

## TERMS & CONDITIONS OF REROLL PURCHASE

1. Unless otherwise mutually agreed in writing, any purchase order placed with sell by Heyco Metals shall be subject to the terms and conditions set for in this document. This document shall constitute the complete agreement of Heyco and sell and may not be varied by the terms and conditions of any other document of seller.
2. Prices shall be defined in separate written agreement or document. Announced changes dated after the date of the purchase order shall not apply.
3. Unless otherwise mutually agreed in writing, payment shall be a net cash 30 days from date of invoice.
4. Unless otherwise mutually agreed in writing, all shipments will be F.O.B. Heyco's receiving dock, Reading, PA, with title passing to Heyco at that point.
5. Unless otherwise mutually agreed in writing, materials will be manufactured in accordance with Heyco's material specifications, latest edition.
6. All toll conversion processing will be done on a "best effort" basis. Without knowledge of metal origin or exact mill processing when material is received, Heyco Metals cannot be responsible for how material reacts to processing and will not be held liable if processing does not achieve intended specifications.
7. All products shipped to Heyco are inspected and certified before shipment. Should any shipment or part thereof be defective in material or workmanship, Heyco shall notify seller immediately and seller shall replace or repair defective product without cost to Heyco, or repay the purchase price upon return of the defective material.
8. Seller will comply with all applicable state and federal laws and regulations which govern the manufacture of its products.
9. Heyco's failure to object to provisions contained in any communication from seller shall not be deemed an acceptance of such provisions, or as a waiver of these conditions of purchase.
10. Unless otherwise agreed, any disagreement arising from sale of product by Heyco to buyer shall be adjudicated in accordance with the laws of Pennsylvania.

Heyco Metals, Inc.  
December 4, 2017