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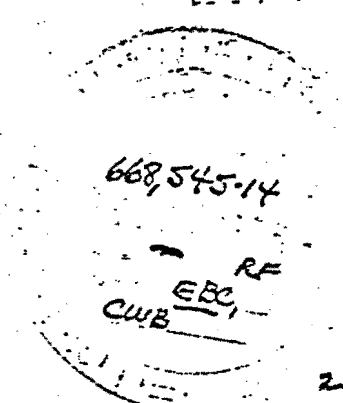
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CLERK, U. S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA



UNITED STATES OF AMERICA,)
)
Plaintiff,)
) Civil No. 66-1154-WJF
v.)
)
PHILLIPS PETROLEUM COMPANY) ORDER AMENDING ORDER OF
and TIDEWATER OIL COMPANY,) DIVESTITURE
)
Defendants.)

The Court having heard on February 9, 1976 the Motion of Phillips Petroleum Company and The Oil Shale Corporation to amend the Order of Divestiture entered on September 3, 1975 and having considered the papers filed on the Motion,

IT IS HEREBY ORDERED that such Motion be granted and that the Order of Divestiture entered on September 3, 1975 be amended in the following respects:

1. Paragraph 2(A): Add the following sentence:

"That part of the Avon Refinery known as the Diablo Terminal may be leased to Gulf International Trading Company."

2. Paragraph 2(B): Add the following sentences:

"For purposes of this subparagraph, the term 'Oil

1 Company' shall not include Phillips. However, if
2 before July 1, 1985, Phillips should by virtue of
3 such default, insolvency or bankruptcy or by opera-
4 tion of law or by action taken to protect a security
5 interest in property mortgaged, pledged or encumbered
6 by TOSCO or a subsidiary thereof in Phillips' favor,
7 acquire an ownership interest in any such properties,
8 then Phillips will notify the Court and plaintiff of
9 such acquisition and thereafter divest such of those
10 properties as the Court may direct on such terms
11 and conditions as the Court may deem appropriate."

12 3. Except in the preamble, references to the Purchase
13 and Sale Agreement dated June 3, 1975 shall be understood to refer
14 to the Restated Purchase and Sale Agreement dated January 9, 1976,
15 a copy of which is attached as Exhibit A to the Notice of the
16 aforementioned Motion, filed herein January 26, 1976.

17
18 DATED: February 17, 1976.

19
20 **WARREN J. FERGUSON**

21 WARREN J. FERGUSON
22 United States District Judge

23 APPROVED AS TO FORM:

24
25 UNITED STATES DEPARTMENT OF JUSTICE

26 By Dwight B. Moore
27 Dwight B. Moore
28 Attorneys for Plaintiff
29
30

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11 Attorneys for The Oil Shale Corporation
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