

Woods Construction Equipment 2007 Partnership Ordering Program

Woods Construction Equipment (CE) makes it easy to grow your business with eight industry leading brands - Alitec, BMP, Central Fabricators, Gannon, Wain-Roy, Woods and WoodsCare parts and more than 75 product lines. We also make it profitable for you. Here's how:

Volume Discount Structure - The Partnership Ordering Program (POP) offers you trade and cash discounts based on your purchase history for all brands of Woods CE products and WoodsCare service parts.

Free Freight Program - See following page

Favorable Payment Terms - Woods gives you the option of a 2% cash discount if invoice is paid within 15 days or choose net 45 days from invoice date. For CE WoodsCare Parts, terms are net 30 days.

Level	Annual Invoice Orders	Brand Wholegoods	Trade Discount	Cash Discount & Terms	Woods CE & WoodsCare Parts Trade Discount & Terms
POP 5	>\$900,000	Alitec / Gannon / Wain-Roy / BMP / Central Fabricators	30%	2% 15 days /Net 45	30% Net 30 days
		Woods Skid Tools & Landscape	40%		
POP 4	\$899,999 \$450,000	Alitec / Gannon / Wain-Roy / BMP / Central Fabricators	29%	2% 15 days /Net 45	29% Net 30 days
		Woods Skid Tools & Landscape	40%		
POP 3	\$449,999 \$225,000	Alitec / Gannon / Wain-Roy / BMP / Central Fabricators	27%	2% 15 days /Net 45	27% Net 30 days
		Woods Skid Tools & Landscape	40%		
POP 2	<\$224,999	Alitec / Gannon / Wain-Roy / BMP / Central Fabricators	25%	2% 15 days /Net 45	25% Net 30 days
		Woods Skid Tools & Landscape	40%		

General Terms and Conditions

- The 2007 Partnership Ordering Program, with the exception of the 2007 POP program qualifications referenced in number 5 below, is effective May 21, 2007 through December 31, 2007.
- Dealer accounts must be current and in good standing to participate in the program.
- Dealers with multiple locations may pool their orders to obtain higher discounts with Woods CE approval.
- A dealer's discount is established by the total invoice amount of orders shipped to the dealer between January 1 and December 31, 2006 for Woods CE Products and WoodsCare Parts. For new dealers Woods will estimate and assign an appropriate POP level which will be adjusted as volumes warrant.
- Purchases made during 2007 will accumulate and may increase your Partnership Ordering Program (POP) level if your volumes have increased over 2006. Changes in POP level are based on total net invoice sales YTD. Any change in POP level occurs on the next order after a new order level is achieved and will improve your discounts.
- Woods CE products and parts include Alitec, BMP, Central Fabricators, Gannon, Wain-Roy, Woods Skid Steer and Woods Landscape as described in the current Woods CE price book.
- A government bid assistance discount for Partnership Ordering Program is available on all Woods Construction products for qualified bids. For more information, please contact Woods Construction Dealer Services at **1-800-848-3447**
- Any balance due beyond the specified terms or invoice due date will be subject to a 1.5% per month finance charge.
- Woods reserves the right to limit quantities and to modify or apply or not apply or discontinue this program at any time without prior notice. Prices are subject to change and to surcharges without prior notice.

Questions. Orders. Service.

If you need information, want to place an order, or need to follow-up, you can speak directly with a customer service representative at the plants where these leading products are manufactured, by calling 1-800-848-3447 and choosing the appropriate option. You can also email Woods CE customer support representatives at ConstructionInfo@WoodsEquipment.com.

Woods Construction Equipment Division Free Freight Policy

(Continental United States of America)

Free freight only applies to single orders for shipment of product from a single Woods shipping facility and shipped to a single dealer location in the continental United States of America. If products from more than one Woods manufacturing location are included with the order, each Woods manufacturing location must have 13 units or \$25,000 at net invoice to qualify for free freight from that location.

Free freight will be provided for the following conditions:

- On shipments of thirteen units or more when ordered on a single order
 - Note: One bucket for a 15 metric ton or larger machine counts as three units
- On shipments of four 15 metric ton or larger machine buckets or attachments weighing in excess of 6,000 pounds and are ordered on a single order
 - Note: The weight of accessories such as, tooth bars, pin kits, conversion kits, anchor mounting kits, and other such items counts towards the 6,000 pounds
- On shipments when the net invoice total is \$25,000 or more and are ordered on a single order.
 - Note: The net invoice amounts of accessories such as, tooth bars, pin kits, conversion kits, anchor mounting kits, and other such items counts towards the \$25,000 invoice total. Accessories do not count toward the 13 unit minimum.

Additional free freight qualification conditions:

- Qualifying orders will be shipped at Woods' discretion. This includes selection of carrier.
- Any units requested to ship at Dealer discretion rather than Woods' discretion will be shipped freight collect.
- Any units requested to be shipped "flat-bed" carrier at Dealer discretion will be charged a handling fee of \$150 per unit.
- Destinations must be located within the contiguous 48 states of the continental United States.
- Excavator buckets for 60 metric ton class and larger machines are FOB the Woods manufacturing facility.
- 4WD loader buckets are FOB the Woods manufacturing facility.
- WoodsCare CE parts orders for \$1,200 or more at net invoice will be shipped free freight. Hydraulic cylinders, teeth, and teeth adapters cannot be included in the \$1,200 at net invoice order to qualify for the free freight and will be shipped Freight Collect.
- Woods reserves the right to withdraw, change, or modify this freight policy at any time without prior notification.