

ASSURANCE OF VOLUNTARY COMPLIANCE

BACKGROUND

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;**

WHEREAS, BP Products North America Inc. (hereafter referred to as "BP Products") is proud of its tobacco marketing policies and programs, and believes them to be in full compliance with laws and regulations;

WHEREAS, BP Products nevertheless is committed to doing more to demonstrate its commitment to the health and welfare of our nation's youth, and to step forward voluntarily to lead additional efforts against youth access to tobacco;

THEREFORE, BP Products agrees 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 the States of Arizona, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Idaho, Illinois, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Michigan, Minnesota, Mississippi, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, South Carolina, South Dakota, Tennessee,

Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming (collectively "the undersigned Attorneys General")¹ on behalf of their respective states and commonwealths (collectively "the States") and BP Products.

2. This Assurance follows an analysis of compliance check data collected by the FDA and by state authorities under the Synar Amendment, section 1926(b)(2) Public Health Service Act [42 USC 300x-26(b)(2)] 1992. Such data indicate that retail outlets operating under the BP and/or Amoco trademarks made tobacco sales to persons under the age of 18 in controlled compliance checks. The Attorneys General believe that such sales, and/or the corporate policies and practices that result in such sales, may violate the Consumer Protection statutes² of their respective states. BP Products believes that it sells tobacco products in full compliance with applicable laws and regulations.

3. BP Products is a Maryland corporation having its principal place of business in Illinois. BP Products sells branded motor fuel through more than 13,000 outlets in 36 states. BP Products directly owns and operates approximately 900 of these retail outlets. The remaining outlets are owned or operated by third party independent businesses and entrepreneurs, who contract with BP Products for permission to sell motor fuel under the BP and Amoco trademarks. Some of these independent operators are dealers who sell motor fuel to consumers at retail; others function as wholesalers or jobbers who in turn sell to other independent retailers; still others operate outlets for BP Products on a commission basis as independent contractors. BP Products maintains that it does not control whether or how these independent operators choose to sell tobacco products.

¹ For the states of Arizona, California, Hawaii, Idaho, Maine, Nevada, New Hampshire, New Mexico, Oregon, Utah, Vermont and Washington, in which BP Products has no BP or Amoco branded retail outlets as of the Date of Execution of this Assurance, the Assurance shall apply if and when BP Products develops or acquires such outlets in such state. Of the jurisdictions listed in paragraph 1, Georgia is not represented by its Attorney General, but by the Administrator of the Fair Business Practices Act, and, with regard to Virginia, this document will be titled an "Agreement."

² ² 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. (2001); Conn. Gen. Stat. § 42-110a et seq. (1993) (CT); Fla. Stat. Ann. §501.201 (West) (FL); O.C.G.A. 10-1-390 et seq. of the Fair Business Practices Act (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.; Iowa Code § 714.16 (2001); K.S.A. 50-623, et seq. (KS); KRS 367.110-367.300 (KY); La. Rev. Stat. Ann. §51:1501 (West) (LA); Me. Rev. Stat. Ann. tit. 5 § 206 et seq. and tit. 10 § 1211 (ME); Maryland Annotated Code, Commercial Law Article, §§13-101 et seq.; Michigan Consumer Protection Act, MCL 445.901 et seq.; Minn. Stat. s. 325F.68-.69 (prevention of consumer fraud) and s. 325D.43-.48 (2000) (MN); Miss. Code Ann. §75-24-1 (MS); Uniform Deceptive Trade Practices Act, Neb.Rev.Stat. § 87-301 et seq. (Reissue 1999) (NE); Nevada Revised Statutes Chapter 598; NH Rev.Stat.Ann. 358-A (1995 Michie Butterworth, and Supp. 2001 West) (NH); N.J.S.A. 56:8-1 et seq. (NJ); NMSA 1978, §§ 57-12-1 et seq. (NM); R.C. 1345.01 et seq. (OH); New York Executive Law §63(12) and General Business Law Article 22-A;15 O. S. (2001) § 751 et seq. (OK); ORS 646.605, et seq. (OR); S.C. Code Ann., § 39-5-10 et seq. (1976, as amended) (SC); S.D. Codified Laws Ann. Chapter 37-24 (SD); Tenn. Code Ann.§47-18-101 et seq. (TN); Tex. Bus. & Com. Code Ann. §17-41 (Vernon) (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. § 19.86.020 (WA); W. VA Code 46A-1-101 et seq. (WV); Wis. Stat. § 100.18(1) (WI); Wyo. Stat. § 40-12-101 et seq. (WY).

4. BP Products has expressed its continuing commitment to employing tobacco retailing practices that are designed to prevent the sale of tobacco products to minors. Without admitting liability for any acts, practices or policies described or referred to herein, BP Products voluntarily agrees to enter into this Assurance and to abide by the provisions set forth herein in connection with its BP and Amoco branded retailing activities in each signatory state. The undersigned Attorneys General, for their part, also agree to abide by the provisions set forth herein.

5. 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. Any modifications to these provisions shall be by prior written agreement of BP Products and the affected undersigned Attorneys General.

6. The undersigned Attorneys General, on behalf of their respective States, agree to release and hold harmless BP Products, and its officers, employees, directors, successors, assigns, principals, and agents, from any and all causes of action as may arise under the laws referred to in footnote 2 above, insofar as those causes concern tobacco sales occurring on or before the Date of Execution 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 BP Products to attempt to resolve the State's concerns. Failing resolution, the Attorneys General agree to provide BP Products thirty (30) days advance written notice before instituting any proceeding alleging a violation of this Assurance.

7. This Assurance may be executed in counterparts. This Assurance shall not be effective or considered executed until December 19, 2002 (hereinafter "Date of Execution"), by which date the signature of BP Products and all of the Attorneys General of the States listed in Paragraph 1 shall have been affixed.

8. 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.

9. The tobacco retailing 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 BP and Amoco branded retail outlets.

I. EMPLOYEE POLICIES FOR SALE OF TOBACCO PRODUCTS TO MINORS

BP Products voluntarily agrees to implement the following hiring and training policies relating to youth access to tobacco at all retail outlets it owns and operates under the BP

and Amoco brands:

A. *Employee Hiring*

1. **BP Products shall attempt to minimize the use of persons under the legal age for purchasing tobacco in positions that may involve selling tobacco.**
2. **As part of the interview process, BP Products shall inform applicants for positions that may involve selling tobacco, or may involve supervising anyone who sells tobacco, of the importance of complying with laws relating to youth access. The information BP Products provides shall include references to company policies, legal consequences, and health concerns associated with youth access.**
3. **BP Products shall ask all applicants for positions as store managers about past violations of prohibitions on selling or supplying tobacco to minors by that person or anyone under that person's supervision, and BP Products in its discretion shall give appropriate consideration under the circumstances to such violations in making hiring decisions.**
4. **BP Products shall inform each new hire for a position that may involve the sale of tobacco, before he or she assumes any job responsibilities, that: (a) the employee's compliance with youth access laws and policies will be taken into account in connection with promotion and retention decisions; (b) BP Products monitors employee compliance with youth access laws and policies; and (c) failure to comply with youth access laws and policies may constitute grounds for discharge. BP Products also shall provide the new hire this information in writing and shall require the employee to sign an acknowledgment that he/she has read and understands the information provided.**

B. *Employee Training*

1. **Before assuming any job duties that involve or may involve the sale of tobacco, a BP Products employee shall receive a copy of the company's policies and procedures regarding the sale of tobacco products and shall review them with his or her site manager. Within two (2) weeks of assuming such job duties, the BP Products employee shall receive training in the laws and company policies relating to tobacco.**
2. **Such training shall be performed by a person experienced in providing youth access training, or if conducted electronically shall be overseen by such person, and shall include, at a minimum, the following components:**
 - a. **A review of applicable federal, state, and local laws relating to youth access;**
 - b. **A review of all BP Products' policies relating to youth**

access;

- c. **An explanation of the reasons that the law and company policy deem youth access an important matter, including for example appropriate references to: (i) the age of most beginning users (currently the average age is 14); (ii) the fact that nicotine is addictive, and that young people may show signs of addiction after smoking only a few cigarettes; (iii) the fact that the younger a person becomes a regular tobacco user the more likely it is that he or she will become addicted and will suffer serious health damage; and (iv) the fact that more than 400,000 Americans die each year from tobacco-related diseases;**
- d. **A review of the range of tobacco products, and, where applicable, smoking paraphernalia sold by BP Products, if any, to which BP Products' policies and/or youth access laws apply;**
- e. **A review of the law and company policies and procedures 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 an employee 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, practical techniques, or stock phrases (if any are employed) 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; and (x) contacting the police when required by store policy to**

can proceed. The cash register operator, in his or her discretion, may override the lock if the customer is beyond the age at which I.D. must be produced under prevailing company policies.

- B. BP Products agrees to post the statement "WE ID under 35" in the following locations: (i) a static cling sign attached to the front door, facing out; (ii) employee buttons; (iii) a 6" x 8" counter card, placed so as to be visible to customers; and (iv) 2" x 3" register toppers. BP Products reserves the right to change the manner in which it communicates the above message to employees and customers through signage to the extent that the overall effectiveness in communicating the message is not significantly diminished. In addition, BP Products agrees to make available to employees for distribution (as appropriate) to customers cards that provide a phone number through which a customer may obtain further explanation of BP Products' youth access policies.
- C. To the extent that BP Products determines in its discretion that youth access performance at a given retail outlet would significantly benefit, each employee at such outlet with responsibility for selling tobacco shall be reminded each time he or she begins a shift of the importance of performing proper I.D. checks for tobacco purchases, through a sign-in sheet, a cash register prompt, or other means.
- D. BP Products agrees periodically to monitor developments in technology relating to electronic age verification devices and systems and consider employing such devices and systems to the extent reasonable and practicable. This Assurance does not require or authorize BP Products to retain specific information identifying individual purchasers, nor do they require BP Products to use any particular device or system.

III. SELF-MONITORING MEASURES

BP Products voluntarily agrees to implement, to the extent reasonable and practicable, the following self-monitoring measures relating to youth access to tobacco at all retail outlets it owns and operates under the BP and Amoco brands:

A. Supervision and Accountability of Employees

- 1. BP Products agrees to instruct the on-site supervisor immediately upon assuming responsibility for supervising employees selling tobacco to monitor staff compliance with youth access laws and policies on an ongoing basis, and agrees to inform the supervisor that instances of compliance and non-compliance with youth access laws and policies on the part of those supervised will be given serious consideration in connection with that supervisor's periodic performance review and in connection with subsequent decisions relating to the supervisor's compensation, promotion, and retention.
- 2. Each store manager 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 appropriate Business Unit within a reasonable time following the violation.

B. Compliance Checks

For a period of five (5) years from the Date of Execution of this Assurance, BP Products agrees to arrange for an independent entity to perform annual compliance checks of 50 percent of its company operated outlets that sell tobacco in the States whose Attorneys General are party to this Assurance. The independent entity will be instructed to perform the checks for the purpose of obtaining an accurate and reliable indication of actual employee 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 outlets will be checked from among the States whose Attorneys General are party to this Assurance. No outlet selected to be checked will be identified to BP Products, 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 is within the age range requiring that he or she be asked to produce identification to test whether identification is requested as required by store policy. The check will determine whether the employee selling the tobacco product asked the purchaser to produce identification.
3. For purposes of retaining an independent entity to perform the compliance checks, BP Products agrees 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 employee practices in connection with the sale of tobacco, rather than on the basis of whether the results were favorable.
4. 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.

C. Videotapes

In all BP and Amoco branded company owned and operated outlets that have one or more security cameras designed and placed to videotape transactions at the cash register, BP Products agrees to adopt the following policies and procedures:

1. The security cameras will continuously videotape sales transactions at the cash register.

2. **Supervisory personnel will periodically review portions of the tapes to monitor employee performance, including but not limited to compliance with youth access laws and policies.**
3. **Such reviews will be conducted in a manner that does not permit an employee to predict which shifts or transactions are likely to be reviewed.**
4. **As soon as practicable after a review discovers an apparent violation of youth access policies, the supervisor shall meet with the employee whose performance was reviewed for the purpose of informing him/her of the fact that a review was performed and discussing the employee's performance. In addition, if BP Products intends to retain the employee, BP Products will inform the employee of the consequences of the violation and any subsequent violations, will provide such employee appropriate remedial attention, and will inform the employee that he or she may be the subject of additional reviews in the future.**

D. Youth Access Designee

BP Products agrees to designate an appropriate employee in each Business Unit to be responsible for monitoring implementation of this Assurance, including reviewing reports of violations of laws concerning the sale of tobacco products to minors.

IV. VENDOR-ASSISTED SALES

BP Products voluntarily agrees to implement, to the extent reasonable and practicable, the following vendor-assisted sales practices relating to youth access to tobacco at all retail outlets it owns and operates under the BP and Amoco brands:

- A. **Except for the Tobacco Central outlet located in Dyer, Indiana, BP Products agrees to display and store all cigarettes in a format that does not permit a customer to take possession of them without requesting an employee's assistance in retrieving them from a restricted-access location. To the extent that BP Products determines, in its discretion, that physical lay-out, customer service considerations, and other relevant circumstances make it feasible to apply this restricted-access policy to other tobacco products, BP Products agrees to consider doing so.**
- B. **BP Products agrees not to use vending machines to sell tobacco products at any retail outlets that it owns and operates under the BP and Amoco brands.**

V. OTHER TOBACCO POLICIES

A. Written Employee Policies

BP Products agrees to put into writing the employee policies regarding the sale of tobacco products that it adopts pursuant to this Assurance. BP Products agrees to include in such employee policies the following:

1. A policy requiring that no one under the legal age for purchasing tobacco is permitted to purchase smoking paraphernalia including lighters, matches, cigarette papers and pipes.
2. A policy that youth access to tobacco will be given comparable treatment to underage access to alcohol in employee training and discipline, except where differences in the law require differences in policy.
3. A policy against selling single cigarettes or other modes of packaging cigarettes in quantities less than otherwise commercially available (e.g., so-called "kiddie packs" of fewer than twenty cigarettes).
4. A policy against distribution of free samples of tobacco products on store property.
5. A policy requiring that an I.D. be checked in connection with tobacco purchases and tobacco paraphernalia purchases by persons under age 35.
6. Unless otherwise prohibited by law, a policy that only the following forms of photo-I.D. are acceptable for purposes of establishing legal age to purchase tobacco: (a) a valid driver's license; (b) a valid state-issued photo identification card; or (c) other approved means of identification specifically allowed by particular state laws.

B. Implementation

BP Products voluntarily agrees to abide by this Assurance for implementation at all retail outlets it owns and operates under the BP and Amoco brands. BP Products agrees to implement this Assurance at such outlets within ninety (90) days following the Date of Execution of this Assurance. BP Products will provide to employees who sell tobacco at company operated outlets a copy of the tobacco policies adopted pursuant to this Assurance, within ninety (90) days following the Date of Execution of such Assurance, or upon hiring if that occurs thereafter. BP Products will provide a copy of such policies to new employees as part of BP Products' training program for newly hired employees.

C. Retail Outlets Not Owned and Operated by BP Products

The parties agree that the foregoing provisions of this Assurance apply to tobacco retailing policies, practices and procedures only at retail outlets owned and operated by BP Products under the BP and Amoco brands. None of the foregoing provisions of this Assurance is intended to apply to BP or Amoco branded retail outlets that are owned or operated by independent third parties, including jobbers, dealers and commission marketers. BP Products maintains that it has no control over the tobacco retailing policies or practices of these third parties. Nothing in this Assurance is intended to alter or affect in any way the status of such third parties as independent contractors of BP Products, or the rights or obligations between BP Products and any of its jobbers, dealers or commission marketers,

including but not limited to any contractual or lease or indemnity relationships.

Within ninety (90) days following the Date of Execution of this Assurance, BP Products voluntarily agrees to take the following actions intended to reduce youth access to tobacco through BP and Amoco branded retail outlets that are not owned and operated by BP Products:

1. Provide to each BP and Amoco branded jobber, dealer or commission marketer written correspondence reminding them of the importance of preventing underage sales of tobacco products, the seriousness of complying with laws regarding youth access to tobacco, and noting the fact that failure to comply with such laws could constitute grounds for termination or non-renewal of their right to operate under the BP and/or Amoco trademarks at the non-complying outlet. Thereafter, correspondence bearing the same message will be sent twice a year to each such jobber, dealer or commission marketer.
2. Offer each BP and Amoco branded jobber, dealer or commission marketer the opportunity to participate in BP Products' tobacco compliance program as described in Section III.B. above, provided that each jobber, dealer or commission marketer pays the reasonable cost of its participation.
3. In evaluating available legal options to discipline, terminate or non-renew a dealer, jobber or commission marketer's authorization to operate outlets under company trademarks, BP Products will give appropriate consideration under the circumstances in its discretion to tobacco violations, if any, by the jobber, dealer or commission marketer.
4. At the time a jobber, dealer or commission marketer enters into a written contract or contract renewal authorizing use of the BP or Amoco trademark, BP Products agrees to the extent permitted by law, including the PMPA, to incorporate provisions into such authorization agreement specifically requiring compliance with laws regarding youth access to tobacco and expressly providing that violation(s) of such laws could constitute grounds for termination or non-renewal of the trademark authorization agreement.

VI. COSTS

In recognition of the States' commitment of resources to this initiative, BP Products agrees voluntarily to pay, within sixty days of the Execution Date of this Assurance, the monetary sum of \$50,000, 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 9th day of December, 2002.

BP PRODUCTS NORTH AMERICA INC.

By: 

Roger E. Williams
Vice President

DATED this 9th day of December, 2002.

RICHARD BLUMENTHAL

Attorney General

State of Connecticut

JAMES FLEMING

Commissioner of Consumer Protection

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In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 10, 2002

JANET NAPOLITANO
Attorney General of the State of Arizona

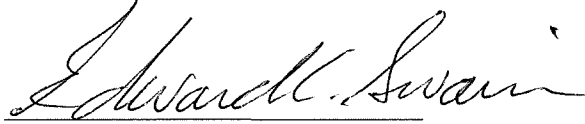


DEBORAH NASTRO
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In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 5, 2002

MARK PRYOR
Attorney General of the State of Arkansas

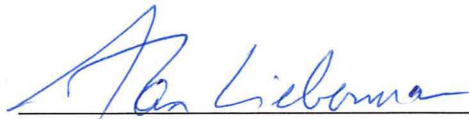
A handwritten signature in cursive script, reading "Edward C. Swaim", written over a horizontal line.

EDWARD C. SWAIM
Assistant Attorney General
Office of the Attorney General
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Little Rock, Arkansas 72201

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 5, 2002

BILL LOCKYER
Attorney General of the State of California



ALAN LIEBERMAN
Deputy Attorney General
Office of the Attorney General
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Sacramento, California 95814

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 5, 2002

KEN SALAZAR
Attorney General of the State of Colorado




TERESA A. THOMSON
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In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12-4-02

RICHARD BLUMENTHAL
Attorney General of the State of Connecticut

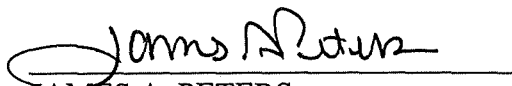
JAMES T. FLEMING
Commissioner of Consumer Protection
State of Connecticut


STEPHEN R. PARK
Assistant Attorney General
Office of the Attorney General
55 Elm Street
Hartford, CT 06416

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 5, 2002

RICHARD E. DORAN
Attorney General of the State of Florida

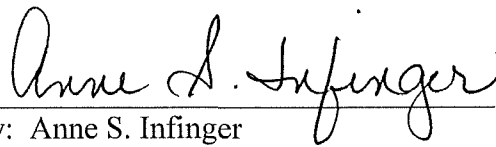
A handwritten signature in black ink, appearing to read "James A. Peters", is written over a horizontal line.

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

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 13, 2002

FOR THE STATE OF GEORGIA
JOHN S. SMITH, III
Administrator, Governor's Office of Consumer Affairs

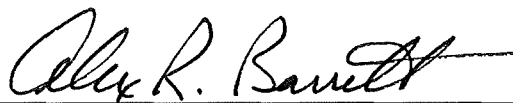
A handwritten signature in cursive script that reads "Anne S. Infinger". The signature is written in black ink and is positioned above a horizontal line.

By: Anne S. Infinger
Director, Legal Division
Governor's Office of Consumer Affairs
2 Martin Luther King, Jr. Drive
Suite 356
Atlanta, Georgia 30334
Georgia Bar No. 382918

In the matter of **BP PRODUCTS NORTH AMERICA, INC.**

Dated: December 5, 2002

THOMAS R. KELLER
Acting Attorney General of the State of Hawai'i

A handwritten signature in black ink, reading "Alex R. Barrett". The signature is written in a cursive style with a horizontal line extending from the end of the name.

ALEX R. BARRETT
Deputy Attorney General
Department of the Attorney General
425 Queen Street
Honolulu, Hawai'i 96813

In the Matter of: BP PRODUCTS NORTH AMERICA, INC.

Dated: 12/5/02

ALAN G. LANCE
Attorney General
State of Idaho

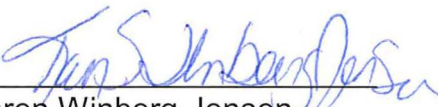


BRETT DELANGE
Deputy Attorney General
Consumer Protection Unit
Office of the Attorney General
Len B. Jordan Building
650 W. State St., Lower Level
P. O. Box 83720
Boise, Idaho 83720-0010

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12-05-02

THE PEOPLE OF THE STATE OF ILLINOIS,
by JAMES E. RYAN, Attorney General of Illinois



Karen Winberg-Jensen
Assistant Attorney General
Consumer Fraud Bureau
500 South Second Street
Springfield, IL 62706
Telephone: (217) 782-9704

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12-5-02

THOMAS J. MILLER
Attorney General of the State of Iowa




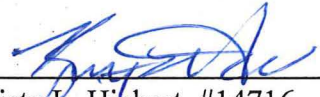
STEVE ST. CLAIR
Assistant Attorney General
Office of the Attorney General
1305 East Walnut
Des Moines, Iowa 50319

In the Matter of BP Products North America, Inc.

ASSURANCE OF VOLUNTARY COMPLIANCE

STATE OF KANSAS

By: 
CARLA J. STOVALL, #11433
Attorney General
C. Steven Rarrick, #13127
Deputy Attorney General


By: 
Kristy L. Hiebert, #14716
Assistant Attorney General
120 SW 10th Avenue, 2nd Floor
Topeka, KS 66612-1597
(785) 296-3751

Dated: 12/9/02

In the Matter of **BP PRODUCTS NORTH AMERICA, INC.**

Dated: December 5, 2002

ALBERT B. CHANDLER III
ATTORNEY GENERAL
COMMONWEALTH OF KENTUCKY



MICHAEL PLUMLEY
Assistant Attorney General
Office of the Attorney General
Civil and Environmental Law Division
700 Capitol Avenue, Suite 118
Frankfort, Kentucky 40601-3449

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12/05/02

RICHARD P. IEYOUB
Attorney General of the State of Louisiana

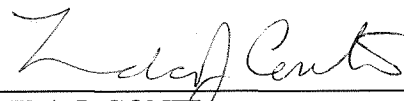


ARLENE D. KNIGHTEN
BAR ROLL # 7754
Assistant Attorney General
Louisiana Department of Justice
Civil Division
Post Office Box 94005
301 Main Street 10th Floor
Baton Rouge, LA 70804-9005

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 9, 2002

G. STEVEN ROWE
Attorney General of the State of Maine

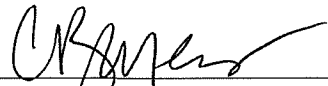


LINDA J. CONTI
Assistant Attorney General
Office of the Attorney General
Burton M. Cross State Office Building
109 Sewall Street, 6th Floor
6 State House Station
Augusta, Maine 04333-0006

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12-6-02

J. JOSEPH CURRAN, JR.
Attorney General of the State of Maryland



CAROL BEYERS
Assistant Attorney General
Office of the Attorney General of Maryland
200 St. Paul Place, 16th Floor
Baltimore, Maryland 21202

In the Matter of BP PRODUCTS NORTH AMERICA, INC.

Dated December 5, 2002

JENNIFER M. GRANHOLM
Attorney General of the State of Michigan

A handwritten signature in black ink, appearing to read "Stewart H. Freeman", written over a horizontal line.

Stewart H. Freeman
Assistant Attorney General
Office of the Attorney General
525 W. Ottawa Street
P.O. Box 30212
Lansing, MI 48909
Phone: (517) 373-7780
Fax: (517) 335-6954

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12.6.02

MIKE HATCH
Attorney General of the State of Minnesota



DAVID M. AAFEDT
Assistant Attorney General
Office of the Attorney General
445 Minnesota Street, Suite 1200
St. Paul, MN 55101-2130
(651) 296-9539 (Voice)

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12/6/02

MIKE MOORE
Attorney General of the State of Mississippi



Lee Martin
Special Assistant Attorney General
Office of the Attorney General
802 N. State Street, 4th Floor
Jackson, MS 39205

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 5, 2002

DON STENBERG
Attorney General of the State of Nebraska



LYNNE R. FRITZ, #15065
Assistant Attorney General
2115 State Capitol Building
Lincoln, NE 68509

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12/10/02

FRANKIE SUE DEL PAPA
Attorney General of the State of Nevada




JOHN ALBRECHT
Chief Deputy Attorney General
Office of the Attorney General
1325 Airmotive Way, Suite 340
Reno, Nevada 89502

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12/11/2002

PHILIP T. McLAUGHLIN
Attorney General of the State of New Hampshire



David A. Rienzo
Assistant Attorney General
Office of the Attorney General
33 Capitol Street
Concord, New Hampshire 03301
(603) 271-3643

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12/5/02

DAVID SAMSON
ATTORNEY GENERAL OF NEW JERSEY

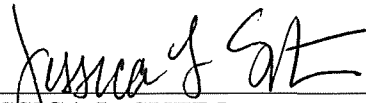


Melissa E. Liebermann
Deputy Attorney General
Department of Law & Public Safety
Richard J. Hughes Justice Complex
25 Market Street
Trenton, New Jersey 08625

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: _____

PATRICIA A. MADRID
Attorney General of New Mexico

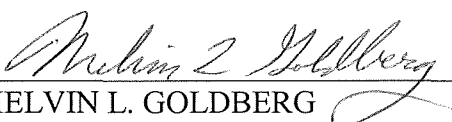
A handwritten signature in black ink, appearing to read "Jessica L. Sutin", written over a horizontal line.

JESSICA L. SUTIN
Assistant Attorney General
Office of the New Mexico Attorney General
P.O. Drawer 1508
Santa Fe, New Mexico 87504-1508

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12-5-02

ELIOT SPITZER
Attorney General
State of New York


MELVIN L. GOLDBERG
Assistant Attorney General
Office of the Attorney General
Bureau of Consumer Frauds and Protection
120 Broadway
New York, New York 10271

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12/6/02

BETTY D. MONTGOMERY
Attorney General of Ohio

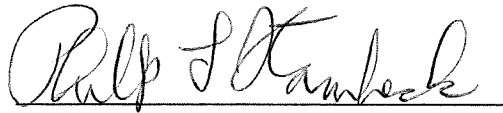


SUSAN C. WALKER
Tobacco Counsel
Ohio Attorney General's Office
Chief Counsel's Staff – Tobacco Unit
30 East Broad Street – 16th Floor
Columbus, OH 43215
614-387-5600 (tel.)
614-387-5597 (fax)

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 6, 2002

W.A. DREW EDMONDSON
Attorney General of the State of OKLAHOMA

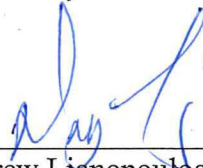
A handwritten signature in cursive script, reading "Phillip L. Stambeck", written over a horizontal line.

PHILLIP L. STAMBECK
Assistant Attorney General
Office of the Attorney General
State Capitol
2300 N. Lincoln Boulevard, Room 112
Oklahoma City, Oklahoma 73105-4894

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: December 5, 2002

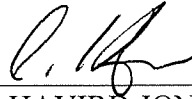
HARDY MYERS
Attorney General of the State of Oregon



Drew Lianopoulos
Assistant Attorney General
Office of the Attorney General
1162 Court ST NE
Salem OR 97301

In the Matter of BP PRODUCTS NORTH AMERICA, INC.

CHARLES M. CONDON
Attorney General of the State of South Carolina



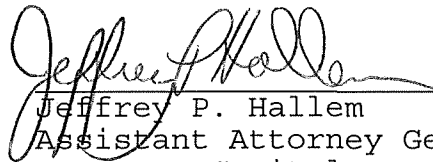
C. HAVIRD JONES, JR.
Senior Assistant Attorney General
Office of the Attorney General
P. O. Box 11549
Columbia, SC 29211
(803) 734-3680

December 5, 2002.

IN THE MATTER OF BP PRODUCTS NORTH AMERICA, INC.

Dated: 12/10/02

MARK BARNETT
ATTORNEY GENERAL OF SOUTH DAKOTA



Jeffrey P. Hallem
Assistant Attorney General
500 East Capitol Avenue
Pierre, South Dakota 57501-5070
Telephone: (605) 773-3215
Fax: (605) 773-4106

In the Matter of BP PRODUCTS NORTH AMERICA, INC.

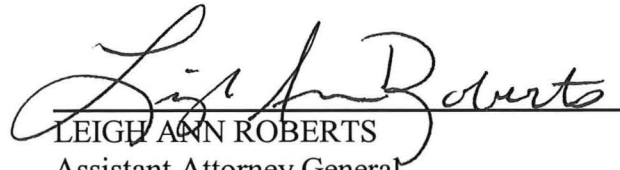
Dated: 12/9/02



PAUL G. SUMMERS
Attorney General & Reporter
State of Tennessee
B.P.R. No. 6285



CAROLYN U. SMITH
Assistant Attorney General
B.P.R. No. 17166



LEIGH ANN ROBERTS
Assistant Attorney General
B.P.R. No. 19800
Office of the Attorney General
State of Tennessee
P O Box 20207
Nashville, TN 37202
(615) 253-5828

APPROVED BY:



DAVID A. MCCOLLUM
Director
Division of Consumer Affairs
Dept. of Commerce and Insurance

IN THE MATTER OF BP PRODUCTS NORTH AMERICAN, INC.

Dated: 12-9-02

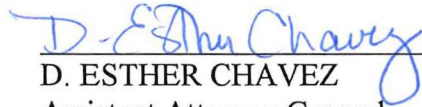
ATTORNEYS FOR THE STATE OF TEXAS

GREG ABBOTT
Attorney General of Texas

HOWARD G. BALDWIN, JR.
First Assistant Attorney General

JEFFREY S. BOYD
Deputy Attorney General for Litigation

PAUL D. CARMONA
Chief, Consumer Protection Division



D. ESTHER CHAVEZ
Assistant Attorney General
CONSUMER PROTECTION DIVISION
State Bar No. 04162200
P. O. Box 12548
Austin, Texas 78711
(512) 475 4628
FAX (512) 473-8301

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 5 Dec 2002

MARK L. SHURTLEFF
Attorney General of the State of Utah




JOEL A. FERRE
Assistant Attorney General
Office of the Attorney General
160 East 300 South
P.O. Box 140857
Salt Lake City, Utah 84114-0857

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: Dec. 5, 2002

WILLIAM H. SORRELL
Attorney General of the State of Vermont

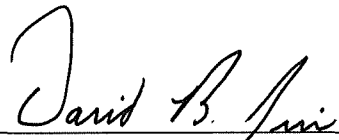


DINAH YESSNE
Assistant Attorney General
Office of the Attorney General
109 State Street
Montpelier, Vermont 05609-1001

In the matter of BP Products North America, Inc.

DATED: December 9, 2002

JERRY W. KILGORE
Attorney General
Commonwealth of Virginia

A handwritten signature in cursive script that reads "David B. Irvin". The signature is written in black ink and is positioned above a horizontal line.

DAVID B. IRVIN
Senior Assistant Attorney General
Office of Attorney General
Antitrust and Consumer Litigation Section
900 East Main Street
Richmond, Virginia 23219

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: Dec. 5, 2002

CHRISTINE O. GREGOIRE
Attorney General of Washington

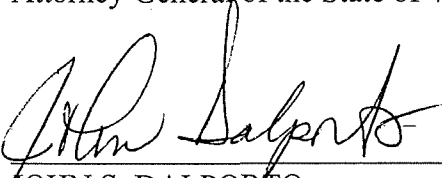


DAVID M. HORN, WSBA No. 13514
Senior Counsel
Office of the Attorney General
900 Fourth Avenue, Suite 2000
Seattle, WA 98154

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12-11-2

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

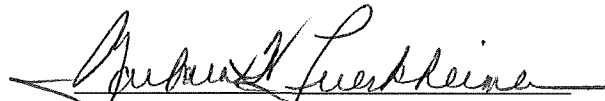


JOHN S. DALPORTO
Senior Assistant Attorney General
Office of the Attorney General
State Capitol Complex
Building 1, Room W-435
Charleston, West Virginia 25305

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: Dec. 5, 2002

JAMES E DOYLE
Attorney General of the State of Wisconsin


A handwritten signature in cursive script, appearing to read "Barbara W. Tuerkheimer", is written over a horizontal line.

BARBARA W. TUERKHEIMER
Assistant Attorney General
Office of the Attorney General
17 West Main Street
Post Office Box 7857
Madison, WI 53707-7857

In the matter of BP PRODUCTS NORTH AMERICA, INC.

Dated: 12/9/2

HOKE MacMILLAN
Attorney General of the State of Wyoming


Office of the Attorney General
123 Capitol Building
Cheyenne, WY 82002