

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS

UNITED STATES OF AMERICA,
STATE OF ILLINOIS,
STATE OF LOUISIANA,
STATE OF NEW JERSEY,
COMMONWEALTH OF PENNSYLVANIA,
NORTHWEST CLEAN AIR AGENCY,

Plaintiffs,

V.

CONOCOPHILLIPS COMPANY,
WRB REFINING, LLC,

Defendants.

[illegible]

) CIVIL ACTION NO. H-05-258

JUDGE SIM LAKE

SECOND AMENDMENT TO CONSENT DECREE

WHEREAS, on January 27, 2005, Plaintiffs, the United States of America (“United States”), on behalf of the Environmental Protection Agency (“EPA”), Co-Plaintiff the State of Illinois (“Illinois”), on behalf of the Illinois Environmental Protection Agency (“IEPA”), Co-Plaintiff the State of Louisiana (“Louisiana”), on behalf of the Louisiana Department of Environmental Quality (“LDEQ”), Co-Plaintiff the State of New Jersey (“New Jersey”), at the request and on behalf of the New Jersey Department of Environmental Protection (“NJDEP”), Co-Plaintiff the Commonwealth of Pennsylvania (“Pennsylvania”), on behalf of the Pennsylvania Department of Environmental Protection (“PaDEP”), and Co-Plaintiff the Northwest Clean Air Agency (“NWCAA”) (collectively “Plaintiffs”) filed a complaint in this

action against and simultaneously lodged a consent decree with ConocoPhillips Company (“COPC”);

WHEREAS, on December 5, 2005, this Court entered the consent decree (the “December 2005 Consent Decree”) that fully resolved the claims in the complaint;

WHEREAS, on May 1, 2007, a First Amendment to the December 2005 Consent Decree was entered;

WHEREAS, on September 27, 2007, this Court approved a stipulated order adding WRB Refining LLC (“WRB Refining”) as a party to the Consent Decree for certain obligations at the Wood River and Borger Refineries as the owner of those refineries,

WHEREAS, the December 2005 Consent Decree as modified by the First Amendment and the addition of WRB Refining as a Defendant hereinafter shall be referred to as the “Consent Decree” or “Decree”;

WHEREAS, as reflected in this Second Amendment, Plaintiffs, COPC, and WRB Refining (“the Parties”) have agreed upon certain additional modifications pursuant to Paragraph 437 of the Consent Decree;

WHEREAS, as required by Section V.J “NSPS Applicability of Flaring Devices”, COPC has already complied with its requirement to certify that fifty (50) percent of the system-wide Flaring Devices identified in Appendix A are in compliance with one of the four compliance methods set forth in paragraph 139; has specifically submitted Alternative Monitoring Plans for some Flaring Devices that combust only vapors that are collected and combusted to comply with the wastewater provisions in 40 C.F.R. Section 60.692, 40 C.F.R. Section 61.343 through 61.348, or 40 C.F.R. Section 63.647, or the marine tank vessel loading provisions in 40 C.F.R.

Section 63.652 or 63.651; and will continue to submit such AMPs unless and until the monitoring requirements of Subpart J are amended;

WHEREAS, in consideration of additional time to install the controls required by the Supplemental Environmental Project in Paragraph 268, COPC agreed to the additional injunctive relief found in Paragraph 255A;

WHEREAS, the implementation of the additional injunctive relief in Paragraph 255A more than offsets any excess emissions that may be generated during the extension of time granted in revised Paragraph 268;

WHEREAS, the Parties recognize, and the Court by entering this Second Amendment finds, that this Second Amendment has been negotiated at arm's length and in good faith and that this Second Amendment is fair, reasonable, and in the public interest;

NOW THEREFORE, before the taking of any testimony, without adjudication of any issue of fact or law, and upon the consent and agreement of the Parties, it is hereby ORDERED, ADJUDGED, and DECREED as follows:

AMENDED AND RESTATED SECTIONS

The Consent Decree shall remain in full force and effect in accordance with its terms, except that new Paragraphs numbered 57A, 179A, 179B, 179C, 255A, 272A, 286A, 288A, 353A, 353B, 353C, 353D, 412A, and 417A are added and Paragraphs 11(B), (D), (HH) and (JJ), 61, 62, 63, 64, 65, 67, 67A, 68, 69, 74, 75, 77, 139, 143, 216, 217, 229, 230, 231, 268, 275, 413 and 433 are revised. Additionally Appendix A is revised and Appendix I is added.

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11. Unless otherwise defined herein, terms used in the Consent Decree will have the meaning given to those terms in the Clean Air Act and the implementing regulations promulgated thereunder. The following terms used in the Consent Decree will be defined for purposes of the Consent Decree and the reports and documents submitted pursuant thereto as follows:

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B. "Acid Gas Flaring" or "AG Flaring" shall mean the combustion of Acid Gas and/or Sour Water Stripper Gas in one or more AG Flaring Devices.

* * *

D. "Acid Gas Flaring Incident" or "AG Flaring Incident" shall mean the continuous or intermittent combustion of Acid Gas and/or Sour Water Stripper Gas that results in the emission of sulfur dioxide equal to, or in excess of, five-hundred (500) pounds in any twenty-four (24) hour period; provided, however, that if five-hundred (500) pounds or more of sulfur dioxide have been emitted in a twenty-four (24) hour period and flaring continues into subsequent, contiguous, non-overlapping twenty-four (24) hour period(s), each period of which results in emissions equal to or in excess of five-hundred (500) pounds of sulfur dioxide, then only one AG Flaring Incident shall have occurred. Subsequent, contiguous, non-overlapping periods are measured from the initial commencement of flaring within the AG Flaring Incident. When AG Flaring occurs within a twenty-four hour period at more than one Flaring Device at a Covered Refinery, the quantities of sulfur dioxide attributable to AG Flaring emitted from each Flaring Device shall be added together for purposes of determining whether there is one AG Flaring Incident unless the root causes of the AG Flaring at the various Flaring Devices are not related to each other.

* * *

HH. "Hydrocarbon Flaring" or "HC Flaring" shall mean the combustion of refinery-generated gases, except for Acid Gas and/or Sour Water Stripper Gas and/or Tail Gas, in one or more Hydrocarbon Flaring Devices.

* * *

JJ. "Hydrocarbon Flaring Incident" or "HC Flaring Incident" shall mean the continuous or intermittent combustion of refinery-generated gases, except for Acid Gas or Sour Water Stripper Gas or Tail Gas, that results in the emission of sulfur dioxide equal to, or greater than five hundred (500) pounds in a twenty-four (24) hour period; provided, however, that if five-hundred (500) pounds or more of sulfur dioxide have been emitted in any twenty-four (24) hour period and flaring continues into subsequent, contiguous, non-overlapping twenty-four (24) hour period(s), each period of which results in emissions equal to or in excess of five-hundred (500) pounds of sulfur dioxide, then only one HC Flaring Incident shall have occurred. Subsequent, contiguous, non-overlapping periods are measured from the initial commencement of Flaring within the HC Flaring Incident. When HC Flaring occurs within a twenty-four hour period at more than one Flaring Device at a Covered Refinery, the quantities of sulfur dioxide attributable to HC Flaring from each Flaring Device shall be added together for purposes of determining whether there is one HC Flaring Incident unless the root causes of the HC Flaring at the various Flaring Devices are not related to each other

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57A. Installation and Operation of a WGS at Sweeny FCCU 3. COPC will complete the installation and begin operation of a WGS at Sweeny FCCU 3 by no later than December 31, 2009. COPC will design the WGS to achieve an SO₂ concentration of 25 ppmvd or lower on a 365-day rolling average basis and 50 ppmvd or lower on a 7-day rolling average basis at 0% oxygen. By no later than June 30, 2010, COPC will comply with an SO₂ concentration limit of

25 ppmvd or lower on a 365-day rolling average basis and 50 ppmvd or lower on a 7-day rolling average basis at 0% oxygen.

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61. Use of SO₂ Reducing Catalyst Additives at the LAR Wilmington FCCU and Sweeny FCCU 27: Summary. The reduction of SO₂ emissions from the LAR Wilmington FCCU and Sweeny FCCU 27 will be accomplished by the use of SO₂ Reducing Catalyst Additives as described in Paragraphs 62 - 66.

62. SO₂ Baseline Data and SO₂ Model. By the dates set forth below, for the following baseline time periods, for the following FCCUs, COPC will submit to EPA and the Applicable Co-Plaintiff two reports: (1) a report of twelve (12) months of baseline data and (2) a report describing a model to predict uncontrolled SO₂ concentration and mass emission rate:

<u>FCCU</u>	<u>Baseline Start</u>	<u>Baseline End</u>	<u>Report</u>
LAR Wilmington	12/31/05	12/31/06	2/28/07
Sweeny 27	6/30/06	12/31/06	2/28/07

The baseline data will include all data considered in development of the model on a daily average basis, and, at a minimum, the data required in Paragraph 43. Upon request by EPA, COPC will submit any additional data that EPA determines it needs to evaluate the model. The report describing the model will include a description of how the model was developed including which parameters were considered, why parameters were eliminated, efforts and results of model validation, and the statistical methods used to arrive at the equation to predict uncontrolled SO₂ concentration and mass emission rate.

63. SO₂ Reducing Catalyst Additives – Short Term Trials

- (a) By no later than the dates set forth in the table in Paragraph 63(c), COPC will identify for EPA approval at least two commercially available brands of SO₂ Reducing Catalyst Additives, for each FCCU, that COPC proposes to use for shortterm trials and submit a protocol to EPA for conducting the trials.
- (b) COPC will propose use of at least two brands of SO₂ Reducing Catalyst Additives that are likely to perform the best in each FCCU. EPA will base its approval or disapproval on its assessment of the performance of the proposed brands of additives in other FCCUs, the similarity of those FCCUs to COPC's FCCUs, as well as any other relevant factors, with the objective of conducting trials of the brands of SO₂ Reducing Catalyst Additives likely to have the best performance in reducing SO₂ emissions. In the event that COPC submits less than two approvable brands of additives, EPA will identify other approved additives brands to COPC.
- (c) If EPA has approved two brands of SO₂ Reducing Catalyst Additives by no later than the "trial start" date set forth below, then COPC will commence and complete the trials of those two brands and will submit a report to EPA that describes the performance of each brand that was trialed by the following dates for each of the following FCCUs:

<u>FCCU</u>	<u>COPC IDs</u> <u>2 Additives</u> <u>and submits</u> <u>Protocol</u>	<u>Trial Starts</u>	<u>Trial Ends</u>	<u>Report</u> <u>Date</u>
LAR Wilmington	9/30/07	3/31/08	9/30/08	11/30/08
Sweeny 27	8/31/06	12/31/06	6/30/07	8/31/07

If EPA has not approved two brands of additives by the "trial start" date, then subsequent deadlines will be modified as agreed by the parties.

- (d) In the report on the short-term trials, COPC will propose to use the best performing brand of additive as measured by percentage of SO₂ emissions reduced and the concentration to which SO₂ emissions were reduced in the trials, taking into account all relevant factors. EPA will either approve the proposed brand of additive or approve another brand of additive that was trialed for use in the optimization study. In approving an additive, EPA will consider the impact of the additive on the processing rate and/or the conversion capability if such impacts cannot be reasonably compensated for by adjusting operating parameters. Upon request by EPA, COPC will submit any additional available data that EPA determines it needs to evaluate the trials.

64. SO₂ Reducing Catalyst Additives – Optimization Study and Report

- (a) By no later than the dates set forth in the table in Paragraph 64(c) (“Paragraph 64(c) Table”), COPC will submit, for EPA approval, a proposed protocol consistent with the requirements of Appendix D for optimization studies to establish the optimized SO₂ Reducing Catalyst Additive addition rates. The protocol will include methods to calculate effectiveness, methods for baseloading, and percent additive used at each increment tested.
- (b) If EPA has approved a brand of SO₂ Reducing Catalyst Additive by no later than the “Optimization Start” date set forth in the Paragraph 64(c) Table, then COPC will commence and complete the optimization study of the SO₂ Reducing Catalyst Additive in accordance with the approved protocol and Appendix D by no later than the dates set forth in the Paragraph 64(c) Table. If EPA has not approved a brand of SO₂ Reducing Catalyst Additive by no later than the “Optimization Start” date, then subsequent deadlines will be modified as agreed by the parties.
- (c) By no later than the following dates, COPC will report the results of the SO₂ Reducing Catalyst Additive Optimization Study and propose, for EPA approval, optimized addition rates of all catalysts to be used for the demonstration period.

<u>FCCU</u>	<u>Protocol Due</u>	<u>Optimization Start</u>	<u>Optimization End</u>	<u>Report Due</u>
LAR Wilmington	6/30/08	12/31/08	6/30/09	7/31/09
Sweeny 27	3/31/07	9/30/07	3/31/08	4/30/08

Upon request by EPA, COPC will submit any additional data that EPA determines it needs to evaluate the SO₂ Reducing Catalyst Additive Optimization Study.

- (d) During the Optimization Study, COPC will successively add SO₂ Reducing Catalyst at increments of 5.0, 6.7, 8.4, and 10.0 Weight % SO₂ Reducing Catalyst Additive. Once a steady state has been achieved at each increment, COPC will evaluate the performance of the SO₂ Reducing Catalyst Additive in terms of SO₂ emissions reductions. The final Optimized SO₂ Reducing Catalyst Additive Addition Rate, in pounds per day, will occur at the addition rate where either:
 - (i) The FCCU meets 25 ppmvd SO₂ at 0% O₂ on a 365-day rolling average, in which case COPC will agree to accept a limit of 25 ppmvd SO₂ at 0% O₂ on a 365-day rolling average basis at the conclusion of the demonstration period;
 - (ii) Incremental Pickup Factor <2.0 lb SO₂/lb additive; or
 - (iii) FCCU is operating at 10.0% Weight % SO₂ Reducing Catalyst Additive.

If an additive limits the processing rate or the conversion capability in a manner that cannot be reasonably compensated for by adjustment of other parameters, then the additive level will be reduced to a level at which the additive no longer causes such effects.

65. SO₂ Reducing Catalyst Additives – Demonstration Period and Report

- (a) By no later than dates set forth in the table in Paragraph 65(b), COPC will commence and complete a demonstration of the EPA-approved SO₂ Reducing Catalyst Additive at the optimized addition rates that COPC proposes unless EPA proposes different optimized addition rates. Delays by EPA in approving the optimized addition rate may result in extensions of the demonstration period and extensions of relevant deadlines as agreed by the parties.
- (b) By no later than the following dates, COPC will report to EPA and the Applicable Co-Plaintiff the results of the demonstrations (“SO₂ Additive Demonstration Report”). The SO₂ Additive Demonstration Report will include, at a minimum, the SO₂ and oxygen CEMS data recorded during the demonstration period and all baseline data on a daily average basis for the demonstration period.

<u>FCCU</u>	<u>Demonstration Start</u>	<u>Demonstration End</u>	<u>Report Due</u>
LAR Wilmington	6/30/09	12/31/10	3/1/11
Sweeny 27	3/31/08	9/30/09	11/30/09

- (c) During the demonstration period, COPC will both physically add SO₂ Reducing Catalyst Additive and operate each FCCU, CO Boiler (where applicable) and FCCU feed hydrotreaters (where applicable) in a manner that minimizes SO₂ emissions to the extent practicable without interfering with conversion or processing rates.

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67. COPC may notify EPA at any time prior to the following dates of COPC’s agreement to comply with SO₂ emission limits of 25 ppmvd on a 365-day rolling average basis and 50 ppmvd on a 7-day rolling average basis, at 0% oxygen, effective on the following dates:

<u>FCCU</u>	<u>Date</u>
LAR Wilmington	3/1/11
Sweeny 27	11/30/09

If COPC makes such a notification, Paragraphs 61 - 66 will no longer apply for the affected FCCU(s) after the date of the notification.

67A. At any time during the SO₂ Reducing Catalyst Additive Demonstration Period for the LAR Wilmington and Sweeny 27, COPC may propose for EPA approval to end the Demonstration Period early and propose a short-term (7-day rolling average) and a long-term (365-day rolling average) concentration based limit (ppmvd), each at 0% oxygen, for SO₂ emissions from an FCCU. COPC may also propose alternative limits to be applicable during Hydrotreater Outages or other alternate operating scenarios. If EPA approves the proposed limits, then COPC shall immediately begin complying with the proposed limits and the SO₂ Reducing Catalyst Additive Demonstration Period shall end and the requirements of Paragraphs 61-66 shall no longer apply for that FCCU. Unless and until EPA approves the proposed limits, COPC shall continue to add SO₂ reducing additive at the optimized rate for the remainder of the demonstration period, and Paragraphs 61-66 shall remain in effect.

68. Establishing Final SO₂ Emission Limits at the LAR Wilmington FCCU and Sweeny FCCU 27. Except where COPC has notified EPA of its intent to comply with SO₂ emission limits of 25 ppmvd on a 365-day rolling average basis and 50 ppmvd on a 7-day rolling average basis, at 0% oxygen, COPC will propose, in each SO₂ Additive Demonstration Report, final 7-day rolling average and 365-day rolling average concentration-based (ppmvd) SO₂ emission limits, at 0% oxygen, for the LAR Wilmington FCCU and Sweeny FCCU 27. COPC may propose alternative emissions limits to be applicable during Hydrotreater Outages, startup of the FCCU, shutdown of the FCCU, or other alternative operating scenarios. COPC will comply with the emission limits it proposes for each FCCU beginning immediately upon submission of the applicable report for that FCCU. COPC will continue to comply with these limits unless and until COPC is required to comply with the emissions limits set by EPA pursuant to Paragraphs

69 - 70 below. Upon request by EPA, COPC will submit any additional, available data that EPA determines it needs to evaluate the demonstration.

69. EPA will use the data collected about each FCCU during the baseline period, the optimization period, and the demonstration period, as well as all other available and relevant information, to establish limits for SO₂ emissions for the LAR Wilmington FCCU and for Sweeny FCCU 27. EPA will establish a 7-day rolling average and a 365-day rolling average concentration-based (ppmvd) SO₂ emission limits at 0% oxygen. EPA will determine the limits based on: (i) the level of performance during the baseline, optimization, and demonstration periods; (ii) a reasonable certainty of compliance; and (iii) any other available and relevant information.

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74. Hydrotreater Outages. For the following FCCUs, by the following dates, COPC will submit to EPA for approval, with a copy to the Applicable Co-Plaintiff, a plan for the operation of the FCCUs (including associated air pollution control equipment) during Hydrotreater Outages in a way that minimizes emissions as much as practicable.

<u>FCCU</u>	<u>Date</u>
LAR Wilmington FCCU	3/31/05
Sweeny FCCU 3	6/30/06
Sweeny FCCU 27	6/30/06

The plan will, at a minimum, consider the use of low sulfur feed, storage of hydrotreated feed, and an increase in additive addition rate. The short-term SO₂ emission limits established pursuant to this Consent Decree at the LAR Wilmington FCCU and Sweeny FCCU 27 will not apply during periods of FCCU feed Hydrotreater Outages provided that COPC is in compliance with the plan and is maintaining and operating its FCCUs in a manner consistent with good air pollution control practices. The short-term NO_x emission limits established pursuant to this

Consent Decree at the LAR Wilmington FCCU and Sweeny FCCU 3 will not apply during periods of FCCU feed Hydrotreater Outages provided that COPC is in compliance with the plan and is maintaining and operating its FCCUs in a manner consistent with good air pollution control practices. COPC will comply with the approved plan at all times, including periods of startup, shutdown, and Malfunction of the hydrotreater. In addition, in the event that COPC asserts that the basis for a specific Hydrotreater Outage is a shutdown (where no catalyst changeout occurs) required by ASME pressure vessel requirements or applicable state boiler requirements, COPC will submit a report to EPA and the Applicable Co-Plaintiff that identifies the relevant requirements and justifies COPC's decision to implement the shutdown during the selected time period.

75. At such time as COPC accepts an emission limit of 0.5 pound PM per 1000 pounds of coke burned on a 3-hour average basis for both Borger FCCUs 29 and 40 as determined by the testing protocol in Paragraph 83, COPC may submit and utilize hydrotreater outage plans for Borger FCCUs 29 and 40 consistent with the requirements of Paragraph 74. The Hydrotreater Outage Plans will be submitted to EPA for approval at the same time COPC submits the PM performance results for Borger FCCUs 29 and 40.

* * * *

77. PM Emission Limits for the Bayway, Borger 29, Borger 40, Sweeny 3, Trainer, Wood River 1 and Wood River 2 FCCUs. COPC will continue to operate the wet gas scrubber at the Bayway Refinery and will design the wet gas scrubbers at the Borger 29, Borger 40, Sweeny 3, Trainer, Wood River 1 and Wood River 2 FCCUs to achieve an emission limit of 0.5 pound PM per 1000 pounds of coke burned on a 3-hour average basis. To the extent that, under Paragraph 58 of this Consent Decree, COPC does not install wet gas scrubbers at Borger FCCUs 29 and 40, this requirement will not apply. By no later than the following dates for the following

FCCUs, COPC will comply with an emission limit of 0.5 pound PM per 1000 pounds of coke burned on a 3-hour average basis determined by the testing protocol in Paragraph 83:

Bayway	Date of Lodging
Borger 29 (if applicable)	December 31, 2006
Borger 40 (if applicable)	December 31, 2015
Sweeny 3	December 31, 2009
Trainer	December 31, 2006
Wood River 1	December 31, 2008
Wood River 2	December 31, 2012

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139. Compliance Methods for Flaring Devices. For each Flaring Device, COPC will elect to use one or any combination of following compliance methods:

- (a) Operate and maintain a flare gas recovery system to control continuous or routine combustion in the Flaring Device. Use of a flare gas recovery system on a flare obviates the need to continuously monitor and maintain records of hydrogen sulfide in the gas as otherwise required by 40 C.F.R. §§ 60.105(a)(4) and 60.7;
- (b) Operate the Flaring Device as a fuel gas combustion device and comply with NSPS monitoring requirements by use of a CEMS pursuant to 40 C.F.R. § 60.105(a)(4) or with a predictive monitoring system approved by EPA as an alternative monitoring system pursuant to 40 C.F.R. § 60.13(i);
- (c) Eliminate the routes of continuous or intermittent, routinely-generated fuel gases to a Flaring Device and operate the Flaring Device such that it receives only process upset gases, fuel gas released as a result of relief valve leakage or gases released due to other emergency malfunctions;
- (d) Eliminate to the extent practicable routes of continuous or intermittent, routinely-generated fuel gases to a Flaring Device and monitor the Flaring Device by use of a CEMS and a flow meter; provided, however, that this compliance method may not be used unless COPC: (i) demonstrates to EPA that the Flaring Device in question emits less than 500 pounds per day of SO₂ under normal conditions; (ii) secures EPA approval for use of this method as the selected

compliance method; and (iii) uses this compliance method for five or fewer of the Flaring Devices listed in Appendix A; or

- (e) (i) Demonstrate that the Flaring Device combusts only vapors that are collected and combusted to comply with the wastewater provisions in 40 C.F.R. § 60.692, 40 C.F.R. §§ 61.343 through 61.348, or 40 C.F.R. § 63.647, or the marine tank vessel loading provisions in 40 C.F.R. § 63.562 or 40 C.F.R. § 63.651; and (ii) comply with the monitoring requirements in 40 C.F.R. Subpart J in effect for that usage of the Flaring Device at the time of acceptance of NSPS applicability.

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143. By no later than December 31, 2011, COPC will certify compliance to EPA and the Applicable Co-Plaintiff with one or more of the compliance methods in Paragraph 139 and will accept NSPS applicability for all of the Flaring Devices in Appendix A.

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179A. Implementation of Actions Necessary to Correct Non-Compliance: Control Measures for Locations Identified in Appendix I. By no later than the dates set forth in Appendix I, COPC shall install controls consistent with the requirements of 40 CFR Part 61, Subpart FF (“BWON”) on the locations identified in Appendix I, “BWON Compliance Schedule for the Ferndale Refinery,” in order to achieve compliance with the 2.0 Mg option at the Ferndale Refinery. All controls will be installed by no later than December 31, 2008.

179B. Implementation of Actions Necessary to Correct Non-Compliance at the Ferndale Refinery: Control Measures for the Phenolic and Oily Water Lift Station.

- (a) Short-term measures. By no later than December 20, 2007, COPC will apply a polyurea coating to the cover, hatches, and all other sources of openings to the atmosphere on the phenolic and oily water lift station. From December 20, 2007, until the completion of the long-term measures in Paragraph 179B(b), COPC will reapply the polyurea coating or an equivalent or superior sealant as soon as practicable but no later than fifteen days after breaking any hatch or electrical seal on the lift station. In the period between the

breaking of any hatch seal and the reapplication of a sealant, COPC will undertake good faith efforts to minimize emissions.

(b) Long-term measures.

- (i) By no later than November 30, 2008, COPC will complete the replacement or the redesign of the phenolic and oily water lift station at the Ferndale Refinery, including the closed vent and vapor recovery system for the lift station. The replacement or redesign will be designed to achieve no detectable emissions as defined by 40 C.F.R. 61.341 from the lift station, including no detectable emissions from the interfaces between the hatches and the cover, the interface between the cover and the vault, and all penetrations of the cover or hatches. To the extent that COPC proposes to use a carbon adsorption system as its vapor recovery system, COPC will comply with the installation requirements of Paragraph 186, the “breakthrough” definition of Paragraph 187, the monitoring requirements of Paragraph 188, and the replacement requirements of Paragraph 189.
- (ii) By no later than March 14, 2008, COPC will electronically submit to EPA and NWCAA for review and comment a proposed redesign or replacement design for the phenolic and oily water lift station. The proposed design will include information regarding the closed vent and vapor recovery system that COPC proposes to use to control emissions from the lift station. To the extent that COPC proposes to use a carbon adsorption system, COPC will include the design replacement interval for the proposed carbon canisters. If all aspects of the proposed design cannot be electronically submitted, COPC will submit the proposal by overnight mail. By no later than 10 business days after receipt of the

full design proposal, EPA and NWCAA will provide comments, if any. COPC may proceed on design implementation if COPC has not received any comments from EPA or NWCAA within 10 business days after their receipt of the proposed design. Notwithstanding the opportunity for review and comment by EPA and NWCAA on the proposed design, COPC will remain solely responsible for complying with the requirements of Paragraph 179B(b)(i) and the BWON at the lift station. EPA and NWCAA do not warrant or aver in any manner that their review and comment, if any, on the proposed design will result in compliance with the requirements of Paragraph 179B(b)(i) or the BWON at the lift station.

(c) Monitoring.

- (i) Quarterly Monitoring During the Period of Short-Term Measures. Commencing in the first quarter of 2008 and continuing through completion of the long-term measures identified in Paragraph 179B(b), COPC shall utilize 40 C.F.R. Part 60, Appendix A, Method 21 to monitor for leaks from the phenolic and oily water lift station one time per quarter, including one time in the partial quarter of October/November 2008. Monitoring will not be undertaken during any time period when the lift station is bypassed and/or isolated. COPC shall repair all leaks consistent with all applicable regulatory requirements.
- (ii) Additional Monitoring During the Period of the Short-Term Measures. In addition to the monitoring required by Paragraph 179B(c)(i), by no later than five (5) days after completing either a reapplication of a sealant to any parts of the phenolic and oily water lift station or a repair occasioned by the monitoring in Paragraph 179B(c)(i), COPC shall utilize 40 C.F.R. Part 60, Appendix A, Method

21 to monitor for leaks. COPC shall repair all leaks consistent with all applicable regulatory requirements.

- (iii) Monitoring after Completion of Long-Term Measures. By no later than fifteen (15) days after completing the long-term measures identified in Paragraph 179B(b), COPC will utilize 40 C.F.R. Part 60, Appendix A, Method 21 to monitor for leaks. Leak monitoring will continue on a quarterly basis commencing in the first quarter of 2009 until eight (8) quarters have passed. COPC will use its best efforts to monitor the lift station over the range of normal operating conditions for the eight (8) monitoring quarters. Upon detecting any leaks, COPC will repair the leaks consistent with all applicable regulatory requirements.
- (iv) Leak Trend Analysis. At any time that COPC detects a leak during the monitoring events in Paragraph 179B(c)(iii), COPC will log the location and concentration of each leak to enable itself to evaluate whether any leak trends are occurring. If COPC perceives any trends in the location or concentration of the leaks noted, COPC will undertake actions to investigate and correct the cause(s) identified as expeditiously as practicable.
- (v) 40 C.F.R. Part 60, Appendix A, Method 21 monitoring shall be performed using a Toxic Vapor Analyzer with a flame ionization and/or photoionization detector.
- (vi) COPC shall include the results of all monitoring, including the operating conditions (*e.g.*, whether the pumps were on or off; whether the flow was high or low) undertaken pursuant to this Subparagraph 179B(c) in the reports due under Subparagraph 179C(a) of this Consent Decree.

179C. Reports.

(a) Interim Progress Reports. By no later than April 21, 2008, July 21, 2008, and October 21, 2008, COPC will submit reports to EPA and NWCAA that provide updates on the progress of the installation of the controls required pursuant to Paragraph 179A and 179B(b). With respect to the project required pursuant to Paragraph 179B(b), COPC's reports will include a description of the progress in designing, ordering, procuring, and installing the replacement lift station or the redesigned lift station and the closed vent and vapor recovery system. COPC will provide revised designs and flow diagrams whenever, if ever, there are any differences between the proposal COPC submits pursuant to Paragraph 179B(b)(ii) and the design as COPC is implementing it.

(b) Annual BWON Report. By no later than April 7, 2008, COPC will submit to EPA and NWCAA the annual report required under 40 C.F.R. Section 61.357(d)(2).

(c) Final Report. By no later than January 31, 2009, COPC will submit a final report documenting completion of the installation of all controls required by Paragraphs 179A and 179B(b). In that report, COPC shall certify compliance with the BWON.

(d) Leak Trend Analysis Report. By no later than January 31, 2011, COPC will submit a report describing the leak trends, if any, found pursuant to Paragraph 179B(c)(iv). COPC will identify all corrective measures taken, if any, in response to any leak trends found.

* * * *

216. Exception to Implementing Corrective Measures. If COPC can identify the reason(s) in any particular calendar quarter that the quarterly and projected annual calculations result in benzene quantities in excess of those identified in Paragraph 215, and COPC can state that it does not expect that reason or reasons to recur or if COPC has already identified the reason(s) for the benzene quantities in excess of those identified in Paragraph 215 and COPC has

previously submitted a compliance plan but COPC had not yet completed implementation of that plan, then COPC may exclude the benzene quantity attributable to the identified reason(s) from the projected calendar year quantity. If that exclusion results in no potential violation of the Benzene Waste Operation NESHAP, COPC will not be required to implement corrective measures under Paragraph 217, and COPC may exclude the uncontrolled benzene attributable to the identified reason(s) in determining the applicability of Paragraph 218. At any time that COPC proceeds under this Paragraph, COPC will describe how it satisfied the conditions in this Paragraph in the reports due under Section IX of this Decree.

217. Compliance Assurance Plan. If COPC meets one or more conditions in Paragraph 215 for implementing corrective measures, then by no later than sixty (60) days after the end of the calendar quarter in which one or more of the conditions were met, COPC will submit a compliance assurance plan to EPA for approval, with a copy to the Applicable Co-Plaintiff. In that compliance assurance plan, COPC will identify the cause(s) of the potentially-elevated benzene quantities, all corrective actions that COPC has taken or plans to take to ensure that the cause(s) will not recur, and the schedule of actions that COPC will take to ensure that the subject refinery complies with the Benzene Waste Operations NESHAP for the calendar year. COPC will implement the plan unless and until EPA disapproves. In the event that COPC anticipates that it will not meet a compliance date in its compliance assurance plan, then COPC shall update the plan as soon as practicable to identify the compliance date it anticipates not satisfying, the corrective measures that COPC anticipates will not be timely made and the reasons therefore, and a proposed alternative compliance date.

* * * *

229. Third-Party Audits. COPC will retain a contractor(s) to perform a third-party audit of the Refinery's LDAR program at least once every four (4) years. The first third-party audit and

report for the Bayway, Ferndale, and Sweeny Refineries will be completed no later than December 31, 2005; the first third-party audit and report for the Alliance, Borger, LAR Carson, Santa Maria, Trainer, and Wood River Refineries will be completed by no later than December 31, 2006; and the first third-party audit and report for the LAR Wilmington and Rodeo Refineries will be completed by no later than April 1, 2007. An additional third-party audit will be completed for the Alliance Refinery no later than December 31, 2007.

230. Internal Audits. COPC will conduct internal audits of each Refinery's LDAR program by sending personnel familiar with the LDAR program and its requirements from one or more of COPC's other Refineries or locations to audit another COPC Refinery. COPC will complete an internal LDAR audit by no later than two (2) years from the date of the completion of the third-party audits required in Paragraphs 228 and 229. COPC will perform an internal audit of each Refinery's LDAR program at least once every four (4) years. COPC may elect to retain third-parties to undertake the internal audit, provided that an LDAR audit at each Refinery occurs every two (2) years. The internal audit to be performed at the Alliance Refinery in 2008 shall be performed by a third-party.

231. Audit Every Two Years. To ensure that an audit occurs every two (2) years at each Refinery, once a Refinery's initial third-party audit is completed, the remaining third-party and internal audits at that Refinery will be separated by not more than two (2) years. Audits may be performed at any time in the calendar year in which they are due.

* * * *

255A. By no later than December 31, 2007, COPC will have completed the installation of sleeves on the slotted guidepoles on the following tanks located at the Bayway Refinery: T241, T243, T349, T351, and T352. Commencing on December 31, 2007, these tanks will be subject to NSPS Subpart Kb as affected facilities and will comply with the requirements of

NSPS Subparts A and Kb, including all monitoring, recordkeeping, reporting and operating requirements.

* * * *

268. Controlling Emissions from the API Separator at the Bayway Refinery.

(a) By no later than December 1, 2007, COPC will submit to NJDEP, with respect to the Bayway Refinery, revised permit applications necessary to implement a project to control volatile organic compound emissions from (i) the preflumes associated with Channels 3 through 7 of the API separator ("Preflumes"); (ii) Channels 3 through 7 of the API separator ("Channels 3 through 7"); and (iii) the Corrugated Plate Separator ("CPS"). As part of those permit applications, COPC will include a list of all waste streams that are directed to the API Separator and all waste streams that are directed elsewhere, including an identification of the destination of the waste streams that are not directed to the API. In the list of waste streams, COPC will include VOC composition, VOC concentration, and stream flow rates.

(b) By no later than December 31, 2009, COPC will have completed implementation of the control project required in Subparagraph (a). The equipment installed to meet the requirement of Subparagraph (a) will have a VOC control/removal efficiency of at least 95%. The equipment installed either (i) will cover the currently-existing Preflumes, Channels 3 through 7, and the CPS; or (ii) will replace these structures with a controlled system that is covered or enclosed.

(c) COPC will spend no less than Eight Million Dollars (\$8,000,000) for the project identified in this Paragraph. It is the intent of the United States, New Jersey and COPC that the Supplemental Environmental Project required by this Paragraph consist of the installation of VOC controls at the structures identified in Subparagraph 268(a). To the extent that COPC

undertakes additional work on the underlying structures themselves (or elsewhere), such additional work falls outside the scope of this SEP.

(d) By no later than thirty (30) days after the entry of this Second Amendment, COPC will submit to EPA and NJDEP a report that identifies the status of the project required under this Paragraph and projects the dates for completing critical project milestones. Thereafter, COPC will comply with the requirements of Paragraphs 277 and 279 for providing progress reports to EPA and NJDEP.

* * * *

272A. Additional Supplemental Environmental Projects Relating to the Ferndale Refinery.

(a) Lummi Tribe Wood Stove Replacement Project. COPC will implement a Supplemental Environmental Project, the “Lummi Tribe Wood Stove Replacement Project,” in accordance with this Subparagraph of this Second Amendment. This SEP shall be completed by no later than June, 30, 2009. This SEP shall consist of the replacement of approximately twenty-five (25) old, fireplaces/wood stoves with propane stoves. The replacements will be provided free of charge to members of the Lummi tribe living on the Lummi Reservation. COPC may use a contractor or consultant in planning and implementing this SEP. COPC will spend One-Hundred Thousand Dollars (\$100,000) on this project, and the number of wood stoves replaced will be adjusted upward or downward, as appropriate, so as to limit to \$100,000 the amount that COPC will be required to spend.

(b) Columbia Valley Wood Stove Replacement Project. COPC will implement a Supplemental Environmental Project, the “Columbia Valley Wood Stove Replacement Project,” in accordance with this Subparagraph of this Second Amendment. This SEP shall be completed no later than June 30, 2009. This SEP shall consist of the replacement in residences in Columbia

Valley, of approximately twenty (20) old, high polluting wood heating appliances with cleaner heating devices. COPC will coordinate with NWCAA in the performance of this SEP. COPC may use a contractor or consultant in planning and implementing this SEP. COPC will spend One-Hundred Thousand Dollars (\$100,000) on this project, and the number of wood stoves replaced will be adjusted upward or downward, as appropriate, so as to limit to \$100,000 the amount that COPC will be required to spend.

(c) For Federal Income Tax purposes, COPC agrees that it will neither capitalize into inventory or basis nor deduct any costs or expenditures incurred in performing the SEPs.

* * * *

275. COPC is responsible for the satisfactory completion of the SEPs/BEPs required under this Consent Decree in accordance with this Section VIII. Upon completion of the SEPs/BEPs set forth in Paragraphs 268 – 272A, COPC will submit to EPA and the Applicable State/Local Co-Plaintiff a cost report certified as accurate under penalty of perjury by a responsible corporate official. In the cost report for the Bayway VOC Control Project required in Paragraph 268, COPC will identify what costs were for VOC controls and what costs were not. If COPC does not expend the entire projected cost of the applicable SEP/BEP as set forth in this Section VIII, COPC will pay a stipulated penalty equal to the difference between the amount expended as demonstrated in the certified cost report(s) and the projected cost. The stipulated penalty will be paid as provided in Paragraph 377 (Payment of Stipulated Penalties) of the Consent Decree.

* * * *

286A. Civil Penalty Payment. By no later than thirty (30) days after Entry of this Second Amendment, COPC will pay a civil penalty of Thirty Thousand Dollars (\$30,000) to the United States and Thirty Thousand Dollars (\$30,000) to the Northwest Clean Air Agency in consideration for the resolution of civil liability set forth in Paragraph 412A of this Second

Amendment. Payment shall be made in the manner described in Paragraph 281 (for the United States) and Paragraph 285 (for the Northwest Clean Air Agency).

* * * *

288A. By no later than thirty (30) days after the Entry of this Second Amendment, COPC will pay a stipulated penalty of Eighty Thousand Five Hundred Dollars (\$80,500) in satisfaction of the claim for stipulated penalties made by the United States and the Commonwealth of Pennsylvania for Acid Gas Flaring that occurred at the Trainer Refinery between April 2, 2007, and May 19, 2007. Fifty percent (50%) of this penalty (\$40,250) shall be paid to the United States and fifty percent (50%) (\$40,250) shall be paid to the Commonwealth of Pennsylvania. Payment shall be made as directed in Paragraph 281 (for the United States) and Paragraph 284 (for the Commonwealth of Pennsylvania).

* * * *

353A. For failure to meet the deadlines set forth in Appendix I for the installation of BWON-compliant controls on the locations at the Ferndale Refinery identified therein: \$10,000 per month or partial month, per location; or an amount equal to 1.2 times the economic benefit of delayed installation, whichever is greater.

353B. For failure to meet the deadline set forth in Paragraphs 179B(b), \$1000 per day.

353C. For failure to undertake the monitoring and/or repairs required by Paragraph 179B(c): \$100 per location, per day not monitored; \$500 per location, per day not repaired within the regulatory time frames for repairs.

353D. For failure to timely submit the reports required by Paragraph 179C, \$1000 per week, per deliverable.

* * * *

412A. Resolution of Liability Regarding Benzene Waste Operations NESHAP

Violations at the Ferndale Refinery. Entry of this Second Amendment will resolve all civil liability of COPC to the United States and NWCAA for violations of BWON Requirements at the Ferndale Refinery that were caused either by the uncontrolled status of the locations identified in Appendix I or by leaks at the phenolic and oily water lift station. This resolution of liability covers violations that occurred or may occur on or before December 31, 2008, and is contingent upon COPC completing the installation of the controls required by Paragraphs 179A and 179B by no later than December 31, 2008.

413. Resolution of Liability Regarding LDAR Requirements. Entry of this Consent Decree will resolve all civil liability of COPC to the United States and the Co-Plaintiffs for violations of the statutory and regulatory requirements set forth below in Subparagraphs 413(a) through 413(c) that (1) commenced and ceased prior to the Date of Entry of the Consent Decree; and (2) commenced prior to the Date of Entry of the Consent Decree and continued past the Date of Entry, provided that the events giving rise to such post-Entry violations are identified by COPC in its Initial Third-Party Audit Report(s) submitted pursuant to Paragraph 229 or, for the Alliance Refinery only, by the second third-party audit conducted at the Alliance Refinery pursuant to Paragraph 229 and corrected by COPC as required under Paragraph 232:

- (a) LDAR Requirements. For all equipment in light liquid service and gas and/or vapor service, the LDAR requirements of Co-Plaintiffs under state implementation plans adopted pursuant to the Clean Air Act or promulgated by EPA pursuant to Sections 111 and 112 of the Clean Air Act, and codified at 40 C.F.R. Part 60, Subparts VV and GGG; 40 C.F.R. Part 61, Subparts J and V; and 40 C.F.R. Part 63, Subparts F, H, and CC;
- (b) Any applicable, federally-enforceable state or local regulations or permits that implement, adopt, or incorporate the specific regulatory requirements identified in Paragraph 413(a).
- (c) Any applicable state or local regulations or permits enforceable by the Co-Plaintiffs that implement, adopt, or incorporate the specific regulatory requirements identified in Paragraph 413(a).

* * * *

417A. Entry of this Second Amendment will resolve all liability of COPC to the United States and the Commonwealth of Pennsylvania for stipulated penalties for Acid Gas Flaring that occurred at the Trainer Refinery between April 2, 2007, and May 19, 2007, and all civil liability of COPC to the United States and the Commonwealth of Pennsylvania for violations of Sections 304 and 313 of the Emergency Planning and Community Right-to-Know Act (“EPCRA”), 42 U.S.C. § 11004, and Section 103(a) of Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”), 42 U.S.C. § 9603(a), relating to Acid Gas Flaring that occurred at the Trainer Refinery between April 2, 2007, and May 19, 2007.

* * * *

433. Notice. Unless otherwise provided herein, notifications to or communications between the Parties will be deemed submitted on the date they are postmarked and sent by U.S. Mail, postage pre-paid, except for notices under Section XIV (Force Majeure) and Section XV (Retention Jurisdiction/Dispute Resolution) which will be sent either by overnight mail or by certified or registered mail, return receipt requested. Each report, study, notification or other communication of COPC will be submitted as specified in this Consent Decree, with copies to EPA Headquarters, the applicable EPA Region, and the Applicable Co-Plaintiff. If the date for submission of a report, study, notification or other communication falls on a Saturday, Sunday or legal holiday, the report, study, notification or other communication will be deemed timely if it is submitted the next business day. Except as otherwise provided herein, all reports, notifications, certifications, or other communications required or allowed under this Consent Decree to be submitted or delivered to the United States, EPA, the Co-Plaintiffs, and COPC will be addressed as follows:

As to the United States:

Chief
Environmental Enforcement Section
Environment and Natural Resources Division
U.S. Department of Justice
Environment and Natural Resources Division
Department of Justice
Regular Mail: P.O. Box 7611, Ben Franklin Station, Washington, DC 20044-7611
Express Mail: 601 D. St. NW, Rm. 2121, Washington DC 20004
Reference Case No. 90-5-2-1-06722/1

As to EPA:

Director, Air Enforcement Division
Office of Civil Enforcement
U.S. Environmental Protection Agency
Mail Code 2242-A
Regular Mail: 1200 Pennsylvania Avenue, N.W.
Ariel Rios Building South
Room 1119
Washington, DC 20460-0001
Express Mail: Use same address but 20004 as zip.

with a hard copy to
Director, Air Enforcement Division
Office of Regulatory Enforcement
c/o Matrix New World Engineering
120 Eagle Rock Ave., Suite 207
East Hanover, NJ 07936-3159

and an electronic copy to
csullivan@matrixnewworld.com
foley.patrick@epa.gov

EPA Regions:

Region 2:

Chief
Air Compliance Branch
US EPA Region 2
Ted Weiss Federal Building
290 Broadway, 21st Floor
New York, New York 10007-1866

Region 3:

Chief
Air Enforcement Branch (3AP12)
EPA Region III
1650 Arch Street
Philadelphia, PA, 19103

Region 5:

Air and Radiation Division
U.S. EPA, Region 5
77 West Jackson Blvd. (AE-17J)
Chicago, IL 60604
Attn: Compliance Tracker

and

Office of Regional Counsel
U.S. EPA, Region 5
77 West Jackson Blvd. (C-14J)
Chicago, IL 60604

Region 6:

Chief
Air, Toxics, and Inspections Coordination Branch
Environmental Protection Agency, Region 6
1445 Ross Avenue
Dallas, Texas 75202-2733

Region 9:

Director
Air Division
Mail Code AIR-1
USEPA Region 9
75 Hawthorne Street
San Francisco, CA 94105

Region 10:

Director, Office of Compliance and Enforcement
U.S. Environmental Protection Agency, Region 10
Mail Code: OCE-164
1200 Sixth Avenue, Suite 900
Seattle, WA 98101

As to Co-Plaintiffs:

As to Co-Plaintiff the State of Illinois

Maureen Wozniak
Assistant Counsel
Illinois Environmental Protection Agency
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

and

Manager
Compliance and Enforcement Section
Illinois Environmental Protection Agency
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

As to Co-Plaintiff the State of Louisiana, through the Department of Environmental Quality:

Administrator, Enforcement Division
Office of Environmental Compliance
Louisiana Department of Environmental Quality
P.O. Box 4312
Baton Rouge, Louisiana 70821-4312

As to Co-Plaintiff the State of New Jersey:

Administrator, Air Compliance & Enforcement
New Jersey Department of Environmental Protection
Post Office Box 422
401 East State Street
Trenton, New Jersey 08625-0422

and

Manager, Northern Air Compliance & Enforcement Office
New Jersey Department of Environmental Protection
7 Ridgedale Ave.
Cedar Knolls, New Jersey 07927

and

Deputy Attorney General, Section Chief
Environmental Enforcement
Division of Law
P.O. Box 093
25 Market Street
Trenton, New Jersey 08625-0093

As to Co-Plaintiff the Commonwealth of Pennsylvania

Regional Manager, Air Quality
Pennsylvania Department of Environmental Protection
2 East Main St.
Norristown, PA 19401

As to Co-Plaintiff the Northwest Clean Air Agency

Director
Northwest Clean Air Agency
1600 South Second St.
Mount Vernon, WA 98273-5202

As to COPC:

Dorsey Payne, Program Manager
ConocoPhillips Company
1000 South Pine
860-18 South Tower
Ponca City, OK 74602-1267
Telephone: (580) 767-6404

Thomas J. Myers, HSE Manager, U.S. Refining, Commercial and Transportation
ConocoPhillips Company
600 North Dairy Ashford
Room TA3138
Houston, TX 77079
Telephone: (281) 293-4851

Managing Counsel, North American Refining Transportation and Regulatory Group
Legal Department
ConocoPhillips Company
600 North Dairy Ashford
Houston, TX 77079

With a copy to each Applicable Refinery as shown below:

As to Alliance:

Refinery Manager
ConocoPhillips Company
Alliance Refinery
P.O. Box 176
Belle Chasse, LA 70037

As to Bayway:

Refinery Manager
ConocoPhillips Company
Bayway Refinery
1400 Park Avenue
Linden, NJ 07036

As to Borger:

Refinery Manager
WRB Refining LLC
Borger Refinery
P. O. Box 271
Borger TX 79008

As to Ferndale:

Refinery Manager
ConocoPhillips Company
Ferndale Refinery
PO Box 8
Ferndale, WA 98248

As to the Los Angeles Carson and/or Los Angeles Wilmington Refineries:

Refinery Manager
ConocoPhillips Company
Los Angeles Refinery (Carson and Wilmington)
1660 W. Anaheim St.
Wilmington, CA 90744

As to the Rodeo and Santa Maria Refineries:

Refinery Manager
ConocoPhillips Company
San Francisco Refinery
1380 San Pablo Ave.
Rodeo, CA 94572

As to the Santa Maria Refinery:

Plant Manager
ConocoPhillips Company
Santa Maria Refinery
2555 Willow Road
Arroyo Grande, CA 93420

As to the Sweeny Refinery:

Refinery Manager
ConocoPhillips Company
Sweeny Refinery
P.O. Box 866
Sweeny, TX 77480

As to the Trainer Refinery:

Refinery Manager
ConocoPhillips Company
Trainer Refinery
4101 Post Road
Trainer, PA 19061

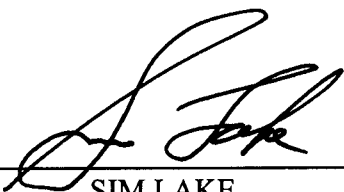
As to the Wood River Refinery (including Distilling West)

Refinery Manager
WRB Refining LLC
Wood River Refinery
P.O. Box 76
Roxana, IL 62084

Any party may change either the notice recipient or the address for providing notices to it by serving all other parties with a notice setting forth such new notice recipient or address. In addition, the nature and frequency of reports required by the Consent Decree may be modified by mutual consent of the Parties. The consent of the United States to such modification must be in the form of a written notification from EPA, but need not be filed with the Court to be effective.

SO ORDERED.

Signed on this 11th day of August, 2008.


SIM LAKE
UNITED STATES DISTRICT JUDGE

Consent Decree in the matter of United States et al. v. ConocoPhillips Company, Civil Action No. H-05-0258 (Southern District of Texas).

FOR THE UNITED STATES OF AMERICA

June 18, 2008

s/ Ronald J. Tenpas, by permission
RONALD J. TENPAS
Assistant Attorney General
Environment and Natural Resources Division
U.S. Department of Justice
Washington, D.C. 20530

June 18, 2008

s/ Annette M. Lang
ANNETTE M. LANG
Trial Attorney
Environmental Enforcement Section
Environment and Natural Resources Division
U.S. Department of Justice
P.O. Box 7611
Ben Franklin Station
Washington, D.C. 20044-7611
Telephone: (202) 514-4213
Facsimile: (202) 616-6584

DONALD J. DEGABRIELLE, JR.
United States Attorney
Southern District of Texas

June 18, 2008

s/ Kevin C. Aiman
KEVIN C. AIMAN
Assistant United States Attorney
Southern District of Texas
Texas Bar No. 00797884
Fed. Bar No. 30329
909 Milam, Suite 1500
P.O. Box 61129
Houston, TX 77208
Telephone: (713) 567-9516
Facsimile: (713) 718-3407

Consent Decree in the matter of United States et al. v. ConocoPhillips Company, Civil Action No. H-05-0258 (Southern District of Texas).

FOR THE ENVIRONMENTAL PROTECTION AGENCY

4/30/08
Date


WALKER B. SMITH
Director
Office of Civil Enforcement
Office of Enforcement and Compliance Assurance
United States Environmental Protection Agency
Ariel Rios Building
1200 Pennsylvania Ave., Mail Code 2201A
Washington, DC 20460

Consent Decree in the matter of United States et al. v. ConocoPhillips Company, Civil Action
No. H-05-0258 (Southern District of Texas).

**FOR CO-PLAINTIFF
THE PEOPLE OF THE STATE OF ILLINOIS**

LISA M. MADIGAN
Attorney General
State of Illinois

MATTHEW J. DUNN, Chief
Environmental Enforcement/Asbestos Litigation Division

4/16/08
Date

BY:

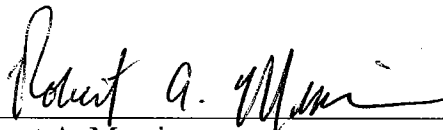


THOMAS DAVIS, Chief
Environmental Bureau
Assistant Attorney General
500 S. Second St.
Springfield, IL 62706
(217) 782-9031

**ILLINOIS ENVIRONMENTAL PROTECTION
AGENCY**

4/14/08
Date

BY:



Robert A. Messina
Chief Legal Counsel
Illinois Environmental Protection Agency
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276
(217) 782-5544

Consent Decree in the matter of United States et al. v. ConocoPhillips Company, Civil Action No. H-05-0258 (Southern District of Texas).

**PRELIMINARY APPROVAL BY CO-PLAINTIFF, THE STATE OF LOUISIANA,
THROUGH THE DEPARTMENT OF ENVIRONMENTAL QUALITY:**

4-24-08

Date



PEGGY M. HATCH

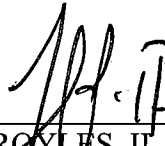
Assistant Secretary

Office of Environmental Compliance

Louisiana Department of Environmental
Quality

4-24-08

Date



TED R. BROYLES, II

Trial Attorney

(La. Bar Roll #20456)

Legal Affairs Division

Louisiana Department of Environmental
Quality

P.O. Box 4302

Baton Rouge, Louisiana 70821-4302

(225) 219-3985

Consent Decree in the matter of United States et al. v. ConocoPhillips Company, Civil Action No. H-05-0258 (Southern District of Texas).

**FOR CO-PLAINTIFF
STATE OF NEW JERSEY**

ANNE MILGRAM
ATTORNEY GENERAL OF NEW JERSEY

April 21, 2008
Date

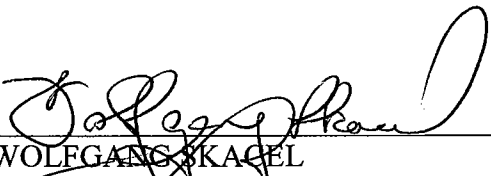
By:


SCOTT B. DUBIN
Deputy Attorney General
New Jersey Department of Law and Public Safety
Division of Law
RJ Hughes Justice Complex
25 Market Street
P.O. Box 093
Trenton, NJ 08625-0093
(609) 633-8713

LISA P. JACKSON
COMMISSIONER
NEW JERSEY DEPARTMENT OF
ENVIRONMENTAL PROTECTION
401 East State Street
P.O. Box 402
Trenton, NJ 08625-0402

April 15, 2008
Date

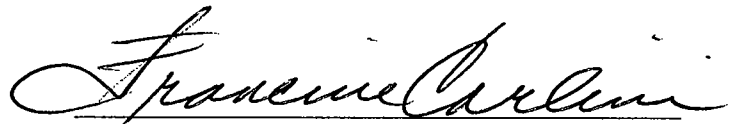
By:


WOLFGANG SKAGEL
Assistant Commissioner
Compliance and Enforcement
401 East State Street
P.O. Box 422
Trenton, NJ 08625

Consent Decree in the matter of United States et al. v. ConocoPhillips Company, Civil Action No. H-05-0258 (Southern District of Texas).

**FOR CO-PLAINTIFF
COMMONWEALTH OF PENNSYLVANIA**

4/18/08
Date

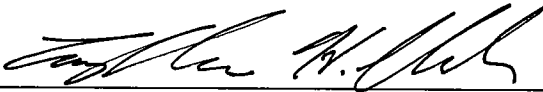
A handwritten signature in cursive script, reading "Francine Carlini", written over a horizontal line.

FRANCINE CARLINI
Regional Manager, Air Quality
Pennsylvania Department of Environmental
Protection
2 East Main Street
Norristown, PA 19401
(484) 250-5920

Consent Decree in the matter of United States et al. v. ConocoPhillips Company, Civil Action
No. H-05-0258 (Southern District of Texas).

**FOR CO-PLAINTIFF
NORTHWEST CLEAN AIR AGENCY**

4/28/08
Date



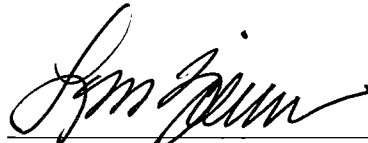
LAUGHLAN H. CLARK, WSBA # 10996
Zender Thurston P.S.
1700 D St.
P.O. Box 5226
Bellingham, WA 98227
(360) 647-1500

Consent Decree in the matter of United States et al. v. ConocoPhillips Company, Civil Action
No. H-05-0258 (Southern District of Texas).

FOR CONOCOPHILLIPS COMPANY

4-25-08

Date



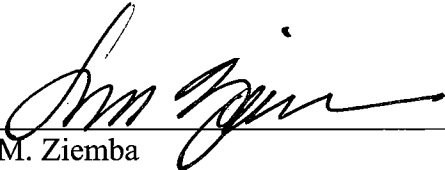
L.M. ZIEMBA
President, U.S. Refining
ConocoPhillips
600 N. Dairy Ashford
Houston, Texas 77079
(281) 293-1000



Consent Decree in the matter of United States et al. v. ConocoPhillips Company, Civil Action
No. H-05-0258 (Southern District of Texas).

FOR WRB Refining LLC

4-25-08
Date



L. M. Ziemba
Vice President
WRB Refining LLC
600 N. Dairy Ashford
Houston, Texas 77079
(281) 293-1000



APPENDIX A**LIST OF FLARING DEVICES AT THE COVERED REFINERIES**

Refinery	Name of Flare
Alliance	Low Pressure Flare (coker) High Pressure Flare Marine Vapor Recovery Flare – 406 D-15 Marine Vapor Recovery Flare – 406 D-16
Bayway	Poly Flare CLEU Flare ABW Flare Eastside Flare
Borger	East Refinery Flare West Refinery Flare ARDS Flare Cat Flare NGL Non-Corrosive Flare NGL Corrosive Flare Acid Gas Flare Derrick Flare
Ferndale	ZTOF Emergency Ground Flare
LAR Carson	LAR Carson East LAR Carson West
LAR Wilmington	LAR Wilmington North LAR Wilmington South LAR Wilmington Unicracker LPG Flare

Rodeo 19C-1
 19C-602

Santa Maria Flare

Sweeny Unit 7 Flare
 Units 11/14 Flare
 Units 7/10D/18 Flare
 Units 10abc/12/51 LP Flare
 Units 10abc/12/68 HP Flare
 Units 15/17/19 Flare
 Expansion LP Flare
 Expansion HP Flare
 Unit 5 Flare
 Unit 30 Flare
 VDU/DCU Flare
 DEA Stripper Flare
 SW Stripper Flare

Trainer Main Yard Flare
 Old Yard Flare
 Acid Gas Flare
 SWS Gas Flare

Wood River Alkylation Flare
 Aromatics North Flare
 Aromatics South Flare
 Distilling West Flare
 North Property Ground Flare
 Lube (HCNHT) Flare
 Distilling Flare
 Benzene Loading Flare
 VOC Flare (and Spare)

Appendix I
Compliance Schedule for the Ferndale Refinery

(See attached pdf file.)

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Appendix I

Point Number	Location Map#	Unit Name	Category	Additional Identifying Information	Repair Deadline	Repair Completion Date
1	27-AS-302	Crude Unit	Manhole		12/29/2006	12/20/2006
2	27-AS-298	FCC Unit	Manhole		12/29/2006	12/20/2006
3	04-BS-104	FCC Unit	Manhole		12/29/2006	12/20/2006
4	04-BS-106	FCC Unit	Manhole		12/29/2006	12/20/2006
5	04-BS-106	FCC Unit	Manhole		12/29/2006	12/20/2006
6	27-AS-186	Offplot	Manhole		10/31/2006	10/20/2006
7	27-AS-186	Offplot	Manhole		10/31/2006	10/20/2006
8	27-AS-187	Offplot	Manhole		10/31/2006	10/20/2006
9	27-AS-200	Offplot	Manhole		10/31/2006	10/20/2006
10	27-AS-200	Offplot	Manhole		10/31/2006	10/20/2006
11	27-AS-200	Offplot	Manhole		10/31/2006	10/20/2006
12	27-AS-173	Offplot	Manhole		10/31/2006	10/20/2006
13	27-BS-456	Sulfur Recover Unit	Manhole		10/31/2006	10/20/2006
14	27-BS-456	Sulfur Recover Unit	Manhole		10/31/2006	10/20/2006
15	27-BS-458	Sulfur Recover Unit	Manhole		10/31/2006	10/20/2006
16	27-BS-458	Sulfur Recover Unit	Manhole		10/31/2006	10/20/2006
17	27-BS-458	Sulfur Recover Unit	Manhole		10/31/2006	10/20/2006
18	04-BS-106	FCC Unit	Manhole		12/29/2006	12/20/2006
19	04-BS-106	FCC Unit	Manhole		12/29/2006	12/20/2006
20	27-BS-407	Reformer Unit	Manhole		12/29/2006	12/20/2006
21	27-BS-407	Reformer Unit	Manhole		12/29/2006	12/20/2006
22	27-BS-407	Reformer Unit	Manhole		12/29/2006	12/20/2006
23	17-AS-104	Alky Unit	Process Drain		9/30/2008	7/3/2007
24	17-BQ-134	Alky Unit	Process Drain		9/30/2008	7/3/2007
25	27-AS-404	Alky Unit	Process Drain		9/30/2008	8/8/2007
26	27-AS-405	Alky Unit	Process Drain		9/30/2008	7/3/2007
27	27-AS-405	Alky Unit	Process Drain		9/30/2008	7/3/2007
28	27-AS-405	Alky Unit	Process Drain		9/30/2008	7/3/2007
29	27-AS-405	Alky Unit	Process Drain		9/30/2008	8/8/2007
30	27-AS-405	Alky Unit	Process Drain		9/30/2008	
31	27-AS-405	Alky Unit	Process Drain		9/30/2008	7/3/2007
32	27-AS-405	Alky Unit	Process Drain		9/30/2008	8/8/2007
33	27-AS-405	Alky Unit	Process Drain		9/30/2008	7/3/2007

Individual Location Schedule
 BWON Compliance Plan
 Ferndale Refinery
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Appendix I

Point Number	Location Map#	Unit Name	Category	Additional Identifying Information	Repair Deadline	Repair Completion Date
34	27-AS-405	Alky Unit	Process Drain		9/30/2008	8/8/2007
35	27-AS-405	Alky Unit	Process Drain		9/30/2008	8/8/2007
36	27-AS-405	Alky Unit	Process Drain		9/30/2008	
37	27-AS-405	Alky Unit	Process Drain		9/30/2008	8/8/2007
38	27-AS-405	Alky Unit	Process Drain		9/30/2008	7/2/2007
39	27-AS-405	Alky Unit	Process Drain		9/30/2008	
40	27-AS-404	Butamer Unit	Process Drain		9/30/2008	6/14/2007
41	27-AS-302	Crude Unit	Process Drain		9/30/2007	8/28/2007
42	27-AS-302	Crude Unit	Process Drain		9/30/2007	8/28/2007
43	27-AS-302	Crude Unit	Process Drain		9/30/2007	9/27/2007
44	04-BS-105	FCC Unit	Process Drain		9/30/2007	8/8/2007
45	04-BS-106	FCC Unit	Process Drain		9/30/2007	8/8/2007
46	04-BS-106	FCC Unit	Process Drain		9/30/2007	8/8/2007
47	27-AS-298	FCC Unit	Process Drain		9/30/2007	8/8/2007
48	27-AS-298	FCC Unit	Process Drain		9/30/2007	2/1/2007
49	27-AS-303	FCC Unit	Process Drain		9/30/2007	7/3/2007
50	27-AS-303	FCC Unit	Process Drain		9/30/2007	8/8/2007
51	27-AS-303	FCC Unit	Process Drain		9/30/2007	8/8/2007
52	27-AS-303	FCC Unit	Process Drain		9/30/2007	8/8/2007
53	27-AS-303	FCC Unit	Process Drain		9/30/2007	8/8/2007
54	22-AS-101	Offplot	Process Drain		9/30/2008	
55	27-AS-144	Offplot	Process Drain		9/30/2008	6/15/2007
56	27-AS-145	Offplot	Process Drain		9/30/2008	
57	27-AS-145	Offplot	Process Drain		9/30/2008	1/10/2008
						Drain removed. Field Inspection revealed that the drain was plugged and replaced.
58	27-AS-147	Offplot	Process Drain		9/30/2008	
59	27-AS-150	Offplot	Process Drain		9/30/2008	
60	27-AS-150	Offplot	Process Drain		9/30/2008	
61	27-AS-150	Offplot	Process Drain		9/30/2008	
62	27-AS-150	Offplot	Process Drain		9/30/2008	
63	27-AS-150	Offplot	Process Drain		9/30/2008	

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Point Number	Location Map#	Unit Name	Category	Additional Identifying Information	Repair Deadline	Repair Completion Date
64	27-AS-150	Offplot	Process Drain		9/30/2008	
65	27-AS-159	Offplot	Process Drain		9/30/2008	
66	27-AS-161	Offplot	Process Drain		9/30/2008	1/10/2008
67	27-AS-163	Offplot	Process Drain		9/30/2008	1/10/2008
68	27-AS-163	Offplot	Process Drain		9/30/2008	1/10/2008
69	27-AS-186	Offplot	Process Drain		9/30/2008	1/10/2008
70	27-AS-187	Offplot	Process Drain		9/30/2007	8/28/2007
71	27-AS-190	Offplot	Process Drain		9/30/2008	
72	27-AS-190	Offplot	Process Drain		9/30/2008	1/10/2008
73	27-AS-191	Offplot	Process Drain		9/30/2008	
74	27-AS-191	Offplot	Process Drain		9/30/2008	
75	27-AS-199	Offplot	Process Drain		9/30/2008	1/10/2008
76	27-AS-150	Offplot	Process Drain		9/30/2008	10/15/2007
77	27-BS-407	Reformer Unit	Process Drain		9/30/2007	6/14/2007
78	27-BS-407	Reformer Unit	Process Drain		9/30/2007	6/14/2007
79	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/14/2007
80	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
81	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
82	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
83	27-BS-408	Reformer Unit	Process Drain		9/30/2007	8/9/2007
84	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
85	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
86	27-BS-408	Reformer Unit	Process Drain		9/30/2007	8/28/2007
87	27-BS-408	Reformer Unit	Process Drain		9/30/2007	7/3/2007
88	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
89	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
90	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
91	27-BS-408	Reformer Unit	Process Drain		9/30/2007	7/5/2007

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Point Number	Location Map#	Unit Name	Category	Additional Identifying Information	Repair Deadline	Repair Completion Date
92	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
93	27-BS-408	Reformer Unit	Process Drain		9/30/2007	6/29/2007
94	38-BA-0602	SZORB Unit	Process Drain		9/30/2007	8/9/2007
95	38-BA-0603	SZORB Unit	Process Drain		9/30/2007	6/14/2007
96	38-BA-0603	SZORB Unit	Process Drain		9/30/2007	6/14/2007
97	38-BA-0603	SZORB Unit	Process Drain		9/30/2007	6/14/2007
98	38-BA-0604	SZORB Unit	Process Drain		9/30/2007	6/14/2007
99	38-BA-0605	SZORB Unit	Process Drain		9/30/2007	6/14/2007
100	38-BA-0605	SZORB Unit	Process Drain		9/30/2007	6/14/2007
101	38-BA-0605	SZORB Unit	Process Drain		9/30/2007	6/14/2007
102	38-BA-0605	SZORB Unit	Process Drain		9/30/2007	6/14/2007
103	27-AS-301	Treaters Unit	Process Drain		9/30/2008	
104	27-AS-300	Treaters Unit	Process Drain		9/30/2008	
105	27-AS-301	Treaters Unit	Process Drain		9/30/2008	
106	27-AS-186	Waste Water Treatment	Process Drain		9/30/2007	8/28/2007
107	9-BA-154	Offplot	Vented Sewer Line	Knock Engine	9/30/2007	9/26/2007
108	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
109	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
110	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
111	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
112	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
113	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
114	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
115	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
116	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
117	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
118	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
119	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	

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Point Number	Location Map#	Unit Name	Category	Additional Identifying Information	Repair Deadline	Repair Completion Date
120	29-AS-136	Offplot	Vented Sewer Line	Laboratory Bldg	12/31/2008	
121	33-BS-09	DHT Unit	Catch Basins		9/30/2008	1/4/2008
122	33-BS-11	DHT Unit	Catch Basins		9/30/2008	1/4/2008
123	27-AS-109	Offplot	Catch Basins		9/30/2008	Evaluation determined that no BWON Material was entering the basin and it is at the head of the sewer system. Therefore, in BWON compliance.
124	27-BS-408	Reformer Unit	Catch Basins		9/30/2008	7/3/2007
125	27-AS-300	Treaters Unit	Catch Basins		9/30/2008	Evaluation determined that no BWON Material was entering the basin and it is at the head of the sewer system. Therefore, in BWON compliance.
126	27-AS-191	Alky Unit	Junction Box		3/1/2007	12/29/2006
127	27-AS-299	Crude Unit	Junction Box		9/30/2007	9/13/2007
128	27-AS-165	Reformer Unit	Junction Box		9/30/2007	9/20/2007
129	27-AS-171	FCC Unit	Junction Box		9/30/2007	9/20/2007
130	27-AS-167	Offplot	Manhole		9/30/2007	12/20/2006
131	27-AS-187	Offplot	Manhole		9/30/2007	12/20/2006
132	27-AS-200	Offplot	Manhole		9/30/2007	12/20/2006