

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

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In the Matter of )  
 )  
Global Partners LP, )  
a limited partnership, and )  
 )  
Richard Wiehl, )  
anatural person. )  
 )

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FTC File No 2110050

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission initiated an investigation of the proposed acquisition by Proposed Respondent Global Partners LP of certain retail service station and convenience store assets from Proposed Respondent Richard Wiehl. Collectively "Proposed Respondents". The Commission's Bureau of Competition has prepared a draft administrative complaint ("Draft Complaint"). The Bureau of Competition, Proposed Respondents, and proposed Acquirer Petroleum Marketing Group, Inc. ("PMG") enter into this Agreement Containing Consent Orders ("Consent Agreement"). Proposed Respondents enter into the Consent Agreement to divest certain assets and to provide for other relief to resolve the allegations in the Draft Complaint through a proposed Decision and Order and Order to Maintain Assets which are attached to present to the Commission. MB enters into the Consent Agreement to receive p

- 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.
5. This Consent Agreement is for settlement purposes only and does not constitute an admission by the Proposed Respondents that the law has been violated as alleged in the Draft Complaint, or that the facts alleged in the Draft Complaint, other than jurisdictional facts, are true.
  6. 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. 10 12 169b( a)4. .0 12 16.88

other information that may help interested persons understand the order is public record for the receipt of comments for 30 days

9. 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 Consent Agreement for public comment
10. 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, 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 Commission Rule 2.34, 16 C.F.R. § 2.34, and it has already issued the Complaint and the Order to Maintain Assets the Commission may, without further notice to Proposed Respondents, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
11. 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 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 identified in this Consent Agreement, shall constitute service to Proposed Respondents. Proposed Respondents waive any rights they may have to any other manner of service. Proposed Respondents 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 Order to Maintain 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 had been served with copies of the Appendices
12. 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
13. 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, 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, 4 (m)-2 (ong o2s)-5,04 Tc Oy n.2 470.88 2 (he)4 (r)(;)T (

relief contemplated by this Consent Agreement, the Decision and Order, and the Order to Maintain Assets; ~~the~~ ~~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; ~~but~~ after the acquisition.

14. Proposed Respondents ~~have~~ read the Draft Complaint, the proposed Decision and Order, and the Order to Maintain Assets. ~~From the date~~ Proposed Respondents sign the Consent Agreement, each agrees to comply with the terms of the proposed Decision and Order, and Proposed Respondents agree to comply with the Order to Maintain Assets. ~~Proposed~~

GLOBAL PARTNERS LP

By: \_\_\_\_\_

Eric Slifka  
President and Chief Executive Officer  
Global Partners LP

Date: \_\_\_\_\_

By: \_\_\_\_\_

David Smith Esq.  
Vinson & Elkins LLP  
Counsel for Global Partners LP

Date: \_\_\_\_\_

RICHARD WIEHL

By: \_\_\_\_\_  
Richard Wiehl

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Alycia Ziarno Esq.  
Nixon Peabody LLP  
Counsel for Richard Wiehl

Date: \_\_\_\_\_

PETROLEUM MARKETING GROUP, INC.

By: \_\_\_\_\_

Abdolhossein Ejtemai  
Founder and Chief Executive Officer  
Petroleum Marketing Group, Inc.

Date: \_\_\_\_\_

By: \_\_\_\_\_

David E. Kay, Esq.  
Lerch, Early & Brewer, Chtd.  
Counsel for Petroleum Marketing Group, Inc.

Date: \_\_\_\_\_

FEDERAL TRADE COMMISSION

By: \_\_\_\_\_

Kurt HerreraHeintz  
Attorney  
Bureau of Competition

\_\_\_\_\_  
Jessica S. Drake  
Deputy Assistant Director  
Bureau of Competition

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Bureau of Competition

\_\_\_\_\_  
Mark J. Woodward  
Acting Deputy Director  
Bureau of Competition

\_\_\_\_\_  
Holly L. Vedova  
Director  
Bureau of Competition

Date: \_\_\_\_\_