



Learning Resources – 380 N Fairway Drive, Vernon Hills, IL 60061

CANADA: MINIMUM ADVERTISED PRICE POLICY

In order to encourage Learning Resources' dealers, distributors, wholesalers and resellers (collectively, "Resellers") to make investments in providing quality facilities, services and support to customers and to protect Learning Resources' reputation for superior technology and quality products, Learning Resources has unilaterally adopted the Minimum Advertised Price Policy set out below (the "Policy") for its now!Board® products (the "Products").

The Policy:

Unless otherwise directed in writing by Learning Resources, no Reseller may advertise for any Product at a price that is lower than the following suggested retail price:

now!Board® Suite (Part numbers LER4500, LER4500-B and LER4500-INT) at \$499.99

now!Board® Additional Wand (Part number LER4501) at \$39.99

now!Board® Jr. Wand (Part number LER4502) at \$39.99

This Policy applies to all forms of Reseller advertising in any and 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. In addition, any price information relating to Products on an Internet website which can be accessed directly through any hypertext link or by any other method which uses the hypertext transfer protocol (http) is considered to be advertising for purposes of this Policy. For example, a "click for price" button on a website that displays a price lower than the suggested retail price is a violation of this Policy. This Policy, however, does not apply once a Product is placed in a customer's "virtual shopping cart" on an Internet website, as once the pricing is associated with the end customer's intent to purchase, the price is deemed a selling price rather than an advertised price and will fall outside this Policy. Further, electronic mail sent in direct response to a customer inquiry is not considered to be advertising for purposes of this Policy.

This Policy applies only to advertised prices. This Policy does not apply to the actual sales price of any Product and does not apply to the prices at which Products are offered for sale to customers within a Reseller's retail location or over the telephone. Resellers remain free to sell the Products at any prices they choose.

This Policy does not establish maximum advertised prices. Resellers may offer a Product at a price in excess of the suggested retail price for the Product.

This Policy does not limit the ability of any Reseller to advertise that it has "the lowest prices", that it "will meet or beat any competitor's price" or that customers should "call for a price", or from using phrases of similar import in its advertising, as long as the price advertised for a Product is not less than the suggested retail price for the Product.

This Policy applies equally to all Resellers.

Consequences of Violation of the Policy:

First violation – Learning Resources will remove the Reseller from all links and listings on Learning Resources’ websites and from referrals generated by consumer advertising for a period of fourteen (14) days.

Second violation – Learning Resources will suspend the Reseller's purchasing status of the Products indefinitely.

Learning Resources, in its sole discretion, will determine if the Policy has been violated. Decisions of Learning Resources are final and are not subject to appeal by any Reseller.

Unilateral Policy:

The foregoing is a statement of Learning Resources’ unilateral policy and expresses the terms upon which Learning Resources will deal with Resellers. Learning Resources does not seek, nor will it accept, any agreement or understanding with respect to the Policy or the prices any Reseller may advertise or charge at any time.

Learning Resources reserves the right to unilaterally suspend, amend, or modify the Policy at any time with respect to all or certain Products – including, without limitation, where Learning Resources discontinues models of Products or engages in promotions with respect to certain Products – in its sole discretion upon notice to Resellers. In addition, suggested retail pricing may be adjusted at any time by Learning Resources, in its sole discretion, upon notice to Resellers. Such changes shall apply equally to all Resellers. Learning Resources will notify a Reseller of changes to the Policy or suggested retail pricing by sending the change to the Reseller via email or posting such change at <http://dealer.learningresources.com/>

Notwithstanding anything set forth in the Policy, Learning Resources reserves the right to unilaterally determine to which Resellers it will supply Products and may for any reason, without assuming any liability, refuse to accept new orders for any and all Products.

*If you have any questions about the Policy please contact **Larry Lynn** at 847-990-3347 or **Scott McCabe** at 800-376-4046.*

Dealer Signature _____

Date _____

Account Name _____

City/State/Zip _____

Last Updated: March 2013