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

UNITED STATES OF AMERICA,	)
	)
Plaintiff, and the	)
	)
State of Colorado,	)
Plaintiff-Intervener, and the	)
State of Louisiana,	)
Plaintiff-Intervener, and the	)
State of Oklahoma,	)
Plaintiff-Intervener, and the	)
State of Montana,	)
Plaintiff-Intervener,	)
v.	) Civil Action
	) No. H-01-4430
Conoco Inc.	)
	)
Defendant.	)
	)
_____	)

SECOND AMENDMENT TO CONSENT DECREE

WHEREAS, Plaintiff, the United States of America (hereinafter "Plaintiff" or "the United States"); the State of Colorado, the State of Louisiana, the State of Montana and the State of Oklahoma (hereinafter "Plaintiff Interveners"); and Conoco Inc., (hereinafter "ConocoPhillips" or "COPC"), are parties to a Consent Decree entered by this Court on April 30, 2002 (hereinafter "the Consent Decree"); and

WHEREAS Conoco Inc. merged with Phillips Company to form ConocoPhillips Company; and

WHEREAS this civil action refers to only those ConocoPhillips refineries located in Billings, MT, Lake Charles, LA, and Ponca City, OK; and.

WHEREAS, Suncor Energy (U.S.A.) Inc. ("Suncor") purchased the Conoco Commerce City refinery located in Commerce City, Colorado (hereinafter, the "Denver Refinery") in 2003; and

WHEREAS, Suncor contractually agreed to assume the obligations of, and to be bound by the terms and conditions of, the Consent Decree as such obligations, terms and conditions relate to the Denver Refinery, as of the date the transfer of ownership, August 1, 2003 (hereinafter the "Date of Purchase"); and

WHEREAS, the United States, Plaintiff Interveners, ConocoPhillips and Suncor amended the Consent Decree effective August 5, 2003 to 1) transfer to Suncor the obligations, liabilities, rights and releases of the Consent Decree and any related letters as they pertain to the Denver Refinery as of the Date of Purchase and to release ConocoPhillips from its obligations and liabilities under the Consent Decree arising after the Date of Purchase insofar as they relate to the Denver refinery as detailed in that First Amendment to Consent Decree (First Amendment); 2) provide that, after the Date of Purchase, the terms of the Consent Decree concerning the Denver Refinery shall exclusively apply to, be binding upon, and be enforceable against Suncor to the same extent as if Suncor were specifically identified and or named in those provisions, as amended, and 3) correct errors in Paragraph 193; and

WHEREAS, the United States, Plaintiff Interveners, ConocoPhillips and Suncor want to revise certain portions to clarify Suncor's obligations subsequent to the First Amendment; and

WHEREAS, for convenience sake, ConocoPhillips and/or Suncor may be referred to as Company or Companies when identifying their respective obligations at their refinery and/or refineries; and

WHEREAS, the United States, Plaintiff Interveners ConocoPhillips and Suncor want to revise the FCCU NOx and SO_2 Additive Programs to: 1) revise the program dates currently found in Paragraphs 9(a) and 32; 2) clarify when combustion promoters must be used or may be discontinued; 3) clarify that short term limits are to be 7-day rolling averages; 4) allow certain FCCU's to accept limits for SO_2 of 25 ppmvd 365-day rolling average and 50 ppmvd 7-day rolling average at any time prior to completion of the respective SO_2 additive demonstration periods; 5) allow certain FCCU's to accept final limits for NOx of 20 ppmvd 365-day rolling average and 40 ppmvd 7-day rolling average at any time prior to completion of the respective demonstration period; and 6) allow for establishment of final limits for NOx and SO_2 on certain FCCU's prior to the completion of the respective demonstration periods; and

WHEREAS, the United States, Plaintiff Intervener Oklahoma and ConocoPhillips now want to establish specific final NOx limits for the Ponca City No. 4 FCC and interim NOx limits for the Ponca City No. 5 FCC; and

WHEREAS, the United States, Plaintiff Intervener Oklahoma and ConocoPhillips want to substitute installation and optimization of an Enhanced SNCR system in lieu of the previously required SNCR and a subsequent NOx reducing catalyst additive optimization and demonstration for the Ponca City No.5 FCCU; and

WHEREAS, United States, Plaintiff Interveners, ConocoPhillips and Suncor want to revise the CO emissions limits provisions for Controlled Heaters and Boilers; and

WHEREAS, the United States, Plaintiff Interveners, ConocoPhillips and Suncor also want to 1) provide additional definitions, 2) revise certain reporting information and frequencies, 3) clarify the termination procedures, 4) clarify flare control options, and 5) clarify PM monitoring requirements for FCCU's; and

WHEREAS, the United States, Plaintiff Interveners, ConocoPhillips and Suncor now want to clarify the requirements for Alternative Monitoring and Testing Plans (AMPs) and new source performance standard (NSPS) notification requirements; and

WHEREAS, the United States, Plaintiff Interveners, ConocoPhillips and Suncor now want to correct the paragraph references in Paragraph 61; and

WHEREAS, the United States, Plaintiff Interveners, ConocoPhillips and Suncor now want to amend the modification requirements to the Consent Decree; and

WHEREAS, the United States, Plaintiff Interveners, and ConocoPhillips want to document the changes to certain compliance deadlines which were affected by Hurricanes Katrina and Rita, as addressed under Consent Decree paragraph 265; and

WHEREAS, each of the undersigned has reviewed and hereby consents to this Second Amendment; and

WHEREAS, Paragraph 301 of the Consent Decree requires that this Amendment be approved by the Court before it is effective;

NOW, THEREFORE, the United States, Plaintiff-Interveners, ConocoPhillips, and Suncor hereby agree that, upon approval of this Amendment by the Court, the Consent Decree shall thereby be amended as follows:

1. Part II, "Applicability", a new Paragraph 3A is added to read as follows:

3A. With the sale of the Denver Refinery from ConocoPhillips to Suncor and entry of the First Amendment, the State of Colorado is no longer a Plaintiff Intervener as to ConocoPhillips, and the States of Louisiana, Montana and Oklahoma are not Plaintiff Interveners as to Suncor. The provisions of this Consent Decree, as amended to apply to Suncor and the Denver Refinery, shall apply to and be binding upon the United States, Plaintiff Intervener the State of Colorado, and upon Suncor and the Suncor Denver Refinery until this Consent Decree is terminated as to Suncor and the Suncor Denver Refinery as provided in Part XXIV, Termination.

2. Part IV, Section A, "Low NOx CO Promoter and NOx Reducing Catalyst Additives, Optimizations and Demonstrations at the Denver, Lake Charles, Billings, Ponca City No.4 and Ponca City No.5 FCCUs", Paragraph 9(a) is amended and renumbered as 9(a)(1) and new Paragraphs 9(a)(2), 10A, and 10B are added to read as follows:

9(a)(1). By no later than the appropriate date shown below for each FCCU, ConocoPhillips will begin the performance demonstration of the catalyst additives at the optimized addition rates ("NOx Additive Demonstration"). ConocoPhillips shall demonstrate the performance of the NOx reducing catalyst additive at the optimized rate for the periods indicated below to yield the lowest NOx concentration feasible from the FCCU at that optimized rate. For the Lake Charles FCCU, the optimized rate for the NOx reducing catalyst additive shall be 90 pounds per day.

Billings	June 30, 2006 to December 31, 2007
Lake Charles	October 31, 2005 to April 30, 2007
Ponca City No. 4	May 31, 2005 to September 30, 2005
Ponca City No. 5	June 30, 2005 to September 30, 2005

9(a)(2). By no later than the appropriate date shown below for its FCCU, Suncor will begin the performance demonstration of the catalyst additives at the optimized addition rates ("NOx Additive Demonstration"). Suncor shall demonstrate the performance of the NOx additive at the optimized

rate for the periods indicated below to yield the lowest NOx concentration feasible from the FCCU at that optimized rate.

Denver	December 1, 2004 to December 1, 2006

10A. Company may use conventional combustion promoter on an intermittent basis during the optimization and demonstration periods as needed to avoid unsafe operation of the FCCU regenerator and to comply with CO emission limits. Company will undertake appropriate measures and/or adjust operating parameters with the goal of eliminating such use. Notwithstanding the foregoing, Company will not be required to adjust operating parameters in a way that would limit conversion or processing rates. Within thirty (30) days of using conventional combustion promoter, the Company will submit a report to EPA documenting when and why the Company used the conventional combustion promoter and the actions, if any, taken to return to the minimized level of use.

10B. Company may discontinue use of Low NO_x Combustion Promoters if Company demonstrates to EPA that the Company has adjusted other parameters and that such promoter does not adequately control afterburn and/or causes CO emissions to approach or exceed applicable limits. Prior to the establishment of NO_x limits pursuant to Paragraphs 15-17, Company will not discontinue use of Low NO_x Combustion Promoters unless and until EPA approves the discontinuance. Notwithstanding the foregoing, Company will not be required to adjust operating parameters in a way that would limit FCCU conversion or processing rates.

3. Part IV, Section B, "Establishing FCCU NOx Emission Limits at the Denver, Lake Charles, Billings, Ponca City No.4 and Ponca City No. 5 FCCUs", Paragraphs 15, 16, and 17 are amended and Paragraphs 17A, 17B, 17C, 17D and 17E are added to read as follows:

15. As part of its demonstration report required in Paragraph 13, the Company shall propose to the EPA a short-term (e.g., a 3-hour, 24-hour, or 7-day rolling average) and a long-term (365-day rolling average) concentration based limit (ppmvd), each at 0% oxygen, for NOx emissions from each of its FCCUs. The Company may propose alternative limits to be applicable during Hydrotreater Outages or other alternate operating scenarios, and shall comply with the limits they propose for the respective FCCUs beginning immediately upon submission of the reports to EPA, until such

time as they are required to comply with the emission limits set by EPA, as specified below.

16. EPA will use the data collected from each FCCU during the baseline, optimization, and demonstration periods and all other available pertinent information to establish limits for NOx emissions from the FCCUs. EPA may establish a short-term (e.g., a 3-hour, 24-hour, or 7-day rolling average) and a long-term (365-day rolling average) concentration based limits (ppmvd), each at 0% oxygen, for NOx emissions from each FCCU based on the level of performance during the baseline, optimization, and demonstration periods, a reasonable certainty of compliance, and any other available pertinent information.

17. EPA will notify the Company of its determinations of NOx concentration limits for the unit(s). The Company shall immediately comply if the EPA limit is equal to or less stringent than the limit proposed by the Company. If the limits established by EPA are more stringent than the limit proposed by the Company, the Company will comply with the EPA established emission limit within 30 days. If the Company disputes the EPA-established limits, the Company will invoke the dispute resolution provisions of this Decree by no later than thirty (30) days after EPA's notice of the limits. During the period of dispute resolution, the Company will continue to add NOx Additives at the optimized rates.

17A. NOx emissions data during startup, shutdown or malfunction of an FCCU, or during periods of malfunction of a control system or pollutant reducing catalyst additive system, will not be used in determining compliance with the short-term NOx emission limits established pursuant to Paragraphs 15 and 16, provided that during such periods the Company implements good air pollution control practices to minimize NOx emissions.

17B. Each Company may notify EPA at any time prior to the following dates of that Company's agreement to comply with NOx emission limits of 20 ppmvd on a 365-day rolling average basis and 40 ppmvd on a 7-day rolling average basis, at 0% oxygen for the respective FCCU:

FCCU	Date
Billings	December 31, 2007
Denver	December 1, 2006
Lake Charles	April 30, 2007

If Company makes such a notification, Paragraphs 8-17 will no longer apply for the affected FCCU(s) after the date of the notification, and Company shall immediately begin to comply with the emissions limits listed in this Paragraph 17B.

17C. At any time during the demonstration period, the Company may propose for EPA approval a short-term (e.g. 3-hour, 24-hour, or 7-day rolling average) and a long-term (365-day rolling average) concentration based limit (ppmvd), each at 0% oxygen, for NOx emissions from an FCCU. The Company may also propose alternative limits to be applicable during Hydrotreater Outages or other alternate operating scenarios. If EPA approves the proposed limits, then the Company shall immediately begin complying with the proposed limits and the demonstration period shall end and the requirements of Paragraphs 15-17 shall no longer apply for that FCCU. Unless and until EPA approves the proposed limits, the Company shall continue to use low-NOx promoter (if applicable), and continue to add NOx additive at the optimized rate for the remainder of the demonstration period, and Paragraphs 15-17C shall remain in effect.

17D. Beginning October 31, 2005, ConocoPhillips shall comply with a final NOx emissions limit of 40 ppmvd at 0% oxygen on a 365-day rolling average basis and 60 ppmvd at 0% oxygen on a 7-day rolling average basis from the Ponca City No.4 FCCU, and the requirements of Paragraphs 8 through 17 shall no longer apply as they relate to the Ponca City No.4 FCCU.

17E. Beginning September 16, 2005, ConocoPhillips shall comply with an interim NOx limit of 90 ppmvd at 0% oxygen on a 7-day rolling average basis, and beginning March 1, 2006, ConocoPhillips shall comply with an interim NOx limit of 46 ppmvd at 0% oxygen on a 365-day rolling average basis from the Ponca City No.5 FCCU, and the requirements of Paragraphs 8 through 17 shall no longer apply as they relate to the Ponca City No.5 FCCU.

4. Part IV, Section C, "Installation of SNCR System at Ponca City No. 5 FCCU", Paragraphs 18 through 23 are amended to read as follows:

18. By no later than December 31, 2006, ConocoPhillips shall install and operate an Enhanced Selective Non-Catalytic Reduction System (E-SNCR) on the CO Boiler at the Ponca City No. 5 FCCU. The E-SNCR system shall consist of ammonia injection with hydrogen injection in the CO Boiler in order to lower NOx emissions as much as feasible.

19. By no later than September 30, 2006, ConocoPhillips shall prepare and submit to EPA for review and comment a protocol for optimizing the E-SNCR system.

20. By no later than March 31, 2007, ConocoPhillips shall begin a six (6) month study, in accordance with the protocol, to optimize the performance of the E-SNCR system to minimize NOx emissions. During the E-SNCR optimization study, ConocoPhillips will evaluate the effect of operating parameters on NOx emissions, will monitor NOx emissions and the operating parameters to identify optimum operating levels for the parameters that minimize NOx emissions, and will operate the E-SNCR system in a way that minimizes NOx emissions as much as feasible without interfering with FCCU conversion or processing rates. By no later than November 15, 2007, ConocoPhillips shall submit a report to EPA for review and comment that provides the results of the optimization study and identifies the optimum operating levels for the parameters that were identified as minimizing NOx.

21. By no later than December 31, 2007, ConocoPhillips will begin a performance demonstration of the E-SNCR system at the optimized operating parameters identified in the E-SNCR optimization study over an eighteen (18) month period. During the demonstration, ConocoPhillips will operate the E-SNCR, FCCU, CO Boiler, and FCCU feed hydrotreater (including but not limited to minimizing FCCU regenerator excess oxygen) to yield the lowest NOx concentration feasible from the FCCU at the optimized operating parameters (E-SNCR Demonstration) without interfering with FCCU conversion or processing rate. The E-SNCR Demonstration shall conclude by no later than June 30, 2009.

22. No later than August 31, 2009, ConocoPhillips shall report to EPA the results of the E-SNCR Demonstration for Ponca City No. 5 FCCU. The report shall include, at a minimum, each of the parameters reported in the baseline data set required in Paragraph 11. ConocoPhillips shall report the data or measurements to EPA in electronic format.

23. Reserved

5. Part IV, Section D, "Establishing FCCU NOx Emission Limits for E-SNCR System at Ponca City No. 5 FCCU", Paragraphs 24, 25, and 26 are amended and Paragraphs 26A, 26B, and 26C are added to read as follows;

24. As part of its E-SNCR Demonstration report required in Paragraph 22 above, ConocoPhillips shall propose to the EPA a short-term (e.g., a 3-hour , 24-hour, or 7-day rolling average) and a long-term (365-day rolling average) concentration based limit (ppmvd), each at 0% oxygen, for NOx

emissions for Ponca City No. 5 FCCU. ConocoPhillips shall not propose a long-term limit higher than 39 ppmvd at 0% oxygen. ConocoPhillips may propose alternative limits to be applicable during Hydrotreater Outages or other alternate operating scenarios, and ConocoPhillips shall comply with the limits it proposes for Ponca City No. 5 FCCU beginning immediately upon submission of its report to EPA, until such time as ConocoPhillips is required to comply with the emissions limits set by EPA, as specified in Paragraph 26.

25. EPA will use the data collected from Ponca City No. 5 FCCU during the optimization and demonstration periods and all other available pertinent information to establish limits for NOx emissions from the Ponca City No. 5 FCCU. EPA may establish a short-term (e.g., a 3-hour, 24-hour, or 7-day rolling average) and a long-term (365-day rolling average) concentration based limits (ppmvd), each at 0% oxygen, for NOx emissions from the Ponca City No. 5 FCCU based on the level of performance during the optimization, and demonstration periods, a reasonable certainty of compliance, and any other available pertinent information. In no case shall the long-term NOx emissions limit established be higher than 39 ppmvd on a 365-day rolling average basis at 0% oxygen.

26. EPA will notify ConocoPhillips of its determination of NOx concentration limits for the Ponca City No. 5 FCCU, and ConocoPhillips shall immediately comply if the EPA limit is equal to or less stringent than the limit proposed by ConocoPhillips. If the Ponca City No. 5 FCCU limit established by EPA is more stringent than the limit proposed by ConocoPhillips, ConocoPhillips will comply with the EPA established emission limit within thirty (30) days. If ConocoPhillips disputes the EPA-established limits, ConocoPhillips will invoke the dispute resolution provisions of this Decree by no later than thirty (30) days after EPA's notice of the limits. During the period of dispute resolution, ConocoPhillips will operate the E-SNCR systems under optimized operating conditions.

26A. NOx emissions during startup, shutdown or malfunction of an FCCU, or during periods of malfunction of a control system, E-SNCR system, or NOx reducing catalyst additive system, will not be used in determining compliance with the short-term NOx emission limits established pursuant to Paragraphs 24 and 25, provided that during such periods ConocoPhillips implements good air pollution control practices to minimize NOx emissions.

26B. At any time during the E-SNCR Demonstration, ConocoPhillips may propose for EPA approval a short-term (e.g. 3-hour, 24-hour, or 7-day rolling average) and a long-term (365-day rolling average) concentration

based limit (ppmvd), each at 0% oxygen, for NOx emissions from the Ponca City No.5 FCCU. In no case shall ConocoPhillips propose a long-term limit greater than 39 ppmvd at 0% oxygen. ConocoPhillips may also propose alternative limits to be applicable during Hydrotreater Outages or other alternate operating scenarios. If EPA approves the proposed limits, then ConocoPhillips shall immediately begin complying with the approved limits and the E-SNCR Demonstration shall end and the applicable requirements of Paragraphs 19-23 shall no longer apply. Unless and until EPA approves the proposed limits, ConocoPhillips shall continue to comply with the E-SNCR Demonstration requirements, and all applicable requirements of Paragraphs 19-23 shall remain in effect.

26C. ConocoPhillips may notify EPA, at any time prior to end of the E-SNCR Demonstration period, of ConocoPhillips' agreement to comply with NOx emissions limits of 20 ppmvd on a 365-day rolling average basis and 40 ppmvd on a 7-day rolling average basis, both at 0% oxygen, on the date of the notification. If ConocoPhillips makes such a notification, Paragraphs 19-26 shall no longer apply after the date of the notification and ConocoPhillips shall immediately begin to comply with the emissions limits listed in this Paragraph 26C.

6. Part IV, Section E, "Hydrotreater Outages", Paragraph 27 is amended to read as follows:

27. No later than one hundred eighty (180) days from the Date of Lodging of the Consent Decree, ConocoPhillips shall submit to EPA for its approval a plan to minimize NOx emissions from its Billings, Denver, Lake Charles and Ponca City FCCUs (including associated air pollution control equipment) during hydrotreater outages. This plan will address how to calculate the impact of the period(s) of the hydrotreater outages on the annual average emission limits for the FCCUs and may allow for exclusion from the 365-day average those short-term average concentrations during periods of hydrotreater outages. ConocoPhillips shall comply with the plan at all times including periods of startup, shutdown, and malfunction of the hydrotreater. Suncor shall comply with the plan as it relates to the Denver Refinery as of the Date of Purchase. The short-term NOx emission limits established for the FCCUs as provided in this Order shall not apply to ConocoPhillips during periods of hydrotreater outages at the Billings, Lake Charles, Ponca City No. 4 (if a gas oil hydrotreater is installed) and Ponca City No. 5 FCCUs, provided that ConocoPhillips is maintaining and operating its FCCUs (including associated air pollution control equipment) in a manner consistent with

good air pollution control practices for minimizing emissions in accordance with the EPA-approved good air pollution control practices plan. Similarly, the short-term NOx emission limits shall not apply to Suncor during hydrotreater outages at the Denver Refinery provided that Suncor is maintaining and operating its FCCU (including associated air pollution control equipment) in a manner consistent with good air pollution practices for minimizing emissions in accordance with the EPA-approved good air pollution control practices plan. A Hydrotreater Outage shall mean the period of time during which the operation of an FCCU is affected as a result of catalyst change-out operations or shutdowns required by ASME pressure vessel requirements or state boiler codes, or as a result of Malfunction, that prevents the Hydrotreater from effectively producing the quantity and quality of feed necessary to achieve established FCCU emission performance.

7. Part V, Section A, "Application of SO_2 Adsorbing Catalyst Additive at the Denver, Lake Charles, Billings, Ponca City No. 4 and Ponca City No. 5 FCCUs", Paragraphs 32 is amended to read as follows:

32. By no later than the date shown below for each FCCU, ConocoPhillips (for its refineries) and Suncor (for the Denver Refinery) will begin the performance demonstration of the catalyst additive at the optimized addition rate. ConocoPhillips (for its refineries) and Suncor (for the Denver Refinery) shall demonstrate the performance of the SO_2 Adsorbing Catalyst Additive at the optimized rate for the period of time indicated below to yield the lowest SO_2 concentration feasible from the FCCU at that optimized rate. For the Lake Charles FCCU, the optimized rate for the SO_2 Adsorbing Catalyst Additive catalyst additive shall be 760 pounds per day.

Billings	December 31, 2004 to December 31, 2005
Denver	May 1, 2004 to December 1, 2006
Lake Charles	October 31, 2005 to April 30, 2007
Ponca City No. 4	June 30, 2003 to June 30, 2005
Ponca City No. 5	December 31, 2003 to December 31, 2004

8. Part V, Section B, "SO_2 Adsorbing Catalyst Additives Optimization and Demonstrations" Paragraphs 35 and 36 are amended to read as follows:

35. By no later than thirty (30) days prior to beginning the demonstration at each FCCU, ConocoPhillips (for its refineries) and Suncor (for the Denver Refinery) shall notify EPA in writing of the optimized additive addition rate for each FCCU with an explanation and the supporting data that demonstrates that the requirements of Attachment 2 have been met in establishing the optimized rates. During the Demonstration, Company shall both physically add SO_2 Reducing Catalyst Additive and operate each FCCU, CO Boiler (where installed) and FCCU feed hydrotreaters (where installed) in a manner that minimizes SO_2 emissions to the extent practicable without interfering with conversion or processing rates.

36. No later than sixty (60) days after the completion of the demonstration, ConocoPhillips (for its refineries) and Suncor (for the Denver Refinery) shall report to EPA the results of the demonstration for each FCCU. The report shall include, at a minimum, each of the parameters reported in the baseline data set required in Paragraph 34. ConocoPhillips (for its refineries) and Suncor (for the Denver Refinery) shall report the data or measurements to EPA in electronic format. ConocoPhillips (for its refineries) and Suncor (for the Denver Refinery) also shall submit the information to the appropriate state agency.

9. Part V, Section C, "Establishing FCCU SO_2 Emission Limits", Paragraphs 38 and 40 are amended and new Paragraphs 40A and 40B are added to read as follows:

38. As part of its demonstration report required in Paragraph 36, the Company shall propose to the EPA 7-day rolling average and 365-day rolling average concentration based limits (ppmvd), each at 0% oxygen, for SO_2 emissions from each of its FCCUs. The Company may propose alternative limits to be applicable during Hydrotreater Outages or other alternate operating scenarios, and shall comply with the limits it proposes for each FCCU beginning immediately upon submission of its report to EPA, until such time as they are required to comply with the emissions limits set by EPA, as specified in Paragraph 40.

40. EPA will notify the Company of its determination of SO_2 concentration limits for the respective units. The Company shall immediately comply if the EPA limit is equal to or less stringent than the limit proposed for each FCCU. If the SO_2 limit established by EPA is more stringent than the limit proposed by the Company, the Company will comply with the EPA established emission limit within thirty (30) days. SO2 emissions during

startup, shutdown or malfunction of an FCCU, or during periods of malfunction of a control system or Pollutant Reducing Catalyst Additive System, will not be used in determining compliance with the short-term SO2 emission limits established pursuant to Paragraphs 38 and 39, provided that during such periods the Company implements good air pollution control practices to minimize SO2 emissions. If the Company disputes the EPA-established limits, the Company will invoke the dispute resolution provisions of this Decree by no later than thirty (30) days after EPA's notice of the limits. During the period of dispute resolution, the Company will continue to add SO_2 Reducing Additives at the optimized rates.

40A. Each Company may notify EPA at any time prior to the following dates of that Company's agreement to comply with SO_2 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 for the respective FCCU:

FCCU	Date
Denver	December 1, 2006
Lake Charles	April 30,2007

If Company makes such a notification, Paragraphs 31- 36 and 38 – 40 will no longer apply for the affected FCCU(s) after the date of the notification, and Company shall immediately begin to comply with the emissions limits listed in this Paragraph 40A.

40B. At any time during the demonstration period, the Company may propose for EPA approval a 7-day rolling average basis and a 365-day rolling average basis concentration based limit (ppmvd), each at 0% oxygen, for SO_2 emissions from an FCCU. The Company may also propose alternative limits to be applicable during Hydrotreater Outages or other alternate operating scenarios. If EPA approves the proposed limits, then the Company shall immediately begin complying with the approved limits and the demonstration period shall end and the requirements of Paragraphs 36 and 38-40 shall no longer apply for that FCCU. Unless and until EPA approves the proposed limits, the Company shall continue to add SO_2 additive at the optimized rate for the remainder of the demonstration period, and Paragraphs 36 and 38-40B shall remain in effect.

10. Part V, Section D, "Hydrotreater Outages", Paragraph 41 is amended to read as follows;

41. No later than one hundred-eighty (180) days from the Date of Lodging of the Consent Decree, ConocoPhillips shall submit to EPA for its approval a plan to minimize SO_2 emissions from the Billings, Denver, Lake Charles and Ponca City FCCUs (including associated air pollution control equipment) during hydrotreater outages. This plan will address how to calculate the impact of the period(s) of the hydrotreater outages on the annual average emission limits for the FCCUs and may allow for exclusion from the 365-day average those daily average concentrations during periods of hydrotreater outages. ConocoPhillips shall comply with the plan at all times including periods of startup, shutdown, and malfunction of the hydrotreater. Suncor shall comply with the plan as it relates to the Denver Refinery as of the Date of Purchase. The seven (7) day SO_2 emission limits established for the FCCUs as provided in this Order shall not apply during periods of hydrotreater outages at the Billings, Lake Charles, Ponca City No. 4 (if a gas oil hydrotreater is installed) and Ponca City No. 5 FCCUs, provided that ConocoPhillips is maintaining and operating its FCCUs (including associated air pollution control equipment) in a manner consistent with good air pollution control practices for minimizing emissions in accordance with the EPA-approved good air pollution control practices plan. Similarly, the seven (7) day SO_2 emissions limits shall not apply to Suncor during hydrotreater outages at the Denver Refinery provided that Suncor is maintaining and operating the Denver Refinery FCCU (including associated air pollution control equipment) in a manner consistent with good air pollution practices for minimizing emissions in accordance with the EPA-approved good air pollution control practices plan. Following the installation of a wet gas scrubber at an FCCU, this Paragraph shall no longer apply to that FCCU. A Hydrotreater Outage shall mean the period of time during which the operation of an FCCU is affected as a result of catalyst change-out operations or shutdowns required by ASME pressure vessel requirements or state boiler codes, or as a result of Malfunction, that prevents the hydrotreater from effectively producing the quantity and quality of feed necessary to achieve established FCCU emission performance.

11. Part VI, Section A, "Reductions of PM Emissions from FCCUs", Paragraph 46 and 47(a) are amended to read as follows:

46. ConocoPhillips or Suncor (as the case may be) shall install and operate PM controls as follows:

Lake Charles: On the Date of Lodging of the Consent Decree, ConocoPhillips shall continue to comply with a PM emissions limit of 1

pound per 1000 pounds of coke burned as demonstrated by a stack test as described in Paragraph 47.

Denver: By no later than June 30, 2006, Suncor shall comply with a PM emissions limit of 1 pound per 1000 pounds of coke burned as demonstrated by a stack test as described in Paragraph 47. The first compliance stack test shall be conducted by no later than September 30, 2006.

Billings: By no later than June 30, 2007, ConocoPhillips shall comply with a PM emissions limit of 1 pound per 1000 pounds of coke burned as demonstrated by a stack test as described in Paragraph 47. The first compliance stack test shall be conducted by no later than September 30, 2007

Ponca City No. 4: By no later than December 31, 2008, ConocoPhillips shall comply with a PM emissions limit of 1 pound per 1000 pounds of coke burned as demonstrated by a stack test as described in Paragraph 47. The first compliance stack test shall be conducted by no later than March 31, 2009

Ponca City No. 5: By no later than December 31, 2006, ConocoPhillips shall comply with a PM emissions limit of 1 pound per 1000 pounds of coke burned as demonstrated by a stack test as described in Paragraph 47. The first compliance stack test shall be conducted by no later than March 31, 2007

47. (a) **PM Monitoring – FCCU**. Pursuant to the original Consent Decree, a stack test protocol was proposed and submitted for approval to EPA and the applicable Plaintiff-Intervener no later than 240 days after lodging. This test protocol was submitted for all covered refineries on August 6, 2002. Each Company will follow the test methods specified in 40 C.F.R. § 60.106(b)(2) or as in the protocol submitted to EPA, if approved, to measure PM emissions from the FCCUs. Following installation of the control device selected for that particular facility, the Company shall conduct annual stack tests by December 31 of each calendar year at each FCCU and will submit the results of each test in the first report due under Section XIV that is at least three (3) months after the test. Company may request to EPA that tests may be conducted less frequently than annually upon a showing of at least three (3) annual tests that the PM limits are not being exceeded at a particular facility.

12. Part VI, Section B, "Reductions of CO Emissions from FCCUs", Paragraph 49 is amended to read as follows:

49. By no later than the Date of Lodging, ConocoPhillips shall meet an emission limit of 500 ppmvd CO at 0% O_2 on a 1-hour average basis. Compliance by ConocoPhillips (for its refineries) and by Suncor (for the Denver Refinery as of the Date of Purchase) will not have to be demonstrated until certification of CO CEMS, and future compliance will be demonstrated with the CEM. CO emissions during periods of startup, shutdown or malfunctions of the FCCU will not be used for determining compliance with the emission limit of 500 ppmvd CO at 0% O2 on a 1-hour basis, provided that the Company implements good air pollution control practices to minimize CO emissions.

13. Part VII, Section A, "NOx Reductions", Paragraphs 58 and 61 are amended and a new paragraph 66A is added to read as follows:

58. ConocoPhillips shall install controls necessary to achieve two-thirds of the combined NOx emissions reductions from the Controlled Heaters and Boilers at its refineries as set forth in Paragraph 56, by March 31, 2006. ConocoPhillips shall apply for permits to establish emission limits which shall be used to demonstrate compliance with the two-thirds reduction by June 30, 2006. ConocoPhillips shall demonstrate compliance with the two-thirds requirement by demonstrating in compliance report to be submitted by September 30, 2006, that it has installed NOx controls and applied for enforceable limits that will achieve the required reductions, pursuant to Part XIII (Permitting). For purposes of this Consent Decree, "applied for" shall mean that ConocoPhillips have submitted a complete and timely application for the appropriate permit, permit modification, and/or permit waiver. For purposes of this Paragraph only, Controlled Heaters and Boilers may include the following units that accept the annual average heat input rate (mmBTU/hr) as listed below:

	mmBTU/hr
Billings: B-1 & B-2:	5.5 & 5.5
Lake Charles: B-3 & B-4:	8.0 & 9.0
Ponca City: B-6 & B-7:	26.1 & 31.5

61. ConocoPhillips shall submit a detailed NOx Control Plan (Control Plan) to EPA for approval by no later than four (4) months after the Date of

Lodging of the Consent Decree. ConocoPhillips or Suncor (for the Denver Refinery as of the Date of Purchase) shall submit annual updates ("Updates") no later than March 31 of each year for the life of the Consent Decree. EPA shall approve the Control Plan provided that it meets the requirements of the Consent Decree. Upon receipt of EPA's approval of the initial Control Plan, ConocoPhillips or Suncor (for the Denver Refinery as of the Date of Purchase) shall implement the Control Plan. Initial control plans were submitted and approved in 2002 as required. The Control Plan and its updates shall describe the progress of the NOx emissions reductions program for heaters and boilers greater than or equal to 40 mmBTU per hour towards meeting the requirements of Paragraph 56 (for the ConocoPhillips-owned refineries) and Paragraph 55(b) (for the Denver Refinery) and shall contain the following for each such heater and boiler at each refinery:

(a) All of the information required as identified in Attachment 1;
(b) The baseline utilization rate in average mmBTU/hr for calendar years 1999 and 2000;
(c) Reserved.
(d) Identification of all heaters and boilers that ConocoPhillips or Suncor (for the Denver Refinery, as of the Date of Purchase) has controlled to reduce NOx emissions and plans to control in accordance with Paragraphs 55b or 56;
(e) Identification of the type of controls installed or planned with date installed or planned;
(f) The allowable NOx emissions (in lbs/mmBTU) and allowable heat input rate (in mmBTU/hr) obtained or planned, dates obtained or planned, and identification of the permits in which the limits were obtained;
(g) The results of emissions tests and annual average CEMS data (in ppmvd at 3% O_2, lb/mmBTU, and tons per year) conducted pursuant to Paragraphs 63-65;
(h) The amount in tons per year applied or to be applied toward satisfying Paragraph 56 or Paragraph 55(b); and
(i) A description of the achieved and anticipated annual progress toward satisfying Paragraph 56 or Paragraph 55(b) described on a refinery-by-refinery basis.

66A. Not later than December 31, 2006, ConocoPhillips shall install, certify, calibrate, and begin to operate and maintain a NOx CEMS on the Lake Charles Refinery H-14 heater provided, further, that if such CEMS is not installed by September 30, 2006, ConocoPhillips shall also conduct a stack test of H-14 in 2006.

14. Part VII, Section B, "SO2, CO, PM and NSPS Requirements for Heaters and Boilers", Paragraph 73(a) is amended to read as follows:

73.(a) CO Controls for Heaters and Boilers: Upon installation of NOx controls at a specific heater or boiler, Company shall limit the CO emissions from that Controlled Heater and Boiler to 0.060 lb/mmBTU on a 24-hour rolling average basis and 0.040 lb/mmBTU on a 365-day rolling average basis, except during Turndown Operations where Company shall limit CO emissions to 0.08 lb/mmBTU on a 7-day rolling average basis in lieu of the 0.060 lb/mmBTU CO limit. Turndown Operations shall be defined as a period when the specific heater or boiler is firing at a rate that is less than 30% of the heater or boilers maximum firing rate in mmBTU/hr. Expressly for heaters H-48 and H-6007 at the Ponca City Refinery during periods of catalyst regeneration, ConocoPhillips shall limit CO emissions to 400 ppmvd at 3% excess oxygen on a 7-day rolling average basis. CO emissions during periods of startup, shutdown, malfunctions will not be used for determining compliance with the 24-hour or 7-day rolling average basis limits, provided the Company implements good air pollution control practices to minimize emissions during such periods. If the Company demonstrates that meeting these limits is not technically feasible, then the Company may request and EPA may approve alternative limits.

15. Part X, Section B, "Flare NSPS Subparts A and J Applicability – Non-Coker Flares", Paragraphs 160A and 160B are added as follows:

160A. Periodic Maintenance of Flare Gas Recovery Systems. The Parties recognize that periodic maintenance may be required for properly designed and operated flare gas recovery systems. To the extent that the Company currently operates or will operate flare gas recovery systems, the Company will take all reasonable measures to minimize emissions while such periodic maintenance is being performed. This provision applies to both Non-Coker and Coker flares.

160B. Safe Operation of Refining Processes. The Parties recognize that under certain conditions, a flare gas recovery system may need to be bypassed in the event of an emergency or in order to ensure safe operation of refinery processes. Nothing in this Consent Decree precludes the Company from temporarily bypassing a flare gas recovery system under such circumstances. This provision applies to both Non-Coker and Coker flares.

16. Part X, Section C, "Flare NSPS Subparts A and J Applicability – Coker Flares", Paragraph 164 is amended to read as follows:

164. ConocoPhillips shall upgrade the existing flare gas recovery system at the Lake Charles Refinery South Flare by March 31, 2006.

17. Part X, Section K, "Acid Gas Flaring and Stipulated Penalties" Paragraph 190 is amended to read as follows:

190. The stipulated penalty provisions of Paragraph 199 shall apply to any Acid Gas Flaring Incident that either:

(a) Results in emissions of sulfur dioxide at a rate of greater than twenty (20) pounds per hour continuously for three (3) consecutive hours or more and the Company has failed to take action during the Acid Gas Flaring Incident to limit the duration and/or quantity of SO_2 emissions associated with such Incident; or

(b) Causes the total number of Acid Gas Flaring Incidents per refinery in a rolling twelve (12) month period to exceed five (5).

18. Part XIV, "General Recordkeeping, Record Retention and Reporting", Paragraphs 213-214 are replaced in their entirety and Paragraph 213A and 213B are added as follows:

213. Beginning with the first full calendar quarter after the Date of Entry of the Consent Decree, the Company will submit to EPA and the Applicable Plaintiff Intervener within thirty (30) days after the end of each calendar quarter through 2005, and semi-annually on January 31 and July 31 thereafter until termination of this Consent Decree for that Refinery, a progress report for each Refinery. All reports required by the Consent Decree that are required to be submitted as part of the Quarterly Progress Reports pursuant to Part XIV and/or Paragraph 213 shall now be due according to this amended Paragraph 213. Each report will contain, for the relevant Refinery, the following:

(a) progress report on the implementation of the requirements of Parts IV - XII at the relevant Refinery;
(b) a summary of the emissions data and Hydrocarbon Flaring Incidents for the relevant Refinery that is specifically required by the reporting requirements of Parts IV-XII and XIV of this Consent Decree for the period covered by the report;
(c) a description of any problems anticipated with respect to meeting the requirements of Parts IV-XII of this Consent Decree at the relevant Refinery;
(d) a description of the status of all SEPs/BEPs (if any) being conducted at the Refinery;
(e) any such additional matters as the Company believes should be brought to the attention of EPA and the Applicable Plaintiff-Intervener.

213A. In the semi-annual report required to be submitted on July 31 of each year, the Company shall provide a summary of annual emissions data for the prior calendar year to include:

(a) NOx, SO_2, CO and PM emission tons per year for each heater and boiler greater than 40 mmBTU/hr maximum fired duty;
(b) NOx, SO_2, CO and PM emission in tons per year for each FCCU;
(c) SO_2 emissions from all Sulfur Recovery Plants in tons per year;
(d) SO_2 emissions from all acid gas flaring and tail gas incidents by flare in tons per year; and
(e) NOx, SO_2, PM and CO emissions in tons per year as a sum at each refinery for all other emissions units for which emissions information is required to be included in the facilities' annual emissions summaries and are not identified in (a) through (d) and (f) of this paragraph;
(f) NOx, SO_2, CO and PM emission in tons per year as a sum for all heaters and boilers less than 40 mmBTU/hr maximum fired duty;

(g) for each of the estimates in (a) through (d) above, the basis for the emissions estimate or calculation (i.e. stack tests, CEMS, emission factor, etc.).

To the extent that the required emissions summary data is available in other reports generated by the Company, such other reports can be attached, or the appropriate information can be extracted from such other reports and attached to this semi-annual report to satisfy this requirement. Company may submit a written request to EPA to stop supplying Paragraph 213A reports, and if EPA approves this request in writing, Company shall no longer be required to provide such reports.

213B. In each semi-annual report, a summary of all exceedances of emission limits required or established by this Consent Decree. The semi- annual report shall include:

(a) for operating units emissions limits that are required by the Consent Decree and monitored with CEMS or PEMS, for each CEMS or PEMS:

(i) total period where the emissions limit was exceeded, if applicable, expressed as a percentage of operating time for each calendar quarter;

(ii) where the operating unit has exceeded the emissions limit more than 1% of the total time of the calendar quarter, identification of each averaging period that exceeded the limit by time and date, the actual emissions of that averaging period (in the units of the limit, and any identified cause for the exceedance (including startup, shutdown, maintenance or malfunction), and, if it was a malfunction, an explanation and any corrective actions taken;

(iii) total downtime of the CEMS or PEMS, if applicable, expressed as a percentage of operating time for the calendar quarter;

(iv) where the CEMS or PEMS downtime is greater than 5% of the total time in a calendar quarter for a unit, identify the periods of downtime by time and date, and any identified cause of the downtime (including maintenance or malfunction), and, if it was a malfunction, an explanation and any corrective action taken.

(v) if a report filed pursuant to another applicable legal requirement contains all of the information required by this subsection (a) in similar or same format, the requirements of this subsection (a) may be satisfied by attaching a copy of such report.

(b) for any exceedance of an emissions limit required by the Consent Decree from an operating unit monitored through stack testing:
   (i) a summary of the results of the stack test in which the exceedance occurred;
   (ii) a copy of the full stack test report in which the exceedance occurred;
   (iii) to the extent that the Company has already submitted the stack test results, the Company need not resubmit them, but may instead reference the submission in the report (e.g., date, addressee, reason for submission).

214. The report will be certified for ConocoPhillips by either the person responsible for environmental management at the appropriate Refinery or by a person responsible for overseeing implementation of this Decree across ConocoPhillips, and for Suncor by either the Denver Refinery Manager or the person responsible for environmental management at the Denver Refinery, as follows:

> I certify under penalty of law that this information was prepared under my direction or supervision by personnel qualified to properly gather and evaluate the information submitted. Based on my directions and after reasonable inquiry of the person(s) directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete.

19. Part XVIII, "Stipulated Penalties", Paragraph 257 is amended to read as follows:

257. The Company shall pay such stipulated penalties only upon written demand by the United States or the appropriate Plaintiff-Intervener no later than thirty (30) days after the Company receives such demand. Such demand will identify to which government agencies payment must be made. Stipulated penalties shall be apportioned between the United States and the appropriate Plaintiff-Intervener, 50% to each. Such payment shall be made to the United States and to the appropriate Plaintiff-Intervener in the following manner:

(a) Stipulated Penalties owed the United States: Stipulated penalties owing to the United Stated of under $10,000 will be paid by check and

made payable to "U.S. Department of Justice", referencing USAO File Number 2001 V 01872, DOJ Case Number 90-5-2-1-07295/1, and the civil action case name and numbers of the Southern District of Texas (H-01-4430). Each such check shall be delivered to the U.S. Attorney's Office in the Southern District of Texas, 910 Travis St., Suite 1500, Houston, Texas 77208. Stipulated penalties owing to the United States of $10,000 or more shall be paid by Electronic Funds Transfer (EFT) to the United States Department of Justice, in accordance with current EFT procedures, referencing the USAO File Number 2001 V 01872, and DOJ Case Number 90-5-2-1-07295/1, and the civil action case name and case number of the Southern District of Texas (H-01-4430). The costs of such EFT shall be the Company's responsibility. EFT payment shall be made in accordance with instructions provided to the Company by the Financial Litigation Unit of the U.S. Attorney's Office in the Southern District of Texas. Any funds received after 11:00 a.m. (EST) shall be credited on the next business day. The Company shall provide notice of payment, referencing the USAO File Number and DOJ Case Number 90-5-2-1-07295/1, and the civil action case name and case number, to the Department of Justice and to EPA, as provided in Paragraph 296 (Notice).

(b) Stipulated Penalties Owed Plaintiff-Intervener the State of Louisiana: Payment to Plaintiff-Intervener the State of Louisiana shall be made in the form of a certified check payable to the Louisiana Department of Environmental Quality and delivered to Darryl Serio, Fiscal Officer, Office of Management and Finance, LDEQ, P.O. Box 4303, Baton Rouge, Louisiana, 70821-4303.

(c) Stipulated Penalties Owed Plaintiff-Intervener the State of Colorado: Payment to Plaintiff-Intervener the State of Colorado shall be made by submitting a check, payable to Colorado Department of Public Health and Environment, 4300 Cherry Creek Drive South, Denver, Colorado 80246-1530.

(d) Stipulated Penalties Owed Plaintiff-Intervener the State of Montana: Payment to Plaintiff-Intervener the State of Montana shall be made by submitting a certified check, payable to the State of Montana: John L. Arrigo, Administrator, Enforcement Division, Montana Department of Environmental Quality, P.O. Box 200901, Helena, MT 59620-0901.

(e) Stipulated Penalties Owed Plaintiff-Intervener the State of Oklahoma: Payment to Plaintiff-Intervener the State of Oklahoma shall be made by submitting a check or money order made payable to the Department of Environmental Quality Revolving Fund, and delivered to: Oklahoma Department of Environmental Quality Finance and Human Resources Management, P.O. Box 2036, Oklahoma City, OK 73101; attention: Accounts Receivable.

20. Part XXIII, "General Provisions", Paragraph 290 is replaced in its entirety; Paragraph 290A is added; Paragraphs 296 and 297 are modified as to the notice recipient for Louisiana and ConocoPhillips and to clarify EPA approvals; and Paragraph 301 is modified to read as follows:

290. Alternative Monitoring and Testing Plans. An Alternative Monitoring or Testing Plan (AMP) shall mean a monitoring or testing plan, upon approval by EPA that the Company may use in lieu of a regulatory monitoring requirement. Wherever this Consent Decree specifically requires or permits the submission of an AMP to EPA for approval, the Company will submit a complete AMP application and begin complying with the AMP as proposed. If an AMP is not approved, then within ninety (90) days of the Company's receipt of disapproval, the Company will submit to EPA for approval, with a copy to the Applicable Plaintiff Intervener, a plan and schedule that provide for compliance with the applicable monitoring requirements as soon as practicable. Such plan may include a revised AMP application, physical or operational changes to the equipment, or additional or different monitoring. AMP's will be permitted for the following emissions units and emissions cases under this Consent Decree:

a) To allow the use of SO_2 CEMS on the FCCU for demonstration of compliance with the SO_2 emission limit of 40 CFR 60.104(b)(2) (Subpart J).
b) Flares which implement the compliance method specified in Paragraph 156(b) to demonstrate compliance with the limits at 40 CFR 60.104(a)(1) provided that the AMP is substantially similar to the method identified as the "Alternative Monitoring Plan for NSPS Subpart J Refinery Fuel Gas" attached to EPA's December 2, 1999 letter to Koch Refining Company LP.
c) Heaters and Boilers to demonstrate compliance with the limits at 40 CFR 60.104(a)(1) provided that the AMP is substantially similar to the method identified as the "Alternative Monitoring Plan for NSPS Subpart J Refinery Fuel Gas" attached to EPA's December 2, 1999 letter to Koch Refining Company LP.

290A. Compliance with this Consent Decree Constitutes Compliance with Certain NSPS Subpart A Requirements. Entry of this Consent Decree and compliance with the applicable monitoring requirements for FCCUs, heaters and boilers, sulfur recovery plants, sulfuric acid plants, and flares

(as appropriate) existing as of December 20, 2001 will satisfy the notice requirements of 40 C.F.R. § 60.7(a) and the initial performance test requirement of 40 C.F.R. § 60.8(a).

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

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

As to ConocoPhillips:

Cully Farhar, Program Manager
ConocoPhillips Company
600 North Dairy Ashford
Room TA3134
Houston, TX 77079
Telephone: (281) 293-4152

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

Managing Environmental Counsel
Legal Department
ConocoPhillips Company
600 North Dairy Ashford
Houston, TX 77079

297. Approvals. All EPA approvals or comments required under this Consent Decree shall come from EPA in writing. All Plaintiff-Intervener approvals shall be sent from the offices identified in Paragraph 296.

301. Modification: This Consent Decree contains the entire agreement of the Parties and will not be modified by any prior oral or written agreement, representation or understanding. Prior drafts of the Consent Decree will not be used in any action involving the interpretation or enforcement of

the Consent Decree. Non-material modifications to this Consent Decree will be effective when signed in writing by EPA and the Company. The United States will file non-material modifications with the Court on a periodic basis. For purposes of this Paragraph, non-material modifications include but are not limited to modifications to the frequency of reporting obligations and modifications to schedules that do not extend the date for compliance with emissions limitations following the installation of control equipment or the completion of a catalyst additive program, provided that such changes are agreed upon in writing between EPA and the Company. Material modifications to this Consent Decree will be in writing, signed by EPA, the Applicable Plaintiff(s)-Interveners(s), and the Companies or applicable Company, and will be effective upon filing with the Court.

21. Part XXIV, "Termination", Paragraph 304 is amended and new Paragraphs 305, 306 and 307 are added to read as follows:

304. This Consent Decree shall be subject to termination upon motion by the United States, the Plaintiff-Intervener, or Company after Company satisfies all requirements of this Consent Decree for its facility or facilities (as the case may be). Each Company may separately move to terminate this Consent Decree for its facility or facilities (as the case may be) upon completion of all requirements necessary for termination for that Company. The other Company's compliance status shall not affect one Company's ability to terminate. The requirements for termination include payment of all stipulated penalties that may be due to the United States or the Plaintiff-Intervener under this Consent Decree, installation of control technology systems as specified herein and the performance of all other Consent Decree requirements, the receipt of all permits specified herein, and EPA's receipt of the first progress report following the conclusion of Company's operation for at least one year of all units in compliance with the emission limits established herein. At such time, if Company believes that it is in compliance with the requirements of this Consent Decree and the permits specified herein and has paid any stipulated penalties required by this Consent Decree, then it shall so certify to the United States and the Plaintiff-Intervener, and unless any of the Plaintiffs object in writing with specific reasons within one hundred twenty (120) days of receipt of the certification, the Court shall order that this Consent Decree be terminated on Company's motion.

305. Certification of Completion: Applicable Parts and subparts. Prior to moving for termination under Paragraph 304, the Company may at its sole discretion seek to certify as provided in Paragraph 306, as to a particular

Refinery, completion of one or more of the following Parts/sections of Parts of the Consent Decree applicable to that Refinery:

(a) Part IV. - Reductions of NOx Emissions from Fluidized Catalytic Cracking Units (including operation of the unit for 12 months after completion in compliance with the emission limits established pursuant to the Consent Decree);

(b) Part V – Reductions of SO2 Emissions from Fluid Catalytic Cracking Units (including operation of the unit for 12 months after completion in compliance with the emission limits established pursuant to this Consent Decree);

(c) Part VI. Reductions of Other Emissions from FCCUs. This Part includes subparts for PM, Opacity and CO emissions, and the Company may seek to certify completion of one or more of these subparts, including operation of the unit for 12 months after completion in compliance with the emission limits established in the subpart pursuant to the Consent Decree.

(d) Part VII – Emissions Reductions from Heaters and Boilers (including operation of the relevant units for 12 months after completion in compliance with the emission limit set pursuant to the Consent Decree);

(e) Part XVI – Supplemental and Beneficial Environmental Projects.

(f) Part VIII – Program Enhancements re: Benzene Waste Operations NESHAP

(g) Part IX – Program Enhancements re: Leak Detection and Repair

(h) Part X – Program Enhancements re: Subpart J and Flaring

306. Certification of Completion: Company Actions. If the Company concludes that any of the Parts or subparts of the Consent Decree identified in Paragraph 305 have been completed for any one of the Covered Refineries, the Company may at its sole discretion submit a written report to EPA and the Applicable Plaintiff Intervener describing the activities undertaken and certifying that the applicable Part(s) have been completed in full satisfaction of the requirements of this Consent Decree, and that the Company is in substantial and material compliance with all of their other requirements of the Consent Decree. The report will contain the following statement, signed by a responsible corporate official of the Company:

To the best of my knowledge, after appropriate investigation, I certify that the information contained in or accompanying this submission is true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.

307. Certification of Completion: EPA Actions. Upon receipt of the Company's certification, EPA, after opportunity for comment by the Applicable Plaintiff Intervener, will notify the Company whether the requirements set forth in the applicable Part(s) have been completed in accordance with this Consent Decree. The parties recognize that ongoing obligations under such Part(s) remain and necessarily continue (*e.g.*, reporting, recordkeeping, training, auditing requirements) through Termination of the entire Consent Decree for that Refinery as provided in Paragraph 304, and that the Company's certification is that it is in current compliance with all such ongoing obligations.

(a) If EPA concludes that the requirements have not been fully complied with, EPA will notify the Company as to the activities that must be undertaken to complete the applicable Part(s) of the Consent Decree. The Company will perform all activities described in the notice, subject to its right to invoke the dispute resolution procedures set forth in Part XXII (Dispute Resolution).

(b) If EPA concludes that the requirements of the applicable Part(s) have been completed in accordance with this Consent Decree, EPA will so certify in writing to the Company. This certification will constitute the certification of completion of the applicable Part(s) for purposes of this Consent Decree.

308. Certification of Completion: No Impediment to Stipulated Penalty Demand. Nothing in Paragraphs 305-307 will preclude the United States or the appropriate Plaintiff Intervener from seeking stipulated penalties for a violation of any of the requirements of the Consent Decree regardless of whether a Certification of Completion has been issued under Paragraph 307(b) of the Consent Decree. In addition, nothing in Paragraph 307 will permit the Company to fail to implement any ongoing obligations under the Consent decree regardless of whether a Certification of Completion has been issued under Paragraph 307(b) of the Consent Decree.

22. Attachment 2, Section III, "Establishing An Optimized NOx Reducing Catalyst Additive Addition Rate" – Paragraph B is amended to read as follows:

B. **The Increments**

The three addition rates or "increments" shall be based on total FCC catalyst addition rates and shall be:

1.0 Weight % NOx Reducing Catalyst Additive
1.5 Weight % NOx Reducing Catalyst Additive
2.0 Weight % NOx Reducing Catalyst Additive

As to the Billings Refinery FCCU, the "increments" shall be based upon the average total catalyst addition rate for the baseline period which was 1.2 tons/day.

23. Attachment 8 SUPPLEMENTAL AND BENEFICIAL ENVIRONMENTAL PROJECTS is amended as follows:

Paragraph D is deleted, having been replaced by new Paragraph 213(d).

Paragraph E is amended as follows:

E. The first report required under Paragraph 213 following completion of each project shall include a Final SEP or BEP Report containing the following information:

1. a narrative description of the development and implementation of the SEP or BEP;

2. a certification that the SEP or BEP was installed and operated in accordance with the approved or modified SOW for each;

3. a certification that the full amount allocated for each SEP or BEP was spent.

24. The undersigned representatives are fully authorized to enter into the terms and conditions of this Amendment.

25. This Amendment may be executed in several counterparts, each of which will be considered an original.

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 _____, 2006

_____
United States District Judge

WE HEREBY CONSENT to the foregoing Amendment to the Consent Decree entered in *United States, et al., v. Conoco,* Civil Action H-01-4430 on April 30, 2002.

FOR PLAINTIFF THE UNITED STATE OF AMERICA

Date: June 12, 2006

SUE ELLEN WOOLDRIDGE
Assistant Attorney General
Environmental and Natural Resources Division
U. S. Department of Justice

Date: June 6, 2006

DIANNE M. SHAWLEY
Senior Counsel
Environmental Enforcement Section
Environmental and Natural Resources Division
U. S. Department of Justice
P. O. Box 7611
Washington, D.C. 20044-7611
202-514-0096

WE HEREBY CONSENT to the foregoing Amendment to the Consent Decree entered in *United States, et al., v. Conoco,* Civil Action H-01-4430 on April 30, 2002.

FOR DEFENDANT, CONOCOPHILLIPS COMPANY

Date: 4-28-06

L.M. ZIEMBA
President, Central/West Refining
ConocoPhillips
600 N. Dairy Ashford
Houston, TX 77079
281-293-1000

WE HEREBY CONSENT to the foregoing Amendment to the Consent Decree entered in *United States, et al., v. Conoco,* Civil Action H-01-4430 on April 30, 2002.

FOR Suncor Energy (U.S.A.) Inc.

Date: May 4/06

MIKE M. ASHAR
President
Suncor Energy (U.S.A.) Inc.
7800 East Orchard Road, Suite 300
Greenwood Village, CO 80111
Tel: 303-793-8000

WE HEREBY CONSENT to the foregoing Amendment to the Consent Decree entered in *United States, et al., v. Conoco,* Civil Action H-01-4430 on June 6, 2006.

FOR THE STATE OF LOUISIANA:

LINDA KORN LEVY
Assistant Secretary
Office of Environmental Compliance
Louisiana Department of Environmental Quality

BY: by Diane M. Shawley

TED R. BROYLES, II
Senior Attorney (LA Bar No: 20456)
Legal Division
Louisiana Department of Environmental Quality
(225) 765-0236

WE HEREBY CONSENT to the foregoing Amendment to the Consent Decree entered in *United States, et al., v. Conoco,* Civil Action H-01-4430 on April 30, 2002.
FOR STATE OF MONTANA

RICHARD H. OPPER, DIRECTOR
Montana Department of Environmental Quality
Metcalf Building
P.O Box 20091
Helena, MT 59620-0901

WE HEREBY CONSENT to the foregoing Amendment to the Consent Decree entered in *United States, et al., v. Conoco,* Civil Action H-01-4430 on April 30, 2002.

FOR STATE OF OKLAHOMA:

Steve Thompson by DMS

STEVE THOMPSON
Executive Director
Oklahoma Department of Environmental Quality
707 North Robinson
PO Box 1677
Oklahoma City, OK 73101-1677

FOR UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

Date: 5/18/06

WALKER B. SMITH
Director
Office of Civil Enforcement
Office of Enforcement and Compliance
Assurance
United States Environmental Protection Agency
Ariel Rios Building
1200 Pennsylvania Avenue, N.W.
Washington, DC 20460

WE HEREBY CONSENT to the foregoing Amendment to the Consent Decree entered in *United States, et al., v. Conoco,* Civil Action H-01-4430 on April 30, 2002.

FOR THE STATE OF COLORADO

Date: 4/19/06

Margie M. Perkins

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