



EXOTICS

1155 N. Warson Rd.
St. Louis, MO. 63132
PH: (314) 970 2427

Wholesale Private Party Purchase Agreement

July 18, 2025

This Agreement is made this **July 18, 2025** by and between RP Exotics, LLC, in St. Louis, MO and **Earth Motor Cars** hereinafter referred to as "Seller(s)" and RP Exotics, LLC hereinafter referred to as "Buyer".

3216 Kellway Dr, Carrollton, TX 75006

Address of the Seller(s)

Earth Motor Cars

Seller Name

+1 (214) 406-3336

alex@earthmotorcars.com

Home/Main Phone Number

Mobile Phone Number

Email Address

Description of the Vehicle (the "Vehicle"):

| Sedan | 2014 | LAMBORGHINI | Aventador |
|-------------------------------|------|-------------|--------------|
| Body Type | Year | Make | Model |
| ZHWUR1ZD6ELA02340 | | | 2,000 |
| Vehicle Identification Number | | | Mileage |

Financial Information:

| | |
|--------------------------------------|--|
| Purchase Price: \$9,999,999 | Payoff Amount: \$N/A |
| Purchase Price (\$) | Payoff Amount (\$) |
| Amount Due to Customer: \$N/A | Amount Due to RP Exotics: \$N/A |
| Amount Due to Customer (\$) | Amount Due to RP Exotics (\$) |
| Broker Fee: \$N/A | Broker Fee Paid To: N/A |
| Broker Fee (\$) | Broker Fee Paid To |

General Terms of the Agreement:

- Possession and Inspection:** Seller(s) shall transfer possession of the vehicle to RP Exotics upon execution of this Agreement.
- Vehicle Condition:** If the vehicle's condition is wrongfully described by the Seller(s), RP Exotics retains the right to cancel the purchase within five (5) business days or be reimbursed the original purchase amount if Seller(s) have already received payment.
- Seller Representations:** Seller(s) represents that the vehicle is in good working order and has disclosed any known issues or defects, mechanical and/or cosmetic. This includes accurate odometer and mileage disclosure.
- Transfer of Ownership:** Seller(s) is the transferor of the vehicle and is responsible for ensuring all necessary disclosures are made in accordance with state and federal law.
- Payment Terms:** All payments will be sent out within five (5) business days of the execution of this agreement. Please refer to the Additional Terms outlined below for details based on your individual circumstances.

Additional Terms for Vehicles with Title in Hand and No Lien:

- Delivery of Payment:** RP Exotics will send the Seller(s) an overnight envelope containing a check for the agreed purchase price of the vehicle. This envelope will also include a prepaid return label and envelope for the Seller(s) to use.
- Title Transfer Requirements:** The Seller(s) is required to sign and place their title in the provided return envelope and send it back to RP Exotics using the provided label. The title must be received at RP Exotics before the Seller(s) is authorized to deposit the check. *Note: For inquiries on title execution, contact your RP Exotics onboarding specialist.*
- Check Deposit and Positive Pay System:** RP Exotics employs the Positive Pay banking system to ensure security and proper sequence in the transaction. Should the check be deposited before the title is received by RP Exotics, the deposit will be denied. A new check will be issued once the

Additional Terms for Vehicle Transactions Involving Liens:

- 1. Documentation and Payment Envelope: Upon execution of the Buyer's Order, RP Exotics will send the payoff to the lienholder through their preferred payment method (i.e. check, wire transfer, ACH). If applicable, a check representing the Seller's positive equity will be sent directly to the Seller(s).
 - a. For Seller(s) in title holding states (Kentucky, Maryland, Michigan, Minnesota, Missouri, Montana, New York, Oklahoma, and Wyoming), RP Exotics will provide a shipping envelope and label to facilitate the direct sending of the title to RP Exotics.
- 2. Check Deposit Conditions: The positive equity check should not be deposited until the title has been signed and received at RP Exotics. If the check is deposited prematurely, it will be voided, and a new check will be issued once the title has been received.
- 3. Lien Payoff Process: RP Exotics will send payment directly to the lienholder using their preferred method (e.g., ACH transfer, wire, or check).
- 4. Proof of Payment and Tracking: RP Exotics will provide the Seller(s) with copies of the payment confirmation and, if applicable, a tracking number for the payment sent to the lienholder.
- 5. Negative Equity Payment: If the Seller(s) has negative equity, this amount must be resolved before any payoff payments are made to the lienholder. The Controller at RP Exotics will manage the collection of these funds.
- 6. Title Transfer Instructions: RP Exotics will instruct the lienholder to send the title directly to RP Exotics once it is paid off and released by the bank.
 - a. Should the lienholder send the title directly to the Seller(s), please notify your onboarding specialist immediately.
- 7. Vehicle Pickup Scheduling and Coordination: Vehicle pickup will be scheduled within (72) hours of the execution of this agreement and upon receiving proof of the payment being sent to the lienholder (except for banks utilizing DealerTrack). Lienholders can take up to (4) weeks to reflect a completed payoff. Pickup shall not be delayed by Seller(s) pending the lienholder's internal processing of the payoff.

We, the undersigned, confirm this comprises the entire agreement affecting the purchase of the Vehicle and no other agreement or understanding of any nature concerning the same has been made or entered into, or will be recognized. Further, we certify that all information in this agreement and all information furnished in support of this agreement is accurate and complete to the best of my/our knowledge and belief.

| | |
|----------------------------------|------|
| Seller Signature | Date |
| Co-Seller Signature | Date |
| Dealer Authorized Representative | Date |