



GENERAL VENDOR TERMS AND CONDITIONS

- 1. Independent Contractor Status. Vendor, and any persons providing goods or services... 2. Insurance. Vendor shall maintain adequate insurance... 3. Terms of Payment. Terms of payment net 90 days... 4. Vendor's Representations, Warranties, and Covenants. Vendor represents and warrants... 5. Trademarks and Confidential and Proprietary Information. Vendor agrees and acknowledges... 6. Other Engagements. During the Term, Vendor will not, without the prior written consent... 7. Indemnification. Vendor shall defend, indemnify, and hold harmless Company... 8. Notices. Whenever notice is to be served hereunder... 9. Further Assurances. From time to time, each party hereto shall execute... 10. Governing Law. This Agreement shall be governed by the internal laws of California... 11. Counterparts. Where applicable, this Agreement may be executed in multiple counterparts... 12. Amendment. No modification or amendment of this Agreement shall be effective... 13. Survival; Assignment. The provisions of paragraphs 3 through 11 shall survive... 14. No Waiver. No waiver of any term, provision, or condition of this Agreement... 15. Headings. Headings used in these Supplier Terms and Conditions are provided... 16. Severability. If any term or provision of this Agreement, or the application thereof... 17. Entire Agreement. These General Vendor Terms and Conditions, any Confidentiality and Non-Disclosure Agreement signed by both parties...