

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

UNITED STATES OF AMERICA,)	
)	Civil No. 05-02866
Plaintiff,)	
)	
STATE OF PENNSYLVANIA)	Stipulated Order
CITY OF PHILADELPHIA)	
STATE OF OKLAHOMA, and)	
STATE OF OHIO)	
Plaintiff-Intervenors,)	
)	
v.)	
)	
SUNOCO INC.)	
)	
Defendant.)	
_____)	

-

**STIPULATED ORDER
ADDING PLAINS MARKETING, L.P. AS A PARTY TO THE ABOVE
REFERENCED CASE AND CONSENT DECREE (TULSA REFINERY)**

WHEREAS, the United States of America (hereinafter “the United States,” the Commonwealth of Pennsylvania, the City of Philadelphia, the State of Oklahoma, and the State of Ohio; and Sunoco, Inc. (hereinafter, “Sunoco”) are parties to a Consent Decree entered by this Court on March 21, 2006 (hereinafter “the Consent Decree”); and

WHEREAS, Holly Refining & Marketing - Tulsa LLC (hereinafter “Holly”) purchased one of the refineries covered by the Consent Decree, namely: the Refinery located at Tulsa, Oklahoma (hereinafter “Tulsa Refinery”); and

WHEREAS, on June 3, 2009, this Court approved and entered the First Amendment to Consent Decree pursuant to which Holly agreed to assume the obligations of, and to be bound by the terms and conditions of, the Consent Decree as such obligations, terms, and conditions relate to the Tulsa Refinery; and

WHEREAS, Paragraph 7 of the Consent Decree as amended provides that Holly may transfer, in whole or in part, ownership and operation of the Tulsa Refinery if the transferee agrees to assume liability for all of the terms and conditions of the Consent Decree;

WHEREAS, Holly has agreed to sell and Plains Marketing, L. P. (hereinafter "Plains") has agreed to buy certain assets at the Tulsa Refinery, namely the crude oil storage tanks and receiving pipelines listed in Exhibit A to this Stipulation (the "Crude Assets") as of October 20, 2009 (the "Plains Closing Date"); and

WHEREAS, Holly will continue to operate all of the Tulsa Refinery, including the Crude Assets purchased by Plains after the Plains Closing Date; and

WHEREAS, Holly will continue to be bound by all of the obligations of the Consent Decree including those obligations that apply to the Crude Assets purchased by Plains after the Plains Closing Date; and

WHEREAS, Plains has agreed to be bound by the obligations of the Consent Decree only as they apply to the Crude Assets as listed in Exhibit A to this Stipulation after the Plains Closing Date; and

WHEREAS, Paragraph 243 of the Consent Decree as amended provides that material modifications to the Consent Decree may be made by agreement of the United States, the appropriate Plaintiff-Intervenor, and Holly (with regard to the Tulsa Refinery) in writing and filed with the Court; and

WHEREAS, the State of Oklahoma is the "Appropriate Plaintiff Intervenor" for the Tulsa Refinery as that term is used in Paragraph 243 of the Consent Decree; and

WHEREAS, the United States, the State of Oklahoma, Holly and Plains desire to amend the Consent Decree to add Plains as a party regarding the obligations, liabilities, rights, and releases of the Consent Decree only as it pertains to the Crude Assets acquired by Plains at the Tulsa Refinery as of the Plains Closing Date.

NOW THEREFORE, it is Ordered Adjudged and Decreed as follows:

1. The Joint Motion for entry of a Stipulated Order adding Plains As A Party To The Above Referenced Case And Consent Decree with respect to the Crude Assets is Granted.
2. Effective on the Date of Entry of this Stipulated Order, Plains shall be added as a Party and shall be bound by all provisions of the Consent Decree applicable to the Crude Assets acquired by Plains at the Tulsa Refinery as set forth on Exhibit A to this Stipulated Order after the Plains Closing Date. Holly shall also continue to be bound to comply with all Consent Decree provisions applicable to the Crude Assets.
3. Notices to Plains pursuant to Paragraph 240 of the Consent Decree shall be provided as follows:

As to Plains:

Harry N. Pefanis
President & Chief Operating Officer
Plains Marketing, L.P.
333 Clay Street, Suite 1600
Houston, Texas 77002

With a copy to:

Lawrence J. Dreyfuss
Vice President & General Counsel – Commercial & Litigation
Plains Marketing, L.P.
333 Clay Street, Suite 1600
Houston, Texas 77003

SO ORDERED and entered this ___ day of _____, 2010.

United States District Judge

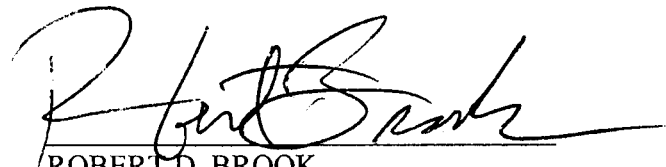
WE HEREBY CONSENT to the entry of the Stipulated Order Adding Plains Marketing, L.P. as a party in the above referenced case and consent decree entered in the matter of *United States, et al. v. Sunoco, Inc., et al.*, Civil No. 05-01866 (E.D.Pa.).

FOR PLAINTIFF THE UNITED STATES OF AMERICA:

IGNACIA S. MORENO
Assistant Attorney General
Environment and Natural Resources Division
United States Department of Justice

Date: _____

3/29/10




ROBERT D. BROOK
Assistant Chief
Environmental Enforcement Section
Environment and Natural Resources Division
United States Department of Justice

WE HEREBY CONSENT to the entry of the Stipulated Order Adding Plains Marketing, L.P. as a party in the above referenced case and consent decree entered in the matter of *United States, et al. v. Sunoco, Inc., et al.*, Civil No. 05-01866 (E.D.Pa.).

FOR PLAINTIFF THE UNITED STATES
ENVIRONMENTAL PROTECTION
AGENCY:

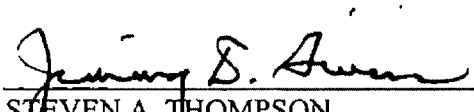
Date: 3.31.10


ADAM M. KUSHNER
Director, Office of Civil Enforcement
Office of Enforcement and Compliance
Assurance
United States Environmental Protection Agency

WE HEREBY CONSENT to the entry of the Stipulated Order Adding Plains Marketing, L.P. as a party in the above referenced case and consent decree entered in the matter of *United States, et al. v. Sunoco, Inc., et al.*, Civil No. 05-01866 (E.D.Pa.).

FOR PLAINTIFF-INTERVENOR,
OKLAHOMA DEPARTMENT OF
ENVIRONMENTAL QUALITY:

Date: 3-24-2010

for 

STEVEN A. THOMPSON
Executive Director
Oklahoma Department of Environmental Quality

WE HEREBY CONSENT to the entry of the Stipulated Order Adding Plains Marketing, L.P. as a party in the above referenced case and consent decree entered in the matter of *United States, et al. v. Sunoco, Inc., et al.*, Civil No. 05-01866 (E.D.Pa.).

FOR DEFENDANT HOLLY REFINING &
MARKETING-TULSA, LLC,
a Delaware limited liability company

Date: March 26, 2010


A handwritten signature in black ink, appearing to read "D. Lamp", is written over a horizontal line. The signature is stylized and somewhat cursive.

DAVID L. LAMP
President

WE HEREBY CONSENT to the entry of the Stipulated Order Adding Plains Marketing, L.P. as a party in the above referenced case and consent decree entered in the matter of *United States, et al. v. Sunoco, Inc., et al.*, Civil No. 05-01866 (E.D.Pa.).

FOR PLAINS MARKETING, L.P.
By: Plains Marketing GP Inc.,
Its General Partner

Date: MARCH 29, 2010



LAWRENCE J. DREYFUSS
Vice President CPK/5

EXHIBIT A**Crude Assets**Storage Tanks

Tank #	Gross Shell Capacity	Max Fill Line	Bbls/foot	Max Useable Capacity
13	55,000	25-9	1836	47,277
244	55,000	24-4	1836	44,670
874	121,000	38-0	3150	119,700
188	55,000	24-11	1837	45,705
187	55,000	26-1	1837	47,909
186	55,000	24-5	1832	44,701
TOTAL	396,000			349,962

Receiving Pipelines

Three (3) crude oil receiving pipelines extending from the receiving manifold and connecting to the tank manifold where oil can be segregated to tankage. The Receiving Pipelines consist of (i) a Drumright 10" line, (ii) a Barnsdall 8" line, and (iii) a Bad Creek 8" line. Such lines pass the metering skids (the meters are owned by a third-party and are not part of the Receiving Pipelines) and remain the same dimension (with the exception of the Drumright 12" line which narrows to a 10" line) traveling approximately 3500' to the tank manifold.

Related Equipment

All tank gauges, equipment, pumps, pipes, valves, connections, mixers, high-level alarms, foamite lines and other tangible personal property used exclusively in connection with the ownership or operation of the Storage Tanks and/or Receiving Pipelines.