

**Midway Industries, Inc.
Non Direct Dealer
“Authorized Dealer” Program
(Effective July 1st, 2013)**

Midway Industries, Inc. Authorized Dealer program enables dealer's access and authorization of Midway Industries, Inc.'s (Centerforce® Clutches, Dual Friction®, DFX®, LMC Series, and DYAD DS® Multi-Disc clutches, along with flywheels and other accessories) Products Intellectual Properties (IP) to be used with any and all product offerings.

Additional benefits of this program are as follows.

- Pre-Release of all new product releases and product updates
- MAP pricing updates
- Dealer Locator listing on <http://www.centerforce.com/dealers/>
- Access to <http://media.centerforce.com> site for use of all Midway Industries, Inc. Products Intellectual Properties including custom banner advertising (Password Protected)
- Factory warranty and technical support

Requirements to qualify for this program are support and compliance of Midway Industries, Inc.'s MAP program. If an Authorized Dealer is found to be in non-compliance Midway Industries, Inc. reserves the rights to enforce (but not limited to) the following repercussions per instance.

- 1st Instance of non-compliance; a written notice will be provided with 14 days available to become compliant. If compliance is not met the 2nd offense will occur.
- 2nd Instance of non-compliance; a written notice will be provided, dealer will be listed on Midway Industries, Inc. “Do Not Sell List” for 30 days, loss of rights to use Midway Industries, Inc. Products Intellectual Properties for 30 days, removal from Dealer Locator for 30 days, and web links on Centerforce.com for 30 days.
- 3rd Instance of non-compliance; a written notice will be provided, dealer will be listed on Midway Industries, Inc. “Do Not Sell List” for 60 days, loss of rights to use Midway Industries, Inc. Products Intellectual Properties for 60 days, removal from Dealer Locator for 60 days, and web links on Centerforce.com for 60 days.
- 4th Instance of non-compliance: loss of all benefits indefinitely.

NOTE: If penalties are not complied with, further penalties including the loss of all benefits may be applied indefinitely.

In order to take advantage of this program an Authorized Dealer registration form must be completed and returned directly to Midway Industries, Inc. To obtain a copy of this form or to gather more information please email your request to mapinfo@centerforce.com. Be sure to include your company name, person of direct contact, phone number and email address.

**Midway Industries, Inc. reserves the right to withdraw or change this policy at any time and without notice.
For the current and enforced policy please direct your browser to <http://CFTerms.centerforce.com>**