

EXHIBIT D: RULES OF OPERATION
Findlay Market Merchants
Effective May 10, 2009

Hours of Operation

Required open hours

During all required open hours, merchants must:

- be open for business
- be staffed at all times
- be fully merchandised (cases may be replenished, but not set, during open hours)
- offer a complete product mix

Required open hours shall be:

- Tuesdays 9:00 am to 6:00 pm
- Wednesdays 9:00 am to 6:00 pm
- Thursdays 9:00 am to 6:00 pm
- Fridays 9:00 am to 6:00 pm
- Saturdays 8:00 am to 6:00 pm
- Sundays 10:00 am to 4:00 pm

Required closed hours

During all required closed hours, the market house and adjacent retail facilities will be locked, alarmed, and closed to merchants who have not been issued keys and a security code.

Required closed hours shall be:

- Mondays all day
- Tuesdays 8:00 pm to 7:00 am Wednesdays
- Wednesdays 8:00 pm to 7:00 am Thursdays
- Thursdays 8:00 pm to 7:00 am Fridays
- Fridays 8:00 pm to 7:00 am Saturdays
- Saturdays 8:00 pm to 8:00 am Sundays
- Sundays 6:00 pm to 7:00 am Tuesdays

Holidays

An annual holiday schedule will be prepared each year, but generally the market will be closed on the following holidays:

- New Year's Day
- Easter
- Memorial Day
- July 4th (with some exceptions based on day of the week)
- Labor Day
- Thanksgiving Day
- Christmas Day

Exceptions and Changes

Required open and required closed hours may be temporarily or permanently changed by market management at its sole discretion.

Receiving and Deliveries

Designated Loading and Unloading Zones

All deliveries must be made from designated Loading/Unloading Zones on Elder Street, Elm Street, or Race Street, or from the service lot north of the market house that is accessed from Race Street.

No standing, stopping, parking, or unloading is permitted on the Esplanade areas at the east and west ends of the market house on Race and Elm Streets.

No commercial deliveries are permitted from the north parking lot.

Delivery Restrictions

No unloading or deliveries are permitted on Elder Street between Elm and Race Streets on Saturdays between 7:30 am and 6:00 pm. All deliveries made during restricted Saturday hours must be made from designated Loading/Unloading Zones on Elder Street, Elm Street, or Race Street, or from the service lot north of the market house that is accessed from Race Street.

Deliveries may not be made through customer doors or the restroom access door of the north addition retail shops. All north addition deliveries must come through the rear hall access doors.

Market house deliveries may not be made through the center tower (except for tower merchants). Deliveries may not be made from the main aisle or cross aisles of the market house. All market house deliveries must be made to the rear of each stand.

Garbage and Trash

Market Trash Facilities, Services, and Procedures

Market trash facilities are to be used only for trash generated through market operations.

Market trash facilities are provided for the sole use of market merchants. Market management may make market trash facilities available to private merchants on the market square for a fee.

Market management will designate one or more trash collection points. All market merchants are required to transport their own trash from their stands to the designated collection point.

All trash and garbage must be securely bagged before it is transported to the designated collection point. Trash may not drip, blow, or drop on the ground during transport or disposal.

Trash may not be transported through the market house aisles or tower. Merchants must transport trash from the rears of their stands through the nearest building exit to the designated collection point.

All trash brought to the designated collection point must be placed within the covered collection point container. No trash or garbage may be left on the streets, sidewalks, or ground around the designated trash collection point. Trash may not be piled on top of the container itself.

No pallets, skids, tires, machinery, or hazardous materials may be deposited at the designated trash collection point.

In the event the covered container at the designated collection point is full, merchants must transport trash to an alternate designated collection point or remove their trash from the market.

Within Market Stands

Open storage of garbage or trash in or around market stands is prohibited. Trash must be stored in covered bins or carts. Trash bins and carts must be emptied before they reach capacity.

Temporary trash accumulation in public areas of the market, on the street, or in any publicly visible place is prohibited. Trash removed from market stands must be transported immediately to the designated trash collection point.

Produce Aisle

Temporary trash accumulation in or around the produce aisle in any publicly visible place is strictly prohibited.

Spoiled inventory must be kept in covered bins or carts, which must be emptied before they reach capacity. Empty cardboard boxes and other trash must be transported immediately to the designated trash collection point.

All trash, spoiled inventory, and empty boxes must be removed from the produce aisle by the close of each business day.

Food Service Vendors

Food service vendors and merchants selling ready to eat food must provide trash receptacles for public use. Indoor trash receptacle must be covered. Trash receptacles must be emptied before they reach capacity.

Sanitation

General

All merchants are required to maintain their stands and all equipment in a clean and sanitary condition at all times.

All merchants are required to sweep and mop their stands at the close of each business day, or more often as may be necessary.

Walk in coolers, display equipment, and walls must be kept clean and sanitary at all times.

Smoking is not permitted at any time in the market house or in the market's separate retail spaces.

No operations that produce excessive odors are permitted without installation of an odor control system.

Produce Aisle

Produce merchants are required to sweep and hose the floor in and around their stands, and to clean the tops of their stainless steel merchandising tables, at the close of each business day.

All refuse must be moved to the trash collection point at the close of each business day. Pallets must be removed from the market.

All food products must be stored off the floor at all times.

Storage

Market House and North Addition Retail Space

Storage of supplies and equipment must be handled in a neat, attractive, and unobtrusive manner that does not detract from merchandise displays nor obstruct views through the market house or through openings from the market house to the outside.

Temporary storage in public areas, on the street, in customer aisles, or in any publicly visible place is prohibited.

No publicly visible storage is permitted on top of walk-in coolers and freezers or on top of display cases. Storage on top of walk-ins is limited to light weight items only.

Produce Aisle

Storage of supplies and equipment must be handled in a neat, attractive, and unobtrusive manner.

Produce merchants must leave at least five feet of clear space for indoor merchants along the market's north wall to access their stands through.

Supplies and equipment remaining in the produce aisle at the close of business must be stored neatly on shelves below the produce merchandising tables or in cabinets. Equipment and boxes left elsewhere are subject to removal by market staff.

No storage is permitted on top of the produce merchandising tables.

Signage

General

All tenants are required to purchase and display an identity sign for their business. Tenant identity signs must be professionally designed and must be constructed of permanent materials such as wood, glass, and metal. Identity signs shall be limited to trade name and logo only.

All signs displayed by tenants must be approved by market management. Tenants are required to submit in advance conceptual drawings indicating location, size, materials, graphics and letter style, method of attachment, and name of the sign company or fabricator for all signs. Drawings submitted should reproduce sign colors as closely as possible.

All signs displayed by tenants, permanent and temporary, must be of professional quality in design and craftsmanship.

All tenant signs must be constructed of quality materials. Chalkboards and materials such as wood, glass, and metal are encouraged. Except for pricing signs, paper, cardboard, and poster board signs are not permitted. No animated components, flashing lights, injection molded plastic, or box-type signs are permitted.

Signs may not contain specific brand names or manufacturer advertising. Use of the Findlay Market logo is limited to the market itself and may not be imitated or duplicated for use as a vendor's logo.

The use of antique signs is encouraged.

Electrical service to the tenant's sign(s) must come from the tenant's electrical panel. Exposed conduit, tubing, raceways, conductors, transformers, and other equipment must be installed in a neat and unobtrusive manner.

Product pricing signage is encouraged. Pricing signs should be mounted as close to the merchandise priced as possible. Price signs for items sold from a display case should be mounted with the product in the display case whenever possible.

Market House

Tenant identity signs should project perpendicular to the center aisle at the front of each stand. Identity signs must be two sided so they can be read from both directions. The maximum size of projecting signs is 36" by 36" and they must be mounted at least 7 feet above the floor.

Tenants may install additional identity signs mounted parallel to the customer aisles at the rear of the stand. The maximum size of rear mounted signs is 36" by 60". Signs must be mounted on or against walls and coolers.

Tenants may install permanent menu boards, not to exceed 36" by 36".

Tenant signs may not be suspended between or strung across the iron structural elements of the market house.

Produce Aisle and South Aisle

Tenant identity signs may be mounted parallel to the front of the stand along the back wall. The maximum size of rear mounted signs is 36" by 60".

No tenant signs are permitted in the windows of the produce and south aisles.

Tower

Tenant identity signs in the center tower may be mounted against a back wall parallel to Elder Street. The maximum size of rear mounted signs is 36' by 48".

Tenant signs may not be strung across the tower openings to the market house.

North Addition Retail Spaces

Each tenant is required to mount one perpendicular identity sign near the tenant's storefront entrance. The maximum size of perpendicular identity signs is 24" high by 36" wide and they must be hung at least 7 feet above the sidewalk.

Tenants may hang or paint identity signs in the storefront windows. The maximum size of window signs is 36" by 36". Window signs must be centered in the window.

Sandwich board signs are permitted with the approval of management. Management will determine the location of all sandwich board signs.

Fair and Honest Trade

Merchants shall at all times conduct business fairly, honestly, and legally.

All products sold must be truthfully identified and properly labeled. Products may not be misrepresented. Fraudulent, dishonest, or deceptive practices are prohibited and may result in suspension or expulsion.

Merchants must accurately weigh and measure all products sold by weight or measure. Tenants must utilize a properly certified scale for all sell-by-weight transactions.

The use of false packs, or the concealment of poor product beneath a topping or facing of better product, is prohibited.

The use of colored lights in display cases is prohibited.

Merchants must provide customers with receipts upon request. Receipts for sell-by-weight product must contain the weight and cost per pound of each item sold.

Management has the right, without restriction, to require tenants to immediately remove from the premises any product that is not honestly and accurately identified, labeled, weighed, or measured.

Modifications to Stands

Tenants are not permitted to make any permanent modification to their stands without written permission from management. Permanent modifications include, but are not limited to, drilling, cutting, rewiring, removing, reconstructing, or moving any portion of the premises or leasehold improvements therein.

Tenants must request permission to make modifications to their stands in writing. Requests for significant alterations must be accompanied by appropriate architectural drawings.

If legally required, tenant modifications to stands must be properly permitted and made by licensed professionals.

Parking

Tenants and their employees may not park in the north parking lot accessed from Findlay Street nor in the south parking lots accessed from Elm and Race Streets. The north and south parking lots are reserved exclusively for customer use.

Tenants and their employees may not park on Elder Street or on Pleasant Street. The limited parking in those locations is reserved exclusively for deliveries and customer use.

Employee use of the Elder Street lot between Elm and Central Parkway is encouraged, especially on Saturdays. Employees may also park in the service lot accessed from Race Street.

Parking is not permitted at any time on the esplanades at the ends of the market house on Race and Elm Streets.

Parking is not permitted at any time against the market house along Elder Street.

Parking is not permitted in the designated loading/unloading zones on Elder Street.

Parking that obstructs service access to trash containers is not permitted.

Care and Maintenance of Equipment

Tenants must, at their own expense, repair and maintain all personal property within their market stands and keep all such property in good condition.

Tenants must promptly report to market management all repair and maintenance problems in their premises or with the refrigeration equipment or other leasehold improvements in their stands

Except for warranty repairs and repairs resulting from ordinary wear and tear, tenants must at their own expense care for, repair, maintain, and if necessary, replace all of landlord's equipment and leasehold improvements within their market stands. This includes all refrigeration equipment, sinks, drains, counters, lighting, electrical raceways and outlets, cabinetry, glass, ceramics, walls, floors, and doors provided for the conduct of tenants' businesses.

Tenants must maintain the equipment and facilities within their stands in good condition and must immediately, at their own expense, make any repairs for which the tenant is responsible upon written notice from market management.

Subject to ordinary wear and tear, tenants must return the premises and equipment in their stands to the landlord in good condition at the conclusion of their occupancy.

All maintenance work performed by tenants on the landlord's refrigeration equipment must be performed by a licensed service technician acceptable to the landlord. Tenants must maintain and pay for a regular ongoing preventive maintenance program for all refrigeration equipment, and must provide the landlord with copies of work orders for all maintenance performed.

Operation of Market Facilities

Only market management may operate market facilities including, but not limited to, market house doors and locks, general lighting, heat, air conditioning, water heating systems, exterior lighting, and audio systems.

Courteous Family Environment

Merchants are obligated to assist management with providing a safe, family environment at the market. Merchants and their employees are expected to be courteous to customers, and to dress, speak, and behave in a manner suited to a clean family environment.

Violence and threats of violence are strictly prohibited.

Public criticism of other merchants or their products that can be heard by customers is prohibited.

Profane or offensive language unsuited to a family environment is prohibited.

Penalties for Rules Violations

Merchants will be informed in writing of any violations of the market's Rules of Operation. The written notice of violation will indicate the period of time in which the violation must be remedied. Some violations, such as parking, product mislabeling, or health and safety violations, will require immediate correction.

Repeat or uncorrected violations of the market's Rules of Operation will result in the assessment of additional rent, which shall be due from the violator on the first day of the following month.

Violations will be considered repeat violations each time they occur within a 90 day period following issuance of a written notice of violation.

Additional rent due resulting from repeat or uncorrected violations of the market's Rules of Operation will be assessed at \$25.00 per day per violation.

Market management may suspend a tenant's license to operate in the market for one or more days, at management's sole discretion, for the following reasons.

- chronic repeat violations of the Rules of Operation
- failure to correct violations of the Rules of Operation following written notice
- failure to pay assessments of additional rent due resulting from rules violations
- violations of health, safety, sanitation, or honest trade rules

Appeal

Merchants may appeal notices of rules violations, and or management's interpretation or enforcement of the market's Rules of Operation, to the Operating Rules Review Committee.

The Operating Rules Review Committee shall be comprised of two merchants selected by the Findlay Market Association, two individuals selected by the Board of Trustees of the Corporation for Findlay Market, and the Market Manager.

Merchants must correct violations and abide by management's enforcement of the Rules of Operation until the Operating Rules Review Committee reaches a decision regarding any appeal.

Decisions of the Operating Rules Review Committee are final.