything of value in order to influence their

business judgment whether before or after a business decision is made. Business courtesies and gifts provided to or accepted from Forum Suppliers must be lawful, reasonable under the circumstances, infrequent and meet the guidelines attached to this Code as Schedule 1.

3. Human Rights. Forum’s intention is to only initiate and renew contractual relationships with Forum Suppliers that do not violate basic human rights including, without limitation, compliance with child labor laws and laws prohibiting the use of forced labor.

4. Employment Laws. Forum Suppliers shall comply with all applicable labor and employment laws including, without limitation, minimum wage, overtime and health and safety laws and regulations.

5. Non-Discrimination. Forum’s intention is to do business only with Forum Suppliers who do not discriminate on the basis of race, gender, religion, ethnicity, nationality or political beliefs.

6. Contract Terms and Conditions. In addition to the items specifically contained in this Code, Forum Suppliers shall also adhere to all terms, conditions, and other representations made in Supplier’s executed supply, equipment, and/or service contract with Forum (the “Forum Contract”).

7. Breach. A breach of this Code by a Forum Supplier shall also be a breach of the Forum Contract and could result in the termination of the Forum Contract.

Supplier company name _____

Supplier signature _____

Supplier printed name _____

Title _____

Date _____

Schedule 1

Business Courtesies and Gifts

	Business Courtesies	Gifts
Definitions	A <i>business courtesy</i> consists of one party providing or paying for any travel, meal, lodging, or event expense for another party.	A <i>gift</i> is anything given from one person or business to another person or business with no ostensible expectation in return.
Purpose	Reasonably necessary to accomplish a legitimate business purpose, except to induce or reward the recipient for favorable action on any business or government contract, transaction or relationship.	For any legitimate, lawful purpose except to induce or reward the recipient for favorable action on any business or government contract, transaction, or relationship.
Form	Travel, lodging, meal, and events but <i>no cash or cash equivalents</i> (e.g., no gift cards). Air and hotel expenses shall not be paid by a Forum Supplier except in unique circumstances such as difficult to get to locations or areas where adequate lodging is not generally available. Note: Neither Forum nor a Forum Supplier may give or receive business courtesies for events unless a representative of the company offering the business courtesy will be accompanying the recipient to the event for a legitimate business purpose (e.g., to build or enhance business relationships).	Promotional items of nominal value (i.e., something of insignificant cost which is not likely to have any resale value – generally under \$50); Personal items of nominal value related to or usable at work generally under \$50 in cost; Items generally under \$100 in cost which are delivered to the recipient’s place of business and are shareable among the recipient’s co-workers (e.g., a fruit basket); But <i>no cash or cash equivalents</i> (e.g., gift certificates)
Amount	Reasonable under the circumstances; not the least expensive possible, but not more than would be consistent with ethical, responsible industry standards.	Generally less than \$50 but no more than \$100 if shareable among co-workers.
Approval	The CEO of Forum must approve the offering or receipt of business courtesies.	The CEO of Forum must approve the offering of any gift and the acceptance of any gift if there is any question about whether receipt of the gift is appropriate.
Location	The most reasonable location in price and distance appropriate to accomplish the legitimate business purpose.	All gifts must be sent to or received at the recipient’s work; no gifts may be sent or received at the recipient’s home.