

Partake Foods, Inc. Minimum Advertised Price Policy

Partake Foods, Inc., a Delaware corporation (“*Partake*”) actively supports the advertising, marketing, and promotion of its products by its resellers through material provided by Partake (at no or a nominal cost) and other online promotion and marketing investments. Partake has built a strong reputation and following among consumers. Partake has determined that it will not support through advertising or promotional materials, cooperative advertising or otherwise, advertisements or promotional materials that have the effect of diminishing or detracting from the premium value of Partake products and the Partake brand.

This Minimum Advertised Price Policy (“*MAP Policy*”) applies to all channels of trade, including internet and e-commerce channels and brick and mortar stores.

This MAP Policy works under the following guidelines:

1. The minimum advertised price for all Partake products at which any retailer can legitimately advertise a Partake branded product shall be set forth in the published Partake MSRP and MAP Price List set forth on Exhibit A.
2. Partake has the right to immediately cease supplying Partake products to any reseller who is in breach of this Partake MAP Policy.
3. Partake has the right to immediately cease supplying Partake products to any distributor who sells Partake products to a reseller who has been found to have violated this MAP Policy.
4. The inclusion in advertising of free or discounted products (whether made by Partake or another manufacturer) with a Partake product would be contrary to the MAP Policy if it has the effect of discounting the advertised price of the covered product below the established minimum advertised price for such product.
5. The MAP Policy applies to all advertisements of Partake products and applies to all forms of advertising, including all online price posting, e-mails, and related displays, as well as all off-site advertising in any form, including all print, brochures, flyers, and circulars.
6. The MAP Policy does not establish maximum advertised prices. All resellers may offer Partake products at any price in excess of the minimum advertised price established for such product.
7. Partake reserves the right to engage in cooperative promotions and other short-term promotions with respect to certain products and retailers. In such events, Partake reserves the right to modify or suspend the MAP Policy on a limited basis with respect to such products and promotions.
8. Partake further reserves the right to unilaterally adjust the minimum advertised price with respect to all or certain products at its sole discretion upon written notice, provided that such changes shall apply equally to all Partake accounts.

The terms of this MAP Policy are expressly confidential and may not be disclosed to other parties. This MAP Policy has been established and will be enforced unilaterally by Partake to help ensure brand integrity and may be adjusted at any time by Partake in its sole discretion.

Partake sales personnel have no authority to modify or grant exceptions to this MAP Policy. All questions or comments regarding this MAP Policy should be directed to Partake's MAP Policy administrator, Marlo Giudice, Marlo@PartakeFoods.com. Any modification of this MAP Policy must be made in writing by Partake to be effective.

EXHIBIT A

Partake MSRP and MAP Price List

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UPC	SKU NAME	DESCRIPTION	SIZE	PACK	MAP	SRP
8-52761-00700-8	00700-8	Crunchy Chocolate Chip Cookies	5.5 OZ	6	\$3.98	\$5.49
8-52761-00701-5	00701-5	Crunchy Carrot Cake Cookies	5.5 OZ	6	\$3.98	\$5.49
8-52761-00702-2	00702-2	Crunchy Ginger Snap Cookies	5.5 OZ	6	\$3.98	\$5.49
8-52761-00716-9	00716-9	Crunchy Double Chocolate Chip Cookies	5.5 OZ	6	\$3.98	\$5.49
8-52761-00718-3	00718-3	Crunchy Birthday Cake Cookies	5.5 OZ	6	\$3.98	\$5.49
8-52761-00733-6	00733-6	Soft Baked Chocolate Chip Cookies	5.5 OZ	6	\$3.98	\$5.49
8-52761-00734-3	00734-3	Soft Baked Cookie Butter Cookies	5.5 OZ	6	\$3.98	\$5.49
8-52761-00735-0	00735-0	Soft Baked Double Chocolate Cookies	5.5 OZ	6	\$3.98	\$5.49
8-52761-00748-0	00748-0	<i>Seasonal</i> Pumpkin Spice Cookies	5.5 OZ	6	\$3.98	\$5.49
85276100764-0	00764-0	<i>Seasonal</i> Chocolate Peppermint Cookies	5.5 OZ	6	\$3.98	\$5.49
8-52761-00753-4	00753-4	<i>Seasonal</i> Crunchy Holiday Sprinkle	5.5 OZ	6	\$3.98	\$5.49

UPC	SKU NAME	DESCRIPTION	SIZE	PACK	MAP	SRP
8-52761-00732-9	00732-9	Crunchy Chocolate Chip Cookies	1 OZ	24	\$1.49	\$1.99
8-52761-00730-5	00730-5	Crunchy Double Chocolate Chip Cookies	1 OZ	24	\$1.49	\$1.99
8-52761-00728-2	00728-2	Crunchy Birthday Cake Cookies	1 OZ	24	\$1.49	\$1.99
8-52761-00761-9	00761-9	Soft Baked Chocolate Chip Cookies	1 OZ	24	\$1.49	\$1.99
8-52761-00760-2	00760-2	Soft Baked Double Chocolate Cookies	1 OZ	24	\$1.49	\$1.99
8-52761-00749-7	00749-7	<i>Seasonal</i> Pumpkin Spice Cookies	1 OZ	24	\$1.49	\$1.99
8-52761-00746-6	00746-6	<i>Seasonal</i> Chocolate Peppermint Cookies	1 OZ	24	\$1.49	\$1.99