

JUL 11 2006

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW MEXICO

MATTHEW J. DYKMAN  
CLERK

UNITED STATES OF AMERICA, )  
STATE OF NEW MEXICO, and )  
STATE OF MONTANA )  
)  
)  
Plaintiffs, )  
)  
v. )  
)  
NAVAJO REFINING COMPANY, L.P., )  
and MONTANA REFINING COMPANY )  
)  
Defendants. )  
\_\_\_\_\_ )

Civil No. [REDACTED] CIV-01-1422LH  
Honorable Leslie C. Smith

**STIPULATED ORDER  
SUBSTITUTING MONTANA REFINING COMPANY, INC.  
FOR MONTANA REFINING COMPANY  
AS THE DEFENDANT IN THE ABOVE-REFERENCED CASE  
AND CONSENT DECREE**

WHEREAS, Plaintiff the United States of America ("United States"), Plaintiff-Intervenors the State of New Mexico and the State of Montana (collectively, "Plaintiff-Intervenors"), and Defendants Navajo Refining Company, L.P. ("Navajo") and Montana Refining Company ("Montana Refining") are parties to a Consent Decree entered by this Court on March 5, 2002 ("Consent Decree") regarding alleged environmental violations at certain facilities owned by Navajo and Montana Refining;

WHEREAS, pursuant to Paragraph 6 of this Consent Decree the Great Falls Refinery, owned by Montana Refining is one of the facilities covered by this Consent Decree;

WHEREAS, Montana Refining has sold the assets of the Great Falls Refinery to Montana Refining Company Inc., a subsidiary of Connacher Oil and Gas Limited;

WHEREAS, Paragraph 94 of the Consent Decree provides that material modifications to the Consent Decree shall be made by agreement of the United States, the State of New Mexico, the State of Montana, Navajo, and Montana Refining in writing and filed with the Court;

WHEREAS, Paragraph 7 of the Consent Decree provides that Montana Refining shall condition any transfer, in whole or in part, of ownership and/or operation of the Great Falls Refinery "upon the execution by the transferee of a modification to the Consent Decree which makes the terms and conditions of the Consent Decree that apply to [the Great Falls Refinery] applicable to the transferee";

WHEREAS, on or about March 31, 2006, Montana Refining sold the assets of the Great Falls Refinery to Montana Refining Company, Inc., a subsidiary of Connacher Oil and Gas Limited;

WHEREAS, as part of the purchase agreement, Montana Refining Company, Inc. agreed to assume all of the terms and conditions of the Consent Decree relating to the Great Falls Refinery that have not been fully met by Montana Refinery Company;

WHEREAS, Montana Refining Company, Inc. now owns and operates the Great Falls Refinery;

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

1. The Joint Motion for entry of a Stipulated Order Substituting Montana Refining Company, Inc. for Montana Refining Company as a Defendant with respect to all of the terms and conditions of the Consent Decree relating to the Great Falls Refinery that have not been fully met by Montana Refinery Company is GRANTED;

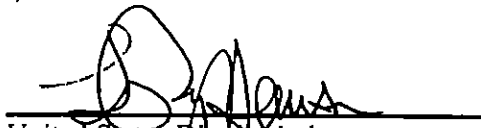
2. Effective on the Date of Entry of this Stipulated Order, and with respect to all of the terms and conditions of the Consent Decree relating to the Great Falls Refinery that have not been fully met by Montana Refinery Company, Montana Refining Company, Inc. shall be substituted for Montana Refining Company where Montana Refining Company's name appears;

3. Effective on the Date of Entry of this Stipulated Order, Montana Refining Company shall be released from all obligations and liability under the Consent Decree.

4. Under Paragraph 91 of the Consent Decree, notices "as to Montana Refining" shall instead be notices "as to Montana Refining Company, Inc." and shall be directed to:

Refinery Manager  
Montana Refining Company, Inc.  
1900 10th St., N.E.  
Great Falls, MT 59404

SO ORDERED this 7<sup>th</sup> day of July, 2006.

  
United States District Judge

The undersigned party consents to the Stipulated Order Substituting Montana Refining Company, Inc. for Montana Refining Company as a Defendant in the Case and Consent Decree numbered CIV-01-1422LH (D.N.M.).

**FOR THE UNITED STATES OF AMERICA**

SUE ELLEN WOOLDRIDGE  
Assistant Attorney General  
Environment and Natural Resources Division

s/ Annette M. Lang  
ANNETTE M. LANG  
Trial Attorney  
Environment and Natural Resources Division  
U.S. Department of Justice  
P.O. Box 7611  
Ben Franklin Station  
Washington, D.C. 20044-7611  
(202) 514-4213  
(202) 616-6584 (facsimile)  
annette.lang@usdoj.gov

The undersigned party consents to the Stipulated Order Substituting Montana Refining Company, Inc. for Montana Refining Company as a Defendant in the Case and Consent Decree numbered CIV-01-1422LH (D.N.M.).

**FOR PLAINTIFF-INTERVENOR  
THE STATE OF NEW MEXICO**

s/ with consent of Ron Curry  
RON CURRY, Cabinet Secretary  
New Mexico Environment Department  
P.O. Box 26110  
1190 St. Francis Dr.  
Santa Fe, New Mexico 87502-6610

The undersigned party consents to the Stipulated Order Substituting Montana Refining Company, Inc. for Montana Refining Company as a Defendant in the Case and Consent Decree numbered CIV-01-1422LH (D.N.M.).

**FOR PLAINTIFF-INTERVENOR  
THE STATE OF MONTANA**

s/ with consent of Richard H. Opper

RICHARD H. OPPER

Director

Montana Department of Environmental Quality

P.O. Box 200901

Helena, MT 59620-0901

The undersigned party consents to the Stipulated Order Substituting Montana Refining Company, Inc. for Montana Refining Company as a Defendant in the Case and Consent Decree numbered CIV-01-14221.H (D.N.M.).

**FOR DEFENDANT  
NAVAJO REFINING COMPANY, L.P.**

s/ with consent of Matthew P. Clifton  
MATTHEW P. CLIFTON  
Chief Executive Officer  
100 Crescent Court, Suite 1600  
Dallas, Texas 75201

The undersigned party consents to the Stipulated Order Substituting Montana Refining Company, Inc. for Montana Refining Company as a Defendant in the Case and Consent Decree numbered CIV-01-1422LH (D.N.M.)

**FOR DEFENDANT  
MONTANA REFINING COMPANY,  
By its Partners**

**BLACK EAGLE, INC.**

s/ with consent of Matthew P. Clifton  
MATTHEW P. CLIFTON  
President  
100 Crescent Court, Suite 1600  
Dallas, Texas 75201

**NAVAJO NORTHERN, INC.**

s/ with consent of David L. Lamp  
DAVID L. LAMP  
President  
100 Crescent Court, Suite 1600  
Dallas, Texas 75201



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**FOR HOLLY CORPORATION**

s/ with consent of Matthew P. Clifton

MATTHEW P. CLIFTON

Chief Executive Officer

100 Crescent Court, Suite 1600

Dallas, Texas 75201

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**FOR DEFENDANT  
MONTANA REFINING COMPANY, INC.**

s/ with consent of Richard R. Kines

RICHARD R. KINES

Vice President, Finance and

Chief Financial Officer

Suite 2600, 530-8th Avenue S.W.

Calgary, AB, Canada T2P 3S8

The undersigned party consents to the Stipulated Order Substituting Montana Refining Company, Inc. for Montana Refining Company as a Defendant in the Case and Consent Decree numbered CIV-01-1422LH (D.N.M.)

**FOR CONNACHER OIL AND GAS LIMITED**

w/ with consent of Richard R. Kines

RICHARD R. KINES

Vice President, Finance and

Chief Financial Officer

Suite 2600, 530-8th Avenue S.W.

Calgary, AB, Canada T2P 3S8