

September 4, 2014

JMD Building Products LLC
13105 Delmar Street
Leawood, Kansas 66209-4147
Attn: Ms. Julie D'Agostino

PRIVATE & CONFIDENTIAL

LETTER OF UNDERSTANDING FOR PRODUCT SUPPLY

Dear Ms. D'Agostino:

This Letter Of Understanding For Product Supply (this "Letter") is to confirm our recent discussions regarding the purchase by JMD Building Products LLC ("JMD") of various products manufactured by Meadow Burke LLC ("Meadow Burke"). Based upon our discussions and the information that we have exchanged to date, for the next twelve (12) months Meadow Burke is willing to supply products on a "non-exclusive", "as needed", and "as available" basis to JMD for its own use and/or resale to JMD's customers. All sales will be made pursuant to the issuance of a Sales Order (including terms of sale, quantity, and product specifications) by Meadow Burke and signed by JMD. There is no requirement or guarantee of any minimum or maximum amount of products to be purchased or made available during the timeframe referenced above. The prices for the products will be at Meadow Burke's then current pricing. All sales will be subject to Meadow Burke's payment and credit terms. Either party may terminate this arrangement at any time and for any reason, or for no reason at their convenience.

This Letter is not an offer to purchase or a commitment to sell product but rather an understanding of the basic terms of supply and sale for possible future product purchases. Therefore, the parties by their signatures hereto, acknowledge that this Letter is not an agreement to purchase or supply and there shall be no liability to either party if for any reason (or for no reason) the parties do not complete a product purchase transaction.

Thank you.

Sincerely,

Meadow Burke LLC

By: 

Print Name: Doug Crawford

Title: VP - Operations & Development

Understood, acknowledged, and agreed:

JMD Building Products LLC

By: 

Print Name: Julie D'Agostino

Title: President