

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter
Christine S. Wilson

In the Matter of)
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)
Arko Holdings Ltd. ,)
a corporation,)
)
GPM Southeast, LLC,) File No. 2010041
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rd Floor, Tel Aviv 6971068, Israel, with its United States office for purposes of service of process by the Commission located at 8565 Magellan Parkway, Suite 400, Richmond, Virginia 23227.

2. Proposed Respondent GPM Southeast, LLC is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its executive offices and principal place of business located at 8565 Magellan Parkway, Suite 400, Richmond, Virginia 23227.
3. Proposed Respondent GPM Petroleum, LLC is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its executive offices and principal place of business located at 8565 Magellan Parkway, Suite 400, Richmond, Virginia 23227.
4. Proposed Respondent Empire Petroleum Partners, LLC is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its principal place of business located at 850 North Central Expressway, M2185, Dallas, Texas 75206.
5. Proposed Respondents admit all the jurisdictional facts set forth in the Draft Complaint
6. Proposed Respondents 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 the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
7. 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.
8. 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 the Order to Maintain Assets. Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed

Assets, if Proposed Respondents 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

14. 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
15. 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
16. Proposed Respondents have read the Draft Complaint, the proposed Decision and Order, and the Order to Maintain Assets. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents 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 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

<p>Arko Holdings Ltd.</p> <hr/> <p>By: Arie Kotler Chief Executive Officer Arko Holdings Ltd.</p> <p>Dated: _____</p> <hr/> <p>Efrat Hybloom Klein Chief Financial Officer Arko Holdings Ltd.</p> <p>Dated: _____</p> <p>GPM Southeast, LLC</p> <hr/> <p>By: Arie Kotler Chief Executive Officer GPM Southeast, LLC</p> <p>Dated: _____</p> <hr/> <p>Maury Bricks General Counsel GPM Southeast, LLC</p> <p>Dated: _____</p>	<p>Federal Trade Commission</p> <hr/> <p>By: Steven R. Couper Nicolas Stebinger Attorneys, Mergers III Division Bureau of Competition</p> <hr/> <p>Brian Telpner Deputy Assistant Director Bureau of Competition</p> <hr/> <p>Peter Richman Assistant Director Bureau of Competition</p> <hr/> <p>Daniel Francis Deputy Director Bureau of Competition</p> <hr/> <p>Ian R. Conner Director Bureau of Competition</p> <p>Dated: _____</p>
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GPM Petroleum, LLC

By: Arie Kotler
Chief Executive Officer
GPM Petroleum, LLC

Dated: _____

Maury Bricks
General Counsel
GPM Petroleum, LLC

Dated: _____

Stephen M. Pepper
Greenberg Traurig, LLP
Counsel for Arko Holdings Ltd., GPM
Southeast, LLC, and GPM Petroleum, LLC

Dated: _____

Empire Petroleum Partners, LLC

By: Richard T. Golman
Chief Executive Officer
Empire Petroleum Partners, LLC

Dated: _____

Edward G. Biester, III
Duane Morris LLP
Counsel for Empire Petroleum Partners, LLC

Dated: _____