Non-Binding Proposal to Coop Fuels, Inc.
Drafted on: June 26th, 2016

Overview:

The purpose of this document is to summarize the proposed commercial terms between Dwolla Inc. ("Dwolla") and Coop Fuels, Inc. ("Coop Fuels").

The proposed solution will allow Coop Fuels to utilize the Dwolla white label services for the following:

1. Coop Fuels will send payouts to its gas station owners.
    a. Gas station owners will be white label receive only ("WLRO") entities and will not require customer identification program ("CIP") verification.

Any additional use-cases of Dwolla white label services or API must be approved by Dwolla. The flow of funds through the Dwolla platform will account for the following:

Accounts & Customers:
- Coop Fuels will need to have an application-owner Dwolla account that is CIP verified.
- Gas station owners will not require CIP verification and will be WLRO entities. Gas station owners will only be permitted to receive funds transfers.

Funding Sources:
- Coop fuels will be required to maintain a verified fund source for the purpose of monthly Dwolla billing.
- Gas station owners may link up to two funding sources to each WLRO.

Transfers:
- Coop Fuels will be able to transfer up to $75,000 on a per transfer basis.
    - Prior to the first transfer, Coop Fuels will be required to send a letter, provided by Dwolla, to their bank in order to confirm that any transfers at this limit will not be blocked.
- Subject to any delays caused by fraud concerns or caused by Coop Fuel's bank, Coop Fuels will have Next Day Transfers as follows:
    - Transfers from Coop Fuel's funding source into the Dwolla Network will be T+1-2 business days.
    - Transfers from the Dwolla Network out to a receiver's bank account be T+1-2 business days.

White Label Services:
- White Label API
- MassPay API
- Next-Day Transfers
- Priority Support & Onboarding
    - Dedicated Sales Rep, Account Manager, and Developer Relations Team.
    - Upon signing the White Label Services Agreement, access to a private, online chat channel for quick, efficient communication with Dwolla Developer Relations Team.

Term & Fees:
- 24 month initial term
    - $2,500/month
- Payment start date of September 1st, 2016 or Go Live date, whichever is sooner.