

WHEREAS, a final fairness hearing was held on November 30, 2004, at which time Co-lead Counsel for the Class presented expert testimony and oral argument tending to prove that the proposed distribution of settlement to proceeds to class members (\$3.59 million) will provide for most Class members a monetary recovery that approximates the amounts which Plaintiffs' experts propose such Class members should recover (for 1999-2003) using a statistical approach whereby Class members' are compared to Caucasian counterparts;

WHEREAS, Plaintiffs' Co-Lead Counsel propose two exceptions to the statistical determinations of settlement awards (a minimum award of \$2,5000 to persons who have signed releases or may have back pay entitlements only if a multiple regression approach is employed, and a maximum award of \$75,000 deemed necessary to avoid what may be excessive settlement awards that would otherwise be received by a small number of Class members based on relatively sparse statistical information) and both of these exceptions are found to be reasonable and thus are accepted by the Court;

WHEREAS, Class counsel have submitted affidavits that demonstrate that the fees (\$1.5 million) and expenses (\$150,000) which Sunoco has agreed to pay are reasonable;

IT IS HEREBY ORDERED as follows: the proposed settlement of this action set forth in the Settlement Agreement tendered by the parties is hereby granted this Court's final approval pursuant to Fed. R. Civ. P. 23(e). The \$3.59 million in question shall be distributed to Class members as soon as possible using the allocation process described by Plaintiffs experts. Within ten days, Sunoco shall pay the Named Plaintiffs their special compensatory payments in separate amounts designated by Plaintiffs' Co-Lead Counsel. Within ten days, Sunoco shall pay Plaintiffs' counsel fees in the following amounts: Kohn, Swift & Graf, P.C. (\$675,000), Robert T. Vance, Jr.

(\$675,000), Isaac H. Green, Jr. (\$75,000), and Adrian J. Moody (\$75,000). Within ten days, Sunoco shall reimburse the expenses of Plaintiffs' counsel and the members of the Class in the following amounts: Kohn, Swift & Graf, P.C. (\$81,800), Robert T. Vance, Jr. (\$7,641), and Class members (\$60,559). The claims of Class members – African-American exempt employees of Sunoco, Inc. R & M (also known as “Sunoco, Inc.”) in the Philadelphia area (as defined by the parties) – complaining of race-based disparities in compensation (equitable monetary relief) and promotions during the Class period (January 1, 1996-September 22, 2004) are hereby deemed to be resolved by this class action. The attorney fees, expense reimbursements, and special compensatory payments identified above may be increased by a total of \$30,000 if Named Plaintiff Theodore Busch is re-designated as an absent member of the Class and thus is not entitled to a special award as a Class representative. If this takes place, Co-Lead counsel may re-distribute the \$30,000 in question (either to counsel or to one or more of the six remaining Named Plaintiffs) in a manner which they deem to be appropriate. It is anticipated that yet unbilled expenses from Econsult Corp., Plaintiffs' Experts, may be paid from this amount. If Mr. Busch does continue (and recovers) as a Class Representative, then the amounts identified above may be adjusted to allow for the payment of Econsult's last invoice.

SO ORDERED this ____ day of _____, 2004

Hon. Clifford S. Green