

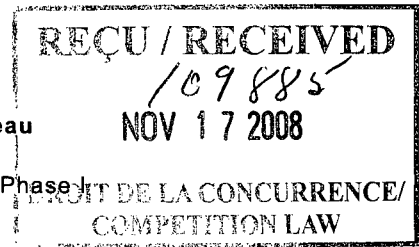


Ministère de la Justice
Canada

Department of Justice
Canada

Bureau de la concurrence
Services juridiques
Place du Portage, Tour I
22^e étage
50, rue Victoria
Gatineau (Québec)
K1A 0C9

Competition Bureau
Legal Services
Place du Portage, Phase I
22nd floor
50 Victoria Street
Gatineau, Quebec
K1A 0C9



Téléphone/Telephone: (819) 953-3901
Télécopieur/Facsimile: (819) 953-9267
Courriel/Email: john.syme@cb-bc.gc.ca

November 12, 2008

The Registrar
Competition Tribunal
Thomas D'Arcy McGee Building
600 - 90 Sparks Street
Ottawa ON K1P 5B4

COMPETITION TRIBUNAL TRIBUNAL DE LA CONCURRENCE FILED / PRODUIT November 19, 2008 CT- 2008-005 Chantal Fortin for / pour REGISTRAR / REGISTRAIRE	
OTTAWA, ONT.	# 0004

Dear Sir:

Re: Consent Agreement between the Commissioner of Competition and Superior Plus LP registered by the Tribunal on May 12, 2008 (the "Consent Agreement" or "Agreement")

Would you kindly bring this letter to the attention of Madam Justice Simpson.

Please find below a description of a proposed amendment to the referenced Consent Agreement. The amendment is respectfully sought jointly by the Commissioner of Competition ("Commissioner") and Superior Plus LP ("Superior") pursuant to subsection 106(1) of the *Competition Act*. We believe that all facts relevant and material to the amendment sought are set out below. However, should your Honour wish to have additional information or instruct the parties to file a formal application, we would of course provide either or both to you with dispatch. We would greatly appreciate your direction in this regard.

On August 2, 2007, Superior entered into an agreement with Irving Oil Limited and Irving Marketing Limited (collectively "Irving") whereby Superior would purchase certain of Irving's retail propane assets in Central and Western Newfoundland (the "Acquisition"). Superior and the Commissioner subsequently entered into the Consent Agreement, which was registered by the Tribunal on May 12, 2008 (a copy of the Agreement is attached as Annex "A"). The Agreement requires Superior to divest certain assets in order to address the likely substantial prevention or lessening of competition ("SLC") in the retail propane gas and related service markets in Central and Western Newfoundland resulting from the Acquisition.

The assets to be divested (the "Divestiture Assets"), which are listed in Schedule "A" to the Consent Agreement, include an 85,000 gallon bulk storage tank. On the last day of the initial sale period under the Consent Agreement, Superior conditionally agreed to sell the Divestiture Assets to North Atlantic Petroleum ("NAR"); except that, after conferring with the Competition Bureau, Superior substituted a 30,000 gallon tank for the referenced 85,000 gallon tank. The substitution was made because NAR had indicated that it was not prepared to purchase the 85,000 gallon tank, as it is a non-standard size and a smaller tank would be more suitable to NAR's business.

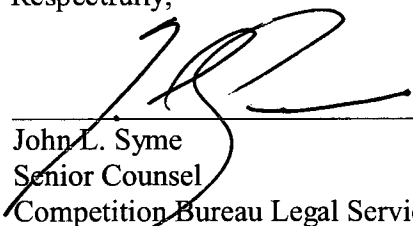
The Commissioner agreed to that substitution in light of the Commissioner's view that the asset package, with the 30,000 gallon tank substitution, would be sufficient to address the SLC associated with the Acquisition. That view was based principally on the size of the commercial propane market in Western Newfoundland and the fact that virtually all other bulk propane facilities in Western and Central Newfoundland markets use 30,000 gallon bulk storage tanks. It is important to note that the 85,000 gallon tank provided for in the Consent Agreement was originally owned and operated by Irving in Western Newfoundland and it was Superior's intention to decommission that tank after the Acquisition was completed. The 85,000 gallon tank was therefore included in the divestiture package as it was the most efficient and least costly option for divestiture, not because the Commissioner was of the view that a tank, with a capacity of 85,000 gallons, was required.

The Commissioner advised Superior that notwithstanding the Commissioner's agreement to the substitution, the divestiture could not proceed unless the Commissioner approved the sale to NAR pursuant to the Consent Agreement and, in that event, the Competition Tribunal approved the tank substitution. Superior/NAR's obligations under their agreement of purchase and sale are subject to obtaining both those approvals.

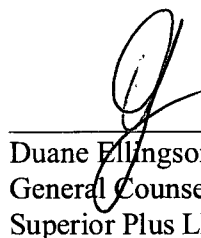
On October 31, 2008, the Commissioner approved the sale by Superior to NAR.

We now seek the Tribunal's approval to the proposed amendment as outlined above. We have attached as Annex "B" to this letter a draft order reflecting the proposed amendment. However, as noted above, if your Honour wishes to have additional information regarding this matter and/or instructs the Commissioner to file a formal application, we will provide either or both, as directed.

Respectfully,



John L. Syme
Senior Counsel
Competition Bureau Legal Services



Duane Ellingson
General Counsel
Superior Plus LP