

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

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In the Matter of	)	
	)	
Alimentation Couche-Tard Inc.,	)	
a corporation; and	)	File No. 1710207
	)	
CrossAmerica Partners LP,	)	
a limited partnership.	)	

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AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission ("Commission") initiated an investigation of the proposed acquisition by Alimentation Couche-Tard Inc., through its wholly owned subsidiary, Circle K Stores Inc., and CrossAmerica Partners LP (collectively, "Proposed Respondent") of JetPep, Inc. The Commission's Bureau of Competition has prepared a draft administrative complaint ("Draft Complaint"). The Bureau of Competition and Proposed Respondent enter into this Agreement Containing Consent Orders ("Consent Agreement") to divest certain assets and providing for other terms to resolve the allegations in the Draft Complaint through a proposed Decision and Order ("Decision and Order") and Order to Maintain Assets ("Asset Maintenance Order"), all of which are attached to present to the Commission.

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

1. Proposed Respondent Alimentation Couche-Tard Inc. is a 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 4204 Industriel Blvd., Laval, Quebec H7L 0E3, Canada, and its United States address for service of process and of the Complaint, the Decision and Order, and the Asset Maintenance Order as follows: Corporate Secretary, Circle K Stores Inc., 1130 W. Warner Road, Tempe, Arizona 85284.
2. Proposed Respondent CrossAmerica Partners LP is a limited partnership organized, existing and doing business under and by virtue of, the laws of the State of Delaware, with its office and principal place of business located at 515-Hampton Street, Suite 200 Allentown, Pennsylvania 18101.
3. Proposed Respondent admit all the jurisdictional facts set forth in the Draft Complaint.
4. Proposed Respondent waive:
  - a. any further procedural steps;



an explanation of the provisions of the proposed Decision and Order and the Asset Maintenance Order, and any other information that may help interested persons understand the order to be placed in the public record for the receipt of comments for thirty days

9. Because there may be interim competitive harm, the Commission may issue serve its Complaint (in such form as the circumstances may require) and the Asset Maintenance Order in this matter at any time after it accepts the Consent Agreement for public comment.
10. This Consent Agreement contemplates that the Commission accepts the Consent Agreement the Commission thereafter may withdraw its acceptance of this Consent Agreement and notify Proposed Respondent which event the Commission will take such action as it may consider appropriate. If the Commission does not subsequently withdraw such acceptance pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, and it has already issued the Complaint and Asset Maintenance Order the Commission may, without further notice to Proposed Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding
11. The Decision and Order and the Asset Maintenance Order shall become final upon service.

holders, and other third parties to effectuate the divestitures, assignments, and transfers;

- b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order and the Asset Maintenance Order are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding, or are within the control of parties to this Consent Agreement and the Decision and Order and the Asset Maintenance Order, or will be after the acquisition

14. Proposed Respondents have read the Draft Complaint, the proposed Decision and Order, and the Asset Maintenance Order.

Alimentation CoucheTard Inc.

FEDERAL TRADE COMMISSION

By: Brian Hannasch  
President and Chief Executive Officer  
Alimentation CoucheTard Inc.

By: Kara Todd  
Attorney in Charge  
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Dated: 6 \_\_\_\_\_  
David ( ) [ ]  
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Dated: \_\_\_\_\_

CrossAmerica Partners LP

By: Jeremy L. Bergeron  
President and Chief Executive Officer  
CrossAmerica Partners LP

Dated: \_\_\_\_\_

David I. Gelfand  
Cleary Gottlieb Steen & Hamilton LLP  
2000 Pennsylvania Avenue, NW  
Washington, DC 20006  
Counsel for Alimentation CoucheTard Inc.  
and CrossAmerica Partners LP

Dated: \_\_\_\_\_