

SUNCOR ENERGY INC  
Form F-X  
May 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM F-X**

**APPOINTMENT OF AGENT FOR**  
**SERVICE OF PROCESS AND UNDERTAKING**

A. Name of issuer or person filing ( Filer ) **SUNCOR ENERGY INC.**

B. (1) This is [check one]:

an original filing for the Filer.

an amended filing for the Filer.

(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T Rule 101(b)(9)

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant: **SUNCOR ENERGY INC.**

Form type: **Registration Statement on Form F-9 (the Form F-9 )**

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File Number (if known): **333-181421**  
Filed by: **SUNCOR ENERGY INC.**  
Date Filed (if filed  
concurrently, so indicate): **May 15, 2012**  
**concurrently with Form F-9**

D. The Filer is incorporated or organized under the laws of **CANADA** and has its principal place of business at:

**150 - 6TH AVENUE S.W.**

**BOX 2844**

**CALGARY, ALBERTA**

**CANADA T2P 3E3**

**Telephone: (403) 296- 8000**

E. The Filer designates and appoints **CT CORPORATION SYSTEM** ( Agent ), located at:

**111 EIGHTH AVENUE**  
**NEW YORK, NEW YORK 10011**  
**(212) 590-9070**

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as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

(a) Any investigation or administrative proceeding conducted by the Commission; and

(b) Any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any State or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form F-9 on May 15, 2012 or any purchases or sales of any security in connection therewith. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed from the date the Filer has ceased reporting under the Exchange Act. The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during such period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form F-9, the securities to which the Form F-9 relates; and the transactions in such securities.

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The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calgary, Province of Alberta, this 15th day of May, 2012.

Filer: **SUNCOR ENERGY INC.**

By: /s/ Bart W. Demosky

Name:

Bart W. Demosky

Title:

Chief Financial Officer

This statement has been signed by the following person in the capacity indicated on the date indicated.

**CT CORPORATION SYSTEM**  
as Agent for Service of Process for  
SUNCOR ENERGY INC.

By: /s/ Wendy Perez de Alejo  
Name: Wendy Perez de Alejo  
Title: Assistant Secretary

Date: May 15, 2012