



HANDBOOK



FSW

WELCOME



WELCOME!

You made it! You've wowed us with your potential and you're officially working at FoodServiceWarehouse. Congratulations and welcome! We're so excited to introduce you to our way of life.

We know starting a new job can feel challenging, awkward and generally takes some getting used to. This book is a guide to help us become better acquainted and to set you up for success right out of the gate.

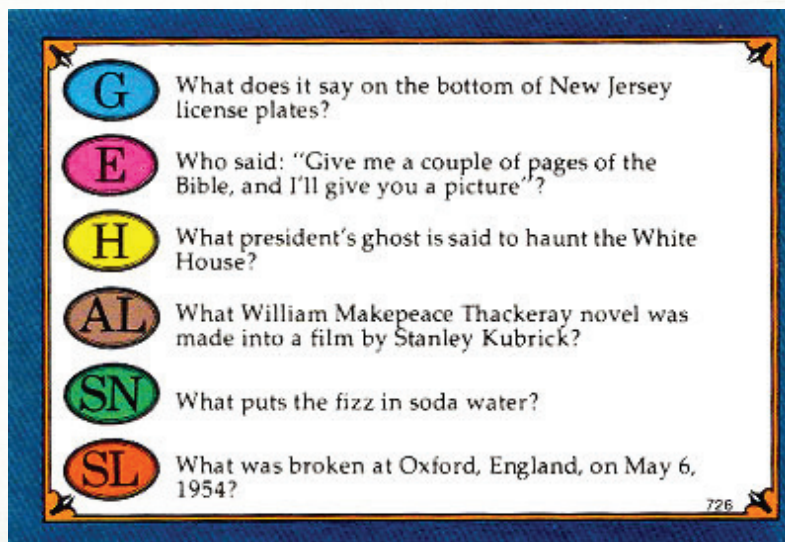
Your first week will be different depending what department you're in....

FSW FACTS FOR THE EMPLOYEE

FSW is an uncommon company. We move fast, expect the best and continue to grow faster than a well-watered Chia Pet. Our success is grounded in the hard work and creative contributions from everyone on the team.

Change is good. To quote Charles Darwin, "It is not the strongest of the species that survives, nor the most intelligent. It is the one that is the most adaptable to change." Be ready for change, learn from it and strive to be a positive contributor to what makes FSW a success.

Feed your imagination. It's not just our tagline; it's also your career opportunity. Is there a skill set you have that can improve a certain aspect of our business? Do you want to learn how to move up or into a new direction? Speak up! We love promoting from within and truly believe that your success is our success.



FSW has more purchasing power than the individual dealer inside Pride.

RELATIONSHIP TO PRIDE

In the beginning there was Pride Marketing & Procurement, Inc. and an idea. The idea was to create a conduit to compete against other groups in the restaurant equipment and supplies marketplace. This idea became FoodServiceWarehouse.com, and together with PRIDE we formed a unified entity. Essentially, PRIDE is our parent company. PRIDE is able to leverage FSW through focused purchasing, IPPBUY, utilizing a redistribution model at incremental cost and direct importing to attain the best cost possible.

You'll learn more about IPP during our orientation process. It's basically a purchasing program for PRIDE dealers, so they can leverage FSW's buying power.

SUMMARY OF THE HIERARCHY/DEPARTMENTS

We have a ton of departments. If you're interested in something, we probably have a department for it. Online Merchandising? Done. Sales? You betcha. Warehousing? Absolutely. Unicorns? If you can make a business case for it – HR will personally crown you Manager of All the Unicorns.

The point is, we like to cater to our employees interests and foster an entrepreneurial spirit. If you see a need for something, speak up – you might create a whole new facet of the business.

HISTORY

2006

2006 begins with 12 employees

June: FSW Founded

November 1: Site Launched with 125 equipment-only products, 10 brands and no product images

2007

2007 begins with 17 employees

March: 30 equipment brands added

April: Admin was created with 3376 SKUs and 40 brands

Fall: Began selling equipment parts and Education Center is launched!

Late October: Loaded and launched smallwares to site!

Also in October: Site is averaging 1200 visitors a day

November: FSW's first print catalog is hot off the presses

2008

2008 begins with 20 employees

Spring: 2000 SKUs on the site with 130 brands

Spring: Education Center grows and Buying Guides are added

Spring: Specialty stores begin

Spring: Janitorial supplies and disposables added to the site

Summer: Furniture is added to the site

Summer: "Going Green" initiative is launched . FSW becomes an official "Energy-Star Partner" and begins green rewards program with Leed and U.S. Green-building council certification.

Fall: FSW now has 218 manufacturers on site

Fall: 4300 transactions

Fall: Work begins on creating winnowing attributes

HISTORY

2009

2009 begins with **30** employees

Spring: 30,000 additional SKUs and 50 more manufacturers added to site

Spring: Email marketing begins

Spring/Summer: Created a stand-alone site for Green Kitchen equipment

Summer: Began online chat

Summer: Winnowing attributes are live on the site

Fall: 10,000 SKUs added to the site

Fall: **1 million** YTD visitors to the site

2010

2010 begins with **43** employees

Spring: 73,000 SKUs on site

Spring: Mega Stores (specialty stores) launched

Spring: Social Media launched with FaceBook, Twitter and a new Blog Network

Spring: FSW Private Label launched

Spring: Digital Media begins with product photography and videos

Fall: Begin featuring quality ratings for products

Fall: FSW's National Accounts department is created

3.1 million visitors to site at year end

2011

2011 begins with **55** employees

Winter/Spring: 96,000 SKUs on site

FSW moves to a larger office

The FSW Training Lab/Test Kitchen is launched

2011 ends with **4.5 million** total visitors to the site

HISTORY

2012

2012 begins with 70 employees**August 1:** FSW's first warehouse is fully-stocked and operating with 7 vendors, 2,000 SKUs, 3 Employees and 20,000 sq. feet**Fall:** Marketo email marketing begins2012 ends with **7.5 million** visitors to the site

2013

2013 begins with 90 employees**Jan 1:** Moved to a larger warehouse in CO, 22 Vendors, 8,000+ SKUs, 14 employees, 55,000 sq. feet**July 1:** 2nd Warehouse in KC, 150000 sq. feet, 3 employees**November:** FSW meets goal of 1+million visitors per month!2013 ends with **10.8 million** visits to the site

2014

2014 begins with 170 employees**January:** FSW re-branding launched including site design and messaging**January:** FSW adds 2 new departments: Mergers and Acquisitions and the StarPoint Division**September:** Moved into newly remodeled 50,000 sq ft office**August:** Acquired Zulli in New Orleans, LA2014 ends with **12.1 million** visits to the site

2015

2015 begins with 275 employees**January:** Addition of Licensing division**February:** Acquired MarketSource, Inc. in Oklahoma City, OK**March:** Began merging Aurora and KC wares into new 500,000 sq ft facility in Kansas City*Where will you take us next?*

SETTLING IN



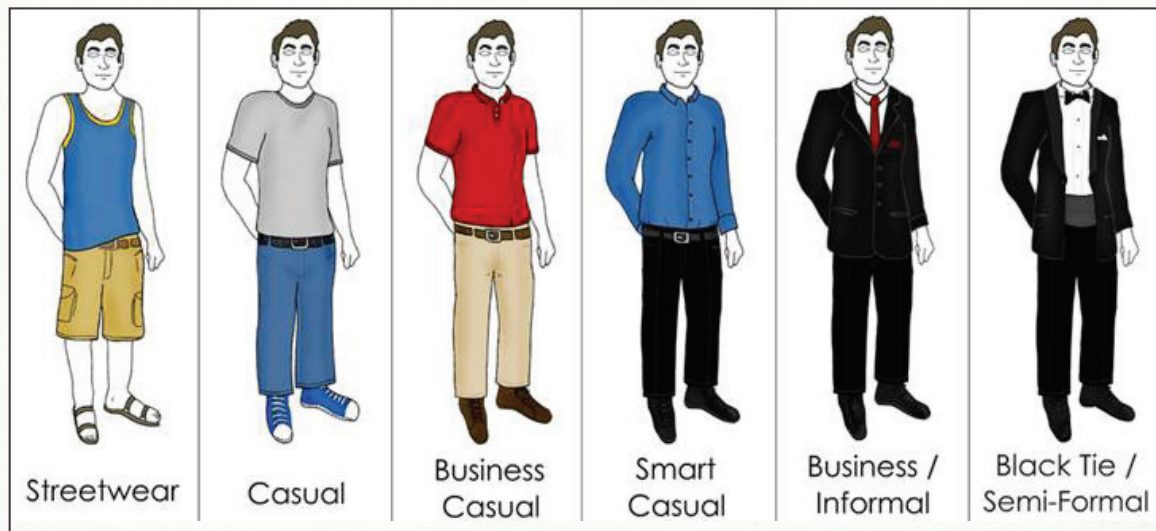
WHAT SHOULD I WEAR TO WORK?

Want to know the secret to success? Show up and look the part.

Although we're not the typical corporate suit-and-tie kind of company, we are a professional business. Our employees reflect our success both in the output of their work and in the image they help us maintain.

Part of the impression you make on others depends on your choice of dress, personal hygiene and courteous behavior. Take pride in your appearance and let your talent shine through the rest of the day. A daily regimen of good grooming and hygiene is expected of everyone.

Our environment allows for a casual dress code throughout the week, which means you can wear jeans every day of the week!



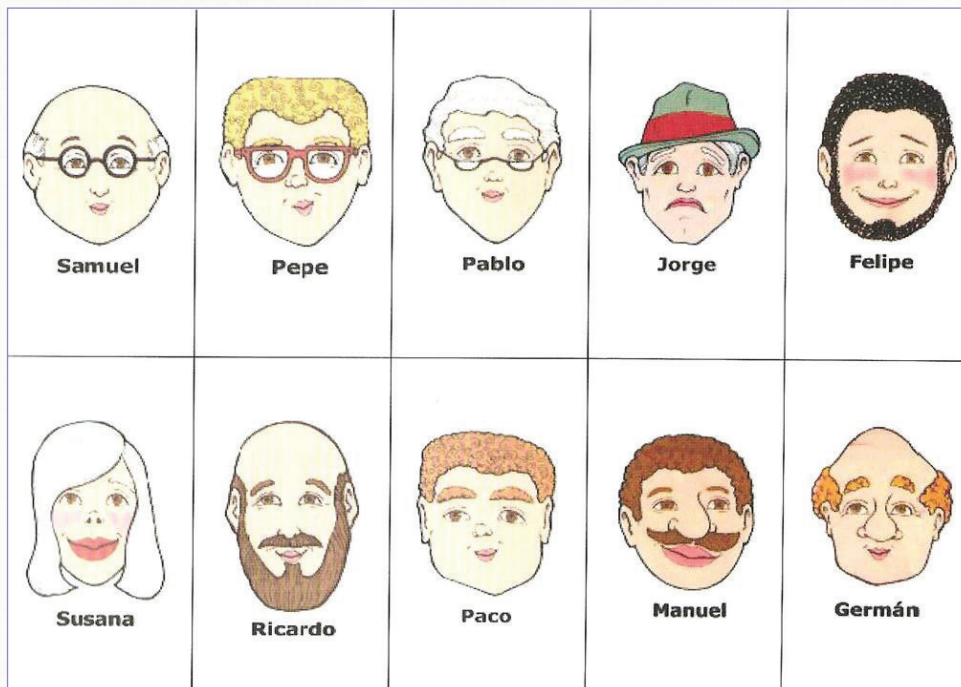
When the weather is exceptionally hot or cold, or when something very special happens— like when the Broncos make the Super Bowl - your department lead may allow more casual attire. But even under these circumstances, you're expected to keep your appearance neat and professional. Employees are not permitted to wear ripped, frayed or disheveled clothing, athletic wear, tight, revealing or otherwise inappropriate clothing at any time.

Any staff member who does not meet the attire or grooming standards set by his or her department will be required to take corrective action, such as leaving the premises to change clothing.

EMPLOYMENT CATEGORIES

WHAT DOES NON-EXEMPT MEAN?

Non-exempt employees are entitled to overtime pay under the specific provisions of federal and state laws.



WHAT DOES EXEMPT MEAN?

Exempt employees are excluded from specific provisions of federal and state wage and hour laws.

WHY DOES FSW CLASSIFY EMPLOYMENT STATUS AS EXEMPT OR NON-EXEMPT?

Basically it boils down to providing you with the clearest picture of your employment status and how you're paid. However, the classification of your employment can change and is not guaranteed for any length of time. If your status does change, an FSW manager will notify you in writing. To learn more about employee classification and at-will employment just ask HR. They are happy to help you understand our full policy.

In addition to Exempt and Non-Exempt status, each employee follows into one of three employment categories: Regular full-time, part-time and temporary employment.

REGULAR FULL-TIME employees are those who are not in a temporary status and who are regularly scheduled to work FSW's full-time schedule. Generally, they are eligible for FSW's benefit package, subject to the terms, conditions, and limitations of each benefit program.

PART-TIME employees are those who are not assigned to a temporary status and who are regularly scheduled to work less than 30 hours per week. While they do receive all legally mandated benefits (such as Social Security and workers' compensation insurance), they are ineligible for all of FSW's other benefit programs.

TEMPORARY employees are those who are hired in a job established for a temporary period or for a specific assignment or group of assignments. Temporary employees normally are not eligible for participation in company benefits.



WORK DAYS, WORK WEEKS, AND SHIFTS

What's a normal workday look like? It depends. The operating hours for customer orders are from 6 am to 6 pm, Monday through Friday. The hours you work within that 12-hour stretch is up to your manager and your role on the team. When you are hired, your manager will talk to you about what is expected on a day-to-day basis. The established work days or shifts for any position in the department may change according to the business needs of the department or company.

MEAL AND REST PERIODS

At some point in the day, you are going to get hungry and you're going to need a break.

Here's how it works:

A non-exempt employee who works eight or more consecutive hours (not including breaks) is allowed an unpaid 30-minute meal period and two paid 15-minute rest periods in each work day. Non-exempt employees scheduled to work less than a full day may take one paid 15-minute rest period for every four hours worked.

Your direct supervisor will work with you and your team to schedule times for meals and breaks. It's important to keep the flow of operations moving smoothly during business hours, because of this rest periods must not interfere with getting things done or availability to the customer. Need a longer lunch? Speak with your Department lead. Meal periods may be extended by eliminating rest periods.

SO, CAN I MOVE WORK THROUGH MY LUNCH AND BREAKS TO GET OUT EARLIER?

No. Your team is relying on your hard work, talent and reliability to make each day successful. In pure policy-talk this means: non-exempt employees may not skip meal or rest periods in order to shorten the workday. Rest periods cannot be saved for later use, accumulated, or used to compute additional pay.

I'M AN EXEMPT EMPLOYEE, HOW DOES THIS WORK FOR ME?

Exempt employees do not clock in and out, therefore you are not on a timed system. Your department lead will explain to you what the attendance and availability expectations are for your role in a given work day.

OVERTIME & TIMEKEEPING

What if I'm non-exempt and I work more than 40 hours in a week?

Here's the nitty-gritty on overtime:

FSW follows all federal and state rules and regulations governing work hours and overtime payments. Time over 40 hours (Sunday 12:00 am – Saturday 11:59 pm):

- Non-exempt staff will be paid time and a half, which is 1.5 x your hourly rate of pay.



- PTO, holiday pay or any other hours that were paid as a benefit and not worked will not count towards over time.
- It is your responsibility to accurately record time worked.
- If you are approaching overtime, you must receive approval from your supervisor before working additional hours.

What if I'm asked to come in earlier or work longer?

The tempo of business can change for many reasons. If you are asked to come in early or work longer on any given day, your supervisor may adjust your schedule to take an equal number of hours off within the same work week. However, if this happens it is important to remember that time off in place of overtime pay must be taken within the same work week. And as always, any changes to your schedule must be approved by your supervisor before assuming it is OK.

I'm a non-exempt employee. How do I record my time?

We keep it as easy as possible with an online timekeeping tool called Mosaic. In Mosaic you can enter and save your actual work time. It's our 21st century way of clocking in and out.

What do I do with my timesheet at the end of the week?

You are required to submit your timesheet at the end of each pay period for approval. Managers of non-exempt employees are required to review and approve work time submitted by these employees in the Timekeeping system on a weekly basis. Failure to submit timesheets will result in discipline.

Can I clock in and out for a friend?

No. In fact, it can get you in a lot of trouble. Falsifying, tampering with time records, or recording time on another employee's time record may result in disciplinary action, up to and including termination of employment.

Can I work in "on call" status?

Only exempt employees are permitted to be in on-call status. Non-exempt employees are not permitted to be on call.

TRAVEL TIME & MILEAGE

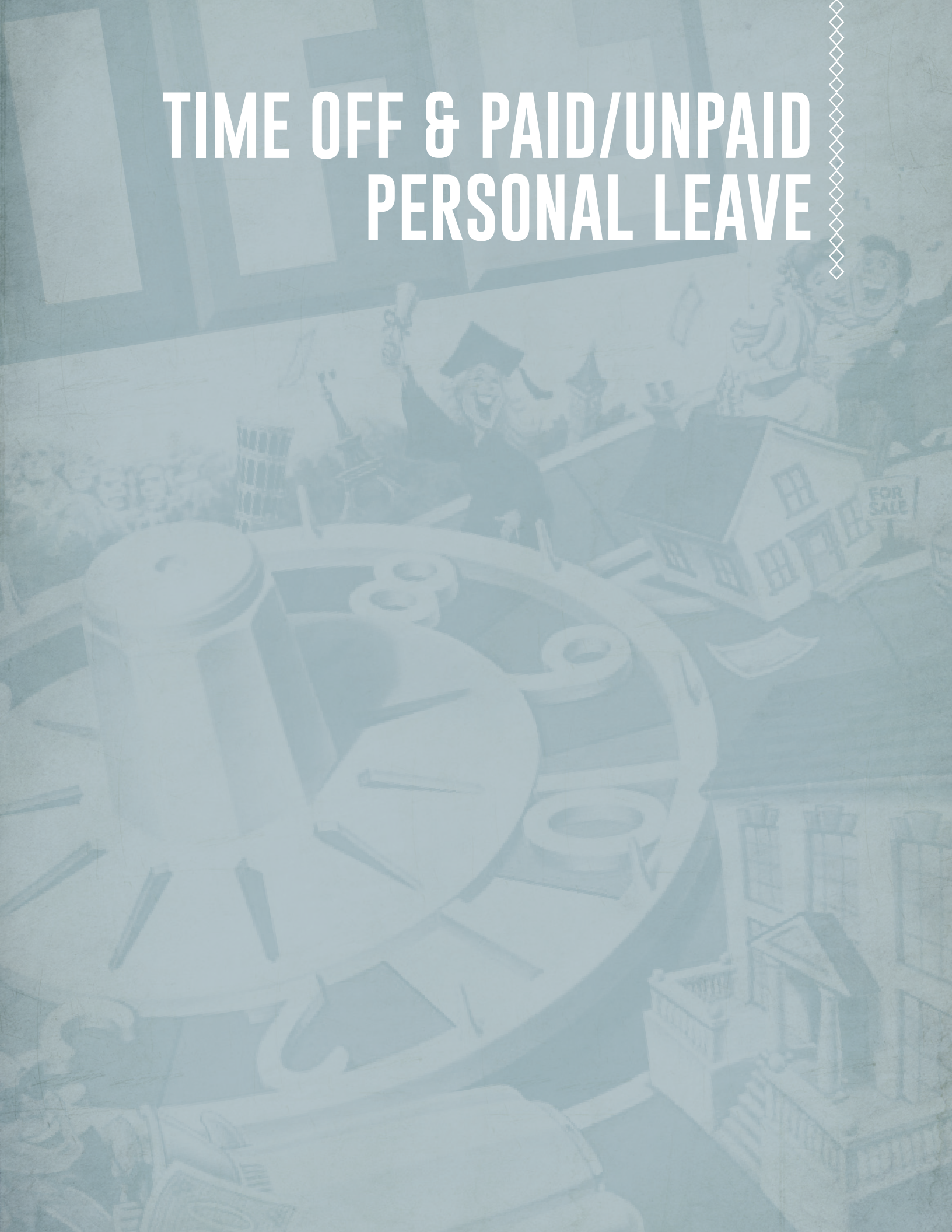
Time spent traveling to conferences, seminars, or other offsite events shall be compensated as required by the Labor Standards Act (FLSA) Non-Exempt employees. For required events when the employee must spend the night away from home, the FLSA requires all time spent traveling during the employee's normal working hours, even on regular days off, (excluding regular meal periods) to be compensated. For required events that do not require an overnight stay, the FLSA requires that all travel time (excluding meal periods, and travel between home and the point of departure if the employee uses public transportation) be compensated.

Employees who are exempt under the Fair Labor Standards Act may travel during normal work hours without loss of salary. Employees doing so must make prior arrangements with their supervisor.

FSW does not reimburse employees for mileage costs.



TIME OFF & PAID/UNPAID PERSONAL LEAVE



ATTENDANCE

"80% of success is showing up." – Woody Allen

It's true. You can't be successful without showing up. We work as a team and that requires you to be in the right place at the right time.

However, sick days happen. So does snow, accidents on I-25 and other unforeseen obstructions on your way to work. Whatever the reason, if you're going to be late or out of the office, let your immediate supervisor know as far in advance as possible.

TIME OFF

The balance between work and your personal life is important. We believe that when you have time to recharge and get inspired outside of work, your time spent in the office flourishes. Because of this, we encourage our employees to get out and see the world, do things and build an enriching life for themselves. If you are a regular full-time employee, you are eligible to do all of these things with paid time off. Your paid time off is permitted as sick time, vacation time, bereavement and for any other personal time needed. As always, if you need any clarification on our time off guidelines check with your department lead or friendly HR Rep.

Salaried Employees

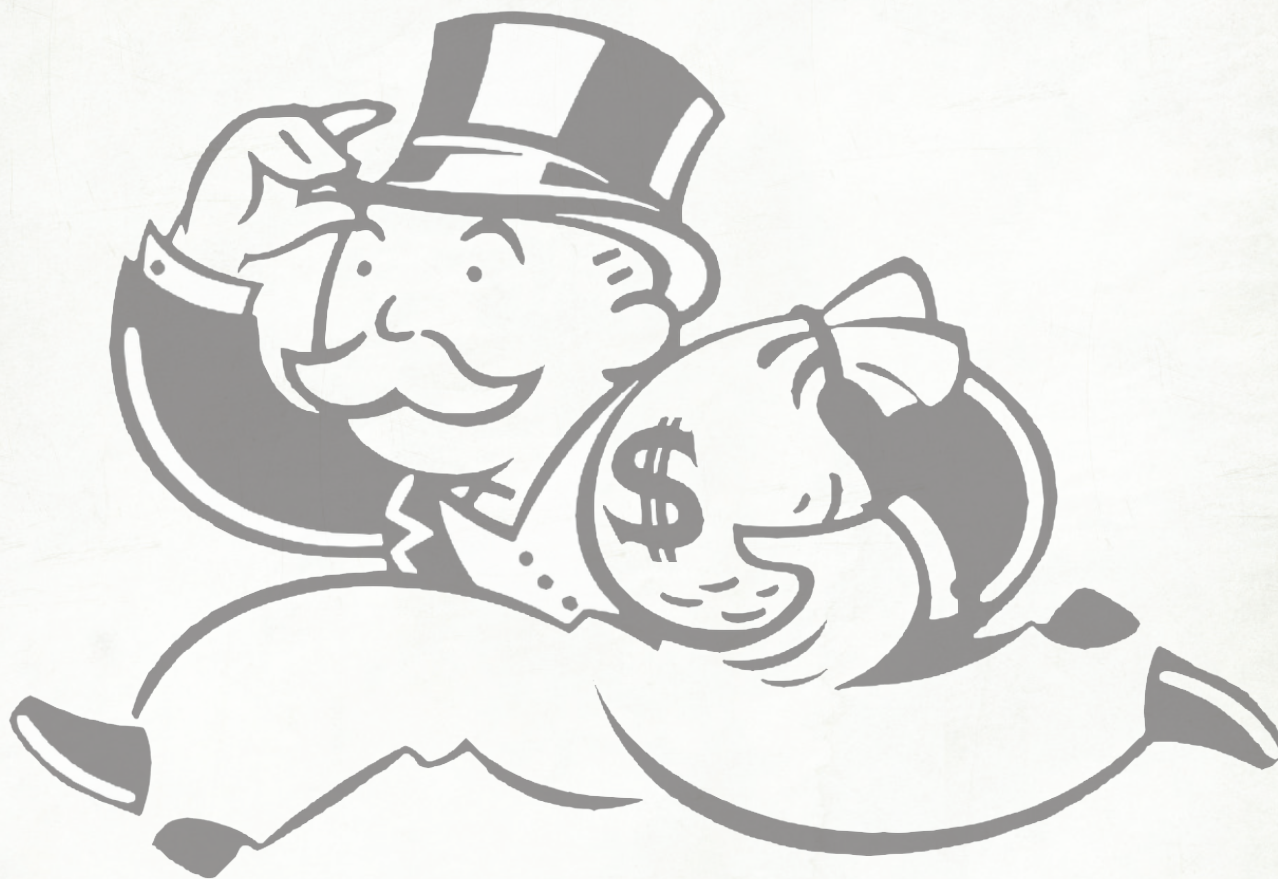
In place of a bank of accrued time off for salaried employees we offer the flexibility to maintain the balance needed between work and life. You read that right, there's no official rule on how much time off you receive. Because: life happens.

Wait, does this mean that FSW doesn't care about schedules or customers?

Of course not, individuals will need to work collaboratively with their supervisor when scheduling time off. However, your work history and departmental work flow will be taken into consideration for all time off requests. Keep the teamwork mentality when requesting time off and provide as much advance notice as possible.

So... now FSW accepts absenteeism & advocates unlimited leave?

No, FSW has found that our employees thrive when given flexibility. We believe this maintains a more responsible utilization of time spent in the office.



Hourly Employees

The PTO policy for hourly employees follows an accrual calendar. After 90 days of employment, hourly employees are granted 5 days of Paid Time Off. Employees will not continue to accrue time after reaching the 5 day (40 hour) threshold in the period between 90 days and one year.

After one year of employment and in subsequent years upon anniversary, hourly employees are granted 10 days PTO. Employees will not continue to accrue time after reaching the 10-day (80-hour) threshold.

Hourly employees can request up to 3 days of PTO for bereavement of immediate family.

Part-time and Temporary employees are not eligible for Paid Time Off.

Additional Information about PTO

We understand that sometimes you just need a little time off for personal reasons. To help you best utilize your PTO hours, all paid personal leave time can be used in minimum increments of 4 hours. To take paid personal leave, employees must request advance approval from their direct supervisor. Requests will be reviewed based on a number of factors, including business needs and staffing requirements.

Points to Consider while Requesting PTO

Don't let the cart roll ahead of the horse. Remember, communication is your cornerstone to success when you're here and when you take time off. Be sure to verify your time off requests with your immediate supervisor, in writing, before assuming it is approved. PTO taken without direct supervisor approval may be grounds for termination.*

*Additional restrictions apply. See HR for a detailed look at the entire PTO rules and regulations.

PERSONAL LEAVE WITHOUT PAY

Need time off, but don't have any or enough PTO? You may be eligible for personal leave without pay. Eligible employees who have completed a probationary period of 90-days may request unpaid leave. This leave may be for education or training, illness, parenting, and other personal reasons.

Requests for leave must be made in writing to the employee's Department Director and HR department. Any extended leave of absence must be approved by the CEO or HR Manager.*

*For full details about the policy for personal leave without pay, please inquire with HR.

MEDICAL RELATED ABSENCES

Sometimes life throws a curve ball, like when you break your arm on the half pipe. Or maybe you're planning for a welcome addition to your family. Whatever the case, FSW will work with you on scheduling time off for medical reasons. Each request will be evaluated and must comply within our company policies and the application of federal and state laws.

Please note: requests for time off associated with pregnancy and/or childbirth, such as bonding and child care, not related to medical disabilities, will be considered as unpaid family or personal leave.

FEDERAL FAMILY & MEDICAL LEAVE ACT

The Family and Medical Leave Act ("FMLA") provides eligible employees the opportunity to take unpaid job-protected leave for certain specific reasons. The maximum amount of leave an employee may use is either 12 or 26 weeks within a 12-month period depending on the reasons for the leave. For more information on FMLA, just ask! HR is happy to help you understand FMLA and how it can work for you.

JOB ABANDONMENT

Don't be a stranger. If you are absent for three days without notifying the company or without company approval, it is assumed that you have voluntarily abandoned your position with the company. This can result in termination and removal from payroll. If this occurs, a notice will be sent to your last known address.

HOLIDAYS

Full-time hourly and salaried employees are eligible for paid holiday time on the days listed below (see "Office Holidays"). Agency Paid contractors are not eligible for paid holiday time.

If a customer calls on a holiday, is there anyone there to pick up the phone?

There is always a team of Sales and Service employees available during normal business hours, holidays included.

So do sales and service employees not enjoy the holiday time off benefit?

The FSW holiday time policy is structured differently for the Sales and Service teams. These hard-working employees are granted alternate days as holiday time. If you are on the Sales and Service Team and require further information, please see HR or your immediate supervisor.

OFFICE HOLIDAYS

- New Year's Day (January 1) or closest weekday
- Good Friday (Friday before Easter)
- Memorial Day (last Monday in May)
- Independence Day (July 4) or closest weekday
- Labor Day (first Monday in September)
- Thanksgiving (fourth Thursday in November)
- Day after Thanksgiving
- Christmas Day (December 25)
- Christmas Eve (December 24) OR* Day after Christmas (December 26)

**Either day, but not both – dependent upon department*



INCLEMENT WEATHER

Due to the fact that individual employees are affected differently during inclement weather by virtue of their residence location or transportation requirements, FSW recognizes that certain employees may be delayed in their arrival or unable to travel to work during such situations.

DELAYED/LEAVING EARLY

An employee should notify their supervisor if they expect to be delayed in arrival at work. If an employee wishes to leave early due to inclement weather, the employee is required to notify their direct supervisor prior to leaving.

For non-exempt staff, the loss of time due to the weather, or other emergent condition, can be made up or taken as PTO time as mutually agreed to by the employee & supervisor. For exempt staff, only full day absences will be charged as PTO or eligible for schedule adjustment.

In the event that an employee is unable to get to work due to inclement weather conditions, the employee is required to notify their direct supervisor and the day will be charged as PTO time; if sufficient time is not available to cover the absence, the day will be unpaid.

In any situation where telephone systems are inoperable and an employee is unable to make initial contact with FSW, the employee is expected to continue to attempt such contact until successful.

WORKING FROM HOME

Supervisors can approve requests for employees to temporarily work from home via VPN without loss of pay or PTO, if doing so allows completion of work assignments. All non-exempt employees must record their working hours via Mosaic. See Timekeeping and VPN/Remote Access policies.

HOW AM I DOING?

CLUE

THE
GREAT DETECTIVE GAME

DINING
ROOM

BALL ROOM

KITCHEN

START

YOUR PERFORMANCE AND REVIEW

We don't think you should have to guess at much around here, especially how you've been doing as an employee.

FSW believes that it's hard to know where you're going without knowing where you've been. That's why we conduct reviews as often as possible. Our management and supervisor team members are strongly encouraged to communicate with their employees on a day-to-day/week-to-week basis. We may do a more formal review after your initial 90 day period, but this is at the discretion of FSW and its management. Generally, we do reviews on a quarterly basis to provide supervisors and employees the opportunity to freely discuss responsibilities and feedback, what's going well, what could be improved and what awesome projects are coming up. These reviews are meant to be open discussions to get you thinking, we want honesty and feedback from both sides, not reviews just for the sake of reviews.

How is my job performance recorded?

With departments expanding and things happening as fast as they do around here, it's important for our human resources department to maintain personnel files for every employee. This keeps vital information such as your resume, records of training, documentation of performance appraisal, salary increases and other employment records all in one organized place.

Are my files protected and can I see them?

Yes. Personnel files are the property of FSW, and access to the information they contain is restricted. Generally, only supervisors and management personnel of FSW who have a legitimate reason to review information in a file are allowed to do so. If you would like to review your file, please contact the HR department.

Be nice and remember: you're on a team.

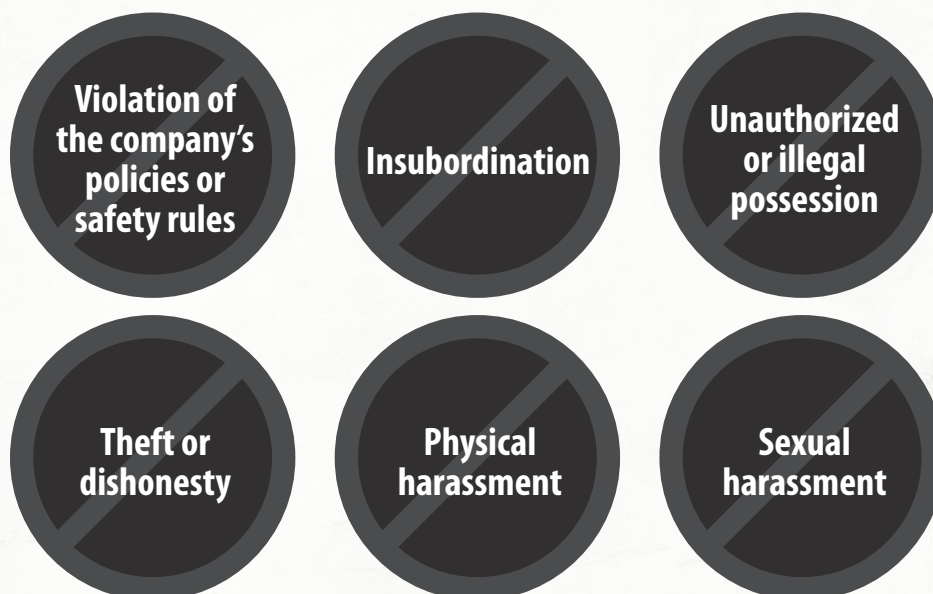
The office is a shared workspace and it's important to respect your fellow coworker's time, space and person. You have an obligation to observe and follow the company's policies and to maintain proper standards of conduct at all times. If your behavior interferes with the orderly and efficient operation of a department, corrective disciplinary measures will be taken.

DISCIPLINARY ACTION? WHAT IS THAT?

Disciplinary action may include a verbal warning, written warning, suspension with or without pay, and/or discharge. The appropriate disciplinary action imposed will be determined by your manager, human resources or the CEO. FSW does not guarantee that one form of action will necessarily precede another.



Here is a quick list of what to avoid:





**Disrespect
toward fellow
employees,
visitors or other
members of the
public**

**Poor attendance
or poor
performance**

**Unauthorized
possession, use or sale
of weapons, firearms
or explosives on work
premises**

**Use or sale of alcohol,
marijuana or other controlled
substances on work premises
or during working hours,
while engaged in company
activities or in company
vehicles**

**Performing outside
work or use of
company property,
equipment or facilities
in connection with
outside work while on
company time**

These examples are not all inclusive. We emphasize that discharge decisions will be based on an assessment of all relevant factors. Nothing in this policy is designed to modify our employment-at-will policy.

HOW SHOULD I ACT AROUND VENDORS OR CUSTOMERS?

It's natural to be nervous or excited when communicating with vendors and customers. However you are feeling on the inside, it's important to maintain a professional presence on the outside. Here's what we expect:

- Limit discussions with vendors and vendor's employees to matters that concern their department and level of responsibility.
- Do not discuss internal affairs with customer/vendor personnel during working hours.
- Avoid comments or criticisms involving other companies and their particular work or fees.



- Refrain from discussing shortcomings or idiosyncrasies of customer/vendor employees.
- Avoid conversations involving customer/vendor matters in all places that would violate confidentiality.
- Avoid discussing procedural problems with management while customer/vendor employees are present.

SUBSTANCE ABUSE

FSW has vital interests in ensuring a safe, healthy and efficient working environment for our employees, their co-workers and the customers we serve. The unlawful or improper presence or use of controlled substances or alcohol in the workplace presents a danger to everyone. For these reasons, we have established a substance abuse policy as a condition of employment and continued employment with FSW. Please ask HR to review the full policy.

An important note about Colorado's new marijuana laws:

Although the State has legalized marijuana for medicinal & recreational purposes, the company is not required to allow the medicinal use of marijuana in the workplace. Use is strictly prohibited on company property and may result in discipline, up to and including discharge.

BACKGROUND CHECKS AND DRUG TESTING

For certain positions, FSW will require background checks and drug testing as part of its employment practices. For required positions this is generally done prior to your start date and job offers are contingent on the results of the background check and pre-employment drug test, but may be required during employment under some circumstances.

Positions requiring background & drug screenings may include:

- All Distribution personnel working primarily on the warehouse floor
- Delivery drivers
- Additional roles where machinery or equipment is utilized

All background checks are run in compliance with the Fair Credit Reporting Act and applicable state laws. Background checks will include, but are not limited to a criminal history check, a motor vehicle report, and a Social Security trace check. Information in criminal history and motor vehicle reports will be reviewed for the last 7 years.

Drug screens will test for amphetamines, cannabinoids, phencyclidine, cocaine, opiates, and other substances. Drug testing may occur after employment begins under circumstances involving injuries in the workplace or suspected safety concerns. If a candidate or an employee tests positive for any of the above substances or refuses to take the test, the offer of employment will be rescinded and/or the employee may be terminated.

Please see HR for the full background check and drug testing policy.

PLAYING NICE

All New
Cards!

PARTIE FUN!

Everyone here is given the same opportunity to rock. Interested in getting on track for a promotion? Have a friend who would be perfect for the open position on the team? Let us know. We welcome one and all so long as they meet the job requirements set out for the task. FSW does not discriminate in employment opportunities or practices on the basis of gender, race, religion, color, creed, disability, sexual orientation, national origin, ancestry, age or any other prohibited basis defined by federal or state law.

This policy governs all aspects of employment, including selection, job assignment, compensation, discipline, termination, and access to benefits and training.

FSW will make reasonable accommodations for qualified individuals with known disabilities unless doing so would result in an undue hardship. Undue hardship means that providing a reasonable accommodation would result in significant difficulty or expense, based on FSW's resources and operation. An employee with a disability for which a reasonable accommodation is needed should contact the HR department to discuss possible solutions.

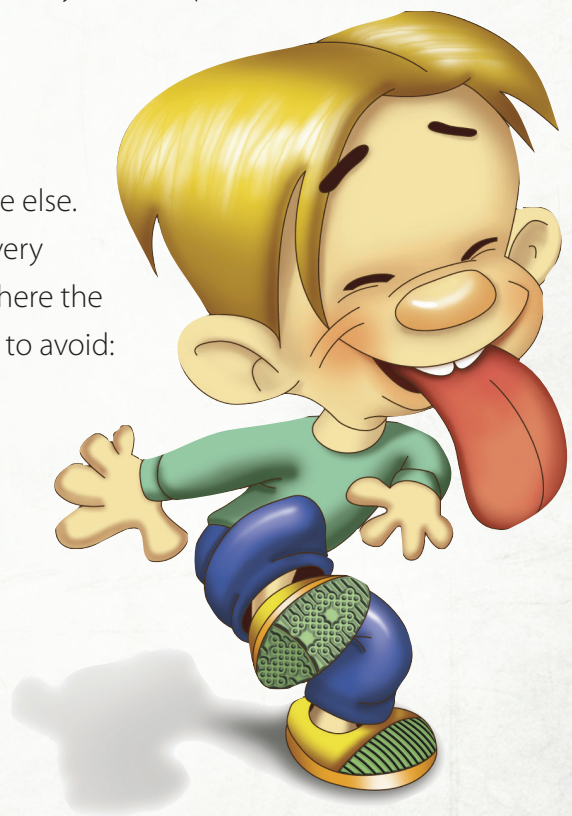
Any employees with questions, complaints or concerns about any type of discrimination in the workplace are encouraged to bring these issues to the attention of the HR department. Employees can raise concerns and make compliments or reports without fear of reprisal. Anyone found to be engaging in any type of unlawful discrimination will be subject to disciplinary action, up to and including termination of employment.

HARASSMENT

Respect. Aretha wanted it and so does everyone else. Show a lot of r-e-s-p-e-c-t to your coworkers every day and you'll stay out of hot water. Not sure where the line is to cross? Here's a quick rundown of what to avoid:

Do Not

- Harass another person because of the person's sex, race, color, religion, national origin, age, disability, marital status, sexual orientation or other characteristic protected by law.



- Use actions, words, jokes, or comments based on the above characteristics.
- Engage in unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual or intimate nature

If you find yourself in an uncomfortable situation in the workplace, here's what you can do and what to expect:

- File a written complaint with HR
- All complaints will be investigated promptly and resolved in a confidential manner
- All parties involved will be notified of the outcomes from any complaint
- Any employee found to have engaged in sexual harassment of any kind will be reviewed and possibly terminated

WHAT EXACTLY IS SEXUAL HARASSMENT?

Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual or intimate nature, especially when, but not limited to:

- Submission to the conduct is made either explicitly or implicitly a term or condition of employment; or
- Submission to or rejection of the conduct is used as the basis of employment decisions; or
- The conduct has the purpose or effect of substantially interfering with the individual's work performance or creating an intimidating, hostile, or offensive working environment.

Sexual harassment does not refer to behavior or occasional compliments of a socially acceptable nature. It refers to behavior that is not welcomed, that is personally offensive, that fails to respect the rights of others, that lowers morale and/or that, therefore, interferes with work effectiveness.

COMMUNICATIONS 101



WE CAN SEE WHAT YOU'RE DOING.

Yep. It's a bit big-brotherish, but we keep it transparent. Your work-issued computers, phones and any other communication device is the property of FSW. Everything you type, text, download, say or send via smoke signal is the property of FSW, so long as you do it with our property. Be mindful of what you put out there. Madhu is watching you.

To view the entire communication policy, please ask HR.

VPN/REMOTE ACCESS

What is VPN?

Remote access is connecting to the FSW network while offsite using an external internet service provider. When the VPN is active, it is as if you had your home computer plugged in at work. This also means you need to take extra care and avoid certain activities when using the VPN.

While the VPN is active, please do not:

- Download huge files, torrents, mp3's, etc.
- Download anything large that isn't at least vaguely work related.
- Stream movies, ballgames, etc.
- Do network scans, DDOS, LIOC, or other network operations.
- VideoChat, Skype, etc.
- Have any File-sharing programs active.
- Run all your updates.
- Do anything remotely illegal.

Can I use VPN?

It depends. If you feel as though you will need VPN access for any amount of time, check in with your immediate manager. Generally, VPN is for exempt employees only. Remote access tools may be provided to non-exempt employees for short-term remote access during their scheduled work hours. For example, non-exempt employees who need to temporarily work from home may be provided with VPN. All managers must establish clear expectations for when and how such tools may be used and how employees will report their time. Managers are responsible for ensuring that non-exempt employees comply with all policies regarding time reporting.

Please see HR for a full review of our VPN policy.

MOONLIGHTING

If you're considering holding an additional job while you're employed with FSW there are a few things you'll need to do.

First, you should notify your supervisor and HR (in writing) immediately.

Our employees are prohibited from sharing our trade secrets, working for a competitor or performing work that could hurt FSW's image - so outside employment that constitutes a conflict of interest is not allowed. Be sure to read our Confidentiality and Non-Compete information at the end of this handbook.

Second, you must continue to meet our high performance standards. Though we try to be as flexible as we can with your schedule, all FSW's employees will be judged by the same performance standards and will be subject to our scheduling requirements, regardless of any existing outside work requirements. This includes, of course, no moonlighting or conducting non-FSW related work on FSW's time.

If FSW determines that an employee's outside work creates or appears to create a conflict of interest, interferes with performance or the ability to meet the requirements of FSW, as they are modified from time to time, the employee may be asked to cease the outside employment or in more drastic cases, the outside employment may result in termination.

If you have any questions about moonlighting or the requirements of doing so, ask the HR department for more information.



WHERE WILL YOU TAKE US?



WHERE WILL YOU TAKE US?

FSW will be a different company each year because you're going to change it for the better. We're excited to let you do just that and can't wait to see where you take us. The choices you make each day define us as a company and we rely on every employee to bring their best to work every day.

Whether it's a new on-site tool, a lucrative new account, a fun idea for team bonding or an inspiring message to rally the troops – we can't wait to see what kind of future you build at FSW.

To guide you on your journey, FSW created a list of 5 values that will help to carve your path. Employees that take these sentiments to heart can create new opportunities for work and for our business.

#1

Encourage Your Inner Leader

Speak up (respectfully, of course)! We urge each employee to take charge and drive positive changes by being supportive and confident.

#2

Put Your Soul In It

Get excited about your work! Your passion will help shape our direction.

#3

Innovate Without Fear

Stay open-minded and curious. We value the growth that comes from taking a risk and learning from our mistakes.

#4

Work Hard & Have Fun

Make sure you balance the two; the robot costume will just look silly if you don't get your project done!

#5

Keep Learning

We not only empower our customers with knowledge, but encourage our employees to grow and share their unique experiences and ideas as well.



CONFIDENTIALITY & NON-SOLICITATION

And now, a few legal words of note...

In consideration of the foregoing and the Employee's employment by Employer as good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Confidential Information:

Confidential Information means all Non-Public information concerning or arising from Employer's business, including particularly but not limited to corporate documents; FoodServiceWarehouse.com customer lists and Pride Marketing & Procurement membership lists; purchasing programs; operational procedures; rebates; discounts; financial statement information of FoodServiceWarehouse.com, PRIDE, and any other related entities; list of manufacturers; agreements with manufacturers; freight agreements; financing programs; Internet services; all information relating FoodServiceWarehouse.com and Pride Marketing & Procurement promotional programs; private label programs; information regarding the marketing programs and marketing strategy, including discounts, fliers, catalogs; and such other information which may be provided to employees which is identified as confidential and any other information, however documented, that is a trade secret within the meaning of Colorado Revised Statutes §7-74-101, et seq.; and notes, analysis, compilations, studies, summaries, and other material prepared by or for the Employer containing or based, in whole or in part, on any information included in the foregoing.

2. Employee's Use of Confidential Information:

(a) Employee acknowledges and agrees that, through his or her employment with Employer he or she will be and has been provided with some Confidential Information. Employee further acknowledges and agrees that such Confidential Information is a valuable and unique asset of Employer, and that he or she will not at any time or in any manner, directly or indirectly, divulge, disclose or communicate any such Confidential Information to any person, firm, corporation or other entity for any reason without the prior express, written consent of Employer unless such information: (i) is in the public domain through no wrongful act of Employee; (ii) has been rightfully received from a third party without restriction and without breach of this Agreement; or (iii) except as may be required by law.

(b) All Confidential Information developed, created or maintained by Employee shall remain at all times the exclusive property of Employer. Employee shall return to Employer all Employer's equipment and Confidential Information, and reproductions thereof, that are in his or her possession immediately upon request and in any event upon the completion of his or her employment with Employer. Employee agrees that he or she will not in any manner use Employer's Confidential Information, or any of its property or equipment, against the best interests of Employer at any time.

(c) The covenants set forth in this Section 3 shall survive and be enforceable in law and/or equity after Employee's resignation or termination of employment.

3. Non-Competition, Non-Solicitation of Members and Employees.

Employee agrees that while employed and for two (2) years immediately following Employee's resignation or

termination of employment with Employer, for whatever reason (the "Restricted Period"), he or she shall not:

- (a) Develop, market, sell or otherwise perform foodservice equipment services for any business or enterprise that directly competes with the Employer;
- (b) Solicit or attempt to induce, directly or indirectly, any business with which Employer has a key relationship with during the 12 months immediately before the end of Employee's employment with Employer to conduct some or all of their business with any business or enterprise that directly competes with the Employer;
- (c) Solicit or attempt to induce, directly or indirectly, any person who was employed by the Employer during the 12 months immediately before the end of Employee's employment with Employer to accept employment with a direct competitor of the Employer or with any business or enterprise intending to compete with the Employer.

4. Restrictions are reasonable:

Employee acknowledges and agrees that the restrictions contained in this Agreement, specifically the restrictions stated in Paragraph 4, are reasonable and necessary to protect the legitimate interests of Employer, and that any violation of this Agreement, or any part thereof, will result in immediate and irreparable harm to Employer for which a remedy at law is inadequate.

5. Miscellaneous.

- (a) Employer shall be entitled as a matter of right to injunctive relief in any court of competent jurisdiction, and to enforce the specific performance of Employee's obligations under these provisions without having to prove actual damage to Employer or the inadequacy of a legal remedy, and without waiver of any other rights.
- (b) This Agreement constitutes the entire agreement regarding its subject matter, and may not be modified or amended in any way except in writing and with the mutual consent of Employee and Employer. This Agreement is not intended to and does not affect Employee's employment-at-will relationship with Employer.
- (c) No waiver of any breach of this Agreement shall be construed to be a waiver as to succeeding breaches. Any period of violation of this Agreement which results in legal action to enforce the same shall toll the period of time in which Employee shall be restricted hereunder, so that such Restricted Period shall begin and be in full force and effect from the date of such enforcement.
- (d) This Agreement shall be governed by the laws of the state of Colorado. If legal action is brought at any time arising out of, or relating to this Agreement, Employee agrees to submit to the jurisdiction and venue of the civil district court of the City and County of Denver and agrees that such court shall have exclusive jurisdiction and venue of such action. In any such action, the prevailing party shall be entitled to payment of all costs and expenses incurred, including reasonable attorneys' fees, in connection with any such action, or with any appeal from such action.
- (e) Each provision of this Agreement is intended to be severable. If any court of competent jurisdiction determines that one or more of the provisions of this Agreement, or any part thereof, is or are invalid, illegal or unenforceable, such determination shall not affect or impair any other provision of this Agreement.
- (f) The undersigned acknowledges that he or she has read and understood this Confidentiality and Non-Solicitation Agreement and that he or she signs this Agreement intending to be bound by its terms as of the effective date first written above.

EMPLOYEE ACKNOWLEDGEMENT FORM

I have reviewed FSW's Employee Handbook as revised July 2015. I understand that I am responsible for reading the policies and practices and additional references in this Handbook.

Further, I understand:

- My employment with FSW is AT-WILL. I have the right to end my work relationship with FSW, with or without advanced notice for any reason. FSW has the same right.
- THE LANGUAGE USED IN THIS HANDBOOK and any verbal statements of management are NOT INTENDED TO CONSTITUTE A CONTRACT OF EMPLOYMENT, either expressed or implied, nor are they a guarantee of employment for a specific duration.
- The HANDBOOK IS NOT ALL-INCLUSIVE but is intended to provide me with a summary of some of the organization's guidelines, rules and policies. I understand that I should consult FSW management regarding any questions not answered in the handbook.
- The July 2015 Edition replaces all previously issued handbooks. The need may arise to change the guidelines described in this Handbook. Except for the at-will nature of employment, FSW reserves the right to interpret the guidelines contained in this Handbook or to change them without prior notice. Only the CEO of FSW has the ability to adopt any revisions to the policies in this handbook.
- FSW may monitor my use of FSW communication equipment and I have no right to privacy with respect to the use of that equipment.

Employee's Name (Printed): _____

Employee's Signature: _____

Date: _____

