

CAUSE NO. D-1-GV-08-002337

IN THE MATTER OF  
STATE OF TEXAS

AND

MOTIVA ENTERPRISES LLC  
AND SHELL OIL PRODUCTS  
US

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§

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

120 JUDICIAL DISTRICT

Filed in The District Court  
of Travis County, Texas

BP OCT 08 2008  
At  
Amalia Rodriguez-Mendoza, Clerk

ASSURANCE OF VOLUNTARY COMPLIANCE

BACKGROUND

- A. WHEREAS, the undersigned Attorneys General believe that underage access to tobacco products constitutes a serious and continuing threat to public health based upon the following:
- More than 80% of regular adult smokers began smoking as children;
  - Every day in the United States about 2,000 children begin smoking cigarettes, and one third of those children will one day die from a tobacco-related disease;
  - Studies show that the younger a person begins smoking, the more likely it is that he or she will be unable to quit in later life and will suffer a disease attributable to tobacco use;
  - Studies indicate that youth demonstrate signs of addiction after smoking only a few cigarettes;
  - According to United States Food & Drug Administration ("FDA"), on average among all U.S. retailers, one in every four attempts by a person 15 to 17 years old to purchase cigarettes over the counter results in a sale;
  - An estimated 690 million packs of cigarettes are sold illegally to children each year nationwide, and 47% of youth who report buying cigarettes identify retail outlets that sell gasoline as their primary point of purchase, and another 27% identify convenience stores;
  - More than 400,000 Americans die each year from diseases caused by tobacco use;
- B. WHEREAS, Motiva Enterprises LLC and Shell Oil Products US (collectively the "Companies") are proud of their fuel distribution practices, and believe them to be in full compliance with laws and regulations;
- C. WHEREAS, the Companies are committed to doing more to demonstrate their commitment to the health and welfare of our nation's youth, and to step forward voluntarily to help lead national efforts against youth access to tobacco.

THEREFORE, the Companies agree to enter into the following Assurance of Voluntary Compliance on the terms set forth below.

## AGREEMENT

1. This Assurance of Voluntary Compliance (“Assurance”) is entered into by the Attorneys General of Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, and Wyoming (collectively “the undersigned Attorneys General”) on behalf of their respective states, commonwealths, or jurisdictions (collectively “the States”) and Motiva Enterprises LLC and Shell Oil Products US (collectively the “Companies”).<sup>1</sup>
  
2. This Assurance follows an analysis of the results of compliance checks conducted by state authorities under state statutes and federal law (42 U.S.C. § 300x26(b)(2)) to enforce laws prohibiting sales of tobacco products to minors. Such data indicates that Shell-branded convenience stores made tobacco sales to persons under the age of 18 in controlled compliance checks. The Attorneys General believe that such sales may violate the Consumer Protection statutes<sup>2</sup> of their respective states and/or other laws. The Companies believe that they are in full compliance with applicable laws and regulations.

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<sup>1</sup> With regard to Georgia and Virginia, this document will be titled an “Agreement.” With regard to Tennessee, this Assurance is entered into a conjunction with the Tennessee Division of Consumer Affairs.

<sup>2</sup> §13A-12-3, Code of Alabama (1975); Alaska Unfair Trade Practices and Consumer Protection Act, AS 45.50.471 et seq.; A.R.S. § 44-1521 et seq. (AZ); Arkansas Code Annotated 4-88-101 et seq.; Cal. Bus. & Prof. Code § 17200 et seq. (CA); Colorado Consumer Protection Act, §§ 6-1-101, et seq., C.R.S. (2005); Conn. Gen. Stat. § 42-110a et seq. (2007) (CT); Del. Code Ann. Tit. 6, §§ 2501-2536 (2005); District of Columbia Consumer Protection Procedures Act, D.C. Code § 28-3901 et seq. (2001) (DC); Fla. Stat. Ann. § 501.201 et seq. (West)(FL); O.C.G.A. § 45-15-3 (GA); Haw. Rev. Stat. § 481A-1 et seq. (HI); Idaho Code Section 48-601 et seq.; Illinois Consumer Fraud and Deceptive Business Practices Act, 815 ILCS § 505/1 et seq. (IL); Iowa Code § 714.16; K.S.A. 50-623, et seq. (KS); KRS 367.110-367.300 (KY); La. Rev. Stat. Ann. § 51:1401 (West) (LA); Title 5 Maine Revised Statutes § 203-A, and Title 5 Maine Revised Statutes §§ 215-A-214 (Maine Unfair Trade Practices Act); Maryland Annotated Code, Commercial Law Article, §§ 13-101 et seq.; Massachusetts Consumer Protection Act, M.G.L. c93A; Michigan Consumer Protection Act, MCL 445.901 et seq.; Minn. Stat. §§ 325F.68-.69 (prevention of consumer fraud) and Minn. Stat. §§ 325D.43-48 (Uniform Deceptive Trade Practices Act)(MN); Miss. Code Ann. 75-24-1, et seq. (MS); Missouri Merchandising Practices Act, §§ 407.010 through 407.030 RSMo. (200); Mont. Code Ann. § 30-14-101 et seq. (MT); Neb.Rev.Stat. § 87-301 et seq. (Reissue 1999; Cum. Supp. 2006) (NE); Nevada Revised Statutes Chapter 598; NH Rev.Stat.Ann. 358-A (1995 Michie Butterworth, and Supp. 2005 West) (NH); N.J.S.A. 56:8-1 et seq. (NJ); New Mexico Unfair Practices Act NMSA 1978, §§ 57-12-1 et seq. (1967); New York Executive Law § 63(12) and General Business Law Article 22-A; R.C. 1345.01 et seq. (OH); 15 O.S. (2001) § 751 et seq. (OK); ORS 646.605, et seq. (OR); Unfair Trade Practices and Consumer Protection Law, 73 P.S. § 201-1, et seq. (PA); R.I. General Laws §§ 11-9-13, 11-9-13.1 through 11-9-13.16, and 11-9-14 (RI); S.C. Code Ann., § 39-5-10 et seq. (1976, as amended) (SC); S.D. Codified Laws Ann. Chapter 37-24 (SD); Tennessee Consumer Protection Act of 1977, Tenn. Code Ann. Sec. 47-18-101, et seq.; Tex. Bus. & Com. Code Ann. § 17-41 (Vernon 2002 and Supp. 2005) (TX); Utah Code Ann. §§ 13-5-1 through 13-5-18 & 13-11-1 through 13-11-23; Vermont Consumer Fraud Act, 9 V.S.A. § 2451, et seq.; Virginia Consumer Protection Act, Va. Code § 59.1-196 et seq.; Wash. Rev. Code Ann. § 19.86.100 (WA); W. VA Code 46A-1-101 et seq. (WV); Wyo. Stat. § 40-12-101 et seq. (WY).

3. The Companies maintain the following:
  - A. On July 1, 1998, Motiva Enterprises LLC, a Delaware limited liability company, was formed upon the filing of a Certificate of Formation with the Secretary of State of Delaware. Motiva Enterprises LLC was formed as a joint venture between Texaco Refining and Marketing (East) Inc., or its affiliates, Saudi Refining, Inc., or its affiliates, and SOPC Holdings East LLC, or its affiliates (note that Texaco no longer has an ownership percentage). At that time, Shell-branded retail assets were transferred to Motiva.
  - B. On January 15, 1998, Equilon Enterprises LLC (doing business as "Shell Oil Products US"), a Delaware limited liability company, was formed upon the filing of a Certificate of Formation with the Secretary of State of Delaware.
  - C. Approximately 14,000 retail outlets in 49 states sell branded motor fuel under the Shell trademark. The Companies directly sell Shell branded motor fuel to consumers through fueling facilities that are managed by independent contract operators (hereinafter referred to as Contract Operator Stores). The remaining outlets (hereinafter referred to as Non-Contract Operator Stores) are owned or operated by third party independent businesses and entrepreneurs who have fuel supply agreements with the Companies or with a wholesaler. These fuel supply agreements also grant permission to sell motor fuel under the Shell trademark and are regulated by the Petroleum Marketing Practices Act (PMPA). The Companies do not own or operate any convenience store businesses. The Companies do not control whether or how any retail store chooses to sell tobacco products. For purposes of this agreement, the term "Stores" standing alone shall include Contract Operator Stores and Non-Contract Operator Stores.
4. The Companies have expressed their commitment to employing measures designed to prevent the sale of tobacco products to minors. The Companies agree to enter into this Assurance and to abide by the provisions set forth herein in connection with their Shell-branded distribution activities in each signatory state. The undersigned Attorneys General, for their part, agree to abide by the provisions set forth herein. The parties reserve the right to discuss the appropriateness of any or all of the provisions of this Assurance as they are implemented, having due regard for changes in laws and regulations, as well as changes in equipment, technology, or methodology of retail sales over time. In the event the Companies own or operate any convenience store businesses at a later time, the Companies shall so notify a person or persons designated by the undersigned Attorneys General, and the provisions in this Assurance that are applicable to Contract Operator Stores shall apply to such stores owned and operated by the Companies until the parties agree to modify this Assurance to address the sale of tobacco products at such stores. Any modifications to these provisions shall be by prior written agreement of the Companies and the undersigned Attorneys General.
5. The undersigned Attorneys General, on behalf of their respective States, agree to release and hold harmless the Companies and their officers, employees, directors,

successors, assigns, principals, and agents, from any and all causes of action that the Attorneys General may have under the laws referred to in footnote 2 herein, insofar as those causes of action concern tobacco sales occurring on or before the Effective Date of this Assurance, as defined below. Nothing herein shall affect other remedies available to any state or local jurisdiction in connection with a past or future underage sale of tobacco at a particular retail location. Before seeking to enforce this Assurance, a signatory Attorney General shall contact the Companies to attempt to resolve the State's concerns.

6. This Assurance shall be executed in counterparts. A copy of this Assurance that bears copies of one or more of the original signatures may be treated as an original Assurance for all purposes. This Assurance shall not be effective or considered executed until October 15, 2008 (hereinafter, "Effective Date"), by which date the signature of the representative of the Companies and all of the Attorneys General of the States listed in Paragraph 1 shall have been affixed. In the case of Massachusetts, New York, and Vermont, this Assurance supersedes the Assurance of Discontinuance entered into between these states and Shell Oil Company and Star Enterprise in 1998.
  7. No provision of this Assurance is intended or shall be interpreted to authorize conduct in violation of applicable local, state or federal law, which law supersedes any and all terms of this Assurance in conflict with such law.
  8. The practices set forth herein relate to efforts to prevent persons under legal age from having access to and using tobacco. Although tobacco is not the only item to which youth access is restricted, the term "youth access" is used herein as a shorthand reference to age restrictions on tobacco only. The term "tobacco" is intended to include cigarettes of all kinds (including "bidis"), cigars, loose tobacco, chewing tobacco, and snuff to the extent such substances are or in the future may be offered for sale at Shell-branded stores.
- I. *PRACTICES FOR SALE OF TOBACCO PRODUCTS AT CONTRACT OPERATOR STORES*

The Companies agree to implement the following contracting and training practices relating to youth access to tobacco for all Contract Operator Stores:

A. *New Contract Operator Stores*

1. As part of the interview process for new contract operators, the Companies shall inform applicants seeking to become the operator of new contract operator stores of the importance of complying with laws relating to youth access. The information the Companies provide shall include references to company expectations, legal consequences, and health concerns associated with youth access.
2. The Companies shall ask all new contract operator applicants about past violations of prohibitions on selling or supplying tobacco to minors by that person or anyone under that person's supervision,

and the Companies in their discretion shall give appropriate consideration under the circumstances to such violations in making contracting decisions.

3. The Companies shall inform each new contract operator that: (a) the contract operator's compliance with youth access laws and expectations will be taken into account in connection with renewal decisions; (b) the contract operator will notify the Companies of all violations of applicable law, pursuant to the provisions of Section III B, *infra*; and (c) failure to comply with youth access laws may constitute grounds for termination. The Companies shall also provide all contract operators this information in writing.

B. *New Contract Operator Training*

Before assuming initial operations duties, a contract operator seeking to open or purchase its first contract operator store, or the operator's key management person, shall receive comprehensive training in the laws and company expectations relating to tobacco sales.

1. Such training shall be performed by a person knowledgeable in providing youth access training, unless conducted electronically. The training may also include presentations by videoconference, videos, computer aided instruction, or written materials and shall include, at a minimum, the following components:
  - a. A review of applicable federal and state laws relating to youth access;
  - b. A review of the Companies' expectations regarding tobacco sales;
  - c. A brief explanation of health-related reasons for the laws and the Companies' expectations that restrict youth access, including the information set forth in the initial "Whereas" clause of this Assurance;
  - d. A review of the range of tobacco products and where applicable, smoking paraphernalia sold by the contract operator, if any, to which the youth access laws apply;
  - e. A review of the law and the Companies' expectations relating to requiring identification, including (i) the age that triggers the I.D. requirement; (ii) acceptable forms of I.D.; (iii) features of an I.D. that must be checked, with particular emphasis on the government-issued forms of identification most commonly possessed by adults in the market area; (iv) how to tell if an I.D. may have been altered or is being misused; and (v) what a cashier is to do if an I.D. appears altered or misused;

- f. An explanation of the fact that many illegal sales are made to minors who produce I.D.s showing that they are in fact under the legal age, and the importance of devoting the time and effort needed to perform the necessary calculation to establish that a customer is of age;
- g. A review of prescribed methods or practical techniques for handling the following recurring situations: (i) asking for I.D.; (ii) making the necessary age calculation; (iii) declining to make a sale based on concerns relating to whether the I.D. has been altered or is being misused; (iv) declining to make a sale for failure to have an I.D.; (v) recognizing a potential "third party" sale; (vi) declining to make a sale that appears to be a "third party" sale; (vii) declining to make a sale of smoking paraphernalia (if any are sold); (viii) resisting customer pressure and handling a customer's abusive conduct; (ix) meeting special challenges associated with declining to sell tobacco to underage persons who are friends, acquaintances, and/or peer group members;
- h. Documentation to establish that the contract operator or key management person has taken the required training; and
- i. Instruction that employees are not required to make a tobacco sale, and must decline to do so, if the circumstances reasonably suggest that doing so would violate youth access laws.

C. *Existing Contract Operator Stores*

- 1. Within one hundred twenty (120) days following the Effective Date of this Assurance, the Companies shall provide to existing Contract Operator Stores the following information, in written or electronic format:
  - a. The importance of complying with laws relating to youth access and preventing underage sales of tobacco, the Companies' expectations regarding tobacco sales, the legal consequences and health concerns associated with youth access, and how to access the Companies' web-based communications site where Stores can find the tobacco training materials and information identified in Section II. D.
  - b. That (i) the contract operator's compliance with youth access laws and expectations will be taken into account in connection with renewal decisions; (ii) the contract operator will notify the Companies of all violations of

applicable law, pursuant to the provisions of Section III.B, *infra*; and (iii) failure to comply with youth access laws may constitute grounds for termination.

2. The information identified in Section I.C.1 above shall be provided to Contract Operator Stores on an annual basis.
3. The Companies shall make available to each existing Contract Operator Store the training set forth in Section I.B.1 at or before the time of the first renewal of an agreement for the operation of the Contract Operator Store following the Effective Date of this Assurance.

## II. *SUPPORT TOOLS FOR ALL STORES*

### A. *Youth Access Designee*

The Companies agree to designate an appropriate employee in their corporate offices to be responsible for monitoring implementation of this Assurance, including reviewing reports of violations of laws concerning the sale of tobacco products to minors as submitted to them by Stores and the applicable state agency. The Companies will identify the Youth Access Designee to the person or persons designated by the Attorneys General within sixty (60) days of the Effective Date.

- B. The Companies agree to make available information to each of their contract operators regarding opportunities to purchase, at the expense of the contract operator, programmable cash registers that show a daily message that reminds cashiers that tobacco sales to minors are prohibited and that they must request photographic identification from any customer who appears to be under 27 years of age.
- C. The Companies agree to make available purchase and order information regarding self-adhesive stickers to each of their contract operators with non-programmable cash registers. The self-adhesive stickers will contain a message which reminds cashiers that tobacco sales to minors are prohibited and that they must request photographic identification from any customer who appears to be under the age of 27 years.
- D. The Companies agree to provide on the Companies' web-based communications site: (i) materials related to the provisions set forth in Section I.B.1 and any updates to those materials; (ii) periodic information regarding youth access prevention resources, including but not limited to continuing training opportunities and messages reminding Stores of the importance of complying with youth access laws; and (iii) links to state public health departments or the public entity that regulates tobacco sales as specified by each signatory State.

### III. *SELF-MONITORING MEASURES*

The Companies agree to implement the following self-monitoring measures relating to youth access to tobacco at its Stores.

#### A. *Compliance Checks/Mystery Shops*

The Companies agree to retain an independent entity to perform compliance checks of 50 percent of the Contract Operator Stores annually that sell tobacco in the States whose Attorneys General are party to this Assurance. However, for Massachusetts, Vermont, and New York, the Companies agree to retain an independent entity to perform compliance checks at every Contract Operator Store that sells tobacco annually. In addition, the independent entity will randomly select 25% of the Non-Contract Operator Stores within each of the three states and conduct compliance checks annually at those stores; provided that, in the event that those stores achieve a compliance rate of 90% or higher for the prior 12 month period, the compliance checks may cease. The independent entity will be instructed to perform the checks for the purpose of obtaining an accurate and reliable indication of actual cashier practices in connection with tobacco sales, rather than for the purpose of ensuring favorable results. The compliance checks will proceed as follows:

1. The independent entity will randomly select which Stores will be checked from among the States whose Attorneys General are party to this Assurance. No Store selected to be checked will be identified to the Companies, directly or indirectly, until after the check of that outlet is completed.
2. The compliance checks will be conducted using a person of legal age to buy tobacco who appears to be near to or under the legal age to buy tobacco. The check will determine whether the cashier selling the tobacco product asked the purchaser to produce identification.
3. For purposes of retaining an independent entity to perform the compliance checks, the Companies agree to evaluate the performance of the entity on the basis of the competency of the entity's performance in obtaining an accurate and reliable indication of actual cashier practices in connection with the sale of tobacco, rather than on the basis of whether the results were favorable.
4. The Companies agree upon request to share the results of the inspections conducted pursuant to this Section with the requesting Attorney General. The undersigned Attorneys General agree not to institute legal proceedings under the laws referred to in footnote 2 above, insofar as those proceedings are based on any tobacco sales that are made during compliance checks conducted pursuant to this section.

5. In the event the Stores attain a compliance rate of 90% or higher for any six-month period, the Companies may reduce the number of compliance checks conducted in subsequent six-month periods by 25%. In the event the Stores attain a 90% rate for any two consecutive six-month periods, the Companies may cease conducting compliance checks.

B. *Accountability of Contract Operators*

Each Contract Operator Store shall report all violations of federal, state, and local laws concerning the sale of tobacco products to minors occurring at the store to a designated person in the corporate offices of the Companies as soon as practicable after receiving notice of the alleged violation, but in any event within ten (10) business days of receiving such notice.

IV. *VENDOR-ASSISTED SALES*

The Companies agree that as part of the training for their new and renewing Contract Operator Stores as set forth in this Assurance, the following vendor-assisted sales practices will be discussed and reviewed:

- A. All cigarettes shall be displayed and stored in a format that does not permit a customer to take possession of them without requesting assistance in retrieving them from a restricted-access location.
- B. Vending machines are not to be used to sell tobacco products.

V. *OTHER TOBACCO MEASURES*

A. *Written Expectations*

The Companies agree to put into writing the contract operator expectations regarding the sale of tobacco products that they adopt pursuant to this Agreement. The Companies will provide a copy of such expectations to the person or persons designated by the Attorneys General within sixty (60) days of the Effective Date, and thereafter will provide, upon request, copies of any changes or modifications to such policies to such designee within thirty (30) days of the request. The Companies agree to include in such expectations the following:

1. An expectation requiring that no one under the legal age for purchasing tobacco be permitted to purchase smoking paraphernalia including lighters, matches, cigarette papers, and pipes.
2. An expectation against distribution of free samples of tobacco products on Store property.
3. An expectation requiring that an I.D. be checked in connection with tobacco purchases and tobacco paraphernalia purchases by persons appearing to be under age 27 for tobacco purchases.

sent once per year by the Companies to each Non-Contract Operator Store or the supplier of the Non-Contract Store with which Company has a branded supply agreement.

2. In evaluating available legal options to terminate or non-renew a Non-Contract Operator Store's authorization to operate outlets or to distribute or sell fuel under the Shell trademark, the Companies will give appropriate consideration under the circumstances in its discretion to tobacco violations, if any, by the Non-Contract Operator Store.

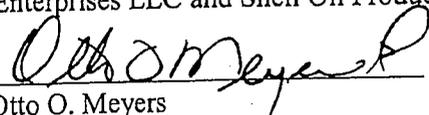
D. *Contracts*

At the time a Contract Operator Store or a Non-Contract Operator Store enters into a written contract or contract renewal with the Companies authorizing the use of the Shell trademark for the sale of motor fuel, the Companies agree, to the extent permitted by law, including the PMPA, to incorporate provisions into the contract (i) specifically requiring compliance with laws regarding youth access to tobacco products, and (ii) requiring that the respective Companies be notified within ten (10) business days, in writing or electronically, of any notices of violation received by the operator from local, state, or federal authorities concerning the sale of tobacco to minors.

VI. *COSTS*

In recognition of the States' commitment of resources to this initiative, the Companies agree voluntarily to pay, within sixty days of the Date of Execution of this Assurance, the monetary sum of \$100,000, made payable to such accounts and addresses as the Attorneys General may direct. Such sum is to be divided by the States as they may agree, and is to be used by the individual States for attorneys' fees or costs of investigation, or it shall be placed in or applied to consumer education, public protection, or local consumer aid funds, including for implementation of programs designed to decrease possession and use of tobacco by minors, or for any other purpose authorized by state law at the sole discretion of each State's Attorney General or as otherwise required by law.

DATED this 24 day of September, 2008.  
Motiva Enterprises LLC and Shell Oil Products US

By: 

Otto O. Meyers  
Shell Oil Products US  
General Manager  
Operation Support US

**In the matter of: Motiva Enterprises LLC and Shell Oil Products US**

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Attorney General of Texas

KENT C. SULLIVAN  
First Assistant Attorney General

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Date: August 18, 2008

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State of Wyoming

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 13, 2008

Troy King  
Attorney General of the State of Alabama

A handwritten signature in black ink, appearing to read "W. Rushing Payne, Jr.", written over a horizontal line.

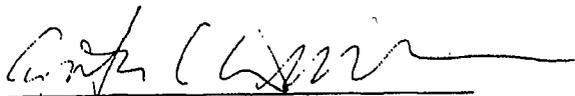
W. Rushing Payne, Jr.  
Deputy Attorney General  
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11 South Union Street  
Montgomery Alabama 36130  
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In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

TALIS J. COLBERG  
Attorney General of the State of Alaska

By:

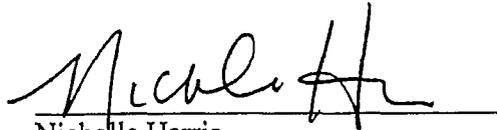


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In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

TERRY GODDARD  
Attorney General of the State of Arizona

A handwritten signature in cursive script, appearing to read "Nicholle Harris", written over a horizontal line.

Nicholle Harris  
Assistant Attorney General  
Office of the Attorney General  
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In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 6, 2008

DUSTIN McDANIEL  
Attorney General of the State of Arkansas

By:



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Eric B. Estes, Ark. Bar No. 98210  
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In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: AUGUST 12, 2008

EDMUND G. BROWN JR.  
Attorney General of the State of California

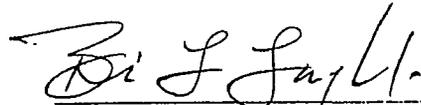
A handwritten signature in cursive script, appearing to read "Alan Lieberman", written over a horizontal line.

ALAN LIEBERMAN  
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In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 12, 2008

John W. Suthers  
Attorney General of the State of Colorado

A handwritten signature in cursive script, reading "Brian L. Laughlin", written over a horizontal line.

Brian L. Laughlin  
Assistant Attorney General  
Office of the Attorney General  
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Denver, Colorado 80203

In the matter of Motiva Enterprises LLC and Shell Oil Products US

Dated: August 15, 2008

RICHARD BLUMENTHAL  
Attorney General of the State of Connecticut

JERRY FARRELL, JR.  
Commissioner of Consumer Protection  
State of Connecticut



---

HEATHER J. WILSON  
Assistant Attorney General  
Office of the Attorney General  
55 Elm Street  
P.O. Box 120  
Hartford, CT 06141-0120

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 12, 2008

JOSEPH R. BIDEN, III  
Attorney General of the State of Delaware



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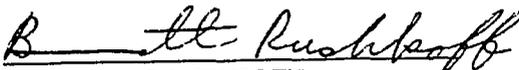
THOMAS E. BROWN, ESQ.  
Deputy Attorney General  
Delaware Department of Justice  
820 North French Street, 6<sup>th</sup> Floor  
Wilmington, DE 19801

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 18, 2008

PETER J. NICKLES  
Acting Attorney General  
for the District of Columbia

GEORGE C. VALENTINE  
Deputy Attorney General  
Civil Litigation Division

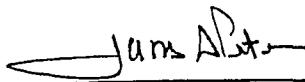
  
BENNETT RUSHKOFF  
Chief  
Consumer and Trade Protection Section

  
GRANT G. MOY, JR.  
Assistant Attorney General  
441 4th Street, NW. Suite 650N  
Washington, DC 20001

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

Bill McCollum  
Attorney General of the State of Florida

A handwritten signature in black ink that reads "James A. Peters". The signature is written in a cursive style with a long horizontal stroke extending to the left.

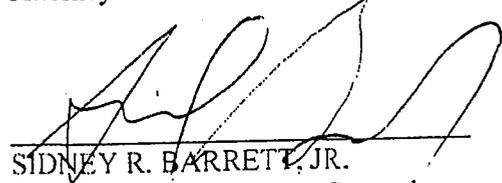
---

James A. Peters  
Special Counsel  
Office of the Attorney General  
PL-01, The Capitol  
Tallahassee, Florida 32399-1050

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August <sup>18</sup>  , 2008

THURBERT E. BAKER  
Attorney General of the State of Georgia

A handwritten signature in black ink, appearing to read 'S. Barrett, Jr.', is written over a horizontal line.

SIDNEY R. BARRETT, JR.  
Senior Assistant Attorney General  
Office of the Attorney General  
40 Capitol Square, SW  
Atlanta, Georgia 30334

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 5, 2008

MARK J. BENNETT  
Attorney General of the State of Hawai'i

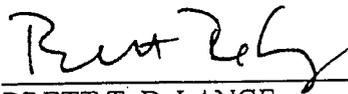
A handwritten signature in cursive script, reading "Alex R. Barrett", written over a horizontal line.

ALEX R. BARRETT  
Deputy Attorney General  
Office of the Attorney General  
425 Queen Street  
Honolulu, HI 96813

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 21, 2008

LAWRENCE G. WASDEN  
ATTORNEY GENERAL  
STATE OF IDAHO



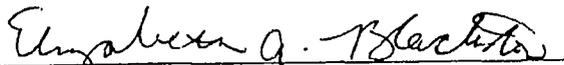
---

BRETT T. DeLANGE  
Deputy Attorney General  
Consumer Protection Division  
Office of the Attorney General  
Len B. Jordan Building  
650 W. State St., Lower Level  
P.O. Box 83720  
Boise, Idaho 83720-0010  
Telephone: (208) 334-4115  
Facsimile: (208) 334-4151  
Email: [brett.delange@ag.idaho.gov](mailto:brett.delange@ag.idaho.gov)

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 13, 2008

Lisa Madigan  
Attorney General of the State of Illinois



Elizabeth A. Blackston  
Assistant Attorney General  
Office of the Illinois Attorney General  
Consumer Fraud Bureau  
500 S. Second Street  
Springfield, IL 62706

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 4, 2008

Tom Miller  
Attorney General of the State of Iowa

A handwritten signature in black ink, appearing to read "Steve St. Clair", written over a horizontal line.

Steve St. Clair  
Assistant Attorney General  
Office of the Attorney General  
1305 East Walnut  
Des Moines, Iowa 50319

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 18, 2008

STEVE SIX  
Attorney General of the State of Kansas

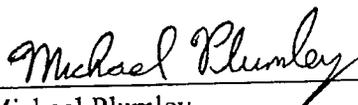
A handwritten signature in cursive script, appearing to read "Patrick Broxterman", written over a horizontal line.

Patrick Broxterman  
Assistant Attorney General  
Office of the Attorney General  
120 S.W. 10<sup>th</sup> Street, 2<sup>nd</sup> Floor  
Topeka, KS 66612-1597

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 8, 2008

Jack Conway  
Attorney General  
Commonwealth of Kentucky

  
\_\_\_\_\_  
Michael Plumley  
Assistant Attorney General  
Office of the Attorney General  
700 Capital Avenue  
Frankfort, KY 40601

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 13<sup>th</sup>, 2008

Respectfully Submitted

**JAMES D. "BUDDY" CALDWELL**  
**ATTORNEY GENERAL**

BY: 

**JAMES TREY PHILLIPS (LSBA # 19978)**

**Director – Public Protection Division**

**Assistant Attorney General**

**Louisiana Department of Justice**

**Post Office Box 94005**

**Baton Rouge, LA 70804-9005**

**Telephone: (225) 326-6452**

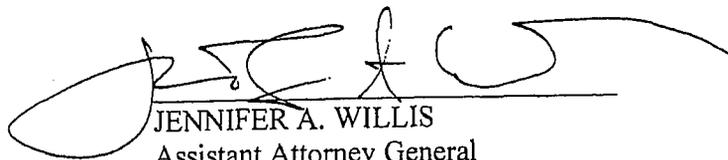
**Facsimile: (225) 326-6498**

*Attorney for the State of Louisiana*

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: AUGUST 15, 2008

G. Steven Rowe  
Attorney General of the State of Maine

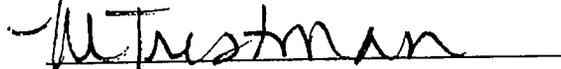
A handwritten signature in black ink, appearing to read 'J.A. Willis', is written over a horizontal line.

JENNIFER A. WILLIS  
Assistant Attorney General  
Office of the Attorney General  
6 State House Station  
Augusta, Maine 04333-0006

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 18, 2008

DOUGLAS F. GANSLER  
Attorney General of the State of Maryland

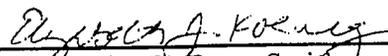
A handwritten signature in black ink, appearing to read "M. Trestman", written over a horizontal line.

Marlene Trestman  
Special Assistant to the Attorney General  
State of Maryland  
200 St. Paul Place, 20<sup>th</sup> Floor  
Baltimore, Maryland 21202  
410-576-7219

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

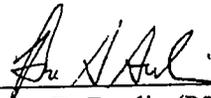
MARTHA COAKLEY  
Attorney General of the  
Commonwealth of Massachusetts

  
\_\_\_\_\_  
Christopher K. Barry-Smith  
Elizabeth J. Koenig  
Assistant Attorneys General  
Office of the Attorney General  
One Ashburton Place  
Boston, MA 02108

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Michael A. Cox  
Attorney General of the State of Michigan

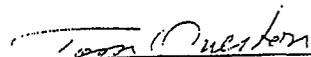
Dated: August 6, 2008

  
\_\_\_\_\_  
Brian D. Devlin (P34685)  
Assistant Attorney General  
Tobacco and Special Litigation Division  
Michigan Department of Attorney General  
G. Mennen Williams Building  
P.O. Box 30212  
Lansing, MI 48909  
Telephone: (517) 373-1123

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

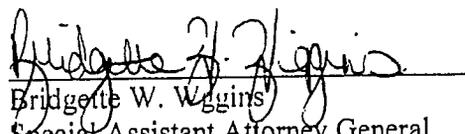
LORI SWANSON  
Attorney General of the State of Minnesota

  
\_\_\_\_\_  
THOMAS K. OVERTON  
Assistant Attorney General  
Office of the Attorney General  
Bremer Tower, Suite 900  
445 Minnesota Street  
St. Paul, MN 55101-2127

**In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US**

Dated: August 14, 2008

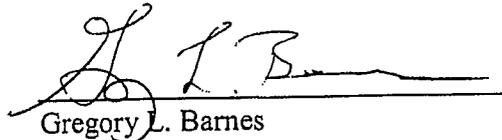
JIM HOOD  
Attorney General of the State of Mississippi

  
Bridgette W. Wiggins  
Special Assistant Attorney General  
Office of the Attorney General  
State of Mississippi  
Consumer Protection Division  
Post Office Box 22947  
Jackson, Mississippi 39225

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 29, 2008

Jeremiah W. (Jay) Nixon  
Attorney General of the State of Missouri

A handwritten signature in black ink, appearing to read "G. L. Barnes", is written over a horizontal line.

Gregory L. Barnes  
Assistant Attorney General  
Office of the Attorney General  
P.O. Box 899  
Jefferson City, MO 65102

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

MIKE McGRATH  
Attorney General of  
the State of MONTANA

By: 

Chris D. Tweeten  
Chief Civil Counsel  
Office of the Montana  
Attorney General  
P.O. Box 201401  
Helena, MT 59620-1401

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

DATED: August <sup>4<sup>th</sup></sup> 13, 2008

JON BRUNING  
Attorney General of the State of Nebraska

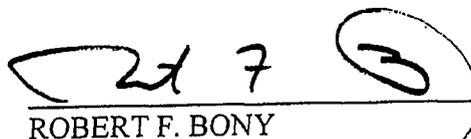


Lynne R. Fritz  
Assistant Attorney General  
Office of the Attorney General  
2115 State Capitol  
P.O. Box 98920  
Lincoln, NE 68509-8920

In the matter of  
MOTIVA ENTERPRISES LLC AND SHELL OIL PRODUCTS US

Dated: 15 August 08

CATHERINE CORTEZ MASTO  
Attorney General, State of Nevada

A handwritten signature in black ink, appearing to read "RFB", is written over a horizontal line.

ROBERT F. BONY  
Senior Deputy Attorney General  
Tobacco Unit  
Office of the Attorney General  
5420 Kietzke Lane, Suite 202  
Reno, Nevada 89511

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 13, 2008

KELLY A. AYOTTE  
Attorney General of the State of New Hampshire

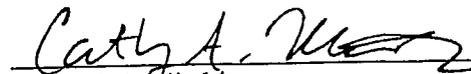


David A. Rienzo  
Assistant Attorney General  
Consumer Protection and Antitrust Bureau  
33 Capitol Street  
Concord, New Hampshire 03301

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

ANNE MILGRAM  
Attorney General of the State of New Jersey



Cathy A. Melitski  
Deputy Attorney General  
Office of the Attorney General  
124 Halsey Street  
P.O. Box 45029-5029  
Newark, New Jersey 07101

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 5, 2008

Gary K. King  
Attorney General of the State of New Mexico

*Lawrence Otero*

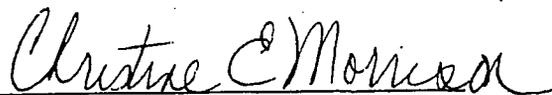
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Lawrence Otero  
Assistant Attorney General  
Office of the Attorney General  
PO Drawer 1508  
Santa Fe, NM 87504  
Phone: (505) 827-6704

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 26, 2008

ANDREW M. CUOMO  
Attorney General of the State of New York

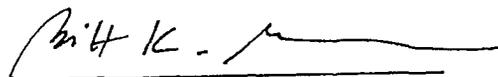
A handwritten signature in cursive script, reading "Christine E. Morrison". The signature is written in black ink and is positioned above a horizontal line.

Christine E. Morrison  
Assistant Attorney General  
Office of the Attorney General  
Tobacco Compliance Bureau  
120 Broadway - 26<sup>th</sup> Floor  
New York, NY 10271

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

Nancy H. Rogers  
Attorney General of the State of Ohio



---

Britt K. Strotzman  
Assistant Attorney General  
Office of the Ohio Attorney General  
30 E. Broad Street, 16<sup>th</sup> Floor  
Columbus, OH 43215

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

W.A. "Drew" Edmondson  
Attorney General of the State of Oklahoma



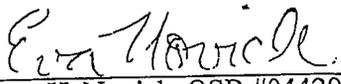
---

P. Clayton Eubanks  
Assistant Attorney General  
Tobacco Enforcement Unit  
Office of the Attorney General of Oklahoma  
313 N.E. 21st Street  
Oklahoma City, OK 73105

1 In the matter of  
2 MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

3  
4 Dated: August 14, 2008

5  
6 HARDY MYERS  
7 Attorney General of Oregon

8  
9   
10 Eva H. Novick, OSB #04429  
11 Assistant Attorney General  
12 Oregon Department of Justice  
13 1162 Court St NE  
14 Salem OR 97301  
15 Phone: (503) 934-4400  
16 Fax: (503) 378-5017  
17 Email: [eva.h.novick@doj.state.or.us](mailto:eva.h.novick@doj.state.or.us)

18 Appearance in Oregon only

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23  
24  
25  
26  
**APPROVAL BY COURT**

APPROVED FOR FILING this \_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Circuit Court Judge

ASSURANCE OF VOLUNTARY COMPLIANCE

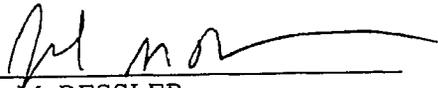
DEPARTMENT OF JUSTICE  
1162 Court Street NE  
Salem, OR 97301-4096  
PHONE: (503) 934-4400

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 15, 2008

TOM CORBETT  
Attorney General of Pennsylvania

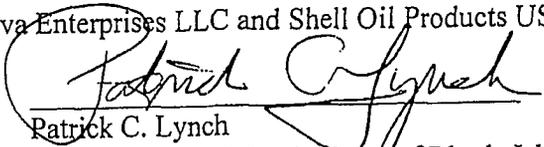
BY:

  
\_\_\_\_\_  
JOEL M. RESSLER  
Chief Deputy Attorney General  
Chief, Tobacco Enforcement Section  
15<sup>th</sup> Floor, Strawberry Square  
Harrisburg, PA 17120

DATED this 18th day of August, 2008.

Motiva Enterprises LLC and Shell Oil Products US

By:

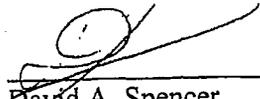
  
Patrick C. Lynch

Attorney General for the State of Rhode Island

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

HENRY D. MCMASTER  
Attorney General of the State of South Carolina



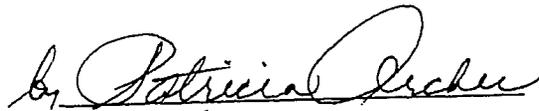
---

David A. Spencer  
Assistant Attorney General  
Office of the Attorney General  
1000 Assembly Street  
Post Office Box 11549  
Columbia, South Carolina 29211  
(803) 734-3970

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 2, 2008

LAWRENCE E. LONG  
Attorney General of the State of South Dakota

A handwritten signature in cursive script, appearing to read "Patricia Archer", written over a horizontal line.

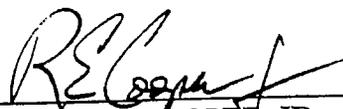
Patricia Archer  
Assistant Attorney General  
Office of the Attorney General  
1302 E. Highway 14, Suite 1  
Pierre, SD 57501-8501

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

FOR THE TENNESSEE ATTORNEY GENERAL'S OFFICE:

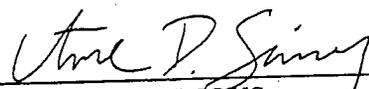
By:



ROBERT E. COOPER, JR.  
Attorney General and Reporter



CYNTHIA E. KINSER (MILLS)  
Deputy Attorney General

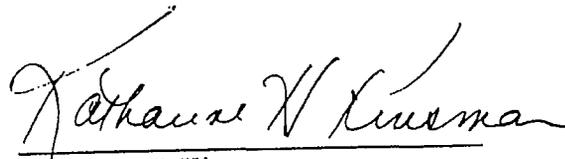


ANNE D. SIMMONS  
Assistant Attorney General  
Office of the Tennessee Attorney General  
Consumer Advocate & Protection Division  
Post Office Box 20207  
Nashville, TN 37202-0207  
Facsimile: (615) 532-2910  
Telephone: (615) 532-2590

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 4, 2008

MARK L. SHURTLEFF  
Attorney General of the State of Utah

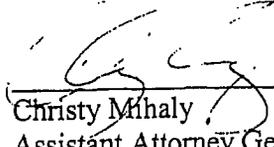
A handwritten signature in cursive script, reading "Katharine H. Kinsman". The signature is written in dark ink and is positioned above a horizontal line.

Katharine H. Kinsman  
Assistant Attorney General  
Utah Attorney General's Office  
160 East 300 South, Fifth Floor  
P.O. Box 140857  
Salt Lake City, UT 84114-0857

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 13, 2008

WILLIAM H. SORRELL  
Attorney General of the State of Vermont



---

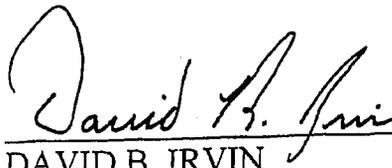
Christy Mihaly  
Assistant Attorney General  
Office of the Attorney General  
109 State Street  
Montpelier, VT 05609-1001

In the Matter of:

MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 14, 2008

ROBERT F. MCDONNELL  
Attorney General of the  
Commonwealth of Virginia

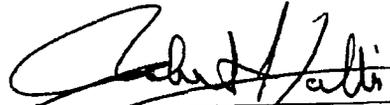
A handwritten signature in cursive script, reading "David B. Irvin", written over a horizontal line.

DAVID B. IRVIN  
Senior Assistant Attorney General  
Antitrust and Consumer Litigation Section  
Office of Attorney General  
900 East Main Street  
Richmond, Virginia 23219  
(804) 786-4047

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 13, 2008

ROB MCKENNA  
Attorney General of the State of Washington

A handwritten signature in black ink, appearing to read "Robert J. Fallis", written over a horizontal line.

ROBERT J. FALLIS  
Assistant Attorney General  
Office of the Attorney General  
800 Fifth Avenue  
Suite 2000, TB-14  
Seattle, Washington 98104-3188



STATE OF WEST VIRGINIA  
OFFICE OF THE ATTORNEY GENERAL  
CHARLESTON 25305

DARRELL V. MCGRAW, JR.  
ATTORNEY GENERAL

(304) 558-2021  
FAX (304) 558-0140

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 13, 2008

DARRELL V. MCGRAW, JR.  
Attorney General of the State of West Virginia

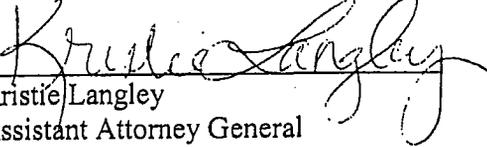
A handwritten signature in black ink, appearing to read "D. Hamilton", written over a horizontal line.

DEBRA L. HAMILTON  
Deputy Attorney General  
Office of the Attorney General  
State Capitol, Room 26-E  
Charleston, WV 25305

In the Matter of  
MOTIVA ENTERPRISES LLC and SHELL OIL PRODUCTS US

Dated: August 15, 2008

BRUCE A. SALZBURG  
Attorney General of the State of Wyoming

  
Kristie Langley  
Assistant Attorney General  
Office of the Attorney General of Wyoming  
123 Capitol Avenue  
Cheyenne, Wyoming 82002