

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

)	
In the Matter of)	
)	File No. 141-0171
Par Petroleum Corporation,)	
a corporation.)	
)	

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Par Petroleum Corporation (hereinafter “Proposed Respondent”) of the outstanding voting securities of Koko’oha Investments, Inc. and it now appearing that Proposed Respondent is willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to divest certain rights 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 Par Petroleum is a corporation organized, existing, and doing business under, and by virtue of, the laws of the State of Delaware, with its corporate office and principal place of business located at 800 Gessner Road, Suite 875, Houston, Texas 77010.
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’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 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.
4. Proposed Respondent shall submit an initial compliance 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 Decision and Order becomes final. Each compliance report shall set forth in precise detail the manner in which the Proposed Respondent has complied or has prepared to comply, is complying, and will comply with the Consent Agreement and Decision and Order. Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondent is in compliance with the Consent Agreement and Decision and Order.

5. Each report submitted pursuant to Paragraph 4 above 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 format.
6. This Consent Agreement shall not become part of the public record of the proceeding unless and until the Consent Agreement 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 Respondent, in which event the Commission 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 its Decision and Order, in disposition of the proceeding.
7. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that the law has been violated as 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.
8. 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 Respondent: (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached and the following Decision and Order in disposition of the proceeding, and (2) make information public with respect thereto.
9. When so entered, the Decision and Order will 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 Respondent by any means provided in § 4.4(a) of the Commission's Rules, 16 C.F.R. § 4.4(a), including, but not limited to, delivery to an office within the United States of counsel for Proposed Respondent identified in this Consent Agreement, shall constitute service. Proposed Respondent waives rights it may have to any other manner of service.

10. 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 limit, vary, or contradict the terms of the Decision and Order.
11. By signing this Consent Agreement, Proposed Respondent represents and warrants that it can fulfill all the terms of and 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 and the attached Decision and Order are parties to, or within the control of parties to, this Consent Agreement and the attached Decision and Order.
12. Proposed Respondent has read the draft of Complaint and the Decision and Order contemplated hereby. Proposed Respondent understands that once the Decision and Order has been issued, Proposed Respondent will be required to file one or more compliance reports setting forth in detail the manner in which it has complied, is complying, and will comply with the Decision and Order.
13. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order from the date it signs this Consent Agreement. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after they become final.

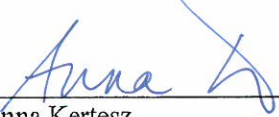
Par Petroleum Corporation



James Matthew Vaughn
Senior Vice President and General Counsel


Dated: February 25, 2015.

Federal Trade Commission
Bureau of Competition



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APPROVED:



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Dated: February 25, 2015.

Deborah L. Feinstein

Deborah L. Feinstein
Director