

2012-2013 HONEYWELL SECURITY PRODUCTS AMERICAS
STAR I AND 4100 PANEL
REBATE PROGRAM

November 2013

Honeywell International Inc., solely by and through its Security business unit, Honeywell Security Products Americas (“HSPA”), is excited to offer its 2012-2013 HSPA Star I and 4100 Panel Rebate Program to you. This program is intended to assist our Honeywell Integrated Security (HIS) integrators in their efforts to migrate end user installations from Star I and/or 4100 panels to PW6000 controllers.

BUSINESS OBJECTIVES

- Migrate end user with Star I and 4100 panels to PW6000 controllers.
- Establish a high level of cooperation, trust and commitment

INTEGRATOR CRITERIA

The 2012-2013 HSPA Star I and 4100 Panel Rebate Program is an incentive and reward program offered to all HIS integrators that:

- Identify end user sites with Star I and 4100 controllers
- Proactively develop migration paths from Star I and 4100 controllers to PW6000 controllers
- Replace Star I and 4100 controllers with PW6000 controllers

Any HIS integrator that meets the criteria set forth above shall be considered a qualifying HIS integrator for purposes of this reward rebate offer for so long as the criteria continue to be met.

HSPA STAR I AND 4100 PANEL REBATE PROGRAM RULES OF ENGAGEMENT – AGREEMENT

Exceptions to the Program will be noticed to the HIS integrators and may include special pricing arrangements and selected customers such as:

- National accounts (users of security equipment that operate nationally: these may be a corporation, franchise or a buying group)
- Industrial accounts (users of security equipment in applications other than security)
- Government Accounts (departments of Federal, State or Municipal governments)
- Dealer Programs as specified by Honeywell Security Products Americas

All products sold will be subject to the standard Honeywell product warranty and limitations on liability included with the product. Honeywell Security does not offer any additional warranties and makes no further representations other than those included with the HSPA products. **TO THE FULL EXTENT PERMITTED BY LAW, IN NO CASE SHALL SELLER BE LIABLE TO ANYONE FOR ANY (i) CONSEQUENTIAL, INCIDENTAL, INDIRECT, SPECIAL, OR PUNITIVE DAMAGES ARISING OUT OF OR RELATING IN ANY WAY TO THE PRODUCT AND/OR FOR BREACH OF THIS REWARD REBATE PROGRAM OR ANY WARRANTY OR CONDITION, EXPRESS OR IMPLIED, OR UPON ANY OTHER BASIS OF LIABILITY WHATSOEVER, EVEN IF THE LOSS OR DAMAGE IS CAUSED BY HSPA'S OWN NEGLIGENCE OR FAULT AND EVEN IF HSPA HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH LOSSES OR DAMAGES.**

Any product description (whether in writing or made orally by HSPA or HSPAS' agents), specifications, samples, models, bulletin, drawings, diagrams, engineering sheets, or similar materials used in connection with the HIS integrator's order are for the sole purpose of identifying HSPA'S products and shall not be construed as an express warranty or condition. Any suggestions by HSPA or HSPAS' agents regarding use, applications, or suitability of the products shall not be construed as an express warranty or condition unless confirmed to be such in writing by HSPA. HSPA does not represent that the products it sells may not be compromised or circumvented; that the products will prevent any personal injury or property loss by burglary, robbery, fire or otherwise, or that the products will in all cases provide adequate warning or protection.

THIS PROGRAM MAY NOT BE COMBINED WITH ANY OTHER OFFER, REBATE OR SPECIAL PRICING AGREEMENT. THIS PROGRAM IS ONLY VALID ON HSPA'S PRODUCT SALES MADE TO CUSTOMERS IN GOOD STANDING. ALL REBATES SHALL BE PAID IN THE FORM OF A PRODUCT CREDIT ON THE NEXT TO OCCUR OF MARCH 31, JUNE 30, SEPTEMBER 30 OR DECEMBER 31 AFTER THE LATER OF 60 DAYS FOLLOWING THE SUBMISSION BY THE HIS INTEGRATOR OF AN INVOICE FOR HONEYWELL SECURITY PRODUCTS AMERICAS PRODUCTS AND 60 DAYS FOLLOWING PAYMENT IN FULL BY THE INTEGRATOR OF ANY SUCH QUALIFYING

HONEYWELL INTERNATIONAL INC.
2 CORPORATE CENTER DRIVE, SUITE 100
P.O. BOX 9040
MELVILLE, NEW YORK 11747

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INVOICE. THIS REBATE OFFER IS VALID FOR QUALIFYING PURCHASES MADE ON OR BEFORE DECEMBER 31, 2013.

Any changes to the HSPA Star I and 4100 Controller Rebate Program, including termination of the Program, may be made by Honeywell in its sole discretion upon thirty (30) days' notice to participating integrators.

STAR I AND 4100 REBATES

Qualifying HIS Integrators will have the opportunity to earn a reward rebate, in the form of a product credit, subject to the following:

- All HSPA purchase rebates offered hereunder are based solely on the sale of Honeywell Integrated Security products and software, purchased from Honeywell directly by the HIS Integrator
- A \$400 rebate will be offered for each fully functional Star I and 4100 controller that is returned to Honeywell and replaced with PW6000 controllers.
- Full functionality will be defined and verified at the sole discretion of Honeywell.
- All PW6000 controllers must be installed at existing Pro-Watch end user sites to replace Star I or 4100 controllers.
- Qualifying HIS integrators shall supply a statement with each invoice submitted seeking a rebate credit certifying that (i) such invoice is for PW6000 controllers installed at a Pro-Watch end user site including the address of the end user site, and (ii) it continues to meet the criteria for a HIS integrator set forth above.
- HSPA shall have the right to verify the veracity of the HIS integrators' certification required above.

- Applicable orders must be submitted to HSPA customer service using part number PW6K1IC-RAC for new PW6000 controllers (PW6K1IC). A Return Authorization Credit number will be provided by HSPA customer service.
- Star I and 4100 controllers must be returned within 60 days of order and must include the associated RAC number in the shipment. Controller must be shipped to the following address.

Attention: Star I Rebate Program
Honeywell International Inc.
12220 Rojas Dr
Suite 700
El Paso, TX 79936

- All requests for rebates and accompanying invoices are subject to HSPA verification and approval, in its sole discretion
- HSPA will be responsible for administering all rebates, based upon the qualifying HIS integrator accounts being in good standing. No rebate shall be paid to a HIS integrator in relation to an invoice submitted if its account is not in good standing.