

2014 ExxonMobil Branded Wholesale Brand Incentive Program



ExxonMobil Branded Wholesale Business **2014 Brand Incentive Program (BIP)**

Branded Wholesalers can access all their BIP site information on the ExxonMobil portal in the "Brand Incentive Program" community. This comprehensive site will allow you to:

- View details involving each sites' participation and contract information
- Be alerted to sites with volume submissions due
- Submit BIP volumes online
- Review past payment history and repayment details

The details of each project are extracted from the Pre-authorization you signed to participate.

BIP OVERVIEW

This program is effective for projects pre-approved on the 2014 BIP Agreement between January 1, 2014 and December 31, 2014.

The Brand Incentive Program (BIP) is designed to assist existing and new store development for Exxon or Mobil branded facilities. BIP provides financial assistance for projects at our Branded Wholesaler (BW) facilities that are mutually beneficial to our BW and ExxonMobil. Assistance is paid by site based on a project type. BIP supports New to Industry (NTI), Demolish & Rebuild (D&R), and Competitive Conversions (CC). ExxonMobil offers three payment options for brand image assistance for the BW to choose from:

- Option A- Assistance is paid based on a 4 year volume period and is provided in eight (8) semi-annual payments.
- Option B- Assistance is paid based on a 10 year volume period and is provided in twenty (20) semi-annual payments.
- Option C - Assistance is paid based on a 7 year volume period and is provided in fourteen (14) semi-annual payments.

Option A and B are based on a 10-year agreement term while Option C is based on a 7-year agreement term. Default repayment obligations are identified in the Terms and Conditions of the BIP agreement.

A site receiving assistance under BIP is not eligible to receive additional assistance for the same activities under any other ExxonMobil programs.

A site cannot concurrently participate in more than one payment option for the same project and cannot change options after the first payment has been made.

A site which meets the Supersite Qualification criteria in addition to the General Requirements will qualify for additional cents per gallon assistance; see the Supersite section under Program section.

BIP is not available to those sites that wish to brand change between our current Exxon or Mobil brands while in the BW business.

GENERAL REQUIREMENTS:

For each participating Exxon or Mobil Branded Retail store:

1. All projects must be in compliance with current ExxonMobil retail image and facility requirements in effect at time of project construction.
2. All projects must receive ExxonMobil's participation approval in advance of project start.
3. Only Exxon or Mobil Branded Motor Gasoline can be sold under the branded automobile canopy. Unbranded or non-Exxon or non-Mobil branded gasoline sales under the branded automobile canopy violates the BIP agreement. Any variation of this requires expressed written consent from ExxonMobil. On a case by case basis exceptions can be approved for non-branded E-85 and bio diesel if certain conditions are met.
4. Location must sell three grades of Branded Exxon (if site is branded Exxon) or Mobil (if site is branded Mobil) motor gasoline.
5. Site must be trademark approved by ExxonMobil (if NTI, Competitive Conversion, or D&R Conversion).
6. Sites within ExxonMobil direct or mixed markets must meet additional image and facility requirements in effect for our direct served locations.
7. In addition to the General Requirements, all projects must meet the project specific requirements.
8. Branded Wholesaler must be in compliance with the terms of their existing contract requirements.
9. Locations purchased from Exxon or Mobil will not be eligible for NTI, or CC assistance unless closed for 1 year or longer. Site can be eligible for D&R assistance provided project meets all the qualifications.
10. ExxonMobil reserves the right to modify or cancel this program at any time.
11. Branded Wholesaler cannot assign or transfer its rights or obligations under this program without consent from ExxonMobil.
12. Branded Wholesaler or Branded Wholesaler's Dealer will acquire & maintain all signs & equipment including those that are Exxon or Mobil brand related. Approved ExxonMobil Suppliers must be used for the following items: ID signs (any type), Price Systems, Canopy Logo Boxes, MPD Wraps, Canopy Fascia, Hi-rise Signs, Ancillary Signs on ID sign or Hi-rise sign.
13. ExxonMobil will pay assistance on actual branded Exxon or Mobil motor gasoline sales.
14. Site is not able to receive assistance for these items under both the BIP and any other separate program for the same activity.
15. All projects must participate in an approved Exxon Mobil Mystery Shopper Program through the specified program term.
16. All projects must participate in the ExxonMobil Point of Purchase (POP) Program through the specified program term.
17. All projects must have public accessible restrooms.
18. All projects must promote and honor all accepted Credit Cards.
19. Payments will be made to Branded Wholesaler via Electronic Fund Transfer (EFT).
20. For sites that are splash blending ethanol, Branded Wholesaler agrees to submit only Exxon or Mobil MOGAS sales less the ethanol component.

STANDARD PROGRAM:

The charts below show the project specific requirements, the cents per gallon assistance levels paid on the eligible volume and the payout options by project type that are included in BIP. Option A and B have 10 year branding commitments while Option C has a 7 year branding commitment.

NTI (New to Industry):

NTI Minimum Image Requirement--3D Illuminated Gemini Canopy, MPDs, & Paint Specs-Minimum of 4 MPDs , Pay @ Pump & Gemini ID sign systems are required.

<u>Options</u>	<u>Volume Payment</u>	<u>Payout</u>	<u>Speedpass™</u>	<u>Canopy (\$)</u>	<u>Hi Rise Assistance or LED</u>	<u>Repayment Obligation</u>
Option A 4 Year payout	2.00 cpg / 4Yrs Supersite: (+.50cpg/yr)	Semiannual	+. 25cpg for newly installed Speedpass	+.15cpg for 3D illuminated	+.15cpg for Hi Rise Or + .10 cpg for LED	100% payback first 4 years, declining balance remaining years
Option B 10 year payout	1.00 cpg / 10Yrs Supersite: (+0.25cpg/yr)	Semiannual	+.15cpg for newly installed Speedpass	+.10cpg for 3D illuminated	+.10cpg for Hi Rise Or + .05 cpg for LED	100% payback first 4 years, declining balance remaining years
Option C 7 year payout	1.10 cpg / 7Yrs Supersite: (+0.25cpg/yr)	Semiannual	+.15cpg for newly installed Speedpass	+.10cpg for 3D illuminated	+.10cpg for Hi Rise Or + .05 cpg for LED	100% payback first 4 years, 70% yr 5, 45% yr 6, 20% yr 7

CC (Competitive Conversions):

CC Minimum Image Requirement--2D Non-Illuminated Gemini Canopy, MPDs, & Paint Specs. Gemini ID sign systems are the recommended option.

<u>Options</u>	<u>Volume Payment</u>	<u>Payout</u>	<u>Speedpass™</u>	<u>Canopy (\$)</u>	<u>Hi Rise Assistance or LED</u>	<u>Repayment Obligation</u>
Option A 4 Year payout	1.50 cpg / 4Yrs Supersite: (+.50cpg/yr)	Semiannual	+. 25cpg for newly installed Speedpass	+.15cpg for 3D illuminated	+.15cpg for Hi Rise Or + .10 cpg for LED	100% payback first 4 years, declining balance remaining years
Option B 10 year payout	1.00 cpg / 10Yrs Supersite: (+0.25cpg/yr)	Semiannual	+.15cpg for newly installed Speedpass	+.10cpg for 3D illuminated	+.10cpg for Hi Rise Or + .05 cpg for LED	100% payback first 4 years, declining balance remaining years
Option C 7 year payout	1.10 cpg / 7Yrs Supersite: (+0.25cpg/yr)	Semiannual	+.15cpg for newly installed Speedpass	+.10cpg for 3D illuminated	+.10cpg for Hi Rise Or + .05 cpg for LED	100% payback first 4 years, 70% yr 5, 45% yr 6, 20% yr 7

D&R (Demolish and Rebuilds) :

Minimum Image Requirement--3D Illuminated Gemini Canopy, MPDs, & Paint Specs-Minimum of 4 MPDs , Pay @ Pump. Requirement to refurbish ID sign systems (new faces / lamps / ballasts /paint) or replace the old sign system with a Gemini single pole system. TM will have final determination regarding acceptability of existing sign.

<u>Options</u>	<u>Volume Payment</u>	<u>Payout</u>	<u>Speedpass™</u>	<u>Canopy (\$)</u>	<u>Hi Rise Assistance or LED</u>	<u>ID Sign Replacement</u>	<u>Repayment Obligation</u>
Option A 4 Year payout	2.00 cpg / 4Yrs Supersite: (+.50cpg/yr)	Semiannual	+. 25cpg for newly installed Speedpass	+.15cpg for 3D illuminated	+.15cpg for Hi Rise Or + .10 cpg for LED	+.15cpg	100% payback first 4 years, declining balance remaining years
Option B 10 year payout	.85 cpg / 10Yrs Supersite: (+0.25cpg/yr)	Semiannual	+.15cpg for newly installed Speedpass	+.10cpg for 3D illuminated	+.10cpg for Hi Rise Or + .05 cpg for LED	+.10cpg	100% payback first 4 years, declining balance remaining years
Option C 7 year payout	1.00 cpg / 7Yrs Supersite: (+0.25cpg/yr)	Semiannual	+.15cpg for newly installed Speedpass	+.10cpg for 3D illuminated	+.10cpg for Hi Rise Or + .05 cpg for LED	+.10cpg	100% payback first 4 years, 70% yr 5, 45% yr 6, 20% yr 7

SUPERSITE PROGRAM:

Locations meeting all of the following supersite criteria receive an additional CPG. For NTI, CC, D&R, Branded Wholesaler will receive an additional .50 cpg for Option A or an additional .25cpg for Option B or C over the standard project type program..

Qualifications

- Minimum Volume of 1.8 EYG.
- Current 3D Illuminated Gemini Image Canopy, MPDs & Island image (inclusive of painting requirements).
- Minimum C-store size of 3000 SF - building must be remote.
- 1 Alternate Profit Center (APC) - includes car wash, National or Private branded high quality food services (i.e. Blimpies®, Wendy's®, etc), Lube Express, banks or other ExxonMobil approved offerings. An ATM only does NOT qualify as an APC.

Payments for Supersites

A site pre-authorized as a supersite is required to purchase a minimum of 1.8M gallons per year. For sites that are preauthorized as a supersite, the site will be paid at a standard cpg rather than with the supersite additional cpg. If the second semiannual payment certifies that the annual submitted volume totals 1.8MGY or more (sum of both 6 month periods), the site will be given the additional supersite cpg for the first and second 6 month period as a supplemental payment.

SITE REPEAT PROGRAM PARTICIPATION

Repeat site participation (e.g. site project paid as conversion 4 years ago & Branded Wholesaler now wants to D&R location) is allowed contingent upon the following guidelines. Additionally, earlier project assistance must be terminated in favor of the new project.

- If repeating within a rebate based option under our 2014 program, the second project may be subject to a discount. The new CPG amount will be determined by your Territory Manager. Branded Wholesaler can also elect to pay back all funds previously paid on initial project to fully participate at 100% in new project.
- If repeating within a rebate based option, earlier project assistance is terminated in favor of the new project assistance.
- If going from Options #1 & #2 or BGP, then volume incentive funds on 2nd project will be reduced by the following factors based on the 2nd projects year of completion.

For 7 or 10 Year Initial Project Agreement

Initial Projects Remaining Yrs of Agreement ¹	2nd Projects Assistance Reduction Rate
7 Yrs*	70%
6 Yrs*	60%
5 Yrs	50%
4 Yrs	40%
3 Yrs	30%
2 Yrs	20%
1 Yr and less	10%

* Only applicable if initial project was paid out in two years.

¹ If initial project was paid under Exxon BGP then remaining years are based on the executed date of the first loan agreement.

For 15 Year Initial Project Agreement

Initial Projects Remaining Yrs of Agreement ¹	2nd Projects Assistance Reduction Rate
More than 10 Yrs	70%
9 Yrs	60%
8 Yrs	55%
7 Yrs	50%
6 Yrs	40%
5 Yrs	35%
4 Yrs	30%
3 Yrs	20%
2 Yrs and less	10%

¹ If initial project was paid under Exxon BGP then remaining years are based on the executed date of the first loan agreement

- Certain projects do not trigger Site Repeat Participation penalties. For example: sites previously paid for MPDs only.

PAYMENT SCHEDULES:

Upon receipt of approved payment request package by your Territory Manager, the payment processing will begin according to these schedules:

Option A

The 1st through eighth BIP payment will be for volume assistance and will be 100% of the consecutive 6 months actual eligible volume for the period, and will be available after each of the 6 month eligible volume periods during the 4 years.

Option B and C

The 1st through 20th BIP payment for Option B and 1st through 14th BIP payment for Option C will be for Volume Assistance and will be 100% of the consecutive 6 months actual eligible volume for the period, and will be available after each of the 6 month eligible volume periods during the 10 years for Option B and 7 years for Option C.

NOTES:

The time period for the Branded Wholesaler to begin data collection for eligible volume certification reporting starts the 1st day of the month following the project completion date (date Branded Wholesaler certifies project completion as noted in Section III of the BIP Pre-Authorization Agreement). For example, if project is completed July 15, 2014, volume period begins August 1. Once the start date is established, remaining payments will occur semi-annually after each six (6) month consecutive payment period for the duration of the option length selected.

DOCUMENTATION REQUIREMENTS:

Pre-Authorization:

Branded Wholesaler and the ExxonMobil TM complete Section 1 of the ExxonMobil Branded Wholesaler Brand Incentive Program (BIP) Agreement - Project Pre-Authorization/Completion Form and forward to Business Support Center for approval. Once approved, a copy of the executed document and cover letter is mailed to the Branded Wholesaler and that is their pre-authorization for participation within BIP for that project.

Project Completion:

Branded Wholesaler and the ExxonMobil TM complete the executed copy section II of the ExxonMobil Branded Wholesaler Brand Incentive Program (BIP) Agreement- Project Pre-Authorization/Completion Form and complete the ExxonMobil BIP Gemini Image Checklist. Both executed documents will be sent to ExxonMobil's Business Support Center for processing. Once processed, Branded Wholesaler will receive a copy of the completed BIP agreement and a volume certification form for that project.

Volume Certification:

At the end of each of the eligible volume periods, the BIP program on the portal will reflect "volume due" for that location. Branded Wholesaler should populate the appropriate screen and columns with the monthly volume for the period due and hit submit. This should be done within **90 days** of that period's volume being due. Branded Wholesaler should print screen after the volume is inserted and retain a copy for their records.

Branded Wholesaler agrees to allow ExxonMobil, upon giving reasonable advance notice, the right to audit, at ExxonMobil's expense during normal business hours, the accounting records and other pertinent documents which relate to the sales, purchases, receipts, storage or delivery of Exxon or Mobil branded gasoline by Branded Wholesaler. Branded Wholesaler must retain all such records for a minimum of five years.

PROGRAM EXAMPLES:

OPTION A

- Conversion project
- 1,200,000 MGY
- SPEEDPASS
- 3D Illuminated Gemini Image Canopy, with Gemini Image MPDs, Paint treatments, Gemini Image sign
- 8 payments over 4 years with a 10 year branding commitment

Branded Wholesaler chooses Option A-

1.5cpg / 4yrs + .15 cpg for 3D illuminated fascia + .25 cpg for Speedpass = 1.90 cpg over 4 years (8 payments)

Projected Annual BIP VOLUME (Gallons)	Exxon or Mobil BRAND	Select Referenced Standard 2014 BIP Option	Supersite? (Y/N)	Speedpass? (Y/N)	Gemini Image Canopy Fascia
1,200,000	Exxon	Conversion Option A - 1.5cpg / 4 yrs + .15 cpg for 3D Illuminated canopy fascia +.25 cpg for Speedpass 8 semi-annual payments over 4 years	N	Y	3D- internally illuminated

1) Assume the following actual eligible volumes

Volume Period	1-6 months	7-12 months	13-18 months	19-24 months	25-30 months	31-36 months	37-42 months	43-48 months
<i>Payment #</i>	1	2	3	4	5	6	7	8
<i>Actual Volume for Period</i>	600,125	605,000	630,000	650,000	670,000	690,000	700,000	728,000
<i>Cpg</i>	.0190	.0190	.0190	.0190	.0190	.0190	.0190	.0190
<i>Total BIP \$ Paid at end of period</i>	\$11,400	\$11,495	\$11,970	\$12,350	\$12,730	\$13,110	\$13,300	\$13,832

2) Assume actual annual eligible volume of 5,253,125 gallons total over the first four years

<i>Total Volume Assistance</i> 5,273,125 x .019 cpg =
\$100,189

PROGRAM EXAMPLES (continued):

OPTION #B

- NTI
- 1,400,000 MGY
- 4 MPDs without SPEEDPASS
- 3D Illuminated Gemini Image Canopy, with Gemini Image MPDs, Paint treatments, Gemini Image sign
- 20 payments over 10 years with a 10 year branding commitment

Branded Wholesaler chooses Option B –

1.00 cpg / 10 yrs + .10 cpg for 3D illuminated fascia = 1.10 cpg over 10 years (20 payments)

Projected Annual BIP VOLUME (Gallons)	Exxon or Mobil BRAND	Select Referenced Standard 2014 BIP Option	Supersite? (Y/N)	Speedpass? (Y/N)	Gemini Image Canopy Fascia
1,400,000	Mobil	NTI Option B - 1.00cpg / 10yrs + .10 cpg for 3D Illuminated canopy fascia 20 semi-annual payments over 10 years	N	N	3D- internally illuminated

1) Assume the following actual eligible volumes

Volume Period	1-6 months	7-12 months	13-18 months	19-24 months	25-30 months	31-36 months	37-42 months	43-48 months	49-54 months	55-60 months
Payment #	1	2	3	4	5	6	7	8	9	10
Actual Volume for Period	700,000	725,492	725,625	750,625	775,625	785,625	827,175	842,625	850,125	860,625
Volume x cpg	.011	.011	.011	.011	.011	.011	.011	.011	.011	.011
Total BIP \$ Paid at end of period	\$7,700	\$7,980	\$7,982	\$8,257	\$8,531	\$8,642	\$9,099	\$9,269	\$9,351	\$9,467

Volume Period	61-66 months	67-72 months	73-78 months	79-84 months	85-90 months	91-96 months	97-102 months	103-108 months	109-114 months	115-120 months
Payment #	11	12	13	14	15	16	17	18	19	20
Actual Volume for Period	861,000	862,000	865,000	870,000	872,000	873,000	875,000	876,000	878,000	880,000
Volume x cpg	.011	.011	.011	.011	.011	.011	.011	.011	.011	.011
Total BIP \$ Paid at end of period	\$9,471	\$9,482	\$9,515	\$9,570	\$9,570	\$9,592	\$9,603	\$9,625	\$9,658	\$9,680

2) Assume actual annual eligible volume of 15,687,084 gallons total over the first ten years

Total Volume Assistance 16,555,542 x .011 cpg =
\$182,111

PROGRAM EXAMPLES (continued):

OPTION #C

- Demolish and rebuild
- 1,600,000 MGY
- 4 MPDs with SPEEDPASS
- 3D Illuminated Gemini Image Canopy, with Gemini Image MPDs, Paint treatments, Gemini Image sign
- 14 payments over 7 years with a 7 year branding commitment

Branded Wholesaler chooses Option C –

1.00 cpg / 7 yrs + .10 cpg for 3D illuminated fascia +.15 cpg for newly installed Speedpass
= 1.25 cpg over 7 years (14 payments)

Projected Annual BIP VOLUME (Gallons)	Exxon or Mobil BRAND	Select Referenced Standard 2014 BIP Option	Supersite? (Y/N)	Speedpass? (Y/N)	Gemini Image Canopy Fascia
1,600,000	Mobil	D&R Option C - 1.00cpg / 7yrs + .10 cpg for 3D Illuminated canopy fascia + .15 cpg for Speedpass 14 semi-annual payments over 7 years	N	Y	3D-internally illuminated

1) Assume the following actual eligible volumes

Volume Period	1-6 months	7-12 months	13-18 months	19-24 months	25-30 months	31-36 months	37-42 months
Payment #	1	2	3	4	5	6	7
Actual Volume for Period	700,000	725,492	725,625	750,625	775,625	785,625	827,175
Volume x cpg	.0125	.0125	.0125	.0125	.0125	.0125	.0125
Total BIP \$ Paid at end of period	\$8750	\$9069	\$9070	\$9383	\$9695	\$9820	\$10340

Volume Period	43-48 months	49-54 months	55-60 months	61-66 months	67-72 months	73-78 months	79-84 months
Payment #	8	9	10	11	12	13	14
Actual Volume for Period	842,625	850,125	860,625	861,000	862,000	865,000	870,000
Volume x cpg	.0125	.0125	.0125	.0125	.0125	.0125	.0125
Total BIP \$ Paid at end of period	\$10,533	\$10,627	\$10,758	\$10,763	\$10,775	\$10,813	\$10,875

2) Assume actual annual eligible volume of 11,301,542 gallons total over the first seven years

Total Volume Assistance 11,301,542 x .0125cpg = \$141,269

TERMS AND CONDITIONS

- 1) A project Pre-Authorization/Completion Form for the proposed project will be jointly prepared by the Branded Wholesaler & ExxonMobil's Branded Wholesaler Territory Manager for submission to ExxonMobil's Business Support Center for approval prior to project construction. If not approved prior to construction, the project may be ineligible for payment under the Brand Incentive Program.
- 2) A project is not pre-authorized for this Brand Incentive Program until fully executed by ExxonMobil and a copy of the fully executed document has been returned to the Branded Wholesaler.
- 3) ExxonMobil reserves the right to impose security requirements (e.g. LOC) as a prerequisite to Pre-authorization.
- 4) Branded Wholesaler must receive ExxonMobil's prior acceptance for the project to be covered by the Brand Incentive Program.
- 5) Branded Wholesaler must then meet all criteria as outlined in program brochure and brand the location to ExxonMobil's image specifications.
- 6) Acceptance of this proposal by ExxonMobil in no way implies or guarantees any increase in gasoline volume to Branded Wholesaler's existing base as stated in Branded Wholesaler's ExxonMobil PMPA- Motor Fuels Franchise Agreement.
- 7) If the project is not completed within 12 months of ExxonMobil's acceptance date, then the pre-authorization will terminate.
- 8) A final inspection of the project by ExxonMobil's Branded Wholesaler Territory Manager is required before the project is eligible for payment under the program.
- 9) Branded Wholesaler is responsible for obtaining all equipment (including signs), licenses and permits, and is responsible for all aspects of construction.
- 10) The Eligible Volume Certification reporting term during which ExxonMobil will make incentive payments on is dependent on the chosen Program option, but will begin the 1st day of the month following the Project Completion date as certified by Branded Wholesaler in section III and will continue through consecutive months until payout period ends.
- 11) Branded Wholesaler agrees to allow ExxonMobil, upon giving reasonable advance notice, the right to audit, at ExxonMobil's expense during normal business hours, the accounting records and other pertinent documents which relate to the sales, purchases, receipts, storage or delivery of Exxon or Mobil branded gasoline by Branded Wholesaler. Branded Wholesaler must retain all such records for a minimum of five years.
- 12) Branded Wholesaler forfeits all rights, present and future, under the Brand Incentive Program for all of the Branded Wholesaler's locations if Branded Wholesaler knowingly submits an over-stated gasoline volume report for any location that is eligible to receive an incentive payment.
- 13) Branded Wholesaler will return to ExxonMobil all incentive payments made by ExxonMobil at this site as a result of Branded Wholesaler overstating volume reports.
- 14) Branded Wholesaler agrees to allow ExxonMobil, upon providing appropriate 30 day notification, to draft their account for any funds owed ExxonMobil from participation in the Brand Incentive Program.
- 15) Branded Wholesaler represents that it will brand the retail facility as an Exxon or Mobil facility for not less than 10 years unless customer chooses Option C for 7 years, and Branded Wholesaler acknowledges that ExxonMobil has relied upon this representation in making incentive payment under this agreement.
- 16) Branded Wholesaler recognizes that it would be difficult to quantify ExxonMobil's economic losses if (1) Branded Wholesaler's franchise relationship with ExxonMobil is terminated or non-renewed, (2) the retail facility is debranded, (3) the Branded Wholesaler ceases to be the supplier at this location (unless the repayment obligation hereunder has been transferred with ExxonMobil's consent to a new supplier), (4) the Branded Wholesaler discontinues actively marketing a minimum of three grades of Exxon or Mobil branded gasoline, (5) the location begins selling non-branded motor gasoline under the automotive canopy. Thus, if any of the aforementioned events occur after project completion date, then the Branded Wholesaler will pay a compensatory dollar amount as outlined below, to ExxonMobil for such losses: (collectively referred to as default events). Any unique opportunity agreements will be guided by the schedule on the back of that pre-authorization agreement.

Standard Reimbursement Schedule

	Option A	Option B	Option C
Year 1*	100%	100%	100%
Year 2	100%	100%	100%
Year 3	100%	100%	100%
Year 4	100%	100%	100%
Year 5	80%	80%	70%
Year 6	60%	60%	45%
Year 7	40%	40%	20%
Year 8	30%	30%	N/A
Year 9	20%	20%	N/A
Year 10	10%	10%	N/A

* Year One begins at project completion date

- 17) The damages here defined are confined to losses resulting from your repudiation of this Incentive Agreement, and shall not affect such other rights and remedies as ExxonMobil may have under this Incentive Agreement, under any other agreement with ExxonMobil and under applicable law including, but not limited to, the PMPA and the Uniform Commercial Code.
- 18) ExxonMobil reserves the right to stop accepting new entrants into the Branded Wholesaler Brand Incentive Program at any time.
- 19) ExxonMobil reserves the right to change or cancel the Branded Wholesaler Brand Incentive Program at any time.
- 20) Incentive payments shall be made by credit to Branded Wholesaler's account receivable or by EFT.
- 21) ExxonMobil shall make such payment within a reasonable time after ExxonMobil's receipt of Branded Wholesaler's statement certifying project completion and/or the volume of ExxonMobil gasoline purchased by Branded Wholesaler and sold through the retail location during the appropriate volume period.
- 22) Branded Wholesaler cannot assign or transfer its rights or obligations under this program without prior written consent from ExxonMobil and agreement from the new Branded Wholesaler supplier. Refusal to accept assignment of obligation by the new Branded Wholesaler supplier will result in a repayment obligation by the past/current Branded Wholesaler supplying location.
- 23) Branded Wholesaler will not be eligible for the Brand Incentive Program if location is merely switching between the Exxon and Mobil brands.
- 24) Branded Wholesaler acknowledges that the financial aspects of this Program are confidential and agrees to treat them accordingly. A failure of Branded Wholesaler to do so is a violation of this Agreement.
- 25) Branded Wholesaler acknowledges that previously installed Pay@Pump and/or Speedpass are not eligible for assistance.
- 26) Branded Wholesaler acknowledges that previous participation in past Exxon or Mobil or ExxonMobil programs at subject location may result in a reduction of assistance for current proposed project.
- 27) Branded Wholesaler must be in good credit standing with ExxonMobil to receive unsecured payments. This does not apply to standard Option A or B or C.
- 28) If Branded Wholesaler does not submit volume within 90 days of being due, ExxonMobil reserves the right to terminate the project which may result in monies due ExxonMobil.
- 29) Branded Wholesaler forfeits all rights, present and future, under the Brand Incentive Program for all locations if Branded Wholesaler is in violation of the terms of their existing contractual requirements, including but not limited to Branded Wholesaler's ExxonMobil PMPA Motor Fuels Franchise Agreement.
- 30) Branded Wholesaler acknowledges that all new projects must participate in an approved Exxon Mobil Mystery Shopper Program and ExxonMobil POP Program through the specified program term.
- 31) Sites must be branded and in operation for the entirety of each volume tracking period. If a site should debrand during a volume tracking period, the branded wholesaler forfeits reimbursement for the entire tracking period.

GLOSSARY OF TERMS

APC (Alternate Profit Centers) are ancillary businesses which sell a product or service to customers at the motor fueling facility and may include qualified projects such as fast food facilities, restaurants, banks, car wash, dry cleaning facilities, service facilities, etc. This does not include a bank ATM only.

CC (Competitive Conversion) projects are existing fueling facilities that are not Exxon or Mobil branded but which are to be converted to either the Exxon or Mobil brand.

Commencement Date is the project completion date as certified by the Branded Wholesaler which is the date the volume payment period can begin. This date is the 1st day of the first month following the project completion. The project completion date can be found in the Branded Wholesaler Certification paragraph in Section III on page 1 of the BIP agreement.

D&R (Demolish and Rebuild) projects require the complete demolition and rebuild of the existing store and canopy area. Projects may also qualify as a D&R if all the following criteria are met:

- Store is essentially rebuilt or the size is largely increased
- Minimum of \$250k above ground investment for total site, with at least \$100k of it spent on canopy/island improvements
- Must comply with Existing ExxonMobil image requirements in effect at time of project construction.

Eligible Volume is Exxon or Mobil branded gasoline sold under the branded automobile canopy (not truck canopies). Should any non-branded Exxon or Mobil gasoline be sold under the branded automobile canopy, financial assistance will end, and repayment under the terms of the program will be required.

Gemini Image is the latest ExxonMobil image. Image consists of treatments to the Canopy, ID signs, Dispensers, and Facility

Hi - Rise ID Signs are Exxon or Mobil identification signs that have a pole at least 30 feet high.

L.E.D Price Signs are electronic price signs used under the ID sign.

MPD (Multi-Product Dispenser) is a two sided single piece of equipment that dispenses at least three grades of Exxon or Mobil branded gasoline at one fueling location.

NTI (New to Industry) projects require the complete construction of a new motor fueling facility on land which is either undeveloped or developed with a facility currently having an alternate use. Motor fuel facilities that have been closed for 1 year or longer qualify as a NTI project.

Project Completion Date is the date certified by the Branded Wholesaler on the completed BIP agreements provided the project has been inspected and certified by the TM. The project completion date can be found in the Branded Wholesaler Certification paragraph in Section III on page 1 of the BIP agreement.

Volume Assistance Payment is the payment associated with the actual eligible volume times the cpg rate for the volume payment period indicated as part of the Branded Wholesaler's selected payment option.

Volume Payment Period is the uninterrupted eligible volume period from the commencement date to time of payment.

3D Illuminated Canopy is an internally illuminated 3D red (Exxon) or Blue (Mobil) and white fascia system for a canopy, is purchased from an ExxonMobil approved supplier, and is fully lighted on all visible sides (minimum 3).

ExxonMobil Branded Wholesaler Business 2014 Brand Incentive Program

BIP - Frequently Asked Questions (FAQ's)

- 1) **Is there a minimum volume to qualify for assistance?**
There is a minimum volume requirement for sites qualifying for Supersite status (1.8MGY).
- 2) **Is Branded Diesel Volume eligible to receive BIP assistance?**
No, not through this BIP program. Only branded motor gasoline (i.e. Regular, Mid-Grade, and Premium) is eligible for assistance. See your TM for questions involving Diesel assistance.
- 3) **If I do more than my predicted volume do I get additional assistance?**
Yes, if you do more volume than expected you will receive more; conversely, if you do less volume than expected you are entitled to less. Rebate payments are paid on actual volume.
- 4) **Can I receive any funding prior to the project completion or prior to the completion of the volume reporting period? No**
- 5) **How are payments to supersite locations handled?**
A site pre-authorized as a supersite is required to purchase a minimum of 1.8M gallons per year. For sites that are preauthorized under a 4 year payment program as a supersite, the site will be paid at a standard cpg rather than with the supersite additional cpg. If the second semiannual payment certifies that the annual submitted volume totals 1.8MGY or more (sum of both 6 month periods), the site will be given the additional supersite cpg for the first and second 6 month period as a supplemental payment. For sites that were preauthorized under a 10 year payment program as a supersite and meet the 1.8MGY hurdle, the site will be paid at standard cpg and an additional supplemental supersite payment will be made after that payment.
- 6) **What if I'm unable to install a 3D internally illuminated canopy fascia at my location?**
If location is a NTI or D&R and zoning or local ordinances prohibit such installation, submit a letter or document from them that indicates this. Upon ExxonMobil acceptance of this documentation, you would still be eligible for participation in BIP but would not receive the .15 cpg/4year Gemini Image incentive. For competitive conversions, the 3D internally illuminated fascia is recommended.
- 7) **Do we need to wait to receive an ExxonMobil BIP pre-authorization letter before we start the project?**
Yes, ExxonMobil will send you a letter confirming pre-authorization along with a copy of the executed BIP Pre-Authorization/Project Completion form.
- 8) **What if I just want to upgrade my MPDs to Pay @ Pump?**
No assistance will be offered under any programs for just upgrade to Pay @ Pump.
What if I just want to upgrade my MPDs to Pay @ Pump with Speedpass™?
No assistance will be offered under BIP for a Pay @ Pump and Speedpass™ only project.
- 9) **Can ATM's be considered as an Alternate Profit Center when applying as a Supersite? No**
- 10) **Do I need to replace my ID sign with the new Gemini Image ID?**
Gemini ID sign systems are required for NTIs. For CCs, Gemini ID sign systems are the recommended option & existing sign retrofits are the 2nd recommendation. D&Rs should install new Gemini signs; however, if zoning prohibits, signs should be refurbished.
- 11) **I wish to do a second project on a site I had previously received assistance under Exxon's BGP program. The BGP agreement associated with that project was 15 years in length. What would be the BIP cpg repeat participation rate reduction that would be applied to my second project at this site.**
Refer to the 15-Year Initial Project Agreement chart in the Site Repeat Participation section. Charts are also provided for seven and ten year agreements
- 12) **I wish to do a second project that would be subject to a repeat participation discount. Instead of having the second project discounted, are there any other options I have?**
Specifics for the alternative are listed on page 5 of this brochure. If the original project was a standard Option 3, B or C rebate only project, there is no repeat site participation penalty.

13) What are my responsibilities regarding marketing assistance as it applies to sites that are temporarily closed?

Sites temporarily closed are in default of the BIP agreement if not reopened 360 days after the temp closed date. The amount due under the reimbursement schedule is immediately due and payable based on the date site was temporarily closed. A demand letter will be sent requesting payment and any extensions require territory manager and/or area management approval.

14) Does ExxonMobil offer any assistance for hi rise signs?

Yes, under the 2014 BIP program for D&Rs, a customer can receive an additional .15cpg/4years under Option A or .10cpg/10 or 7 years for Options B or C (for replacement or refurbishment of an id sign with a pole over 30ft high). Sites that have previously upgraded their image to Gemini without any hi-rise assistance can use the Image Enhancement program to assist in completing hi rise replacement/refurbishment. The fixed payment option is only available for sites that have previously upgraded, not for new BIP submissions where additional cpg is the method of assistance.

15) I have a project planned or I have recently completed a project under the 2012 BIP program. Can I submit the payment request under the new program?

If the previously submitted project has not been certified as completed by the Branded Wholesaler, you may request a cancellation of the original Pre-Authorization for that project and submit a new Pre-Authorization under the 2014 BIP program. However, if the project has been certified completed under the original program, we cannot honor this type of request.

[Appendix I –BIP on the Portal FAQs](#)

BIP on the Portal – Frequently asked Questions

Branded Wholesalers can now access all their BIP site information on the ExxonMobil portal in the "Brand Incentive Program" community. This new comprehensive site will allow you to:

- View details involving each sites' participation and contract information
- Be alerted to sites with volume submissions due
- Submit BIP volumes online
- Review past payment history and repayment details

The details of each project are extracted from the Pre-authorization you signed to participate.

Do I have to submit the volume over the portal?

We encourage you to utilize this feature as soon as you have access to the application. On January 1, 2009, we will require you submit volume this way.

How do I access this application?

As long as you currently have access to "My Account" on the ExxonMobil Branded Wholesaler Portal, you should receive access to the community "Brand Incentive Program". This new community contains all the BIP/BGP program information.

I cannot log onto the portal or I cannot see where the BIP application is on the main portal screen.

If you do not have a portal ID, contact your Territory Manager. If you have an ID, but are having trouble with access, please call 1-877-566-3478 for portal assistance and choose option 2 for portal support.

If I am having trouble with the BIP Portal, who do I contact?

The chart below indicates the recommend contact for various inquiries:

Type of Inquiry/Problem	Who to contact
Portal Access	Operations Support at 1-877-566-3478. Option 2
Navigation in BIP Portal Application	Call your TM and/or refer to navigation manual
All other BIP Portal Questions	Call your TM

I do not agree with some of the data reflected for my projects. Who should I contact?

First, you should check your signed preauthorization to make sure it reflects what you signed. If that differs from what is displayed, please contact your TM.

How will supersite projects be paid?

First, a site must qualify as a supersite and be noted as such on the signed preauthorization (refer to the annual BIP brochure for details). We made a change on how supersite payments will be made. A site pre-authorized as a supersite is required to purchase a minimum of 1.8M gallons per year. For sites that were preauthorized under a 4 year payment program as a supersite, the site will be paid at standard cpg for first annual volume submission rather than with the supersite additional cpg. If the second 6 month volume submission certifies that the annual submitted volume totals 1.8MGY or more (sum of both 6 month periods), the site will be given the additional supersite cpg for the first 6 month period as well as being paid at the supersite rate for the second volume submission during that year. For sites that were preauthorized under a 10 year payment program as a supersite and meet the 1.8MGY hurdle, the site will be paid at standard cpg and an additional supplemental supersite payment will be made after that payment.

How do I get access to BIP Portal?

To get access to the BIP Portal you will need access to the Branded Wholesaler Portal including access to "My Account". Submit a "Portal Registration Form" to your Territory Manager. He will approve the form and forward to Portal Support. You will get your ID via email.

If you have an ID and can get into the Branded Wholesaler home page, but not into the BIP section, contact your TM. Your Territory Manager will advise BIP Portal Support to update your access.

Are all incentive repayments included?

This application only reflects ExxonMobil BIP and BGP programs. Monies due for Image Enhancement, Mobil Image or Speedpass Rebates are not included.

I have submitted my volume, how long will it take to receive payment?

You should receive payment within 10 business days after submitting volume via the portal. Please note that volumes submitted which are outside certain program criteria may cause delays in reimbursements as they are reviewed. Your TM may call you on submissions that have been delayed.

What does it mean if I get an error message when I submitted volume, explaining that the contract (it'll show the BIP number) is currently being processed?

It means that an Investment Specialist in the Customer Service Center is editing the contract at the same time in SAP.

The months on my volume submission screen do not show the correct month for Day 1 of a particular project.

If the BIP agreement that you signed allows for submission between the first and third month following completion date, and you want to lag their submission, you can request a change in the volume start period via your TM. The Investment Specialist would then validate and change the volume submission period.

When and for how long are my projects posted on the portal?

Projects are visible to customers after ExxonMobil approves the preauthorization and remain there for the full branding commitment.

How many different status classifications are there?

There are 6:

- Volume Due
- Expired Commitment
- Temp Close
- Pending TM Inspection
- Active
- Pmt Complete

How can a Branded Wholesaler manage their employee's BIP access levels?

If they want the employee to have access to "My Account", but not BIP:

- For existing Portal IDs, TM would send an email request to usfmportal@exxonmobil.com, provide portal ID and request access to BIP be removed, but that the ID retain access to "My Account"
- For new Portal IDs - the new "to be" form has a place for the Branded Wholesaler to check they type of access for each employee with one choice being "BIP & My Account". Branded Wholesaler would check this box; however, to deny access to BIP, the Branded Wholesaler would have to include a note in the email to the TM to customize access to "My Account" but to restrict BIP. TM would then approve and forward to usfmportal@exxonmobil.com.