



M&E Terms and Conditions:

Seller acknowledges and agrees that Buyer's Machinery and Equipment Terms and Conditions are incorporated in, and a part of, this contract and each purchase order, release, requisition, work order, shipping instruction, specification and other document issued by Buyer or accepted in writing by Buyer, whether expressed in written form or by electronic data interchange, relating to the goods and/or services to be provided by Seller pursuant to this contract (such documents are collectively referred to as this "Contract"). A copy of Buyer's Machinery and Equipment Terms and Conditions are available upon written request to Buyer or via the internet at Nexteer Automotive Corporation's supplier portal at <http://www.nexteer.com/doing-business-with-nexteer-2/>. Seller acknowledges and agrees that it has read and understands Buyer's Machinery and Equipment Terms and Conditions. If Seller accepts this Contract in writing or commences any of the work or services which are the subject of this Contract, Seller will be deemed to have accepted this Contract, Buyer's Machinery and Equipment Terms and Conditions, and in their entirety without modification. Any additions to, changes in, modifications of, or revisions of this Contract (including Buyer's Machinery and Equipment Terms and Conditions) which Seller proposes will be deemed to be rejected by Buyer except to the extent that Buyer expressly agrees to accept any such proposals in writing.