

## WilliamsRDM – Minimum Advertised Price Policy for STFS

WilliamsRDM ("WmsRDM") actively supports the advertising and promotion of its StoveTop FireStop® ("STFS") products by its dealers, distributors, and resellers through materials provided by WmsRDM at no or nominal cost. We at WmsRDM have determined that we will not support advertising, cooperative advertising or promotional materials that have the effect of diminishing or detracting from the perceived value of the STFS products.

Effective July 1st, 2012, a minimum advertised price ("MAP") on all STFS products will be in effect. This policy applies only to U.S. and Canadian dealers and distributors. We have implemented this MAP policy to preserve our strong reputation for providing customers with high value products. We greatly value the efforts of all dealers, distributors, and resellers to distribute the STFS products and support their customers.

### **The MAP policy shall work under the following guidelines:**

1. The MAP for all STFS products shall be seventy-two percent (72%) of the single pair MSRP, as listed on the STFS price sheet for dealers, distributors, and resellers. MAP pricing established by WmsRDM may be adjusted by WmsRDM at its sole discretion.
2. The MAP policy applies to all advertisements of STFS products in any and all media, including, but not limited to, flyers, posters, coupons, mailers, inserts, newspapers, magazines, catalogs, mail order catalogs, email newsletters, email solicitations, internet or similar electronic media, television, radio, and public signage. The MAP policy is not applicable to any **in-store** advertising that is displayed only in the store and not distributed to any customer(s).
3. The inclusion in advertising of free or discounted products with a STFS product would be contrary to the policy if it has the effect of discounting the advertised price of the STFS product below the MAP.
4. If pricing is displayed, any strike-through or other alteration of the Minimum Advertised Price is prohibited.
5. **MAP applies only to the *advertised* prices and does not apply to the price at which the products are actually sold, or to the prices at which the products are offered for sale to an individual consumer within the dealer's retail location or over the telephone. STFS dealers, distributors, and resellers remain free to sell these products at any prices they choose.**
6. MAP does not establish maximum advertised prices. All dealers, distributors, and resellers may offer STFS products at any price in excess of the MAP. Internet auctions may not display or have reserved bid or other acceptable prices below the MAP price.
7. WmsRDM's MAP policy does not in any way limit the ability of any dealer to advertise that they "have the lowest prices" or they "will meet or beat any competitor's price," that consumers should "call for a price" or similar phrases as long as the price *advertised or listed* for the product is not less than the MAP.
8. From time to time, WmsRDM may discontinue models or engage in promotions with respect to certain STFS products. In such events, WmsRDM reserves the right to modify or suspend the MAP with respect to the affected products by notifying dealers, distributors, and resellers of such change (but WmsRDM is not required to do so). Any changes to the MAP shall apply equally to all WmsRDM dealers, distributors, and resellers.
9. Intentional or repeated failure to abide by this policy may result in termination of WmsRDM's business relationship with the offending dealer, distributor, or reseller. WmsRDM does not intend to do business with dealers, distributors, or resellers who degrade the image of WmsRDM and its products. WmsRDM will not provide prior notice or issue warnings before taking any action under this policy.

This MAP policy has been established by WmsRDM to help ensure the legacy of WmsRDM as a top producer of high quality fire suppression products, and to protect the reputation of its name and products.

This MAP policy is a statement of WmsRDM's unilateral policy and expresses the terms upon which we will deal with our customers. WmsRDM does not seek, nor will it accept, any agreement or understanding with respect to the prices you may advertise or charge at any time. This policy applies equally to all of WmsRDM's dealers, distributors, and resellers of STFS products.