

[INSERT COMPANY HEADER]



Vermont's Original, LLC is a category leader in skin salve products and a supplier of fully coordinated lines providing a unique, tried-and-true salve formulated for pet care professionals and owners. We deeply value the efforts of our resellers who distribute Bag Balm products and provide support to our customers.

In order to protect the investment of our resellers and Bag Balm's brand reputation, we have unilaterally instituted a policy of minimum advertised price standards for Vermont's Original Products. This Minimum Advertised Pricing Policy ("MAP Policy") has been updated as of November 1, 2016 and will apply to distributors and retailers, including catalog and internet retailers (collectively, "Resellers") who resell Vermont's Original products to end users located in the United States. This MAP Policy has been adopted for the benefit of all resellers and will be uniformly enforced.

USA MAP Policy and Guidelines:

Please Note:

By electing to resell Vermont's Original products, as a Pet Specialty Reseller, you are agreeing to become an authorized reseller of Vermont's Original products and following our MAP policy. Vermont's Original only transfers product guarantee to authorized dealers. Resellers violating our MAP policy are unauthorized to sell our product, transfer our product guarantee, or use any of our images, descriptions and any other intellectual property of Vermont's Original.

1. Vermont's Original maintains an updated price list indicating products for which this MAP Policy applies ("MAP Products"). Vermont's Original reserves the right to update or modify this list at any time. Any products not specifically identified as MAP Products on the price list are not subject to any MAP Policy.
2. The MAP price for any Vermont's Original product shall not be less than 15% below the current MSRP as published in the Vermont's Original price sheet. MAP pricing is established by Vermont's Original and may be adjusted by Vermont's Original at its sole discretion. See EXHIBIT A for MAP by SKU.
3. This MAP Policy applies to all advertisements of Vermont's Original MAP Products by Pet Specialty resellers in any and all media including but not limited to flyers, posters, coupons, mailers, inserts, newspapers, magazines, catalogs, mail order catalogs, e-mail newsletters, e-mail solicitations, internet or similar electronic media, television, radio, and public signage. This MAP Policy does not apply to any in-store advertisements.

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4. The inclusion in advertising of free, bundled or discounted products (whether made by Vermont's Original or another manufacturer) with any of Vermont's Original's MAP Products shall be in violation of this Policy, unless Vermont's Original has approved such bundle.

5. If pricing is displayed, any strike-through or other alteration of the MSRP that is paired with a discounted price below MAP is prohibited.

6. Internet auctions may not display or have reserved bid or other acceptable prices below MAP. This includes Ebay, Inc.

7. Pricing listed on an internet site is considered an "advertised price" and must adhere to this MAP Policy. Once the pricing is associated with an intent to purchase (added to shopping cart or order), the price becomes the selling price and is not bound by this MAP Policy. Statements such as "add to basket to see price", "call for pricing" or similar phrases are acceptable as long as the price advertised or displayed for the products is not below MAP. In addition, discounts applied at checkout to the entire order based on a customer's purchasing history with the reseller, such as discounts for "frequent shoppers," do not violate this MAP Policy.

8. Vermont's Original's sales representatives are NOT allowed to discuss this Policy or make any agreements with respect to Vermont's Original's MAP Policy or pricing.

9. From time to time, Vermont's Original may choose to offer special promotions on certain products. In such an event, we reserve the right to modify or suspend this MAP Policy in whole or in part by notifying all resellers of the duration and nature of the change. Vermont's Original further reserves the right to adjust the MSRP with respect to all or certain products at its sole discretion. Such changes shall apply equally to all resellers.

10. Resellers establish their own resale prices, however Vermont's Original reserves the right to cancel all orders and indefinitely refuse to accept any new orders from any resellers that Vermont's Original has verified is advertising a net retail sales price below our established MAP and/or have violated this Policy in any way.

11. Distributors of Vermont's Original products will supply a copy of this MAP Policy to any new or existing Pet Specialty reseller for their records.

12. All guaranties are non-transferable to products sold to/by non-authorized dealers or second-hand (used). To sell or list an item as "New", the product must carry our manufacturer guarantee and you must be an authorized dealer abiding by our MAP policy.

13. In the event of a MAP violation, the reseller will be notified directly within fifteen (15) days of Vermont's Original's discovery and will have the following options:

- a. Correct the violation within fifteen (15) days of receiving notice.
- b. Dispute the violation notification within fifteen (15) days of receiving notice.
- c. Remove the product within fifteen (15) days of receiving notice.

If the reseller has not disputed, corrected, or removed the violation after the allotted (15) days, Vermont's Original may take the following actions against the reseller:

- a. Cancel any pending orders, restrict future orders or suspend the resellers or resellers distributor account.

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- b. List the reseller on our website as a non-authorized reseller.
- c. File a DMCA takedown request with the resellers internet service provider (ISP) requesting all product images, model numbers, descriptions, and any other intellectual property of Vermont's Original be removed.
- d. Contact any third party website directly (such as Amazon or Ebay) and request the products be removed due to un-authorized reseller status, Copyright and IP infringement.
- e. Any available remedies at law.

Please contact us with any questions regarding this policy.

Vermont's Original, LLC | P.O. Box 145 | Lyndonville, VT 05851 | (844) 424-2256

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EXHIBIT A

Vermont's Original Bag Balm MAP by SKU

Description	Item #	UPC	Size	Type	MSRP	MAP
Bag Balm® Pet™	BBP2	0-98193-00026-6	0.25 oz	Tube	\$6.99	\$ 5.94
Bag Balm® Pet™	BBP3	0-98193-00028-0	0.75 oz	Tin	\$7.99	\$ 6.79
Bag Balm® Pet™	PailPakPet	0-98193-00028-0	0.75 oz x 24 ct	Display	\$7.99	\$ 6.79
Bag Balm® Pet™	BBP4	0-98193-00027-3	2.0 oz	Tube	\$8.99	\$ 7.64
Bag Balm® Pet™	BBP5	0-98193-00029-7	3.75 oz	Tin	\$9.99	\$ 8.49