



August 1, 2017

Dear Michel Design Works Customer:

As you probably know, Amazon.com has had a dramatic impact on traditional brick-and-mortar stores and independent ecommerce websites. As manufacturers, we've been witnessing inaccurate and misleading product descriptions, as well as discounted pricing that has made it more difficult for valued retailers such as yourself.

In light of these problems, we at Michel Design Works have made the decision to take sole control of the Amazon.com channel for all our products. We intend to raise the prices of all Michel Design Works products on Amazon.com to at least the Manufacturers Suggested Retail Price (MSRP). Our goal in doing this is to help your physical stores and websites be more competitive and profitable, as well as to keep the integrity of our Michel Design Works brand. By taking sole control over Amazon.com sales, it will be more difficult (if not impossible) for companies to sell our products at prices that your store can't possibly compete with.

What if you are currently an Amazon FBA seller?

If you are currently selling Michel Design Works products through Amazon's FBA program, you may continue offering our products until your existing FBA stock runs out. Unfortunately, as of this letter, we will no longer be able to sell our products to you for Amazon sales. If you have other sales channels through which you sell Michel Design Works, please complete and sign the attached Terms and Conditions Form and return to us by email, fax or mail. We will then continue to supply you with our unique products for sale through those channels.

What if you are currently selling as an Amazon Fulfilled-By-Merchant seller?

If you are selling our products on Amazon and doing your own fulfillment, we ask that you deactivate your listings for Michel Design Works products no later than 8/31/17. Unfortunately, as of this letter, we will no longer be able to sell our products to you for Amazon sales. If you have other sales channels through which you sell Michel Design Works, please complete and sign the attached Terms and Conditions Form and return to us by email, fax or mail. We will then continue to supply you with our unique products for sale through those channels.

Please take note that we have registered our trademarked brand with the Amazon Brand Registry. Consequently, all Amazon product pages representing our product line will be monitored to ensure compliance with our policies.

Please also note that your account has been placed on hold and no shipments will be made to you until the Michel Design Works Terms and Agreement Form has been completed, signed and returned to us. To electronically fill out and sign the Terms and Agreement form scan the QR Code below to be redirected to our online submission page. Alternatively you may mail or fax the form, enclosed with this letter, to the address or fax number below.



Thank you for understanding and for your business.

Sincerely,

Debbie McKeough
Director of Sales

Michel Design Works
PO Box 1227, Ocala FL 34478 · Phone 800-708-6950
customerservice@micheldesignworks.com · Fax 352-387-3041



MICHEL DESIGN WORKS

Minimum Advertised Pricing Policy/Agreement

The Minimum Advertised Prices (MAP) policy shall work under the following guidelines:

The MAP for Michel Design Works (MDW) products, which is standard keystone pricing, are listed on the next page, and the products shall be advertised no less than these costs. MAP pricing is established by MDW and may be adjusted by MDW at its sole discretion. MDW's manufacturer suggested retail prices (MSRP) are also listed for each product line.

The MAP policy applies to all advertisements of MDW products in any and all online media including, but not limited to, catalogs, email newsletters, email solicitations, and internet or similar electronic media.

The inclusion in advertising of free or discontinued products would be contrary to the MAP policy if it has the effect of discounting the advertised price of the covered product below the MAP. The combined advertised price of the bundle must be equal to or greater than the combined MAP pricing. The product lines may not be bundled or sold in a set with any product that is not within the MDW line.

MAP does not establish maximum advertised prices. All dealers and sales representatives may offer MDW products at any price in excess of the MAP. Internet auctions may not display or have reserved bid or other acceptable prices below the MAP price.

MDW's MAP policy does not in any way limit the ability of any dealer to advertise that "they have the lowest prices" or "they will meet or beat any competitor's price" or that consumers could "call for a price" or phrases of similar import as long as the price advertised or listed for the products is not less than MAP.

MDW reserves the right to modify or suspend this MAP policy with respect to MDW products that we put on a closeout list.

MDW will monitor our dealers for compliance either directly or through third parties. In the event MDW determines a non-compliance with this policy, the offending party will be contacted by MDW. Any additional breach will result in MDW products no longer being shipped to that dealer.

The MAP policy is inclusive for all MDW MAP brands past, present, and future.

Please acknowledge receipt and your compliance of this Agreement by completing, signing and returning the Michel Design Works Terms & Conditions Form enclosed.



Michel Design Works MAP Pricing
Effective August 1, 2017

Category	MAP PRICE	MSRP
A Little Soap	\$4.50	\$4.99
Bridge Card Sets	\$22.00	\$24.99
Bridge Tallies	\$5.00	\$5.99
Bubble Bath	\$17.00	\$17.99
Chef Aprons	\$19.50	\$21.99
Decorative Pillows - Square	\$50.00	\$54.99
Decorative Pillows - Rectangle	\$44.00	\$45.99
Decoupage Large Metal Tray	\$45.00	\$47.99
Decoupage Medium Metal Tray	\$33.00	\$34.99
Decoupage Large Wooden Tray	\$50.00	\$54.99
Decoupage Vanity Wooden Tray	\$26.00	\$27.99
Dish Soap	\$10.50	\$11.99
Double Soap Sets	\$15.00	\$15.99
Eau de Parfum	\$20.00	\$21.99
Drawer Liners	\$15.00	\$15.99
Fabric 60" Table Runner	\$29.00	\$29.99
Fabric 108" Table Runner	\$48.00	\$49.99
Fabric Napkins S/4	\$29.00	\$29.99
Fabric Placemats S/4	\$40.00	\$41.99
Foaming Hand Soap	\$10.00	\$11.99
Glass Soap Dishes	\$9.50	\$9.99
Hand & Body Lotion	\$15.00	\$15.99
Hand Creams	\$12.00	\$12.99
Handcare Caddies	\$23.00	\$24.99
Home Fragrance Diffusers	\$27.00	\$29.99
Kitchen Towels	\$8.50	\$9.95
Large Bath Soap Bar	\$9.50	\$9.99
Matchboxes	\$3.00	\$3.99
Metal Bread Bins	\$40.00	\$42.99
Metal 3-Piece Canister Sets	\$50.00	\$52.99

Michel Design Works

PO Box 1227, Ocala FL 34478 · Phone 800-708-6950

customerservice@micheldesignworks.com · Fax 352-387-3041

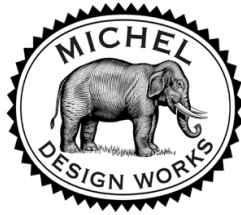


Michel Design Works MAP Pricing
Effective August 1, 2017

Paper Hostess Napkins	\$6.50	\$6.99
Paper Cocktail Napkins	\$5.00	\$5.99
Paper Luncheon Napkins	\$6.00	\$6.99
Paper Placemats	\$12.00	\$13.99
Potholders	\$6.50	\$6.99
Oven Mitts	\$8.50	\$9.99
Rooms Sprays	\$9.00	\$9.99
Melamine Accent Plates S/4	\$32.00	\$34.99
Melamine Large Platter	\$43.00	\$44.99
Melamine Bistro Bowl	\$30.00	\$32.99
Melamine Chip & Dip	\$28.00	\$29.99
Melamine Cookie Trays	\$28.00	\$29.99
Melamine Ladles	\$7.50	\$8.99
Melamine Large Round Platter	\$35.00	\$36.99
Melamine Medium Rectangular Trays	\$26.00	\$27.99
Melamine Oval Platters	\$24.00	\$25.99
Melamine Medium Bowl	\$22.50	\$24.99
Melamine Large Bowl	\$36.00	\$37.99
Melamine Serving Sets	\$9.50	\$9.99
Melamine Spoon Rests	\$9.00	\$9.99
Melamine 3-Tier Trays	\$48.00	\$49.99
Scented Candles	\$39.50	\$44.99
Shower Body Wash	\$10.00	\$11.99
Soy Wax Candles - 14 oz.	\$23.00	\$24.99
Soy Wax Candles - 6.5 oz.	\$17.00	\$18.99
Travel Candle Tins	\$9.00	\$9.99
Triple Soap Sets	\$19.50	\$21.99
Votive Candle Prepacked	\$6.50	\$7.99

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Michel Design Works Reseller Terms and Conditions

Thank you for your interest in being a Michel Design Works retailer. To protect our brand integrity and help your business stay competitive, we have instituted both a MAP policy and an Amazon.com policy.

Please read the following terms and conditions:

1. We require that you sell Michel Design Works products only through approved sales channels. Approved sales channels are all, except Amazon.com. Violating this condition will result in termination of your MDW account.
2. We require that you agree to, and abide by, our enclosed MAP Policy. Violation of our MAP policy will result in termination of your MDW account.

Please let us know all the places through which you will sell our products. Please include the store names, website URLs, and third-party sales channels.

Your signature below confirms that you have read both the MDW MAP Policy and Amazon.com Policy and agree to the terms and conditions. Please note that we will not ship any orders to you until this agreement has been completed, signed and returned to Michel Design Works.

Company Name: _____ Acct Number: _____

Email Address: _____

Telephone Number: _____

Signature: _____

Printed Name: _____

Title: _____

Date: _____