



WHEREAS, BP sold its Yorktown Refinery to Giant Yorktown, Inc. (“Giant”) on May 14, 2002, and Giant assumed the obligations of the 2001 Consent Decree as they relate to the Yorktown Refinery pursuant to the *Second Amendment To Consent Decree*, which was approved and entered as a final order of the Court on June 7, 2002;

WHEREAS, BP sold a hydrogen plant located at its Texas City Refinery to Praxair on August 6, 2004 and Praxair assumed the obligations of the 2001 Consent Decree as they relate to that hydrogen plant pursuant to the *Third Amendment To Consent Decree*, which was approved and entered as a final order of the Court on October 25, 2004;

WHEREAS a Fourth Amendment to the 2001 Consent Decree was entered by the Court on June 20, 2005, establishing, *inter alia*, final SO<sub>2</sub> and NO<sub>x</sub> emission limits for a number of FCCUs owned and operated by BP;

WHEREAS, a Fifth Amendment to the 2001 Consent Decree was entered by the Court on February 22, 2007, requiring, *inter alia*, Tesoro to install certain NO<sub>x</sub> controls on the Mandan FCCU/CO Furnace;

WHEREAS, a Sixth Amendment to the 2001 Consent Decree was entered by the Court on September 18, 2009, requiring upgraded controls, facility upgrades and equipment for benzene waste management at BP’s Texas City refinery, as well as for management of asbestos waste and HCFCs used in industrial refrigeration and comfort cooling appliances at the refinery;

WHEREAS, EPA has identified violations at BP’s refinery located in Whiting, Indiana (the “Whiting Refinery”), and has issued several Notices of Violation and Findings of Violation;

WHEREAS, EPA provided BP and the State of Indiana with actual notice pertaining to BP’s alleged violations, in accordance with Section 113(a)(1) and (b) of the Act, 42 U.S.C. § 7413(a)(1) and (b);

WHEREAS, the United States, the State of Indiana and BP (collectively “the Parties”) have agreed that settlement of claims related to BP’s alleged violations is in the best interests of the Parties and in the public interest;

WHEREAS, due to the extensive nature of the injunctive relief at the Whiting Refinery, the Parties have agreed to execute a separate Consent Decree addressing only the Whiting Refinery, and which incorporates all remaining obligations and requirements of the 2001 Consent Decree and its amendments pertaining to the Whiting Refinery, along with additional obligations and requirements;

WHEREAS, the Parties desire to amend the 2001 Consent Decree and its amendments to terminate all obligations and requirements as they pertain only to the Whiting Refinery;

WHEREAS, this Seventh Amendment does not affect, alter, or amend any obligation or requirement pertaining to any other refinery or facility covered by the 2001 Consent Decree and its amendments;

WHEREAS, both this Seventh Amendment to remove the Whiting Refinery from coverage by the 2001 Consent Decree and its amendments and a separate Consent Decree addressing only the new obligations applicable to the Whiting Refinery are simultaneously executed and lodged;

WHEREAS, BP does not contest this Court's jurisdiction to enforce the terms and conditions of the 2001 Consent Decree, and to enter and enforce this Seventh Amendment;

WHEREAS, Paragraph 85 of the 2001 Consent Decree requires that this Seventh Amendment be approved by the Court before it is effective;

WHEREAS, this Seventh Amendment does not affect the interest of any of the parties to the 2001 Consent Decree other than the United States, the State of Indiana and BP; and

WHEREAS, the Parties recognize, and the Court by entering this Seventh Amendment to the 2001 Consent Decree finds, that this Seventh Amendment has been negotiated by the Parties in good faith and will avoid litigation between the Parties, and that this Seventh Amendment to the 2001 Consent Decree is fair, reasonable, and in the public interest;

NOW THEREFORE, before the taking of any testimony, without the adjudication or admission of any issue of fact or law, except as provided in Section I of the 2001 Consent Decree ("Jurisdiction and Venue"), and with the consent of the Parties,

IT IS HEREBY ADJUDGED, ORDERED, AND DECREED that the 2001 Consent Decree shall be amended in accordance with this Seventh Amendment as follows:

Upon entry of the separate Consent Decree addressing only the new obligations applicable to the Whiting Refinery that has been simultaneously lodged with this Seventh Amendment:

1. All Sections of the 2001 Consent Decree and its amendments are hereby terminated with respect to the Whiting Refinery.

2. Paragraph 15.B.i. of the 2001 Consent Decree, as amended, is further amended by adding the following sentence to the end thereof:

"For purposes of this subparagraph, 4,973.5 MMBtu in combined heater and boiler firing

capacity shall be allocated to the Whiting Refinery and 18,064.5 MMBtu shall be allocated to the Carson, Cherry Point, Texas City and Toledo Refineries.”

3. Paragraph 15.B.ii. of the 2001 Consent Decree, as amended, is further amended by adding the following sentence to the end thereof:

“For purposes of this subparagraph, 3,528.5 MMBtu in combined heater and boiler firing capacity shall be allocated to the Whiting Refinery and 12,709.5 MMBtu shall be allocated to the Carson, Cherry Point, Texas City and Toledo Refineries.”

4. Paragraph 15.F.i. of the 2001 Consent Decree, as amended, is further amended by adding the following sentence to the end thereof:

“For purposes of this subparagraph, 5,039.4 tons per year of combined heater and boiler NOx emission reductions shall be allocated to the Whiting Refinery and 4,250.6 tons per year shall be allocated to the Carson, Cherry Point, Texas City and Toledo Refineries.”

**ORDER**

Before the taking of any testimony, without adjudication of any issue of fact or law, and upon the consent and agreement of the Parties, it is: ORDERED, ADJUDGED and DECREED that the foregoing Seventh Amendment to the Consent Decree is hereby approved and entered as a final order of this court.

Dated and entered this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

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RUDY LOZANO  
SENIOR UNITED STATES DISTRICT JUDGE

WE HEREBY CONSENT to the foregoing Seventh Amendment to the Consent Decree entered in *United States, et al., v. BP Exploration and Oil Co., et al.*, Civil No. 2:96 CV 095 ILL on August 29, 2001.

**FOR PLAINTIFF THE UNITED STATES OF AMERICA:**

Date: \_\_\_\_\_

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

Date: \_\_\_\_\_

\_\_\_\_\_  
SUSAN AKERS  
Senior Attorney  
Environmental Enforcement Section  
Environment and Natural Resources Division  
United States Department of Justice  
P.O. Box 7611  
Washington, DC 20044-7611

Date: \_\_\_\_\_

\_\_\_\_\_  
STEVEN D. SHERMER  
Trial Attorney  
Environment and Natural Resources Division  
United States Department of Justice

WE HEREBY CONSENT to the foregoing Seventh Amendment to the Consent Decree entered in *United States, et al., v. BP Exploration and Oil Co., et al.*, Civil No. 2:96 CV 095 ILL on August 29, 2001.

**FOR THE UNITED STATES  
ENVIRONMENTAL PROTECTION AGENCY:**

Date: \_\_\_\_\_

\_\_\_\_\_  
CYNTHIA GILES  
Assistant Administrator  
Office of Enforcement and Compliance Assurance  
United States Environmental Protection Agency  
Washington, D.C. 20460

Date: \_\_\_\_\_

\_\_\_\_\_  
PAMELA J. MAZAKAS  
Acting Director, Office of Civil Enforcement  
Office of Enforcement and Compliance Assurance  
United States Environmental Protection Agency  
Washington, D.C. 20460

Date: \_\_\_\_\_

\_\_\_\_\_  
JOHN FOGARTY  
Associate Director, Office of Civil Enforcement  
Office of Enforcement and Compliance Assurance  
United States Environmental Protection Agency  
Washington, D.C. 20460

WE HEREBY CONSENT to the foregoing Seventh Amendment to the Consent Decree entered in *United States, et al., v. BP Exploration and Oil Co., et al.*, Civil No. 2:96 CV 095 ILL on August 29, 2001.

**FOR THE UNITED STATES  
ENVIRONMENTAL PROTECTION AGENCY,  
REGION 5:**

Date: \_\_\_\_\_

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SUSAN HEDMAN  
US EPA Region 5  
Ralph Metcalfe Federal Building  
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Date: \_\_\_\_\_

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ROBERT A. KAPLAN  
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Date: \_\_\_\_\_

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WILLIAM WAGNER  
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WE HEREBY CONSENT to the foregoing Seventh Amendment to the Consent Decree entered in *United States, et al., v. BP Exploration and Oil Co., et al.*, Civil No. 2:96 CV 095 ILL on August 29, 2001.

**FOR THE STATE OF INDIANA:**

GREGORY F. ZOELLER  
Indiana Attorney General

Date: \_\_\_\_\_

\_\_\_\_\_  
PATRICIA ORLOFF ERDMANN  
Chief Counsel of Litigation  
Office of the Attorney General  
Indiana Government Center South, 5th Floor  
402 West Washington Street  
Indianapolis, Indiana 46204

Date: \_\_\_\_\_

\_\_\_\_\_  
THOMAS W. EASTERLY  
Commissioner  
Indiana Department of Environmental  
Management

WE HEREBY CONSENT to the foregoing Seventh Amendment to the Consent Decree entered in *United States, et al., v. BP Exploration and Oil Co., et al.*, Civil No. 2:96 CV 095 ILL on August 29, 2001.

**FOR DEFENDANT BP PRODUCTS NORTH AMERICA INC.:**

Date: \_\_\_\_\_

\_\_\_\_\_  
STEVE CORNELL  
President  
BP Products North America Inc.

Date: \_\_\_\_\_

\_\_\_\_\_  
JOEL M. GROSS, ESQ.  
Arnold & Porter LLP

**ATTORNEY FOR BP PRODUCTS NORTH AMERICA INC.**