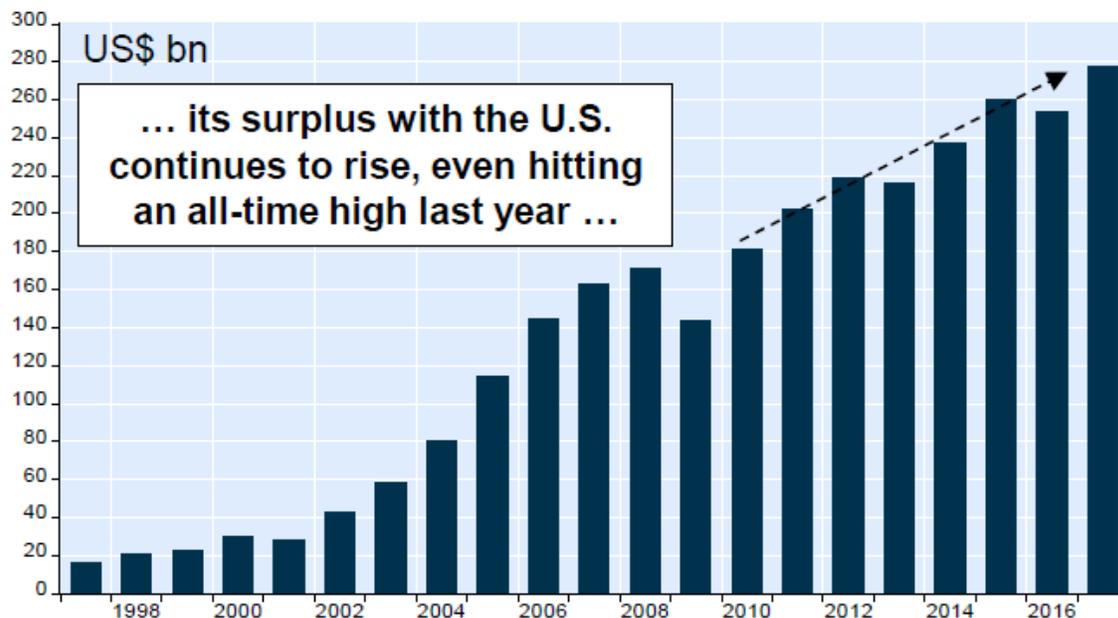


Why heightened trade tensions between China and the United States is the new normal

Introduction

Now that the threat of NAFTA being shredded has abated, attention has turned to the two countries that have always been at the center of the world's trade tensions: China and the United States.

China's goods trade surplus with the U.S.



Source: NBF Economic and Strategy (Data via DataStream)

The good news is that, in the short term, both sides will likely step back from a full-blown trade war and sit down at the bargaining table. America's waiting period before officially implementing its most severe tariffs and China's decision to not include such items as soybeans and aircraft in its initial package of counter tariffs indicate a willingness on both sides to negotiate. The United States also doesn't want any major geopolitical headwinds to disrupt its economy and financial markets, particularly before the upcoming mid-term congressional elections.

As for China, it can ill-afford a full-blown trade war at a time when it is trying to implement major structural reforms. It is also dealing with the challenges of rising wages, high debt levels, a rapidly ageing population and significant air/water pollution. Complicating matters further is the widely held view among leading nations that China must change its trade practices.

The bad news is that, whether or not a preliminary trade agreement is struck between China and the United States, heightened trade tensions between the two will be the new normal for the foreseeable future. This is because the stakes are too high. Indeed, even more important than trade deficits is the battle to see which country will control the world's next cutting-edge technologies and emerge as the dominant global power. The chances of China completely backing off from its state-led industrial policy or of Washington ceasing its push for reciprocal trade are very slim at best. This point was

recently underscored by President Trump: “The word that I want to use is reciprocal. If they charge us, we charge them the same thing.”

This report explores the factors shaping this new trade landscape.

How U.S. views on China have evolved since China joined the WTO

In 2001, when China first joined the WTO, U.S. business and government elites generally believed that China’s economic rise would ultimately make it more democratic and less protectionist. President Bill remarked in 1999: “I don’t think there is any way that anyone who disagrees with that in China can hold back that [liberty], just as eventually the Berlin Wall fell” and “I just think it’s inevitable.” The sentiment was echoed by President George W. Bush, a year before he became President: “Trade freely with China, and time is on our side.”

Nearly 20 years later, the views have changed radically:

- “I don’t blame China, I blame the incompetence of past Admins for allowing China to take advantage of the U.S. on trade leading up to a point where the U.S. is losing \$100’s of billions. How can you blame China for taking advantage of people that had no clue? I would’ve done same!” (Tweet from Trump, November 2017)
- “I don’t agree with President Trump on a whole lot, but today I want to give him a big pat on the back. He is doing the right thing when it comes to China.” (*Senate Democrat leader Chuck Schumer in a speech on the Senate floor, (March 2018)*)
- “No U.S. auto company is allowed to own even 50% of their own factory in China, but there are five 100% China-owned EV auto companies in the U.S.” (Tweet from Tesla founder Elon Musk, March 2018)
- In a 2017 report entitled “A Better Deal for Trade and Jobs”, Senate Democrats stated that they supported the creation of “a new Independent Trade Prosecutor, which would begin rapidly challenging unfair trade practices by foreign countries, like China, that have been ignored for far too long, without relying on the years-long World Trade Organization process.”
- “U.S. companies wishing to participate in China’s market have had to pay an increasingly steep price for admission, surrendering technology and meeting regulatory requirements that favor Chinese firms. Large and lucrative portions of China’s economy, including many high-tech sectors and financial services, are closed to foreign firms.” (U.S.-China Economic and Security Review Commission, November 2017)

It is important to note, also, that today’s trade tensions with China are very different from past commercial disputes the United States has had with many other countries. Historically, the United States has, up to a point, tolerated large trade deficits with Germany, Japan, and Korea because they are close allies and democratic states. In stark contrast, China is viewed as an authoritarian geopolitical rival focused on reducing America’s global geopolitical and economic influence.

Examples of unfair Chinese trade practices cited by the United States include:

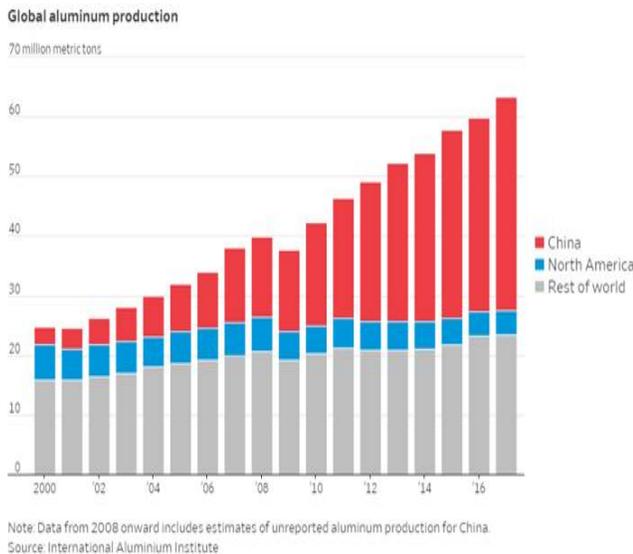
- China imposes a 25% tariff on new cars imported from the United States; the United States imposes a tariff of only 2.5% on cars imported from China.
- U.S. tech firms, like Apple, that want to offer cloud services to Chinese citizens are required to store the data in China on servers operated by a Chinese partner. The United States has no such regulation.
- China’s Geely Holding Group purchased Volvo from Ford in 2010, but foreign car companies cannot buy Chinese automakers. They must enter into joint ventures to build cars in China.
- Facebook, Twitter and Google are banned from the Chinese market.
- Most of the main sectors of China’s economy—including cars, telecoms, IT and healthcare—are either partially or completely closed to purchases by foreign companies.

Most democrats and republicans agree that the United States should treat Chinese investment the same way that China treats U.S. investments. China’s recent promise to lift many restrictions has been met with skepticism by the Trump

administration. A U.S. government report notes that China has never followed through on its promises (made at least eight times since 2010) to halt its policy of forced technology transfers in exchange for market access.¹

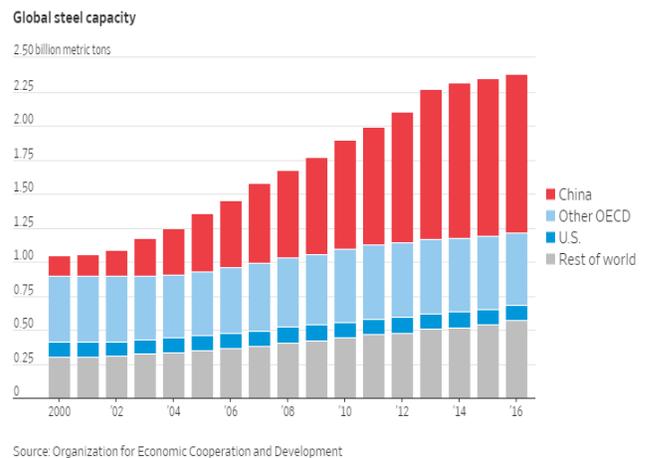
The real target of the steel and aluminum tariffs

When the Trump administration first announced its tariffs on all steel (25%) and aluminum (10%) imports, the main criticism was that they barely affected China, which most countries blame for the global glut in production. China accounts for only 6% of steel and aluminum imports in the United States, compared with 26% for Canada and 16% for the EU.



The China Syndrome

Almost all of the increase in global steel and aluminum production and capacity since 2000 has been in China.



Source: "Trump Alienates Allies Needed for a Trade Fight With China," Wall Street Journal, March 7, 2018

The United States felt it had little choice but to initially impose tariffs across the board because China would otherwise circumvent trade restrictions by exporting unfinished steel/aluminum to third countries who would then re-export it to the United States after only minor modifications.

The United States has reportedly offered countries exemptions from these tariffs in return for a combination of the following:

- Implementing measures to prevent countries from becoming a back-door conduit for foreign steel to enter the United States.
- Limiting steel and aluminum exports to the United States to at least 2017 levels.
- Co-operating with the United States against alleged Chinese trade abuses.²

To date, the United States has temporarily exempted the European Union, Canada, Mexico, South Korea, Australia, Argentina and Brazil from the tariffs until May 1. These countries have reportedly agreed to keep their U.S. sales at about 2017 levels (S. Korea agreed to even lower levels) and to not re-export cheap steel/aluminum from China and other countries to the United States. For example, the EU recently re-imposed duties on Chinese exports of pipes and tubes and Canada granted its Border Services Agency extra powers to head off a possible flood of cheap foreign steel and aluminum from countries trying to avoid duties by selling their products to a third country not subject to the tariffs.

China-U.S. tensions over IP theft and market access

The Trump administration has accused China of pressuring American companies to transfer technology to Chinese companies in exchange for access to the Chinese market. It also claims Chinese theft of U.S. technology is rampant. This investigation was

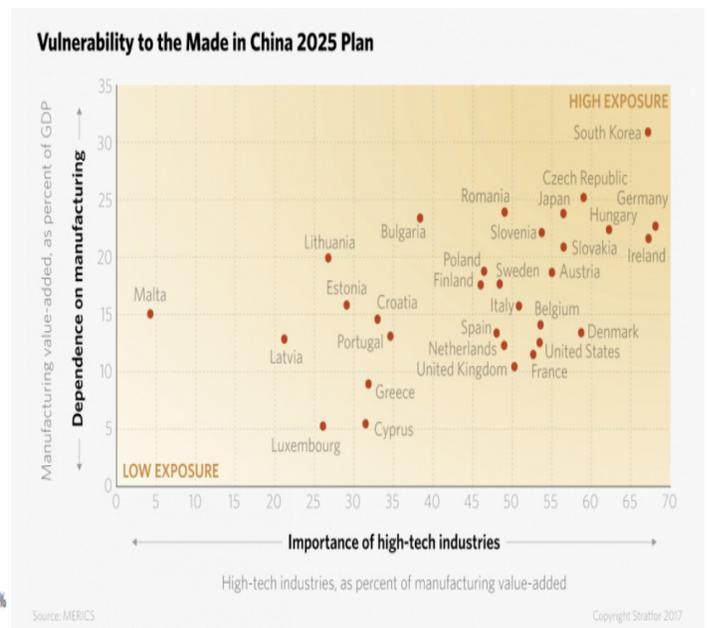
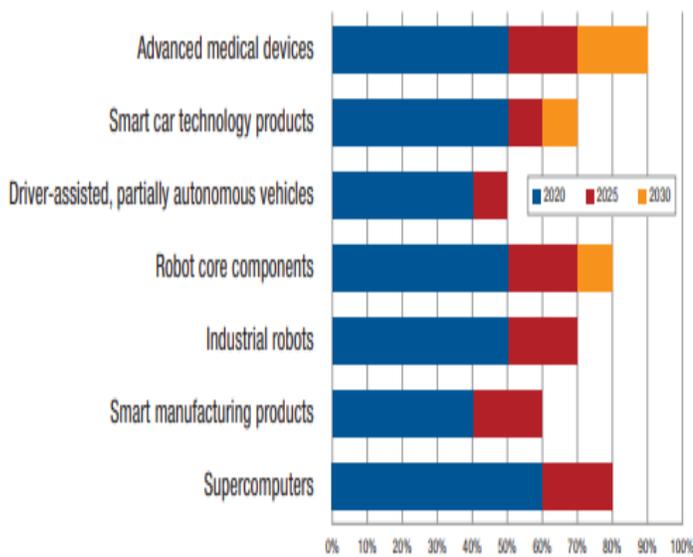
¹ "Trump's early trade gains could come at future cost," Washington Post, March 27, 2018

² "U.S. Offers Trade Relief for Help in Pressuring China, Source Says," Bloomberg, March 19, 2018

undertaken under the Trade Act of 1974, which grants the President the authority to impose tariffs without congressional approval.

The intensified scrutiny came shortly after China unveiled a plan called “Made in China 2025”, which aims for China to become dominant in 10 advanced industries by the middle of the next decade. Many of these sectors represent areas currently dominated by American and Western firms. China would particularly like to dominate manufacturing of semiconductors and integrated circuit boards. It imported \$227.6 billion of these goods in 2016.³ **Dominating this sector, however, would require purchasing foreign companies in possession of valuable intellectual property—something that has become much more difficult to do politically.**

MADE IN CHINA 2025 KEY AREA TECHNOLOGY ROADMAPS 2020, 2025, AND 2030 LOCALIZATION TARGETS



Sources: U.S.-China Economic and Security Review Commission, 2017 and “The Trump Administration Reaches for a Trade Sledgehammer,” Stratfor, August 2017

Chinese companies may soon find it even harder to make U.S. acquisitions

Lawmakers from both parties in Washington introduced a bill late last year to increase the powers of the Committee on Foreign Investment in the United States (CFIUS) to block more types of deals. This bill would for the first time give the committee broad jurisdiction over major outbound investments made by U.S. companies. CFIUS was originally created to vet inbound foreign investment for potential national security threats.

CFIUS and the Trump administration have already blocked numerous deals involving Chinese companies in the past year or two, including:

- The attempted \$1.3-billion purchase of Lattice Semiconductor, a U.S. chip manufacturer, by Canyon Bridge Capital Partners, which the United States claimed was backed by Chinese state-owned enterprises.
- The attempted purchase of MoneyGram, a money-transfer service provider, by Ant Financial, a sister company of the Alibaba Group, the Chinese e-commerce giant.
- The attempted purchase of Xcerra, a provider of equipment for testing computer chips and circuit boards, by Sino IC Fund, a Chinese state-backed fund.

³ “The Trump Administration Reaches for a Trade Sledgehammer,” Stratfor, August 2017

Killed or Abandoned Under Trump

Committee on Foreign Investments in the U.S. steps up opposition to takeovers from abroad

Target	Would-be acquirer	Country	When killed	Deal size
Qualcomm	Broadcom	Singapore	Mar 2018	\$117 billion
Xcerra	Hubei Xinyan Equity Investment	China	Feb 2018	\$580 million
MoneyGram	Ant Financial Services Group	China	Jan 2018	\$1.2 billion
Cowen	China Energy Company Limited	China	Nov 2017	\$100 million
Aleris	Zhongwang USA	China	Nov 2017	\$1.1 billion
HERE	NavInfo	China	Sep 2017	\$330 million
Lattice Semiconductor	Canyon Bridge	China	Sep 2017	\$1.3 billion
Global Eagle Entertainment	HNA Group	China	Jul 2017	\$416 million
Novatel Wireless	T.C.L. Industries	China	Jun 2017	\$50 million
Cree	Infineon Technologies	Germany	Feb 2017	\$850 million

Source: Data compiled by Bloomberg

The United States is not the only country seeking to shield its industries from Chinese takeovers

While several European countries have pushed for an EU-wide rule to block acquisitions in sectors where European firms do not have reciprocal access in China, Germany has been the first European country to take concrete measures. In June 2017, it passed legislation allowing authorities, on national security grounds, to stop non-EU companies from acquiring more than 25% of a German firm. Further, the government can now review the security-related implications of a foreign takeover for up to five years after the deal. The turning point came in 2016, when a Chinese firm acquired KUKA, a German robotics firm, for 4.5 billion euros. It was widely covered in the press at the time that German companies would never have been allowed to purchase a similar company in China.

In Canada, Lenovo, the Chinese computer maker, abandoned its efforts to acquire BlackBerry, a manufacturer of smartphones widely used in government agencies, after Ottawa feared national security might be compromised. The government is also reviewing a proposed takeover of Aecon, a major Canadian construction firm, by CCCC International Holding, a Chinese state-owned enterprise. Officials are assessing whether national security would be undermined by the takeover. **The United States has also reportedly warned that Canadian companies bought by Chinese state-owned firms risk seeing their access to U.S. markets reduced.**

Who would win a trade war?

China is more vulnerable than the United States in one very important way. Exports account for about 20% of GDP in China, versus only 12% in for the United States. Further, the United States accounts for 23% of Chinese exports, whereas only 8% of U.S. exports go to China.⁴

China would be in an even more precarious position if many of its other major trading partners joined forces with the United States against its trade practices. U.S. allies Japan, South Korea and Germany are all top 10 destinations for Chinese exports. In an effort to encourage this co-operation, the Trump administration recently filed a complaint at the WTO accusing

⁴ "A US-China Trade War? Not So Fast," Geopolitical Futures, March 23, 2018

China of IP theft and of blocking U.S. companies from competing in its market. This action was taken because the EU and Japan made their support conditional on the United States including the WTO in its trade dispute strategy.

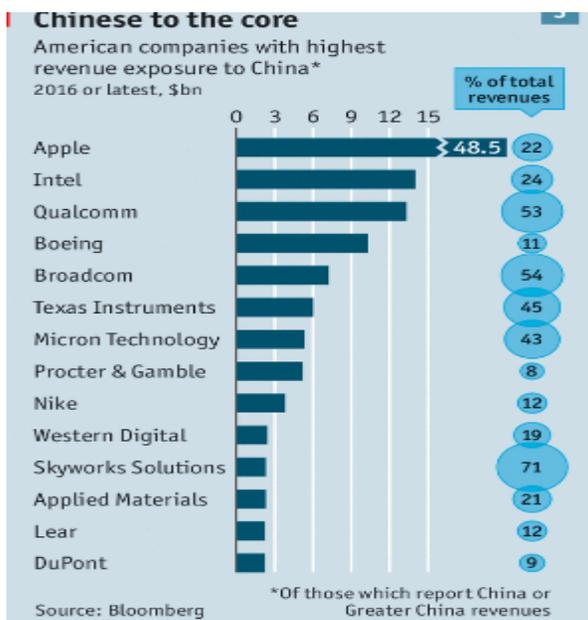
The United States, the EU and Japan are already united in their opposition to having the WTO remove China’s designation as a “non-market economy.” This designation makes it easier for trade partners to impose tariffs on goods they conclude have been sold below fair value. Legally implementing tariffs under WTO regulations against a market economy requires a much heavier burden of proof.

China has many areas where it could strike back at the United States

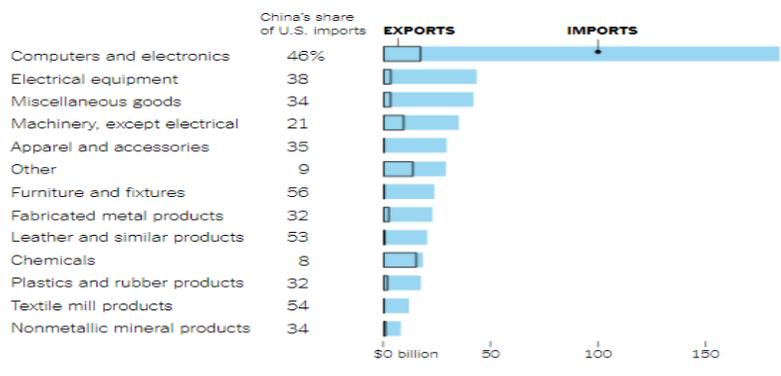
The two U.S. sectors most vulnerable to Chinese retaliation are agriculture and aircraft-related products, the only ones where the United States has a significant trade surplus with China. Indeed, one out of every four planes currently produced by Boeing is sold to Chinese buyers.

As for agriculture, China is the biggest customer for U.S. agricultural products after Canada. In 2016, 62% of U.S. soybean exports and 77% of sorghum exports went to China.⁵ Tariffs would further depress farm incomes, which are expected this year to slide to their lowest level since 2006. Chinese retaliation against farm products could also have major political repercussions, particularly with congressional elections looming. The vast majority of farm states voted for President Trump in the last election.

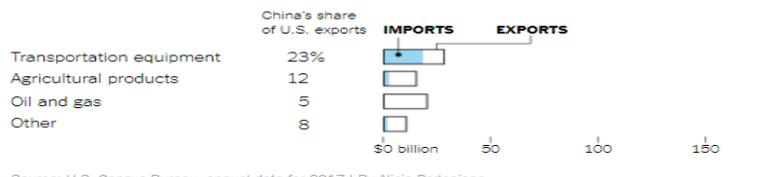
China could also make it more difficult for U.S. businesses operating in China by targeting them for say regulatory or health infractions. Companies like Apple and Starbucks derive substantial revenue from Chinese-based operations, while retailers like Wal-Mart benefit from importing low-cost electronics, clothes and furniture from China. However, if China pushes too hard on this front the U.S. could retaliate with similar measures against Chinese firms in the U.S. and/or encourage U.S. firms to migrate to lower-cost countries at a faster pace than is already occurring. Even though China is trying to move up the value-chain, it is still heavily reliant on the production of lower cost goods to employ its vast population of low-skilled workers.



The U.S. imports more of these goods from China than it exports to China:



The U.S. exports more of these goods to China than it imports from China:



Sources: The Economist and “Trump Hits China With Stiff Trade Measures,” New York Times, March 22, 2018

Moreover, unlike President Trump, China’s leader controls the press and doesn’t need to worry about elections. He can also immediately marshal vast financial resources to keep Chinese factories running and workers employed regardless of economic conditions in the short term. Providing similar aid to U.S. farmers would require time-consuming congressional approval.

⁵ “U.S., China Sharpen Trade Swords,” Wall Street Journal, March 21, 2018

Can China play the debt card?

China is the largest foreign holder of U.S. government debt. It holds \$1.17 trillion or 20% of the \$6 trillion in federal debt held by foreign sovereign investors.⁶ If China decides to retaliate by unloading significant quantities of U.S. sovereign debt, it could cause a significant spike in rates at a time when the United States is running a high deficit and rates are already inching up.

However, playing this card could also be very detrimental to China. First, the sharp increase in rates would reduce the value of U.S. bonds in China's portfolio of foreign reserves. Second, higher borrowing costs would slow down the U.S. economy and further hurt demand for Chinese exports. **This mutual state of vulnerability most likely precludes China from taking action on this front.**

Conclusion: A more protectionist global landscape

While the U.S. and China will take measures to walk back from a full-blown trade war, heightened trade tensions between the two will be the new normal for the foreseeable future. **A game changer in America's favour would be if many of China's major trade partners (i.e., Japan, the EU, and South Korea) joined forces with the United States against its trade practices. The United States is not the only country to have complained about China's trade policies.**

In an effort to prevent this alliance forming against it, look for China to announce the opening of more sectors to foreign businesses followed by American accusations that they have not gone far enough. Or simply put, the trade road ahead is set to get bumpier.

In this new global environment, investors must do more than simply analyze a country's or a company's fundamentals. In assessing a country, they must also look at any ongoing or potential future tensions with trading partners, as such conflicts can significantly impede access to key markets.

Angelo Katsoras

⁶ "Here's How China Could Really Hurt Trump in a Trade War," Fortune, March 22, 2018

Economics and Strategy

Montreal Office

514-879-2529

Stéfane Marion

Chief Economist and Strategist
stefane.marion@nbc.ca

Paul-André Pinsonnault

Senior Fixed Income Economist
paulandre.pinsonnault@nbc.ca

Krishen Rangasamy

Senior Economist
krishen.rangasamy@nbc.ca

Marc Pinsonneault

Senior Economist
marc.pinsonneault@nbc.ca

Matthieu Arseneau

Senior Economist
matthieu.arseneau@nbc.ca

Angelo Katsoras

Geopolitical Analyst
angelo.katsoras@nbc.ca

Kyle Dahms

Economist
kyle.dahms@nbc.ca

Jocelyn Paquet

Economist
jocelyn.paquet@nbc.ca

Toronto Office

416-869-8598

Warren Lovely

MD & Head of Public Sector Strategy
warren.lovely@nbc.ca

General

This Report was prepared by National Bank Financial, Inc. (NBF), (a Canadian investment dealer, member of IIROC), an indirect wholly owned subsidiary of National Bank of Canada. National Bank of Canada is a public company listed on the Toronto Stock Exchange.

The particulars contained herein were obtained from sources which we believe to be reliable but are not guaranteed by us and may be incomplete and may be subject to change without notice. The information is current as of the date of this document. Neither the author nor NBF assumes any obligation to update the **information** or advise on further developments relating to the topics or securities discussed. The opinions expressed are based upon the author(s) analysis and interpretation of these particulars and are not to be construed as a solicitation or offer to buy or sell the securities mentioned herein, and nothing in this Report constitutes a representation that any investment strategy or recommendation contained herein is suitable or appropriate to a recipient's individual circumstances. In all cases, investors should conduct their own investigation and analysis of such information before taking or omitting to take any action in relation to securities or markets that are analyzed in this Report. The Report alone is not intended to form the basis for an investment decision, or to replace any due diligence or analytical work required by you in making an investment decision.

This Report is for distribution only under such circumstances as may be permitted by applicable law. This Report is not directed at you if NBF or any affiliate distributing this Report is prohibited or restricted by any legislation or regulation in any jurisdiction from making it available to you. You should satisfy yourself before reading it that NBF is permitted to provide this Report to you under relevant legislation and regulations.

National Bank of Canada Financial Markets is a trade name used by National Bank Financial and National Bank of Canada Financial Inc.

National Bank Financial Inc. or an affiliate thereof, owns or controls an equity interest in TMX Group Limited ("TMX Group") and has a nominee director serving on the TMX Group's board of directors. As such, each such investment dealer may be considered to have an economic interest in the **listing of securities on any exchange owned or operated by TMX Group, including the Toronto Stock Exchange, the TSX Venture Exchange and the Alpha Exchange. No person or company is required to obtain products or services from TMX Group or its affiliates as a condition of any such dealer supplying or continuing to supply a product or service.**

Canadian Residents

NBF or its affiliates may engage in any trading strategies described herein for their own account or on a discretionary basis on behalf of certain clients and as market conditions change, may amend or change investment strategy including full and complete divestment. The trading interests of NBF and its affiliates may also be contrary to any opinions expressed in this Report.

NBF or its affiliates often act as financial advisor, agent or underwriter for certain issuers mentioned herein and may receive remuneration for its services. As well NBF and its affiliates and/or their officers, directors, representatives, associates, may have a position in the securities mentioned herein and may make purchases and/or sales of these securities from time to time in the open market or otherwise. NBF and its affiliates may make a market in securities mentioned in this Report. This Report may not be independent of the proprietary interests of NBF and its affiliates.

This Report is not considered a research product under Canadian law and regulation, and consequently is not governed by Canadian rules applicable to the publication and distribution of research Reports, including relevant restrictions or disclosures required to be included in research Reports.

Geopolitical Briefing

UK Residents

This Report is a marketing document. This Report has not been prepared in accordance with EU legal requirements designed to promote the independence of investment research and it is not subject to any prohibition on dealing ahead of the dissemination of investment research. In respect of the distribution of this Report to UK residents, NBF has approved the contents (including, where necessary, for the purposes of Section 21(1) of the Financial Services and Markets Act 2000). This Report is for information purposes only and does not constitute a personal recommendation, or investment, legal or tax advice. NBF and/or its parent and/or any companies within or affiliates of the National Bank of Canada group and/or any of their directors, officers and employees may have or may have had interests or long or short positions in, and may at any time make purchases and/or sales as principal or agent, or may act or may have acted as market maker in the relevant investments or related investments discussed in this Report, or may act or have acted as investment and/or commercial banker with respect hereto. The value of investments, and the income derived from them, can go down as well as up and you may not get back the amount invested. Past performance is not a guide to future performance. If an investment is denominated in a foreign currency, rates of exchange may have an adverse effect on the value of the investment. Investments which are illiquid may be difficult to sell or realise; it may also be difficult to obtain reliable information about their value or the extent of the risks to which they are exposed. Certain transactions, including those involving futures, swaps, and other derivatives, give rise to substantial risk and are not suitable for all investors. The investments contained in this Report are not available to retail customers and this Report is not for distribution to retail clients (within the meaning of the rules of the Financial Conduct Authority). Persons who are retail clients should not act or rely upon the information in this Report. This Report does not constitute or form part of any offer for sale or subscription of or solicitation of any offer to buy or subscribe for the securities described herein nor shall it or any part of it form the basis of or be relied on in connection with any contract or commitment whatsoever.

This information is only for distribution to Eligible Counterparties and Professional Clients in the United Kingdom within the meaning of the rules of the Financial Conduct Authority. NBF is authorised and regulated by the Financial Conduct Authority and has its registered office at 71 Fenchurch Street, London, EC3M 4HD.

NBF is not authorised by the Prudential Regulation Authority and the Financial Conduct Authority to accept deposits in the United Kingdom.

U.S. Residents

National Bank of Canada Financial Inc. (NBCFI), a broker-dealer registered with the U.S. Securities and Exchange Commission and a member of the Financial Industry Regulatory Authority (FINRA), and a member of the Securities Investor Protection Corporation (SIPC), is distributing this Report in the United States. NBCFI operates pursuant to a 15 a-6 Agreement with its Canadian affiliate, NBF Inc.

This Report has been prepared in whole or in part by personnel employed by non-US affiliates of NBCFI that are not registered as broker/dealers in the US. These non-US personnel are not registered as associated persons of NBCFI and are not licensed or qualified as research analysts with FINRA or any other US regulatory authority and, accordingly, may not be subject (among other things) to FINRA restrictions regarding communications by a research analyst with the subject company, public appearances by research analysts and trading securities held in a research analyst account.

The author(s) who prepared these Reports certify that this Report accurately reflects his or her personal opinions and views about the subject company or companies and its or their securities, and that no part of his/her compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed in this Report as to the securities or companies.

NBF compensates the authors of this Report from a variety of sources, and such compensation is funded by the business activities of NBF including, Institutional Equity and Fixed Income Sales and Trading, Retail Sales, the correspondent clearing business and Corporate and Investment Banking.

Because the views of its personnel may differ, members of the National Bank Financial Group may have or may in the future issue Reports that are inconsistent with this Report, or that reach conclusions different from those in this Report. To make further inquiry related to this Report, United States residents should contact their NBCFI registered representative.

This document is intended for institutional investors and is not subject to all of the independence and disclosure standards under FINRA rules applicable to debt research Reports prepared for retail investors. This Report may not be independent of the proprietary interests of NBF, NBCFI, or their affiliates. NBF, NBCFI, or their affiliates may trade the securities covered in this Report for their own account and on a discretionary basis on behalf of certain clients. Such trading interests may be contrary to **the recommendation(s) offered in this Report**.

HK Residents

With respect to the distribution of this report in Hong Kong by NBC Financial Markets Asia Limited ("NBCFMA") which is licensed by the Securities and Futures Commission ("SFC") to conduct Type 1 (dealing in securities) and Type 3 (leveraged foreign exchange trading) regulated activities, the contents of this report are solely for informational purposes. It has not been approved by, reviewed by, verified by or filed with any regulator in Hong Kong. Nothing herein is a recommendation, advice, offer or solicitation to buy or sell a product or service, nor an official confirmation of any transaction. None of the products issuers, NBCFMA or its affiliates or other persons or entities named herein are obliged to notify you of changes to any information and none of the foregoing assume any loss suffered by you in reliance of such information.

The content of this report may contain information about investment products which are not authorized by SFC for offering to the public in Hong Kong and such information will only be available to, those persons who are Professional Investors (as defined in the Securities and Futures Ordinance of Hong Kong ("SFO")). If you are in any doubt as to your status you should consult a financial adviser or contact us. This material is not meant to be marketing materials and is not intended for public distribution. Please note that neither this material nor the product referred to is authorized for sale by SFC. Please refer to product prospectus for full details.

There may be conflicts of interest relating to NBCFMA or its affiliates' businesses. These activities and interests include potential multiple advisory, transactional and financial and other interests in securities and instruments that may be purchased or sold by NBCFMA or its affiliates, or in other investment vehicles which are managed by NBCFMA or its affiliates that may purchase or sell such securities and instruments.

No other entity within the National Bank of Canada group, including National Bank of Canada and National Bank Financial Inc, is licensed or registered with the SFC. Accordingly, such entities and their employees are not permitted and do not intend to: (i) carry on a business in any regulated activity in Hong Kong; (ii) hold themselves out as carrying on a business in any regulated activity in Hong Kong; or (iii) actively market their services to the Hong Kong public.

Copyright

This Report may not be reproduced in whole or in part, or further distributed or published or referred to in any manner whatsoever, nor may the information, opinions or conclusions contained in it be referred to without in each case the prior express written consent of NBF.