



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



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.

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.



**SUNOCO LP**  
**By its general partner Sunoco GP LLC**

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

Dated: \_\_\_\_\_

**SUNOCO LP**  
**By its general partner Sunoco GP LLC**

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By: Arnold Dodderer  
General Counsel, Sunoco GP LLC

Dated: \_\_\_\_\_