

Date: 7/3/2012 4:38:58 AM

Subject: AW: First draft for an agreement for distributing ODX-Viewer licenses to ETI

From: "Armin Rupalla | RA Consulting" <a.rupalla@rac.de>

Recipients: <cgorman@etools.org>;

CC: <volker.lantzsch@volkswagen.de>;

Hello Charlie,

thank you for your fast reply. I will stay the 16th July in the morning at Chicago. If you are available we could meet for 1 hour and discuss our project and existing constraints. I think there are still a lot of questions open and it would be good to set up a common concept for VW and an open item list for our project. This would be very helpful to proceed this project.

Mit freundlichen Grüßen

Best regards

Armin Rupalla

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Von: Charlie Gorman [<mailto:cgorman@etools.org>]

Gesendet: Donnerstag, 21. Juni 2012 17:01

An: Armin Rupalla | RA Consulting

Cc: volker.lantzsch@volkswagen.de; Frank.Raabe@AUDI.DE

Betreff: RE: First draft for an agreement for distributing ODX-Viewer licenses to ETI

Armin,

First of all thank you for offering the use of your VW ODX reader. Everyone at ETI appreciates your significant contribution.

We have some work to do to determine what all of this means, so please bear with us as we work through the details. Also keep in mind that we are a trade association and therefore will require member approval for what ever agreement we come to.

Under each of your statements below I have placed a comment or question.

we want to confirm on your request that we will be able to distribute ODX-licenses to ETI under following regulations:

1. VW confirm in written form that RA is allowed to deploy pure ODX-Viewer licenses in limited number and with limited operating time to ETI or ETI members.

Okay

2. RA will not distribute any ODX files or derivatives of ODX files. VW will organize this affair by her own.

Okay

3. The number of ETI licenses is limited by the number of the ETI members. Every calendar year the number will be fixed in the end of the current calendar year.

Shouldn't the number of licenses be limited to the number of VW data licensees rather than the number of ETI members? The number of licensees is going to be based, in large part, on how expensive the VW data is.

4. ETI will request at RA in written form every license for an ETI member. They have to request for named member, named user and for one computer (Desktop or notebook). Every ETI member gets only one license. ETI provides RA a list of members for the double check of requests. Eventually there should be an additional approval by VW?

I recommend that ETI function as a license manager and distributor. Requests for a VW data license come to ETI. ETI then collects necessary paperwork and funds. License agreement and funds for data go to VW/Audi. Reader license agreement goes to RA. Once licenses are approved by both VW/Audi and RA, ETI releases the data and the reader at the same time.

The RA license is unnecessary if the ETI member does not get a VW/Audi license

5. ODX-Viewer licenses for ETI member are free of charge. The license is limited for one calendar year ending at the 31. December of the current calendar year. These licenses are defined as testing licenses and the ETI member get no forgoing rights in using the ODX-Viewer test licenses. This includes as well no rights to use these licenses over the time limited period of deployed test license the current calendar year.

We have to be a little careful here. I can see that it is necessary to license your product on a calendar year basis, but I think VW/Audi will be licensing their data on a Model Year basis. We have to try to keep the two aligned as much as possible.

6. The agreement of distributing ODX-Viewer licenses to ETI end automatically each calendar year. VW and RA have to prolongate this agreement explicit every calendar year in advance.

Again, I think this needs to be tied to the VW license somehow. When and if the VW/Audi license is renewed, the RA license must also be renewed.

7. There is no first level support or help desk is provided by RA Consulting GmbH. RA will only fix bugs for defined VW ODX files reported by VW. VW will do quality insurance work and will check internally every for delivery destined ODX-file type or derivatives of ODX-files for the use with the ODX-Viewer.

Okay

8. RA will charge ETI no cost for the deployment of the ODX-Viewer.

Okay and thank you

9. ETI will invite RA for every Tool-Tec session to intensify the communication between RA/VW/ETI and ETI members. RA will be not charged for any participation in such meetings, workshops or conferences. RA will cover their travelling expenses by her own.

This will have to be approved by the ETI Board of Directors, but I think it will be okay. I'd like to suggest that the best time and place for this meeting would not be ToolTech. It would be Summer Tech Week in June each year. This is our technical data meeting. ToolTech is our marketing meeting and the right people may not be in attendance.

10. Every user of ODX-Viewer has to accept to the registration of his data in the RA licenses management system with all necessary information.

This requires more explanation before I can comment on it. I do not understand what you are asking for here.

11. Every user has to accept the RA software license terms and conditions and the licensing procedure.

We will have to see a copy of this before we can comment on it.

Regards,

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