

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

_____)	
In the Matter of)	
)	
Irving Oil Limited,)	
a Canadian corporation,)	
)	Docket No. C-
and)	
)	
Irving Oil Terminals Inc.,)	
a corporation.)	
_____)	

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Irving Oil Limited (“Irving”) and Irving Oil Terminals Inc. (“Irving Oil”) (hereinafter “Proposed Respondents”) of ExxonMobil Oil Corporation and Mobil Pipe Line Company’s energy fuel terminal and pipeline assets located in Maine, and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to cease and desist from doing certain acts and providing for other relief:

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

1. Respondent Irving Oil Limited is a Canadian corporation organized, existing, and doing business under, and by virtue of, the laws of Canada, with its office and principal place of business located at 10 Sydney Street, Saint John, New Brunswick, Canada E2L 4K1.
2. Respondent Irving Oil Terminals Inc. is a corporation organized, existing, and doing business under, and by virtue of, the laws of Delaware with its office and principal place of business located at 190 Commerce Way, Portsmouth, New Hampshire 03801.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
 - (a) any further procedural steps;

- (b) the requirement that the Commission's Decision and Order, which is 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 to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - (d) any claim under the Equal Access to Justice Act.
5. Proposed Respondents shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, within thirty (30) days of the date on which they execute this Consent Agreement, and subsequent reports every thirty (30) days thereafter until the Decision and Order becomes final. Each report shall be signed by Proposed Respondents and shall set forth in detail the manner in which the Proposed Respondents have to date complied, are complying, and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
 6. In each of the reports described in Paragraph 5, the Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondents are in compliance with this Consent Agreement and the Decision and Order. All reports shall be verified by a notarized signature or sworn statement, or self verified in the manner set forth in 28 U.S.C. §1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondents 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.
 7. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue and serve its Complaint (in such form as the circumstances may require) and issue and serve its Decision and Order, in disposition of the proceeding.
 8. 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 of Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.

9. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached and issue and serve the attached Decision and Order containing an order to cease and desist and providing for other relief in disposition of the proceeding and (2) make information public in respect thereto.
10. When final, the Decision and Order shall have the same force and effect, and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service.
11. The Complaint may be used in construing the terms of the Decision and Order and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
12. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement.
13. Proposed Respondents have read the draft of the Complaint and the Decision and Order contemplated hereby. Proposed Respondents understand that once the Decision and Order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement. 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 after it becomes final.

Signed this ____ day of May, 2011.

IRVING OIL LIMITED

Mike Ashar
President and Chief Executive Officer

IRVING OIL TERMINALS INC.

Gary Bischof
President

Raymond Jacobsen, Esq.
Joel Grosberg, Esq.
McDermott, Will & Emery LLP
600 13th Street, NW
Washington, D.C. 20005
Counsel for Irving Oil Limited and
Irving Oil Terminals Inc.

FEDERAL TRADE COMMISSION
BUREAU OF COMPETITION

Robert E. Friedman, Esq.
Attorney

APPROVED:

Peter Richman, Esq.
Deputy Assistant Director

Phillip L. Broyles, Esq.
Assistant Director

Norman Armstrong, Jr., Esq.
Deputy Director

Richard A. Feinstein, Esq.
Director