



## 2021 Model Year Competitive Assistance Program

**SUBMITTED:** September 22, 2020

**FOR:** AUTOMOTIVE PARTS SERVICES  
GROUP  
512 GREENVILLE AVE  
STAUNTON, Virginia 24401-4755

**FAN:** 461070

**DUNS #:** 23965379



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**PREPARED FOR:**

**Victor Stewart**

Director Corporate Purchasing  
AUTOMOTIVE PARTS  
SERVICES GROUP

**GM FLEET AND COMMERCIAL CONTACT:**

**Steven English**

Fleet Account Executive  
steven.english@gm.com  
Office: 919 280 6136

General Motors Company

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September 22, 2020

**Victor Stewart**  
**AUTOMOTIVE PARTS SERVICES GROUP**  
**512 GREENVILLE AVE**  
**STAUNTON, Virginia 24401-4755**

Dear Victor,

General Motors LLC, Fleet and Commercial Operations, is pleased to offer **AUTOMOTIVE PARTS SERVICES GROUP** the attached Competitive Assistance Program. This Agreement version supersedes all prior agreements.

If you agree with the terms and conditions of the Program as set forth in the attached Agreement, please return a signed copy to my attention.

To ensure accurate and timely payment of Competitive Assistance, use of **Processing Code F2U and FAN 461070** is required on all order requests and delivery reporting data for vehicles specified as eligible for the Program. **It is imperative that you communicate the Processing Code and FAN to your dealer or leasing company prior to placing an order.**

On behalf of General Motors LLC, Fleet and Commercial Operations, I would like to thank you for allowing us the opportunity to be your fleet company for the 2021 model year(s).

Very truly yours,



Steven English  
Fleet Account Executive

List of Attachments

1. 2021 Model Year Competitive Assistance Program Agreement
2. Vehicle Ordering and Delivery Instructions
3. Out-of-Stock Purchase Agreement



## 2021 Model Year Competitive Assistance Program

<b>AUTOMOTIVE PARTS SERVICES GROUP</b>	<b>LOCATION:</b> 512 GREENVILLE AVE STAUNTON, Virginia 24401-4755	<b>APPROVED:</b> September 22, 2020
	<b>PROCESSING CODE:</b> F2U <b>FAN:</b> 461070	<b>VERSION:</b> 3
	<b>CONTACT:</b> Victor Stewart <b>PHONE:</b> 540 213-8233	<b>DEAL NUMBER:</b> D312
		<b>SUBMITTED BY:</b> Steven English

The following 2021 Model Year Competitive Assistance Program Agreement (“Agreement”) sets forth the terms and conditions of the Competitive Assistance Program (the “Program” or “CAP”) between General Motors LLC, Fleet and Commercial Operations (“General Motors” or “GM”) and AUTOMOTIVE PARTS SERVICES GROUP.

### TERMS AND CONDITIONS OF COMPETITIVE ASSISTANCE PROGRAM

#### Volume Requirement

AUTOMOTIVE PARTS SERVICES GROUP agrees to purchase or lease a minimum of **150** General Motors vehicles for each model year set forth in the Agreement. Any purchases or leases of General Motors vehicles by AUTOMOTIVE PARTS SERVICES GROUP or its eligible subsidiaries will count toward the volume requirement.

#### Eligible Subsidiaries

AUTOMOTIVE PARTS SERVICES GROUP and the following subsidiaries of AUTOMOTIVE PARTS SERVICES GROUP are eligible for the Competitive Assistance in this Agreement:

Pronto Auto Parts

End-User FAN	Customer Name
461070	AUTOMOTIVE PARTS SERVICES GROUP
End-User FAN	Customer Name
830320	Fisher Auto Parts, Inc

#### Allowances and Eligible Vehicles

The following allowances are offered for the 2021 model year vehicles listed below (the “Eligible Vehicles”). Eligible Vehicles exclude models with trim designations 1SL (for GMC models only), 1SM, 1SV, 1VL, 1L0 or 2SA.

Model	Tier	Invoice Credit*
Spark	\$2,500	\$2,500
Malibu	\$4,900	\$4,900
Bolt	\$7,000	\$7,000
Camaro	\$1,600	\$1,600
CT4	\$3,200	\$3,200
CT5	\$4,200	\$4,200
Encore	\$4,400	\$4,400
Encore GX	\$2,200	\$2,200
Trax	\$3,800	\$3,800



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Model	Tier	Invoice Credit*
Trailblazer (New)	\$1,600	\$1,600
Equinox	\$4,100	\$4,100
Terrain	\$5,000	\$5,000
Blazer	\$4,200	\$4,200
Envision (New)	\$3,000	\$3,000
Traverse	\$5,300	\$5,300
Enclave	\$6,200	\$6,200
Acadia	\$5,200	\$5,200
Tahoe/Yukon (New)	\$3,900	\$3,900
Suburban/Yukon XL (excluding 3500 HD) (New)	\$4,300	\$4,300
Escalade/Escalade ESV (New)	\$4,600	\$4,600
XT4	\$5,100	\$5,100
XT5	\$7,300	\$7,300
XT6	\$6,000	\$6,000
Silverado/Sierra 1500 Regular Cab 2WD (1WT/1SA)	\$6,700	\$6,700
Silverado/Sierra 1500 Regular Cab 4WD (1WT/1SA)	\$6,800	\$6,800
Silverado/Sierra 1500 Double Cab 2WD (1WT/1CX/1SA/3SA/3SB)	\$7,000	\$7,000
Silverado/Sierra 1500 Double Cab 4WD (1WT/1CX/2CX/1SA/3SA/3SB)	\$7,200	\$7,200
Silverado/Sierra 1500 Double Cab 2WD (excluding 1WT/1CX/1SA/3SA/3SB)	\$7,500	\$7,500
Silverado/Sierra 1500 Double Cab 4WD (excluding 1WT/1CX/2CX/1SA/3SA/3SB)	\$7,700	\$7,700
Silverado/Sierra 1500 Crew Cab 2WD (1WT/1CX/1SA/3SA/3SB)	\$7,300	\$7,300
Silverado/Sierra 1500 Crew Cab 4WD (1WT/1CX/2CX/1SA/3SA/3SB)	\$7,500	\$7,500
Silverado/Sierra 1500 Crew Cab 2WD (excluding 1WT/1CX/1SA/3SA/3SB)	\$7,800	\$7,800
Silverado/Sierra 1500 Crew Cab 4WD (excluding 1WT/1CX/2CX/1SA/3SA/3SB)	\$8,000	\$8,000
Silverado/Sierra 2500/3500 Regular Cab 2WD (1WT/1CX/1SA/3SA)	\$6,000	\$6,000
Silverado/Sierra 2500/3500 Regular Cab 4WD (1WT/1CX/1SA/3SA)	\$6,200	\$6,200



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Model	Tier	Invoice Credit*
Silverado/Sierra 2500/3500 Regular Cab 2WD (excluding 1WT/1CX/1SA/3SA)	\$6,400	\$6,400
Silverado/Sierra 2500/3500 Regular Cab 4WD (excluding 1WT/1CX/1SA/3SA)	\$6,600	\$6,600
Silverado/Sierra 2500/3500 Double Cab 2WD (1WT/1CX/1SA/3SA)	\$6,600	\$6,600
Silverado/Sierra 2500/3500 Double Cab 4WD (1WT/1CX/1SA/3SA)	\$6,800	\$6,800
Silverado/Sierra 2500/3500 Double Cab 2WD (excluding 1WT/1CX/1SA/3SA)	\$7,000	\$7,000
Silverado/Sierra 2500/3500 Double Cab 4WD (excluding 1WT/1CX/1SA/3SA)	\$7,200	\$7,200
Silverado/Sierra 2500/3500 Crew Cab 2WD (1WT/1CX/1SA/3SA)	\$7,300	\$7,300
Silverado/Sierra 2500/3500 Crew Cab 4WD (1WT/1CX/1SA/3SA)	\$7,500	\$7,500
Silverado/Sierra 2500/3500 Crew Cab 2WD (excluding 1WT/1CX/1SA/3SA)	\$7,700	\$7,700
Silverado/Sierra 2500/3500 Crew Cab 4WD (excluding 1WT/1CX/1SA/3SA)	\$7,900	\$7,900
Medium Duty Low Cab Forward 4500 - Gas	\$4,400	\$4,400
Medium Duty Low Cab Forward 4500 - Diesel	\$6,100	\$6,100
Medium Duty Low Cab Forward 5500 - Diesel	\$6,000	\$6,000
Medium Duty Low Cab Forward 6500 - Diesel	\$6,100	\$6,100
Silverado Medium Duty 4500	\$5,000	\$5,000
Silverado Medium Duty 5500	\$7,000	\$7,000
Silverado Medium Duty 6500	\$7,750	\$7,750
Express/Savana 2500 Cargo	\$8,700	\$8,700
Express/Savana 3500 Cargo	\$9,700	\$9,700
Express/Savana Cutaway	\$8,500	\$8,500
Express/Savana Passenger	\$8,400	\$8,400
Colorado/Canyon Extended Cab 2WD	\$4,700	\$4,700
Colorado/Canyon Extended Cab 4WD	\$4,400	\$4,400
Colorado/Canyon Crew Cab 2WD	\$4,400	\$4,400
Colorado/Canyon Crew Cab 4WD	\$4,600	\$4,600



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<b>Purchase Volume</b>	150
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*\*Represents competitive assistance that is included in the tier amounts that will be reflected as an invoice credit.*

### Payment by Invoice Credit

Competitive Assistance is payable as an **invoice credit** at the amounts listed in the table above. Vehicles receiving allowances under the GM Business Choice, Fleet Out-of-Stock, or Retail Alternative Programs are not eligible to receive Competitive Assistance.

### Out of Stock Purchase/Leases

Eligible Vehicles purchased or leased from a General Motors dealer's retail inventory (out-of-stock) will qualify for Competitive Assistance (unless otherwise specified) only once the attached "CAP Out of Stock Purchase Agreement" form is completed by the applicable dealer and AUTOMOTIVE PARTS SERVICES GROUP (or its authorized Fleet Management Company).

AUTOMOTIVE PARTS SERVICES GROUP's purchases/leases of out-of-stock General Motors vehicles using retail or other fleet incentives will not be eligible for Competitive Assistance, but such purchases/leases of those out-of-stock General Motors vehicles will still count toward attainment of the volume requirement provided that AUTOMOTIVE PARTS SERVICES GROUP complies with all other terms of the Agreement. Such purchases/leases must be reported as fleet deliveries even if retail incentives are claimed. Eligible Vehicles ordered with processing code F2U cannot be converted to out-of-stock purchases/leases and are not eligible for retail or other fleet incentives.

### Price Protection

General Motors will provide AUTOMOTIVE PARTS SERVICES GROUP with price protection for 2021 model year Eligible Vehicles at introductory prices. Price protection pertains to ordered and dealer stock units. The price protection offered by General Motors applies to price increases based on economics and destination and freight charges. The price protection offered by General Motors excludes vehicle price increases made necessary due to equipment adjustments, government-mandated equipment and emission changes, optional equipment made standard, mid-cycle enhancements, and vehicle design changes, all as defined and valued by General Motors.

### Vehicle Pricing

If the dealer invoice price of a comparably equipped Eligible Vehicle is reduced during the term of this Agreement, General Motors reserves the right to reduce Competitive Assistance allowances by the amount of the dealer invoice price reduction.

### Demo Vehicles

General Motors will provide to AUTOMOTIVE PARTS SERVICES GROUP 1 demo vehicle(s) per model year **after AUTOMOTIVE PARTS SERVICES GROUP purchases / leases a minimum of 200 MY21 General Motors vehicles.** This/(These) demo vehicle(s) will at all times remain owned by General Motors and must be put in-service with AUTOMOTIVE PARTS SERVICES GROUP within 12 months of the date of this CAP Agreement. Prior to receipt and use of the demo vehicle(s), AUTOMOTIVE PARTS SERVICES GROUP will execute the "Loan of Vehicle Terms and Conditions and Vehicle Receipt" and "General Motors Safe Driving Program Driver Conduct Requirements" documents provided to AUTOMOTIVE PARTS SERVICES GROUP by General Motors. General Motors will select the models provided.



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### Powertrain Warranty

Chevrolet/GMC vehicles purchased under this Agreement with Delivery Types: 014 Fleet Leasing Company Purchase or 035 Business Organization Fleet Purchase are covered by a Limited Powertrain Warranty of 5 years or 100,000 miles, whichever comes first.

Buick vehicles purchased under this Agreement with Delivery Types: 014 Fleet Leasing Company Purchase or 035 Business Organization Fleet Purchase are covered by a Limited Powertrain Warranty of 5 years or 60,000 miles, whichever comes first.

Cadillac vehicles purchased under this Agreement with Delivery Types: 014 Fleet Leasing Company Purchase or 035 Business Organization Fleet Purchase are covered by a Limited Powertrain Warranty of 6 years or 70,000 miles, whichever comes first.

Please refer to the vehicle Warranty Booklet or contact your GM Fleet Account Executive for important details and limitations.

### Ownership Requirements

All vehicles under this Program must be titled, licensed, and registered in the name of AUTOMOTIVE PARTS SERVICES GROUP / eligible subsidiaries or its Fleet Management Company and retained by AUTOMOTIVE PARTS SERVICES GROUP / eligible subsidiaries for business use principally in the United States for a minimum of 6 months from the date of delivery. AUTOMOTIVE PARTS SERVICES GROUP will not knowingly sell, export, sell for export, or principally use the Eligible Vehicles outside of the United States at any time.

### Compliance Requirements

In performing its obligations under this Agreement, each party warrants and agrees to comply fully with, and to cause its directors, officers, employees, and agents to comply fully with, all applicable laws and regulations of all appropriate jurisdictions, including without limitation: the U.S. Foreign Corrupt Practices Act; all applicable anti-corruption laws and U.S. federal, state and local laws, regulations and guidelines, including without limitation campaign finance laws, ethics laws, pay to play rules, and any applicable lobbying registration and disclosure laws; export control laws and regulations of the United States and other applicable countries; and U.S. sanctions, embargoes, and prohibitions on transactions with restricted parties, countries, and regions. General Motors has the right to review the vehicle registration records of AUTOMOTIVE PARTS SERVICES GROUP to ensure compliance with this Agreement. AUTOMOTIVE PARTS SERVICES GROUP's failure to comply with this Agreement may result in General Motors immediately terminating this Agreement and/or passing to AUTOMOTIVE PARTS SERVICES GROUP penalties imposed on General Motors by certain countries for unauthorized export/import of General Motors vehicles.

## VEHICLE ORDERING REQUIREMENTS

**PROCESSING CODE:** F2U

**FAN:** 461070

### For all brands listed in the agreement that are eligible to receive competitive assistance allowances:

- It is mandatory that the Processing Code and FAN appear on every order request placed via GM Order Workbench.
- The FAN is required on all delivery reporting entries via GM Order Workbench.



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### GENERAL PROVISIONS

The following general provisions apply:

#### Agreement

This Agreement (i) contains the entire understanding of the parties relating to the subjects hereto, (ii) supersedes all prior statements, representations, and agreements, and (iii) cannot be amended except by written instrument signed by both parties. The parties represent and agree that, in entering into this Agreement, they have not relied upon any oral or written agreements, representations, statements, or promises, express or implied, not specifically set forth or otherwise referenced in this Agreement. The parties expressly waive application of any law, statute, or judicial decision allowing oral modifications, amendments, or additions to this Agreement notwithstanding this express written provision requiring a writing signed by the parties.

#### Confidentiality

This Agreement and the terms hereof are intended solely for the use of General Motors and AUTOMOTIVE PARTS SERVICES GROUP. This Agreement is to be disclosed on a "need to know" basis solely within AUTOMOTIVE PARTS SERVICES GROUP or to the dealer/fleet management company chosen by AUTOMOTIVE PARTS SERVICES GROUP to quote the purchase/lease of Eligible Vehicles, not to other dealers or General Motors competitors.

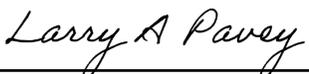
#### Choice of Law

This Agreement shall be governed by and construed in accordance with the laws of the State of Michigan as if entirely performed therein, without regard to the conflicts of law and principles thereof.

### SIGNATURES

This Competitive Assistance offer is valid for 60 days from the date approved and will expire on November 21, 2020 unless accepted in writing by AUTOMOTIVE PARTS SERVICES GROUP and returned prior to the expiration date.

General Motors and AUTOMOTIVE PARTS SERVICES GROUP have caused this 2021 Model Year Competitive Assistance Program Agreement to be executed by their duly authorized representatives as of the last date appearing below:

	CEO	9/22/20
_____ Signature of Commercial Account Representative	_____ Title	_____ Date
	Fleet Account Executive	September 22, 2020
_____ Signature of GM FAE, Steven English	_____ Title	_____ Date

**PLEASE RETURN TO Steven English, YOUR FLEET ACCOUNT EXECUTIVE**



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		<b>SUBMITTED BY:</b> Steven English

### VEHICLE ORDERING AND DELIVERY INSTRUCTIONS

To ensure the accurate tracking of orders and timely payment of Competitive Assistance Program (CAP) allowances, **use of the assigned CAP Processing Code and the GM Fleet Account Number (FAN) is required on all vehicle order requests and delivery reporting data** for models specified in the agreement as eligible for Competitive Assistance.

It is imperative that you communicate the Processing Code and FAN to your dealer and/or leasing company.

**CUSTOMER NAME:** AUTOMOTIVE PARTS SERVICES GROUP

**PROCESSING CODE:** F2U

**FAN:** 461070

**THIS DOCUMENT MUST BE PRESENTED TO YOUR DEALER AND/OR LEASING COMPANY**

### ORDERING CAP UNITS

#### Requirements for Standard Vehicle Order

- The assigned CAP Processing Code identified above must be included on the order.
- Do not use the CAP Processing Code on units that are taken out of stock that will receive the retail alternative. These units will still require a fleet delivery type.
- One of the fleet order types listed below must be included in the order.

#### Order Types

**FLEET ORDER TYPE:** FLS - Fleet Lease

Requires Primary Leasing Company FAN and End-User FAN

**FLEET ORDER TYPE:** FNR - Fleet Commercial

Requires End-User FAN

End-User FAN	Customer Name
461070	AUTOMOTIVE PARTS SERVICES GROUP



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### DELIVERY REPORTING OF CAP UNITS

#### Ordered and Out-of-Stock CAP Units

All deliveries to customers with a valid General Motors Fleet Account Number (FAN), which includes all CAP customers, **must be reported as fleet deliveries** regardless of order type.

**Deliveries to FAN holders using retail delivery type "018 Business Organization" or any other retail delivery type are not allowed and any incentives paid will be subject to a charge back.**

Vehicles delivered incorrectly (i.e. retail) will not be eligible for payment of any Competitive Assistance.

#### Fleet Delivery Types

The delivery type or types for this customer is listed below.\*

<b>DELIVERY TYPE:</b> 014 - Leasing Company	Requires Primary Leasing Company FAN and End-User FAN
<b>DELIVERY TYPE:</b> 035 - Business Organization	Requires End-User FAN

*\*020 Daily Rental is not applicable to CAP accounts (National Rental Accounts only)*

### ADDITIONAL TERMS AND CONDITIONS

#### Commercial Upfit Programs

Allowances offered in the GM Business Choice Program are **not compatible** with brands covered by this agreement as eligible to receive Competitive Assistance.

#### Fleet Out-of-Stock and Retail Incentives

Allowances offered under Fleet Out-of-Stock and Retail Alternative Programs are **not compatible** with brands covered by this agreement as eligible to receive Competitive Assistance.

#### Eligible Subsidiaries

AUTOMOTIVE PARTS SERVICES GROUP and the following subsidiaries of AUTOMOTIVE PARTS SERVICES GROUP are eligible for the Competitive Assistance in this Agreement:

Pronto Auto Parts

End-User FAN	Customer Name
461070	AUTOMOTIVE PARTS SERVICES GROUP
End-User FAN	Customer Name
830320	Fisher Auto Parts, Inc



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### Ownership Requirements

All vehicles under this Program must be titled, licensed, and registered in the name of AUTOMOTIVE PARTS SERVICES GROUP / eligible subsidiaries or its Fleet Management Company and retained by AUTOMOTIVE PARTS SERVICES GROUP / eligible subsidiaries for business use principally in the United States for a minimum of 6 months from the date of delivery. AUTOMOTIVE PARTS SERVICES GROUP will not knowingly sell, export, sell for export, or principally use the Eligible Vehicles outside of the United States at any time.

#### FAE Acknowledgement

This document has been presented to CAP customer.

Signature of Steven English



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### CAP Out-Of-Stock Purchase Agreement

**THIS FORM MUST BE COMPLETED FOR ALL OUT-OF-STOCK TRANSACTIONS WITH CAP CUSTOMERS**

**Part 1**

The intent of this agreement and process is to provide the selling dealer an invoice credit to their open account for the CAP amount

Adjustment invoice credits will be posted to the dealer open account statement and settled based on current process.

AUTOMOTIVE PARTS SERVICES GROUP

Customer Name: \_\_\_\_\_ Customer FAN: 461070 CAP Code: F2U Fleet Management Company, if applicable: \_\_\_\_\_

**Part 2 (TO BE COMPLETED BY DEALER ONLINE)**

Dealer Code: \_\_\_\_\_ Dealership Name: \_\_\_\_\_ City, State: \_\_\_\_\_

The named dealer agrees to sell the above referenced customer the VIN(s) below and will comply with this agreement. The ultimate consumer/end user acknowledges receipt of a private offer from General Motors. The consumer and dealer understand that this private offer is NOT compatible\* with any additional retail or dealer incentives/rebates (i.e. business choice, dealer cash, pull boards, etc.). By signing this agreement, the above-mentioned dealership is releasing General Motors from any future claim or obligation for incentive(s) on units purchased with CAP incentives. In addition, the above-mentioned dealership is authorizing GM to debit his/her open account for any incentive monies that have been erroneously paid to his/her dealership in reference to this transaction.

List units included in this transaction below. Please indicate by VIN if a dealer trade is involved and if the dealer trade transaction has been completed by the original dealer in Order Workbench, Deliver Vehicle tab. Attach a spreadsheet for additional VINs.

**-- VINs must be delivered Fleet in Order Workbench, Deliver Vehicle tab --**

VIN	OnStar RPO	Extended Service	Dealer Trade	Transaction Completed
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

Print Name of Authorized Dealer Representative: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Signature of Authorized Dealer Representative: \_\_\_\_\_

Date: \_\_\_\_\_

Dealer Note: This document is required as supporting documentation for all CAP out-of-stock purchase transactions and must be available in the Deal File.

\* Always check program guidelines for compatibility.

**Please contact 1-800-FleetOP (1-800-353-3867) with any questions. Complete the online application located on gmfleet.com to have the invoice adjusted and CAP code added.**