



Transformation Enzyme Corporation

MSRP Policy

CONFIDENTIAL

Transformation Enzyme Corporation's (Transformation) continued investment in its product line and brand image has resulted in increased sales and enhanced market position with respect to the Transformation™ product line as a whole, encompassing both professional and retail use products. We wish to continue this success.

In order to bolster the strong brand image associated with Transformation™ and its products, and enhance our market position and ability to introduce new products, we recommend that all retail resellers of Transformation products sell at Manufacturer Suggested Retail Prices ("MSRP") as published by Transformation™. Substantial consideration is given to our brand image and overall market position in the adoption of our MSRP for Transformation™ products.

In contrast, we believe an excessive discount on Transformation™ products, whether at the wholesale or retail level, threatens the Transformation™ brand image and overall sales. We believe that excessive discounting discourages our distributors as a whole from investing in the growth of the Transformation™ product line and from providing the best possible service and support to our diverse clients. As a supplier who invests in clinical research, education and training over high dollar advertising, Transformation™ relies on its distributors to fulfill critical sales and service functions central to customer satisfaction and continued success.

After careful review, Transformation has institute the following Policy:

Although resellers remain free to establish their own resale prices, Transformation™ will, without assuming any liability, cancel certain or all orders and will indefinitely refuse to accept certain or all new orders from any reseller immediately following Transformation's verification that such reseller has:

1. Advertised any Transformation™ products on Amazon.com, eBay.com or Google Shopping is strictly prohibited;
2. Advertised any Transformation™ products at a net sales price below the current MSRP for the product as published by Transformation™;

3. Supplied any Transformation™ product, directly or indirectly, to any other reseller which advertises such Transformation™ product at a net sales price below the current MSRP for the product as published by Transformation™.

A current list of Transformation™ products is set forth on Schedule “A” of this Policy. Transformation™ reserves the right to add, delete or otherwise amend the list of Transformation™ products subject to Schedule A under this Policy. Transformation™ will publish amendments to Schedule A and the applicable MSRP from time to time, either through mailings, on-line publication or other means, which shall then be incorporated into the be subject to this Policy.

The Effective Date of this Policy is April 1, 2011.

Except as otherwise set forth herein, this Policy applies to all products supplied by Transformation™, including professional and consumer products.

This Policy applies to all domestic and international customers of Transformation™ reselling Transformation™ products including all wholesalers, distributors, dealers or other resellers. Indirect supply includes all downstream supply flowing from a Transformation™ customer.

This Policy applies to all forms of published advertising media including, without limitation, the following:

- Internet websites, web pages or other advertising on the worldwide web, including Internet auction sites such as eBay, social media venues (i.e., FaceBook & Twitter), as well as pricing reflecting in metadata or other code/text searchable on-line
- Catalogs, newspapers, magazines, fliers, brochures, mass-mailings, coupons or handouts
- Broadcasting, including television and radio

Coupons, discounts or other incentives or offerings shall be deemed a violation of this Policy if resulting in an advertisement of any Transformation™ product at a new sales price (or stated value) of less than the current MSRP for the Transformation™ product and the value of the accompanying incentive.

Any non-conforming advertising will be considered a violation of this Policy except promotions or incentives initiated and approved in writing by Transformation™.

This Policy does not in any way restrict resale prices as to any Transformation™ products. Resellers remain free to establish their own resale prices for all products. Resellers also remain free to advertise a telephone numbers, where customers and prospective customers may call the reseller for pricing information. Resellers may provide quotations for Transformation™ products without restriction as to resale price; provided that the advertising of any such prices complies with this Policy. Resellers remain free to advertise any price via point of purchase displays at physical clinic locations.

Through the Effective Date of this Policy and thereafter, Transformation™ reserves the right in its sole discretion to decline any order, including any order which exceeds customer purchasing patterns, or

establish credit for any account. All sales by Transformation™ are at its exclusive discretion and may be continued or discontinued by Transformation™ on an at-will basis.

Transformation™ may at any time modify, suspend or discontinue this Policy, in whole or in part, including modifying the products, distribution channels and /or MSRPs covered by this Policy, in its sole discretion.

Transformation™ will not discuss any conditions of acceptance related to this Policy, as it is non-negotiable and will not be altered for any reseller. In addition, Transformation™ neither solicits, nor will it accept, any assurance of compliance with this Policy.

This Policy, its contents and all of its Schedules and amendments are to be maintained as strictly confidential and not disclosed to third parties. Distributors shall advise their respective dealers of this obligation of confidentiality.

Transformation sales personnel have no authority to modify or grant exceptions to this Policy. All questions regarding the interpretation of this Policy must be directed to Keri Josephson at keri@tecenzymes.com or 1-713-266-2117. All questions and issues regarding interpretation of this Policy shall be resolved by Transformation in its sole discretion.

Schedule A

Item	Product (size/caps)	MSRP
30161	Adrenal Complex (60)	\$19.50
40023	Carbo-G (90)	\$45.00
40025	Carbo-G (180)	\$82.50
40031	Digest (60)	\$38.50
40033	Digest (90)	\$53.50
40035	Digest (120)	\$68.50
40110	EFA 1200mg (60)	\$20.50
40041	Gastro (60)	\$32.50
40043	Gastro (90)	\$44.25
30241	Heavy Metal Defense (60)	\$18.00
30251	Immune AV (60)	\$18.00
30171	Intestinal Support (60)	\$18.00
40123	Joint Health (30)	\$48.50
30191	Liver Support (60)	\$15.50
40061	Lypo (60)	\$36.50
30151	Mineral Complex (30)	\$16.00
40073	Probiotic (30)	\$16.75
40071	Probiotic (60)	\$32.00
40075	Probiotic 42.5 (30)	\$52.00
40081	Protease (60)	\$37.00
40085	Protease (120)	\$64.50
40091	Protease 375K (60)	\$32.00

40051	Protease IFC (60)	\$33.00
40055	Protease IFC (120)	\$57.00
30201	Protease IM (60)	\$18.50
30211	Thyroid Complex (60)	\$23.75
40078	Transbiotic (30)	\$28.00
10021	BalanceZyme Plus (90)	\$40.00
10031	CalmZyme (100)	\$23.00
10051	DigestZyme (120)	\$32.00
10055	DigestZyme (240)	\$54.00
10057	DigestZyme (360)	\$75.00
10111	Pwd DigestZyme (41.5g)	\$43.00
10061	ExcellZyme (60)	\$22.75
10071	GastroZyme (100)	\$23.50
10073	GastroZyme (270)	\$56.00
10321	H-Drain (1 oz)	\$18.00
10311	K-Drain (1 oz)	\$18.00
10315	K-Drain (4 oz "refill size")	\$65.00
10301	L-Drain (1 oz)	\$18.00
10305	L-Drain (4 oz "refill size")	\$65.00
10081	LypoZyme (60)	\$27.00
10091	MasterZyme (100)	\$36.00
10101	Plantadophilus (90)	\$29.00
10121	PureZyme (120)	\$40.00

10123	PureZyme (200)	\$62.00
10131	ReleaseZyme (100)	\$23.75
10141	RepairZyme (45)	\$20.00
10145	RepairZyme (120)	\$45.00
10161	Super CellZyme (90)	\$32.25
70011	Kidz Digest Powder (41.5g)	\$43.00
70021	Kidz Digest Chewable (30)	\$14.50
70023	Kidz Digest Chewable (90)	\$32.25
70025	Kidz Digest Chewable (180)	\$59.00