



Carrier Agreement

This Agreement ("Agreement") is made and entered into by and between Adafruit ("Customer") and United Parcel Service Inc., an Ohio Company ("UPS").

Pricing. UPS will provide the pickup and delivery services ("Services") as set forth below subject to the terms of this Agreement. These Services will be provided with the incentives ("Incentives") as also set forth below. These Incentives shall only be available to the locations and account numbers approved and identified in **Addendum A**. Account numbers of Customer and its affiliates, each of which is more than fifty percent (50.0%) owned by Customer, may be added or deleted only by mutual written agreement of Customer and UPS and require seven (7) business days notice to UPS to become effective. Customer is prohibited from reselling or offering Incentives to any other party without the prior written consent of UPS and failure to comply with this prohibition may result in immediate cancellation of this Agreement.

Customer acknowledges and agrees that the Incentives and the minimum rates in **Addendum B** are based on and derived from the most recently published UPS Daily Rates available at www.ups.com and are subject to change based on changes to such list rates. Each eligible package (or shipment) and accessorial will receive its applicable Incentive for the term of this Agreement. Incentives are applied on a weekly basis unless otherwise specified. Incentives shall be applied to prepaid outbound shipments unless otherwise noted. This Agreement will be subject to periodic review by UPS for Customer compliance.

Automation. Customer agrees to supply the UPS Service Provider with a hard copy summary manifest at the time that the packages are tendered to UPS for shipment and provide UPS with Timely Upload of electronic Package Level Detail ("PLD") in a form acceptable to UPS. PLD includes, but is not limited to, consignee's full name, complete delivery address, package weight and zone. Timely Upload is defined as the electronic transmission of PLD to UPS at the time the packages are tendered to UPS. Customer agrees to provide smart labels on all packages tendered to UPS. A smart label, as defined herein and described in the current UPS Guide to Labeling, which may be updated from time to time by UPS, includes, but is not limited to, a MaxiCode, Postal Bar Code, current UPS Routing Code, appropriate UPS Service Icon and a UPS 1Z Tracking Number Bar Code. Customer further agrees that all shipping locations will use a UPS OnLine or OnLine compatible shipping solution that is approved and authorized by UPS as such.

Payment Terms. Customer agrees to pay for all shipments in full within the time period required by UPS.

Service. All Services provided by UPS shall be pursuant to the UPS Rate and Service Guide and UPS Tariff/Terms and Conditions of Service in effect at the time of shipping, each of which are incorporated herein by reference and which may be subject to change without prior notice and which, together with this Agreement, are the entire agreement and understanding between Customer and UPS relating to the relationship under this Agreement, superseding all prior or contemporaneous agreements or understandings.

Confidentiality. Customer and UPS agree to maintain the confidentiality of this Agreement including its rates, terms and Incentives as well as any discussions during the Term concerning the meaning or application of such terms or any changes to them, or concerning a renewal of this Agreement or the negotiation of a new agreement including any new proposals provided by UPS to Customer ("Confidential Information") unless disclosure is required by law. Neither party shall post or publically display Confidential Information or share with any third party without written consent of the other party.

Offer Expiration and Prior Agreements. This offer is void if not accepted by October 13, 2017 ("Deadline"). Customer may accept Agreement by providing a duly signed copy of this Agreement to UPS by the Deadline. This Agreement supersedes all other agreements between the Customer and UPS regarding these Services. This Agreement is hereby signed and executed by authorized representatives of both parties.

Term. The Incentives contained in this Agreement take effect on the Monday following the signing of this Agreement or the Effective Date, whichever is later and continue until terminated by either party. Either party may terminate this Agreement at any time upon 30 days prior written notice to the other.

UPS
United Parcel Service Inc.
By: JOHN FEATHERMAN III
7C119E412AA645C...
Title: Senior Account Executive
325 W Houston St
Address: New York, NY 10014

Customer
Adafruit
DocuSigned by:
By: Mary Jungman
89FBEAC29178406
Title: Director of Mfg and Procrument
Address: _____

Date Signed: 9/20/2017 | 14:23:56 PDT

Date Signed: 9/20/2017 | 14:17:33 PDT

Effective Date: 09/30/2017



Addendum A

List of Account Numbers

Adafruit's UPS accounts identified below shall be included in the Agreement.

The following accounts shall have their activity committed and are eligible for incentives as specified in Addendum B:

ACCOUNT	NAME AND ADDRESS
----------------	-------------------------

Section 1 :

000071EY05	ADAFRUIT INDUSTRIES LLC 150 VARICK ST NEW YORK, NY 10013
0000A881T5	ADAFRUIT INDUSTRIES LLC-IMPORT 150 VARICK ST NEW YORK, NY 10013

The following accounts shall have their activity committed as specified in Addendum B:

ACCOUNT	NAME AND ADDRESS
----------------	-------------------------

Section 2:

08659186	ADAFRUIT INDUSTRIES LLC NEW YORK, NY 10013
----------	---

*If there is an account number for the same service included in another UPS agreement, such account number will be deemed deleted from such other agreement as of the effective date.

Addendum B Incentives



All incentives contained in this Addendum B apply to the UPS rates in effect at the time of shipment and shall be applied on a weekly basis unless otherwise specified. ¹

UPS Next Day Air[®] - Residential Delivery Surcharge - Incentives Off Effective Rates - 25.00%

UPS Next Day Air Saver[®] - Residential Delivery Surcharge - Incentives Off Effective Rates - 25.00%

UPS 2nd Day Air A.M.[®] - Residential Delivery Surcharge - Incentives Off Effective Rates - 25.00%

UPS 2nd Day Air[®] - Residential Delivery Surcharge - Incentives Off Effective Rates - 25.00%

UPS 3 Day Select[®] - Residential Delivery Surcharge - Incentives Off Effective Rates - 25.00%

UPS[®] Ground - Commercial Package - Prepaid^{FC TP UP RS RTP} - Incentives Off Effective Rates

Weight (lbs)	Zones									
	2	3	4	5	6	7	8	44	45	46
1 - 5	27.00%	27.00%	27.00%	27.00%	27.00%	27.00%	27.00%	27.00%	27.00%	27.00%
6 - 10	30.00%	30.00%	30.00%	30.00%	30.00%	30.00%	30.00%	30.00%	30.00%	30.00%
11 - 20	31.00%	31.00%	31.00%	31.00%	31.00%	31.00%	31.00%	31.00%	31.00%	31.00%
21 - 30	32.00%	32.00%	32.00%	32.00%	32.00%	32.00%	32.00%	32.00%	32.00%	32.00%
31 - 150	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%
151 and up	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%

Commitment levels for UPS[®] Ground - Commercial Package - Prepaid are at least \$11,972.84 in gross List Rates per week.

UPS[®] Ground - Residential Package - Prepaid^{FC TP RS RTP} - Incentives Off Effective Rates

Weight (lbs)	Zones									
	2	3	4	5	6	7	8	44	45	46
1 - 5	28.00%	28.00%	28.00%	28.00%	28.00%	28.00%	28.00%	28.00%	28.00%	28.00%
6 - 10	32.50%	32.50%	32.50%	32.50%	32.50%	32.50%	32.50%	32.50%	32.50%	32.50%
11 - 20	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%	33.00%
21 - 30	34.00%	34.00%	34.00%	34.00%	34.00%	34.00%	34.00%	34.00%	34.00%	34.00%
31 - 150	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%
151 and up	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%

Commitment levels for UPS[®] Ground - Residential Package - Prepaid Frt are at least \$25,342.87 in gross List Rates per week.

UPS[®] Ground - Residential Delivery Surcharge - Incentives Off Effective Rates - 45.00%

UPS Worldwide Express[®] - Export - Letter - Prepaid^{All} - Incentives Off Effective Rates

Zones											
81	82	84	901	902	903	904	905	906	907	908	909
53.00%	53.00%	53.00%	55.00%	45.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%
Zones											
911	912	913	920	921							
55.00%	55.00%	55.00%	45.00%	45.00%							

UPS Worldwide Express[®] - Export - Document - Prepaid^{All} - Incentives Off Effective Rates

Zones											
81	82	84	901	902	903	904	905	906	907	908	909
58.00%	58.00%	60.00%	62.00%	45.00%	62.00%	60.00%	59.00%	59.00%	62.00%	55.00%	61.00%
Zones											
911	912	913	920	921							
59.00%	59.00%	61.00%	45.00%	45.00%							

UPS Worldwide Express[®] - Export - Package - Prepaid^{All} - Incentives Off Effective Rates

Weight (lbs)	Zones											
	81	82	84	901	902	903	904	905	906	907	908	909
0 - 10	58.00%	58.00%	60.00%	62.00%	45.00%	62.00%	60.00%	59.00%	59.00%	62.00%	55.00%	61.00%
11 - 150	60.00%	60.00%	60.00%	60.00%	45.00%	60.00%	60.00%	58.00%	59.00%	62.00%	55.00%	60.00%
151 and up	60.00%	60.00%	57.00%	59.00%	45.00%	59.00%	59.00%	57.00%	59.00%	62.00%	55.00%	59.00%

Weight (lbs)	Zones				
	911	912	913	920	921
0 - 10	59.00%	59.00%	61.00%	45.00%	45.00%
11 - 150	59.00%	59.00%	60.00%	45.00%	45.00%
151 and up	59.00%	59.00%	59.00%	45.00%	45.00%

UPS Worldwide Express® - Export - Pak - Prepaid^{All} - Incentives Off Effective Rates

Zones											
81	82	84	901	902	903	904	905	906	907	908	909
56.00%	56.00%	56.00%	55.00%	45.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%

Zones				
911	912	913	920	921
55.00%	55.00%	55.00%	45.00%	45.00%

UPS Worldwide Express® - Export - Residential Surcharge - Incentives Off Effective Rates

Zones											
84	901	902	903	904	905	906	907	908	909	911	912
50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%

Zones		
913	920	921
50.00%	50.00%	50.00%

UPS Worldwide Saver® - Export - Letter - Prepaid^{All} - Incentives Off Effective Rates

Zones											
401	402	403	404	405	406	407	408	409	411	412	413
55.00%	45.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%

Zones				
420	421	481	482	484
45.00%	45.00%	53.00%	53.00%	53.00%

UPS Worldwide Saver® - Export - Document - Prepaid^{All} - Incentives Off Effective Rates

Zones											
401	402	403	404	405	406	407	408	409	411	412	413
62.00%	45.00%	62.00%	60.00%	59.00%	59.00%	62.00%	55.00%	62.00%	59.00%	59.00%	61.00%

Zones				
420	421	481	482	484
45.00%	45.00%	58.00%	58.00%	60.00%

UPS Worldwide Saver® - Export - Package - Prepaid^{All} - Incentives Off Effective Rates

Weight (lbs)	Zones											
	401	402	403	404	405	406	407	408	409	411	412	413
0 - 10	62.00%	45.00%	62.00%	60.00%	59.00%	59.00%	62.00%	55.00%	62.00%	59.00%	59.00%	61.00%
11 - 150	62.00%	45.00%	62.00%	60.00%	59.00%	59.00%	62.00%	55.00%	62.00%	59.00%	59.00%	61.00%
151 and up	60.00%	45.00%	60.00%	60.00%	58.00%	59.00%	62.00%	55.00%	60.00%	59.00%	59.00%	60.00%

Weight (lbs)	Zones				
	420	421	481	482	484
0 - 10	45.00%	45.00%	58.00%	58.00%	60.00%
11 - 150	45.00%	45.00%	60.00%	60.00%	60.00%
151 and up	45.00%	45.00%	60.00%	60.00%	57.00%

UPS Worldwide Saver® - Export - Pak - Prepaid^{All} - Incentives Off Effective Rates

Zones											
401	402	403	404	405	406	407	408	409	411	412	413
55.00%	45.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%	55.00%

Zones				
420	421	481	482	484
45.00%	45.00%	56.00%	56.00%	56.00%

UPS Worldwide Saver® - Export - Residential Surcharge - Incentives Off Effective Rates

Zones											
401	402	403	404	405	406	407	408	409	411	412	413
50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%

Zones		
420	421	484
50.00%	50.00%	50.00%

UPS Worldwide Expedited® - Export - Document - Prepaid^{All} - Incentives Off Effective Rates

Zones											
71	72	74	601	602	603	604	605	606	607	608	609
58.00%	58.00%	60.00%	62.00%	45.00%	62.00%	60.00%	58.00%	58.00%	62.00%	55.00%	62.00%

Zones											
611	612	613	620	621	631	632	633	634	635	636	637
58.00%	58.00%	60.00%	45.00%	45.00%	62.00%	45.00%	62.00%	60.00%	58.00%	58.00%	62.00%

Zones				
638	639	641	642	643
55.00%	62.00%	58.00%	58.00%	60.00%

UPS Worldwide Expedited® - Export - Package - Prepaid^{All} - Incentives Off Effective Rates

Weight (lbs)	Zones											
	71	72	74	601	602	603	604	605	606	607	608	609
0 - 10	58.00%	58.00%	60.00%	62.00%	45.00%	62.00%	60.00%	58.00%	58.00%	62.00%	55.00%	62.00%
11 - 150	57.00%	57.00%	60.00%	60.00%	45.00%	60.00%	60.00%	57.00%	57.00%	62.00%	55.00%	60.00%
151 and up	56.00%	57.00%	57.00%	59.00%	45.00%	59.00%	54.00%	50.00%	50.00%	60.00%	55.00%	56.00%

Weight (lbs)	Zones											
	611	612	613	620	621	631	632	633	634	635	636	637
0 - 10	58.00%	58.00%	60.00%	45.00%	45.00%	62.00%	45.00%	62.00%	60.00%	58.00%	58.00%	62.00%
11 - 150	57.00%	58.00%	60.00%	45.00%	45.00%	60.00%	45.00%	60.00%	60.00%	57.00%	57.00%	62.00%
151 and up	50.00%	55.00%	53.00%	45.00%	45.00%	59.00%	45.00%	59.00%	54.00%	50.00%	50.00%	60.00%

Weight (lbs)	Zones				
	638	639	641	642	643
0 - 10	55.00%	62.00%	58.00%	58.00%	60.00%
11 - 150	55.00%	60.00%	57.00%	58.00%	60.00%
151 and up	55.00%	56.00%	50.00%	55.00%	53.00%

UPS Worldwide Expedited® - Export - Residential Surcharge - Incentives Off Effective Rates

Zones											
74	601	602	603	604	605	606	607	608	609	611	612
50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%

Zones											
613	620	621	631	632	633	634	635	636	637	638	639
50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%

Zones		
641	642	643
50.00%	50.00%	50.00%

UPS Worldwide Express® - Import - Letter - Freight Collect^{All} - Incentives Off Effective Rates

Zones
ALL
35.00%

Origin Country	Zone	Incentives
China, People's Republic of	ALL	45.00%

Origin Country	Zone	Incentives
Hong Kong	ALL	45.00%
Japan	ALL	45.00%
Taiwan	ALL	45.00%
United Kingdom	ALL	45.00%

UPS Worldwide Express® - Import - Document - Freight Collect^{All} - Incentives Off Effective Rates

Zones
ALL
35.00%

Origin Country	Zone	Incentives
China, People's Republic of	ALL	45.00%
Hong Kong	ALL	45.00%
Japan	ALL	45.00%
Switzerland	ALL	45.00%
Taiwan	ALL	45.00%
United Kingdom	ALL	45.00%

UPS Worldwide Express® - Import - Package - Freight Collect^{All} - Incentives Off Effective Rates - 35.00%**UPS Worldwide Express® - Import - Package - Freight Collect^{All}**

Origin Country	Zone	Weight (lbs)	Incentives
China, People's Republic of	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	47.00%
Hong Kong	ALL	0 - 100	57.00%
		101 - 2,000	53.00%
		2,001 and up	43.00%
Japan	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	45.00%
Switzerland	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	45.00%
Taiwan	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	45.00%
United Kingdom	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	45.00%

UPS Worldwide Saver® - Import - Letter - Freight Collect^{All} - Incentives Off Effective Rates**UPS Worldwide Saver® - Import - Document - Freight Collect^{All} - Incentives Off Effective Rates**

Zones
ALL
35.00%

Origin Country	Zone	Incentives
China, People's Republic of	ALL	45.00%
Hong Kong	ALL	45.00%
Japan	ALL	45.00%
Switzerland	ALL	45.00%
Taiwan	ALL	45.00%
United Kingdom	ALL	45.00%

UPS Worldwide Saver® - Import - Package - Freight Collect^{All} - Incentives Off Effective Rates - 35.00%

UPS Worldwide Saver® - Import - Package - Freight Collect^{All}

Origin Country	Zone	Weight (lbs)	Incentives
China, People's Republic of	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	47.00%
Hong Kong	ALL	0 - 100	57.00%
		101 - 2,000	53.00%
		2,001 and up	43.00%
Japan	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	45.00%
Switzerland	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	45.00%
Taiwan	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	45.00%
United Kingdom	ALL	0 - 100	57.00%
		101 - 2,000	55.00%
		2,001 and up	45.00%

UPS Worldwide Expedited® - Import - Document - Freight Collect^{All} - Incentives Off Effective Rates

Zones
ALL
35.00%

Origin Country	Zone	Incentives
China, People's Republic of	ALL	50.00%
Hong Kong	ALL	50.00%
Japan	ALL	50.00%
Switzerland	ALL	50.00%
Taiwan	ALL	50.00%
United Kingdom	ALL	50.00%

UPS Worldwide Expedited® - Import - Package - Freight Collect^{All} - Incentives Off Effective Rates - 30.00%**UPS Worldwide Expedited® - Import - Package - Freight Collect^{All}**

Origin Country	Zone	Weight (lbs)	Incentives
China, People's Republic of	ALL	0 - 100	56.00%
		101 - 2,000	54.00%
		2,001 and up	51.00%
Hong Kong	ALL	0 - 100	53.00%
		101 - 2,000	50.00%
		2,001 and up	45.00%
Japan	ALL	0 - 100	53.00%
		101 - 2,000	53.00%
		2,001 and up	45.00%
Switzerland	ALL	0 - 100	53.00%
		101 - 2,000	53.00%
		2,001 and up	45.00%
Taiwan	ALL	0 - 100	53.00%
		101 - 2,000	53.00%
		2,001 and up	45.00%
United Kingdom	ALL	0 - 100	53.00%
		101 - 2,000	53.00%

Origin Country	Zone	Weight (lbs)	Incentives
		2,001 and up	45.00%

Export - Disbursement Fee^{EFD}

UPS will apply the following discounted rates on the applicable *sending* rates effective from August 5, 2017 to June 22, 2047.

For each shipment in which UPS processes Duties and or Taxes on behalf of the Customer, Customer agrees to pay the greater of the Disbursement Fee or the Minimum Charge below.

Disbursement Fee: 75.00% Off Published Charge per Shipment.

Shipment Minimum: 75.00% Off Per Shipment

Disbursement Fee^{CD}

UPS will apply the following discounted rates on the applicable *receiving* rates effective from August 5, 2017 to June 22, 2047.

For each shipment in which UPS advances Duties and or Taxes on behalf of the Consignee, Consignee agrees to pay the greater of the Disbursement Fee or the Minimum Charge below.

Disbursement Fee: 75.00% Off Published Charge per Shipment.

Shipment Minimum: 75.00% Off Per Shipment

Portfolio Tier Incentive

Each eligible package will receive an incentive per the following schedule based on a 52 week rolling average of eligible package charges invoiced to customer. The band determination is based on the average published charges per week for eligible services (excluding accessorials and surcharges, unless otherwise specified). The incentives will be administered on a weekly basis.

Service(s)	Weekly Charges Bands - (\$)					
	0.01 - 112,469.99	112,470.00 - 135,579.99	135,580.00 - 149,449.99	149,450.00 - 213,049.99	213,050.00 - 252,094.99	252,095.00 and up
UPS Next Day Air [®] - Letter - Prepaid Frt ^{FC TP UP RS RTP}	0.00%	48.70%	59.50%	65.00%	66.00%	67.00%
UPS Next Day Air [®] - Package - Prepaid Frt ^{FC TP UP RS RTP}	0.00%	48.70%	59.50%	65.00%	66.00%	67.00%
UPS Next Day Air Saver [®] - Letter - Prepaid Frt ^{FC TP UP}	0.00%	48.70%	59.50%	65.00%	66.00%	67.00%
UPS Next Day Air Saver [®] - Package - Prepaid Frt ^{FC TP UP}	0.00%	48.70%	59.50%	65.00%	66.00%	67.00%
UPS 2nd Day Air A.M. [®] - Commercial Letter - Prepaid ^{FC TP UP}	0.00%	46.00%	51.00%	55.00%	56.00%	57.00%
UPS 2nd Day Air A.M. [®] - Commercial Package - Prepaid ^{FC TP UP}	0.00%	46.00%	54.00%	55.00%	56.00%	57.00%
UPS 2nd Day Air [®] - Letter - Prepaid Frt ^{FC TP UP RS RTP}	0.00%	46.00%	51.00%	55.00%	56.00%	57.00%
UPS 2nd Day Air [®] - Package - Prepaid Frt ^{FC TP UP RS RTP}	0.00%	46.00%	54.00%	55.00%	56.00%	57.00%
UPS 3 Day Select [®] - Package - Prepaid Frt ^{FC TP UP RS RTP}	0.00%	41.00%	48.50%	50.00%	51.00%	52.00%
UPS [®] Ground - Commercial Package - Prepaid ^{FC TP UP RS RTP}	0.00%	11.00%	14.70%	15.00%	16.00%	17.00%
UPS [®] Ground - Residential Package - Prepaid Frt ^{FC TP RS RTP}	0.00%	7.10%	9.50%	10.00%	10.50%	11.00%
UPS Worldwide Express [®] - Export - Letter - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Express [®] - Export - Document - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Express [®] - Export - Package - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Express [®] - Export - Pak - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Saver [®] - Export - Letter - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Saver [®] - Export - Document - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Saver [®] - Export - Package - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Saver [®] - Export - Pak - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%

Service(s)	Weekly Charges Bands - (\$)					
	0.01 - 112,469.99	112,470.00 - 135,579.99	135,580.00 - 149,449.99	149,450.00 - 213,049.99	213,050.00 - 252,094.99	252,095.00 and up
UPS Worldwide Expedited [®] - Export - Document - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Expedited [®] - Export - Package - Prepaid ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS [®] Standard to Canada - Export - Package - Prepaid ^{All}	0.00%	5.00%	10.00%	16.00%	17.00%	18.00%
UPS Worldwide Express [®] - Import - Letter - Freight Collect ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Express [®] - Import - Document - Freight Collect ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Express [®] - Import - Package - Freight Collect ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Saver [®] - Import - Letter - Freight Collect ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Saver [®] - Import - Document - Freight Collect ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Saver [®] - Import - Package - Freight Collect ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Expedited [®] - Import - Document - Freight Collect ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS Worldwide Expedited [®] - Import - Package - Freight Collect ^{All}	0.00%	5.00%	15.00%	20.00%	20.50%	21.00%
UPS [®] Standard from Canada - Import - Package - Freight Collect ^{All}	0.00%	5.00%	10.00%	16.00%	17.00%	18.00%

For the first 4 week(s) of this agreement, discounts per the schedule for eligible services will be applied based on published charges per week of \$191,391.13.

After the first 4 week(s) of this agreement, average weekly published charges per week will be based on week 4 through the week prior to the current billing week not to exceed 52 week(s). Average weekly published charges per week is defined as the revenue from eligible and committed services for the given time period divided by the number of week(s) in the time period.

The following products will be included in determining the appropriate bands of the customer: Service(s) listed in Group(s) *All Small Package Freight, All International Import, All UPS Freight, All UPS Ground with Freight Pricing** of the Committed Services section at the end of the Addendum B.

For the purposes of determining the appropriate band of the customer, UPS will consider activity by the account numbers specified in Addendum A, Section 2.

Minimum Net Charge

For each shipment, Customer agrees to pay the greater of the (a) net shipment charge based on the above incentives or (b) the minimum net shipment charge. When applicable, Minimum net shipment charge is calculated by deducting the applicable percent off (by zone) in the table below from the published list rate for the respective service.

Service: UPS Worldwide Express [®] - Export - Document - Prepaid ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
081	082	084	901	902	903	904	905	906	907	908	909	911	912	913
-78.00%	-78.00%	-80.00%	-82.00%	-70.00%	-82.00%	-80.00%	-78.00%	-79.00%	-82.00%	-75.00%	-81.00%	-79.00%	-79.00%	-81.00%
(Continued)														
920	921													
-65.00%	-65.00%													

Service: UPS Worldwide Express [®] - Export - Package - Prepaid ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
081	082	084	901	902	903	904	905	906	907	908	909	911	912	913
-78.00%	-78.00%	-80.00%	-82.00%	-70.00%	-82.00%	-80.00%	-78.00%	-79.00%	-82.00%	-75.00%	-81.00%	-79.00%	-79.00%	-81.00%
(Continued)														
920	921													
-65.00%	-65.00%													

Service: UPS Worldwide Express [®] - Export - Pak - Prepaid ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
081	082	084	901	902	903	904	905	906	907	908	909	911	912	913
-75.00%	-75.00%	-76.00%	-75.00%	-65.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%

(Continued)	
920	921
-65.00%	-65.00%

Service: UPS Worldwide Saver® - Export - Document - Prepaid ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
401	402	403	404	405	406	407	408	409	411	412	413	420	421	481
-82.00%	-70.00%	-82.00%	-80.00%	-78.00%	-79.00%	-82.00%	-75.00%	-81.00%	-79.00%	-79.00%	-81.00%	-65.00%	-65.00%	-78.00%

(Continued)	
482	484
-78.00%	-80.00%

Service: UPS Worldwide Saver® - Export - Package - Prepaid ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
401	402	403	404	405	406	407	408	409	411	412	413	420	421	481
-82.00%	-70.00%	-82.00%	-80.00%	-78.00%	-79.00%	-82.00%	-75.00%	-81.00%	-79.00%	-79.00%	-81.00%	-65.00%	-65.00%	-78.00%

(Continued)	
482	484
-78.00%	-80.00%

Service: UPS Worldwide Saver® - Export - Pak - Prepaid ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
401	402	403	404	405	406	407	408	409	411	412	413	420	421	481
-75.00%	-65.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-75.00%	-65.00%	-65.00%	-75.00%

(Continued)	
482	484
-75.00%	-76.00%

Service: UPS Worldwide Expedited® - Export - Document - Prepaid ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
071	072	074	601	602	603	604	605	606	607	608	609	611	612	613
-78.00%	-78.00%	-80.00%	-82.00%	-65.00%	-82.00%	-80.00%	-78.00%	-78.00%	-79.00%	-75.00%	-82.00%	-78.00%	-78.00%	-80.00%

(Continued)													
620	621	631	632	633	634	635	636	637	638	639	641	642	643
-65.00%	-65.00%	-82.00%	-65.00%	-82.00%	-80.00%	-78.00%	-78.00%	-79.00%	-75.00%	-82.00%	-78.00%	-78.00%	-80.00%

Service: UPS Worldwide Expedited® - Export - Package - Prepaid ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
071	072	074	601	602	603	604	605	606	607	608	609	611	612	613
-78.00%	-78.00%	-80.00%	-82.00%	-65.00%	-82.00%	-80.00%	-78.00%	-78.00%	-79.00%	-75.00%	-82.00%	-78.00%	-78.00%	-80.00%

(Continued)													
620	621	631	632	633	634	635	636	637	638	639	641	642	643
-65.00%	-65.00%	-82.00%	-65.00%	-82.00%	-80.00%	-78.00%	-78.00%	-79.00%	-75.00%	-82.00%	-78.00%	-78.00%	-80.00%

Service: UPS® Standard to Canada - Export - Package - Prepaid ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)					
051	052	053	054	055	056
0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

Service: UPS Worldwide Express® - Import - Document - Freight Collect ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)													
91	94	951	952	953	954	955	956	957	958	959	961	962	963
-55.00%	-55.00%	-65.00%	-55.00%	-65.00%	-65.00%	-55.00%	-55.00%	-55.00%	-55.00%	-65.00%	-55.00%	-65.00%	-65.00%

(Continued)	
970	971
-55.00%	-55.00%

Service: UPS Worldwide Express® - Import - Package - Freight Collect ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)													
91	94	951	952	953	954	955	956	957	958	959	961	962	963
-55.00%	-55.00%	-65.00%	-55.00%	-65.00%	-65.00%	-55.00%	-55.00%	-55.00%	-55.00%	-65.00%	-55.00%	-65.00%	-65.00%

(Continued)	
970	971
-55.00%	-55.00%

Service: UPS Worldwide Saver® - Import - Document - Freight Collect ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)													
451	452	453	454	455	456	457	458	459	461	462	463	470	471
-60.00%	-55.00%	-60.00%	-60.00%	-55.00%	-55.00%	-55.00%	-55.00%	-60.00%	-55.00%	-60.00%	-60.00%	-55.00%	-55.00%
(Continued)													
491	494												
-55.00%	-55.00%												

Service: UPS Worldwide Saver® - Import - Package - Freight Collect ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)													
451	452	453	454	455	456	457	458	459	461	462	463	470	471
-60.00%	-55.00%	-60.00%	-60.00%	-55.00%	-55.00%	-55.00%	-55.00%	-60.00%	-55.00%	-60.00%	-60.00%	-55.00%	-55.00%
(Continued)													
491	494												
-55.00%	-55.00%												

Service: UPS Worldwide Expedited® - Import - Document - Freight Collect ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
61	64	651	652	653	654	655	656	657	658	659	661	662	663	670
-50.00%	-50.00%	-60.00%	-50.00%	-60.00%	-60.00%	-50.00%	-50.00%	-50.00%	-50.00%	-60.00%	-50.00%	-60.00%	-60.00%	-50.00%
(Continued)														
671	681	682	683	684	685	686	687	688	689	691	692	693		
-50.00%	-60.00%	-50.00%	-60.00%	-60.00%	-50.00%	-50.00%	-50.00%	-50.00%	-60.00%	-50.00%	-60.00%	-60.00%		

Service: UPS Worldwide Expedited® - Import - Package - Freight Collect ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)														
61	64	651	652	653	654	655	656	657	658	659	661	662	663	670
-50.00%	-50.00%	-60.00%	-50.00%	-60.00%	-60.00%	-50.00%	-50.00%	-50.00%	-50.00%	-60.00%	-50.00%	-60.00%	-60.00%	-50.00%
(Continued)														
671	681	682	683	684	685	686	687	688	689	691	692	693		
-50.00%	-60.00%	-50.00%	-60.00%	-60.00%	-50.00%	-50.00%	-50.00%	-50.00%	-60.00%	-50.00%	-60.00%	-60.00%		

Service: UPS® Standard from Canada - Import - Package - Freight Collect ^{All} - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)		
376	378	380
0.00%	0.00%	0.00%

Service	Minimum Per	Zone	Base Rate	Adjustment
UPS Next Day Air® - Letter - Prepaid Frt ^{FC TP UP RS RTP}	Letter	ALL	UPS Next Day Air® Zone 102	-12.62
UPS Next Day Air® - Package - Prepaid Frt ^{FC TP UP RS RTP}	Package	ALL	UPS Next Day Air® Zone 102 1 lb	-15.34
UPS Next Day Air Saver® - Letter - Prepaid Frt ^{FC TP UP}	Letter	ALL	UPS Next Day Air Saver® Zone 132	-11.40
UPS Next Day Air Saver® - Package - Prepaid Frt ^{FC TP UP}	Package	ALL	UPS Next Day Air Saver® Zone 132 1 lb	-13.11
UPS 2nd Day Air A.M.® - Commercial Letter - Prepaid ^{FC TP UP}	Letter	ALL	UPS 2nd Day Air A.M.® Zone 242	-7.70
UPS 2nd Day Air A.M.® - Commercial Package - Prepaid ^{FC TP UP}	Package	ALL	UPS 2nd Day Air A.M.® Zone 242 1 lb	-7.70
UPS 2nd Day Air® - Letter - Prepaid Frt ^{FC TP UP RS RTP}	Letter	ALL	UPS 2nd Day Air® Zone 202	-6.90
UPS 2nd Day Air® - Package - Prepaid Frt ^{FC TP UP RS RTP}	Package	ALL	UPS 2nd Day Air® Zone 202 1 lb	-6.90
UPS 3 Day Select® - Package - Prepaid Frt ^{FC TP UP RS RTP}	Package	ALL	UPS 3 Day Select® Zone 302 1 lb	-1.50
UPS® Ground - Commercial Package - Prepaid ^{FC TP UP RS RTP}	Package	ALL	UPS Ground Zone 002 1 lb	-0.60
UPS® Ground - Residential Package - Prepaid Frt ^{FC TP RS RTP}	Package	ALL	UPS Ground Zone 002 1 lb	-0.60

Accessorials	Incentives
Domestic - Custom Delivery Confirmation Signature Response - Non	33.00% Off Effective Rates

Accessorials	Incentives
Compliant	
Domestic - Custom Delivery Confirmation - Adult Signature Required	33.00% Off Effective Rates
Domestic - Custom Delivery Confirmation - Adult Signature Required - Non Compliant	33.00% Off Effective Rates
Domestic - Delivery Confirmation Signature Required - Residential	33.00% Off Effective Rates
Export - Duty and Tax Forwarding Surcharge	100.00% Off Effective Rates

Committed Services:

All Small Package Freight: Domestic and Export transportation charges from the following: Letter, Document, Package, Pallet, or Hundredweight prepaid, Freight Collect, Third Party, Consignee Billing, World Ease, Consolidated Clearance, Return Services or ARS will be used to determine the customer's incentive levels: Next Day Air Early; Next Day Air; Next Day Air Saver, 2nd Day Air A.M.; 2nd Day Air; 3 Day Select; US Ground; US Export Worldwide Express / Express Plus (Excluding 10 kg and 25 kg box); US Export Worldwide Saver (Excluding 10 kg and 25 kg box); Export Worldwide Express Freight, US Export Worldwide Expedited; UPS Standard.

All International Import: Import transportation charges from the following: Letter, Document, Package or Pallet, Single-Piece or Multi-Piece, Freight Collect, Third Party, Consignee Billing, World Ease, Consolidated Clearance or Return Services will be used to determine the customer's incentive levels: US Import Worldwide Express Plus; US Import Worldwide Express NA1 (Excluding 10 kg and 25 kg box); US Import Worldwide Express / Express Plus (Excluding 10 kg and 25 kg box); Import Worldwide Express Freight, US Import Worldwide Saver (Excluding 10 kg and 25 kg box); US Import Worldwide Expedited; Import Worldwide Standard; US Import 3 Day Select from Canada; US Import Standard.

All UPS Freight³: The following prepaid, freight collect, third party net transportation charges will be used to determine the customer's incentive levels: UPS Freight LTL, UPS Freight LTL Guaranteed A.M., UPS Freight LTL Guaranteed, UPS Freight LTL Urgent.

All UPS Ground with Freight Pricing: The following service(s) will be used to determine the band of the customer: UPS Ground with Freight Pricing.

Electronic PLD Bonus

The incentives detailed earlier in this Agreement include an Electronic PLD bonus up to the amount defined in the table below. Shipments tendered via non-Electronic PLD will not receive this bonus. At no point will non-application of the bonus result in net rates that exceed the published rates in effect at the time of shipment. The bonus will be applicable to all shipments paid for by accounts in this agreement.

Service(s)	Electronic PLD Bonus
UPS Next Day Air [®] - Letter - Prepaid Frt	10.00%
UPS Next Day Air [®] - Package - Prepaid Frt	10.00%
UPS Next Day Air Saver [®] - Letter - Prepaid Frt	10.00%
UPS Next Day Air Saver [®] - Package - Prepaid Frt	10.00%
UPS 2nd Day Air A.M. [®] - Commercial Letter - Prepaid	10.00%
UPS 2nd Day Air A.M. [®] - Commercial Package - Prepaid	10.00%
UPS 2nd Day Air [®] - Letter - Prepaid Frt	10.00%
UPS 2nd Day Air [®] - Package - Prepaid Frt	10.00%
UPS 3 Day Select [®] - Package - Prepaid Frt	10.00%
UPS [®] Ground - Commercial Package - Prepaid	5.00%
UPS [®] Ground - Residential Package - Prepaid Frt	5.00%
UPS Worldwide Express [®] - Export - Letter - Prepaid	10.00%
UPS Worldwide Express [®] - Export - Document - Prepaid	10.00%
UPS Worldwide Express [®] - Export - Package - Prepaid	10.00%
UPS Worldwide Express [®] - Export - Pak - Prepaid	10.00%
UPS Worldwide Saver [®] - Export - Letter - Prepaid	10.00%
UPS Worldwide Saver [®] - Export - Document - Prepaid	10.00%
UPS Worldwide Saver [®] - Export - Package - Prepaid	10.00%
UPS Worldwide Saver [®] - Export - Pak - Prepaid	10.00%
UPS Worldwide Expedited [®] - Export - Document - Prepaid	10.00%
UPS Worldwide Expedited [®] - Export - Package - Prepaid	10.00%
UPS [®] Standard to Canada - Export - Package - Prepaid	10.00%
UPS Worldwide Express [®] - Import - Letter - Freight Collect	10.00%
UPS Worldwide Express [®] - Import - Document - Freight	10.00%

Service(s)	Electronic PLD Bonus
Collect	
UPS Worldwide Express® - Import - Package - Freight Collect	10.00%
UPS Worldwide Saver® - Import - Letter - Freight Collect	10.00%
UPS Worldwide Saver® - Import - Document - Freight Collect	10.00%
UPS Worldwide Saver® - Import - Package - Freight Collect	10.00%
UPS Worldwide Expedited® - Import - Document - Freight Collect	10.00%
UPS Worldwide Expedited® - Import - Package - Freight Collect	10.00%
UPS® Standard from Canada - Import - Package - Freight Collect	10.00%

The following methods of providing UPS shipment information will be considered non-electronic for this agreement: Manifest Key Entered, Manifest Summary, Hundredweight Shipping Document, Paper Waybill, Air Shipping Document, Shipping Record (SRB/SRM), Consignee Billing Paper Books. All other shipment information will be considered electronic PLD.

Notes:

- Incentives are based on and derived from the most recently published Daily Rates and adjusted periodically pursuant to the terms and conditions of the Carrier Agreement. Updated rate charts will be made available to Customer by contacting your UPS account executive.
 - For UPS Freight services, the rolling average used to calculate the tier band will be based on net transportation charges that will be one week behind the small package net transportation charges used to calculate the tier.
- ^{All} Includes all available billing options and return services with the exception of WorldEase, Consolidated Clearance and ARS services. Please refer to the UPS Tariff/Terms and Conditions for additional information on available billing options.
- ^{FC} The incentives will be extended to Freight Collect Shipments and Undeliverable Packages Freight Collect where applicable for the zones listed.
- ^{TP} The incentives will be extended to Third Party Shipments and Undeliverable Packages Third Party where applicable for the zones listed.
- ^{UP} Undeliverable Packages will be returned as specified in the UPS Terms and Conditions. Any incentives in effect at the time of shipment for the service in which an undeliverable package is shipped will be applied to the undeliverable package.
- ^{RS} The incentives will be extended to Return Services where applicable for the zones listed.
- ^{RTP} The incentives will be extended to Third Party Return Services where applicable for the zones listed.
- * UPS Ground with Freight Pricing is committed based on net transportation charges.
- ^{CD} Incentive applicable to charges assessed the consignee in the event that the consignee does not have incentives for the specified fee. Not available to all countries. For a current list of available countries visit http://www.ups.com/media/en/brokerage_incent.pdf