



## **MIDLAND RADIO MINIMUM ADVERTISED PRICE POLICY – U.S. ONLY**

### **Adoption and Enforcement of MAP Policy**

Midland Radio has unilaterally determined that its business interests are best served through the adoption and enforcement of a minimum advertised price (“MAP”) policy for its products. Midland Radio designs, manufactures, and markets products under the Midland Radio premium brand, which identifies those products to the consuming public as having characteristics of excellence and superior quality.

Midland Radio has invested significant resources in product innovation, intellectual property protection, development, and marketing to build and maintain its reputation for high quality products and to generate goodwill in all the Midland Radio brands. This MAP policy is designed to: (1) help ensure Midland Radio’s product quality, reliability, and safety; (2) support the Midland Radio brands as premium product offerings; and (3) support Midland Radio’s distribution channels.

Midland Radio has unilaterally developed and adopted this MAP policy, and Midland Radio will unilaterally enforce its policy. The business relationship between Midland Radio and each of its customers remains an “at will” business relationship. Midland Radio reserves the right to terminate such business relationships without cause and at any time.

### **Effective Date**

This MAP policy is effective October 12, 2017 and supersedes all prior Midland Radio MAP policies.

### **Intellectual Property Rights**

Midland Radio is the sole owner of all intellectual property rights associated with its products, including but not limited to all patents, copyrights, trademarks, trade names, brands, logos, images, descriptions, and likenesses of its products (“Intellectual Property”). No alterations to Midland Radio’s products or its Intellectual Property will be allowed without prior written consent from Midland Radio. This MAP policy does not grant any rights to Intellectual Property to any person or entity, and Midland Radio reserves the right to revoke Intellectual Property use privileges at any time for any reason without prior notification or warning.

### **MAP Policy Coverage**

This MAP policy applies to all Midland Radio products and to all customers purchasing Midland Radio products for resale, whether directly from Midland Radio or from a third party that is a direct purchaser from Midland Radio in the United States. MAP applies only to advertised net minimum prices (net of all discounts of any kind) and does not apply to the

price at which Midland Radio products are actually sold, or to advertised prices higher than the minimum advertised resale prices established unilaterally by Midland Radio herein and thereafter, from time to time.

This MAP policy applies to the advertisement of all Midland Radio products in all media including, without limitation, flyers, posters, coupons, mailers, inserts, newspapers, magazines, catalogs, mail order catalogs, Internet or similar electronic media, television, radio, and public signage. This MAP policy also applies to all Midland Radio products sold via any website, including but not limited to an original company website and/or any and all affiliate websites where customers advertise Midland Radio products for sale electronically.

### **Minimum Advertised Prices**

Midland Radio Minimum Advertised Price is available at:

<http://midlandusa.com/midland-map-policy/>

The products and MAP pricing may be changed from time to time only by Midland Radio in its sole discretion. Direct and indirect Midland Radio customers are responsible for remaining current with Midland Radio's MAP policy, products, and pricing.

### **MAP Policy Compliance**

Compliance with Midland Radio's MAP policy shall be determined by Midland Radio in its sole discretion. Midland Radio will not discuss any conditions of acceptance related to this MAP policy, as it is non-negotiable, and will not be altered for any customer. Midland Radio may request proof of authorized dealer advertised pricing to determine compliance with this MAP policy.

Midland Radio neither solicits, nor will it accept, any assurance of compliance with this MAP policy. Midland Radio will not accept any communication from any customer who has chosen not to comply with this MAP policy regarding the customer's willingness to bring its advertised prices into compliance with the MAP policy.

While direct and indirect purchasers of Midland Radio products are free to set their own advertised prices, Midland Radio has unilaterally determined that it will not do business with any purchaser of Midland Radio products who is not in compliance with this MAP policy. In the event a purchaser of Midland Radio products or its reselling customer chooses not to follow this MAP policy, Midland Radio has the unilateral right to suspend or terminate, and thereby cease doing business with, that customer without notice. Purchasers of Midland Radio products should not discuss MAP policy compliance or non-compliance with other purchasers.

### **MAP Policy Modifications**

Midland Radio reserves the unilateral right at any time to modify, suspend, or discontinue the MAP policy in whole or in part or designate promotional periods during which the terms of the

policy change or designate periods of time during which the policy is not applicable. MAP policy modifications shall be made available on the Midland Radio website, from time to time.

### **Unilateral Action**

All terms and condition of this MAP policy, and any amendments thereto, have been and will be determined solely by Midland Radio. Midland Radio will not enter into any discussions with any purchaser of Midland Radio products concerning any conditions of acceptance related to this MAP policy, as it is non-negotiable, and will not be altered for any purchaser of Midland Radio products. Midland Radio neither solicits, nor will it accept, any assurance of compliance with this MAP policy from any purchaser of Midland Radio products. It is entirely within the discretion of the purchaser of Midland Radio products whether to comply or not comply with this MAP Policy.

### **Contact Information**

Midland Radio sales personnel have no authority to modify or grant exceptions to this MAP policy or to communicate with any purchaser of Midland Radio products regarding the terms of the MAP policy.