

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of)
)
)
 ArcLight Energy Partners Fund VI, L.P.,) File No. 151-0149
 a limited partnership.)
)
)

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (Commission), having initiated an investigation of the proposed acquisition by ArcLight Energy Partners Fund VI, L.P. ("ArcLight") of 100% of the partnership interests of Gulf Oil Limited Partnership from Cumberland Farms ("Cumberland"), and it now appearing that ArcLight hereinafter sometimes referred to as proposed respondent, is willing to enter into this Agreement Containing Consent Orders (Consent Agreement) to divest certain assets and providing for other relief:

IT IS HEREBY AGREED by and between proposed respondent, by its duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed respondent ArcLight Energy Partners Fund VI, L.P. is a limited partnership organized, existing, and doing business under, and by virtue of the laws of Delaware, with its corporate office and principal place of business located at 200 Clarendon Street, 55 Floor, Boston, Massachusetts 02116.
2. Proposed respondent admits all the jurisdictional facts set forth in the draft of complaint here attached.
3. Proposed respondent waives
 - (a) any further procedural steps;
 - (b) the requirement that the Commission Decision and Order and Order to Maintain Assets, both of which are attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - (c) all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order or the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - (d) any claim under the Equal Access to Justice Act.

4. Because there may be interim competitive harm, Commission may issue its Complaint and Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
5. This Consent Agreement is for settlement purposes only and does not constitute an admission by proposed respondent that the law has been violated or alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
6. Proposed respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, no later than thirty (30) days after the date on which proposed respondent executes this Consent Agreement and every thirty (30) days thereafter until the Order to Maintain Assets becomes final. Each such report shall set forth in detail the manner in which the proposed respondent has to date complied or has prepared to comply, is complying, and will comply with the Decision and Order to Maintain Assets. Such reports will not become part of the public record unless and until the Consent Agreement, the Decision and Order to Maintain Assets is accepted by the Commission for public comment.
7. In each report described in Paragraph 6, proposed respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether proposed respondent is in compliance with the Decision and Order to Maintain Assets. Each report shall be verified by a notarized signature or self-verified in the manner set forth in 28 U.S.C. § 1746. Section 2.41(a) of the Commission's Rules, 16 C.F.R. § 2.41, requires that an original and two copies of all compliance reports be filed with the Commission. Proposed respondent shall file an original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division in electronic form. In addition, proposed respondent shall provide a copy of each report to the monitor appointed pursuant to the Order to Maintain Assets.

8. ra nt to shalein prha41m-10(ac)-1(hf)3-3(.41m-1/3.12 (h)-4(et)-or)]TJ 11.73 e0 Td [0 Tc]TJ 11.7bs

amount provided by law for each violation of the Decision and the Order to Maintain Assets after they become final.

ArcLight Energy Partners Fund VI, L.P.

Federal Trade Commission
Bureau of Competition

Daniel R. Revers
Managing Partner

Jennifer Milici
Attorney

Dated: _____, 2015

APPROVED:

Kay Lynn Brumbaugh, Esq.
Andrews Kurth LLP
1717 Main Street, Suite 3700
Dallas, Texas 75201
Counsel for ArcLight

Patricia Galvan
Deputy Assistant Director

Dated: _____, 2015

Phillip L. Broyles
Assistant Director

Deborah L. Feinstein
Director