



1. At NeoCell, we make a committed effort to support your sales of our products through advertising, public relations, product demonstrations and consumer education seminars. We also expend considerable resources on building a strong and relevant brand for many years to come by spending significant resources around product development and scientific testing. Our market positioning is an integral component of our brand and the successful launch and maintenance of these new products.
2. As a condition of being a Distributor, Dealer, E-tailer or Retailer (collectively "Reseller") of NeoCell products, it is essential that our Minimum Advertised Price, or MAP policy be adhered to. This policy will go into effect immediately and all Resellers will have 30 days from receipt to adhere to this MAP policy. This policy applies to all NeoCell products, a list of which is attached hereto as Exhibit "A" and may be updated periodically.
3. The MAP applies to the price at which NeoCell products are offered for sale to an individual consumer by the Reseller. The Minimum Advertised Price (the "MAP") for all new NeoCell products, as listed in Exhibit A will be a maximum discount of fifteen (15%) off of our suggested retail sales price net of shipping. The Minimum Advertised Price (the "MAP") for all new NeoCell products as listed in Exhibit B, will be a maximum discount of thirty-two (32.0%) off our suggested retail price net of shipping.
4. NeoCell may adjust the MAP at its sole discretion upon seven (7) day notice to you by email or fax. Such adjustments shall be uniformly applied to all Resellers in the United States and Canada.
5. Resellers are free to establish their own price, shipping policies and brand incentives/promotions. However, if NeoCell verifies to its satisfaction that any Reseller has advertised any product at a price below the MAP, then we will, without assuming any liability, cancel existing Resellers Every Day Low Pricing until the situation is remedied. If the Reseller purchases direct from NeoCell, then we will refuse to accept any new orders for new NeoCell products from that Reseller.
6. NeoCell may, from time to time, at its sole discretion, offer or authorize certain national limited time promotions for its new products which may lower the price below the MAP for the duration of that promotion. Those "specials" will be clearly announced in advance so that all wishing to participate may do so. NeoCell may authorize the use of coupon codes in mail promotions for its products, which would allow for temporary advertised pricing below the floor price.
7. Paid Membership Discount Clubs - Some Resellers have paid membership discount clubs that offer club prices. At this time, Neocell will sell to those Resellers provided that they honor Neocell's MAP policy and it is clear that the discounts provided are not brand specific. All similar products must therefore be equally discounted under the terms of your paid membership discount club.
8. This policy has been created by us for the protection of our brand and for the benefit of everyone. NeoCell will not discuss or negotiate this policy. We will apply it fairly to everyone and it will not be altered for any Reseller.
9. To the extent this MAP policy conflicts with an applicable state or federal statute, law, rule or regulation, the statute, law, rule or regulation shall control over this MAP policy.

EXHIBIT A: FOR BELOW SKUS A MAP OF 15% MUST BE HONORED

| DESCRIPTION     | CODE   | PRODUCT DESCRIPTION                 | UNIT     | MSRP  | W/S   | MINIMUM PRICE |
|-----------------|--------|-------------------------------------|----------|-------|-------|---------------|
| 0-16185-12939-9 | M12939 | BEAUTY BURSTS ***NEW*** FRUIT PUNCH | 60 CHEWS | 19.95 | 10.17 | 16.95         |
| 0-16185-12938-2 | M12938 | BEAUTY BURSTS ***NEW*** CHOC        | 60 CHEWS | 19.95 | 10.17 | 16.95         |
| 0-16185-12931-1 | M12931 | COLLAGEN BEAUTY BUILDER             | 150 TAB  | 19.95 | 10.17 | 16.95         |
| 0-16185-12929-0 | M12929 | KERATIN HAIR VOLUMIZER              | 60 CAPS  | 19.95 | 10.17 | 16.95         |

EXHIBIT B : BELOW SKUS HAVE A 32% MAP THAT MUST BE HONORED

| DESCRIPTION     | CODE   | PRODUCT DESCRIPTION              | UNIT      | MSRP  | W/S   | MINIMUM PRICE |
|-----------------|--------|----------------------------------|-----------|-------|-------|---------------|
| 0-16185-09657-8 | M09657 | IMMUCELL COLLAGEN TYPE 2         | 120cap    | 29.95 | 17.97 | 20.366        |
| 0-16185-09661-5 | M09661 | ARTHROPET JOINT FORMULA          | 60ct      | 29.95 | 17.97 | 20.366        |
| 0-16185-09664-6 | M09664 | HYALURONIC ACID 50MG CAPS        | 60cap     | 27.95 | 16.77 | 19.006        |
| 0-16185-09665-3 | M09665 | HYALURONIC ACID BLUEBERRY LIQUID | 12fl oz   | 29.95 | 17.97 | 20.366        |
| 0-16185-01986-7 | M01986 | SUPER COLLAGEN POWDER            | 7oz       | 15.95 | 9.57  | 10.846        |
| 0-16185-12895-8 | M12895 | SUPER COLLAGEN+C™ TABLET         | 120 tab   | 15.95 | 9.57  | 10.846        |
| 0-16185-12896-5 | M12896 | SUPER COLLAGEN+C™ TABLET         | 250 tab   | 24.95 | 14.97 | 16.96         |
| 0-16185-12899-6 | M12899 | COLLAGEN+C™ POMEGRANATE LIQUID   | 12fl oz   | 29.95 | 17.97 | 20.366        |
| 0-16185-12900-9 | M12900 | FISH COLLAGEN+HA CAPS            | 120 caps  | 19.95 | 11.97 | 13.566        |
| 0-16185-12901-6 | M12901 | POMEGRANATE FROM THE SEED        | 90 CAPS   | 24.95 | 14.97 | 16.966        |
| 0-16185-12912-2 | M12912 | RESVERATROL ANTIOXIDANT          | 12 FL.OZ. | 24.95 | 14.97 | 16.966        |
| 0-16185-12910-2 | M12910 | RESVERATROL ANTIOXIDANT          | 120 CAPS  | 24.95 | 14.97 | 16.966        |
| 0-16185-12919-1 | M12919 | COLLAGEN SPORT WHEY PROTEIN VAN  | 1.5 lb    | 29.95 | 17.97 | 20.366        |
| 0-16185-12918-4 | M12918 | COLLAGEN SPORT WHEY PROTEIN VAN  | 3lb       | 49.95 | 29.97 | 33.966        |
| 0-16185-12922-1 | M12922 | COLLAGEN SPORT WHEY PROTEIN CHOC | 1.5 lb    | 29.95 | 17.97 | 20.366        |
| 0-16185-12921-4 | M12921 | COLLAGEN SPORT WHEY PROTEIN CHOC | 3lb       | 49.95 | 29.97 | 33.966        |