GSI Merchandise Vendor

Compliance Guidelines

February 4, 2010

Version 3.1.2



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Revision Tracking

Author	Version Revised	Date Published
Operations	V 1.0	September 13, 2008
Merchandising	V 2.0	July 1, 2009
Operations	V 3.0	September 18, 2009
Operations	V 3.1	December 2, 2009

Version Notes

Entry	Details of Change	
1.1	EDI Updates	
2.1	Chargeback Policy and Rates Update	
3.1	Canada Shipments	
3.2	Canada Contacts	

GSI Commerce Solutions, Inc. – Revised July 1, 2009

These Merchandise Vendor Compliance Guidelines attached to and constitutes a part of the Merchandise Vendor Agreement between GSI Commerce Solutions, Inc. ("GSI") and the Vendor named therein.

1. Overview

This document outlines the principles and guidelines for all GSI Domestic and Canadian Distribution Centers, which are UPC driven warehouses. Your cooperation and continued support is greatly appreciated. We understand that following these guidelines may necessitate some adjustments on your part.

Any questions concerning this document please contact:

<u>US Domestic</u> Dominic Schembari, Warehouse Mgr. Louisville, KY (502) 995-0223 ext. 1378 <u>schembarid@gsicommerce.com</u> <u>Canada</u> Paul Papoutsis, Warehouse Mgr. Mississauga, Ontario (905)285-9201 papoutsisp@gsicommerce.com

2. Ship Complete

GSI is committed to optimizing the flow of merchandise through the supply chain. Back orders are counter productive to this philosophy and only add unnecessary cost to GSI and our vendors. Therefore, all POs must be tendered at least 75% complete when shipped to GSI with no more than 2 deliveries per PO. Quantities delivered greater than those ordered will not be accepted unless prior notification is given. Charge backs may be imposed if overage quantities are delivered to GSI. Unwanted overages will be sent back with the vendor being responsible for all freight expenses. Attempted delivery of cancelled purchase orders may be refused at our fulfillment center.

3. Item Information

Accurate item information is critical for GSI to service our customers and effectively manage inventory. GSI requires all vendors to join the Uniform Code Council (UCC) in order for their products to be UPC source marked. Not only is accurate item information necessary, but notification of changes is even more critical. Some of the frequently identified problem areas include:

- No UPC on merchandise
- Incorrect UPC on merchandise or carton
- Old UPC is used when product has changed
- New UPC is used without notifying GSI
- Bar-code of poor quality and will not scan
- Single unit UPC is used on master carton case
- Point of Origin information missing
- UPC is not assigned to the smallest unit
- Hard tag or adhesive label containing the UPC is not securely attached to the item upon
- arrival at GSI fulfillment center.

The Purchase Order # must be clearly visible on all cartons in the shipment.

4. New Item Information

GSI requires the following information for all items:

- Valid UPC code
- Merchandise description
- Unit size (length, width, height, weight of individual saleable unit)
- Inner pack size (quantity, length, width, height, weight)
- Case pack information (quantity, length, width, height, weight, and volume)
- Pallet information (quantity, length, width, height, weight)
- Unit of Measure
- Point of Origin
- Manufacturer name
- Manufacturer product number/model number
- Expiration (if applicable) provide months of shelf life
- ♦ Cost
- Color
- Special handling requirements (if applicable)
- Country of Origin
- Fiber Content

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5. Notification of Changes

Business demands will require changes. Proper lead time for communicating changes will reduce potential service and inventory issues. The information below lists such changes and the communication requirements GSI expects of its vendors. Any changes must be stated in writing to the contact listed in the table below.

CHANGE REQUIREMENT CONTACTS

Change Request	Notice Needed	Approval Needed
Cost Change	60 Days	Buyer
Product Change	30 Days	Buyer
Product		
Substitutions	30 Days	Buyer
UPC Change	60 Days	Buyer
Case Pack Change	60 Days	Buyer
Inner Pack Change	60 Days	Buyer

6. Ticket Style and Placement

GSI requires that all merchandise be pre-ticketed by the vendor. GSI allows two types of tickets provided by vendors:

- A Soft (adhesive) label
- A Hard tag

Ticket Information

Tickets provided by vendors must include the following information:

Date Code:	The date code consists of three digits; the first two represent the month and the third digit represents the year. This date should reflect the PO ship date. Example: 040 represents the date April 2000, 111 represents the date November 2001.
GSI SKU #:	GSI merchandising group will provide GSI sku #'s. Note: <u>Do not put "GSI" on the ticket</u> .
Product Description:	The description may be a maximum of sixty characters (letters and/or numerals). Provide product descriptions to GSI merchandising group.
Manufacturer Part #:	Maximum of 20 characters (letters and/or numerals).
Color of Merchandise:	(if applicable).
Size of Merchandise:	(if applicable).
UPC Code:	See UCC guidelines. (If the merchandise packaging is printed with the UPC, the ticket does not need to include the UPC.) UPC codes are required at time of item set up, <u>prior</u> to creation of purchase orders.

7. Label & Tag Style

Hard tags and soft labels should be printed with the following font style and minimum point size. Variance in style and size is negotiable:

- Font: Universel
- Date: 6 point
- ◆ (GSI) SKU #: 12 point
- Brand/Manufacturer: 14 point
- Product Description: 8 point
- ♦ Gender: 6 point
- Manufacturer Part #: 6 point
- ◆ Color: 6 point
- ◆ Size: 6 point
- UPC : See UCC guidelines

8. Soft Label & Hard Tag Format



- Both Hard tags and Soft labels require identical information and format.
- Physical dimensions of soft ticket should not exceed 2.5" X 2.5".
- Physical dimensions of hard ticket should not exceed 5.0" x 2.5". (L x W)
- Physical dimensions of tags and/or labels are negotiable but must meet content requirements.

9. Ticket Placement

Soft (adhesive) labels should be attached to the upper right corner of the packaging, on the front side of the package. If placement in the upper right corner will cover relevant information on the packaging, the ticket should be placed in one of the following locations in order of priority:

- 1. Upper left corner of the packaging
- 2. Lower right corner of the packaging
- 3. Lower left corner of the packaging

For apparel, an adhesive label should be attached to the vendor hard tag attached to the merchandise or a separate hard tag must be attached to the merchandise.

NOTE: For specific products (as determined by GSI) the ticket **MUST** be attached in a specific location.

10. Multiple Tickets

GSI requires multiple tickets to be attached to the following merchandise if the model number and/or the merchandise descriptions are not provided on the merchandise:

Apparel:Multi-piece garments must have each piece ticketed.Hard goods:Multiple carton sku's must clearly be marked. (e.g. Carton 1 of 3, 2 of 3, 3 of 3, etc.)

11. Electronic Data Interchange

EDI is the computer-to-computer transmission of documents between two companies. Computer-to-computer implies that all information contained in the documents is capable of being read and processed without human intervention.

GSI is committed to expanding EDI to all current and new vendors in order to operate more efficiently and foster future growth. To accomplish this goal we are outsourcing our EDI to SPS Commerce and are requiring all new vendors to select an EDI solution through them. SPS Commerce is an industry leader and their team has experience working with Vendors of all different sizes and technological capabilities. Please have the correct person within your organization follow the link below to watch our archived webcast and then contact SPS Commerce directly to select the best solution for you.

www.spscommerce.net User ID: gsivendor Password: spscommerce

You can also call them at 866-245-8100 or email them at clientservices@spscommerce.net

By October 1, 2008, GSI requires that all vendors must comply with EDI communication and subsequent ASN's.

12. Packaging Instructions

Overview:

As business partners driving mutually beneficial supply chain efficiencies, this section contains detailed instructions on packaging, carton labeling and marking, pallet utilization, and shipment documentation for merchandise shipped to GSI. GSI is committed to working with our vendor partners to improve product packaging/handling and to increase automation efforts. It is expected that all vendors will comply with the requirements set forth. Non-compliance will result in reimbursements to GSI for processing expenses incurred due to non-compliance. These reimbursements are outlined in the Reimbursement section of this guide.

Vendors who send Port of Entry (POE) shipments are required to follow all compliance standards stated in this Vendor Relationship Guide.

NOTE: Unless agreed to in advance with written approval from the GSI Logistics Department, shipments not meeting the minimal requirements may be refused upon delivery and returned to the vendor at the vendor's expense.

Minimal Requirements:

- PO# must be marked on each carton.
- Pack slip must be attached to outside of lead carton
- Pack slip must reference only one PO
- UPC attached to each item
- All apparel and headwear individually poly bagged
- If truck, palletize loads
- UCC128 labels are required

13. Packaging of Merchandise

In order to expedite the receiving of cartons and maintain a high level of accuracy in processing, the following guidelines have been established:

- GSI typically requires only one SKU per carton for all fulfillment center shipments (unless economies of scale cannot be met).
- One SKU per carton is preferred, however, one style, color, and multiple sizes may be shipped per carton if shipment is small and economies of scale cannot be met.
- Merchandise inside of cartons should NOT be tied together in bundles with strings, bands, etc. unless specifically requested or authorized in advance.
- Carton weight should not exceed 50 pounds, unless the product itself weighs more than 50 pounds.
- All apparel, including headwear), SKU's <u>MUST</u> be poly-bagged by individual saleable unit. Polybag material will be <u>a minimum .85 mil thick</u>. Vendors must print or label the following warning across the center of each polybag, with lettering to be a minimum of 1/8" high:
 - "WARNING To avoid danger of suffocation; keep away from babies and children. Do not use in cribs, beds or play pens. This bag is not a toy."
- Seal shipping cartons with tape or light adhesive. Do not use staples or bands unless prior written approval is granted by the GSI Logistics Department.
- Package merchandise in cartons that are new, sturdy, and can withstand normal handling for shipping.
- Do not use loose fill in GSI Fulfillment Center shipments without obtaining prior written approval from the GSI Logistics Department. If approval is obtained, clearly identify that "loose fill is contained within" on the carton.

14. Hanger Program

GSI does not purchase goods on hangers nor will receive product shipped with hangers. Buyers will specify exceptions.

15. Supply Vendors

GSI allows vendors to choose their own label, tag, polybag and corrugated suppliers. The GSI Vendor Compliance Coordinator will recommend contacts if requested.

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16. Marking/Labeling of Cartons

By October 1, 2008, GSI requires that all vendors are in compliance with UCC-128 labeling and subsequent ASN capability.

Carton labels for all GSI shipments must be a 4" x 6" UCC-128 shipping label, the substantially similar to the label below, or as agreed to by GSI. Each vendor is responsible for attaching such a label to every package. GSI reserves the right to make future label changes should it be deemed necessary.

- All GSI purchase order numbers are seven numerals in length, must be human readable, and bar-coding is preferred.
- All GSI SKUs are 6-7 digits in length, must be human readable, and barcoding is preferred.
- The quantity must always be four digits in length, must be human readable, and bar-coding is preferred. The quantity must reflect one number of the selling unit. For example, if you are shipping 24 units of a SKU, the quantity would be 0024.

NOTE: Vendors are required to make every attempt possible to provide bar coding for PO numbers, GSI SKUs, and quantity, however, no penalty will be assessed if bar-coding is missing for these items.

 Labels should be placed on the <u>lower right hand corner</u> of the <u>longest side</u> of the carton approximately two inches from the carton edges. For palletized shipments, labels should be placed on all cartons facing outward on the pallet.

SSCC-18 / UCC-128 Carton Label GSI Commerce

"Illustration not to scale Actual size = 4"x6"



H UCC-128 Serial Shipping Container Code (SSCC-18)

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17. Pallets

Palletizing shipments will be based on the volume or size of cartons. All GSI Fulfillment Center shipments must be palletized if the total amount of cartons is four feet or higher, and/or the shipment is at least 50 cubic feet.

Use standard GMA pallets, which are 40" by 48" inches in size (42" by 48" are also acceptable). Pallets must be grade "B" or higher, and should not be broken, spliced, or missing boards. If larger pallets are required or overhang approval is needed please contact your Vendor Compliance Coordinator.

Place cartons on the pallet so there is no overhang. Secure cartons to the pallets with stretch wrap. Carton labels must be readable from the outside without breaking down the pallet. Do not place labels on stretch wrap.

When placing cartons on pallets, put only one SKU per pallet, unless the amount of cartons of one SKU does not warrant palletizing. In this instance, multiple SKUs are allowed to be placed on one pallet. If there are less than five SKUs on the pallet, like SKUs must be separated with cardboard dividers.

If multiple POs are contained in a shipment, sort cartons by SKU and then by PO so that the cartons are clearly segregated. If your carton count is insufficient to build a complete pallet, you may combine POs on one pallet by placing cardboard dividers between POs.

If an individual SKU consists of more than one carton, e.g. gym set, clearly mark carton 1 of 2 as example.

Floor loaded shipments are unacceptable with the exception of overseas containers. Failure to palletize domestic shipments will result in a charge back. On floor loaded overseas shipments, cartons must be sorted by SKU. If there are multiple POs per trailer they must be sorted by SKU and then by PO.

NOTE: Any deviations from these policies requires prior written approval from the Vendor Compliance Coordinator Dominic Schembari 502-995-0223 ext.1378

18. Packing Slips

GSI requires a packing slip for all shipments. The packing slip must contain the following information:

- GSI purchase order number
- Number of cartons
- GSI SKU numbers with item descriptions and quantities
- Vendor Part Number
- Grand total units

Insert packing slips into a removable pouch and place it on the outside of a "Lead Carton" for each shipment. Indicate "Lead Carton" on that carton or place in a "packing slip enclosed" preprinted pouch.

NOTE: If you ship full trailer loads, the "Lead Carton(s)" should be the last carton(s) placed on the truck for easy access at our dock.

19. US Domestic Shipments Transportation and Routing

So that we can exercise greater control of the tremendous flow of merchandise coming into our fulfillment center we mandate <u>FOB Origin, Freight Collect</u>, unless otherwise agreed by the parties. If an off-invoice freight allowance has been established, please consult the Carrier Selection section below to determine proper routing and communication requirements.

1. Bills of Lading:

It is imperative that all of the following items be noted in the body of your bill of lading. **Failure to comply may result in a charge back:**

- Your company name and address
- Our complete ship to address (see below)
- All GSI Inc purchase order number(s)
- Commodity Descriptions and freight classification
- Total cartons and weight
- Bill Freight Charges to:

GSI Commerce Solutions, Inc. Attention: Accounts Payable 935 First Avenue King of Prussia, PA 19406

2. PARCEL PACKAGES – Ship to address:

GSI Commerce Solutions Inc. Attn: Receiving Department 7601 Trade Port Drive Louisville, KY 40258 Phone: 502.995.0223 ext. 1331 Fax: 502.995.1481

3. DESIGNATED PARTNERS – Ship to address:

GSI Commerce Solutions, Inc. Attn: Receiving Department 40 Logistics Blvd Walton, KY 41094 Phone: 859.292.1230 Fax: 859.485.2891

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4. LARGE SHIP ALONE PACKAGES – Ship to address:

GSI Commerce Solutions Inc. Attn: Receiving Department 350 Omega Parkway Shepherdsville, KY 40165 Phone: 502.921.0565

5. Insurance:

No value is to be shown on the bill of lading.

6. Classification:

Describe goods shipped in accordance with the National Motor Freight Classification showing complete description and the NMFC item number. Shipments subject to a density group e.g., clothing, NOI, must include the density per cubic foot and the actual value per pound on the bill of lading. Differently rated commodities must be in separate shipping containers and must be described separately on the bill of lading.

7. **ASN's:**

ASN's are required a minimum of 24 hours before the shipment is to be received at GSI. Failure to comply may result in a chargeback.

8. Freight Collect Carrier Selection:

Consolidate the weight of all orders and backorders into one shipment, and then select the carrier.

9. Small Package:

Shipments up to 150lbs. are to be shipped via UPS Ground Service, GSI account number 9AR 750.

10. Less than Truckload (LTL):

Shipments with packages that exceed UPS weight or dimension restrictions, and shipments weighing between 201 pounds and 5000 pounds are to be shipped via Yellow Freight.

11. Truckload or High Density LTL:

For shipments weighing more than 5000 pounds, or shipments under 5000 pounds that occupy 750 cubic or more in a trailer (approximately 20% of a 48' trailer), contact **GSI Traffic Department at (610) 205-3445; mcgeehang@gsicommerce.com** to arrange a truck load carrier. You must contact the Traffic Department 24 hours prior to pick up availability.

- SHIPPER LOAD, COUNT and SEAL GSI terms are LOB Origin, "Loaded on Board the vehicle and sealed for transport." The merchandise must be loaded and braced for protection to avoid damage during transport.
- Indicate "Shipper Load and Count" on all copies of the bill of lading. Any charges for loading, counting, and/or detention by the carrier will be at your expense. Absence of the notation "Shipper Load and Count" on the bill of lading presumes "Driver Load and Count," for which there is a charge.
- Record the seal number on the bill of lading. Carrier trailer number must appear on the bill of lading.
- Truckload shipments to the GSI Fulfillment Center require delivery appointments; please note "Appointment Required" on the bill of lading.

20. Importing Into Canada Transportation and Routing

1. Customs Documentation:

Customs documents are any group of documents required by the Canada Border Services Agency (CBSA) and Other Government Departments (OGD's) to accurately and completely identify goods that are being imported. Canada, like every country, has its own specific rules and regulations regarding information and documents required.

***Please note:** Canada customs requirements continuously change. For the most up to date information please refer to the website: <u>http://www.cbsa-asfc.gc.ca/import/menu-e.html</u>

Services Agency troi	ence des services natiens du Canada Canada Border Service www.cbsa.gc.ca te Contact Us Help		
Canadians and residents	Commercial sector Programs, services and information for busir (Highlights]	esses or persons with commercial interests.	
Media	Importers	Exporters	
By Type Programs and services Publications and forms	Importer programs Customs Tariff Reporting your shipment Publications and forms	Export documentation Reporting your exports Other government department requirements Publications and forms	
About the CBSA	[More]	[More]	
Resources A-Z index	Service Providers	Small and Medium-sized Enterprise Centre	
CBSA offices Small and Medium Enterprise Centre What's new	Carriers Customs brokers Core Services Review Sufferance warehouses Duty-Free shops	Exporting for SMEs Importing for SMEs Information sessions and seminars SME toolkit	
Job opportunities Stay in touch Accountability Appeals	Passenger Transportation Companies Publications and forms	[More]	
Corporate	Safety and security	Facilitating Trade	
documents Proactive disclosure	Advance information Contraband detection Prohibited and restricted goods	Administrative Monetary Penalty System Anti-dumping and countervailing International trade agreements Trade incentive programs	
	[More]	[More]	

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2. Canada Customs Invoice (CCI) or Commercial Invoice:

Include name and addresses of the exporter and importer, a description of the goods, weight, price, currency, terms of delivery and payment, shipping date, reference numbers, OGD permits, country of origin and other information.

Please note: Importer of the record (IOR) also known as purchaser and the broker must be mentioned in the paperwork for all shipments.

Commercial Invoice Minimum Requirements

For all cross-border shipments, a commercial invoice must accompany the freight and must contain the data elements listed below in order to avoid unnecessary delays. If sending sample product you do not have to list a sales price (all samples are free goods), but you must assign a proper value to the product for customs purposes.

- 1. Consignee's name and address
- 2. Country of origin (for every line stated on invoice)
- 3. Conditions of sale: DDP.DDU etc.
- 4. Currency of settlement
- 5. Number of packages
- 6. Complete description along with part numbers and harmonized code (HTS) number
- 7. Number of pieces under which the unit price is calculated.
- 8. Unit price, total cost per line as well as invoice total.
- 9. Net and gross weight (if both are not available specify at least gross)

*The above list are the main requirements in addition to other standard information that is usually stated on a commercial invoice such as PO number, invoice number, shipper's name and address, etc.

If there is any uncertainty as to how shipments should be handled, or if you have any questions regarding the above, please contact Gary McGeehan, GSI Traffic Manager, 610-205-3445, <u>mcgeehang@gsicommerce.com</u>.

3. Bill of Lading:

Issued by the exporter to a carrier describing the goods to be shipped, acknowledging their receipt and stating the terms of the contract for their carriage. The shipper is responsible for completing the bill of lading and providing the completed document to the carrier at the time shipment is sent. The carrier signs a copy of the bill of lading before departure as evidence of the transfer of goods from exporter to carrier.

It is imperative that all of the following items be noted in the body of your bill of lading. Failure to comply may result in a charge back.

- Your company name and address
- Our complete ship to address (see below)
- All GSI purchase order number(s)
- Commodity descriptions and freight classification
- Total cartons and weight
- Bill Freight Charges to:

GSI Commerce Solutions, Inc. Attention: Accounts Payable 935 First Avenue King of Prussia, PA 19406

4. Carrier Manifest (Cargo Control Document):

Identifies the shipper, consignee, shipment packing, weight and general description of the goods as the carrier's report to the CBSA. The carrier prepares the manifest based on the bill of lading provided by the shipper. The carrier must provide the customs broker with a manifest in order for the broker to obtain a release from Customs. Once submitted and accepted by Customs, the manifest and cargo control number are monitored by Customs to ensure the proper clearance and closure of the shipment.

5. Packing List:

A packing list should specify per carton or crate, the number / type of units of material inside. The shipper prepares the packing list and there is no standard format. Customs uses the packing list as a check-list to verify the outgoing cargo (in exporting) and the incoming cargo (in importing). The importer uses the packing list to inventory the incoming consignment.

6. Certificate of Origin:

For goods eligible for favorable tariff treatment under trade agreements, to verify where various materials and parts originated.

The main types are:	NAFTA (North American free trade agreement)
	CIFTA (Canada – Israel free trade agreement)
	CCFTA (Canada – Chile free trade agreement)
	CCRFTA (Canada – Costa Rica free trade agreement)
	Form 'A' (certificate of origin from certain developing
	countries.)

A good can be fully or partially exempt from duty if it is obtained or produced in a country under the Rules of Origin in the North American Free Trade Agreement. The manufacturer of the goods needs to certify the goods determined from the Bill of Materials. US manufactured product can use the US version of the NAFTA certificate of Origin (CF434).

Important: The NAFTA certificate will be required with each shipment if a blanket certificate is not available. It is also critical that each vendor identify (with each shipment) who their customs broker is so that border control can contact the appropriate persons.

NAFTA Form with instructions: Vendor/shipper must submit all the required documents to the carrier at the time when shipment is handed over to the carrier. Carrier will forward / submit all the documents to Broker for PARS set up.

7. Clearing Canada Customs - Broker Check List:

- $\sqrt{}$ Gather all necessary information and documentation from importer, shipper and the carrier
- $\sqrt{}$ Reviews paperwork and will contact necessary parties to obtain missing information or to clarify the information provided.
- $\sqrt{}$ Obtain any required import permits and or certificates required by other government departments (OGD).
- $\sqrt{}$ Submit the release package electronically to the CBSA requesting a release of the goods.
- \checkmark When the shipment arrives in Canada, CBSA will release the goods providing everything in order.

8. Pre-Arrival Review System (PARS):

The PARS is a system developed by the CBSA that allows for release information to be processed before the goods arrive at the border. PARS is available for shipments arriving by ground, air, marine and rail.

The carrier is required to fax or electronically transmit all shipment related documents / information to the broker at least <u>3 hours</u> prior to arrival at the border as customs require 1 to 2 hours to process the PARS release request. The bar coded cargo control number supplied by the carrier is the key element for pre-arrival review processing.

Please note: Customs may pull any shipment at any given time for examination.

21. Cross Border Shipments (US to Canada or Canada to US):

Please be aware that GSI requires all vendors to be responsible for all costs associated with the transportation of product to a GSI Fulfillment Center. For product crossing the US/Canada border, this would include any related customs clearance fees, duties and taxes. GSI will designate the carrier and pay the freight charges.

1. SHIP TO address:

GSI Commerce Solutions Inc. Attn: Receiving Department 850 Matheson Boulevard West, Unit 4 Mississauga, Ontario L5V 0B4

<u>Primary Contact:</u> Paul Papoutsis Email: papoutsisp@gsicommerce.com Phone: (905)285-9201

Secondary Contact: Zanique Yasin, Warehouse Lead Email: yasinz@gsicommerce.com Phone: (905) 285- 9202

2. Insurance:

No value is to be shown on the bill of lading.

3. Classification:

Describe goods shipped in accordance with the National Motor Freight Classification showing complete description and the NMFC item number. Shipments subject to a density group e.g., clothing, NOI, must include the density per cubic foot and the actual value per pound on the bill of lading. Differently rated commodities must be in separate shipping containers and must be described separately on the bill of lading.

4. ASN:

ASN's are required a minimum of 24 hours before the shipment is to be received at GSI. Failure to comply may result in a chargeback.

5. Freight Collect Carrier Selection:

Consolidate the weight of all orders and backorders into one shipment, and then select the carrier.

6. Small Parcel Freight:

If you are sending your product via UPS Package, or any other Small Parcel courier service provider, please select the term: "Free Domicile", (Do not select Prepaid or Collect options). The Small Parcel carrier will charge you directly for all customs and brokerage charges prior to shipping the product to GSI.

Shipments up to 150lbs. are to be shipped via Purolator (GSI account #2718383)

Purolator US Headquarters

www.purolatorusa.com 1-888-511-4811

7. LTL Freight:

If you are sending LTL freight across the Canada/U.S. border you must utilize your own broker service to classify and broker product across the border. Your company must in all cases be the importer/exporter of record for this product. You may not use existing GSI brokerage accounts with UPS-SCS to pay for brokerage, duty or GST.

If you do not have a customs broker, GSI recommends the following:

UPS Supply Chain Solutions

Livingston International

<u>www.ups-scs.com</u> 1-800-333-7400 from the U.S. and Canada 1-804-231-8555 from outside the U.S. and Canada www.livingstonintl.com 1-800-837-1063

Shipments with packages that exceed UPS weight or dimension restrictions, and shipments weighing between 150 pounds and 5000 pounds are to be shipped via

Yellow Roadway Corp

www.yrc.com

1-800-610-6500

8. Truckload or High Density LTL:

For shipments weighing more than 5000 pounds, or shipments less than 5000 pounds that occupy 750 cubic or more in a trailer (approximately 20% of a 48' trailer) please contact **GSI Traffic Department, (610) 205-3445, Gary McGeehan,** <u>mcgeehang@gsicommerce.com</u> to arrange a truck load carrier. *You must contact the Traffic Department 24 hours prior to pick up availability.

- SHIPPER LOAD, COUNT and SEAL GSI terms are LOB Origin, "Loaded on Board the vehicle and sealed for transport." The merchandise must be loaded and braced for protection to avoid damage during transport.
- Indicate "Shipper Load and Count" on all copies of the bill of lading. Any charges for loading, counting, and/or detention by the carrier will be at your expense. Absence of the notation "Shipper Load and Count" on the bill of lading presumes "Driver Load and Count," for which there is a charge.
- Record the seal number on the bill of lading. Carrier trailer number must appear on the bill of lading.
- Truckload shipments to the GSI Fulfillment Center require delivery appointments; please note "Appointment Required" on the bill of lading.

9. Canadian Customs Broker:

For shipments where GSI specifically states GSI Commerce Solutions will be the importer of record. Please use your own broker to clear your shipment to GSI as the vendor is responsible for duty, taxes and fees into Canada.

Livingston International 6725 Airport Road, Suite 500 Mississauga, Ontario, L4V 1V2 Sandralea MacLean – Client Relationship Manager, PTS, Courier <u>smaclean@livingstonintl.com</u> (905) 871-1606 ext. 3326 Fax 905 871-6247

22. Canada to Canada Shipments Transportation and Routing

So that we can exercise greater control of the tremendous flow of merchandise coming into our fulfillment center we mandate <u>FOB Origin, Freight Collect</u>, unless otherwise agreed by the parties. If an off-invoice freight allowance has been established, please consult the Carrier Selection section below to determine proper routing and communication requirements.

1. Bills of Lading:

It is imperative that all of the following items be noted in the body of your bill of lading. Failure to comply may result in a charge back:

- Your company name and address
- Our complete ship to address (see below)
- All GSI Inc purchase order number(s)
- Commodity Descriptions and freight classification
- Total cartons and weight
- Bill Freight Charges to: GSI Commerce Solutions, Inc.
 - Attention: Accounts Payable
 - 935 First Avenue, King of Prussia, PA 19406

2. SHIP TO address:

GSI Commerce Solutions Inc. Attn: Receiving Department 850 Matheson Boulevard West, Unit 4 Mississauga, Ontario L5V 0B4 <u>Primary Contact:</u> Paul Papoutsis Email: papoutsisp@gsicommerce.com

Secondary:Zanique Yasin, Warehouse LeadEmail: yasinz@gsicommerce.comPhone: (905) 285- 9202

3. Insurance:

No value is to be shown on the bill of lading.

4. Classification:

Describe goods shipped in accordance with the National Motor Freight Classification showing complete description and the NMFC item number. Shipments subject to a density group e.g., clothing, NOI, must include the density per cubic foot and the actual value per pound on the bill of lading. Differently rated commodities must be in separate shipping containers and must be described separately on the bill of lading.

5. ASN:

ASN's are required a minimum of 24 hours before the shipment is to be received at GSI. Failure to comply may result in a chargeback.

6. Freight Collect Carrier Selection:

Consolidate the weight of all orders and backorders into one shipment, and then select the carrier.

7. Small Parcel Freight:

Shipments up to 150lbs. are to be shipped via Purolator (GSI account #2718383)

Purolator US Headquarters

www.purolatorusa.com 1-888-511-4811

8. Less than Truckload (LTL):

Shipments with packages that exceed parcel weight or dimension restrictions, and shipments weighing between 150 pounds and 5000 pounds are to be shipped via

Yellow Roadway Corporation Reimer.

www.yrc.com/services/canada/ 1-800-610-6500

9. Truckload or High Density LTL:

For shipments weighing more than 5000 pounds, or shipments under 5000 pounds that occupy 750 cubic or more in a trailer (approximately 20% of a 48' trailer), **GSI Traffic Department, (610) 205-3445, Gary McGeehan,** mcgeehang@gsicommerce.com to arrange a truck load carrier. You must contact the Traffic Department 24 hours prior to pick up availability.

- SHIPPER LOAD, COUNT and SEAL GSI terms are LOB Origin, "Loaded on Board the vehicle and sealed for transport." The merchandise must be loaded and braced for protection to avoid damage during transport.
- Indicate "Shipper Load and Count" on all copies of the bill of lading. Any charges for loading, counting, and/or detention by the carrier will be at your expense. Absence of the notation "Shipper Load and Count" on the bill of lading presumes "Driver Load and Count," for which there is a charge.
- Record the seal number on the bill of lading. Carrier trailer number must appear on the bill of lading.
- Truckload shipments to the GSI Fulfillment Center require delivery appointments; please note "Appointment required" on the bill of lading.

23. Accounts Payable

Overview:

This section outlines important information for new vendor setup, changes in vendor information, invoice requirements, and processing policies. Accurate information will insure timely processing. Vendors are required to complete a GSI Vendor Agreement prior to their first shipment to GSI. If any information on any of the vendor's shipping locations changes after the Vendor Agreement is submitted, the vendor must contact the GSI Vendor Compliance Coordinator to update that information.

24. New Vendor Startup Package

The New Vendor Startup Package explains all of GSI corporate buying policies and liability/insurance requirements. The buyer is responsible for supplying these documents. This package consists:

- Merchandise Vendor Agreement
- Merchandise Vendor Terms and Conditions (and Drop-Ship Addendum, if applicable)
- Certificate of Insurance
- Merchandise Vendor Guidelines (this document)

All documents provided in the Startup Package must be completed, signed, and then returned to the Buyer. The documents will be reviewed by Merchandising, Logistics, and Accounts Payable. Once all GSI requirements are met, the vendor will be authorized and added to GSI's Vendor List.

25. Changes to Existing Vendor Files

Changes to the corporate address, name, or legal structure changes such as company mergers, company sold, Chapter 11, or going out of business must be communicated in writing on company letterhead and signed by a senior officer of your company. The letter must contain the following information if applicable:

- **Note:** If there is a change in legal name, legal structure, or financial condition as noted above, a current <u>Certificate of Insurance</u> must accompany the notice letter.
 - Your company name
 - Old parent company name and new parent company name
 - Old company address and new company address
 - Change of remit address
 - Statement of what is transpiring
 - Written notification of changes must be sent to: GSI Commerce Solutions, Inc. Attn: [Buyer's Name] 935 First Avenue King of Prussia, PA 19406 cc: Accounts Payable Trade

Accounts Payable will update the Vendor File upon written notification. If there is a change in ownership and the new owner is not currently in our vendor file as an authorized vendor, that company will be considered a new vendor and will be required to complete a New Vendor

26. Invoice Requirements

Startup Package.

- Once invoice per shipment
- Must have PO # on the invoice
- Invoices for All warehouse and Vendor Direct Shipments <u>must be sent via EDI</u> by Oct.1, 2008

27. Purchase Order Payments

All purchase orders have specific agreed upon Terms and Delivery and Ship windows.

28. Returns and Recalls

Return Policy-Inbound:

Merchandise that is received damaged, or not as ordered may be refused, returned to the vendor, or received at the discretion of GSI. If the items are received, and later found to be not sellable, the disposition option may be to destroy merchandise for full credit and cover the cost of receipt of defective merchandise or return merchandise to vendor for full credit. Responsibility is determined by the categories set forth below unless direct evidence suggests an alternative assumption of responsibility.

Vendors are solely responsible in the following instances:

Unlabeled or mislabeled product Improperly sealed product Over/short weight or partially filled product Items shipped that were not ordered Crushed, dented, or collapsed product Items below sample or standard quality Product that is soiled, stained, sticky, etc. Incomplete shipments or incomplete sets Damage due to improper packaging

Swollen cans Substitutions Broken glass Razor cut packages Moldy package Leaking products Rusty cans Defective merchandise

Merchandise in violation of Merchandise Vendor Agreement or warrantees implied by law

Destroy for full credit - for those manufacturers who authorized destroying the product instead of returning it.

Return to Vendor – damaged or defective merchandise, which is returned to the vendor for credit. Product can be held for up to thirty (30) days or until \$100 in product accumulates. Return Authorization numbers must be received by GSI within three (3) business days of request. Product will be packaged and returned to the vendor via carrier specified by the vendor. Shipping paperwork is prepared and included in the return shipments to the vendor.

29. Return Policy-Consumer Returns

Merchandise deemed unsellable that customers return to GSI warehouse (defective, damaged, box damaged), will be disposed of as agreed upon between buyers and vendors. This disposition option may be to <u>Destroy for Full Credit</u>, <u>Return to Vendor for Full Credit</u> or to be <u>applied against</u> <u>a negotiated Defective Allowance</u>. Return Authorization Numbers must be received by GSI within three (3) business days of request. All shipments returned to vendor will be at vendor's expense. Vendor returns will be made at the discretion of GSI unless we have a written document stating otherwise.

Destroy for full credit - for those manufacturers who authorized destroying the product instead of returning it.

Defective allowance – negotiated in advance to cover costs of defective merchandise. Refer to the Merchandise Vendor Agreement for additional information.

30. Recall Policy

Recalls occur for three main reasons: vendor initiated, vendor buy back, or the product does not meet legal and public standards.

The following information is required to process recalls:

- Address to return merchandise
- Return authorization number
- Freight terms
- Merchandise description

31. Chargeback Policy – Effective September 1, 2009

Overview:

This section outlines the policies and procedures for all charges against any current and/or future vendor invoices due to vendor non-compliance. This section provides an explanation as policies of the offenses and the financial reimbursement.

Chargeback Policy:

Chargeback Policy is intended to recover costs incurred by GSI because of vendor's noncompliance with our Standard Receiving Guidelines. Any authorized deviations from the policies and procedures contained in the Merchandise Vendor Compliance Guidelines must be agreed to in writing by GSI Logistics and the vendor (*See Authorization Letter Exhibit in Appendix*). *Emails, verbal agreements or agreements made with any other departments will not be honored without written authorization from GSI Logistics.

In the event GSI requests a purchase order shipment be expedited to a GSI Logistics facility a vendor must comply with Expedited Receipt requirements as outlined below.

 *New - Expedited Receipts (Hot Market Product) PO# must be marked on each carton or hand written One (1) size or SKU per carton Pack Slip must be attached to outside lead carton Pack Slip must reference only one PO UPC must be attached to each item 	Company <u>MUST</u> provide Vendor Name, ASN/PO#, Description, Shipping Method, Carrier Name, Qty/Nor of Pieces, Expected Delivery Date & Tracking# in all Expedited Email Request Notifications to GSI Logistics.
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A vendor's failure to comply with the Standard or Expedited Receiving Guidelines will result in a penalty set forth in the Chargeback Schedule.

NOTE: Vendor chargeback inquiries and disputes must be received in writing within 90 days of the shipment received date to the following:

GSI Commerce Solutions, Inc. Vendor Compliance Department Attn: Jim Hartmann, VP Merchandising Operations 935 First Avenue King of Prussia, PA 19406 hartmannj@gsicommerce.com

GSI Commerce Solutions, Inc. – Revised July 1, 2009

32. Chargeback Schedule

EARLY/LATE DELIVERY:

Any delivery attempted earlier or later than Purchase order dates must have buyer's approval. Refused deliveries of this nature will be returned to Vendor at Vendor's expense

TRANSPORTATION:

- Vendor failed to follow GSI Logistics instructions wrong carrier
- Vendor failed to follow GSI Logistics instructions shipped to address
- Vendor failed to notify GSI Logistics of any change to the original called/faxed/emailed weight, cartons, or PO numbers
- Vendor shipped via air freight without authorization
- Failed to follow GSI Logistics/Vendor Compliance other written instructions other

Penalty: \$50.00 per incident plus full freight charges

PALLET:

- Shipment not palletized
- Incorrect pallet size
- Unacceptable pallet quality
- Unauthorized carton overhang
- Not secured with stretch wrap
- Carton labels not facing outward
- POs not separated by dividers
- SKUs not separated by dividers
- Penalty: \$200.00 per shipment

• Freight floor loaded

Penalty: \$500.00 per ASN/PO

ASN'S (Advanced Shipping Notice):

- No ASN
- Invalid ASN
- Incorrect ASN
- Mixed ASN/PO on skids
- Multiple ASN/PO per case
- Penalty: \$200.00 per incident-per ASN/PO

Chargeback Schedule continued

LABELS:

- No carton/UCC-128 label
- ♦ Incorrect carton/UCC-128 label
- Incomplete carton/UCC-128 label

Penalty: \$200.00 per carton label

BILL OF LADING (BOL):

- ♦ NO BOL
- Incorrect BOL
- Penalty: \$200.00 per BOL

PACKAGING:

- Lead carton not marked
- No packing slip provided
- Incorrect packing slip
- Product not poly bagged
- Product not tagged
- Incorrect product tag
- Merchandise bundled without authorization
- Cartons strapped

Penalty: \$200.00 per incident-per ASN/PO

UPC:

- No UPC on merchandise (human readable/scan able)
- Incorrect UPC, or has been changed without notification.
- Poor quality/uncanny able UPC

Penalty: \$200.00 per incident-per ASN/PO

TICKET STYLE FOR SOFT GOODS

- Date Code
- Product Description
- ♦ MFG Part #
- Color and Size
- UPC Code
- Penalty: \$1.00 per item

Chargeback Schedule continued

PO (Purchase Order):

- No PO
- Incorrect PO
- Penalty: \$200 per incident-per ASN/PO
- Cancelled PO
- Penalty: \$100.00 per incident-per ASN/PO

SKU:

- NO SKU
- Multiple SKUs per case (Some exceptions are allowed. See "Packaging of Merchandise")
- Penalty: \$200.00 per incident-per ASN/PO
- ♦ Incorrect SKU
- Penalty: \$50.00 per incident-per ASN/PO

SHIPPED PRODUCT:

- Mis-ship
- Penalty: \$200.00 per incident/per ASN/PO
- Wrong style product
- Wrong color product
- Wrong size product
- Incorrect product image
- Penalty: \$50.00 per incident/per ASN/PO

PURCHASE ORDER ACKNOWLEDGEMENT (POA):

- GSI does not receive POA document (855) within 72 hours after Purchase order is sent
- Penalty: \$50.00 per Purchase order where POA is not received within this time frame.

33. Unauthorized Overages Chargeback Schedule – Effective September 1, 2009

Merchandise delivered to GSI with quantities greater than reported Expected Receipts (ASN/PO) will not be accepted without prior notification or approval. GSI will impose the following chargeback schedule against Unauthorized Overages. This chargeback is in addition to GSI's right to accept or reject the overage at the discretion of GSI. Unauthorized overages may be returned to the vendor at the vendor's freight expense.

UNAUTHORIZED OVERAGES	Chargeback	OCCURRENCE
1 to 10 units	\$ 25.00	Per ASN/PO
11 to 25 units	\$ 50.00	Per ASN/PO
26 to 50 units	\$ 100.00	Per ASN/PO
> 50 units	\$ 200.00	Per ASN/PO

34. Key Contacts

Shipping and Routing

Louisville, KY Distribution Center: Dominic Schembari, GSI Warehouse Supervisor schembarid@gsicommerce.com (502) 995-0223 (ext.1378)

Shepherdsville, KY Distribution Center: Jeff Flood, GSI Senior Inbound Manager floodj@gsicommerce.com (502) 921-0565 (ext. 1520)

<u>Richwood, KY Distribution Center:</u> Jacob Goebel, GSI Inbound Manager goebelj@gsicommerce.com (859) 292-1230

Martinsville, VA Distribution Center: Gearold Feury, GSI South (276) 670-6100

Mississauga, Ontario, Canada Distribution Center Paul Papoutsis, GSI Customization Supervisor papoutsisp@gsicommerce.com (905) 285-9201

Traffic Management

Gary McGeehan, GSI Manager Transportation GSI Headquarters, King of Prussia, Pa. mcgeehang@gsicommerce.com (610) 205-3445

Vendor Compliance

<u>GSI USA Distribution Center(s)</u>: Dominic Schembari schembarid@gsicommerce.com 502-995-0223 ext.1378

<u>GSI Canada Distribution:</u> Paul Papoutsis papoutsisp@gsicommerce.com Phone: (905)285-9201

<u>GSI Corporate Offices</u>: Jim Hartmann hartmannj@gsicommerce.com 610-205-3449

EDI Provider (EDI, Web forms, File Integration):

SPS Commerce Client Services clientservices@spscommerce.com (866) 245-8100