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September 27, 2013

**Randall Hofley**  
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**VIA E-MAIL**

Mr. Jos LaRose  
 Deputy Registrar  
 Competition Tribunal  
 Thomas D'Arcy McGee Building  
 90 Sparks Street, Suite 600  
 Ottawa, Ontario K1P 5B4

COMPETITION TRIBUNAL TRIBUNAL DE LA CONCURRENCE  <b>FILED / PRODUIT</b>  CT-2013-008 September 30, 2013  Jos LaRose for / pour REGISTRAR / REGISTRAIRE	
OTTAWA, ONT	# 1

Dear Mr. LaRose:

**RE: Application to Vary the Registered Consent Agreement In the Matter of The Commissioner of Competition and Suncor Energy Inc., CT-2009-11, as amended in CT-2010-004 ("Consent Agreement")**

Pursuant to rule 2(1) of the *Competition Tribunal Rules*, we write on an expedited basis to request that the Consent Agreement be varied on consent pursuant to paragraph 106(1)(b) of the *Competition Act* (the "**Act**"). On March 29, 2009, the Commissioner entered into a Consent Agreement with Suncor Energy Inc. ("**Suncor**") and Petro-Canada. Suncor and Petro-Canada have since been amalgamated and Suncor remains the sole Respondent in this matter.

By way of this Application, Suncor and the Commissioner (together, the "**Parties**") propose to vary the Consent Agreement, which had previously been varied on consent in 2010 for reasons unrelated to the present Application. The Commissioner consents to the filing of this Application, an acknowledgement of which is included at Appendix "A" to this letter.

Pursuant to the Consent Agreement, Suncor was required to implement prohibitions on the disclosure or exchange of Competitively Sensitive Information between Suncor and Pioneer, a business for which Suncor holds a 50% interest. Those prohibitions are set out at Confidential Schedule "F" to the Consent Agreement. For the reasons set out in the preamble to the confidential version of the draft Amendment enclosed herewith and as elaborated upon at Appendix "B" to this letter, the Parties have agreed to vary Confidential Schedule "F". The confidential version of the draft Amendment is set out at Appendix "C".

Section 110 of the Consent Agreement also provides that the Parties may agree to amend the Consent Agreement in any manner pursuant to subsection 106(1) of the Act.

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We note that, in previous cases, the Tribunal has granted amendments expeditiously (e.g., in the matter of a week) on consent without the need for the Parties to appear in person. We respectfully request that the Tribunal order the Amendment as soon as possible. In the event that the Tribunal should require that the Parties provide further clarification or explanation, the Parties would be pleased to provide same on an expedited basis and are, of course, prepared to make themselves available on a day/time next week at the Tribunal's convenience for a case conference in person or by telephone.

Thank you for your, and the Tribunal's, consideration of the within Application.

Yours very truly,

(for) Randall Hofley

- c. Kelly McKinnon, *Competition Bureau Mergers Branch*  
Nicholas Cartel, *Competition Bureau Legal Services Branch*  
Brian Facey and Graham Smith, *Blake, Cassels & Graydon LLP*

**APPENDIX "A" – CONSENT OF THE COMMISSIONER OF COMPETITION**

The Commissioner of Competition, the Applicant to the Consent Agreement registered in respect of matter CT-2009-11, and as amended in matter CT-2010-004, through his counsel, consents to an order by the Competition Tribunal in the form of the amendment to the Consent Agreement enclosed herewith as Appendix "C" to this letter.

DATED at Gatineau, Quebec this 27<sup>th</sup> day of September, 2013



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**Counsel for the Commissioner of  
Competition**

**APPENDIX "B" – CONFIDENTIAL REASONS FOR VARIATION**

**[CONFIDENTIAL]**

**APPENDIX “C” – CONFIDENTIAL VERSION OF DRAFT AMENDMENT**

**[CONFIDENTIAL]**