



MAP/ADVERTISING POLICY

Fit for Life, LLC. ("FFL") will offer its products ("GAIAM") only to authorized retailers who meet the requirements of this Advertising &

Promotions Policy (the "Policy"). It is in the best business interest of FFL and its authorized retailers to advertise and promote GAIAM products in a responsible manner.

The introduction of new GAIAM products requires significant investment in research and development, manufacturing, advertising and promotion. FFL has determined that the best way to assure the success of GAIAM Products is to offer them *only* through authorized retailers who provide superior service, position them as premium quality products, and aggressively promote the GAIAM brand image and the features and benefits. Dealers who do not meet these criteria and unfairly take advantage of the efforts and investment of FFL and its authorized retailers may, in our judgment, damage GAIAM positioning in the marketplace and its ability to compete in the most effective manner.

FFL recognizes that dealers have the right to sell goods at any price and in any lawful manner they choose. However, in furtherance of this Policy, FFL may choose, in its absolute discretion, to sell GAIAM products, participate in co-op programs, or supply GAIAM products only to authorized retailers who unilaterally choose to follow these guidelines:

1. FFL Products are provided to authorized retailers solely for sale to end use consumers.
2. To qualify as an authorized retailer of GAIAM products, a dealer must disclose all the trade names under which it does business (including all "DBAs", and any websites it operates); and no authorized retailer may sell GAIAM products under any trade name (including any DBA or via any website) unless such trade name has been approved in writing by FFL.
3. No authorized retailer of GAIAM products shall be permitted to sell GAIAM products via any online "marketplace" or auction website (e.g., Amazon marketplace, eBay).
4. No authorized retailer of GAIAM products shall knowingly sell GAIAM products to any unauthorized retailers, wholesalers, distributors or other third parties engaged in "gray market" sales, internet auctions or other unauthorized sales.
5. FFL reserves the right to suspend or terminate shipments of GAIAM products to any authorized retailer who fails to comply with the guidelines outlined in this Policy.
6. FFL GAIAM products should not be advertised at a price below the suggested Minimum Advertised Price ("MAP") guidelines (as they may be modified by FFL from time to time). The MAP pricing for GAIAM is 20% off the

MSRP. This pricing can take place no more than 7 days in each calendar month. Moreover, terms such as “Call,” “Call for Price,” “Beat Any Price,” “Discount,” “Sale,” or similar terms should not be used with respect to GAIAM Products. (Please note that advertising over the Internet may be considered “Call for Price” advertising if the user can electronically receive or discover a dealer’s discounted price.) This includes “call us for the lowest price,” “we will beat any price by X%,” or any other consumer enticement to discover a lower price – as well as any suggestion that calling the internet dealer will result in a better price than the MAP listed on the website or in the advertisement. A price must be stated for any GAIAM product that is listed or advertised.

7. GAIAM products shall not be marketed or sold in any manner that, FFL’s sole judgment, disparages or injures the brand.

8. No GAIAM product shall be used in an illegal, deceptive, undesirable or improper manner. This includes using any GAIAM product as a “loss leader,” engaging in “bait and switch” tactics, negative selling practices, or false advertising.

9. Dealers who wish to become or remain authorized retailers will comply with all applicable laws, as well as the provisions of this Policy, and FFL’s Terms and Conditions of Sale (set forth in FFL’s confidential price lists).

Note: No one, other than FFL’s senior management, may adjust or change the contents of this Policy.

Furthermore, FFL, may, in its sole discretion, choose to introduce and/or sell GAIAM products through only specific trade channels or types of retailers for specific time periods or, in certain cases, through the life of the applicable products. For the purpose of this policy, “advertising” means and includes the placing of any advertisement or promotion (a) through television or radio or in print media including newspapers, magazines, catalogs, brochures, flyers or circulars (including direct mail flyers or circulars sent to customers), or (b) over the Internet, on a dealer’s website or any other affiliated website.

From time to time, FFL: may, in its sole discretion, provide promotional opportunities for GAIAM products that may include a discount or give-away value that results in net pricing below the MAP guidelines. An authorized retailer’s participation in such promotional opportunities within the guidelines established by FFL will not be deemed to be a violation of this Policy.