

20
 20
 to 0 at 1/25/79
 meeting.

CALENDAR ITEM

1/79
 WP 331 WP 2757
 WP 3453 WP 3454
 Maricle

20.

CONSENT TO MODIFICATION OF SECURITY INTEREST IN
 INDUSTRIAL LEASES PRC 331.1, 2757.1, 3453.1, 3454.1

GRANTOR: TOSCO Corporation
 10100 Santa Monica Boulevard
 Los Angeles, California 90067

GRANTEE: Title Insurance and Trust Company, as trustee
 for the benefit of:

The Bank of New York, as trustee for the
 benefit of:

- The Security Pacific National Bank (added)
- The First National Bank of Boston, Massachusetts
- The First National Bank of Saint Paul,
 Minnesota
- Wells Fargo Bank, N.A.
- Seattle-First National Bank
- The Prudential Insurance Company of America
- The Equitable Life Assurance Society of
 the United States
- The Mutual Life Insurance Company of New
 York
- The Penn Mutual Life Insurance Company
- North American Life and Casualty Company

| Lease No. | Location | Use |
|------------|---------------------|---------------------------------------|
| PRC 331.1 | Contra Costa County | Pipelines Crossing Pacheco Creek |
| PRC 2757.1 | Contra Costa County | Marine Terminal at Pittsburg |
| PRC 3453.1 | Contra Costa County | Amorco Marine Terminal at Martinez |
| PRC 3454.1 | Contra Costa County | Wharf at Avon Refinery |

PERTINENT INFORMATION:

In compliance with a decree of divestiture
 in an action filed in the United States
 District Court, for the Central District
 of California, Civil No. 66-1154-WJF, Phillips
 Petroleum Company, with the prior consent
 of the Commission, assigned certain of
 its leases and interests to The Oil Shale
 Corporation, hereinafter referred to as

| | |
|---------------|-----|
| CALENDAR PAGE | 129 |
| MINUTE PAGE | 132 |

CALENDAR ITEM NO. 20. (CONTD)

"TOSCO". Leases previously issued by the State Lands Commission were affected by the Court's Order. The State leases so affected include those identified above.

As a part of TOSCO's purchase of certain of Phillips Petroleum Company's leases and other assets, Phillips and TOSCO entered into an agreement under which Phillips agreed to finance portions of such purchase by TOSCO, and Tosco agreed to grant Phillips a security interest in the listed leases, among other assets. The Commission gave its prior written consent to the granting of a security interest in the subject State leases.

Applicant, TOSCO, now requests the Commission's approval of a modification to the existing security interest. Under the proposed modification, one additional bank (the Security Pacific National Bank) will join the present group of lenders and become a beneficially secured party under the existing security agreements. In addition, the security documents will be revised to provide some \$25,000,000 of additional credit availability to TOSCO. The original terms and conditions of the Commission's approval of the granting of the security interest will be otherwise unchanged.

The staff has reviewed the applicant's request and recommends that the Commission consent to this modification of the security interests. This transaction is not a project within the meaning as defined in Section 15037, of Title 14, of the Cal. Adm. Code, and Section 21065, of the P.R.C. Accordingly, an environmental assessment for this transaction is not required.

IT IS RECOMMENDED THAT THE COMMISSION:

1. APPROVE THE TRANSACTION AND THAT AN EIR NEED NOT BE PREPARED FOR THIS TRANSACTION AS SUCH REPORT IS NOT REQUIRED UNDER THE PROVISIONS OF P.R.C. 21065. 14 CAL. ADM. CODE 15037.

| | |
|---------------|-----|
| CALENDAR PAGE | 130 |
| MINUTE PAGE | 133 |

CALENDAR ITEM NO. 20. (CONTD)

2. CONSENT TO THE MODIFICATION OF SECURITY INTERESTS PREVIOUSLY APPROVED BY THE COMMISSION AND GRANTED BY TOSCO CORPORATION IN LEASES IDENTIFIED AS PRC 331.1, PRC 2757.1, PRC 3453.1 AND PRC 3454.1, AS FOLLOWS:
 - a) THE SECURITY PACIFIC NATIONAL BANK MAY JOIN TOSCO'S EXISTING GROUP OF LENDERS AND BE RECOGNIZED AS A BENEFICIALLY SECURED PARTY,
 - b) TOSCO'S AVAILABLE CREDIT LIMIT UNDER THE SECURITY DOCUMENTS MAY BE INCREASED BY \$25,000,000.
3. AUTHORIZE THE EXECUTION OF APPROPRIATE DOCUMENTS TO EFFECTUATE SAID CONSENT.

| | |
|---------------|-----|
| CALENDAR PAGE | 131 |
| MINUTE PAGE | 134 |