

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF COLORADO

Civil Action No. C-2626

FILED  
UNITED STATES DISTRICT COURT  
DENVER COLORADO

JAN 3 1975

JAMES R. MANSPEAKER  
CLERK  
BY \_\_\_\_\_ DEP. CLERK

UNITED STATES OF AMERICA, §  
§  
Plaintiff, §

vs. §

O R D E R

EL PASO NATURAL GAS COMPANY §  
and PACIFIC NORTHWEST PIPE- §  
LINE CORPORATION, §  
§  
Defendants. §

By Motion dated December 17, 1974, El Paso Natural Gas Company and Northwest Pipeline Corporation requested the modification of the Decree of Divestiture entered on June 16, 1972, as supplemented by Court Order dated October 19, 1973, to allow El Paso to retain its stock interest in Northwest Production Corporation for the reasons as set forth in said Motion; and,

By Motion also dated December 17, 1974, Northwest Pipeline Corporation and El Paso Natural Gas Company petitioned the Court to amend certain documents, viz., the Basic Agreement, the Voting Trust Agreement and the Restrictive Provisions which are included in the Implementing Documents approved by the Court Order dated October 19, 1973; and to affirm the authority of the Voting Trustee to receive the Common Stock of Northwest Energy Company in substitution for the Common

Stock of Northwest Pipeline Corporation held pursuant to the terms of the Voting Trust; all in the manner and for the reasons as set forth in said Motion; and

By Order dated December *19*, 1974, the Court required any party desiring to file any comments upon or objections to either of such Motions to file such comments or objections with the Clerk of the Court no later than January 3, 1975.

No such objections or comments having been received, and the Court being of the opinion that both of said Motions should be granted it is;

ORDERED, ADJUDGED and DECREED that this Court's Order of June 16, 1972 in this cause is hereby amended as follows:

(1) El Paso Natural Gas Company may retain the Northwest Production Company Common Stock which it now owns; provided, however,

(2) Should El Paso desire to sell or otherwise transfer the Northwest Production stock which it now owns to any third party (other than an affiliated or subsidiary company) at any time within ten years after January 31, 1974, such sale or transfer may only be made to a person or persons satisfactory to the Court.

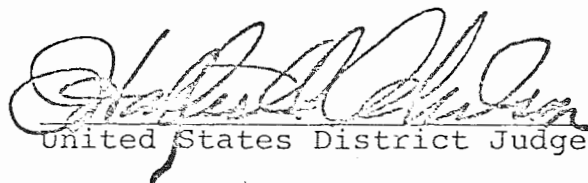
It is further ORDERED, ADJUDGED and DECREED that the amendments to the Basic Agreement, the Voting Trust Agreement and the Restrictive Provisions as set forth in the Agreement

attached as Exhibit "A" to the Motion for Amendment of Certain Court-Approved Documents dated December 17, 1974 are hereby approved.

It is further ORDERED, ADJUDGED and DECREED that the Voting Trustee may exchange all the shares of Common Stock of Northwest Pipeline Corporation held in the Voting Trust established pursuant to the Voting Trust Agreement for a like number of shares of Common Stock of Northwest Energy Company and to thereafter surrender such Common Stock of Northwest Energy Company to holders of Voting Trust Participation Certificates upon compliance by such Certificate holders with the terms of the Voting Trust Agreement.

ENTERED this 3<sup>rd</sup> day of January, 1975.

BY THE COURT:

  
United States District Judge