

THE DC CENTRAL KITCHEN, INC.

RECORDS RETENTION POLICY

PURPOSE

This Records Retention Policy (the “Policy”) establishes a framework for the retention of information recorded in all forms of media, including, but not limited to, hard copy documents and electronically stored information (including email) (collectively, “Recorded Information”) generated or received by The DC Central Kitchen, Inc. (the “Corporation”).

SCOPE

1. This Policy applies to all operations of the Corporation.
2. Recorded Information subject to the terms of this Policy shall be designated either Retained Materials or Discarded Materials. “Retained Materials” are Recorded Information that will be retained under this Policy due to a business, legal or regulatory need for its retention (*e.g.*, copies of contracts). “Discarded Materials” are Recorded Information that will not be retained pursuant to this Policy (*e.g.*, preliminary drafts of documents), which may include materials that were previously Retained Materials but that no longer need to be retained pursuant to this Policy.
3. The content of Recorded Information – not its format or its storage location – will determine whether it is a Retained Material or Discarded Material.

COMPLIANCE

4. All personnel of the Corporation should comply with this Policy.
5. Failure to comply may be grounds for discipline.
6. To oversee and assist the Corporation personnel in implementing this Policy, the Corporation has designated certain employee(s) as “Compliance Officer(s).” The Compliance Officer should implement and monitor compliance with this Policy, which efforts may include but are not limited to providing all employees with a copy of the Policy.
7. Corporate personnel should strive to timely dispose of Discarded Materials once there is no business need to keep them.

ARCHIVING PROCESS

8. Employees should keep Retained Material, either in electronic, hard copy, or other format depending on the nature of the document, for the duration of the applicable retention period. After the applicable retention period has expired, the document should be destroyed. In addition to the ordinary archiving, retention and destruction of

documents in accordance with this policy (which should be conducted on an ongoing basis), December of each year is designated as File Clean Up Month. In December, employees should check their personal workspaces and the storage location identified at each office for this purpose for additional Retained Material that may be destroyed or archived, destroy Retained Material for which the applicable retention period has expired, and transfer Retained Material that may be archived from their personal workspace to their office storage location.

9. This policy is to be applied in conformance with any applicable laws or regulations.

QUESTIONS ABOUT, AND REQUESTS FOR DEPARTURE FROM, THIS POLICY

10. For questions about this Policy, contact the Compliance Officer. Any departure from this Policy for reasons other than those specified in this Policy should first have the written approval of the Compliance Officer and this written approval should be retained.

RECORD CATEGORIES AND RETENTION PERIODS

11. As set forth in the annexed retention schedule (“Retention Schedule”) there are eleven categories of Retained Materials (“Record Categories”). For each Record Category, the Retention Schedule describes what Recorded Information qualifies as a Retained Material for the purposes of retention under this Policy and the applicable period for which the Retained Material should be retained.

12. The retention period for Record Category 4 as well as for specific Retained Material within Record Categories 1, 3, and 5 are designated as “Permanent.” Such Retained Materials should be retained permanently.

13. In the case of contractual obligations that mandate different requirements, those requirements may govern. The responsible supervisor, the Compliance Officer or outside counsel should be consulted to determine the effect of such contracts.

14. Not every potential type of Recorded Information that may come into the possession of the Corporation or its personnel is included in a Record Category on the Retention Schedule, and Company personnel are instructed to follow the guidelines in the introductory paragraph to the Retention Schedule for Recorded Information not fitting within such Record Categories.

SPECIAL CIRCUMSTANCES

15. Where special circumstances exist, retention periods set forth in the Retention Schedule shall be suspended.

16. Special circumstances exist when Corporate personnel have knowledge of or, based on the facts and circumstances, reasonably anticipate one or more of the following in relation to the operations of the Corporation:

- (a) a subpoena or other request for documents or information;
- (b) a settlement agreement, confidentiality agreement or court-order;
- (c) a regulatory investigation; or
- (d) a lawsuit or other dispute, claim or contested matter.

In these special circumstances: (1) all Recorded Information (including incomplete documents and notes, drafts, and email), whether in hard copy or electronic form, should be retained; (2) no additions or changes to such Recorded Information should be made; and (3) outside counsel and the Compliance Officer should be immediately notified. In these special circumstances, outside counsel will provide specific guidance regarding retention of Recorded Information.

17. If there is uncertainty about what constitutes a special circumstance, or whether a special circumstance exists, the Compliance Officer should be contacted for guidance, and the Compliance Officer may, if appropriate, consult with outside counsel.

18. Outside counsel may also make a request for the preservation of documents that applies to Recorded Information retained pursuant to this Policy. All personnel should comply with any such request.

EFFECTIVE DATE OF THIS POLICY

19. This Policy is effective as of July [22], 2008 (“Effective Date”).

20. All Recorded Information generated or received after the Effective Date of this Policy is subject to this Policy. Recorded Information generated or received prior to the Effective Date of this Policy shall be subject to the Policy to the extent reasonably practicable.

RETENTION SCHEDULE

This Retention Schedule is intended to operate as a guideline for retention of certain types of documents, but is necessarily not an exhaustive list of all documents or records that Corporate personnel may generate or receive in conduct of the Corporation's business. For any document not specifically described in the categories below, Corporate personnel should follow the retention policy set for similar documents in a manner consistent with the purposes and guidelines contained in the Policy, or, if there is any question regarding how to comply with this Policy, seek clarification from the Compliance Officer.

Unless otherwise indicated, categories are intended to include only final versions (and not early drafts) of documents as Retained Materials, and non-final drafts of such documents are considered Discarded Materials.

	TYPE OF RECORD	SPECIFIC RECORD	RETENTION PERIOD
1	Accounting Records	Annual financial statements	Permanent
		Monthly financial statements	7 years
		General ledger	7 years
		Audit reports	Permanent
		Journal entries	7 years
		Receipts, Invoices	7 years
		Expense records	7 years
		Inventory records	7 years
		Depreciation records	7 years
		Loan documents	7 years after satisfaction
		Purchase/Sales orders	7 years after order is filled
2	Bank Records	Bank deposit slips	7 years
		Check butts and copies	7 years
		Canceled Checks	7 years

	TYPE OF RECORD	SPECIFIC RECORD	RETENTION PERIOD
		Bank statements	7 years
		Wire Transfers records	7 years
		Stop Payment Order	7 years
		Wire Transfers records	7 years
		Bank reconciliations	7 years
3	Tax Records	Company Tax returns	Permanent
		Tax Audit	Permanent
4	Corporate Records	Articles of Incorporation, Bylaws	Permanent
		Corporate Seals	Permanent
		Shareholder Resolution	Permanent
		Board Meeting minutes	Permanent
5	Assets - Intellectual Property, Real Property	Deed and title papers	Permanent
		Purchase Agreement	Permanent
		Lease Agreement	10 years after termination
		Patent and Trademark registrations	Permanent
6	Legal Issues/ Litigation	Litigation Files	7 Years following close of case
		Court documents & records	7 Years following close of case
		Deposition transcripts	7 Years following close of case
		Discovery materials	7 years following close of case
7	Contracts	Confidentiality Agreements	10 years after principal agreement terminates

	TYPE OF RECORD	SPECIFIC RECORD	RETENTION PERIOD
		All other contracts	10 years after termination
8	Approval Sheets and Related Documents	Requests for approval and supporting documents	3 years
9	Payroll Records	Employee Payroll Records (W-2, W-4, annual earnings records, etc)	7 years
10	Insurance Records	Insurance Policies	Life of policy plus 5 years
		Insurance Claims	5 years after settlement
11	HR Records	Employment applications, Resume (persons not hired)	3 year
		Employment contracts	10 years following employment period
		Confidentiality Agreements	10 years following employment period
		Employment applications, Resume, Offer Letter, INS I-9 Forms, Background Investigation Results, Medical Examinations (persons hired)	3 years following employment period
		Handbook Acknowledgement	3 years following employment period
		Training Records	3 years following employment period
		Job Description	3 years following employment period
		Promotion, Demotion, Discipline Records	3 years following employment period
		Records of additions to or deductions from wages paid	3 years following employment period
		Performance Evaluations	3 years following employment period
		Wage Attachment /Garnishment	3 years following employment period
		Time Sheets, Other Sheets or Cards determining Earnings, Vacation/Sick Reports, Business Trip Reports	3 years
		Medical records	3 years following employment period
Accident reports	5 years		

	TYPE OF RECORD	SPECIFIC RECORD	RETENTION PERIOD
		Personal injury records	7 years
		Employee benefit plan records	6 years