

ALTO-SHAAM, INC.

U.S. POLICY REGARDING MINIMUM ADVERTISED PRICING (MAP)

Effective May 1, 2010

In order to encourage its distributors and dealers (collectively referred to as “Sales Partners”) in the United States to promote and invest in the marketing and sales of Alto-Shaam products, and to promote the perceived quality and value of those products, Alto-Shaam, Inc. is implementing this Minimum Advertised Price (“MAP”) Policy for advertising by U.S. Sales Partners. This MAP Policy relates to all types of advertisements and online sales described below under “Terms and Conditions under this MAP Policy.” The MAP Policy implements a minimum advertised price (“MAP Price”) on all new sales of current Alto-Shaam products. This MAP Policy applies only to U.S. Sales Partners for sales in the United States.

This MAP Policy is intended to assist in ensuring the continuation of Alto-Shaam as a premium manufacturer of high-performance, high-quality products and to protect the reputation of its name and products. It is designed to ensure that Sales Partners have incentives to invest the resources required to introduce consumers to Alto-Shaam products, to guide consumers to select and specify the Alto-Shaam products that are most appropriate for those consumers, and to provide educational and other support for Alto-Shaam products.

Terms and Conditions under this MAP Policy

Applicable MAP Price. The initial MAP Price for each Alto-Shaam product is the list price established by Alto-Shaam for that product, less 20 percent.

Changes to MAP Price. This MAP Price may be updated by Alto-Shaam, Inc. in its sole discretion as it deems necessary; thirty (30) days advance notice will be given on any updated MAP Prices before they are deemed applicable.

Not a price restriction. This MAP Policy applies only to online advertising and certain other price advertising as specified herein for products to be identified by Alto-Shaam. It does not apply to or restrict in any way the price at which the products are sold, which the Sales Partner sets in its sole discretion.

Scope of the Policy. This MAP Policy applies to all advertisements and online sales of Alto-Shaam products on the Internet; direct mail advertisements, including e-mails; inserts, fliers, magazine, newspaper and other print advertisements; broadcast advertising and billboards. This MAP Policy does not apply to in-store displays; in-store banners; in-store price markings; hang-tags; quotes, contracts or bids; catalogs; and internet site “check-out” or “shopping cart” pages where customers make their final purchase selection. In addition, this MAP Policy does not apply to password-protected sites for a single end-user that show pricing negotiated between a Sales Partner and that specific end-user.



Online Advertising Restrictions. If a Sales Partner sells on the Internet at a price less than the MAP Price, that price may be shown to a customer only when the product is added to that customer's "shopping cart," on the "check-out" page, in response to a specific request on a specific product from an individual customer, or on a password-protected site for a single end-user that shows pricing negotiated between a Sales Partner and that specific end-user. A Sales Partner may not:

- Display on its website anywhere except in the "shopping cart" or on the "check-out" page a price for an Alto-Shaam product that is less than the MAP Price;
- Link its website to any site that advertises prices for Alto-Shaam products that are less than the MAP Price;
- Use broadcast e-mails or place ads on any other Internet sites, including destination pages and third-party sites such as portal sites and shopping sites, advertising prices for Alto-Shaam products that are less than the MAP Price, including banner advertisements;
- Use language or graphics on the Internet that state or suggest that any Alto-Shaam product is being sold at less than the MAP Price, except as allowed above at the shopping-cart level or in response to a specific customer request.
- Respond to an individual customer's specific request for pricing information relating to a specific Alto-Shaam product by sending that customer pricing information relating to any other Alto-Shaam product, including any "master list" of prices for all Alto-Shaam products sold by that Sales Partner.

Combination with other Discounts. The inclusion in advertising of free or discounted products (whether made by Alto-Shaam or others) with an Alto-Shaam product covered by this MAP Policy would be contrary to this policy if the free or discounted product is tied to the covered Alto-Shaam product such that it has the effect of discounting the advertised price of the covered Alto-Shaam product below the MAP Price.

Discontinuation of a MAP Price and Special Promotions. Alto-Shaam, Inc. may discontinue or engage in promotions of products covered by the MAP Policy. In such case, Alto-Shaam reserves the right to modify or suspend the MAP Price for any product by notifying Sales Partners of such change.

Confidentiality. The terms and conditions of this MAP Policy are confidential and may only be disclosed to U.S. Sales Partners.

Consequences of Violating this MAP Policy. Alto-Shaam does not intend to do business with Sales Partners whose conduct discredits or degrades the image of Alto-Shaam or its products. Intentional and/or repeated failure to abide by this MAP Policy may result in Alto-Shaam unilaterally taking any or all of the following actions: disqualifying a Sales Partner from participation in Alto-Shaam rebate programs, suspending a Sales Partner's eligibility for discounts from Alto-Shaam, discontinuing the ability of a Sales Partner to purchase Alto-Shaam products directly from Alto-Shaam, or suspending or terminating the dealership or distributorship. Alto-Shaam is not required to provide notice or issue warnings before taking action under this policy.

