

**APPENDIX D:**

UNITED STATES v. PHILLIPS PETROL. CO., ET AL

CIVIL NO. 66-1154-WJF

JUDGMENT MODIFICATION ENTERED: MARCH 12, 1979

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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA

UNITED STATES OF AMERICA, )  
)  
Plaintiff, )

Civil No. 66-1154 (WJF)

vs. )

CONSENT ORDER & DECREE

PHILLIPS PETROLEUM COMPANY and )  
TIDEWATER OIL COMPANY, )  
)  
Defendants. )

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"  
25  
26  
27  
28

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

22 DATED this 12<sup>th</sup> day of March 1979.

23  
24 *[Signature]*  
25 United States District Judge

26 Approved:

27 STROOCK & STROOCK & LAVAN

28 By *[Signature]*

1 SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM

2 - and -

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