

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

UNITED STATES OF AMERICA)	
Plaintiff,)	
)	
and)	
)	
COMMONWEALTH OF PENNSYLVANIA)	CIVIL ACTION NO. 05-02866
CITY OF PHILADELPHIA)	
STATE OF OKLAHOMA)	
STATE OF OHIO)	
Plaintiff/Intervenors,)	
)	
v.)	
)	
SUNOCO, INC.)	
Defendant)	
_____)	

SECOND AMENDMENT TO CONSENT DECREE

WHEREAS, the United States of America (hereinafter “the United States”); the Commonwealth of Pennsylvania, the City of Philadelphia, the State of Oklahoma, and the State of Ohio; and Sunoco, Inc. (hereinafter, “Sunoco”) are parties to a Consent Decree entered by this Court on March 21, 2006; and

WHEREAS, on June 3, 2009, a First Amendment to the Consent Decree was entered by this Court;

WHEREAS, the 2006 Consent Decree as modified by the First Amendment shall be referred to as the “Consent Decree”;

WHEREAS, as reflected in this Second Amendment, the United States, the Commonwealth of Pennsylvania, the City of Philadelphia, and Sunoco (the “Parties”) have agreed upon certain additional modifications of the Consent Decree related to Sunoco’s Marcus Hook and Philadelphia refineries;

WHEREAS, the Commonwealth of Pennsylvania is the “Appropriate Plaintiff/Intervenor,” as that term is used in Paragraph 243 of the Consent Decree, for the Marcus Hook Refinery;

WHEREAS, the City of Philadelphia is the “Appropriate Plaintiff/Intervenor,” as that term is used in Paragraph 243 of the Consent Decree, for the Philadelphia Refinery;

WHEREAS, the undersigned representatives of the United States, the Commonwealth of Pennsylvania, the City of Philadelphia, and Sunoco are fully authorized to enter into the terms and conditions of this amendment;

WHEREAS, Paragraph 243 of the Consent Decree requires that this amendment be approved by the Court before it is effective;

NOW THEREFORE, the United States, the Commonwealth of Pennsylvania, the City of Philadelphia, and Sunoco hereby agree that, upon approval of this amendment (the “Second Amendment”) by the Court, the Consent Decree shall thereby be amended as follows:

AMENDED AND RESTATED SECTIONS

1. The Consent Decree shall remain in full force and effect in accordance with its terms, except that Paragraphs 11.c, 14.c, and 133 are deleted; the introductory paragraphs to Sections V.A and V.B and Paragraphs 11.a, 12.a, 12.b, 14.a, 15.a, 124, and 127, and Appendix A are revised, as set forth below; and new Sections V.Ga and XI.Ga., and new Paragraphs 10.Za, 10.NNa, 11A, 11B, 12.c, 12A, 14A, 15.d, 15A, 38A, 38B, 38C, 107A, 107B, 108A, 115A, 124A, 127A, 140A, and 140B are added, as set forth below.

* * *

2. New subparagraph 10.Za. shall be added to the Consent Decree and shall read as follows:

“Low NO_x Combustion Promoter” shall mean a catalyst that is added to an FCCU to minimize NO_x emissions while maintaining its effectiveness as a combustion promoter.

3. New subparagraph 10.NNa. shall be added to the Consent Decree and shall read as follows:

“SO₂ Reducing Catalyst Additive” shall mean a catalyst additive that is introduced to an FCCU to reduce SO₂ emissions by oxidation and adsorption.

4. The introductory paragraph at Section V.A. of the Consent Decree shall be revised to read as follows:

Sunoco shall implement a program to reduce NO_x emissions as set forth in paragraphs 11-13, below, at the Marcus Hook FCCU, the Philadelphia FCCUs, and the Toledo FCCU. Sunoco shall apply to incorporate the lower NO_x emission limits into its operating permits and will demonstrate future compliance with the lower emission limits through the use of CEMS. CEMS required under this Paragraph shall be operated and data recorded pursuant to applicable law.

5. Subparagraph 11.a of the Consent Decree shall be revised to read as follows:

a. By no later than the dates specified, Sunoco shall complete installation and begin operation of an SCR system on the following FCCUs:

Philadelphia 1232:	06.30.08
Marcus Hook:	06.30.15
Toledo:	12.31.09

Sunoco shall design the SCR systems to achieve a NO_x concentration of 20 ppmvd on a 365-day rolling average basis and 40 ppmvd on a 7-day rolling average basis, each at 0% oxygen.

6. New Paragraph 11A shall be added to the Consent Decree and shall read as follows:

11A. **SNCR Application: Marcus Hook**

a. By no later than January 1, 2012, Sunoco shall complete installation of either temporary or permanent SNCR at the Marcus Hook CO Boiler #3, and shall operate the SNCR during operation of the #3 CO Boiler in support of the Marcus Hook FCCU at least until SCR is installed at the Marcus Hook Refinery.

b. In lieu of SNCR, Sunoco may install alternative technology, if approved by EPA and PADEP, that achieves the emission limits required by Paragraph 11B.

7. New Paragraph 11B shall be added to the Consent Decree and shall read as follows:

11B. **Interim Emission Limit: Marcus Hook**. Beginning with calendar year 2012 and continuing until June 30, 2015, total annual NO_x emissions from the Marcus Hook FCCU shall not exceed 1,080 tons per calendar year. Compliance with this total annual limit shall be demonstrated by applying the existing conditions applicable in determining total annual NO_x mass emissions at the unit pursuant to Section C of the Marcus Hook Title V permit (issued June 10, 2010). These conditions include the use of flow and concentration data measured by

instruments operated in accordance with 25 Pa. Code Chapter 139 and the Department's Continuous Source Monitoring Manual (annual RATA).

8. Paragraph 12 (subparagraphs a and b) shall be revised to read as follows:

a. Sunoco or TRC, as applicable, shall operate its FCCU(s) so that NO_x emissions from these units do not exceed the following rolling average limits, each at 0% oxygen, according to the following schedule:

<u>FCCU</u>	<u>Date</u>	<u>Limits</u>
Philadelphia 1232:	06.30.08	20 ppmvd (365-day) 40 ppmvd (7-day)
	Date of Lodging of Second Amendment	10 ppmvd (365-day) 30 ppmvd (7-day)
Toledo:	12.31.09	20 ppmvd (365-day) 40 ppmvd (7-day)
Marcus Hook:	06.30.15	10 ppmvd (365-day) 30 ppmvd (7-day)

b. For the purposes of this Consent Decree only, NO_x emissions during periods of Startup, Shutdown, or Malfunction shall not be used in determining compliance with the 7-day emission limits, provided that during such periods Sunoco or TRC, as applicable, implements good air pollution control practices to minimize NO_x emissions.

9. New subparagraph 12.c shall be added to the Consent Decree and shall read as follows:

c. With respect to the Marcus Hook FCCU, if Sunoco determines that compliance with the 10 ppmvd (365-day) and 30 ppmvd (7-day) limits is not

continuously achievable, Sunoco may, at any time on or after June 30, 2015 and no later than December 31, 2016, propose emission limits up to 20 ppmvd (365-day) and 40 ppmvd (7-day) and shall achieve NO_x emission reductions equivalent to the annual tonnage difference between the Sunoco-proposed emissions limits and 10 ppmvd/30 ppmvd emission limits through NO_x reductions or offsets from the Marcus Hook refinery and/or other Sunoco-owned and operated facilities that are located in the same regional airshed in which the Marcus Hook refinery is located. Sunoco may include the retirement of NO_x emission credits from these facilities as a component of its proposal. Sunoco's proposal shall include all CEMS data supporting Sunoco's proposal, and an analysis of the basis on which Sunoco believes that compliance with the 10 ppmvd/30 ppmvd NO_x emission limits is not technically achievable on a continuous basis. Upon request by EPA, Sunoco shall submit any additional available data that EPA determines it needs to evaluate Sunoco's proposal. EPA shall notify Sunoco in writing whether EPA accepts or rejects Sunoco's proposed emission limits and/or offsets, or may propose alternative limits and/or offsets. If EPA and Sunoco agree on alternative limits, the parties will prepare a material modification pursuant to Paragraph 243 of this Consent Decree to incorporate these limits into this Consent Decree. Sunoco shall incorporate these limits into federally-enforceable permits as provided in Section V.O of this Consent Decree. If EPA denies the proposal, Sunoco may invoke the dispute resolution provisions of Section XV of this Decree by no later than thirty (30) days after EPA's notice of the denial. Sunoco's submission of a proposed modification of the 10 ppmvd/30 ppmvd NO_x

emission limits under this subparagraph shall not constitute a defense to liability for non-compliance with these limits; provided that, pursuant to Paragraph 195 of the Consent Decree, if Sunoco prevails in dispute resolution on alternative limits, Sunoco shall only be liable for non-compliance with limits that result from the dispute resolution.

10. New Paragraph 12A shall be added to the Consent Decree and shall read as follows:

12A. **Philadelphia 868 FCCU NO_x Program.**

- a. Within seven days after the Date of Lodging of the Second Amendment, Sunoco shall commence an eighteen (18) month demonstration of the use of Low NO_x Combustion Promoter at the Philadelphia 868 FCCU (“Low NO_x Promoter Demonstration Period”).
- b. Sunoco shall provide updates of the Low NO_x Combustion Promoter Demonstration Period results to EPA, PADEP, and, AMS quarterly via electronic mail and shall provide any other information relevant to the Low NO_x Combustion Promoter Demonstration Period that EPA, PADEP, or AMS determines it needs upon request.
- c. Sunoco will submit to EPA, PADEP, and AMS a final report of the results of the Low NO_x Combustion Promoter Demonstration Period within 30 days of the demonstration’s completion. Sunoco shall propose in this Low NO_x Combustion Promoter Demonstration Report a 7-day and a 365-day rolling average NO_x emission limit to apply to Philadelphia 868 as measured in ppmvd at 0% oxygen. Sunoco shall comply with the

emission limits it proposes upon submission of the Low NO_x Combustion Promoter Demonstration Report and shall continue to comply with these limits unless and until it is required to comply with emission limits set by EPA pursuant to subparagraph 12A.d, below. EPA, after consultation with PADEP and AMS, will use the data collected about the 868 FCCU during the Low NO_x Combustion Promoter Demonstration Period, as well as all other available and relevant information, to establish limits for NO_x emissions from Philadelphia 868. EPA will establish a 7-day and a 365-day rolling average NO_x emission limit, as measured in ppmvd at 0% oxygen. EPA will determine the limits based on: (i) the level of performance during the Low NO_x Combustion Promoter Demonstration Period; (ii) a reasonable certainty of compliance; and (iii) any other available and relevant information. EPA will notify Sunoco of its determination of the concentration-based NO_x emission limits. Sunoco shall immediately (or within 30 days, if EPA's limit is more stringent than the limit proposed by Sunoco) operate the FCCU so as to comply with the EPA-established emission limits. Disputes regarding the appropriate emission limits shall be resolved under the Dispute Resolution provisions of this Decree, provided such procedures are invoked within 30 days of Sunoco's receipt of the aforementioned notice by EPA.

- d. During the Demonstration Period, Sunoco shall both physically add Low NO_x Combustion Promoter (when using promoter) and operate the FCCU in a manner that minimizes NO_x emissions to the extent practicable

without interfering with conversion or processing rates. During the Low NO_x Combustion Promoter Demonstration Period, Sunoco may use conventional combustion promoter on an intermittent basis as needed to avoid unsafe operation of the 868 FCCU regenerator and to comply with CO emission limits. Sunoco will undertake appropriate measures and/or adjust operating parameters with the goal of eliminating such use.

Notwithstanding the foregoing, Sunoco will not be required to adjust operating parameters in a way that would limit conversion or processing rates. Sunoco will document in the quarterly email reports and the final Low NO_x Combustion Promoter Report submitted to EPA, PADEP, and AMS when and why Sunoco used the conventional combustion promoter during the Low NO_x Combustion Promoter Demonstration Period and the actions, if any, taken to return to the minimized level of use.

- e. Sunoco may discontinue use of Low NO_x Combustion Promoter upon determining that Sunoco has adjusted other parameters and that such promoter does not adequately control after-burn, causes CO emissions to approach or exceed applicable limits, or interferes with the effectiveness of SO₂ Reducing Catalyst Additive. Prior to the end of the eighteen (18) month Low NO_x Combustion Promoter Demonstration Period pursuant to Paragraph 12A.a, Sunoco will notify EPA, PADEP, and AMS of any such discontinuance, including the circumstances and reasons for the action. Notwithstanding the foregoing, Sunoco will not be required to adjust

operating parameters in a way that would limit 868 FCCU conversion or processing rates.

11. The introductory paragraph at Section V.B. of the Consent Decree shall be revised to read as follows:

Sunoco shall implement a program to reduce SO₂ emissions from the Marcus Hook, Philadelphia, and Toledo FCCUs as set forth in paragraphs 14-15A, below. Sunoco shall apply to incorporate the lower SO₂ emission limits into its operating permits and will demonstrate future compliance with the lower emission limits through the use of CEMS. CEMS required under this Paragraph shall be operated and data recorded pursuant to applicable law.

12. Subparagraph 14.a of the Consent Decree shall be revised to read as follows:

a. By no later than the dates specified, Sunoco shall complete installation and begin operation of a WGS at the following FCCUs:

Philadelphia 1232:	06.30.08
Toledo:	12.31.09
Marcus Hook:	06.30.15

Sunoco shall design the WGS to achieve an SO₂ concentration of 25 ppmvd on a 365-day rolling average basis and 50 ppmvd on a 7-day rolling average basis, each at 0% oxygen.

13. New Paragraph 14A shall be added to the Consent Decree and shall read as follows:

14A. **Interim Emission Limit: Marcus Hook.** Beginning with calendar year 2011 and continuing until June 30, 2015, total annual SO₂ emissions from the Marcus Hook FCCU shall not exceed 2,200 tons per calendar year. Compliance with this total annual limit shall be demonstrated by applying the existing conditions applicable in determining total annual SO₂ mass emissions at the unit pursuant to Section C of the Marcus Hook Title V permit (issued June 10, 2010). These conditions include the use of flow and concentration data measured by instruments operated in accordance with 25 Pa. Code Chapter 139 and the Department's Continuous Source Monitoring Manual (annual RATA).

14. Subparagraph 15.a of the Consent Decree shall be revised to read as follows:

a. Sunoco or TRC, as applicable, shall operate its FCCU(s) so that SO₂ emissions from these units do not exceed the following limits, each at 0% oxygen, according to the following schedule:

<u>FCCU</u>	<u>Date</u>	<u>Limits</u>
Philadelphia 1232:	06.30.08	25 ppmvd (365-day) 50 ppmvd (7-day)
	Date of Lodging of Second Amendment	10 ppmvd (365-day) 18 ppmvd (7-day)
Toledo:	12.31.09	25 ppmvd (365-day) 50 ppmvd (7-day)
Marcus Hook:	06.30.15	10 ppmvd (365-day) 18 ppmvd (7-day)

For the purposes of this Consent Decree only, SO₂ emissions during periods of Startup, Shutdown, or Malfunction shall not be used in determining compliance with the 7-day emissions limits, provided that during such periods

Sunoco or TRC, as applicable, implements good air pollution control practices to minimize SO₂ emissions.

15. New subparagraph 15.d shall be added to the Consent Decree and shall read as follows:

d. With respect to the Marcus Hook FCCU, if Sunoco determines that compliance with the 10 ppmvd (365-day) and 18 ppmvd (7-day) limits is not continuously achievable, Sunoco may, at any time on or after June 30, 2015, and no later than December 31, 2016, propose emission limits up to 25 ppmvd (365-day) and 50 ppmvd (7-day) and shall achieve SO₂ emission reductions equivalent to the annual tonnage difference between the Sunoco-proposed emission limits and 10/18 ppmvd emission limits through SO₂ reductions or offsets from the Marcus Hook refinery and/or other Sunoco-owned and operated facilities that are located in the same regional airshed in which the Marcus Hook refinery is located. Sunoco may include the retirement of SO₂ emission credits from these facilities as a component of its proposal. Sunoco's proposal shall include all CEMS data supporting Sunoco's proposal, and an analysis of the basis on which Sunoco believes that compliance with the 10 ppmvd/18 ppmvd SO₂ emission limits is not technically achievable on a continuous basis. Upon request by EPA, Sunoco shall submit any additional available data that EPA determines it needs to evaluate Sunoco's proposal. EPA shall notify Sunoco in writing whether EPA accepts or rejects Sunoco's proposal, or may propose alternative limits and/or offsets. If EPA and Sunoco agree on alternative limits, the parties will prepare a material

modification pursuant to Paragraph 243 of this Consent Decree to incorporate these limits into this Consent Decree. Sunoco shall incorporate these limits into federally-enforceable permits as provided in Section V.O of the Consent Decree. If EPA denies the proposal, Sunoco may invoke the dispute resolution provisions of Section XV of this Decree by no later than thirty (30) days after EPA's notice of the denial. Sunoco's submission of a proposed modification of the 10 ppmvd/18 ppmvd SO₂ emission limits under this subparagraph shall not constitute a defense to liability for non-compliance with these limits; provided that, pursuant to Paragraph 195 of the Consent Decree, if Sunoco prevails in dispute resolution on alternative limits, Sunoco shall only be liable for non-compliance with limits that result from the dispute resolution.

16. New Paragraph 15A shall be added to the Consent Decree and shall read as follows:

15A. **Philadelphia 868 FCCU SO₂ Program.**

a. Sunoco shall commence the temporary use of SO₂ Reducing Catalyst Additives in the Philadelphia 868 FCCU on or before the Date of Entry of the Second Amendment to the Consent Decree and shall continue such use for at least 180 days following submittal of the plan approval application described in 15A.b below.

b. Upon the effective date of a plan approval modification that increases the 365-day rolling average throughput limit for the Philadelphia 868 FCCU by 15% (from 47,500 barrels per day to 54,625 barrels per day), Sunoco shall operate the Philadelphia 868 FCCU so that SO₂ emissions from the unit do not exceed 25

ppmvd based on a 365-day rolling average or 50 ppmvd based on a 7-day average, each at 0% oxygen. Sunoco shall submit a plan approval application requesting the modification of the throughput limit and incorporation of the 25/50 ppmvd SO₂ emissions limits to AMS by May 2, 2011.

c. If Sunoco cannot continuously achieve the 25 ppmvd (365-day) and 50 ppmvd (7-day) limits through the use of SO₂ Reducing Catalyst Additive at an addition rate of up to 10.0 average weight % of total catalyst added, Sunoco shall notify EPA, PADEP, and AMS and, upon notification, may commence an eighteen (18) month demonstration of the use of SO₂ Reducing Catalyst Additives at the Philadelphia 868 FCCU (“SO₂ Demonstration Period”) and comply with the following subparagraphs 15A.d and 15A.g.

d. During the SO₂ Demonstration Period, Sunoco will both add SO₂ Reducing Catalyst Additive and operate the FCCU in a manner that minimizes SO₂ emissions to the extent practicable without interfering with conversion or processing rates.

e. Sunoco shall provide updates of the SO₂ Demonstration Period results to EPA, PADEP, and AMS quarterly via electronic mail and shall provide any other information relevant to the SO₂ Demonstration Period that EPA, PADEP, or AMS determines it needs upon request.

f. Sunoco will submit to EPA, PADEP, and AMS a final report of the results of the SO₂ Demonstration Period within 30 days of the demonstration’s completion. Sunoco shall propose in this SO₂ Demonstration Report a 7-day and a 365-day rolling average SO₂ emission limit to apply to Philadelphia 868 as

measured in ppmvd at 0% oxygen. Sunoco shall comply with the emission limits it proposes upon submission of the SO₂ Demonstration Report and shall continue to comply with these limits unless and until it is required to comply with emission limits set by EPA pursuant to Paragraph 15A.g, below. In addition, Sunoco shall achieve SO₂ emission reductions equivalent to the annual tonnage difference between the limits proposed in the SO₂ Demonstration Report (or the emission limits set by EPA pursuant to Paragraph 15A.g, below) and 25/50 ppmvd through SO₂ reductions or offsets from the Philadelphia refinery and/or other Sunoco-owned and operated facilities that are located in the same regional airshed in which the Philadelphia refinery is located. Sunoco may include the retirement of SO₂ emission credits from these facilities as a component of its proposal. EPA shall notify Sunoco in writing whether EPA accepts or rejects Sunoco's proposal, or may propose alternative reductions and/or offsets. If EPA and Sunoco agree on the reductions and/or offsets, the parties will prepare a material modification pursuant to Paragraph 243 of this Consent Decree to incorporate the proposal into this Consent Decree. Sunoco shall incorporate these requirements for reductions and/or offsets into federally-enforceable permits as provided in Section V.O of the Consent Decree. If EPA denies the proposal, Sunoco may invoke the dispute resolution provisions of this Decree by no later than thirty (30) days after EPA's notice of the denial.

g. EPA, after consultation with PADEP and AMS, will use the data collected about the 868 FCCU during the SO₂ Demonstration Period, as well as all other available and relevant information, to establish limits for SO₂ emissions from

Philadelphia 868. EPA will establish a 7-day and a 365-day rolling average SO₂ emission limit, as measured in ppmvd at 0% oxygen. EPA will determine the limits based on: (i) the level of performance during the SO₂ Demonstration Period; (ii) a reasonable certainty of compliance; and (iii) any other available and relevant information. EPA will notify Sunoco of its determination of the concentration-based SO₂ emission limits. Sunoco shall immediately (or within 30 days, if EPA's limit is more stringent than the limit proposed by Sunoco) operate the 868 FCCU so as to comply with the EPA-established emission limits. Disputes regarding the appropriate emission limits shall be resolved under the Dispute Resolution provisions of this Decree, provided such procedures are invoked within 30 days of Sunoco's receipt of the aforementioned notice by EPA.

17. New Section V.Ga and new Paragraphs 38A-38C shall be added to the Consent Decree and shall read as follows:

Ga. Reductions from Reciprocating Internal Combustion Engines (“RICE”).

38A. Commencing no later than the Date of Entry of the Second Amendment to the Consent Decree, and concluding no later than December 31, 2011, Sunoco shall implement a program to reduce NO_x emissions from the following RICE located at the Philadelphia Refinery:

North Yard Fire Water Pressure Pump

15 Pumphouse Transfer Pump

South Yard Guard Separator Pump

1232 FCCU Area Primary Air Compressor
1232 FCCU Area Secondary Air Compressor
Elliot Backup Air Compressors (2)
1733 Unit Cooling Tower Lines Pump
101 OX Tank Area Pump

38B. Sunoco shall reduce emissions at the designated RICE using one or a combination of the following methods: permanent shutdown or permanent removal of the RICE, or replacement of the RICE with an electrical engine.

38C. By August 1, 2011, Sunoco shall submit a progress report to PADEP and AMS on the status of the program's implementation, the methods selected under Paragraph 38B for each of the designated RICE, and a schedule for completion.

18. New Paragraph 107A shall be added to the Consent Decree and shall read as follows:

107A. Pennsylvania VOC SCEP. No later than 90 days after the Date of Entry of the Second Amendment to the Consent Decree, Sunoco shall permanently retire 100 tons of its VOC emission reduction credits registered in Pennsylvania.

19. New Paragraph 107B shall be added to the Consent Decree and shall read as follows:

107B. Eagle Point NO_x SCEP. Within 30 days from Date of Entry of the Second Amendment to the Consent Decree, Sunoco shall commence the process of registering in the State of New Jersey emission reduction credits resulting from the shutdown of its refinery in Eagle Point, New Jersey. Upon registration, Sunoco shall permanently retire 158 tons of the New Jersey NO_x emission reduction credits.

20. New Paragraph 108A shall be added to the Consent Decree and shall read as follows:

108A. Frankford SCEP. By no later than the Date of Lodging of the Second Amendment to the Consent Decree, Sunoco shall eliminate the burning of liquid fuel (except (i) phenolic wastes (in Boilers 1 and 2), (ii) during natural gas curtailments and other losses of supply (e.g., PGW supply line failure or maintenance activity), and (iii) during stack testing) in Boilers 1, 2 and 3 at Sunoco's Frankford Chemical Plant, located in Philadelphia, Pennsylvania (the "Frankford facility"). No later than 90 days after the Date of Lodging of the Second Amendment to the Consent Decree, Sunoco shall file any appropriate plan approval applications necessary to incorporate these fuel restrictions into the appropriate permit for the Frankford facility.

21. New Paragraph 115A shall be added to the Consent Decree and shall read as follows:

115A. Sunoco shall pay a civil penalty of \$1,050,000 to the Commonwealth of Pennsylvania, payable in three equal payments of \$350,000 due by December 31, 2012, December 31, 2013, and December 31, 2014.

22. Paragraph 124 of the Consent Decree shall be revised to read as follows:

124. For failure to meet any emission limit for NO_x referenced in Paragraph 12 (subject to the alternative compliance option in 12.c) or 12A, per day, per unit: \$750 for each calendar day in a calendar quarter on which the short-term rolling average exceeds the applicable limit; and \$2,500 for each calendar day in a calendar quarter on which the specified 365-day rolling average exceeds the applicable limit.

23. New Paragraph 124A shall be added to the Consent Decree and shall read as follows:

124A. For failure to meet the annual emissions limit for NO_x referenced in Paragraph 11B: \$2,000 for each ton exceeding the limit up to 50 tons; \$3,000 for each ton exceeding 50 tons and up to 100 tons above the limit; and \$4,000 for each ton exceeding 100 tons above the limit.

24. Paragraph 127 of the Consent Decree shall be revised to read as follows:

127. For failure to meet emission limits for SO₂ set forth in Paragraph 15 or 15A (subject to the alternative compliance option in 15A.c), per day, per unit: \$750 for each calendar day in a calendar quarter on which the short-term rolling average

exceeds the applicable limit; and \$2,500 for each calendar day in a calendar quarter on which the specified 365-day rolling average exceeds the applicable limit.

25. New Paragraph 127A shall be added to the Consent Decree and shall read as follows:

127A. For failure to meet the annual emissions limit for SO₂ referenced in Paragraph 14A: \$2,000 for each ton exceeding the limit up to 50 tons; \$3,000 for each ton exceeding 50 tons and up to 100 tons above the limit; and \$4,000 for each ton exceeding 100 tons above the limit.

26. New Section XI.Ga. and Paragraphs 140A and 140B shall be added to the Consent Decree and shall read as follows:

XI.Ga. Noncompliance with Requirements for NO_x Emission

Reductions from RICE

140A. For failure to implement emission reduction efforts sufficient to comply with the requirements of Section V.Ga, per day, per unit:

<u>Period of Delay</u>	<u>Penalty per day</u>
1st through 30th day after deadline	\$1,000
31st through 60th day after deadline	\$1,500
Beyond 60th day after deadline	\$2,000 or an amount equal to 1.2 times the economic benefit of delayed compliance, whichever is greater

27. Appendix A shall be revised to read as follows:

Milestones for Marcus Hook SCR

Request for Quotation (RFQ) issued to potential vendors	10/31/12
Vendor selection	2/28/13
Purchase Order placed for equipment	8/31/13
Start of pre-shutdown construction	6/30/14

* * *

ORDER

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:

ORDERED, ADJUDGED and DECREED that this Second Amendment to the Consent Decree is hereby approved and entered as a final order of this court.

Dated and entered this _____ day of _____, 2011.

United States District Judge

WE HEREBY CONSENT to the foregoing Second Amendment to the Consent Decree entered in *United States, et al., v. Sunoco, Inc.*, Civil No. 05-02866, on March 21, 2006 and amended on June 3, 2009.

FOR PLAINTIFF THE UNITED STATES OF AMERICA:

Date: 7/11/11



IGNACIA S. MORENO
Assistant Attorney General
Environment and Natural Resources Division
United States Department of Justice
Washington, DC 20460

Date: June 23, 2011



MICHAEL J. MCNULTY
Senior Trial Attorney
Environmental Enforcement Section
United States Department of Justice
P.O. Box 7611
Ben Franklin Station
Washington, DC 20044-7611

WE HEREBY CONSENT to the foregoing Second Amendment to the Consent Decree entered in *United States, et al., v. Sunoco, Inc.*, Civil No. 05-02866, on March 21, 2006 and amended on June 3, 2009.

FOR PLAINTIFF THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY:

Date: 7/1/11


ADAM M. KUSHNER
Director, Office of Civil Enforcement
United States Environmental Protection Agency
1200 Pennsylvania Avenue, NW
Washington, D.C. 20460-0001

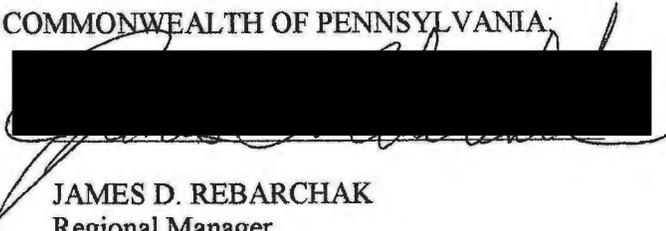
Date: 7.1.11


JOHN FOGARTY
Associate Director, Office of Civil Enforcement
United States Environmental Protection Agency
1200 Pennsylvania Avenue, NW
Washington, D.C. 20460-0001

WE HEREBY CONSENT to the foregoing Second Amendment to the Consent Decree entered in *United States, et al., v. Sunoco, Inc.*, Civil No. 05-02866, on March 21, 2006 and amended on June 3, 2009.

FOR PLAINTIFF/INTERVENOR THE COMMONWEALTH OF PENNSYLVANIA:

Date: 3/23/2011

A large black rectangular redaction covers the signature area. A handwritten signature is visible above the redaction, and another signature is visible below it.

JAMES D. REBARCHAK
Regional Manager
Air Quality
Commonwealth of Pennsylvania
Department of Environmental Protection
2 East Main Street
Norristown, PA 19401

WE HEREBY CONSENT to the foregoing Second Amendment to the Consent Decree entered in *United States, et al., v. Sunoco, Inc.*, Civil No. 05-02866, on March 21, 2006 and amended on June 3, 2009.

FOR PLAINTIFF/INTERVENOR THE CITY OF PHILADELPHIA:

Date: 4/17/2011



THOMAS HUYNH
Director, Air Management Services
321 University Avenue, 2nd Floor
Philadelphia, PA 19104

Date: 4/19/2011



PATRICK K. O'NEILL
Divisional Deputy City Solicitor, Envtl. Law
City of Philadelphia Law Dept.
One Parkway Bldg. 16th Floor
1515 Arch Street
Philadelphia, PA 19102

ATTORNEY FOR PLAINTIFF/INTERVENOR
CITY OF PHILADELPHIA

PAGES 26 AND 27 INTENTIONALLY OMITTED

WE HEREBY CONSENT to the foregoing Second Amendment to the Consent Decree entered in *United States, et al., v. Sunoco, Inc.*, Civil No. 05-02866, on March 21, 2006 and amended on June 3, 2009.

FOR DEFENDANT SUNOCO, INC.:

Date: 30 March 2011



JOHN D. PICKERING
Vice President Operations Excellence
Sunoco, Inc.
100 Green Street
Marcus Hook, PA 19061

Date: 29 March 2011



MICHAEL TH. BOURQUE
Assistant General Counsel
Sunoco, Inc.
1735 Market Street
Philadelphia, PA 19103

ATTORNEY FOR SUNOCO, INC.