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Zuo Modern, INC  
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|--------------------|----------------|
| To: Online Dealers | Date: 06/14/10 |
| From: Luis Ruesga  | MAP Prices     |

### Effective Date June 14 2010

All Zuo Modern products will require a Minimum Advertised Price (MAP) at a 2X mark-up from net wholesale pricing. Zuo Modern will not allow nor authorize discounting of our current year products online. The MAP and Web policy includes, but is not limited to, the following rules:

- No percentage or dollar rebates through a dealer's website or any other means of communication i.e. e-mail blasts, telephone, instant messenger, etc. will be allowed.
- No promise to issue credit after the sale will be allowed.
- No sweepstakes promotion on Zuo products will be allowed.
- Freight is not included or considered part of the cost structure and is therefore not included in this pricing policy.
- The online retailer must change the name of the product and exclude the brand ZUO, our trade mark, from the site in order to do special promotions and discounts.
- Zuo products should be excluded from any special discounts, source code discounting, coupon discounting or rebates and a Zuo product exclusion should be noted on the dealer's website when using the Zuo brand trade mark.
- Zuo retains the right to refuse fulfilling orders which have been sold below the Map pricing structure.
- Zuo's corporate information is not to be listed on any site, i.e. phone number, fax number, address etc.
- Zuo logo may be used with written permission by a Zuo officer only.
- Dealers' account must be kept in good a current standing to avoid credit hold.
- Jailed sites or sites using the Zuo name as part of the domain is prohibited.

### Violation Procedure

- If a Zuo account is in violation of the MAP policy Zuo will notify that account and they will have 48 hours to rectify the price before shipping of orders is suspended by Zuo.
- Upon a second violation, the drop ship fee will be raised to \$15 per order for all future orders and shipping will be suspended until the price is corrected.
- After the third violation the account will be terminated.

### Use of Images, Videos and Zuo Brand Name

- Zuo will provide access to digital images upon request.
- Zuo retains the exclusive rights of all Zuo product images.
- Misuse of this content will result in closure of a Zuo account and legal action may be taken based on severity of violation.

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