

## Carrier Agreement- Draft



This Agreement ("Agreement") is made and entered into by and between Mon Cheri ("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](http://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.

**Force Majeure.** Neither party shall be liable for delays, breach or nonperformance of this Agreement occasioned by fire, flood, explosions, riots, acts of terrorism, acts of war, civil disturbances, strikes, lockouts, mass absenteeism, slowdowns, power failures or shortages, breakdowns, accidents, governmental restrictions, orders or regulations, failure of transportation or communication facilities, acts of God or other similar causes beyond the reasonable control of such party (each, a "Force Majeure"). The Force Majeure shall be remedied, if possible, as soon as practicable. In the event of a Force Majeure which prohibits or delays UPS's performance under this Agreement, Customer shall be free to purchase elsewhere those Services that UPS is unable to provide. Should any of the aforementioned Force Majeure events occur, UPS will adjust the Customer's average weekly revenue, for tier determination purposes, to account for those days, but only those days, in which the interruption actually occurred.

**Payment Terms.** Customer agrees to pay for all shipments in full within the time period required by UPS. For Accounts designated on Addendum A, Incentives are conditioned on payment by Electronic Funds Transfer or Check

**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 March 26, 2020 ("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.

## Addendum A- Draft List of Account Numbers



Mon Cheri'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 the Addendum B:

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
<b>Section 1 :</b>		
000004865E <sup>1</sup>	MON CHERI-INT DOM BILL 135 WALTERS AVE EWING, NJ 08638	
00000486V3 <sup>1</sup>	SOPHIA TOLLI, LLC 135 WALTERS AVE EWING, NJ 08638	06
00000486YV <sup>1</sup>	MON CHERI 135 WALTERS AVE EWING, NJ 08638	06
000008078E	MON CHERI 1018 WHITEHEAD ROAD EXT EWING, NJ 08638	06
00002EW488	TONY BOWLS FOR MON CHERI LLC 141 W 36TH ST NEW YORK, NY 10018	06
00003015Y4 <sup>1</sup>	THE PERFECT DRESS 139 WALTERS AVE EWING TWP, NJ 08638	
000030Y72W <sup>1</sup>	THE PERFECT DRESS 139 WALTERS AVE EWING, NJ 08638	
0000586EX1 <sup>1</sup>	ARIANA VARA 1018 WHITEHEAD RD EWING, NJ 08638	
00005FW062 <sup>1</sup>	SOPHIA TOLLI, LLC 1018 WHITEHEAD ROAD EXT EWING, NJ 08638	06
00005X223F <sup>1</sup>	MON CHERI 1018 WHITEHEAD ROAD EXT TRENTON, NJ 08638	
000063EE99	KEEPCAKE LLC 1018 WHITEHEAD ROAD EXT TRENTON, NJ 08638	
000082463W	MON CHERI 1018 WHITEHEAD ROAD EXTENSION TRENTON, NJ 08638	06
0000847V3E	DAPHNEDRESSES.COM 2438 PASQUALONE BLVD BENSALEM, PA 19020	
000091F8E6	GOLDEN ASP, INC. 2438 PASQUALONE BLVD BENSALEM, PA 19020	
0000E007R7	COLETTE 1018 WHITEHEAD RD EXT EWING, NJ 08638	06
0000E5F954	MON CHERI 1018 WHITEHEAD ROAD EXT	

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
	EWING, NJ 08638	
0000V47A33	MON CHERI-INT DOM BILL 1018 WHITEHEAD ROAD EXT EWING, NJ 08638	
0000V47E03 <sup>1</sup>	SOPHIA TOLLI-INT DOM BILL 1018 WHITEHEAD ROAD EXT EWING, NJ 08638	

Note: 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.

\*\* The commodity tier displayed is for Hundredweight outbound prepaid. For other Hundredweight Billing Options (third party, freight collect and consignee billing) please refer to the Hundredweight Service Contract Agreement. UPS Hundredweight rates and incentives will only apply to UPS accounts with an active Hundredweight Tier (01-07). The stated commodity tier set forth in this Addendum supersedes the commodity tier set forth in any existing Hundredweight Service Contract Agreement between the parties.

UPS Hundredweight rates and incentives will only apply to UPS accounts with an active Hundredweight Tier (01-07).

1. Incentives require payment by Electronic Funds Transfer or check.

## Addendum B- Draft 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. <sup>1</sup>

### UPS® Ground - Commercial Package - Prepaid<sup>FC TP UP RS RTP</sup> - Incentives Off Effective Rates

Weight (lbs)	Zones									
	2	3	4	5	6	7	8	44	45	46
1 - 5	14.00%	14.00%	14.00%	14.00%	14.00%	14.00%	14.00%	14.00%	14.00%	14.00%
6 - 10	17.00%	17.00%	17.00%	17.00%	17.00%	17.00%	17.00%	17.00%	17.00%	17.00%
11 - 20	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%
21 - 30	23.00%	23.00%	23.00%	23.00%	23.00%	23.00%	23.00%	23.00%	23.00%	23.00%
31 - 150	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%
151 and up	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%

Commitment levels for UPS® Ground - Commercial Package - Prepaid are at least \$11,239.56 in gross List Rates per week.

### UPS® Ground - Residential Package - Prepaid Frt<sup>FC TP RS RTP</sup> - Incentives Off Effective Rates

Weight (lbs)	Zones									
	2	3	4	5	6	7	8	44	45	46
1 - 5	12.00%	12.00%	12.00%	12.00%	12.00%	12.00%	12.00%	12.00%	12.00%	12.00%
6 - 10	15.00%	15.00%	15.00%	15.00%	15.00%	15.00%	15.00%	15.00%	15.00%	15.00%
11 - 20	18.00%	18.00%	18.00%	18.00%	18.00%	18.00%	18.00%	18.00%	18.00%	18.00%
21 - 30	21.00%	21.00%	21.00%	21.00%	21.00%	21.00%	21.00%	21.00%	21.00%	21.00%
31 - 150	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%
151 and up	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%	24.00%

Commitment levels for UPS® Ground - Residential Package - Prepaid Frt are at least \$539.08 in gross List Rates per week.

### UPS Worldwide Express® - Export - Letter - Prepaid<sup>All</sup> - Incentives Off Effective Rates

### UPS Worldwide Express® - Export - Document - Prepaid<sup>All</sup> - Incentives Off Effective Rates

Zones												
81	82	84	901	902	903	904	905	906	907	908	909	
57.00%	57.00%	57.00%	57.00%	50.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%
Zones												
911	912	913	920	921								
57.00%	57.00%	57.00%	50.00%	50.00%								

### UPS Worldwide Express® - Export - Package - Prepaid<sup>All</sup> - Incentives Off Effective Rates

### UPS Worldwide Express® - Export - Pak - Prepaid<sup>All</sup> - Incentives Off Effective Rates

Zones												
81	82	84	901	902	903	904	905	906	907	908	909	
57.00%	57.00%	57.00%	57.00%	50.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	60.00%
Zones												
911	912	913	920	921								
57.00%	60.00%	57.00%	50.00%	50.00%								

### UPS Worldwide Saver® - Export - Letter - Prepaid<sup>All</sup> - Incentives Off Effective Rates

### UPS Worldwide Saver® - Export - Document - Prepaid<sup>All</sup> - Incentives Off Effective Rates

Zones												
401	402	403	404	405	406	407	408	409	411	412	413	
57.00%	50.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%
Zones												
420	421	481	482	484								
50.00%	50.00%	57.00%	57.00%	57.00%								

### UPS Worldwide Saver® - Export - Package - Prepaid<sup>All</sup> - Incentives Off Effective Rates

Note: This draft is for illustrative purposes only and does not represent a legally binding document.

**UPS Worldwide Saver® - Export - Pak - Prepaid<sup>All</sup> - Incentives Off Effective Rates**

Zones											
401	402	403	404	405	406	407	408	409	411	412	413
57.00%	50.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	60.00%	57.00%	60.00%	57.00%

Zones				
420	421	481	482	484
50.00%	50.00%	57.00%	57.00%	57.00%

**UPS Worldwide Expedited® - Export - Document - Prepaid<sup>All</sup> - Incentives Off Effective Rates****UPS Worldwide Expedited® - Export - Package - Prepaid<sup>All</sup> - Incentives Off Effective Rates**

Zones											
71	72	74	601	602	603	604	605	606	607	608	609
57.00%	57.00%	57.00%	57.00%	50.00%	57.00%	57.00%	57.00%	57.00%	57.00%	57.00%	60.00%

Zones											
611	612	613	620	621	631	632	633	634	635	636	637
57.00%	60.00%	57.00%	50.00%	50.00%	57.00%	50.00%	57.00%	57.00%	57.00%	57.00%	57.00%

Zones				
638	639	641	642	643
57.00%	60.00%	57.00%	60.00%	57.00%

**UPS® Standard to Canada - Export - Package - Prepaid<sup>All</sup> - Incentives Off Effective Rates - 5.00%**

Incentives effective from September 28, 2019 to April 11, 2048.

**UPS Worldwide Express® - Import - Letter - Freight Collect<sup>All</sup> - Incentives Off Effective Rates****UPS Worldwide Express® - Import - Document - Freight Collect<sup>All</sup> - Incentives Off Effective Rates**

Zones
ALL
40.00%

Origin	Zone	Incentives
Hong Kong	ALL	57.00%
People's Republic of China	ALL	57.00%

**UPS Worldwide Express® - Import - Package - Freight Collect<sup>All</sup> - Incentives Off Effective Rates - 40.00%****UPS Worldwide Express® - Import - Package - Freight Collect<sup>All</sup>**

Origin	Zone	Weight (lbs)	Incentives
Hong Kong	ALL	0 - 1,000	60.00%
		1,001 and up	50.00%
People's Republic of China	ALL	0 - 1,000	60.00%
		1,001 and up	50.00%

**UPS Worldwide Saver® - Import - Letter - Freight Collect<sup>All</sup> - Incentives Off Effective Rates****UPS Worldwide Saver® - Import - Document - Freight Collect<sup>All</sup> - Incentives Off Effective Rates**

Zones
ALL
40.00%

Origin	Zone	Incentives
Hong Kong	ALL	57.00%
People's Republic of China	ALL	57.00%

**UPS Worldwide Saver® - Import - Package - Freight Collect<sup>All</sup> - Incentives Off Effective Rates - 40.00%****UPS Worldwide Saver® - Import - Package - Freight Collect<sup>All</sup>**

Origin	Zone	Weight (lbs)	Incentives
Hong Kong	ALL	0 - 1,000 1,001 and up	60.00% 50.00%
People's Republic of China	ALL	0 - 1,000 1,001 and up	60.00% 50.00%

**UPS Worldwide Expedited® - Import - Document - Freight Collect<sup>All</sup> - Incentives Off Effective Rates**

Zones
ALL
35.00%

Origin	Zone	Incentives
Hong Kong	ALL	60.00%
People's Republic of China	ALL	60.00%

**UPS Worldwide Expedited® - Import - Package - Freight Collect<sup>All</sup> - Incentives Off Effective Rates - 35.00%**

**UPS Worldwide Expedited® - Import - Package - Freight Collect<sup>All</sup>**

Origin	Zone	Weight (lbs)	Incentives
Hong Kong	ALL	0 - 150 151 - 1,000 1,001 and up	60.00% 58.00% 48.00%
People's Republic of China	ALL	0 - 1,000 1,001 and up	60.00% 50.00%

**UPS® Ground - Dimensional Weight**

**N-GND Dim WtRFCJF**

**Dimensional Weight**

UPS will apply the Dimensional Weight (Custom Divisor) factor below for any package shipped using the indicated service . All other services and/or zones not specified will be billed using the Dimensional Weight divisor set forth in the UPS Rate and Service Guide in effect at the time of shipment.

**Custom Dimensional Weight Divisor : 225**

UPS reserves the right to re-evaluate the package characteristics and adjust the Dimensional Weight (Custom Divisor\ Custom Cubic Inch Threshold) accordingly upon 30 days written notice to Customer.

The incentives stated above are valid from June 1, 2019 to May 23, 2020.

**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 accessorial and surcharges, unless otherwise specified). The incentives will be administered on a weekly basis.

Service(s)	Lane/Zone	Weekly Charges Bands - (\$)					
		0.01 - 9,989.99	9,990.00 - 13,319.99	13,320.00 - 17,524.99	17,525.00 - 28,529.99	28,530.00 - 32,089.99	32,090.00 and up
UPS Next Day Air® - Letter - Prepaid Frt <sup>FC TP UP RS RTP</sup>	ALL	0.00%	35.00%	50.00%	65.00%	66.00%	67.00%
UPS Next Day Air® - Package - Prepaid Frt <sup>FC TP UP RS RTP</sup>	ALL	0.00%	35.00%	50.00%	65.00%	66.00%	67.00%
UPS Next Day Air® - Hundredweight - Package - Regular Pickup <sup>FC TP UP</sup>	ALL	0.00%	17.50%	25.00%	27.00%	28.00%	29.00%
UPS Next Day Air Saver® - Letter - Prepaid Frt <sup>FC TP UP</sup>	ALL	0.00%	42.00%	60.00%	65.00%	66.00%	67.00%
UPS Next Day Air Saver® - Package - Prepaid Frt <sup>FC TP UP</sup>	ALL	0.00%	42.00%	60.00%	65.00%	66.00%	67.00%
UPS Next Day Air Saver® - Hundredweight - Package - Regular Pickup <sup>FC TP UP</sup>	ALL	0.00%	17.50%	25.00%	27.00%	28.00%	29.00%

Service(s)	Lane/Zone	Weekly Charges Bands - (\$)					
		0.01 - 9,989.99	9,990.00 - 13,319.99	13,320.00 - 17,524.99	17,525.00 - 28,529.99	28,530.00 - 32,089.99	32,090.00 and up
UPS 2nd Day Air A.M. <sup>®</sup> - Commercial Letter - Prepaid <sup>FC TP UP</sup>	ALL	0.00%	30.00%	42.00%	55.00%	56.00%	57.00%
UPS 2nd Day Air A.M. <sup>®</sup> - Commercial Package - Prepaid <sup>FC TP UP</sup>	ALL	0.00%	30.00%	42.00%	55.00%	56.00%	57.00%
UPS 2nd Day Air <sup>®</sup> - Letter - Prepaid <sup>FrtFC TP UP RS RTP</sup>	ALL	0.00%	30.00%	42.00%	55.00%	56.00%	57.00%
UPS 2nd Day Air <sup>®</sup> - Package - Prepaid <sup>FrtFC TP UP RS RTP</sup>	ALL	0.00%	30.00%	42.00%	55.00%	56.00%	57.00%
UPS 2nd Day Air <sup>®</sup> - Hundredweight - Package - Regular Pickup <sup>FC TP</sup>	ALL	0.00%	17.50%	25.00%	27.00%	28.00%	29.00%
UPS 3 Day Select <sup>®</sup> - Package - Prepaid <sup>FrtFC TP UP RS RTP</sup>	ALL	0.00%	28.00%	40.00%	50.00%	51.00%	52.00%
UPS <sup>®</sup> Ground - Commercial Package - Prepaid <sup>FC TP UP RS RTP</sup>	ALL	0.00%	12.00%	13.50%	15.00%	16.00%	17.00%
UPS <sup>®</sup> Ground - Residential Package - Prepaid <sup>FrtFC TP RS RTP</sup>	ALL	0.00%	10.40%	11.70%	13.00%	14.00%	15.00%
UPS <sup>®</sup> Ground - Hundredweight - Package - Regular Pickup <sup>FC TP UP</sup>	ALL	0.00%	10.50%	15.00%	17.00%	18.00%	19.00%
UPS Worldwide Express <sup>®</sup> - Export - Letter - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Express <sup>®</sup> - Export - Document - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Express <sup>®</sup> - Export - Package - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Express <sup>®</sup> - Export - Pak - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Saver <sup>®</sup> - Export - Letter - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Saver <sup>®</sup> - Export - Document - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Saver <sup>®</sup> - Export - Package - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Saver <sup>®</sup> - Export - Pak - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Expedited <sup>®</sup> - Export - Document - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Expedited <sup>®</sup> - Export - Package - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS <sup>®</sup> Standard to Canada - Export - Package - Prepaid <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	16.00%	17.00%
UPS <sup>®</sup> Standard to Mexico - Export - Document - Prepaid <sup>All</sup>	ALL	0.00%	40.00%	45.00%	50.00%	51.00%	52.00%
UPS <sup>®</sup> Standard to Mexico - Export - Package - Prepaid <sup>All</sup>	ALL	0.00%	40.00%	45.00%	50.00%	51.00%	52.00%
UPS Worldwide Express <sup>®</sup> - Import - Letter - Freight Collect <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Express <sup>®</sup> - Import - Document - Freight Collect <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Express <sup>®</sup> - Import - Package - Freight Collect <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Saver <sup>®</sup> - Import - Letter - Freight Collect <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Saver <sup>®</sup> - Import - Document - Freight Collect <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%

Service(s)	Lane/Zone	Weekly Charges Bands - (\$)					
		0.01 - 9,989.99	9,990.00 - 13,319.99	13,320.00 - 17,524.99	17,525.00 - 28,529.99	28,530.00 - 32,089.99	32,090.00 and up
UPS Worldwide Saver® - Import - Package - Freight Collect <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Expedited® - Import - Document - Freight Collect <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS Worldwide Expedited® - Import - Package - Freight Collect <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	15.50%	16.00%
UPS® Standard from Canada - Import - Package - Freight Collect <sup>All</sup>	ALL	0.00%	7.00%	10.00%	15.00%	16.00%	17.00%
UPS® Standard from Mexico - Import - Document - Freight Collect <sup>All</sup>	ALL	0.00%	40.00%	45.00%	50.00%	51.00%	52.00%
UPS® Standard from Mexico - Import - Package - Freight Collect <sup>All</sup>	ALL	0.00%	40.00%	45.00%	50.00%	51.00%	52.00%

Average weekly published charges per week will be based on the most recent 52 week(s) (once 52 week(s) have been accumulated) excluding the current billing week. Average weekly published charges per week is defined as the published charges per week from all eligible and committed services for the given time period divided by the number of week(s) in the time period.

Incentives effective from September 28, 2019 to April 11, 2048. 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 Ground with Freight Pricing\** of the Committed Services section at the end of the Addendum B.

#### 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.

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Express® - Export - Document - Prepaid <sup>All</sup> - 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	
-72.00%	-72.00%	-72.00%	-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%

(Continued)	
920	921
-65.00%	-65.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Express® - Export - Package - Prepaid <sup>All</sup> - 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	
-72.00%	-72.00%	-72.00%	-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%

(Continued)	
920	921
-65.00%	-65.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Express® - Export - Pak - Prepaid <sup>All</sup> - 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	
-72.00%	-72.00%	-72.00%	-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%



(Continued)	
920	921
-65.00%	-65.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Saver® - Export - Document - Prepaid <sup>All</sup> - 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
-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-65.00%	-65.00%	-72.00%

(Continued)	
482	484
-72.00%	-72.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Saver® - Export - Package - Prepaid <sup>All</sup> - 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
-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-65.00%	-65.00%	-72.00%

(Continued)	
482	484
-72.00%	-72.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Saver® - Export - Pak - Prepaid <sup>All</sup> - 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
-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-65.00%	-65.00%	-72.00%

(Continued)	
482	484
-72.00%	-72.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Expedited® - Export - Document - Prepaid <sup>All</sup> - 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
-72.00%	-72.00%	-72.00%	-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%

(Continued)													
620	621	631	632	633	634	635	636	637	638	639	641	642	643
-65.00%	-65.00%	-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Expedited® - Export - Package - Prepaid <sup>All</sup> - 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
-72.00%	-72.00%	-72.00%	-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%

(Continued)														
620	621	631	632	633	634	635	636	637	638	639	641	642	643	
-65.00%	-65.00%	-72.00%	-65.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%	-72.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS® Standard to Canada - Export - Package - Prepaid <sup>All</sup> - 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%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS® Standard to Mexico - Export - Document - Prepaid <sup>All</sup> - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)						
032	033	034	035	036	037	038
-40.00%	-40.00%	-40.00%	-40.00%	-40.00%	-40.00%	-40.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS® Standard to Mexico - Export - Package - Prepaid <sup>All</sup> - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)						
032	033	034	035	036	037	038
-40.00%	-40.00%	-40.00%	-40.00%	-40.00%	-40.00%	-40.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Express® - Import - Document - Freight Collect <sup>All</sup> - 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%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-72.00%	-55.00%	-72.00%	-55.00%

(Continued)	
970	971
-55.00%	-55.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Express® - Import - Package - Freight Collect <sup>All</sup> - 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%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-55.00%	-72.00%	-55.00%	-72.00%	-55.00%

(Continued)	
970	971
-55.00%	-55.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Saver® - Import - Document - Freight Collect <sup>All</sup> - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)													
451	452	453	454	455	456	457	458	459	461	462	463	470	471
-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-72.00%	-50.00%	-72.00%	-50.00%	-50.00%	-50.00%

(Continued)	
491	494
-50.00%	-50.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Saver® - Import - Package - Freight Collect <sup>All</sup> - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)													
451	452	453	454	455	456	457	458	459	461	462	463	470	471
-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-72.00%	-50.00%	-72.00%	-50.00%	-50.00%	-50.00%

(Continued)	
491	494
-50.00%	-50.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS Worldwide Expedited® - Import - Document - Freight Collect <sup>All</sup> - 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%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-72.00%	-50.00%	-72.00%	-50.00%	-50.00%

(Continued)												
671	681	682	683	684	685	686	687	688	689	691	692	693
-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-72.00%	-50.00%	-72.00%	-50.00%

Incentives effective from May 26, 2018 to April 11, 2048.

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

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS® Standard from Mexico - Import - Document - Freight Collect <sup>All</sup> - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)						
362	363	364	365	366	367	368
-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%

Incentives effective from May 26, 2018 to April 11, 2048.

Service: UPS® Standard from Mexico - Import - Package - Freight Collect <sup>All</sup> - Adjustment to the 1 lb Rate Per Shipment Per Zone (\$)						
362	363	364	365	366	367	368
-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%	-50.00%

Service	Minimum Per	Zone	Base Rate	Adjustment
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS Next Day Air® - Letter - Prepaid Frt <sup>FC TP UP RS RTP</sup>	Letter	ALL	UPS Next Day Air® Zone 102	-55.00%
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS Next Day Air® - Package - Prepaid Frt <sup>FC TP UP RS RTP</sup>	Package	ALL	UPS Next Day Air® Zone 102 1 lb	-55.00%
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS Next Day Air Saver® - Letter - Prepaid Frt <sup>FC TP UP</sup>	Letter	ALL	UPS Next Day Air Saver® Zone 132	-55.00%
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS Next Day Air Saver® - Package - Prepaid Frt <sup>FC TP UP</sup>	Package	ALL	UPS Next Day Air Saver® Zone 132 1 lb	-55.00%
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS 2nd Day Air A.M.® - Commercial Letter - Prepaid <sup>FC TP UP</sup>	Letter	ALL	UPS 2nd Day Air A.M.® Zone 242	-45.00%
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS 2nd Day Air A.M.® - Commercial Package - Prepaid <sup>FC TP UP</sup>	Package	ALL	UPS 2nd Day Air A.M.® Zone 242 1 lb	-45.00%
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS 2nd Day Air® - Letter - Prepaid Frt <sup>FC TP UP RS RTP</sup>	Letter	ALL	UPS 2nd Day Air® Zone 202	-45.00%
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS 2nd Day Air® - Package - Prepaid Frt <sup>FC TP UP RS RTP</sup>	Package	ALL	UPS 2nd Day Air® Zone 202 1 lb	-45.00%
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS 3 Day Select® - Package - Prepaid Frt <sup>FC TP UP RS RTP</sup>	Package	ALL	UPS 3 Day Select® Zone 302 1 lb	-15.00%
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS® Ground - Commercial Package - Prepaid <sup>FC TP UP RS RTP</sup>	Package	ALL	UPS Ground Zone 002 1 lb	
Incentives effective from May 26, 2018 to April 11, 2048.				
UPS® Ground - Residential Package - Prepaid Frt <sup>FC TP RS RTP</sup>	Package	ALL	UPS Ground Zone 002 1 lb	

Accessorials	Incentives
Address Corrections	25.00% Off Effective Rates
National - Residential Surcharge	25.00% Off Effective Rates

The incentives stated above apply for the period September 28, 2019 through May 22, 2021.

Accessorials	Incentives
C. O. D.s	\$3.63 Off Effective Rates

The incentives stated above apply for the period September 28, 2019 through April 11, 2048.

Pickup Accessorials	Incentives
Daily Pickup	66.00% Off Effective Rates

The incentives stated above apply for the period May 26, 2018 through April 11, 2048.

Pickup Accessorials	Incentives
UPS On-Call Pickup® - Same Day - Web	25.00% Off Effective Rates
UPS On-Call Pickup® - Future Day - Web	25.00% Off Effective Rates

The incentives stated above apply for the period June 1, 2019 through May 22, 2021.

Destination Area Surcharge(s) - Incentives per Shipment			
Service(s)	Lane/Zone	Delivery Area - Extended	Delivery Area
UPS® Ground	ALL	25.00% Off	25.00% Off
UPS Next Day Air®	ALL	25.00% Off	25.00% Off
UPS Next Day Air Saver®	ALL	25.00% Off	25.00% Off
UPS 2nd Day Air®	ALL	25.00% Off	25.00% Off
UPS 2nd Day Air A.M.®	ALL	25.00% Off	25.00% Off
UPS 3 Day Select®	ALL	25.00% Off	25.00% Off

The incentives stated above apply for the period September 28, 2019 through May 22, 2021.

#### Additional Committed Services & Surcharges:

*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; UPS SurePost; 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, UPS WorldWide Economy DDP, UPS WorldWide Economy DDU, Simple Rate.

*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 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® - Hundredweight - Package - Regular Pickup	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 2nd Day Air® - Hundredweight - Package - Regular Pickup	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® Ground - Hundredweight - Package - Regular Pickup	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%

<b>Service(s)</b>	<b>Electronic PLD Bonus</b>
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® Standard to Mexico - Export - Document - Prepaid	10.00%
UPS® Standard to Mexico - Export - Package - Prepaid	10.00%
UPS Worldwide Express® - Import - Letter - Freight Collect	10.00%
UPS Worldwide Express® - Import - Document - Freight Collect	10.00%
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%
UPS® Standard from Mexico - Import - Document - Freight Collect	10.00%
UPS® Standard from Mexico - 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:**

1. 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.
- <sup>All</sup> 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.
- <sup>FC</sup> The incentives will be extended to Freight Collect Shipments and Undeliverable Packages Freight Collect where applicable for the zones listed.
- <sup>TP</sup> The incentives will be extended to Third Party Shipments and Undeliverable Packages Third Party where applicable for the zones listed.
- <sup>UP</sup> 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.
- <sup>RS</sup> The incentives will be extended to Return Services where applicable for the zones listed.
- <sup>RTP</sup> 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.