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Minimum Advertised Pricing Agreement (Rev Feb 26, 2014)

NJ Croce Co., Inc. (NJC) desires to maintain price integrity for its products which are offered on certain e-commerce websites. This MAP Agreement protects the value of our brands and maintains a level playing field for dealers to preserve their ability to compete and maintain a healthy profit margin.

This MAP agreement must be signed in order to receive shipments from NJ Croce Co.

THE MAP POLICY:

1. The MAP Policy applies to all NJ Croce and Off The Wall Toys items offered on **Amazon.com, Ebay.com, Rakuten.com, Sears.com** and **Newegg.com**
2. The MAP pricing for NJC products is double the current published wholesale price, less five cents. For example, a \$3.00 wholesale item will have a MAP of \$5.95.
3. MAP pricing does not apply to NJC products which are either discontinued or on closeout.
4. Special offers must follow the MAP pricing guideline and do not cause an exception to MAP.
5. This MAP agreement does not establish a maximum advertised price.
6. This MAP agreement applied only to advertised prices in the above listed websites and does not apply to the retail price which the product is actually sold. NJC dealers may choose to sell NJC products at any price within their retail location or over the phone.
7. "Buy Now" options must be listed at a price equal to MAP or greater
8. For auctions without a "Buy Now" option, the reserve and/or opening bids must start at MAP.
9. "Best Offer" auctions are permitted.
10. NJC reserves the right to limit the number of approved retailers selling on the above listed web sites *or similar websites*.
11. Free merchandise may not be offered specifically with NJ Croce merchandise unless such offer applies to all items being sold on your website.
12. NJC does not intend to do business with retailers that degrade the image of NJC and its merchandise. If dealer's MAP is not adhered to after three warnings delivered either by phone, email, US Mail or fax, NJC may terminate the dealer's wholesale account permanently.
13. To defray your customers' actual cost of freight on items with a MAP of \$29.95 and up, you may discount the item a maximum of \$4.99 each if and only if your customer is paying the freight. The discount cannot be greater than the freight cost or \$4.99, whichever is lower.

Complete all fields. Enter "none" or "n/a" if not applicable. By signing this agreement, you agree to be bound by the above terms and conditions and bind all of your employees, affiliates and resellers.

Business Name: _____

List **all** trading names: _____

Address: _____

Authorized Representative (print name): _____

Authorized Signature: **X** _____

Date: _____ Phone: _____ Email: _____

List all Website URL's _____

____ I DO NOT SELL OR ADVERTISE ON THE WEBSITES LISTED IN SECTION #1.

Email signed form to sales@njcroce.com , Fax to 909-596-7872 or Mail to our above address.