November 5, 2009

SUBJECT: ADP's Third-Party Access Program Participation

Dear Dealer Principal:

As you know, ADP believes that dealerships own their data and should have choices on how best to share and use it. ADP's Third-Party Access Program lets dealers choose the vendors they want to share data with and gives vendors integration options to best serve their dealers.

As a part of the comprehensive Third-Party Access Program, ADP offers vendors Vendor Programming Access (VPA). Power Programs is a participating solution in the Third-Party Access Program at the VPA level. VPA is one of the subscriber access solutions available for your ADP Dealer Management System (DMS).

Some of the features of VPA:

- Provides Power Programs with a unique ADP RSA token for secure DMS access
- Power Programs has direct access to your DMS and loads their software code directly on your DMS
- At your request, access to your DMS can be discontinued and the vendor's code disabled

The benefits to your dealership of doing business with Power Programs as a participant in the program include:

- You control Power Programs's access to your DMS through unique authentication
- Power Programs has continuous system access to support their solution

In order for your dealership to realize these benefits, you are required to sign an Addendum to your existing ADP Master Service Agreement indicating your express consent to allow access to your DMS. It must be signed by an authorized person for each of your dealerships.

Using VPA, Power Programs has dealer-approved access to the ADP DMS. Over time, vendors using VPA will be required to upgrade their access to other Third-Party Access Program solutions that allow for a higher level of integration, giving them the opportunity to remove their vendor code from your DMS.

For additional information on ADP's Third-Party Access Program, please contact us at 888.424.6342 or visit us at adpdealerservices.com.

Sincerely,

Howard Gardner
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