

poration for leave to withdraw their supplemental joint motion filed herein on June 30, 1941, be, and it hereby is, granted and the Clerk of this Court is hereby directed to enter said motion "withdrawn".

2. (a) Gano Dunn, the trustee appointed under Section III of the aforesaid consent decree be, and he hereby is, authorized and directed, upon the written consent of Columbia Oil & Gasoline Corporation, to transfer to Phillips Petroleum Company the legal title, and the documentary evidence thereof, to the 404,326 shares of common stock of Panhandle Eastern Pipe Line Company now held by him as such trustee and to receive and deliver to Columbia Oil & Gasoline Corporation the consideration to be received from Phillips Petroleum Company with respect to said shares under the plan submitted by Columbia Gas & Electric Corporation and Columbia Oil & Gasoline Corporation under Section 11(e) of the Public Utility Holding Company Act of 1935 approved by the Securities and Exchange Commission October 2, 1942.

(b) Gano Dunn, trustee as aforesaid, be, and he hereby is, authorized and directed, upon the written consent of Columbia Oil & Gasoline Corporation, to transfer to Panhandle Eastern Pipe Line Company the legal title, and the documentary evidence thereof, to the 10,000 shares of Class B preferred stock of Panhandle Eastern Pipe Line Company which he now holds as trustee as aforesaid and to receive and deliver to Columbia Oil & Gasoline Corporation the considerations to be received from Panhandle Eastern Pipe Line Company with respect to said shares under the plan submitted by Columbia Gas & Electric Corporation and Columbia Oil & Gasoline Corporation under Section 11(e) of the Public Utility Holding Company Act of 1935 approved by the Securities and Exchange Commission October 2, 1942.

(c) Simultaneously with the aforesaid transfer of shares of common stock of Panhandle Eastern Pipe Line Company to Phillips Petroleum Company, Gano Dunn be, and he hereby is, authorized and directed, to deliver to

IN THE DISTRICT COURT OF THE UNITED STATES FOR
THE DISTRICT OF DELAWARE.

In Equity No. 1099.

UNITED STATES OF AMERICA, PLAINTIFF,

VS.

COLUMBIA GAS & ELECTRIC CORPORATION, ET AL.,
DEFENDANTS.

SUPPLEMENTAL CONSENT JUDGMENT

The above-entitled cause having come on to be heard upon the joint motion of Columbia Oil & Gasoline Corporation and Columbia Gas & Electric Corporation filed March 22, 1943, for an order authorizing withdrawal of certain prior joint motions filed herein and effecting certain modifications of the consent decree entered in this cause on January 29, 1936; and the Court having heard the statements of counsel for the respective parties, and being advised, it is hereby

ORDERED, ADJUDGED AND DECREED as follows:

1. The application of the defendants Columbia Oil & Gasoline Corporation and Columbia Gas & Electric Cor-

Phillips Petroleum Company his resignation as a director of Panhandle Eastern Pipe Line Company.

(d) Promptly after the consummation of the transactions authorized by subparagraphs (a), (b) and (c) hereof, the said Gano Dunn shall file herein a final report as trustee and, upon the approval of said report, the said Gano Dunn shall be discharged as such trustee.

(e) Gano Dunn shall be entitled, in accordance with the provisions of subdivision (d) of paragraph III of said consent decree as amended June 19, 1936, to compensation as trustee, accruing after January 29, 1943, to the date of the consummation of the transactions authorized by subparagraphs (a), (b), and (c) hereof, and to the payment of his expenses as trustee.

(f) Upon consummation of the transactions set forth in subparagraphs (a), (b) and (c) above, the joint motion filed herein by Columbia Gas & Electric Corporation and Columbia Oil & Gasoline Corporation on June 20, 1939, as amended, shall be entered "withdrawn" by the Clerk of this Court.

3. Upon consummation of the transactions set forth in subparagraphs (a), (b) and (c) of paragraph 2 above, the consent decree entered herein on January 29, 1936 be, and it hereby is, modified as follows:

(a) Section II of the said consent decree is amended to read as follows:

That the defendants be, and they hereby are, perpetually enjoined from exercising, or attempting, individually or collectively, directly or indirectly, to exercise any dominion or control over Panhandle Eastern and from restraining, or interfering with the free and independent action of said Panhandle Eastern in the production, transportation, sale or delivery of natural gas to any person, corporation, community or section of the United States; from holding, acquiring, voting or in any manner acting as the owners, directly or indirectly of the whole or any part of the stock, or other share capital, or bonds of Panhandle Eastern or any other company, corporation, association or organization

owning a controlling amount of its voting securities; and from participating in anyway, directly or indirectly, or from exercising any control, direction, supervision, or influence, in the management, or control of Panhandle Eastern; PROVIDED, HOWEVER, that

- (i) nothing in the foregoing or other provision hereof shall be construed to prevent or restrain in any manner the free and independent action of the defendants in the production, transportation, sale or delivery of gas in competition with Panhandle Eastern, or any other corporation, Association, partnership or person;
 - (ii) the defendant Hillman may continue to own shares of stock which he may now hold in Missouri-Kansas Pipe Line Company and Panhandle Eastern so long as the voting rights appurtenant thereto are exercised independently of the other defendants herein and not in a manner inconsistent with the purposes and provisions of this decree; and
 - (iii) defendant Hillman may own or acquire obligations without present or potential voting rights of Panhandle Eastern.
- (b) Section III of the said consent decree, with the exception of the provisions that "the trustee shall not be personally responsible for mistakes in judgment or mistakes of law or fact in the execution of his duties hereunder but only for lack of good faith," is stricken therefrom and of no further force and effect.
- (c) Section IV of the said consent decree is stricken therefrom and of no further force and effect.
- (d) Section V of the said consent decree is amended to read as follows:

That jurisdiction of this cause and of the parties hereto is retained for the purpose of giving full effect to this decree and for the enforcement of strict compliance herewith and the punishment of evasions hereof, and for the further purpose of making such other and further orders and

decrees or taking such other action as may from time to time be necessary to the carrying out hereof.

Done at Philadelphia, Pennsylvania (with the consent of the parties) This 29th day of March, 1943.

(Signed) WILLIAM H. KIRKPATRICK,
United States District Judge.