



HYSTER COMPANY

Americas Division

January 11, 2010

TO: CERTAIN DEALER PRINCIPALS AND SALES MANAGERS

FROM: VAN CLARKSON, DIRECTOR SALES - EAST

SUBJECT: SHEARER'S FOODS, INC.

This is to confirm a formal Dealer Managed National Account Agreement (DMNA) has been **renewed** between Shearer's Foods, Inc, a manufacturer and distributor of their own family of brands as well as contract and private label products for top snack companies and retailers, and MH Equipment Company –Twinsburg, Ohio who will be responsible for administering the account.

Shearer's Foods, Inc, is located in Brewster, Ohio (Cleveland). **Please note the attached listing of plants in your area and reach out to them as soon as possible.** It is important we quickly engage these key influencers to convey the value of the Hyster product and our superior Dealer Network.

MH Equipment Company – Twinsburg, Ohio and Hyster have jointly developed an account success strategy which will be closely monitored to ensure compliance with all DMNA requirements. MH Equipment Company – Twinsburg, Ohio will be solely responsible for placing orders and coordinating the delivery and installation of all new equipment. Shearer's Foods, Inc. will be responsible for informing their locations of this agreement.

This agreement will expire in three (3) years from the date of the attached agreement which will be October 21, 2012.

If you have any questions concerning this account, please contact Ed Tople at (330) 425-2476, fax number (330) 963-5973, or his e-mail address etople@mhequipment.com.

Sincerely,

Van Clarkson, Director Sales – East

C: Fred Metzger, MH Equipment Company
Ed Tople, MH Equipment Company





Dealer Managed National Account Purchasing Agreement

MH Equipment Company
2476 Edison Blvd.
Twinsburg, OH 44087

Shearer's Foods, Inc.
692 Wabash Avenue North
Brewster, OH 44613

MH Equipment Company ("MH"), as the Authorized Hyster Company Dealer, and Shearer's Foods, Inc and its identified divisions, subsidiaries, joint ventures and other affiliates, as agreed to and identified in Attachment A and hereafter referred to as "Customer", do hereby agree to the following as it relates to Customer being established as a Hyster Company Dealer Managed National Account (DMNA) for the purpose of administering and coordinating the procurement and supply of Hyster Company products as the preferred source of supply of lift trucks for the Customer and hereby enter an Agreement as further defined below:

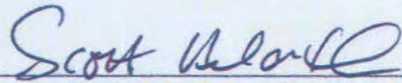
General Conditions:

- ▶ In order to leverage Customer's historic and projected spend on such products, Hyster Company will provide negotiated DMNA special pricing discounts to MH to be applied to the list prices in effect at the time of order entry by Customer for application to orders of product for Customer's locations. Customer is assured of "best price" availability and control through the Hyster Company DMNA relationship and Agreement. MH is assured of status with Customer as the preferred source of supply.
- ▶ Hyster Company's Authorized Dealer Network is recognized as the premier dealer network in the material handling industry, and MH is known as one of the strongest individual Dealerships within the Network. MH will communicate with each local Hyster Dealer regarding the importance of the relationship with Customer as well as provide notification of the DMNA status relative to the identification of any Customer location shown in Attachment A. MH will maintain local presence of support at Customer's corporate and/or sourcing location and will manage and coordinate with each local servicing Hyster Dealer that participates in the sale process and/or delivery of equipment to Customer's locations through the Hyster Company DMNA affiliation and Agreement. MH involvement through the Hyster Company DMNA program is intended to assure consistent levels of service and support across Customer's locations. Additionally, MH will coordinate and assist in the specification of product,

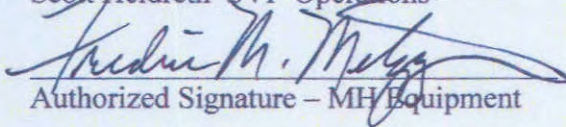
application review, quotation submittal and with production, delivery and logistics management.

- ▶ Customer agrees to advise all of the locations identified in Attachment A of the Hyster Company DMNA relationship and Agreement. Furthermore, Customer agrees to supply MH with requests for procurement of material handling equipment, and most specifically as it relates to this Agreement, all requests for the procurement of lift trucks for processing in accordance with the terms of this Agreement and relationship.
- ▶ The Term of this Agreement is Three (3) years with an expiration date of thirty-six (36) months from the date of commencement as indicated with signatures below.

The parties signing below understand and acknowledge the intent of the Hyster Company DMNA Purchasing Agreement as a commitment between MH and Customer for a mutually beneficial relationship for the procurement and supply of product.



Authorized Signature – Shearer's Foods, Inc.
Scott Meldreth SVP-Operations



Authorized Signature – MH Equipment

10/22/09

Date

Shearer's Foods, Inc.
Contact Information

Name	Email	Phone(s)	Business
Cleveland Warehouse Branch Manager Don Lovett	clevshearers@shearers.com donlovet@shearers.com	Office phone: (216) 475-3419 (Speed 528) Office fax: (216) 475-3496 Cell phone: (330) 206-4876	Shearer's Foods - Cleveland 14558 Neo Parkway Garfield Heights, OH 44128
Columbus Warehouse Branch Manager Mary Myers	markmyers@shearers.com	Office phone: (614) 529-9172 Cell phone: (614) 561-8288	Shearer's Foods - Columbus 3885-unit -4 Paragon Drive Columbus, OH 43228
Massillon Branch Warehouse Branch Manager Skip Skelley	pittsshearers@shearers.com skipskelley@shearers.com	Office phone: (330) 879-5393 (Speed Dial 554) Warehouse fax: (330) 879-5399 Sales Fax: (330) 767-0110 Cell phone: (330) 472-7832	Shearer's Foods - Massillon 4676 Erie Street Navarre, OH 44662
Pittsburgh Warehouse Branch Manager Bob Emge	bobemge@shearers.com	Office phone: (412) 381-6050 (Speed Dial 510) Office fax: (412) 381-6078 Cell phone: (412) 670-3231	Shearer's Foods - Pittsburgh 2400 Josephine Street, Suite 2 Pittsburgh, PA 15203-2401
Youngstown Warehouse Branch Manager Kevin Moore	ytownshearers@shearers.com kevinmoore@shearers.com	Office phone: (330) 759-2748 Office fax: (330) 759-2342 Cell phone: (330) 501-7623	Shearer's Foods - Youngstown 1061 Trumbull Avenue, Ste. C Girard, OH 44420
Navarre Distribution Center DC Operations Manager Jerrod Selinsky	jerrodselinsky@shearers.com	Office phone: (330)-767-7881 Office fax: (330)-767-7801 Cell phone: (330)-417-2907	4676 Erie Street Navarre, OH 44662
Lubbock , Shearers, LLC Plant Manager Chris Tallman	christallman@shearers.com	Office phone: (806) 762-7706 Office fax: (806) 762-7719 Cell phone: (330)-310-0965	Shearer's Foods, Inc LLC 3203 Avenue B Lubbock, TX 79404
Canonsburg, Shearer's Foods Operations Manager Brian Garlick	briangarlick@shearers.com	Office phone: (724)-746-1161 Office fax: (724)-746-1167 Cell phone: (412) 508-6323	Shearer's Foods, Inc 42 Swihart Road Canonsburg, PA 15317
Massillon Manufacturing VP Operations Scott Heldreth	scottheldreth@shearers.com		Shearer's Foods 4100 Millenium Blvd Massillon, OH 44646
Brewster Manufacturing Scott Weyandt Facilities Manager	scottweyandt@shearers.com	330-767-7152	Shearer's Foods 692 Wabash Avenue North Brewster, OH 44613