

October 9, 2006

Dear Exxon and Mobil Retailers:

ExxonMobil is announcing revised credit and debit card processing fees for the ExxonMobil Card Guide. On behalf of GE Money Bank, ExxonMobil is advising you of changes to the fees charged for processing credit and debit card transactions made at your Exxon or Mobil branded location.

The card processing fees on Attachment 1 will be effective for card transactions processed by GECC/MCCBG on and after October 16, 2006. Attachment 1 also includes a clarification of the Card Guide Issuer's right to use the card processing fees and the relationship of the card processing fees to third party network fees. Attachment 1 constitutes an amendment to the June 2006 issue of the ExxonMobil Automotive Card Guide. This amendment will appear in the next revision of the Card Guide.

Highlights of this upcoming card processing fee revision include:

- The elimination of all fees on all ExxonMobil Proprietary Consumer, Proprietary Business and Co-Brand MasterCard transactions, including inside and Speedpass transactions associated with these three card products
- A reduction on ExxonMobil Proprietary Fleet Card fees
- An increase on bank (PIN) debit card fees
- A decrease on all Visa card fees

In our opinion, the most impactful "Self-Help" action to address third party credit card fees is to promote the use of ExxonMobil Proprietary card products at Exxon and Mobil sites. The latest (August 2006) Nilson Report, a leading publication covering the consumer payment industry, confirms that ExxonMobil continues to have the industry leading proprietary Consumer and Business Card programs in terms of highest cardholder spending and the most volume at Exxon and Mobil retail locations. As we look ahead to next year's card issuer consolidation and the tremendous card marketing opportunities ahead of us by having a single issuer managing the ExxonMobil Proprietary Consumer, Proprietary Business and Co-Brand MasterCard products, what better way to help you maximize the potential of using this "Self-Help" initiative to address third party credit card fees than to eliminate all fees associated with these ExxonMobil card products.

Regarding the increase in Bank (PIN) debit card rates, these rates are being harmonized nationwide and increased overall. Despite this increase, ExxonMobil's Bank (PIN) debit card rates remain competitive vs. our industry peers.

And finally, we continue to work relentlessly with third party credit card associations to negotiate lower card acceptance rates. The decrease in Visa fees reflects the results of our recent negotiations with Visa.

Through your support, we continue to have industry-leading Proprietary Consumer and Business Card programs and the elimination of fees associated with these programs demonstrates our continuing commitment to support your efforts. The roll-out of the Speedpass Instant Activation program earlier this year provided you with an innovative site-level tool to acquire new Speedpass users. Speedpass Instant Activation not only allows you to increase the base of loyal customers, it also has the added benefit of lowering card acceptance costs as card processing fees are lower for third party credit cards linked to Speedpass.

Overall, ExxonMobil's goal is to provide you with industry-leading proprietary card programs, innovative payment solutions such as Speedpass and Speedpass Instant Activation, as well as overall card fees that are competitive within our industry. We are in the midst of planning exciting and impactful proprietary card marketing activities for 2007 and will share the details of these upcoming activities with you early next year.

Sincerely,

Ken MacGibbon  
Distributor Sales Manager

Jim McDonald  
Dealer Sales Manager

## Attachment 1

### Amendment to the ExxonMobil Automotive Card Guide

The ExxonMobil Automotive Card Guide is amended as follows:

1. The table on page 7.7 is replaced with the following table:

#### **Card Processing Fees** (Effective October 16, 2006)

<b>Card Type</b> <sup>(1)</sup>	<b>Processing Fee</b> (% of Sales Amount plus Per Transaction Fee)
<b>ExxonMobil Consumer &amp; Business Cards</b> <ul style="list-style-type: none"><li>• Pay At The Pump</li><li>• Inside &lt; \$51</li><li>• Inside &gt; \$51</li></ul>	<b>No Fee</b>
<b>ExxonMobil MasterCard</b>	<b>No Fee</b>
<b>ExxonMobil Cash Card</b>	<b>\$0.10</b>
<b>ExxonMobil Fleet / Esso Cards</b>	<b>2.10% + \$0.08</b>
<b>Debit Cards - All States</b>	<b>1.50% + \$0.10</b>
<b>Visa</b> <ul style="list-style-type: none"><li>• Speedpass</li><li>• Electronic – except Speedpass</li></ul>	<b>1.85% + \$0.10</b> <b>1.95% + \$0.10</b>
<b>MasterCard and Discover</b> <ul style="list-style-type: none"><li>• Speedpass</li><li>• Electronic – except Speedpass</li></ul>	<b>1.90% + \$0.10</b> <b>2.00% + \$0.10</b>
<b>American Express and JCB</b> <ul style="list-style-type: none"><li>• Speedpass</li><li>• Electronic – except Speedpass</li></ul>	<b>2.25% + \$0.10</b> <b>2.90% + \$0.10</b>
<b>Third Party Fleet Cards</b> <sup>(2)</sup>	<b>3.00% + \$0.10</b>
<b>Car Care One</b>	<b>1.40% + \$0.08</b>
<b>Paper Tickets</b>	<b>3.4%</b>

<sup>(1)</sup> Unless otherwise noted, the fee for a card type applies to both card-based and Speedpass transactions.

<sup>(2)</sup> Includes Voyager and Wright Express cards

2. Section 36 of Section 10 of the ExxonMobil Automotive Card Guide, is amended by adding the following sentences:

“For the avoidance of doubt, the Card Guide Issuer may use and/or dispose of the processing fee it retains in any manner that the Card Guide Issuer may choose in its sole discretion, including without limitation, paying all or part of the processing fee to ExxonMobil. The processing fee charged by the Card Guide Issuer is greater than the interchange fees imposed by credit and debit card networks, and the total of the processing fees paid by the Card Guide Issuer to ExxonMobil may or may not be greater than ExxonMobil’s total expenses associated with providing payment services for Retailers and Distributors.”