



SUNOCO FLEET ASSOCIATION PROGRAM AGREEMENT (“Agreement”)

Sunoco, Inc. (R&M) is pleased to provide (the Association) details about the Sunoco Fleet Association Program (the Program).

In accordance with the following terms and conditions, Sunoco will market its products and services and provide enhanced rebates to eligible members of the Association. All terms of this agreement and any subsequent offerings related to it and participation by individual Association members are subject to credit approval of each association member by the issuing bank.

1. Sunoco Fleet Association Program Offer

- a. Association members will receive all of the standard features of the SunTrak® or Sunoco Universal Card programs. In addition, Association members will receive rebates as described in the Sunoco Fleet Association Rebate Program Description attached and identified as Attachment A – *Pricing and Rebate Schedule*.
- b. Association member Sunoco fuel purchases under the Program will be tracked and the aggregate will be furnished to the Association upon request.
- c. Rebates offered to Association members under the Program will be greater than those offered to non-association Sunoco retail customers.

2. Association Responsibilities

- a. On a best efforts basis, the Association will use available channels to assist in Program promotion (web site, newsletters, new member kits, benefit publications, meetings, email and mailings, etc.).
- b. The Association will not offer any competing fuel rebate program during the term of this Agreement.
- c. The Association will use its best efforts to notify Sunoco or its designated agent of any Sunoco promotions and provide samples of promotional materials. In addition, the Association will place Sunoco, or its designated agent, on mailing and distribution lists to ensure receipt of all promotions.
- d. On a mutually agreed on schedule between Sunoco and Association, and during the term of this Agreement, the Association will provide Sunoco with a list (in a mutually agreed upon format) of all members located in the markets served by Sunoco. The list should include contact name(s), local address, phone and fax numbers, and email addresses (when available) which will assist Sunoco representatives in contacting those members.

3. Confidentiality, Trade Secrets

- a. No party shall disclose the terms and conditions of this Agreement to any unrelated third party without the written consent of the other party, except as required by applicable law.

4. Trademarks, Trade names, Lists

- a. No party will use the other's trade names, service marks, brands, trademarks, except with prior permission. All rights to and ownership of Association membership lists remain with the Association. Sunoco shall not disclose or permit use of the association membership list to any unrelated third party without prior written permission.

5. Notice

Notices in connection with this agreement shall be delivered to:

Sunoco: Association:
Sunoco, Inc. (R&M)
10 Industrial Way, MS4
Lester, PA 19029
Attn: Card Marketing Manager

6. Card Approval and Card Issuance

Each Association member will be required to complete a Sunoco Suntrak® or Sunoco Universal card application in order to participate in this Program. All terms of the member agreement and any subsequent offerings related to it are subject to credit approval by the issuing bank.

7. Term / Termination of Agreement

This Agreement will remain in effect until either party terminates the agreement.

Association, Sunoco, Inc (R&M) may, at any time and for any reason, terminate this Agreement upon thirty (30) days' notice to the other party. At termination, this association agreement and any related agreements will be immediately terminated without penalty or liability to Sunoco, Inc. (R&M).

The parties have executed this agreement by duly authorized officers effective this day of , 20 .

Association

Sunoco, Inc., (R&M)

Name:

Name:

Title:

Title:

Signature:

Signature:

Date:

Date:

Attachment A

PRICING

1. Pricing; Fees (Participating Association Member)

- The SunTrak® Card Program has a flat monthly fee of \$10.00. There are no set-up or annual fees.
- The Universal Card Program has a \$40.00 set-up fee and a monthly per card charge of \$2.00. There are no annual fees.
- Purchase transactions are billed to the participating Association member at the posted retail pump price (including taxes). The Association is not responsible for any obligations under the Fleet Card(s) of its participating members.
- Fuel rebates are calculated at the time of billing and are based on gross fuel gallons purchased, except for tax exempt entities as permitted by law and in accordance with IRS regulations.
- There is no charge for replacement cards.
- There is 24/7 customer service at no charge
- There are no transaction fees.
- There are no processing fees.

2. Rebates

In any given month, where the aggregate of the Association's membership total gallons of Sunoco branded gasoline and Sunoco branded diesel purchased under above Fleet Card(s) is less than 25,000 gallons, the rebate schedule will be the following based on each individual member's purchases of those products for the month.

SunTrak Card Rebate Tier

The rebate tier of the SunTrak® Card program is determined by gross fuel gallons purchased as follows¹:

Monthly Sunoco Gallons	Rebate %
1 – 2,999	2.25%
3,000 – 5,999	2.50%
6,000+	3.00%

Example* of Potential Savings			
Price per Gallon	Sunoco Gallons	Monthly Spend	Rebate
\$3.00	1,700	\$5,100.00	\$114.75
\$3.00	3,000	\$9,000.00	\$225.00
\$3.00	10,000	\$30,000.00	\$900.00

Universal Fleet Card Rebate Tier

The rebate tier of the Universal Card program is determined by gross fuel gallons of Sunoco branded gasoline and Sunoco branded diesel purchased at Sunoco locations only as follows:

Monthly Sunoco Gallons	Rebate ¢ per gallon
1 – 2,999	2.0¢
3,000 – 5,999	4.0¢
6,000+	6.0¢

Example* of Potential Savings				
Price per Gallon	Total Monthly Gallons	Sunoco Gallons	Monthly Spend at Sunoco	Rebate
\$3.00	3,400	1,700	\$5,100.00	\$34.00
\$3.00	6,000	3,000	\$9,000.00	\$120.00
\$3.00	20,000	10,000	\$30,000.00	\$600.00

* The tables above are an example of rebates with a \$3.00 price per gallon. The tables do not represent or guarantee a fixed retail price for fuel. The tables are intended only to provide an example of how rebates are calculated based on monthly purchases.

¹ Tax Exemptions - An Internal Revenue Service interpretation of regulations pertaining to retail sales of undyed diesel fuel has caused Sunoco, Inc (R&M) to no longer process Federal Excise Tax deductions on purchases of undyed diesel fuel. Purchases of gasoline, convenience store items, and automotive maintenance service will not be affected. All fuel prices, rebates, and **tax exemptions** shown above are for illustrative purposes only. Tax exemptions will be processed as permitted by law and in accordance with Internal Revenue Service regulations.

Merchant Discounts - Additional merchant discounts are managed by the SunTrak®/Universal Card programs. Merchants are Sunoco dealers or distributors, who are independent entities that may furnish additional discounts or offers, which are voluntary on the part of the dealers and distributors and are solely the responsibility of those independent entities. As such, Sunoco, Inc (R&M) and the issuing bank has had no involvement in the construction or design of additional discounts and have no responsibility for additional discounts and neither guarantee or assume any liability for such discounts and/or offers.

Enhanced Rebate Tier: Member Purchases in Excess of 25,000 gals./mo.

In order for Association members, who purchase less than 6,000 gallons of Sunoco branded fuel per month, to receive the highest tier (3% rebate on the Suntrak® card and 6¢ rebate on the Universal card) off of their total monthly bill, the Association’s participating members as a whole must purchase more than 25,000 Sunoco gallons of branded motor fuel per month. This rebate will appear on each member’s individual billing statement along with the other detailed fueling reports.

Monthly Assoc Sunoco Gallons

>= 25,000

Rebate for ALL members

3% rebate on the Suntrak® card
6¢ rebate on Sunoco gallons the Universal card

Each Association member pays the associated monthly fees for the SunTrak® or Universal Card. With this fee, the member would receive the corresponding fuel rebates outlined

above along with detailed individual reports and account management functions that will be available online at www.sunocosuntrakonline.com for the SunTrak Card and www.sunocouniversalfleetonline.com for the Universal Card.

3. Association Incentive Bonus

In addition, if the Association's participating members' Sunoco purchases for the quarter meet or exceed 100,000 gallons, the Association administration will receive a rebate of 0.25% based on all the members quarterly purchases at Sunoco. The Association would be responsible for any applicable taxes on any rebate received by the Association.

Quarterly Assoc Sunoco Gallons

>/= 100,000

Association Rebate

0.25%

4. Enrollment Process – Association Members

For Association members to enroll, they can simply call 1-800-950-6124 to reach a customer service representative who can facilitate their application process or they can contact their Sunoco Regional Commercial Marketing Manager.

If a member is an existing Sunoco Card customer, they can call 1-800-950-6124 and inform the representative that they are now part of Association Sunoco Fleet Card Program. They will then begin to receive any enhanced rebates that they qualify for under the terms and conditions of this agreement.

5. Other Terms

Sunoco reserves the right to modify the rebate and eligibility terms on sixty (60) days notice.

Void where prohibited.