



**Confidential Retail Unilateral Policy**

Effective April 1, 2008

Amp Research (“AMP”) has determined that, in order to successfully compete in the marketplace and to maintain its premium brand image, all sales at Retail inside the United States of products listed in the Confidential Jobber Application Guide and Unilateral Price Sheet shall be subject to this Unilateral Policy.

The Amp Research products, and their coordinating minimum resale prices, covered by this policy are set forth in the attached Confidential Jobber Application Guide and Unilateral Price Sheet. Amp Research reserves the right to alter, modify, suspend, or cancel this Unilateral Policy, the products covered, and/or the minimum resale prices at any time.

This policy does not restrict the Retailer’s right to establish independent resale prices. Amp Research reserves the right to determine whether a Retailer has advertised, offered, and/or sold Amp Research’s products at a sales price less than the minimum resale price established in this Unilateral Policy. Upon such determination Amp Research will, without assuming any liability, cancel all orders and will indefinitely refuse to accept new orders from the Retailer.

Bundling, which is defined as combining a Product(s) listed in the Confidential Jobber Application Guide and Unilateral Price Sheet with any other product and offering them for a sale price that is lower than the combined price of the two (2) products when purchased independently of each other, is not in acquiescence with Amp Research's Unilateral Policy.

Regarding Rebates, the issuance of non-Amp Research generated rebates (in any form) on a Product(s) listed in the Confidential Jobber Application Guide and Unilateral Price Sheet is not in acquiescence with Amp Research's Unilateral Policy.

Regarding Government Sales, all sales of products listed in the Confidential Jobber Application Guide and Unilateral Price Sheet inside the United States to State and Federal governments shall not fall under this Unilateral Policy when the quantity of the order exceeds 10 units within a single sale.

This policy has been unilaterally adopted by Amp Research and will be monitored and applied uniformly. Amp Research will not discuss conditions of acceptance related to this policy. This policy is non-negotiable and will not be altered, modified, or amended for any Retailer.

Amp Research neither solicits, nor will it accept, assurances by a Retailer of acquiescence with this policy. Nothing in this policy shall constitute an agreement between Amp Research and any Retailer of compliance with this policy. The Retailer within its own discretion can choose to acquiesce or not acquiesce with this policy.

The information contained herein is confidential and as such, no customer of Amp Research may disclose any aspects, details or information of Amp Research’s Unilateral Policy for any purpose except to carry out discussions concerning, and the undertaking of, any business relationship between such customer and Amp Research. None of the foregoing terms may be shared with third parties except employees of the Retailer.

Amp Research’s sales personnel have no authority to modify or grant exceptions to this policy. All questions regarding interpretation of this policy should be directed to Lund International policy coordinator at [policycoordinator@lundinter.com](mailto:policycoordinator@lundinter.com).

**By signing below, you acknowledge that you have received and understand.**

Company Name \_\_\_\_\_

Signature \_\_\_\_\_

Authorized Representative \_\_\_\_\_

Date \_\_\_\_\_

(please print)