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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

UNITED STATES OF AMERICA,

Plaintiff,

vs.

PHILLIPS PETROLEUM COMPANY and
TIDEWATER OIL COMPANY,

Defendants.

Civil No. 66-1154 (WJF)

CONSENT ORDER & DECREE

IN RE PETITION

OF

TOSCO CORPORATION

FOR A FURTHER ORDER CONSTRUING,
MODIFYING AND ENFORCING THE ORDER
OF DIVESTITURE AND ADDING ASHLAND
OIL, INC. AS A PARTY TO THE ORDER
OF DIVESTITURE

Upon the Petition of Tosco Corporation ("Tosco")

1 filed September 25, 1978, the Response of Ashland Oil, Inc.
2 ("Ashland") filed December 15, 1978, the prior proceedings
3 with respect to Tosco's Petition and upon consent of Tosco and
4 Ashland, and the Court having been advised that Ashland has
5 agreed to sell and Tosco has agreed to buy all shares of
6 securities of Tosco in which Ashland has an interest, namely
7 464,476 shares of common stock of Tosco, and that said pur-
8 chase and sale shall occur within five business days from
9 the date hereof, it is hereby ordered and decreed:

10 1. During the term presently provided by Article
11 II(1) of the Order of Divestiture, to wit until July 1, 1985,
12 Ashland shall not, without both the prior approval of this
13 Court and the prior written consent of Tosco, duly resolved
14 by its Board of Directors, directly or indirectly acquire
15 or attempt to acquire any beneficial or record ownership or
16 security interest in any security issued by Tosco, or seek
17 to gain control over the management or business of Tosco or
18 solicit proxies or votes with reference to any meeting of
19 stockholders of Tosco or electing any directors to the Board
20 of Directors of Tosco, or assist any others who may seek to
21 gain such control or solicit such proxies or votes.

22 (a) The term "Ashland" as used herein shall
23 include (i) the corporation, Ashland Oil, Inc.; (ii) all
24 persons who may be deemed to be "affiliates" or "associates"
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1 of Ashland Oil, Inc. as those terms are defined in Rule 12b-2
2 (or any successor rule) of the General Rules and Regulations
3 under the Securities Exchange Act of 1934; and (iii) all
4 persons in active concert or participation with any of the
5 foregoing.

6 (b) The term "beneficial ownership" as used
7 herein shall have the meaning of the definition provided by
8 Rule 13d-3 (or any successor rule) of the General Rules and
9 Regulations under the Securities Exchange Act of 1934.

10 2. The Petition of Tosco is voluntarily dismissed
11 pursuant to Rule 41 of the Federal Rules of Civil Pro-
12 cedure.

13 3. This Court shall have jurisdiction over Ashland
14 and Tosco for the purpose, during the period recited in
15 paragraph 1 above, of issuing such further orders as may be
16 necessary or appropriate to enforce compliance with this Consent
17 Order and Decree and, upon joint motion by Tosco and Ashland,
18 considering any request for approval pursuant to paragraph 1
19 hereof.

20
21 4. Ashland and Tosco shall bear their respective
22 costs and expenses, including attorney's fees.

23 DATED this 12th day of March 1979.

24
25 15/William A. Evans
United States District Judge

26 Approved:

27 STROOCK & STROOCK & LAVAN

28 By: Gilbert J. Silberman

1 SKADDEN, ARPS, SLATE, MEAGHER
& FLOM

2 - and -

3 CLEARY, GOTTLIEB, STEEN & HAMILTON

4 Attorneys for TOSCO CORPORATION

5
6 HOWREY & SIMON
OVERTON, LAMAN & PRINCE

7 By W. J. [Signature]

8
9 Attorneys for ASHLAND OIL, INC.

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