

AUTHORIZED DEALER PROGRAM

Dear AquaMedia Retailer:

AquaMedi has developed an Authorized Dealer Program to ensure our customers of the highest quality sales and service. AquaMedia has established itself as the industry leader in quality and attention to detail. In order to be sure that our customers enjoy the same commitment to excellence in their purchasing and service experience, they are encouraged to purchase products only from Authorized Dealers.

AquaMedia Authorized Dealer Privileges

Only Resellers in compliance with AquaMedia Dealer Obligations will receive these privileges:

- Access to product images for use in advertising
- Use of an AquaMedia Authorized Dealer logo for use in all advertising
- Dealer discount pricing
- Discounts on products used in showroom displays

AquaMedia Authorized Dealer Obligations

The following are the only requirements to be an AquaMedia Authorized Dealer:

- Complete and sign page 2 agreeing to adhere to Authorized Dealer obligations, including Minimum Advertised Pricing (“MAP”) Policy and e-mail to doug@aquafill.com or mail to AquaMedia, P.O. Box 710523, San Diego, CA 92171;
- Authorized Dealers must prominently and effectively display and merchandise AquaMedia products in their places of business or on their websites;
- If given leads from AquaMedia, those inquiries must be responded to within one business day;
- Authorized Dealers must adhere to MAP policy. AquaMedia products may not be advertised for less than Manufacturer’s Suggested Retail Price (“MSRP”) minus 30% (see details below and page two).

AquaMedia MAP Policy

After reading this, please share it with others who are involved in developing advertising for AquaMedia’s products. This Policy will be enforced with no exceptions, and any misuse of said Policy will result in immediate termination. AquaMedia has adopted this Policy to protect and strengthen our reputation and brand image. We believe this will benefit all AquaMedia resellers by helping to send the right message to consumers regarding product value.

This policy is not a contract nor an offer to create a contract. This Policy describes who AquaMedia may, in its sole discretion, choose to include or exclude as a reseller in the Authorized Dealer Program.

AQUAMEDIA RESERVES THE RIGHT TO TERMINATE FROM OUR AUTHORIZED DEALER PROGRAM ANY RESELLER WHO CHOOSES NOT TO COMPLY WITH THIS POLICY. ALL DECISIONS WILL BE MADE AT THE SOLE DISCRETION OF AQUAMEDIA ONLY.

Minimum Advertised Price (MAP)

Resellers may sell AquaMedia products at any price they choose. The Policy only applies to MAP of AquaMedia products which are MSRP - 30%. AquaMedia staff, manufacturer’s representatives and distributors are strictly prohibited from seeking or accepting any assurance or compliance with this Policy. This is AquaMedia’s Policy. We believe there is no further information you need in order to comply with this Policy, should you choose to participate in the Program. However, if there is a question regarding this Policy, or you believe that someone may be in violation of it, please direct your inquiries in writing to

AquaMedia, P.O. Box 710523, San Diego, CA 92171. Telephone calls regarding this Policy will not be accepted. AquaMedia's staff has been instructed not to answer questions about the Policy. AquaMedia reserves the right to change, amend or discontinue this Policy at any time. Resellers have no right to rely on continued existence of the AquaMedia Authorized Dealer Program or any efforts by AquaMedia to enforce the Policy's terms and conditions.

Timing

Effective as of January 1, 2011, until further notice from AquaMedia.

Participants

- AquaMedia's policy is that any advertisement of our products must not be below MSRP-30%, net of any discounts, rebates or any other promotion. Advertisement is defined as but not limited to television, radio, billboards, newspapers, print ads, window banners, telemarketing, internet (including E-bay and other auction sites), direct mail or posters.
- Examples of prohibited statements are as follows, but are not intended to be comprehensive: Any advertisement by a reseller to the effect that it has "lowest prices," or "too low to publish," or "call for pricing," or "we will beat any competitor's advertised price" is in violation of the Policy. Any advertisement of a "preferred" customer card that brings the net AquaMedia pricing below MSRP-30% is a violation of the policy.
- At no time can the advertised price for AquaMedia products appear smaller than 8 point type in print advertising.
- AquaMedia reserves the right to terminate the Authorized Dealer Program from anyone who sells replacement parts for AquaMedia products that are not genuine AquaMedia parts. Use of parts that are not genuine AquaMedia replacement parts also voids the consumer's warranty.

Miscellaneous

- AquaMedia reserves the right to add, modify or delete any of the rules, conditions or benefits of this program at its sole discretion and without notice.
- AquaMedia and its affiliates are not responsible for requests or correspondence relating to the Policy which are lost or delayed in the mail or otherwise in transit.
- Participants that are late or in default on payments of any amount may have privileges revoked by AquaMedia, and any future participation is jeopardized.
- AquaMedia has the right to refuse to accept an applicant for any reason at any time. AquaMedia reserves the right to terminate a participant's eligibility for Authorized Dealer privileges with or without cause, at any time, upon giving ten (10) days written notice to the participant.

To verify your agreement to meet the guidelines listed in this Policy, please fill in the following information. After you have filled out all the spaces, mail or e-mail at the above addresses. Important: You also need to fill out and submit the online dealer form.*

BUSINESS NAME _____

BUSINESS ADDRESS, CITY & ZIP _____

E-MAIL ADDRESS _____ **PHONE** _____

PRINCIPAL'S NAME (print) _____ **TITLE** _____

PRINCIPAL'S SIGNATURE _____ **DATE** _____

*Online dealer application go to: <http://www.aquafill.com> (first page, scroll down on the right)