

THIRD COUNTRY PAYMENTS

Unless payment in another manner shall have been approved in writing by the General Counsel, the payment of all:

- (a) fees or commissions to brokers, consultants, attorneys or independent agents;
- (b) salaries, bonuses, commissions or other compensation to employees; and
- (c) trade payables and other such disbursements

must be made directly to such party in the country where the recipient maintains his or its principal office or, if the recipient regularly maintains an office in such country, in the country where the payments were earned. No approval will be given if such proposed payment is determined to be of questionable legality or if it appears such payment may facilitate the evasion of tax, currency exchange control or other laws by the Company, its employees, or others.