

THIRD AMENDMENT TO AGREEMENT

THIS AMENDMENT made this 4th day of December, 1970, by and between MARATHON OIL COMPANY, a corporation of Ohio (herein called "Owner") and BECHTEL CORPORATION, a corporation of Delaware (herein called "Contractor"),

W I T N E S S E T H:

WHEREAS, under date of January 9, 1968, the parties have entered into an Agreement relative to expansion and modernization of Owner's Robinson, Illinois, refinery; and

WHEREAS, under dates of June 6, 1969 and December 1, 1969, said Agreement has heretofore been amended; and

WHEREAS, the parties now desire to amend SCHEDULE I - PROCESS GUARANTEES to include Additional Guarantee attached to and made a part of said Agreement.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and for other good and valuable consideration, receipt of which is hereby acknowledged, it is agreed that SCHEDULE I - PROCESS GUARANTEES attached to and made a part of said Agreement of January 9, 1968, as heretofore amended, has added to it the attached ADDITIONAL GUARANTEE.

In all other respects said Agreement of January 9, 1968, as heretofore amended, is herewith specifically affirmed and ratified and it is agreed that in no other respects than mentioned herein shall the same be altered or changed.

IN WITNESS WHEREOF, the parties have caused this Third Amendment to be executed as of the day and year first hereinabove written.

MARATHON OIL COMPANY

By B. B. Miller
B. B. Miller
Vice President



BECHTEL CORPORATION

By John E. Thompson

Approved as to Form
Legal Department

By: R. G. Joyce