

Prota™Culture, a division of ESR International, LLC

Corporate Headquarters

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Drop Ship Agreement & Procedures

CONFIDENTIAL

General Procedures

1. Please submit **Purchase Orders** (PO) at any time by fax (949-272-3724) or email (cs@thebiopod.com). If using email attachments, the formats should be universally readable (TIF, JPG, PDF, etc). Currently, we do not process orders by phone or snail mail.
2. This agreement must be signed and returned **before** drop shipping can commence,
3. We normally process and ship orders within 1-2 business days.
4. A **Drop Ship Fee** (processing charge) of **\$6.75** per unit will be added to each invoice.
5. If reseller wants us to include their **Packing List**, a separate packing list must accompany the PO for each shipping location. Otherwise, to save on resources, orders will be shipped without any packing list.
6. The PO must contain the follow information:

PO #	date	delivery name	delivery address	phone number
Company name (if a commercial address)		unit type	unit quantity	
7. Units are shipped directly to your customer from our fulfillment center in TEXAS. The tracking number is your confirmation that the order has been shipped.
8. Tracking numbers for that purchase order are sent directly to your email address. The email where we send tracking numbers is: _____
9. Invoices are sent directly to your accounting department's email address. The email where we send invoices is: _____
10. Payment terms are either prepaid by cc# on file or NET30, unless stated otherwise. Please review your account for details. If credit card is your means of payment, an authorized signature form (at end of document) must be on file.

Shipping

1. Resellers are responsible for all shipping changes. Unless specified as a commercial delivery, all charges are calculated at standard **Residential Delivery Rates**. We will add your exact shipping fees to the respective invoice. At this point in time, we do **not** use 3rd party shipper numbers for processing drop ship orders.

2. Shipping fees are based on weight, box dimensions, and distance from our warehouse. The BioPod parcel weighs 16 lbs and is 24 x 24 x 18" (54 lbs dimensional weight). Due to the nature and size of the item, we send drop ship orders via **Ground Service** (Fedex / UPS / DHL) within the 48 contiguous states. Orders to Alaska, Hawaii, USVI, and Puerto Rico must ship via air due to carrier regulations. Faster shipping methods are available upon request at an upgraded cost. We will **not** ship via US Postal Service or to PO Boxes.
3. Due to paperwork complexity, we will not ship to international addresses. For destinations outside the United States (including military bases overseas), we will ship product **directly to reseller**, so that additional processing and custom labeling can occur.
4. Reseller pays all shipping fees associated with returns, refusals, and address changes or errors (unless of course, we are responsible for the mistake).
5. New drop shipments will be frozen on any reseller accounts that are more than 2 weeks past due.

Back Orders & Stock Availability

1. We make every possible effort to maintain adequate stock and have updated stock information available for resellers. We assume no responsibility for stock shortages or manufacturing delays. If an item is backordered, it will automatically ship out as soon as new inventory arrives. You will be notified immediately if an item is backordered.
2. If the order is cancelled by your customer while waiting for stock to arrive, you the reseller must notify us as soon as possible. Your order is cancelled when you receive a confirmation stating "CANCELLED PER YOUR REQUEST". Cancelled orders will not be billed, and there is no fee for canceling an order. However, please note we absolutely cannot cancel an order once it has shipped out.
3. Refused drop shipments will be credited to your account minus a 15% restocking fee, the drop ship charges, and the outbound shipping costs.
4. We cannot reserve drop ship inventory for any particular reseller; units are sold on a first come, first serve basis.

Returns

1. We allow returns of unused units (in as new condition) within 15 days of delivery. A Return Merchant Authorization Number (RMA#) must be requested from us before items may be shipped back to our facility. Place the RMA# on the outside of the box, adjacent or on the shipping label. The RMA# is valid for 15 days. Items ***MUST*** be returned to the following address:

ProtaCulture, ESR Int'l LLC
755 Darius Pearce Rd
Youngsville NC 27596
ATTN: Returns

2. It is your responsibility to insure that shipments are returned – we do not track expired RMA numbers.
3. Freight on returned merchandise must be prepaid. We do not accept C.O.D. parcels.
4. We issue credit within 15 days after receiving goods, less a 15% restocking fee. If during the inspection process, it is discovered that significant parts are missing, those pieces will be itemized and possibly deducted from the credit.

Damages, Defects, and Carrier Loss

1. Claims for lost or damaged shipments must be reported to us as well as the carrier within 7 days of delivery date. If a claim number was issued, please provide that information when reporting. Save all materials as the carrier may require an on-site inspection before item is picked up and returned.
2. For defective units or missing parts requests, please notify us with 7 days of delivery so that we may send your customer the proper replacement materials at no charge.

By signing and initialing this agreement, you the reseller accept all of our drop ship policies and procedures as stated above.

Authorized Signature: _____

Date: _____

Name & Title: _____

Company (Reseller): _____

Contact Phone: _____

Fax #: _____

Email: _____

Approved by:

Signature: _____

Date: _____

Dealer #: _____

Payment Terms: _____

Credit Limit: _____

If you are paying for each drop ship order by credit card, fill out the following information (this is **not** necessary for resellers with net credit terms)

CC# _____ EXP _____ CVV _____

Name on Card _____

Billing Address _____

Card Holder Signature _____

FAX BACK TO: 949-272-3724