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

UNITED STATES OF AMERICA, Plaintiff, and COUNTY OF WAYNE, MICHIGAN, STATE OF LOUISIANA, STATE OF MINNESOTA, Plaintiff-Intervenors, v. MARATHON ASHLAND PETROLEUM LLC Defendant.	Civil Action No. 4:01-CV-40119-PVG Judge Paul V. Gadola Magistrate Judge Donald A. Sheer

FIRST AMENDMENT TO THE AUGUST 2001 CONSENT DECREE

WHEREAS, on May 11, 2001, Plaintiff, the United States of America ("United States"), on behalf of the Environmental Protection Agency ("EPA"), filed a complaint in this action against and simultaneously lodged a consent decree with Marathon Ashland Petroleum LLC ("MAP");

WHEREAS, on August 30, 2001, this Court entered the consent decree (the "August 2001 Consent Decree") that fully resolved the claims in the complaint;

WHEREAS, based on information that MAP provided to the United States, MAP may fail to comply with one of the terms of the August 2001 Consent Decree due to an interruption of

its supply of fresh amine to the refinery in Texas City, Texas, that MAP owns and operates ("Texas City Refinery");

WHEREAS, the three intervenors in this action who are parties to the August 2001 Consent Decree – the County of Wayne, Michigan; the State of Louisiana; and the State of Minnesota – have no regulatory authority or jurisdiction over MAP's Texas City Refinery;

WHEREAS, the United States and MAP (the "Parties to this First Amendment") agree that settlement of possible non-compliance with the August 2001 Consent Decree is in the best interests of the public and the Parties to this First Amendment and that entry of this First Amendment without litigation is the most appropriate means of resolving this matter;

WHEREAS, the Parties to this First Amendment recognize, and the Court by entering this First Amendment finds, that this First Amendment has been negotiated at arms length and in good faith and that this First Amendment is fair, reasonable, and in the public interest;

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

AMENDED AND RESTATED SECTIONS

The August 2001 Consent Decree shall remain in full force and effect in accordance with its terms, except that the existing Paragraphs numbered 21 and 21.D.i.d., as well as Appendix H, are amended as stated below, and new Paragraphs numbered 14.A.1, 15.B.i, 26.L., 29.D.i, and 41.A.i are added, all as follows:

* * * *

14.A.1. **SO2 Emission Limits at the Texas City FCCU on and after March 1, 2005:** By no later than March 1, 2005, and continuing thereafter, MAP shall comply with an SO_2 concentration limit at the Texas City FCCU of 20 ppmvd on a 365-day rolling average basis, at 0% oxygen. Between the Date of Lodging and May 31, 2005, MAP shall use its best efforts to have the emission limit of 20 ppmvd on a 365-day rolling average basis, at 0% oxygen, incorporated into the Title V permit for the Texas City Refinery. If those efforts fail, then by no later than June 1, 2005, MAP shall submit a permit application in accordance with the permitting requirements of Paragraph 25 of this Consent Decree for an SO_2 concentration limit of 20 ppmvd on a 365-day rolling average basis, at 0% oxygen.

* * * *

15.B.i. **SO2 Emissions from Texas City Heaters and Boilers**. Notwithstanding the provisions of Paragraph 15.B., the #4 and #5 Topper Crude Charge Heaters at MAP's Texas City Refinery shall not be subject to the emissions limitations set forth in 40 C.F.R. § 60.104(a)(1) for all periods between March 1, 2005, and February 28, 2006, in which the Valero refinery in Texas City, Texas, fails to supply MAP with fresh amine for the reduction of the hydrogen sulfide concentration in MAP's Texas City refinery fuel gas, provided that MAP complies with the following requirements: (1) during all such periods, MAP shall exercise good air pollution control practices to minimize emissions of sulfur dioxide; (2) to the extent commercially available and logistically feasible, MAP shall purchase low sulfur gas oil for processing in the Texas City FCCU; (3) MAP shall engage in communications and dialogue with Valero in an effort to secure more consistent amine regeneration services from Valero at Valero's Texas City refinery; (4) MAP shall comply with the plantwide annual sulfur dioxide emissions limitations

set forth in Paragraph 26.L; and (5) by no later than March 15, 2006, MAP shall submit a report to EPA setting forth the amount of sulfur dioxide emitted from the #4 and #5 Topper Crude Charge Heaters for the period between March 1, 2005, and February 28, 2006, including the calculations that were used to determine the emissions estimate.

* * * *

21. **NSPS Applicability Re: Sulfur Recovery Plants**: Beginning no later than the Date of Lodging of the Consent Decree, except as provided below, the following MAP Sulfur Recovery Plants ("SRPs") shall be subject to, and will continue to comply with, the applicable provisions of NSPS Part 60, Subpart A and J:

Canton Refinery (OH) SRP: Claus Trains #34 & #38;

Catlettsburg Refinery (KY) SRP: Claus Trains #1 & #2;

Detroit Refinery (MI) SRP: Claus Trains A, B & C;

Garyville Refinery (LA) SRP: Claus Trains #20 & #34;

Garyville Refinery (LA) SRP: Claus Trains #46 within 180 days after start-up.

Robinson Refinery (IL) SRP: Claus Trains #62 & #63;

St. Paul Park Refinery (MN) SRP: Claus Trains #1 & #2

Texas City Refinery (TX) SRP: MAP shall install a Sulfur Recovery Plant at the Texas City Refinery no later than July 31, 2007. Beginning on July 31, 2007, the Sulfur Recovery Plant at the Texas City Refinery shall be subject to and will comply with all of the applicable provisions of NSPS Subpart A and J and any applicable provisions of this Consent Decree, except that MAP shall have until 180 days after the startup of the Texas City SRP to certify its

SRP CEMS in accordance with Appendix A of Part 60 of Title 40 of the Code of Federal Regulations.

* * * *

21.D.i.d. a Sulfur Recovery Plant with amine unit and tail gas unit at the Texas City Refinery by July 31, 2007.

* * * *

26.L. Plantwide Sulfur Dioxide Emissions Limitations for the Texas City Refinery. MAP shall not exceed sulfur dioxide emissions of 876 tons per calendar year from the Texas City Refinery for each of the years 2005 and 2006. By no later than January 31 of 2006 and 2007, MAP shall submit a report to EPA that sets forth the total plantwide sulfur dioxide emissions for the preceding calendar year, together with the calculations used in determining the emissions. If MAP exceeds the annual emission limit in this Paragraph 26.L for the years 2005 or 2006, MAP shall pay as stipulated penalties $25,000 per ton (or fraction thereof) of sulfur dioxide emissions in excess of 876 tons per calendar year that are generated from the combustion of high sulfur fuel gas in the ## 4 and 5 Topper Crude Charge Heaters.

* * * *

29.D.i. Texas City Sanitation Truck Retrofit Project: By no later than April 1, 2006, MAP shall spend no less than $100,000 so that install diesel retrofit technologies are installed on no less than seven high-emitting, in-service heavy duty diesel sanitation trucks owned by Texas City, Texas, in order to reduce emissions of particulates and ozone precursors. MAP will cooperate fully with Texas City, Texas, to implement this project.

* * * *

41.A.i. For failure to comply with the requirements of Paragraph 15.B.i., the greater of:

a.	Period of Non-Compliance	Penalty per Day
	1 - 30 Days	$ 400
	31 - 60 Days	$1000
	Over 60 Days	$2000

or

b. 1.2 times the economic benefit of non-compliance.

A failure to comply with the plantwide annual sulfur dioxide emissions limitation set forth in Paragraph 26.L. (which is incorporated into Paragraph 15.B.i) shall have the stipulated penalty set forth in Paragraph 26.L and not the stipulated penalty of this Paragraph 41.A.i.

* * * *

APPENDIX H

NSPS SUBPART J COMPLIANCE SCHEDULE FOR HEATERS AND BOILERS

Source	Date of Compliance	Method of Compliance
	* * * *	
Texas City		
FCC Steam Generator [B-1]	6/30/03	Shut down
UDEX Stripper Heater [H-1]	6/30/03	Shut down
Boilers 1& 4 [27-B-1 & 4]	6/30/03	Shut down

Boilers 2 & 3 [27-B-2 & 3]	7/31/07	Build new amine treating, sour water treating, SRP and tail gas treating facilities[2]
Alkylation Heater	7/31/07	Build new amine treating, sour water treating, SRP and tail gas treating facilities
Udex Borne Heater [02H6]	7/31/07	Build new amine treating, sour water treating, SRP and tail gas treating facilities
Platformer Interheaters [09H2]	7/31/07	Build new amine treating, sour water treating, SRP and tail gas treating facilities
Platformer Charge Heater [09H1]	7/31/07	Build new amine treating, sour water treating, SRP and tail gas treating facilities
#5 Topper Charge Crude Heater [H-6]	2/28/06[3]	Burn natural gas or build new amine treating, sour water treating, SRP and tail gas treating facilities
Topper #4 Charge Crude Heater [H-92]	2/28/06[3]	Burn natural gas or build new amine treating, sour water treating, SRP and tail gas treating facilities

[2] MAP's Texas City Refinery currently sends spent (sour) amine to amine regeneration facilities at the Valero Refinery in Texas City. Valero processes the acid gas that is generated in its Sulfur Plants. On occasion, Valero does not accept MAP's spent amine which results in MAP's

combustion of refinery fuel gas in excess of the 160 ppm H2S limit of 40 C.F.R. Part 60, Subpart J. The Texas City Refinery will install and operate a new amine treating, sour water treating, SRP and tail gas treating facilities by no later than July 31, 2007.

[3] MAP complied with NSPS Subparts A and J for the period between the Date of Lodging of the August 2001 Consent Decree and March 1, 2005, for the ## 4 and 5 Topper Crude Charge Heaters.

* * * *

IT IS SO ORDERED.

Dated this _____ day of _____, 2005.

_____
UNITED STATES DISTRICT JUDGE

First Amendment to the August 2001 Consent Decree in United States, et al. v. Marathon Ashland Petroleum LLC, Civil Action No. 01-40119 (E.D. Mich.).

FOR PLAINTIFF THE UNITED STATES OF AMERICA:

Date: March 8, 2005

s/ with consent of Thomas Sansonetti
THOMAS L. SANSONETTI
Assistant Attorney General
Environment and Natural Resources Division

Date: March 11, 2005

s/ with consent of Annette Lang
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First Amendment to the August 2001 Consent Decree in United States, et al. v. Marathon Ashland Petroleum LLC, Civil Action No. 01-40119 (E.D. Mich.).

Date: March 2, 2005

s/ with consent of Walker B. Smith
WALKER B. SMITH
Director, Office of Civil Enforcement
Office of Enforcement and Compliance Assurance
United States Environmental Protection Agency
Washington, D.C. 20460

First Amendment to the August 2001 Consent Decree in United States, et al. v. Marathon Ashland Petroleum LLC, Civil Action No. 01-40119 (E.D. Mich.).

FOR DEFENDANT MARATHON ASHLAND PETROLEUM LLC.

Date: March 2, 2005

s/ with consent of Larry M. Echelberger
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