



## SMARTYPANTS MINIMUM ADVERTISED PRICING (MAP) POLICY

In order to preserve its reputation for providing customers with high value products and strong after-sales support, and to further enhance the SmartyPants brand image and its competitiveness in the marketplace, SmartyPants is unilaterally instituting a policy of minimum advertised price standards for SmartyPants products. This Minimum Advertised Pricing Policy (“MAP Policy”) will become effective April 15th, 2013 and will apply to distributors and retailers, including catalogs and internet retailers (collectively, “Resellers”), who resell SmartyPants products to end users located in the United States.

SmartyPants greatly values the efforts of all Resellers to distribute SmartyPants products and support our customers. This MAP Policy is adopted for the benefit of all Resellers and will be uniformly enforced.

### This MAP Policy shall work under the following guidelines:

1. SmartyPants will, from time to time, publish a Schedule of Manufacturer’s Suggested Retail Prices (“MSRP Schedule”) on its internet website, which may be amended or adjusted by SmartyPants at any time in its sole discretion. The MSRP Schedule will identify the effective date, the products and the manufacturer’s suggested retail price (“MRSP”) for those products. Each advertisement of a product identified with the MSRP schedule shall have a pricing floor of:

Description	SKU	UPC	MSRP	MAP
<b>30 day supply</b>				
<b>SmartyPants Gummy Vitamins: Kids Complete: Multivitamin, Omega 3s and Vitamin D3 - SINGLE BOTTLE, 30 Day Supply</b>	KC120	8-51356-00401-9	\$23.95	\$17.95
<b>SmartyPants Gummy Vitamins: Kids Complete and Fiber: Multivitamin, Omega 3s and Vitamin D3 - SINGLE BOTTLE, 30 Day Supply</b>	KF120	8-51356-00407-1	\$28.95	\$21.95
<b>SmartyPants Gummy Vitamins: Adult Complete: Multivitamin, Omega 3s and Vitamin D3 - SINGLE BOTTLE, 30 Day Supply</b>	AC180	8-51356-00400-2	\$29.95	\$22.95
<b>SmartyPants Gummy Vitamins: Adult Complete and Fiber: Multivitamin, Omega 3s and Vitamin D3 - SINGLE BOTTLE, 30 Day Supply</b>	AF180	8-51356-00408-8	\$39.95	\$29.95
<b>SmartyPants Gummy Vitamins: Prenatal: Multivitamin, Omega 3s and Vitamin D3 and Methylfolate - SINGLE BOTTLE, 30 Day Supply</b>	PN180	8-51356-00430-9	\$34.95	\$25.95



<b>SmartyPants Gummy Vitamins: Men's Complete - SINGLE BOTTLE, 30 Day Supply</b>	MC180	8-51356-00478-1	\$32.95	\$24.95
<b>SmartyPants Gummy Vitamins: Women's Complete - SINGLE BOTTLE, 30 Day Supply</b>	WC180	8-51356-00483-5	\$32.95	\$24.95
<b>SmartyPants Adult Probiotic Complete Blueberry (2 gummy serving - 7 billion strands) - SINGLE BOTTLE, 30 Day Supply</b>	APB60	8-17053-02003-5	\$24.99	\$18.49
<b>SmartyPants Adult Probiotic Complete Lemon Crème (2 gummy serving - 7 billion strands) - SINGLE BOTTLE, 30 Day Supply</b>	APLC60	8-17053-02009-7	\$24.99	\$18.49
<b>SmartyPants Kids Probiotic Complete Grape (2 gummy serving - 4 billion strands) - SINGLE BOTTLE, 30 Day Supply</b>	KPG60	8-17053-02001-1	\$19.99	\$14.99
<b>SmartyPants Kids Probiotic Complete Strawberry Crème (2 gummy serving - 4 billion strands) - SINGLE BOTTLE, 30 Day Supply</b>	KPSC60	8-17053-02005-9	\$19.99	\$14.99
<b>2.5 - 3 Week Supply</b>				
<b>SmartyPants Gummy Vitamins: Kids Complete: Multivitamin, Omega 3s and Vitamin D3 - SINGLE BOTTLE, 3 week supply</b>	KC90	8-51356-00425-5	\$18.95	\$13.95
<b>SmartyPants Gummy Vitamins: Kids Complete and Fiber with No Added Sugar: Multivitamin, Omega 3s and Vitamin D3 - SINGLE BOTTLE, 3 week supply</b>	KF90	8-51356-00426-2	\$22.95	\$16.95
<b>SmartyPants Gummy Vitamins: Adult Complete: Multivitamin, Omega 3s and Vitamin D3 - SINGLE BOTTLE, 2.5 week supply</b>	AC120	8-51356-00427-9	\$20.95	\$15.95
<b>SmartyPants Gummy Vitamins: Adult Complete + Fiber with No Added Sugar: Multivitamin, Omega 3s and Vitamin D3 - SINGLE BOTTLE, 2.5 week supply</b>	AF120	8-51356-00428-6	\$26.95	\$19.95
<b>SmartyPants Gummy Vitamins: PreNatal: Multivitamin, Omega 3s, Vitamin D3 and Methylfolate - 2.5 week supply</b>	PN120	8-51356-00429-3	\$24.95	\$17.95
<b>SmartyPants Gummy Vitamins: Men's Complete - SINGLE BOTTLE, 2.5 Week Supply</b>	MC120	8-51356-00475-0	\$22.95	\$16.95
<b>SmartyPants Gummy Vitamins: Women's Complete - SINGLE BOTTLE, 2.5 Week Supply</b>	WC120	8-51356-00480-4	\$22.95	\$16.95
<b>SmartyPants Gummy Vitamins: Adult Probiotic Complete Blueberry (2 gummy serving - 7 billion strands) - SINGLE BOTTLE, 3.5 Week Supply</b>	APB40	8-17053-02002-8	\$16.99	\$12.95
<b>SmartyPants Gummy Vitamins: Adult Probiotic Complete Lemon Crème (2 gummy serving - 7 billion strands) - SINGLE BOTTLE, 2.5 Week Supply</b>	APLC40	8-17053-02008-0	\$16.99	\$12.95

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SmartyPants Gummy Vitamins: Kids Probiotic Complete Grape (2 gummy serving - 4 billion strands) - SINGLE BOTTLE, 3 Week Supply	KPG45	8-17053-02000-4	\$14.99	\$10.95
SmartyPants Gummy Vitamins: Kids Probiotic Complete Strawberry Crème (2 gummy serving - 4 billion strands) - SINGLE BOTTLE, 3 Week Supply	KPSC45	8-17053-02004-2	\$14.99	\$10.95
<b>SmartyPants On-The-Go!</b>				
SmartyPants Gummy Vitamins On-The-Go!: Kids Complete with Multivitamin, Omega 3s and Vitamin D (Sleeve of 15)	SPOTGKC-15	8-51356-00421-7	\$14.85	\$11.95
SmartyPants Gummy Vitamins On-The-Go!: Kids Complete and Fiber with No Added Sugar, Multivitamin, Omega 3s and Vitamin D (Sleeve of 15)	SPOTGKF-15	8-51356-00422-4	\$17.85	\$14.95
SmartyPants Gummy Vitamins On-The-Go!: Adult Complete with Multivitamin, Omega 3s and Vitamin D (Sleeve of 15)	SPOTGAC-15	8-51356-00423-1	\$18.75	\$13.95
SmartyPants Gummy Vitamins On-The-Go!: Adult Complete and Fiber with No Added Sugar: Multivitamin, Omega 3, Vitamin D and Fiber (Sleeve of 15)*	SPOTGAF-15	8-51356-00424-8	\$22.50	\$17.95
SmartyPants Gummy Vitamins On-The-Go!: PreNatal: Multivitamin, Omega 3s, Vitamin D3, Methylfolate (Sleeve of 15)	SPOTGPN-15	8-51356-00450-7	\$26.25	\$21.95
SmartyPants Gummy Vitamins On-The-Go!: Men's Complete (Sleeve of 15)	SPOTGMC-15	8-51356-00476-7	\$22.35	\$16.95
SmartyPants Gummy Vitamins On-The-Go!: Women's Complete (Sleeve of 15)	SPOTGWC-15	8-51356-00481-1	\$22.35	\$16.95

Anything less will be a violation of this MAP Policy. SmartyPants products not specifically identified in the MSRP Schedule are not subject to this MAP Policy. The initial MSRP Schedule is enclosed.

2. This MAP Policy applies to all advertisements of SmartyPants products listed on the MSRP Schedule in any and all media, including, but not limited to, flyers, posters, coupons, mailers, inserts, newspapers, magazines, catalogs, mail order catalogs, e-mail newsletters, e-mail solicitations, internet or similar electronic media, television, radio, and public signage. This 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 (whether made by SmartyPants or another



manufacturer) with a product covered by this MAP Policy would be contrary to this MAP Policy if it has the effect of discounting the advertised price of the covered SmartyPants product less than the pricing floor listed above

4. If pricing is displayed, any strike-through or other alteration of the MSRP that is paired with a discount price more than the pricing floor listed above is prohibited.

5. This MAP Policy applies only to advertised prices and does not apply to the price at which SmartyPants products are actually sold or offered for sale to an individual consumer within Resellers' retail location or over the telephone. Resellers remain free to sell these products at any prices they choose under these circumstances.

6. This MAP Policy does not establish maximum advertised prices. All Resellers may offer SmartyPants products at any price in excess of the MSRP.

7. Internet auctions may not display or have reserved bid or other acceptable prices more than the pricing floor listed above the MSRP.

8. Pricing listed on an internet site is considered an "advertised price" and must adhere to this MAP Policy. Once the pricing is associated with an intent to purchase (added to shopping cart or order), the price becomes the selling price and is not bound by this MAP Policy. Statements such as "add to basket to see price", "we will match any price", "call for price" or phrases of similar import are acceptable as long as the price advertised or listed for the products is not less than the pricing floor listed above. In addition, discounts applied at checkout to the entire order based on a customer's purchasing history with the Reseller, such as discounts for "frequent shoppers", do not violate this MAP Policy.

9. This MAP Policy is solely within SmartyPants' discretion and authority acting through the duly authorized managers of SmartyPants. No employee or sales representative of SmartyPants has any authority to discuss, modify or grant exceptions to this MAP Policy. Any representation or action by any employee, sales representative or persons not specifically authorized to discuss, modify or grant exceptions to this MAP Policy under this paragraph is unauthorized and invalid. All questions about this MAP Policy should be in writing and directed via U.S. Mail to MAP Policy Administrator, SmartyPants, Inc. PO Box 2572 Venice, CA 90294-2571 [MAP@smartypantscorp.com](mailto:MAP@smartypantscorp.com), who will respond only in writing. No oral communications about this MAP Policy are authorized. The MAP Policy Administrator shall be solely responsible for determining whether a violation of the policy has occurred, communicating decisions to Resellers regarding the policy and receiving any



communications regarding sanctions imposed under this MAP Policy. Any action taken by SmartyPants under this MAP Policy shall be without liability to SmartyPants.

10. From time to time, SmartyPants may choose to offer special promotions on certain products. In such an event, we reserve the right to modify or suspend this MAP Policy in whole or in part by notifying all Resellers of the duration and nature of the change. SmartyPants further reserves the right to adjust the MSRP with respect to all or certain products at its sole discretion. Such changes shall apply equally to all Resellers.

11. Intentional and/or repeated failure to abide by this MAP Policy will result in sanctions unilaterally imposed by SmartyPants. The level of sanctions will be determined by SmartyPants in its sole discretion and may include indefinite termination of dealership or distributorship. SmartyPants does not intend to do business with Resellers who degrade the image of SmartyPants and its products. SmartyPants need not provide prior notice or issue warnings before taking any action under this MAP Policy.

12. Distributors of SmartyPants products will supply a copy of this MAP Policy to any new or existing Reseller for their records.