

**Dated: March 1, 2021**

## **CHROME DATA**

### **PRODUCT INFORMATION**

This Product Information is provided by Autodata, Inc. dba Chrome Data (“**Company**”) to Customer in conjunction with the Chrome Data Product Specific Terms (the “**T&C**”) and Order (the “**Order**”), and sets forth the definitions and product-related restrictions for specific Company products.

**1. Additional License Grants and/or Restrictions for Specific Products:** Subject to the terms and conditions of this Agreement, Company hereby grants to Customer a non-exclusive, non-transferable, non-sublicenseable, revocable license to and/or restricts each of the following, provided it is listed as a Licensed Works on an Order:

**1.1 Automotive Description Service-Full together with BMW Build Data:** Customer (i) shall not aggregate any information related to, obtained or derived from, or obtained in association with the BMW Build Data as provided within Automotive Description Service to produce summary statistics regarding BMW, and (ii) shall not publish statements obtained in whole or in part due to the use of and/or familiarity with BMW Build Data as provided within Automotive Description Service.

**1.2 Automotive Description Service-Full together with Chrysler Build Data:** Customer (i) shall not aggregate information related to, obtained or derived from, or obtained in association with the Chrysler Build Data as provided in Automotive Description Service to produce, publish and/or allow to be made known summary statistics regarding Chrysler, and (ii) shall not publish any statements obtained wholly or in part due to usage of and/or familiarity with the Chrysler Build Data as provided in Automotive Description Service.

**1.3 Automotive Description Service-Full together with GM Build Data:**

**1.3.1** In the event that GM notifies Company that a change has been made to any GM brand, Company shall notify Customer of any such change and, within ten (10) days of the date of such notice, Customer shall remove all such GM brand information from the authorized use described in the Order and destroy such GM brand information and certify in writing that all copies and partial copies of such GM brand information have been destroyed.

**1.3.2** In the event that Company notifies Customer of a correction to any of the License Works, Customer must immediately obtain the update record from Company and process such update within one (1) business day of the date of notification.

**1.3.3** Customer shall not modify the Licensed Works in a way that inaccurately depicts the true content of the vehicle including, but not limited to, RPO codes and option descriptions. For clarity, Customer shall not append standard or optional equipment feature descriptions to the Licensed Works unless such features have been visually inspected and verified to be on the vehicle.

**1.3.4** Customer may not utilize a specific dealer’s new vehicle inventory data to display that dealer’s new vehicle inventory unless, where applicable (a) Customer has a business relationship (i) directly with that dealer or (ii) indirectly with that dealer through a supplier that the dealer has selected (*e.g.*; lead aggregator) for displaying that dealer’s new vehicle inventory, or (b) Customer has a business relationship (i) directly with GM or (ii) indirectly with GM through an approved GM supplier (*e.g.*, lead aggregator) to display the dealer’s new vehicle inventory for the purposes of generating leads under the GM Third Party Lead Program.

**1.4 Automotive Description Service-Full together with Hyundai Build Data:** Customer (i) shall not aggregate any information related to, obtained or derived from, or obtained in association with the Hyundai Build Data as provided within Automotive Description Service to produce, publish and/or allow to be made known summary statistics regarding Hyundai, and (ii) shall not publish statements obtained in whole or in part due to the use of and/or familiarity with Hyundai Build Data as provided within Automotive Description Service.

**1.5 Automotive Description Service-Full together with Kia Build Data:** Customer (i) shall not aggregate any information related to, obtained or derived from, or obtained in association with the Kia Build Data as provided within Automotive Description Service to produce summary statistics regarding Kia or its trim/option data, and (ii) shall not publish statements obtained in whole or in part due to the use of and/or familiarity with Kia Build Data as provided within Automotive Description Service.

**1.6 Automotive Description Service-Full together with Mazda Build Data:** Customer (i) shall not aggregate information related to, obtained or derived from, or obtained in association with the Mazda Build Data as provided in Automotive Description Service to produce summary statistics regarding Mazda or its trim/option data, and (ii) shall not publish any statements obtained wholly or in part due to usage of and/or familiarity with the Mazda Build Data as provided in Automotive Description Service.

**1.7 Automotive Description Service-Full together with NNA Build Data:** Customer (i) shall not aggregate information related to, obtained or derived from, or obtained in association with the NNA Build Data as provided in the Automotive Description Service to produce, publish and/or allow to be made known summary statistics regarding NNA, Nissan and/or Infiniti trim/option data, and (ii) shall not publish any statements obtained wholly or in part due to usage of and/or familiarity with the NNA Build Data as provided in the Automotive Description Service.

**1.8 Automotive Description Service-Full together with Subaru Build Data:** Customer (i) shall not aggregate information related to, obtained or derived from, or obtained in association with the Subaru Build Data as provided in Automotive Description Service to produce summary statistics regarding Subaru, and (ii) shall not publish any statements obtained wholly or in part due to the use of and/or familiarity with the Subaru Build Data as provided in Automotive Description Service.

**1.9 Automotive Description Service-Full together with Volvo Build Data:** Customer (i) shall not aggregate information related to, obtained or derived from, or obtained in association with the Volvo Build Data as provided in Automotive Description Service to produce summary statistics regarding Volvo, and (ii) shall not publish any statements obtained wholly or in part due to the use of and/or familiarity with the Volvo Build Data as provided in Automotive Description Service.

**1.10 Chrome Incentives Service Data Extraction:** If Customer is authorized to publicly display Chrome Incentives Service Data Extraction consistent with the display of other Licensed Works, Customer may only display regional incentives within the Customer Program/on the Designated Website(s)/Dealer Website(s)/Third Party Website(s) accessing Chrome Incentives Service Data Extraction after a particular vehicle (single vehicle style as defined by Company's vehicle style name and identification or for a specific VIN) in a particular Zip Code and/or postal code has been submitted, and only the regional incentives for that Zip Code and/or postal code, as applicable, are permitted to be displayed for the particular vehicle to which the query pertains; *provided, however*, that such restriction shall not apply to a Dealer so long as (i) the dealer cash incentive relates to a vehicle model the Dealer is franchised by the applicable OEM to sell or lease; and (ii) the Dealer is not otherwise prohibited from keeping such dealer cash incentive confidential.

**1.11 Chrome Incentives Service Enterprise Data Extraction:** Notwithstanding anything to the contrary in this Agreement, the data received from this service can be used only as authorized in the Order (*e.g.*, within an application or program of Customer as described in the Order). Customer is prohibited from using or displaying publicly any of the data received from this service in raw format.

**1.12 Feature Exchange:** Customer (i) shall not aggregate information related to, obtained or derived from, or obtained in association with the OEM Build Data as provided in Feature Exchange to produce summary statistics, and (ii) shall not publish any statements obtained wholly or in part due to the use of and/or familiarity with the OEM Build Data as provided in Feature Exchange.

**1.13 Inventory as a Service.**

**1.13.1** If Customer is licensing Inventory as a Service in its Order(s), as a condition of receiving such Chrome Deliverable, Customer agrees to provide inventory information and related material from each Dealer Location ("**Content**") and grant to Company and its Affiliates a worldwide, non-exclusive, sublicensable, royalty-free, non-terminable, irrevocable license to host, reproduce, distribute, publish, modify, create derivative works, communicate and otherwise use the Content in connection with (i) providing Company's services to Customer and third party intermediaries, and (ii) the operation, sale, marketing, improvement and development of Company's services, including, without limitation, inventory management and market intelligence services (the "**Content License**"). To the extent that the Content is stored on a third party system, Customer agrees that Company may access and extract such information from the applicable third party system(s). Upon termination of the Order(s), Company's license to receive and access new, additional or replacement Content will cease, but the Content License with respect to any Content provided to Company prior to the effective date of will survive.

**1.13.2** Customer represents and warrants that the Content was obtained in compliance with applicable laws, Customer has all necessary rights to grant to Company the Content License and Company's use of the Content pursuant to the Content License will not infringe any third party rights.

**1.13.3** Customer agrees to defend, indemnify and hold Company harmless from and against all third party claims, including reasonable attorney's fees and costs, arising out of any third party claim that (i) the Content was not obtained in compliance with applicable law or (ii) the Content infringes any third party rights when used by Company in accordance with the Content License.

**1.14 Lender Desk:** Notwithstanding anything to the contrary in this Agreement, the data received from this service can be used only as authorized in the Order (*e.g.*, within an application or program of Customer as described in the Order). Customer is prohibited from using or displaying publicly any of the data received from this service in raw format. Any additional Optional Offerings that become available after the Effective Date of this Agreement will require a written amendment as mutually agreed to by the parties in order to be added to the definition of Licensed Works under this Agreement.

**1.15 Mapping Tables:** Customer shall display internally within Customer's Business Premises the mapping table(s) set forth in the Order (if any) for use only by Customer for internal business purposes. For clarification, Customer shall not provide any codes from any of the mapping tables licensed to Customer to any third party or Customer's Representatives except Customer's employees who have a need to know for the purpose contemplated herein unless explicitly stated otherwise in the Order.

**1.16 Sample Code Set:** Subject to the terms and conditions of this Agreement, Company hereby grants to Customer a non-exclusive, non-transferable license to copy, display internally and modify the Sample Code Set for the purpose of accessing and utilizing certain Licensed Works specified by Company. Customer acknowledges that the Sample Code Set is Confidential Information of Company.

## **2. Definitions.**

**2.1 "ACES Mapping Table"** means a table that cross-references Chrome Style ID with the Automotive Aftermarket Industry Association's (AAIA) Aftermarket Catalog Enhanced Standard (ACES) Vehicle IDs, including any updates or modifications provided by Company hereunder for all makes and models for the model year 1981 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, where available.

**2.2 "Affiliate"** means, with respect to either of the parties, any corporation, partnership, joint venture, limited liability company, business trust or other entity of which a party hereto owns or controls, directly or indirectly, more than fifty percent (50%) of the voting ownership interest.

**2.3 "Aftermarket"** means a company other than the manufacturing OEM providing products and services to vehicle owners (*e.g.*, replacement parts, accessories, replacement tires, etc.).

**2.4 "API"** means an application programming interface, which is a set of programming instructions and standards for accessing a web-based software application or web tool.

**2.5 "Application(s)"** means products, websites or other applications owned, maintained and operated by Customer, as further defined in an Order.

**2.6 "As-Built Valuation Service"** means Company's proprietary hosted Web Service used to retrieve an as-built valuation for a VIN with data provided (not hosted or served) by (i) National Auto Research Division Hearst Business Media Corporation ("**Black Book**") for certain universal vehicle codes, add-deduct values and associated tables, and/or (ii) Galves Market Data, LLC ("**Galves**") for certain used vehicle codes and add/deduct table and valuations, all where available, and including the following features: As-Built Valuation Service-Detailed consists of the following functions: retrieve from Company's proprietary hosted Web Service the as-built valuation (wholesale, retail and trade-in) by base and adjusted values broken down by classification of the condition of the vehicle (x-clean, clean, rough or average), based on VIN along with the complete set of add/deducts applied. As-Built Valuation Service-Summary consists of the following functions: retrieve the as-built valuation (wholesale, retail and trade-in) by adjusted values broken down by classification of the condition of the vehicle (x-clean, clean, rough or average), based on VIN.

**2.7 "Auctions"** means companies that organize and process used vehicles consigned to Customer or a Subsidiary for sale or marshaling in auctions to Dealers and/or the public.

**2.8 "AutoBrief Reviews"** means model-level descriptions of a vehicle for all makes and models for the model year 2007 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, where available.

**2.9 “Automotive Description Service”** means Company’s proprietary hosted web service used to retrieve Vehicle Information through the use of a Company-hosted Web Service for all makes and models for the model year 1981 through the Current Model Year for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available. Automotive Description Service-Full consists of the following functions: (i) retrieve Vehicle Information based on VIN; (ii) retrieve Vehicle Information based on Chrome Style ID; (iii) retrieve Vehicle Information based on Chrome ACode; and (iv) year, make, model and style selectors. Automotive Description Service-Basic consists of the following function: retrieve Vehicle Information based on VIN.

**2.10 “Awards and Accolades”** means information consisting of U.S. automotive industry awards for 2007 through the Current Model Year, where available.

**2.11 “Best Offer”** means Company’s proprietary Web Service that returns (i) the best cash offers including a listing of all cash incentives used to create such cash offer; (ii) best finance offers for each available finance term including a listing of all cash incentives related to the relevant finance offer; and (iii) special programs, from OEM regional incentives comprising current retail, consumer cash and sub-vented APR programs, for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available.

**2.12 “BMW Build Data”** means the U.S. vehicle data that BMW of North America, LLC (“BMW”) provides to Company that is augmented with Company content.

**2.13 “Build Data”** means information for a specific vehicle including Order Codes, Option Codes and Color Codes based on the unique VIN, where available, regarding each OEM’s Build Data licensed to Customer under this Agreement.

**2.14 “Canadian Chrome ACode to Canadian Chrome Style ID Mapping Table”** means the proprietary table developed by Company to map the Canadian Chrome ACode to the equivalent Canadian Chrome Style ID, including any updates or modifications provided by Company hereunder for all makes and models for the model year 1996 through the Current Model Year for all Canadian cars and light trucks, up to and including 3500 series vehicles, where available.

**2.15 “Carbook Pro”** means Company’s proprietary web-based software used in researching, configuring, comparing and pricing for all makes and models for the Current Model Year for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available, including user documentation reports and output, and any updates or modifications of data and functionality subsequently provided by Company hereunder.

**2.16 “Carbook Showroom™”** means Company’s proprietary hosted web-based service, in Object Code form, which is used in configuring and pricing all makes and models for the Current Model Year for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available, including any updates or modifications provided by Company hereunder.

**2.17 “Chrome ACode”** means a unique identifier assigned by Company to each automotive style that represents a unique vehicle trim.

**2.18 “Chrome ACode Mapping Table”** means the proprietary table developed by Company to map the Chrome Style ID to the Chrome ACode, including any updates or modifications provided by Company hereunder for all makes and models for the model year 1992 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, where available, and for the model year 1996 through the Current Model Year for all Canadian cars and light trucks, up to and including 3500 series vehicles, where available.

**2.19 “Chrome Construct™”** means Company’s proprietary hosted Web Service used to compare, configure and price vehicles for all makes and models for the model year 2010 through the Current Model Year for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available. The Enhanced Pricing component provides OEM-specific price calculations other than invoice or MSRP. The Canadian Invoice Pricing component provides invoice pricing for Canadian vehicles.

**2.20 “Company Holidays”** means (i) New Year’s Day, Dr. Martin Luther King, Jr. Day, Presidents Day, Memorial Day, Juneteenth (June 19), Independence Day, Labor Day, Thanksgiving Day and the Friday after Thanksgiving Day, and Christmas Day in the U.S., and (ii) New Year’s Day, Family Day, Good Friday (Ontario), Easter Monday (Québec), Victoria Day (Ontario), National Patriots Day (Québec), Saint Jean Baptiste Day (Québec), Canada Day, Civic Holiday (Ontario), Labour Day, Thanksgiving Day, Christmas Day and Boxing Day in Canada.

**2.21 “Licensed Works”** means those products and services that are set forth on an Order.

**2.22 “Chrome Image Gallery–Basic Color-Matched Images”** means one (1) colorized vehicle image for all makes and models for the model year 2010 through the Current Model Year, for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles but excluding all exotic and commercial vehicles (as defined by Company), where available, including any updates or modifications provided by Company hereunder.

**2.23 “Chrome Image Gallery–Basic Multi-View Images”** means three (3) exterior angles and one (1) interior angle for all makes and models for the model year 2010 through the Current Model Year, for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles but excluding all exotic and commercial vehicles (as defined by Company), where available, including any updates or modifications provided by Company hereunder.

**2.24 “Chrome Image Gallery–Expanded Color-Matched Images”** means three (3) colorized exterior angles for all makes and models for the model year 2010 through the Current Model Year, for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles but excluding all exotic and commercial vehicles (as defined by Company), where available, including any updates or modifications provided by Company hereunder.

**2.25 “Chrome Image Gallery–Expanded Multi-View Images”** means up to 21 interior/exterior angles for all makes and models for the model year 2010 through the Current Model Year, for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles but excluding all exotic and commercial vehicles (as defined by Company), where available, including any updates or modifications provided by Company hereunder.

**2.26 “Chrome Image Gallery–Historic Expanded Multi-View Images”** means up to 21 interior/exterior angles for all makes and models for the model year 2001 through 2009, for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles but excluding all exotic and commercial vehicles (as defined by Company), where available, including any updates or modifications provided by Company hereunder.

**2.27 “Chrome Incentives Service Data Extraction”** means Company’s proprietary data service comprised of (i) cash incentives, (ii) finance incentives, (iii) lease incentives, and (iv) special programs from OEM regional incentives comprising current retail, consumer cash, dealer cash incentives, retail incentives, sub-vented APR programs, residuals, money factors, payment waivers and giveaways, for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available.

**2.28 “Chrome Incentives Service Enterprise Data Extraction”** means Company’s proprietary data service comprised of (a) U.S. new and certified pre-owned (as applicable) cars and light trucks up to and including 3500 series, where available: (i) the available national and regional new vehicle lease, loan and cash programs for captive lenders and all available credit tiers, (ii) the available national and regional certified pre-owned vehicle lease, loan and cash programs for captive lenders and all available credit tiers, (iii) non-captive lenders and all applicable and available credit tiers and dealer cash, and (iv) used vehicle incentives data as available; (b) Canadian new cars and light trucks up to and including 3500 series, where available: (i) the available national and regional new vehicle lease, loan and cash programs for captive lenders for top credit tiers, and (ii) non-captive lenders and all applicable and available credit tiers and dealer cash.

**2.29 “Chrome Style ID”** means the unique identifier assigned by Company to each automotive style that has a unique base MSRP, Invoice or Model Code.

**2.30 “Chrysler Build Data”** means the U.S. and Canadian vehicle data that FCA US LLC (“Chrysler”) provides to Company that is augmented with Company content.

**2.31 “Comparator Engine”** means Company’s proprietary server-side comparator software engine in Java including all necessary documentation that, along with the Comparison Data, will compare and price the features of new vehicles.

**2.32 “Comparison Data”** means U.S. and/or Canadian new car and light truck (up to 3500 series) vehicle specification information in English for the Current Model Year, where available, for use with the Comparator Engine.

**2.33 “Configurator Engine”** means Company’s proprietary server-side configurator software engine in Java including all necessary documentation that, along with the Configuration Data, will configure and price new vehicles.

**2.34 “Configuration Data”** means U.S. and/or Canadian new car and light truck (up to 3500 series) specification information in English for the Current Model Year, where available, for use with the Configurator.

**2.35 “Consumer Research”** means the display of vehicle information to consumers to facilitate online and/or mobile vehicle research.

**2.36 “Core Data”** means, collectively, U.S. car and light truck (up to 3500 series) information for the model year 1992 through the Current Model Year (2001 through the Current Model Year for exotic vehicles, and Canadian car and light truck (up to 3500 series) information for the model year 1996 through the Current Model Year (2001 through the Current Model Year for exotic vehicles), comprising the following data types, where available (which may include the Configuration Data and/or the Comparator Data, where applicable): vehicle Year, Make, Model, Trim/Style, Model Code, Standard Equipment, Optional Equipment, Color Data, Trim Descriptions, Safety, Specification, Performance, Warranty Information, Pricing (MSRP, Dealer, Net, Delivery) and Comparable Vehicles.

**2.37 “Credit Application”** means the submission of information by a Customer consumer that allows a Dealer or financial institution to evaluate such consumer’s ability to qualify for financing, which may include the submission of a Credit Report Request.

**2.38 “Criteria Search Engine”** means Company’s proprietary server-side criteria search engine in Java to simplify the process of performing a model or trim search against the Criteria Search Engine Data.

**2.39 “Criteria Search Engine Data”** means new car and light truck (up to 3500 series) specification information in English for the Current Model Year, where available, for use with the Criteria Search Engine.

**2.40 “CRM”** means customer relationship management, which includes email and print marketing, multi-media messaging service (text), quotes, newsletters and sales lead tracking.

**2.41 “Current Model Year”** or **“CMY”** means the then most current model year plus two (2) previous model years, as available.

**2.42 “D2D Exchange”** means Dealer-to-Dealer vehicle exchange.

**2.43 “Data Distribution Service”** means Company’s proprietary server based utility in Company’s environment that connects with the DTP to facilitate the transfer of updates pulled by Customer from Company via the internet.

**2.44 “Dealer Websites”** means websites owned, maintained and operated by Dealers that have entered into a written license agreement with Customer, which shall display the applicable Dealer’s name conspicuously.

**2.45 “Dealers”** means automobile dealers located in the United States and/or Canada.

**2.46 “Designated Website(s)”** means website(s) owned and operated by Customer, and which display(s) Customer’s name conspicuously.

**2.47 “Desking”** means an application used by Dealers to present selected finance and/or lease proposals to a consumer normally including details of additional services (*e.g.*, accessories, extended warranty, etc.).

**2.48 “Development Site”** means Customer’s single URL used only for internal development purposes, which shall not be an IP site.

**2.49 “Digital Advertising”** means the display of advertising on websites, mobile applications and banner ads as set out in the Order.

**2.50 “Digital Merchandising”** means showcasing products online with notable and salable information, as well as imagery, that engages consumers to guide them toward making a purchase.

**2.51 “DMS”** means Customer’s dealer management system.

**2.52 “Documentation”** means technical documentation delivered by Company hereunder that describes the installation, operation and functionality of the Licensed Works, as applicable.

**2.53 “DTP (Data Transfer Publisher)”** means Company’s proprietary software utility provided by Company and hosted by Customer that facilitates the transfer of updates pulled by Customer from Company via the internet.

**2.54 “Engineered VIN Data”** means information for a specific vehicle including Order Codes, Option Codes and Color Codes based on the unique VIN, where available, regarding each OEM’s Engineered Data licensed to Customer under this Agreement.

**2.55 “Equity Marketing”** means accessing databases to determine a consumer’s equity position in the consumer’s current vehicle in order to map such equity position to used vehicle values and replacement vehicles (which may use regional incentive rebates and interest rates to present monthly payments) for the generation of consumer leads.

**2.56 “Feature Exchange”** means Company’s proprietary hosted web service used to retrieve Vehicle Information through the use of a Company-hosted Web Service for all makes and models for the model year 1981 through the Current Model Year for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available. Feature Exchange consists of the following functions: (i) retrieve Vehicle Information based on VIN; and (ii) retrieve Vehicle Information based on Chrome Style ID.

**2.57 “Finance”** means companies that loan funds to consumers or businesses wanting to purchase or lease vehicles.

**2.58 “Flat File Schema A”** means files produced to provide customers with access to specific database information without having to install and maintain a complete database in the customers’ environments. Examples of flat files that are available are VIN, OEM imagery, Chrome ACode to Chrome Style ID mapping and vehicle options.

**2.59 “Fleet”** means fleet management companies and fleet operators.

**2.60 “Fleet New Vehicle Data”** means new fleet motor vehicle information consisting of vehicle descriptions, standard equipment, optional equipment, technical specifications, pricing, the Chrome Style ID and OEM Supplied Images, including any updates or modifications provided by Company hereunder, for all makes and models for the model year 1997 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, and the model year 2000 through the Current Model Year for all Canadian cars and light trucks, up to and including 3500 series vehicles, in all cases where available.

**2.61 “Fleet New Vehicle Data Archives”** means new fleet motor vehicle information, including any updates or modifications provided by Company hereunder, for all makes and models for the model year 1989 through 1996 for all U.S. cars and light trucks, up to and including 3500 series vehicles, where available.

**2.62 “French Translation”** means a version of the Core Data (Canada) for the model year 2004 through the Current Model Year, translated into French, where available.

**2.63 “GM Build Data”** means the U.S. vehicle data that General Motors Company (“GM”) provides to Company that is augmented with Company content.

**2.64 “Hyundai Build Data”** means the U.S. vehicle data that Hyundai Motor Company provides to Company and the Canadian vehicle data that Hyundai Auto Canada Corp. provides to Company, both of which are augmented with Company content. Hyundai Motor Company and Hyundai Auto Canada Corp. are collectively referred to herein as “Hyundai”.

**2.65 “Image on the Fly (IOF) Service”** means Company’s proprietary server-based utility in Company’s environment whereby Customer can access the OEM Image Library and the Still and Colorized Image Gallery.

**2.66 “Insurance”** means a company that provides insurance for vehicles.

**2.67 “Insurance Claims”** means partial or total vehicle loss.

**2.68 “Insurance Quotes”** means automotive insurance policy quotes.

**2.69 “Internet Lead Management”** means lead analytics, lead reporting and wholesale management of third party Lead Generation.

**2.70 “Inventory as a Service”** means Company’s proprietary comprehensive Inventory Management platform that ingests data directly from a Dealer’s main source of inventory, consolidating disparate data feeds from multiple sources to create complete, normalized and comprehensive inventory records. If Customer licenses Inventory as a Service-Enhanced or Inventory as a Service-Extended Syndication, it will decode VINs, utilize Build Data and Engineered VIN Data (when available) and positively identify as-configured features. Additionally, if Customer licenses Inventory as a Service-Enhanced or Inventory as a Service-Extended Syndication with other Licensed Works, each provides a single solution to collect inventory data. For clarification, if Inventory as a Service-Enhanced or Inventory as a Service-Extended Syndication is licensed (i) with Chrome Image Gallery and/or VIN Test Drive Videos-Pro, it will utilize Company’s proprietary vehicle images catalog; and (ii) with Lender Desk-Basic will connect conditional incentives based on VIN and geography. Inventory as a Service-Extended Syndication allows Customer to syndicate the above information to multiple third party destinations.

**2.71 “Inventory Management”** means the act of receiving (polling) inventory description files from Dealers and/or third parties. Inventory descriptions are normalized and standardized to facilitate sales and reporting by Dealers and/or third parties.

**2.72 “Kelley Blue Book Mapping Table”** means Company’s proprietary mapping table to map (i) the Chrome Style ID to Car ID contained within data provided by Kelley Blue Book Co., Inc. (“**Kelley Blue Book**”) for all makes and models for the model year 1998 through the Current Model Year, and/or (ii) the Chrome ACode to Car ID contained within data provided by Kelley Blue Book for all makes and models for the model year 1992 through the Current Model Year, for all U.S. cars and light trucks, up to and including 3500 series vehicles, where available.

**2.73 “Kia Build Data”** means the U.S. vehicle data that Kia Motors America, Inc. (“**Kia**”) provides to Company that is augmented with Company content.

**2.74 “Lead Generation”** means the process of obtaining consumer information for passing to a client who wishes to address the consumer’s needs.

**2.75 “Lender Desk”** means Company’s proprietary Web Service that returns available OEM captive and select non-captive national and regional new vehicle and certified pre-owned vehicle lease, loan and cash programs, dealer cash incentives, sub-vented APR programs, residuals, money factors, payment waivers and giveaways, for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available. Lender Desk-Basic consists of new vehicle programs for captive lenders and top credit tiers only for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available. Lender Desk-Premium consists of new and certified pre-owned (U.S. only) vehicle programs for captive and select non-captive lenders and all available credit tiers (as applicable) for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available.

**2.76 “Customer’s Business Premises”** means the physical business premises of Customer’s internal departments and divisions.

**2.77 “Loan Application”** means validating vehicle collateral details for display in loan applications and loan origination systems.

**2.78 “Location”** means a single vehicle dealership building of a Dealer that has a showroom or sales office.

**2.79 “Mazda Build Data”** means the U.S. vehicle data that Mazda Motor of America, Inc. dba Mazda North American Operations (“**Mazda**”) provides to Company that is augmented with Company content.

**2.80 “Microsite”** means a type of website designed to help maximize the conversion rate and lead generation capability of a website consumer with targeted funneling of traffic to dynamic web pages with the Microsite that serves a specific purpose for an automotive keyword pattern.



**2.81 “Mobile Application”** means an application used on mobile devices to scan and decode VINs, scan quick response codes, view window sticker information, download vehicle description content and browse mobile-compatible versions of Dealer web content, inspector applications or for use in selecting vehicles for purchase at Auction.

**2.82 “Mobile Websites”** means the websites set out in the applicable Order.

**2.83 “Model Test Drive Videos-Pro”** means proprietary videos with audio tracks that describe the most popular features of vehicle models available for sale in the U.S. for the model year 2008 through the Current Model Year. Model Test Drive Videos-Pro can be made available on all model research pages, SRP and VDP pages. The Model Test Drive Videos-Pro will include one (1) custom Dealer branded introduction that highlights certain branding-related or other attributes about the Dealer (“**Intro**”) and one (1) customized Dealer outro that may feature a call to action (“**Outro**”). The Intro and Outro will be created using content and other information provided by the Dealer or Customer in a form and format acceptable to Company. These files may be mapped through a Company style level mapping table. Other content that also may be included, such as available offers, closed captioning and configurable call to action buttons. The videos and/or player may be customized with logos and colors to highlight certain Dealer attributes. Where available, the videos will be published to various Third Party Websites.

**2.84 “NADA Mapping Table”** means the table jointly developed by Company and NADA Services to map the Chrome Style ID to Vehicle ID contained within data provided by NADA Services for all makes and models for the model year 1998 through the Current Model Year, for all U.S. cars and light trucks, up to and including 3500 series vehicles, where available.

**2.85 “New Car Test Drive Reviews”** means model level editorial reviews produced by a third party supplier of all U.S. cars and light trucks, up to and including 3500 series, for all makes and models for the model year 2000 through the Current Model Year, where available.

**2.86 “New Vehicle Data”** means new motor vehicle information consisting of vehicle descriptions, standard equipment, optional equipment, technical specifications, pricing, the Chrome Style ID and OEM Supplied Images, including any updates or modifications provided by Company hereunder, for all makes and models for the model year 1997 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, and the model year 2000 through the Current Model Year for all Canadian cars and light trucks, up to and including 3500 series vehicles, in all cases where available.

**2.87 “New Vehicle Data Archives”** means new motor vehicle information, including any updates or modifications provided by Company hereunder, for all makes and models for the model year 1989 through 1996 for all U.S. cars and light trucks, up to and including 3500 series vehicles, where available.

**2.88 “NNA Build Data”** means the U.S. vehicle data that Nissan North America, Inc. (“**NNA**”) provides to Company that is augmented with Company content.

**2.89 “Object Code”** means machine readable and machine executable (binary) computer programming code which is compiled and/or assembled from the Source Code.

**2.90 “OEM”** means original equipment manufacturer.

**2.91 “OEM Image Library”** means the OEM press kit photos consisting of U.S. and Canadian car and light truck (up to 3500 series) vehicle photography (approximately 7 interior and 7 exterior images), Company-created front ¾ colorized images and RGB values for color pallets, for the model year 2001 through the Current Model Year, where available.

**2.92 “OEM Supplied Images”** means one (1) OEM vehicle image at the model or body-style level, where available, covering production vehicle makes and models associated with new vehicle data, including any updates or modifications provided by Company hereunder, for all makes and models for the model year 1997 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, and the model year 2000 through the Current Model Year for all Canadian cars and light trucks, up to and including 3500 series vehicles, in all cases where available.

**2.93 “Order”** means a document which incorporates this T&C and sets forth such other terms as agreed on by the parties.

**2.94 “QuickData”** means new motor vehicle information, including any updates or modifications provided by Company hereunder, for all makes and models for the model year 1989 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, and the model year 2000 through the Current Model Year for all Canadian cars and light trucks, up to and including 3500 series vehicles, in all cases where available.

**2.95 “Remarketing”** means the process of describing and promoting used vehicles for resale.

**2.96 “Risk Management”** means assessing the current and future value of vehicles.

**2.97 “RMA Websites”** means Regional Marketing Association websites designated by Customer that display Dealer information within a regional geographic area, regional marketing information, vehicle detail pages, inventory search and that may direct a consumer to a specific Dealer either via links from the RMA Website or through a “Get a Quote” form.

**2.98 “Runtime Vocabulary Engine” (RVE)** means Company’s proprietary service that automatically translates the descriptions of vehicle features and groups of vehicle features into alternative feature descriptions.

**2.99 “Sample Code Set”** means sample Source Code delivered by Company to Customer hereunder which demonstrates examples of how to request information from certain Licensed Works specified by Company and present and/or use such information via a theoretical HTML application/connect to and perform basic functions with the Licensed Works.

**2.100 “Source Code”** means the computer programming code in human-readable format.

**2.101 “Spanish Translation”** means a version of the Core Data (U.S.) for the model year 2004 through the Current Model Year, translated into Spanish, where available.

**2.102 “Squish VIN Table”** means Company’s proprietary VIN decoding lookup table consisting of car and light truck (up to 3500 series) information pertaining to the mapping of vehicles from characters 1 to 8, 10 and 11 for U.S. vehicles’ VIN numbers for the model year 1992 through the Current Model Year, and for Canadian vehicles’ VIN numbers for the model year 1996 through the Current Model Year, where available.

**2.103 “Stand-alone Configurator”** means a software product that allows end users to manipulate vehicle data in a manner that results in their being able to configure a vehicle and its available options, produce details on the set of options and their relationship with one another that a manufacturer has dictated as being necessary to build a vehicle, and display prices for the vehicle and its required options, that is not offered as part of another software application or that is intended for the resale or redistribution to a third party on a stand-alone basis.

**2.104 “Still and Colorized Image Gallery”** means vehicle photography created by Company consisting of approximately fifteen (15) to seventeen (17) still images per model (Sets) depicting exterior and interior vehicle features and one front ¾ view exterior image per vehicle which simulates the available OEM exterior colors for all vehicles for the model year 2003 through the Current Model Year for U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available.

**2.105 “StyleMap Data”** means new motor vehicle information consisting of vehicle descriptions and the Chrome Style ID, including any updates or modifications provided by Company hereunder, for all makes and models for the model year 1989 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, and the model year 2000 through the Current Model Year for all Canadian for all cars and light trucks, up to and including 3500 series vehicles, in all cases where available.

**2.106 “Subaru Build Data”** means the U.S. vehicle data that Subaru of America, Inc. (“Subaru”) provides to Company that is augmented with Company content.

**2.107 “Subsidiary”** means any entity that is directly or indirectly controlled by Customer where “control” means the ownership of, or the power to vote, more than fifty percent (50%) of the voting stock, shares or interests of such entity.

**2.108 “Supported Model Years”** for U.S. and Canadian motor vehicles means the model year 1981 through the Current Model Year for Automotive Description Service and the model year 2010 through the Current Model Year for Chrome Construct.

**2.109 “Syndication”** means the passing of vehicle description information of existing vehicles (with a VIN) to third parties to widen the visibility of available vehicles in inventory to consumers.

**2.110 “Third Party Websites”** means third party internet portal sites.

**2.111 “Training”** means franchise and competitive product training and sales tools for staff.

**2.112 “Transactions”** for Web Services means any successfully completed calls, including but not limited to, describeVehicle, compareAdvantages, compareSideBySide, getStyle, getConfigurationByStyleID, getStyleFullyConfigured, getStyleFullyConfiguredByStyleID or RESTful requests for mapping, vehicle descriptions or incentives data. A successfully completed call is any call that returns Vehicle Information, an image or incentives data. Unsuccessful Vehicle Information calls may be a result of the submission of an invalid VIN or Chrome Style ID, Chrome ACode, geography (Zip Code and/or postal code) or passing the VIN, Chrome Style ID, Chrome ACode or geography (Zip Code and/or postal code) of a vehicle that is outside of the scope of the product.

**2.113 “Unique Visitor”** means a website traffic measurement where an IP address is measured only once regardless of how many times it visits a particular website in a given month.

**2.114 “U.S. Chrome ACode to U.S. Chrome Style ID Mapping Table”** means the proprietary table developed by Company to map the U.S. Chrome ACode to the equivalent U.S. Chrome Style ID, including any updates or modifications provided by Company hereunder for all makes and models for the model year 1992 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, where available.

**2.115 “U.S. to Canadian Chrome ACode Mapping Table”** means the proprietary table developed by Company to map the U.S. Chrome ACode to the equivalent Canadian Chrome ACode, including any updates or modifications provided by Company hereunder for all makes and models for the model year 2000 through the Current Model Year for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, where available.

**2.116 “Valuation”** means the identification of a vehicle for assessment of its current market value.

**2.117 “Vehicle Information”** returns the following (a) year, make, model and body style information, (b) option descriptions without configuration logic, (c) standards and (d) the stock image name.

**2.118 “Vehicle Inspections”** means assisting with vehicle identification during (a) physical inspection by Customer or a Subsidiary, or (b) physical inspection by a certified third party inspection service where the incoming third party inspection reports will be subsequently rebranded as Customer’s Condition Report. A full evaluation of a vehicle’s condition, including mileage, options and cosmetic damage, must be performed on a vehicle in order for it to be considered physically inspected.

**2.119 “VIN”** means a vehicle identification number.

**2.120 “VIN Test Drive Videos-Pro”** means proprietary videos specific to a VIN listing using actual VIN images. The audio track may be tailored to the user by sharing consumer intent data. The video platform enables a virtual test drive of the VIN with additional detail videos and content depth. The VIN Test Drive Videos-Pro will be created using content provided by the Dealer or Customer that is in a form and format acceptable to Company. The VIN Test Drive Videos-Pro also may include a custom Dealer branded introduction that highlights certain branding-related or other attributes about the Dealer and one customized Dealer Outro that may feature a call to action. The Intro and Outro will be created using content and other information provided by the Dealer or Customer in a form and format acceptable to Company. The videos will be displayed in a Company provided proprietary player that may be branded with logos and/or colors to highlight certain Dealer attributes and may include closed captioning. Where available, the videos will be published to various Third Party Websites.

**2.121 “VINMatch”** means a data product that provides make, model, style and equipment information based on a VIN, including any updates or modifications provided by Company hereunder, for all makes and models for the model year 1981 through the Current Model Year for all U.S. and Canadian cars and light trucks, up to and including 3500 series vehicles, in all cases where available. VINMatch does not contain any vehicle values.

**2.122 “Volvo Build Data”** means the U.S. vehicle data that Volvo Car USA LLC provides to Company and the Canadian vehicle data that Volvo Car Canada Limited provides to Company, both of which are augmented with Company content. Volvo Car USA LLC and Volvo Car Canada Limited are collectively referred to herein as “**Volvo**”.

**2.123 “Web Service”** means a software system designed to support application-to-application interaction over a network, whose public interfaces are defined and described by WSDL (Web Services Description Language or Swagger document (used to define or design documentation for RESTful APIs)).

**2.124 “Window Stickers”** means the year, make, model and trim of a vehicle and the list of installed equipment, standard features, color, pricing and specs of such vehicle which may be presented in a hard copy or digital format.

**2.125 “Zip to Styles Data”** means a data offering by Company that cross-references Chrome Style IDs to Zip Code Regions for those vehicles that are only offered regionally for all makes and models for the model year 2001 through the Current Model Year for all U.S. cars and light trucks, up to and including 3500 series vehicles, where available.

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