

Cooperative Fund Program – Effective January 1, 2007

The ConocoPhillips Wholesale Branded Marketer Cooperative Fund (“Co-Op Fund”) Program is designed to assist Marketers in promoting the ConocoPhillips brands.

Marketers qualify to earn funds based on contracted gasoline volume associated with Marketer Supplied Outlets (“MSO”) classified on the Ex A-2 of the Branded Marketer Agreement (“BMA”) as 1) Traditional and not participating in the MSA or 2) Other Non-MSA. These accumulated funds are available for use on approved advertising and other items as listed on the ConocoPhillips Marketing website under approved Co-Op Fund elements.

Rules and Conditions of the Co-Op Fund Program:

Enrollment:

Beginning January 1, 2007, any Marketer with MSOs that are classified on the Ex A-2 of the BMA as 1) Traditional and not participating in the MSA or 2) Other Non-MSA will be eligible to participate in the Co-Op Fund Program. Participating MSOs must comply with all Oasis brand and image requirements.

Earning Co-Op Dollars:

Marketers will earn \$0.0015 per gallon on contracted gasoline volume associated with the qualifying MSO on the Marketer’s BMA Exhibit A-2. Co-Op Fund earnings are calculated and adjusted by the Marketer’s total quarterly contract compliance percentage (not to exceed 100%). Accrued funds are posted to the ConocoPhillips Marketing website quarterly.

Accrued funds will be credited to the Marketer’s Co-Op Fund account during the month following the end of each quarter. Funds are available for two years following the quarter in which they were earned.

Spending Co-Op Dollars and Submitting Co-Op Claims:

Co-Op accrued funds may be spent on a number of approved items as detailed on the ConocoPhillips Marketing website. After spending money on approved elements, Marketer may submit claims via the ConocoPhillips Marketing website detailing the invoice amount spent on approved items. Claims must be submitted within 60 days of invoice date.

ConocoPhillips will reimburse Marketer for seventy-five percent (75%) of the approved claim amount. Once submitted and approved, reimbursements will be made via electronic funds transfer (EFT) to Marketer’s bank account within approximately thirty (30) days following the approval of the payment by ConocoPhillips.

If funds are not fully or partially available for a claim, the claim will be placed in pending status until accrued Co-Op funds are available. All submitted claims are eligible for reimbursement for two (2) years from submittal date. A pending claim that exists past this timeframe will expire.

FTC Guideline Requirements:

By participating in the Co-Op Fund Program, Marketer agrees to notify all retailers to whom it sells, of the retailer's purchases of the products in the preceding quarter, in order to establish the retailer's Co-Op Fund Program for each quarter.

In the event any retailer does not elect to take part in the Co-Op Fund Program or desires to pool its funds for use by Marketer on the retailer's behalf, Marketer may obtain a signed letter assigning to the Marketer the retailer's rights to the available funds earned through the retailer's purchases from the Marketer. This letter of authorization will be submitted to ConocoPhillips upon request.

In the event the retailers elect to take part in the Co-Op Fund Program, Marketer will submit to ConocoPhillips the Marketer's claim for reimbursement and retain all documented evidence of the approved Co-Op Fund Program items completed by the retailer. Upon reimbursement, Marketer will then reimburse the retailers for the amount paid, up to the limit of each retailer's Co-Op Fund Program total. When reimbursement is other than the amount claimed, the reason(s) will be supplied by ConocoPhillips (i.e. pending status).

ConocoPhillips reserves the right to audit Marketer's books, the books of advertisers, newspaper publishers, radio and television stations, and other third parties concerning claims submitted. Failure to grant such permission will relieve ConocoPhillips of any obligation to honor such claims.

Transferring Sites:

If a MSO transfers from one Marketer to another Marketer, there will be no transfer of Co-Op Fund Program accrued funds. However, once the MSO transfers to another Marketer, the receiving Marketer may begin to accrue Co-Op Funds for that MSO.

Termination of Marketer BMA:

Should a Marketer's BMA be terminated for any reason, the Co-Op Fund Program balance associated with that Marketer will be forfeited upon termination.

Auditing:

ConocoPhillips reserves the right to audit at any time. Paid claims will be selected for audit at random. When a claim is selected, the appropriate marketer will be notified. The Marketer will have thirty (30) days to provide requested documentation. A Marketer who fails to submit the proper information within the given timeframe forfeits the opportunity to submit data. Any monies previously paid on the related claim will be drafted from Marketer's account. Marketers are required to retain all documentation on each claim for two (2) years from the date of the claim.

Upon completion of an audit, results shall be documented and posted to the ConocoPhillips Marketing website for Marketer to view. If a Marketer fails to pass an audit, which includes verification of proper pre-approval for applicable items and logo use as listed on the ConocoPhillips Marketing website, the Co-Op funds related to that audit will be drafted from the Marketer's account.

Co-Op Fund Program Modification or Termination of Program Offering:

The Co-Op Fund Program may be amended or terminated by ConocoPhillips at any time with thirty (30) days written notice to Marketer.

Approved Cooperative Fund Program Items

Outdoor*

Billboards

Painted bulletins or panel skins on city, state and interstate highways contracted through legitimate outdoor advertising companies. Billboard design artwork must be submitted to and pre-approved by COP Brand Management.

State Highway Exit Signs & rental fees

One set of four interstate advance information ramp signs that meet state requirements. Individual states utilize approved sign companies to manufacture these signs.

Broadcast*

Radio

Spot announcements and selected sponsorships purchased directly from individual radio stations qualify. Each commercial must be primarily devoted to branded products or services sold at branded locations. All radio advertising campaigns in support of brand positioning events must be submitted to and pre-approved by COP Brand Management.

TV / Cable

Television advertisements purchased from local television and cable companies qualify. Each commercial must be primarily devoted to branded products or services sold at branded locations. All television advertising campaigns in support of brand positioning events must be submitted to and pre-approved by COP Brand Management.

Print*

Direct Mail

Circulars, mailers and fliers advertising branded products or services. Distribution must be by bulk mail or accredited local distribution.

Newspaper

All daily, weekly, and Sunday papers servicing the marketer's/dealer's specific trade area are eligible. All newspaper advertising campaigns in support of brand positioning events must be submitted to and pre-approved by COP Brand Management.

Magazines

Magazines circulated in the marketer's/dealer's specific trade advertising branded products or services are eligible. All magazine advertising campaigns in support of brand positioning events must be submitted to and pre-approved by COP Brand Management.

Programs

Advertising solicited by local civic organizations to be placed in their publications.

Yellow pages

Advertising for branded products or services featuring brand identification is at least 25% of total ad space.

Crinds (card readers)

Approved CRIND card readers and receipt printers are eligible.

High Rise Signs

Installation of approved COP brand signs on pole mounts exceeding the height of normal dual pole installations. These signs are most common to highway and interstate locations. Minimum pole height requirements per Oasis sign system rules must be met.

Generators

The purchase or rental of gasoline-powered generators for use at branded locations is eligible.

Uniforms (only direct purchase from approved uniform provider)

The purchase of uniforms with brand logos from a COP-approved uniform vendor is eligible.

Window or Wall Mount Sign Box Frames

Window or wall mount sign box frame hardware is eligible.

Approved POS materialsPump topper inserts

Pump topper inserts ordered from Pointsmith or other COP-approved supplier.

Credit card application holders

Credit card application holders (in-store & at the pump) ordered from Pointsmith or other COP-approved supplier.

Special EventsSweepstakes

Marketer/Dealer/Reseller-managed in-store promotional campaigns that have a register-to-win entry box, entry forms, and rules and restrictions promoting the sale of COP branded gasoline.

Grand openings

Promotions marking the opening of new-to-brand locations.

Anniversary promotions

Marketer and/or location anniversaries celebrating landmark years-of-service.

Island Greeters

Staff or temporary help on the gasoline islands promoting COP branded gasoline or proprietary credit card.

***Logo Guidelines**

Logo must be used and prominently displayed in all advertising media including print, billboards, television, and internet and meet the guidelines that are found on Bizlink under Brand Advertising.

***Oasis Compliance**

Implementation of any media through the Co-Op Fund Program must adhere to the Oasis Image guidelines at all times.