



## **CONTINUING GUARANTEE AND HOLD HARMLESS AGREEMENT**

- A. Lassonde Pappas and Company, Inc. ("Lassonde Pappas") hereby guarantees and warrants that each and every article of food sold by Lassonde Pappas to Buyer shall be, as of the date of shipment or delivery (a) not adulterated or misbranded within the meaning of the Federal Food, Drug, and Cosmetic Act of 1938, as amended, (the "FDCA"), the regulations issued thereunder, or within the meaning of any state food and drug law, the adulteration and misbranding provisions of which are identical with or substantially the same as those found in the FDCA, (b) not articles which may not, under Section 404 or 505 of the FDCA, be introduced into interstate commerce; and (c) in compliance with all applicable federal, state and local laws.
- B. Lassonde Pappas agrees to indemnify, defend and hold Buyer harmless from all actions, suits, claims, and proceedings resulting from or arising out of breach of the foregoing warranties.
- C. Notwithstanding the foregoing, (i) where goods are manufactured and shipped by Lassonde Pappas according to and under labels provided by Buyer, Lassonde Pappas's responsibility for misbranding shall be limited to that resulting from the failure of the product to conform to the product specification furnished by the Buyer and (ii) under no circumstances shall Lassonde Pappas be liable for special, punitive, exemplary incidental, consequential, or indirect damages, including but not limited to lost profits, whether based on contract, tort, strict liability, other law or otherwise.

By its acceptance of food sold by Lassonde Pappas to Buyer from and after the date hereof, Buyer acknowledges and agrees that this Guarantee and Hold Harmless Agreement revokes and supersedes any continuing guarantee or warranty previously given by Lassonde Pappas to Buyer.

This Guarantee and Hold Harmless Agreement shall be effective as of this 4th day of ~~June, 2021~~ and shall continue to be effective until it is revoked by Lassonde Pappas.

**LASSONDE PAPPAS AND COMPANY, INC.**

By: Mary Hand

Name: Mary Hand

Title: Corporate Regulatory Affairs Manager