1. WESCO’s Terms and Conditions Control the Agreement. These terms and conditions are incorporated into and made a part of the agreement or proposal (“Agreement”) by WESCO DISTRIBUTION, INC. and Buyer, WESCO, to the extent Buyer is not an Affiliate of WESCO, or Buyer is an Affiliate of WESCO, then the terms and conditions designated herein and/or the terms designated herein shall govern the Agreement. WESCO reserves the right to change WESCO’s terms and conditions as it deems appropriate. Buyer, by purchasing, processing, delivery, storage, use, consumption, performance or transportation of the Goods and Services, agrees to be bound by the terms and conditions designated herein. These terms and conditions shall govern any services performed hereunder. Buyer agrees to be bound by WESCO’s terms and conditions as provided herein. Buyer, by the purchase, processing, delivery, storage, use, consumption, performance or transportation of the Goods and Services, agrees to be bound by the terms and conditions designated herein. WESCO hereby rejects any additional, different, or inconsistent terms, conditions or limitations contained in or incorporated by reference in any forms, purchase orders or other documents of Buyer that already have been or heretofore have been presented to WESCO with respect to the Agreement.

2. Prices. A. Unless otherwise agreed to by WESCO in writing, WESCO’s prices for the Goods and Services will be the prices stated on the face of WESCO’s invoices, unless otherwise specified in writing. Offer prices are representative only and Buyer should review the product application, and national and local codes and regulations, and verify that the installation and use of the Goods and Services are in accordance with any change to its standard pricing for such Goods and Services prior to the date of delivery. B. The prices of any and all Goods and Services shall be confidential, and Buyer shall not disclose such prices to any unrelated third party. WESCO and Buyer acknowledge and agree that money damages for any and all breaches of Buyer’s obligation not to disclose the price of any Goods or Services is both inascalculable and insufficient and that any such breach would imparably harm WESCO. Therefore, in the event of an actual or prospective breach of the price confidentiality, WESCO may, in its sole discretion, use any commercial carriers for shipment of the Goods. WESCO reserves its reasonable efforts to accommodate Buyer’s schedule, but WESCO reserves the right to use an alternate method or route of transportation, whether or not at a higher rate. C. Unless otherwise agreed to by WESCO in writing, Buyer will pay all insurance costs in connection with delivery of the Goods and Services. Buyer shall be responsible for all costs of loading and unloading, and for any loss or damage to, Goods in transit. Buyer is responsible for obtaining at its sole cost and expense any and all necessary licenses and permits for the Goods and Services, including, without limitation, any licenses and permits for transportation. WESCO is not required to see, inspect, or inspect the Goods or to hold them in storage. It is Buyer’s responsibility to ensure that the Goods and Services are purchased, processed, delivered, stored, used, consumed, performed or transported in accordance with all applicable requirements in each locality. Buyer assumes responsibility for compliance with such safety standards and regulations and will have the same rights with respect to the Goods and Services as if WESCO were a separate party hereof. Buyer should review the product application, and national and local codes and regulations, and verify that the installation and use of the Goods and Services are in accordance with any change to its standard pricing for such Goods and Services prior to the date of delivery. D. The purchase price of the Goods and Services does not include transportation taxes and sales, use, excise, import or any similar tax or other governmental charges. WESCO’s prices are exclusive of taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, fees, duties, tariffs, taxes, duties, 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