



Roots73[®]

ESTABLISHED 1973

DISTRIBUTOR GUIDELINES



TRIMARK



We are very excited to offer you ROOTS 73 Apparel and Headwear for resale into your markets. This opportunity further expands our product offering and has the opportunity to expand your market.

In order for you and your sales team to actively sell and distribute ROOTS 73 Apparel and Headwear from Trimark, we need you to understand the following guidelines. ROOTS 73 is one of Canada's most highly recognized brands and therefore ROOTS 73 requires that you follow the guidelines set forth below with respect to who you sell to and how to embellish these garments.

Should you have any questions please call your Trimark Sportswear Sales Representative for more details.

Welcome to the world of ROOTS 73!



ABOUT THE BRAND

Established in 1973, Roots is Canada's leading lifestyle brand known around the world for its quality leather goods, active athletic wear, yoga wear, and accessories. Starting with a tiny store in Toronto, Roots now has more than 120 retail locations in Canada and the United States, and more than 40 in Asia.

Under the leadership of Co-Founders Michael Budman and Don Green, the Roots style and values are based on quality, integrity and longevity. An iconic Canadian company, Roots embodies a distinctive look synonymous with a casual, athletic, hip and outdoor lifestyle. Appealing to all ages, the broad array of Roots-branded merchandise is known for great design, quality materials, superior comfort and durability. The Roots collection encompasses men's, women's, leathers, babies, kids and home products.

Over the years, many of the Roots styles and products have changed, but some things have not. These include the core principles that have governed Roots since its inception. They are based on a strong commitment to health, wellness and protecting the environment. They are based on respect and appreciation of people, employees and suppliers and those who shop in our stores. They are based on supporting the communities where Roots does business. These values are as valid today as they were back in 1973. Perhaps now more than ever.

TRIMARK

DISTRIBUTOR GUIDELINES

The following are guidelines for selling ROOTS 73 merchandise. The Promotional Distributor understands as follows:

1. DEFINITIONS.

For purposes of this document and any attachments hereto the following terms shall have the following respective meanings:

- (a) Licensed Articles means ROOTS 73 Apparel.
- (b) Advertising Material means any and all material bearing any or all of the Trademarks and prepared in conjunction with or in respect of the Licensed Articles, whether in print or electronic form, including but not limited to packaging, hang tags, labels, printed brochures, catalogues, invoices, stationery, business documents, press releases, advertising materials, websites, trade show booth displays and related materials, showroom display materials and signage, marketing materials, and promotional materials.
- (c) Channel means businesses (including distributors) that purchase goods for resale on a wholesale basis to businesses and such other businesses as expressly permitted herein, and expressly excludes retail accounts (whether through physical stores or online) and consumers.
- (d) Marketing Program means those materials and programs used in connection with the advertising and promotion of the Licensed Articles including, but not limited to advertising in newspapers, magazines, trade industry materials such as pamphlets and catalogues, radio, the Internet and the like.
- (e) Territory means Canada.

2. DISTRIBUTION TERMS.

- (a) For clarity and without limitation, Distributor shall not without Trimark's prior written approval (such approval not to be unreasonably withheld or delayed) apply a customer name or logo to a Licensed Article directly adjacent to the ROOTS Trademarks such that such name or logo is used as a trademark or creates a co-branded association with ROOTS.
- (b) Except as otherwise agreed to by the parties, Distributor shall not market, promote, sell or distribute any Licensed Articles without a promotional logo applied.

3. EXCEPTIONS TO DISTRIBUTION.

- (a) Distributor hereby agrees not to market to or promote to or sell any of the Licensed Articles to any existing Channel customer of ROOTS, as listed under the heading “Excluded Customers” in this document.

4. APPROVAL PROCEDURES

- (a) Approval of Advertising Material. With respect to each different item of Advertising Material which the Distributor (or any party acting on its behalf) proposes to produce and/or use under this Agreement, Distributor shall, at its sole cost and risk, submit to Trimark for its review and written approval.
- (b) Approval of Distributor Customers. Trimark shall have the right, exercisable upon written notice to Distributor, to disapprove the further sale of Licensed Articles by Distributor to any customers of Distributor, if Trimark Sportswea determines, acting reasonably, that sales of Licensed Articles to the customer in question could impair the value and/or goodwill associated with ROOTS 73, the licensing program of ROOTS 73, and/or any of the ROOTS Trademarks. Upon receipt of written notice from Trimark of such disapproval the, Distributor shall cease any further distribution, deliveries and sales to such disapproved customer.

5. RESTRICTIONS ON SALE.

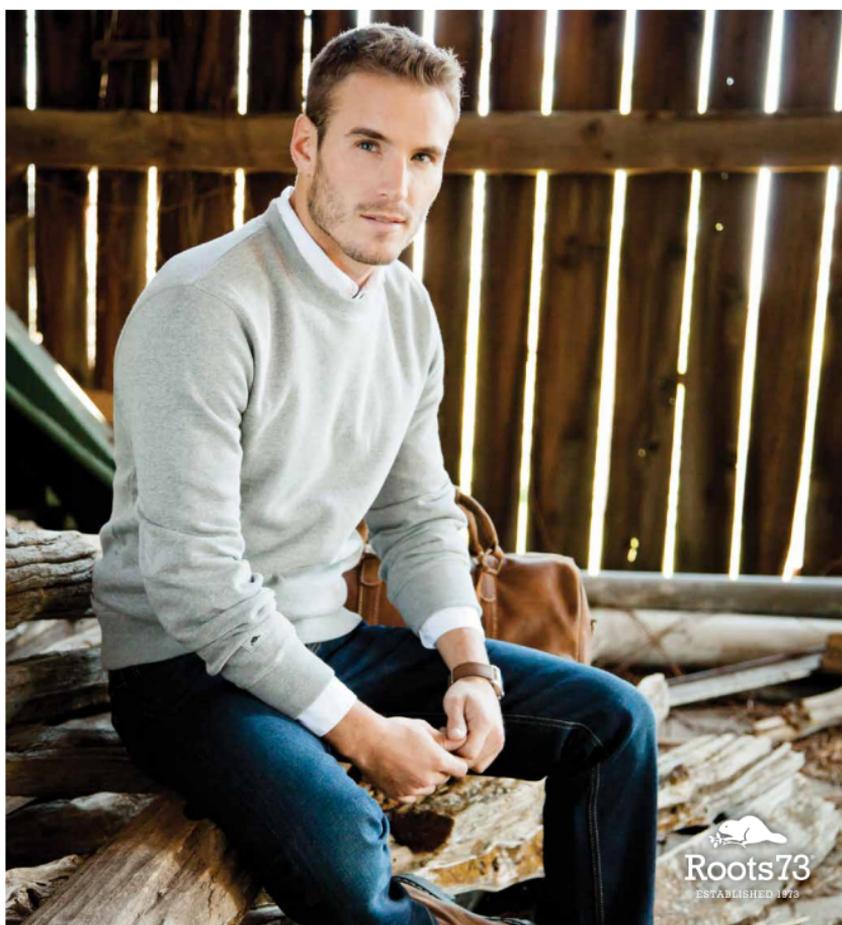
- (a) In the event that a Distributor of Trimark sells Licensed Articles to a customer that is disapproved by Trimark’s, then Trimark shall, upon written notice to Distributor, require that the Distributor cease all marketing and sales activities with such customer with respect to the Licensed Articles upon such notice.
- (b) Distributor shall not market to, or promote to, or seek customers for the Licensed Articles in the retail channel.
- (c) Distributor shall not without Trimark’s prior written approval knowingly sell any Licensed Articles bearing the Trademarks outside the Territory or the Channel. Any sale or distribution to outside of North America shall not be in breach of this section if:
 - (i) Such sale or distribution is in connection with a global program, which is run from North America; and
 - (ii) Distributor has obtained Trimark’s prior written approval for such distribution or sale. Immediately upon learning or receiving notice that a Distributor of Trimark or a customer of any distributor of Trimark is selling and/or distributing Licensed Articles outside the Territory or the Channel, Trimark will cease all sales, distribution, and deliveries to such distributor.
- (d) In no event shall the Licensed Articles be used in connection with premiums, giveaways, combination sales,

or similar programs. “Premiums, giveaways, or combination sales” for purpose of the foregoing provisions, shall mean use or sale of the Licensed Articles in connection with the following kinds of promotional activities: self-liquidator programs; joint merchandising programs; giveaways; sales incentive programs; door openers; traffic builders; and any other kinds of promotional programs designed to promote the sale of the Licensed Articles or other goods or services of ROOTS or a third party.

(e) No returns to any ROOTS retail locations.

6. WEBSITE USAGE

- (a) Should the Distributor wish to present Licensed Articles on their current website for the purposes of promoting, marketing, selling (including the taking and processing of purchase orders) and distributing its products then the quality of such website with respect to presentation, “look and feel” and functionality shall at all times be consistent with the websites maintained by other leading wholesale apparel retailers in the business-to-business space;
- (b) The Licensed Articles shall be featured on such website in a manner consistent with:
- (i) The quality and prestige of the Trademarks; and
 - (ii) The other products of the ROOTS featured on its website.



EXCLUDED CUSTOMERS

PHILANTHROPIC:

Right To Play, The Jane Goodall Institute, Canadian Wildlife Federation, World Wildlife Federation, David Suzuki Foundation, Parkinson Society Canada, Stop Global Warming, Waterkeeper Alliance, IDEA City, Luminato, Young Artists for Haiti, Canadian Red Cross, Ibelieve Foundation, Be Fair to Rare, Tree of Life Canada, Bronze Medallion/Life Saving Society and Humane Society

HOSPITALS:

Hospital for Sick Children in Toronto, Northern Health, Venture Healthcare and Cardinal Health Care

MEDIA:

TIFF (*Toronto International Film Festival and Bell Lightbox*), Touchstone, Paramount Pictures, Dreamworks, Universal Studios, Warner Brothers, 20th Century Fox, *Flashpoint*, *Rookie Blue*, *Being Erica*, *This Hour has 22 Minutes*, *Cupcake Girls*, ILAA, Live Nation, Rock it Cargo, IIFA and Whistler Film & Jazz Festivals, The Canadian Tenors, Canadian Film Centre

SPORT CLIENTS:

NHL and its member teams and authorized retailers, NHLPA, Canadian Curling, Yukon Government & Sport, Sport Yukon, Team Yukon, Team PEI (*Provincial Canada Games*), Team New Brunswick (*Provincial Canada Games*), Canada Games, Canadian Deaf Sports, Rogers Cup, Fed Cup, Davis Cup -Tennis Canada

BUSINESSES:

Onex, Skyservice Business Aviation, Showtech, Camp Tamakwa, CAAMP, Camp Tanamakoon, Kilcoo, Lakes of Muskoka Brewery (*retail*), Moosehead Breweries, Zipcar, U of T, National Ballet of Canada, Elmwood School, Ryerson University, Marshall McLuhan High School (*custom uniforms*), CBC Sports and Radio, Ontario Place (*retail and uniforms*), Canadian, Provincial and City Tourism associations, Invest Toronto

Trimark may, upon written notice, cease all marketing and sales activities based on the signed being violated.

EXECUTIVE SUMMARY

DISTRIBUTOR AGREEMENT

ROOTS 73 product and supporting marketing materials will be available on September 1, 2011.

REQUIREMENTS

- ROOTS 73 product must be decorated with a Corporate or Resort logo
- ROOTS 73 product may not be decorated directly adjacent to ROOTS branding
- Marketing materials produced, whether digital (website) or traditional (print), to promote the brand must be approved by Trimark

RESTRICTIONS

- The distributor shall not solicit or sell ROOTS 73 product: In Retail channels
- ROOTS 73 product may not be sold in connection with premiums, giveaways or combination sales
- ROOTS 73 may only be sold in North America or through a program originating in North America unless with written consent from Trimark
- Customers on the “Excluded Customer” list





Roots73[®]

ESTABLISHED 1973

polyconcept
NORTH AMERICA

TRIMARK

®Roots73 is a Registered Trademark of Roots Canada Ltd.
used under license.



TRIMARK

FORM OF ACCEPTANCE

Trimark Account #: _____

Company Name: _____

Name: _____

Title: _____



Signed authority to bind the company to this agreement.

I have read and understand the ROOTS 73 Distributor Agreement and our company and its employees will adhere to the terms disclosed.

Signature: _____

Return Address: Trimark Sportswear Group
30 Staples Avenue
Richmond Hill, ON L4B 4W3

Return Fax: 905-508-7201

Return Email: customerservice@trimarksportswear.com

