

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of)	
)	
Marathon Petroleum Corporation,)	
a corporation,)	
)	
Express Mart Franchising Corp.,)	File. No. 181-0152
a corporation,)	
)	
Petr-All Petroleum Consulting Corporation,)	
a corporation, and)	
)	
REROB, LLC,)	
a limited liability company.)	
)	

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”) has initiated an investigation of the proposed acquisition by Respondent Marathon Petroleum Corporation, through its wholly owned subsidiary, Speedway LLC (collectively “Marathon”), of retail fuel outlets from Respondents REROB, LLC, Petr-All Petroleum Consulting Corporation, and Express Mart Franchising Corp. (collectively “Proposed Respondents”). The Commission’s Bureau of Competition has prepared a draft administrative complaint (“Draft Complaint”). The Bureau of Competition, Proposed Respondents, and Sunoco LP (“Sunoco”) enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief to resolve the allegations in the Draft Complaint through a proposed Decision and Order and Order to Maintain Assets, all of which are attached, to present to the Commission.

IT IS HEREBY AGREED by and between Proposed Respondents and Sunoco, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Marathon Petroleum Corporation is a corporation organized, existing, and doing business under, and by virtue of, the laws of the State of Delaware, with its office and principal place of business located at 539 South Main Street, Findlay, Ohio 45840.

2. Proposed Respondent Express Mart Franchising Corp. is a corporation organized, existing, and doing business under, and by virtue of, the laws of the State of New York, with its office and principal place of business located at 7401 Round Pond Road, Syracuse, New York 13212.

3. Proposed Respondent Petr-All Petroleum Consulting Corporation is a corporation organized, existing, and doing business under, and by virtue of, the laws of the State of New York, with its office and principal place of business located at 7401 Round Pond Road, Syracuse, New York 13212.
4. Proposed Respondent REROB, LLC is a limited liability company organized, existing, and doing business under, and by virtue of, the laws of the State of New York, with its office and principal place of business located at 7401 Round Pond Road, Syracuse, New York 13212.
5. Sunoco LP is a limited partnership organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its headquarters and principal place of business located at 8111 Westchester Drive, Suite 600, Dallas, Texas 75225.
6. Sunoco enters into this Consent Agreement solely for purposes of agreeing to the requirements of Paragraph IX of the Decision and Order, Paragraph VI of the Order to Maintain Assets, and any reporting obligations pursuant to the Commission's Rules of Practice.
7. Proposed Respondents and Sunoco admit all the jurisdictional facts set forth in the Draft Complaint.
8. Proposed Respondents and Sunoco waive:
 - a. any further procedural steps;
 - b. the requirement that the Decision and Order and the Order to Maintain Assets contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order or Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
9. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the Draft Complaint, or that the facts as alleged in the Draft Complaint, other than jurisdictional facts, are true.
10. Proposed Respondents shall submit an initial compliance report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than 30 days after the date on which Proposed Respondents execute this Consent Agreement and subsequent compliance reports every 30 days thereafter until the Order to Maintain Assets becomes final. After the Order to Maintain Assets becomes final, the reporting obligations contained in the Order to Maintain Assets shall control and the reporting obligations under this Consent Agreement shall cease. Each compliance

report shall set forth in detail the manner in which Proposed Respondents have complied, have prepared to comply, are complying, and will comply with the Consent Agreement, Decision and Order, and Order to Maintain Assets. Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are in compliance with the Consent Agreement, the Decision and Order, and the Order to Maintain Assets.

11. Sunoco shall submit an initial compliance report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than 30 days after the date on which Sunoco executes this Consent Agreement and subsequent compliance reports every 30 days thereafter until the Order to Maintain Assets becomes final. After the Order to Maintain Assets becomes final, the reporting obligations contained in the Order to Maintain Assets shall control and the reporting obligations under this Consent Agreement shall cease. Each compliance report shall set forth in detail the manner in which Sunoco has complied, has prepared to comply, is complying, and will comply with the Consent Agreement, Paragraph IX of the Decision and Order, and Paragraph VI of the Order to Maintain Assets. Sunoco shall provide sufficient information and documentation to enable the Commission to determine independently whether Sunoco is in compliance with the Consent Agreement, Paragraph IX of the Decision and Order, and Paragraph VI. of the Order to Maintain Assets.
12. Each compliance report submitted pursuant to Paragraphs 10 and 11 above shall be verified in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer or another officer or employee specifically authorized to perform this function. Commission Rule 2.41(a), 16 C.F.R. § 2.41(a), requires that the Commission receive an original and 2 copies of each compliance report. Proposed Respondents and Sunoco shall file a paper original of each compliance report with the Secretary of the Commission and electronic copies of each compliance report with the Secretary at ElectronicFilings@ftc.gov, and with the Compliance Division at bccompliance@ftc.gov. In addition, Proposed Respondents and Sunoco shall provide a copy of each compliance report to the Monitor, if one has been appointed pursuant to the Decision and Order and the Order to Maintain Assets.
13. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Commission accepts the Consent Agreement. If the Commission accepts this Consent Agreement, the Commission will place it, together with the Complaint, the proposed Decision and Order, the Order to Maintain Assets, an explanation of the provisions of the proposed Decision and Order and the Order to Maintain Assets, and any other information that may help interested persons understand the order on the public record for the receipt of comments for 30 days.
14. Because there may be interim competitive harm, the Commission may issue and serve its Complaint (in such form as the circumstances may require) and the

Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.

15. This Consent Agreement contemplates that, if the Commission accepts the Consent Agreement, the Commission thereafter may withdraw its acceptance of this Consent Agreement and notify Proposed Respondents and Sunoco, in which event the Commission will take such action as it may consider appropriate. If the Commission does not subsequently withdraw such acceptance pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, and it has already issued the Complaint and Order to Maintain Assets, the Commission may, without further notice to Proposed Respondents and Sunoco, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
16. The Decision and Order and the Order to Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondents and Sunoco by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), or by delivery to United States counsel for Proposed Respondents and Sunoco identified in this Consent Agreement, shall constitute service to Proposed Respondents and Sunoco, respectively. Proposed Respondents and Sunoco waive any rights they may have to any other manner of service. Proposed Respondents and Sunoco also waive any rights they may otherwise have to service of any appendices attached to or incorporated by reference into the Decision and Order or the Order to Maintain Assets, if Proposed Respondents and Sunoco are already in possession of such Appendices, and agree that they are bound to comply with and will comply with the Decision and Order and the Order to Maintain Assets to the same extent as if they had been served with copies of the Appendices.
17. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
18. By signing this Consent Agreement, Proposed Respondents represent and warrant that:
 - a. they can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order and the Order to Maintain Assets including, among other things, effectuating all required divestitures, assignments and transfers, and obtaining any necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers; and
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order and the Order to Maintain Assets are parties to this Consent Agreement

and are bound as if they had signed this Consent Agreement and were made parties to this proceeding, or are within the control of parties to this Consent Agreement, the Decision and Order and the Order to Maintain Assets, or will be after the acquisition.

19. By signing this Consent Agreement, Sunoco represents and warrants that it will comply with Paragraph IX of the Decision and Order and Paragraph VI of the Order to Maintain Assets and further represents and warrants that all parents, subsidiaries, affiliates, and successors necessary to effectuate its compliance with Paragraph IX of the Decision and Order and Paragraph VI of the Order to Maintain Assets are within the control of Sunoco.
20. Proposed Respondents and Sunoco have read the Draft Complaint, the proposed Decision and Order, and the Order to Maintain Assets. Proposed Respondents and Sunoco agree to comply with the applicable terms of the proposed Decision and Order and the Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents and Sunoco understand that once the Commission has issued the Decision and Order and the Order to Maintain Assets, they will be required to file one or more compliance reports setting forth in detail the manner in which they have complied, have prepared to comply, are complying, and will comply with the Decision and Order and the Order to Maintain Assets. When final, the Decision and Order and the Order to Maintain Assets shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. Proposed Respondents and Sunoco further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets.

Marathon Petroleum Corporation

By: Gary R. Heminger
Chairman and Chief Executive Officer
Dated: _____

Peter J. Love
Jones Day
Counsel for Marathon Petroleum Corporation
Dated: _____

Express Mart Franchising Corp.

By: Andrea R. Waldman
Authorized Officer
Dated: _____

Petr-All Petroleum Consulting

By: Andrea R. Waldman
Authorized Officer
Dated: _____

REROB, LLC

By: Andrea R. Waldman
Manager
Dated: _____

Roderick C. McDonald
Bond, Schoeneck & King, PLLC
Counsel for Express Mart, Petr-All Petroleum
Consulting, and REROB, LLC
Dated: _____

FEDERAL TRADE COMMISSION

By: Helder G. Agostinho
Attorney
Bureau of Competition

Peter Richman
Assistant Director
Mergers III Division
Bureau of Competition

Ian R. Conner
Deputy Director
Bureau of Competition

D. Bruce Hoffman
Director
Bureau of Competition

SUNOCO LP
By its general partner Sunoco GP LLC

By: Joseph Kim
President and Chief Executive Officer
Sunoco GP LLC

Dated: _____

SUNOCO LP
By its general partner Sunoco GP LLC

By: Arnold Dodderer
General Counsel, Sunoco GP LLC

Dated: _____