

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

UNITED STATES of AMERICA, )  
 )  
 Plaintiff, )  
 )  
 And )  
 )  
 THE STATE OF DELAWARE, )  
 THE STATE OF LOUISIANA and )  
 the NORTHWEST AIR )  
 POLLUTION AUTHORITY OF )  
 THE STATE OF WASHINGTON )  
 )  
 Plaintiff-Interveners, )  
 )  
 v. )  
 )  
 MOTIVA ENTERPRISES LLC, )  
 EQUILON ENTERPRISES LLC, )  
 and DEER PARK REFINING )  
 LIMITED PARTNERSHIP )  
 )  
 Defendants. )  
 )  
 \_\_\_\_\_ )

Civil Action  
4:01cv978  
Honorable Melinda Harmon

**SEVENTH ADDENDUM TO CONSENT DECREE**

WHEREAS, the United States of America (“the United States”), the State of Delaware, the State of Louisiana, and the Northwest Air Pollution Authority of the State of Washington, Motiva Enterprises LLC (“Motiva”), Equilon Enterprises LLC (“Equilon,” doing business as Shell Oil Products US) and Deer Park Refining Limited Partnership (the “Shell/Motiva Companies”) are parties to a Consent Decree entered by this Court on August 20, 2001 (“the Heater and Boilers Consent Decree”); and

WHEREAS, on June 17, 2004, this Court entered a modification to the Heater and Boiler Consent Decree to reflect the sale of the Delaware City refinery located in Delaware City, Delaware, to The Premcor Refining Group Inc. ("Premcor"); and

WHEREAS, on September 1, 2005, Valero acquired Premcor and its subsidiaries in a merger of Premcor with and into Valero, with Valero being the surviving corporation of the merger and the ultimate parent of Premcor ("Valero (Premcor)"), which included acquisition of the Delaware City refinery; and

WHEREAS, on June 1, 2010, Delaware City Refining Company LLC ("DCRC") purchased the Delaware City refinery from Valero (Premcor); and

WHEREAS, DCRC contractually agreed to assume certain rights, obligations and benefits, and has agreed to be bound by certain terms and conditions of the Heater and Boilers Consent Decree as it relates to the Delaware City refinery, as provided in this Seventh Addendum; and

WHEREAS, DCRC represents that it has the financial and technical ability to assume the obligations of the Heater and Boilers Consent Decree as it relates to the Delaware City refinery; and

WHEREAS, Paragraph 80 of the Heater and Boilers Consent Decree, as amended, provides that modifications to this Consent Decree with respect to the Delaware City refinery shall be in writing, signed by Valero (Premcor), the U.S. Environmental Protection Agency, the Department of Justice and the State of Delaware and filed with the Court;

NOW, THEREFORE, it is Ordered, Adjudged and Decreed that:

1. Effective June 1, 2010, DCRC assumes all responsibility for the obligations and liabilities of, secures the rights and benefits of, and shall be substituted for, Valero (Premcor) under the Heater and Boilers Consent Decree as it relates to the Delaware City refinery, in accordance with the provisions of this Seventh Addendum.

2. Upon entry by the Court of this Seventh Addendum, Valero (Premcor) is released from its obligations and liabilities on and after June 1, 2010, but retains all rights and benefits under this Heater and Boilers Consent Decree as it relates to the Delaware City refinery; except, however, Valero (Premcor) shall retain all obligations for any penalties for violations at the Delaware City refinery arising after April 30, 2004 and prior to June 1, 2010.

3. Except as otherwise provided herein, effective on the Date of Entry of this Seventh Addendum, DCRC shall be substituted for Valero (Premcor) or Premcor, as applicable, for all provisions of the Heater and Boilers Consent Decree as it relates to the Delaware City refinery where Valero (Premcor)'s name appears in the Heater and Boilers Consent Decree.

4. Notwithstanding the provisions of Paragraph 3 of this Seventh Addendum, DCRC shall not be responsible for penalties under the Heater and Boilers Consent Decree related to the Delaware City refinery arising prior to June 1, 2010, nor for any violations at the Delaware City refinery arising prior to June 1, 2010; except, however, DCRC shall be responsible for any injunctive relief required to be performed or completed on and

after June 1, 2010 to correct violations arising prior to and/or continuing past June 1, 2010.

5. Nothing in this Seventh Addendum affects the provisions of the Heater and Boilers Consent Decree relative to the Norco, Convent, Port Arthur, Bakersfield, Los Angeles, Puget Sound and Deer Park refineries. In no event shall DCRC bear any liability under the Consent Decree relative to the Norco, Convent, Port Arthur, Bakersfield, Los Angeles, Puget Sound and Deer Park refineries.

6. DCRC shall not be responsible for any portion of the Supplemental and Beneficial Environmental Projects provided for in Section VIII, nor Civil Penalty provided for in Section IX of the Heater and Boilers Consent Decree, which the United States and the State of Delaware acknowledge has been paid in full.

7. Valero (Premcor) and/or Motiva have reported that the obligations set forth in Section V, "NO<sub>x</sub> and SO<sub>2</sub> Emissions Reductions from Heaters and Boilers," have been fully satisfied by Motiva and/or Valero (Premcor) as they apply to the Delaware City refinery, and have further reported that no further action is required by Motiva, Valero (Premcor) or DCRC with respect to these provisions, except with respect to any continuing recordkeeping or reporting requirements thereunder.

8. Paragraph 75 of the Heater and Boiler Consent Decree is amended to substitute DCRC for Valero (Premcor) or Premcor, as applicable, and shall read as follows:

“As to DCRC:

Heather Chelpaty  
Vice President, HSE  
Delaware City Refining Company, LLC  
1 Sylvan Way, 2<sup>nd</sup> Floor  
Parsippany, NJ 07054

and

Jeffrey Dill, Esquire  
Senior Vice President and General Counsel  
Delaware City Refining Company, LLC  
1 Sylvan Way, 2<sup>nd</sup> Floor  
Parsippany, NJ 07054”

SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

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Melinda Harmon  
United States District Court Judge  
Southern District of Texas

WE HEREBY CONSENT to the entry of the Seventh Addendum to Consent Decree entered in the matter of *United States, et al. v. Motiva Enterprises LLC, et al.*, Civil No. H-01-0978, subject to the public notice and comment requirements of 28 C.F.R. § 50.7.

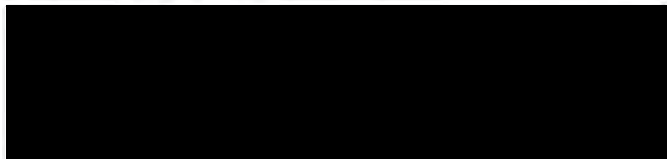
FOR PLAINTIFF UNITED STATES OF AMERICA:

Date: 7/25/13



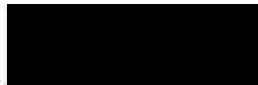
ROBERT G. DREHER  
Acting Assistant Attorney General  
Environment and Natural Resources Division  
U.S. Department of Justice

Date: 7/15/13



ROBERT D. BROOK  
Assistant Section Chief  
Environmental Enforcement Section  
Environment and Natural Resources Division  
U.S. Department of Justice

Date: July 10, 2013




JOHN FOGARTY  
Special Appointment as a Department of Justice  
Attorney  
Environmental Enforcement Section  
Environment and Natural Resources Division  
U.S. Department of Justice  
P.O. Box 7611  
Washington, D.C. 20044-7611

JOSÉ ANGEL MORENO  
United States Attorney  
Southern District of Texas

WE HEREBY CONSENT to the entry of the Seventh Addendum to Consent Decree entered in the matter of *United States, et al. v. Motiva Enterprises LLC, et al.*, Civil No. H-01-0978, subject to the public notice and comment requirements of 28 C.F.R. § 50.7.

FOR DEFENDANT VALERO ENERGY  
CORPORATION:

Date: 07/02/2013

  
KIRK SAFFELL  
Vice President of Health, Safety and Environmental  
Valero Energy Corporation  
One Valero Way  
San Antonio, Texas 78249

WE HEREBY CONSENT to the entry of the Seventh Addendum to Consent Decree entered in the matter of *United States, et al. v. Motiva Enterprises LLC, et al.*, Civil No. H-01-0978, subject to the public notice and comment requirements of 28 C.F.R. § 50.7.

FOR DEFENDANT DELAWARE CITY  
REFINING COMPANY, LLC:

Date: 06-21-2013



HEATHER CHELPA  
Vice President, HSE  
Delaware City Refining Company, LLC  
1 Sylvan Way, 2<sup>nd</sup> Floor  
Parsippany, NJ 07054



WE HEREBY CONSENT to the entry of the Seventh Addendum to Consent Decree entered in the matter of *United States, et al. v. Motiva Enterprises LLC, et al.*, Civil No. H-01-0978, subject to the public notice and comment requirements of 28 C.F.R. § 50.7.

FOR PLAINTIFF THE STATE OF DELAWARE:

Date: 7/17/13



COLLIN P. O'MARA  
Secretary  
Department of Natural Resources and  
Environmental Control  
89 Kings Highway  
Dover, Delaware 19901

Date: 7/17/13



VALERIE SATTERFIELD EDGE  
Deputy Attorney General  
Office of the Attorney General  
102 West Water Street, Third Floor  
Dover, Delaware 19904

**CERTIFICATE OF SERVICE**

I hereby certify that this July 29, 2013, a copy of this Seventh Addendum to Consent Decree was filed with the Clerk of the U.S. District Court for the Southern District of Texas using the Courts' CM/ECF system, and was served first class via U.S. Mail upon:

Kirk Saffell  
Vice President of Health, Safety and Environmental  
Valero Energy Corporation  
One Valero Way  
San Antonio, Texas 78249

Heather Chelpaty  
Vice President, HSE  
Delaware City Refining Company, LLC  
1 Sylvan Way, 2<sup>nd</sup> Floor  
Parsippany, NJ 07054

/s/ Robert Brook

Robert Brook