



March 16th, 2009

Memorandum To: All Bryant Dealers  
All Contractors HVAC Sales and Marketing

Subject: Bryant Dealer Incentive Program

We greatly appreciate your loyalty and the significant contribution you make to our success as a distributor in the territory we serve. We thank you for your support and participation in many of the programs we offer including the Bryant Dealer Incentive Program.

Please carefully read this entire memorandum for a complete understanding of the program. Keep in mind that many of the provisions shown are necessary to meet the continuing requirements and guidelines set forth by BRYANT Heating & Cooling. **In order to remain in compliance, incentive points cannot be carried over from year to year. Therefore, all unused points will be forfeited.**

Most of you are aware that we receive "Market Fund credits" (Co-op funds) monthly from Bryant based on our purchases of Bryant Equipment and Supplies. This "fund" is for our shared use (distributor/dealer) in promoting the sale of the **Bryant** Residential and Commercial products. There are exceptions to this in the case of low margin factory quotations where we receive no funds. **Payne** products receive no market fund credits.

To qualify for any incentive trip(s) or advertising Bryant equipment purchases need to exceed \$40,000.00 annually.

Bryant Dealers who fully participate in training programs each year and who fulfill the purchase level requirements they have committed to will be allowed to participate in the Bryant Incentive Program. Co-op funds are accrued based on a schedule of rates for various Bryant products contained herein. (see below) Co-op funds will be applied toward the cost of their trips. Net Nix purchases will be deducted in calculating this amount.

Accounts **Not Paid** in full each month will lose **75%** of Incentive Points for that month.

ONLY dealer personnel that have influence on the sale of equipment, and their spouses (or significant other) are eligible to participate in trips that use Bryant co-op funds or are partially sponsored by Bryant. Eligible dealer personnel are: Owners, Sales Managers, Salespersons, and Service Managers. The trips are not transferable to anyone outside of the dealership that earned the trip through their purchases. No one under 18 years of age is to participate in the trip regardless of who pays for his or her trip. Please note that the dealer does not earn the trip value. It is awarded to the dealer if adequate purchases are made and if the dealer agrees to abide by the rules governing the incentive trip. Builder customers may be allowed on the trips with advance approval of the Bryant Brand Manager or VP, Residential Sales.

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All trip expenses must be supported by actual invoices, which may include the customary travel agency commission. If trip is scheduled after year-end, itemized purchase orders may be used for accrual or reconciliation, subject to future audit vs. actual cost. Co-op funds may only be used for the actual cost of the trips, excluding dealer and distributor incidentals. The cost of the trip could include event tickets, excursions that are part of the original trip itinerary, airfare, lodging, meals. It does not include air upgrades, room upgrades, additional days, transportation to airport, parking, souvenirs, gift baskets, excursions outside of the incentive trip itinerary, food and beverage beyond what was included in the original incentive trip package. Co-op funding may not be based on published cost of dealer award, or on the dealer buy-in cost. No alteration of any incentive trip's itinerary is permitted.

Sales tax, literature, advertising, promotional items, freight charges, low margin quoted jobs and damaged/closeout items do not accrue point earnings. Such invoices will be marked NET-NIX.

Thank you very much for your support.

Important Notes Applying To Incentive Trip:

A statement of your accrual will be mailed immediately after calculations are completed and will be based on the following criteria:

Has your account been paid in full each month by the last day of the month following purchase? If not, Three Quarters (75%) of the points are forfeited for that month.

No incentive points will be awarded regardless of any previous statement you may have received if your account is not paid in full, including November purchases, by December 10, 2009.

Incentive points cannot be carried over from year to year.  
Therefore, all unused points will be forfeited.

Bryan Johnson, President

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Earning Table: (Split systems, Gas Furnaces, Small Packaged Products)

<b><u>Type Unit</u></b>		<b><u>Model #</u></b>	<b><u>Dealer Incentive Points</u></b>
Evolution System	Split System Model	187	600
Evolution System	Split System Model	180	600
Evolution System	Split System Model	286	600
Evolution System	Split System Model	288	600
Evolution System	Gas Furnace Model	355	600
Evolution System	Gas Furnace Model	315	600
Evolution System	Small Package Model	574C	600
Evolution System	Small Package Model	577B/D	600
Evolution System	Small Package Model	677B/D	600
Evolution System	Small Package Model	704C	600
Evolution System	Small Package Model	604C	600
Evolution System	Small Package Model	707B/D	600
Evolution System	Small Package Model	607B/D	600
Preferred System	Split System Model	163	220
Preferred System	Split System Model	165	220
Preferred System	Split System Model	263	220
Preferred System	Split System Model	264	220
Preferred System	Split System Model	265	220
Preferred System	Split System Model	538ANR	220
Preferred System	Split System Model	538BNR	220
Preferred System	Gas Furnace Model	352	220
Preferred System	Gas Furnace Model	312	220
Preferred System	Small Package Model	574B	220
Preferred System	Small Package Model	674B	220
Preferred System	Small Package Model	704B	220
Preferred System	Small Package Model	604B	220
Preferred System	Small Package Model	583B	220
Preferred System	Small Package Model	602B	220
Preferred System	Small Package Model	702B	220
Preferred System	Small Package Model	683B	220
Preferred System	Small Package Model	707C	220
Preferred System	Small Package Model	607C	220
Preferred System	Small Package Model	577C	220
Preferred System	Small Package Model	677C	220
Legacy Line	Split System Model	123A	120
Legacy Line	Split System Model	124	120
Legacy Line	Split System Model	223	120
Legacy Line	Split System Model	225	120
Legacy Line	Gas Furnace Model	350	120
Legacy Line	Gas Furnace Model	311	120
Legacy Line	Small Package Model	574D	120
Legacy Line	Small Package Model	704D	120
Legacy Line	Small Package Model	604D	120
Legacy Line	Small Package Model	674D	120

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Legacy RNC	Split System Model	113A	40
Legacy RNC	Split System Model	114	40
Legacy RNC	Split System Model	213	40
Legacy RNC	Split System Model	214	40
Legacy RNC	Gas Furnace Model	340	40
Legacy RNC	Gas Furnace Model	310	40
Evolution System	Fan Coil Model	FE	280
Preferred System	Fan Coil Model	FV	80
Legacy Line	Fan Coil Model	FX	80
Legacy RNC	Fan Coil Model	FY	20
Legacy RNC	Fan Coil Model	FF	20
Legacy RNC	Fan Coil Model	FH	20
	Boilers	B Series	80
	Oil Furnaces	369	60
	Oil Furnaces	367	60
	Oil Furnaces	374	60
	Oil Furnaces	368	60
	Furnace Coils	CNR	0
	Furnace Coils	CNP	20
	Generators	Generators	220
	Humidifiers	HUM	40
	Ventilators	HRV – ERV	180
	Air Cleaners	EAC	80
	Air Purifiers	GAPA	100
	EZ Flex Filters	EXP	20
	UV Light	UVLBB	40
	EZ Flex Cabinets	EZXCAB	40
	Zoning	ZONEBB2EQC	60
	Zoning	ZONEBB2KIT	60
	Zoning	ZONEBB4EQC	60
	Zoning	ZONEBB4KIT	60
	Zoning	ZONEBB8EQC	60
	Zoning	ZONEBB8KIT	60
	Zoning	ZONEBB3ZAC	60
	Zoning	ZONEBB3ZHP	60
	Zoning	SYSTXBB4ZC	60
Evolution System	Controls	SYSTXBBUID	50
Evolution System	Controls	SYSTXBBUIZ	50
Preferred Series	Controls	TSTATBBPRH	30
Preferred Series	Controls	TSTATBBPLH	30
Preferred Series	Controls	TSTATBBPAC	30
Preferred Series	Controls	TSTATBBPHP	30
Preferred Series	Controls	TSTATBBP2S	30
Preferred Series	Controls	TSTATBBPDF	30
Preferred Series	Controls	TSTATBBPF1	30
Preferred Series	Controls	TSTATBBPF7	30
Preferred Series	Controls	TSTATBBPS1	30
Preferred Series	Controls	TSTATBBPS7	30

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Preferred Series	Controls	TSTATBBREC	30
Preferred Series	Controls	T6-PRH	30
Preferred Series	Controls	T6-NRH	30
Preferred Series	Controls	T6-PHP	30
Preferred Series	Controls	T6-NHP	30
Preferred Series	Controls	T6-PAC	30
Preferred Series	Controls	T6-NAC	30
Legacy Line	Controls	TSTATBBNAC	10
Legacy Line	Controls	TSTATBBNHP	10
Legacy Line	Controls	TSTATBBN2S	10
Legacy Line	Controls	TSTATBBPQ	10
Legacy Line	Controls	T2-PHP	10
Legacy Line	Controls	T2-NHP	10
Legacy Line	Controls	T2-PAC	10
Legacy Line	Controls	T2-NAC	10
Legacy Line - RNC	Controls	TSTATBBBAC	10
Legacy Line - RNC	Controls	TSTATBBBHP	10
Legacy Line - RNC	Controls	TSTATBBSAC	10
Legacy Line - RNC	Controls	TSTATBBSHP	10
Legacy Line - RNC	Controls	TSTATBBNQ	10
Legacy Line - RNC	Controls	TSTATBBNB	10
Legacy Line - RNC	Controls	TSTATBBN2W	10
Legacy Line - RNC	Controls	TSTATBBP2W	10
Legacy Line - RNC	Controls	TSTATBBPB1	10
Legacy Line - RNC	Controls	TSTATBBPB5	10
Legacy Line - RNC	Controls	T1-PHP	10
Legacy Line - RNC	Controls	T1-NHP	10
Legacy Line - RNC	Controls	T1-PAC	10
Legacy Line - RNC	Controls	T1-NAC	10

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