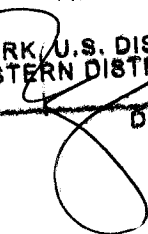


FILED

APR - 4 2012

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF TEXAS

CLERK, U.S. DISTRICT COURT  
WESTERN DISTRICT OF TEXAS  
BY  DEPUTY CLERK

UNITED STATES OF AMERICA, )  
Plaintiff, )  
 )  
and )  
 )  
The State of Ohio and )  
The Memphis Shelby County )  
Health Department, )  
Plaintiff-Interveners, )  
 )  
v. )  
 )  
The Premcor Refining Group, Inc. and )  
The Lima Refining Company, )  
Defendants. )

Civil Action No. SA-07-CA-0683RF

FIRST AMENDMENT TO CONSENT DECREE ADDENDUM

WHEREAS , Plaintiff, the United States of America (hereinafter "Plaintiff"), on behalf of the United States Environmental Protection Agency (herein "EPA") and The Premcor Refining Group Inc. entered into a Consent Decree Addendum settling *United States of America et al. v. The Premcor Refining Group Inc. et al.*, United States District Court Western District of Texas, Civil Action No. SA 07 CA 0683 RF with regard to alleged violations at various refineries including the Valero Memphis Refinery (herein the "Consent Decree Addendum");

WHEREAS, the current owner of the Valero Memphis Refinery is Valero Refining Company-Tennessee, LLC (herein "VRCT");

WHEREAS, VRCT is obligated, as The Premcor Refining Group Inc.'s successor, to carry out the obligations with respect to the Memphis Refinery under the Consent Decree Addendum;

WHEREAS, pursuant to Paragraph 316.c(2) of the Consent Decree Addendum a supplement environmental project ("SEP") to reduce H<sub>2</sub>S off-gassing from the City of Memphis wastewater treatment works was to have been completed by December 31, 2009;

WHEREAS, VRCT and the City of Memphis have requested additional time to complete the SEP and the United States wishes to grant their request;

WHEREAS, without any admission of fact or law, it is hereby ORDERED and DECREED as follows:

**I. JURISDICTION AND VENUE**

1. This Court continues to have jurisdiction of the subject matter herein and over the parties pursuant to 28 U.S.C. § 1345 and pursuant to Sections 113, 167, and 211 of the CAA, 42 U.S.C. §§ 7413, 7545 and 7477, Section 103 of CERCLA, 42 U.S.C. § 9603, and Section 304 of EPCRA, 42 U.S.C. § 11004.

2. Venue is proper under Section 113(b) of the Clean Air Act, 42 U.S.C. § 7413(b), and under 28 U.S.C. § 1391(b) and (c).

3. Notice of this modification to the Consent Decree Addendum has been given to the Memphis Shelby County Health Department in accordance with Section 113(a)(1) of the Clean Air Act, 42 U.S.C. § 7413(a)(1), and as required by Section 113(b) of the Clean Air Act, 42 U.S.C. § 7413(b).

**II. FACTUAL BACKGROUND**

4. The City of Memphis SEP will consist of covering a wastewater lagoon and capturing the H<sub>2</sub>S off-gases for beneficial re-use as an energy source for a nearby Tennessee Valley Authority facility.

5. VRCT and the City of Memphis need additional time to complete the SEP.

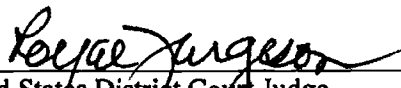
**III. SUPPLEMENTAL/BENEFICIAL ENVIRONMENTAL PROJECTS**

6. The United States hereby agrees to extend the completion date contained in paragraph 316.c(2) of the Consent Decree Addendum to June 30, 2011.

**IV. GENERAL PROVISIONS**

7. Except as hereby amended, the Consent Decree Addendum is hereby ratified and affirmed and shall continue in full force and effect in accordance with its terms.

So entered in accordance with the foregoing this 4<sup>th</sup> day of April, 2012.

  
United States District Court Judge  
for the Western District of Texas

FOR PLAINTIFF, UNITED STATES OF AMERICA:



IGNACIA MORENO  
Assistant Attorney General  
Environment and Natural Resources Division  
U.S. Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, DC 20530-00001

Date 1/24/11



SUSAN M. AKERS  
Senior Attorney  
Environment and Natural Resources Division  
U.S. Department of Justice  
601 D Street, NW  
Washington, DC 20004

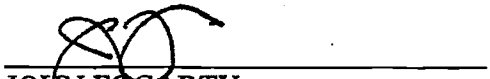
Date 3/14/11

FOR U.S. ENVIRONMENTAL PROTECTION AGENCY:



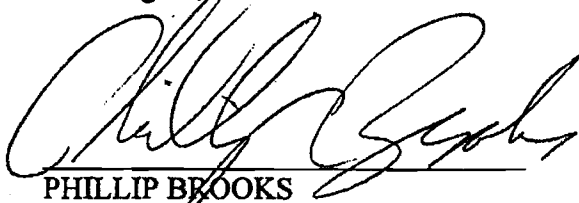
Date 2/16/11

ADAM M. KUSHNER  
Director, Office of Civil Enforcement  
Office of Enforcement and Compliance Assurance  
U.S. Environmental Protection Agency  
Washington, D.C. 20460



Date 2-16-11

JOHN FOGARTY  
Associate Director, Office of Civil Enforcement  
Office of Enforcement and Compliance Assurance  
U.S. Environmental Protection Agency  
Washington, D.C. 20460



Date 2/14/11

PHILLIP BROOKS  
Director, Air Enforcement Division  
Office of Civil Enforcement  
Office of Enforcement and Compliance Assurance  
U.S. Environmental Protection Agency  
Washington, D.C. 20460

FOR PLAINTIFF-INTERVENER, COUNTY OF SHELBY AND CITY OF MEMPHIS  
TENNESSEE:

*Craig E. Willis*

Date MARCH 23, 2011

CRAIG WILLIS  
Assistant County Attorney  
Memphis and Shelby County Health Department  
814 Jefferson Avenue  
Memphis, Tennessee 38105

FOR DEFENDANT – VALERO REFINING COMPANY – TENNESSEE, LLC

*elect* 

Date 10 | 12 | 2010

KIRK A. SAFFELL  
Vice President  
Valero Refining Company – Tennessee, LLC  
P. O. Box 696000  
San Antonio, TX 78269-6000  
Telephone: (210) 345-2169  
Fax: (210) 345-4976