

Dealer Agreement

AGREEMENT effective as of November 28, 2017 (Effective Date) between R [REDACTED] RT [REDACTED] USA CORP. ("RT"), a New York corporation having its principal place of business at 133 Lincoln Avenue, Suite 2, Bronx, N.Y. 10454, and [REDACTED] ELITE LIMOUSINE SALES LLC ("Dealer"), a Pennsylvania limited liability company, having its principal place of business at 8657 Route 57, North East PA 16428

WHEREAS, RT has developed and is the owner of certain proprietary means and methods for the customization and conversion of motor vehicles for use in the refrigerated vehicle industry, (the "ReeferTek System") and

WHEREAS, Dealer is in the business of selling motor vehicles and desires to become an authorized dealer of the ReeferTek System in the Territory;

NOW, THEREFORE, in consideration of the considerations and mutual promises set forth here, the parties agree as follows:

ARTICLE 1. DEFINITIONS

1.1 "*Authorized ReeferTek Dealer*" means any company licensed by RT to sell and install the ReeferTek System within an assigned geographic territory per the terms of a dealer agreement substantially similar to this Agreement

1.2 "*Competitive Business*" shall mean the means, methods, materials and installation techniques for the customization of motor vehicles for use as a refrigerated vehicle.

1.3 "*Conversion*" shall mean the installation of all or any part of the ReeferTek System into a motor vehicle and "*Converted Vehicle*" shall mean any motor vehicle into which all or any part of the ReeferTek System has been installed.

1.4 "*Dealer Code*" shall mean the code assigned by RT to Vehicle Dealers which have registered with RT and which are thus eligible for discounted Conversion prices.

1.5 "*Dealer's Owners*" means the persons or entities owning any beneficial interest in Dealer, and any other person who, in accordance with the provisions of this Agreement, acquires or succeeds to any beneficial interest or ownership in Dealer.

1.6 "*Dealership Operations*" means all businesses and activities of Dealer contemplated by this Agreement, whether conducted directly or indirectly by Dealer, including, without limitation, all businesses and activities directly related to the promotion, sale and installation of the ReeferTek System.

1.7 "*National Account*" shall mean those persons or entities which maintain a nationwide presence with multiple locations, including but not limited to advertising agencies, car and truck rental agencies such as U-Haul, Penske, Rush Enterprises, Morgan Trucks, Utility Trailers, Ryder Truck, Wabash National, Avis, Hertz and moving companies such as Mayflower and Bekins