



Section 8 : GENERAL TERMS AND CONDITIONS

857. Terms and Conditions (Short Form -- Goods)(10/1/96).

(a) This purchase order is Buyer's offer to Seller, and acceptance by Seller is limited to the terms of this offer. Buyer objects to any additional terms stated in Seller's acceptance. Acceptance may be by prompt written acknowledgement or by beginning performance.

(b) None of the terms and conditions of this contract may be contradicted, modified, supplemented, explained, waived, or rescinded except as provided in this contract or in a written agreement signed by both parties. Only Buyer's authorized purchasing representative may sign a modification or waiver on behalf of Buyer.

(c) If Seller tenders nonconforming goods, in addition to all remedies provided by law, Buyer may require Seller to replace or, at Buyer's option, correct the goods at no increase in contract price. Unless Seller corrects or replaces nonconforming goods within the delivery schedule, Buyer may require their delivery and make an equitable price reduction.

(d) (1) For each shipment of goods, Seller will submit an original invoice marked "original" and one copy marked "copy" to Buyer's appropriate Accounts Payable Department. Taxes, if any, must be separately itemized. Purchase Order number and line item number must appear on all invoices, shipping documents, quality certificates, and packing sheets.

(2) Determination of payment due date, whether under net or discount terms, will be based on the latest of (i) the date goods are received; (ii) the date provided in this contract for receipt of goods; or (iii) the date an accurate invoice is received.

(3) Payment will be deemed to have been made when deposited in the mail.

(e) This contract will be governed by and construed in accordance with the Uniform Commercial Code of the state in which Buyer's Purchasing Department placing this contract is located, with no consideration given to that state's conflict of laws rules, regardless of the places of execution or performance of this contract.