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May 25, 2010

DELIVERED

Mr. Joseph LaRose
Deputy Registrar
The Competition Tribunal
Thomas D'Arcy McGee Building
Suite 600 - 90 Sparks St.
Ottawa, Ontario
K1P 5B4

COMPETITION TRIBUNAL TRIBUNAL DE LA CONCURRENCE	
FILED / PRODUIT Date: May 26, 2010 CT-2010-004	
Chantal Fortin for / pour REGISTRAR / REGISTRAIRE	
OTTAWA, ONT.	# 1

Dear Sir:

Re: Amalgamation of Suncor Energy Inc. ("Suncor") and Petro-Canada ("Petro Canada"), CT-2009-011

We write to request that the Consent Agreement registered on July 22, 2009 ("**Consent Agreement**") in the above-noted matter be varied on consent pursuant to paragraph 106(1)(b) of the *Competition Act*. Please note that the amalgamation of Suncor and Petro Canada was consummated on August 1, 2009; thus Suncor is the only remaining respondent in this matter.

Pursuant to the Consent Agreement, Suncor was to cause a Divestiture (as defined under the Consent Agreement) of its interest in a number of retail gas stations, identified in a schedule to the Consent Agreement. In respect of four stations, Suncor and the Commissioner have agreed, as provided for under paragraph 22(a) of the Consent Agreement, that Suncor may enter into a long term lease/sublease arrangement with Canadian Tire Corporation ("**CTC**"), whereby CTC will operate these stations independently from Suncor. The terms of the agreement between the Commissioner and Suncor, which are confidential, are set out in a letter dated Friday, May 14, 2009, a copy of which is enclosed ("**Confidential Letter Agreement**").

Pursuant to paragraph 12 of the Confidential Letter Agreement, the Commissioner and Suncor have agreed to the immediate registration of the Confidential Letter Agreement as a confidential schedule to the Consent Agreement. Suncor asserts, and the Commissioner accepts, that the Confidential Letter Agreement contains commercially sensitive information, the unrestricted disclosure of which could result in commercial harm to Suncor.

In the circumstances, Suncor and the Commissioner present this joint application pursuant to section 106 of the *Competition Act* for an order varying the Consent Agreement so as to add the Confidential Letter Agreement as a confidential schedule to the Consent Agreement and to amend paragraph 108 of the Consent Agreement to include the new schedule as one of the schedules for which confidentiality continues to apply during and following the duration of the Consent Agreement. We enclose a public and confidential version of a draft order to this effect for the Competition Tribunal's consideration.

In previous cases, including *The Commissioner of Competition v. Akzo Nobel N.V.* (CT-2007-010) and *The Commissioner of the Competition v. Agrium Inc.* (CT-2009-16), the Competition Tribunal made orders on consent pursuant to section 106 without the need for counsel for the parties to appear in person. Should you require further information regarding the application or the circumstances surrounding the application, we would be pleased to provide whatever information is required.

Sincerely,



Nikiforos Iatrou
Counsel to the Commissioner of Competition



Calvin S. Goldman, Q.C.
Counsel to Suncor Energy Inc.

Encl.

Cc: Calvin S. Goldman, Q.C.