

VENDOR/BUYER REFERENCE AND TERMS AGREEMENT

* CIMARRON OFFICE USE ONLY (DO NOT WRITE IN THIS SPACE)		JAN 2015 VERSION	CURRENT DATE ENTERED: 11/24/2015	BUYER AUTHORIZATION
BUYER: <u>SS</u>				
CATEGORY: # <u>4648</u> NAME <u>Sporting Goods</u>				
# <u>0000</u> NAME _____				INITIAL
VENDOR #: <u>19496</u>	DATE PREVIOUSLY ENTERED: _____			
SEPARATE CONTRACT: <u>YES/NO</u>	ENTERED BY: <u>JODI WAGONER</u>			DATE

DATE AGREEMENT EFFECTIVE 01/01/17

VENDOR INFO

ACCOUNT #	
COMPANY NAME:	RECONYX, INC
CARE OF:	JAMES RATAJCZEK
ADDRESS:	3828 CREEKSIDE LANE
BOX/SUITE:	
CITY/STATE/ZIP:	HOMEN, WI 54636
PHONE:	(866)493-6064
FAX:	(608)779-1344
E-MAIL:	INFO@RECONYX.COM
FACTORY CONTACT:	JAMES RATAJCZEK
PHONE:	(866)493-6064 EXT 000000
E-MAIL:	JAMIE@RECONYX.COM

OUTSIDE SALES REP INFO

COMPANY NAME:	N/A	
ADDRESS:		
ADDRESS 2:		
CITY/STATE/ZIP:		
REP NAME:		
PHONE:		EXT
CELL PHONE:		
FAX:		
E-MAIL:		
2ND CONTACT:	CONNIE FORSETHMATT PAULSRUD	
PHONE:	(866)493-6064	EXT
E-MAIL:	MPAULSRUDCFORSETH@RECONYX.XOM	

FREIGHT TERMS: ROUTING GUIDE CAN BE FOUND AT WWW.SUTHERLANDS.COM/ROUTING

FOB HOLMEN, WI
OR CALL TRAFFIC 816-360-2128

L/T PPD OR FOB SEE RTG GUIDE
SMALL SHPMT FEDEX/UPS OUR ACCT

BACK ORDERS: WE REQUIRE BACKORDERS TO BE:

CANCELED: (NOTE: BACKORDERS WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORIZATION FROM CIMARRON.)

SHIPPED: **YES** (NOTE: BACKORDERS ACCEPTED WHEN SHIPPED WITHIN THIRTY DAYS (30) OF ORIGINAL PURCHASE ORDER DATE.)

PAYMENT TERMS

REGULAR PAYMENT TERMS: NET 30 DAYS

NEW STORE TERMS: DISCOUNT MUST BE SHOWN AS LUMP SUM ON BOTTOM OF INVOICE, NOT REFLECTED IN PRICING OR AS TERM DISCOUNT. NEW STORE TERMS OR DISCOUNTS NOT REFLECTED ON INVOICE, WILL BE TAKEN BY CIMARRON

<u>n/a</u>	20% DISC. ON INITIAL & ALL ORDERS PLACED WITHIN THIRTY DAYS (30) OF INITIAL ORDER (IN ADDITION TO REG. PAYMENT TERMS & CASH DISC)
<u>n/a</u>	10% DISCOUNT AND 180 DAYS DATING ON INITIAL ORDER AND ALL ORDERS PLACED WITHIN THIRTY DAYS (30) OF INITIAL ORDER (IN ADDITION TO REGULAR CASH DISCOUNT)

YOUR CURRENT NEW STORE TERMS ARE:

n/a

STATEMENTS

PLEASE PROVIDE A MONTHLY STATEMENT TO: ACCOUNTS PAYABLE DEPT, ATTN: ACCOUNTS PAYABLE

GRAND OPENING PARTICIPATION

DOOR PRIZE PROVIDED AT NO CHARGE FOR THIS SALE? YES/NO

DOOR PRIZE ITEM(S):

FILL RATE REQUIREMENTS

WE REQUIRE A 95% MONTHLY, LINE ITEM FILL RATE. YOUR CIMARRON COMPUTED AVERAGE IS: %

THIS WILL BE CALCULATED EVERY MONTH. (ANY EXCEPTIONS MUST BE APPROVED BY CIMARRON.) A 10% OR \$25.00 CHARGE (WHICHEVER IS GREATER) MAY BE TAKEN FOR FILL RATES THAT FALL BELOW THE 95% REQUIREMENT OR PREVIOUSLY AGREED UPON FILL RATE.

WE REQUIRE A 100% FILL RATE FOR NEW STORE ORDERS.

IF UNABLE TO COMPLY, CIMARRON MAY DEDUCT THE ENTIRE NEW STORE DISCOUNT, AS THOUGH THE ORDER WAS FILLED AT 100%.

NOTE: A NEW STORE IS DEFINED AS ANY NEW OR EXISTING STORE THAT HAS NOT PURCHASED A REGULAR PROGRAM DEVELOPED BY THE CIMARRON BUYER.

SHIPPING INFORMATION

SHIPPING TIME REQUIRED: SPECIFY NUMBER OF WORKING DAYS TO SHIP AN ORDER FROM DATE ORDER IS RECEIVED BY VENDOR.

NUMBER OF DAYS: YOUR COMPUTED AVERAGE IS: (CALCULATED BY CIMARRON)

COMMENTS:

SHIPPING ORIGIN W/ZIP:

A 10% CHARGE ON TOTAL ORDER OR A \$25 CHARGE (WHICHEVER IS GREATER) MAY BE TAKEN FOR MISSED SHIP DATES.

COMPLIANCE

CIMARRON/SUTHERLAND® CAN ONLY REMAIN A VIABLE COMPETITOR IN THE HOME CENTER INDUSTRY AS LONG AS VENDORS CHOOSE TO SELL US COMPETITIVELY. THEREFORE, AS A VENDOR, YOU GUARANTEE CIMARRON/SUTHERLAND® WILL BE OFFERED THE SAME OR BETTER COSTS, PROMOTIONS, AND TERMS AS THOSE OFFERED TO OUR COMPETITORS.

PRICING INFORMATION

SUBMIT ALL PRICE CHANGES & PROMOS TO THE BUYER & PRICING@CIMLBR.COM (PREFERRED) OR FAX TO 816-531-4690
PRICE CHANGES MUST BE SUBMITTED 30 DAYS PRIOR TO EFFECTIVE DATE

HOW IS PRICING PROVIDED TO CIMARRON? METHOD AND DATE OF CURRENT PRICING/QUOTE

METHOD USED: DATE:

COMMENTS:

VOLUME REBATE

SPECIFY PROGRAM:

BACK TO DOLLAR ONE?

HOW PAID: WHEN PAID:

ONLINE SALES/ADVERTISING

CIMARRON/SUTHERLAND ADVERTISES AND SELLS CERTAIN PRODUCTS ONLINE THROUGH THE WWW.SUTHERLANDS.COM WEBSITE AND/OR ITS AFFLIATED COMPANIES RELATED WEBSITES.

DOES VENDOR HAVE AN ONLINE ADVERTISING/SALES POLICY? YES/NO

IF YES, PLEASE ATTACH VENDOR'S CURRENT ONLINE ADVERTISING/SALES POLICY.
IF ANY VENDOR PRODUCTS ARE TO BE EXCLUDED FROM ONLINE ADVERTISING OR SALE OR HAVE ONLINE ADVERTISING/SALES RESTRICTIONS, PLEASE PROVIDE A LIST OF SUCH EXCLUSIONS OR RESTRICTIONS FOR THOSE PRODUCTS.

DOES VENDOR HAVE A MINIMUM ADVERTISED PRICE POLICY (MAPP)? YES/NO

IF YES, PLEASE ATTACH VENDOR'S CURRENT MINIMUM ADVERTISED PRICE POLICY (MAPP)

PLEASE INDICATE HERE IF CIMARRON/SUTHERLAND HAS ONLINE SALES/ADVERTISING AUTHORIZATION WITHIN THE LIMITS OF THE VENDOR'S ONLINE ADVERTISING/SALES

POLICY AND MAPP SPECIFICATIONS: YES/NO

DEFECTIVE MERCHANDISE

DEFECTIVE ALLOWANCE: 0 % HOW PAID: n/a WHEN PAID: n/a

IF NO DEFECTIVE ALLOWANCE, RETURN FOR CREDIT YES/NO NO REPLACEMENT YES/NO NO

MERCHANDISE DISPOSAL POLICY: ALL WARRANTY ISSUES SHOULD BE HANDLED BETWEEN THE END USER AND RECONYX.

NOTE: IF ACTUAL RETURNED GOODS ARE 25% OR GREATER THAN DEFECTIVE ALLOWANCE GIVEN, CIMARRON WILL DEDUCT THE DIFFERENCE

NOTE: RETURN OF DEFECTIVE MERCHANDISE WILL BE AT VENDORS EXPENSE. IF NO RESPONSE WITHIN 30 DAYS, A DEDUCTION WILL BE TAKEN. MERCHANDISE WILL BE DESTROYED 60 DAYS AFTER DATE OF ORIGINAL CLAIM.

VENDOR RETURN GOODS AUTHORIZATION INSTRUCTIONS

(FOR DEFECTIVE MERCHANDISE & RETURN SHIPMENTS)

FACTORY CONTACT FOR RGA INFORMATION: CALL FOR RA#

PHONE #: 866-493-6064 EXT FAX #:

FREIGHT INSTRUCTIONS: (EXAMPLE: CARRIER/UPS):

HOW IS RETURN ITEM TO BE SENT? COLLECT PPD & CHARGE VENDOR

IS RGA# REQUIRED ON ALL CARTONS? YES NO

ADDITIONAL INSTRUCTIONS: INSTRUCT CUSTOMER TO CONTACT RECONYX DIRECTLY FOR REPAIRS. NO DEFECTIVE RETURNS ALLOWED FROM RESELLER

ADDRESS WHERE RETURN MERCHANDISE IS TO BE SENT:

COMPANY NAME: N/A ATTENTION:

STREET:

CITY: STATE: ZIP: -

COUNTRY: NON US POSTAL CODE:

ADDRESS WHERE RETURN AUTHORIZATION REQUEST SHOULD BE SENT:

COMPANY NAME: N/A ATTENTION:

STREET:

CITY: STATE: ZIP: 00000 - 0000

COUNTRY: NON US POSTAL CODE:

RGA FAX# OR EDI YES/NO

SHORTAGES

CLAIMS FOR SHORTAGES, PROOF OF DELIVERIES OR MERCHANDISE SHIPPED IN ERROR WILL BE CHARGED BACK AGAINST THE VENDOR, IF NO RESPONSE AFTER 30 DAYS FROM THE DATE OF CLAIM.

ADVERTISING INFORMATION

AD PROGRAM: N/A

(INCLUDE % OF ACCRUAL OR ALLOWANCE & ON WHAT IT IS BASED)

EFFECTIVE DATES OF PROGRAM: MONTH/DAY FROM TO DO WE NEED TO FILE CO-OP? YES/NO

RATE OF PAID CO-OP? 100% YES/NO OTHER % %

IF GIVING ALLOWANCE & PROOF IS NOT REQUIRED, HOW PAID?

DEDUCT FROM INVOICE? YES/NO CHECK/CREDIT? YES/NO WHEN PAID?

CATALOG PROGRAM

DO YOU PARTICIPATE IN OUR PROMOTIONAL PROGRAM? SPRING YES/NO FALL YES/NO

HOW PAID? WHEN PAID?

(FOR INFORMATION ON THIS PROGRAM, CONTACT CIMARRON BUYER.)

PLEASE NOTE: PROMOTIONAL AD FUND IS SEPARATE AND IN ADDITION TO CO-OP AND ALL REBATES.

DISPLAY ALLOWANCE

SPECIFY PRODUCTS & TERMS:

PLAN-O-GRAM SERVICE

SPECIFY:

INSURANCE CONTACT:	
EMAIL:	PHONE NUMBER: 0000000000
PRODUCT LIABILITY	
VENDOR AGREES TO PROVIDE A CERTIFICATE OF GENERAL/PRODUCT LIABILITY INSURANCE NAMING CIMARRON LUMBER & SUPPLY COMPANY AND/OR SUTHERLAND® LUMBER COMPANY AND/OR AFFILIATED	
WE REQUIRE A MINIMUM OF ONE MILLION (\$1,000,000) GENERAL/PRODUCT LIABILITY COVERAGE OR THE TOTAL LIMIT OF YOUR PRODUCT LIABILITY POLICY(IES) WHICHEVER IS GREATER.	

YOUR LIABILITY COVERAGE IS: \$

CERTIFICATE: (YES/NO)

CERTIFICATE EXPIRATION DATE:

NOTWITHSTANDING ANY AGREEMENT TO THE CONTRARY, VENDOR AGREES TO PROVIDE THE ABOVE REFERENCED PRODUCT LIABILITY COVERAGE ON A PRIMARY AND NON-CONTRIBUTORY BASIS. NOTWITHSTANDING THE ABOVE, IF YOU (VENDOR) FAIL TO PROVIDE COVERAGE FOR ANY CLAIM THROUGH YOUR INSURANCE CARRIER, YOU AGREE TO INDEMNIFY CIMARRON LUMBER & SUPPLY COMPANY AND/OR SUTHERLAND® LUMBER COMPANY AND/OR AFFILIATED COMPANIES, FOR ALL CLAIMS MADE ARISING OUT OF THE SALE AND/OR USE OF YOUR PRODUCTS. YOU AGREE THAT ANY PRODUCTS PRODUCED OR MANUFACTURED BY YOU AND PACKAGED UNDER THE SUTHERLAND BRAND NAME WILL BE COVERED UNDER THE PRODUCT LIABILITY INSURANCE REQUIRED FROM YOU AS SHOWN ELSEWHERE IN THIS AGREEMENT. IF VENDOR IS A DISTRIBUTOR ON ANY PRODUCT VENDOR AGREES AND REPRESENTS THAT IT HAS OBTAINED PRODUCT LIABILITY INDEMNIFICATION FROM THE MANUFACTURER OF ANY PRODUCT SOLD TO BUYER AND THAT THE INDEMNIFICATION SO OBTAINED WILL BE EXTENDED TO BUYER. IN THE EVENT THAT OUR BUSINESS RELATIONSHIP SHOULD END, VENDOR AGREES TO PROVIDE THE ABOVE SPECIFIED CERTIFICATE OF INSURANCE FOR AN ADDITIONAL 3 YEARS.

PATENT WARRANTY

IF A CLAIM IS MADE OR AN ACTION BROUGHT THAT A PRODUCT SOLD TO THE BUYER BY THE VENDOR INFRINGES A U.S. PATENT, VENDOR SHALL DEFEND CIMARRON LUMBER & SUPPLY COMPANY AND/OR SUTHERLAND® LUMBER COMPANY AND/OR AFFILIATED COMPANIES AGAINST SUCH CLAIM AND WILL PAY RESULTING COSTS, DAMAGES AND ATTORNEY'S FEES FINALLY AWARDED.

MANUFACTURE DISCONTINUED ITEMS: MUST BE BOUGHT BACK OR CREDIT ISSUED FOR QUANTITIES STILL IN INVENTORY SIXTY (60) DAYS FROM DATE WHEN PRODUCT WAS DISCONTINUED N/A
PLEASE INITIAL

STOCK ADJUSTMENT PARTICIPATION? WE REQUIRE PRODUCTS NOT SOLD AFTER ONE (1) YEAR, THAT WERE PURCHASED ON A NEW PROGRAM, TO BE EXCHANGED FOR MERCHANDISE OR CREDITED AT ORIGINAL COST.

COMMENTS:

SERVICE INFORMATION WE REQUIRE EACH NEW STORE TO BE SET BY VENDOR.

IS IN STORE SERVICE AVAILABLE IF REQUIRED? YES/NO IS NEW STORE SET-UP PROVIDED? YES/NO

TYPE OF SERVICE AVAILABLE (I.E.: ORDERING, COUNTING, ETC.)

EDI SERVICE

DOES YOUR COMPANY HAVE EDI CAPABILITY? YES/NO

EDI INVOICING SERVICE CHARGE TO VENDOR: 1/4% DFI

CONTACT NAME/PHONE/EXT:

CONTACT E-MAIL ADDRESS:

CIMARRON'S CONTACT: KIM DEMPSEY 816-756-3000 EXT 243 KDEMPSEY@CIMLBR.COM

OUR MAPPING AND SPECIFICATIONS CAN BE FOUND AT: WWW.SUTHERLANDS.COM/EDI

INTERNET SERVICES

WHAT IS YOUR WEB ADDRESS? N/A
LOGIN INFORMATION: USER ID _____ PASSWORD _____

YOUR "WHERE TO BUY" OR DEALER LOCATOR MUST BE LINKED TO SUTHERLANDS.COM AND INCLUDE APPLICABLE SUTHERLANDS® RETAIL LOCATIONS. A CURRENT STORE LISTING AND COMPLETE LINKING DETAILS CAN BE FOUND AT WWW.SUTHERLANDS.COM/LINKING

TRAINING PRODUCT KNOWLEDGE MEDIA AVAILABLE? YES/NO NO SPECIFY: _____

SPECIAL ORDER INSTRUCTIONS

MINIMUM ORDER REQUIREMENT: 6 UNITS PER MODEL (CASE PACK)
SHIPPING LEAD TIME FROM RECEIPT OF ORDER: 14 DAYS
HOW ARE SPECIAL ORDER COSTS DETERMINED? PER PRICELIST

(EXAMPLE: LIST PRICE LESS 50% / PREPAID FREIGHT)

FACTORY CONTACT FOR SPECIAL ORDER PLACEMENT/INQUIRIES: JAMES RATAJCZEK

PHONE NUMBER: (866)493-6064 EXT _____ FAX NUMBER: (608)779-1344

IS A SPECIAL ORDER CATALOG AVAILABLE? YES/NO NO

FREIGHT SPECIFICATIONS:
PREPAID _____ FOB _____ PPD & ADD YES OTHER _____

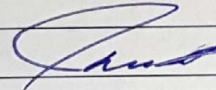
CAN SPECIAL ORDER BE "TAGGED" WITH P.O. NUMBER & CUSTOMER NAME? YES/NO YES

RETURN POLICY ON SPECIAL ORDERS: _____

ADDITIONAL COMMENTS: _____

JAMES RATAJCZEK
NAME OF AUTHORIZED SIGNER (PLEASE PRINT)

TITLE OF AUTHORIZED SIGNER (PLEASE PRINT)


SIGNATURE OF AUTHORIZED SIGNER (REQUIRED)

JAMIE@RECONYX.COM
EMAIL

PHONE 866-493-6064

DATE 03/06/17

LAST SIGNED COPY OF AGREEMENT RECEIVED WILL REMAIN ON FILE AND VALID UNTIL NEW SIGNED COPY RECEIVED. A NEW FORM WILL BE SENT FOR REVIEW EVERY OTHER YEAR.

IF A CONFLICT EXISTS BETWEEN THE TERMS AND AGREEMENT STATED ABOVE AND ANY OTHER AGREEMENT OR CONTRACT BETWEEN CIMARRON LUMBER AND SUPPLY COMPANY/SUTHERLAND® LUMBER COMPANY AND/OR AFFILIATED COMPANIES AND VENDOR, THE TERMS AND AGREEMENT STATED ABOVE SHALL PREVAIL.

CIMARRON CONSIDERS THIS INFORMATION TO BE CONFIDENTIAL AND PROPRIETARY AND SHOULD NOT BE SHARED WITH OTHER INDIVIDUALS OR COMPANIES.

RECONYX, INC
3828 CREEKSIDE LANE
HOMEN, WI 54636
ATTN: JAMES RATAJCZEK