

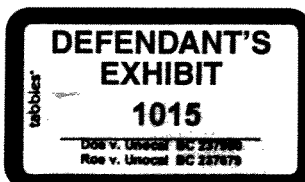
UNOCAL 76

Roe & Doe v. Unocal
(884,122-7)

DEFENDANTS'
TRIAL EXHIBITS

VOL. 2
1015 - 1150

AMENDMENT N°1
TO SHAREHOLDERS CONTRACT AGREEMENT
BETWEEN
TOTAL PROFILS PETROLIERS
AND
UNOCAL INTERNATIONAL PIPELINE CORPORATION
AND
PTTEP INTERNATIONAL LIMITED
AND
THE MYANMA OIL AND GAS ENTERPRISE



UYP3 008391

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This AMENDMENT n°1, executed as on the 31st day of October 1995, by and between TOTAL PROFILS PETROLIERS, a company incorporated under the laws of France (hereinafter referred to as "TOTAL"), UNOCAL INTERNATIONAL PIPELINE CORPORATION, a company incorporated under the Laws of Delaware, United States of America (hereinafter referred as to "UNOCAL"), PTTEP INTERNATIONAL LIMITED, a company incorporated under the Laws of Thailand, (hereinafter referred to as "PTTEPI") and the MYANMA OIL GAS ENTERPRISE an enterprise existing under the Laws of the Union of Myanmar (hereinafter referred to as "MOGE").

TOTAL, UNOCAL, PTTEPI and MOGE being hereinafter referred to individually as "Party" and collectively as the "Parties".

WITNESSETH

WHEREAS on the 30th day of January 1995 TOTAL, UNOCAL and PTTEPI have entered into a Shareholder Contract Agreement ("SCA") in order to define their respective rights and obligations in connection with the ownership and operation of Moattama Gas Transportation Company Limited ("MGTC"), a company incorporated under the Laws of Bermuda ;

WHEREAS on 12 October 1995 ("Acceptance Date") MOGE has exercised its option to acquire a Shareholding Interest of 15 % in MGTC as indicated in Article 6.4 of the SCA ;

NOW THEREFORE in consideration of the mutual premises and covenants contained herein the Parties agree to amend the SCA as follows :

ARTICLE 1

As result of the aforementioned acquisition of shares in MGTC by MOGE, the Shareholding Interest in MGTC shall be as follows :

Shareholder	- No of Shares	Shareholding Interest
TOTAL	312,375	(31.2375 %)
UNOCAL	282,625	(28.2625 %)
PTTEPI	355,000	(25.5000 %)
MOGE	150,000	(15.0000 %)
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	1 000,000	100.0000 %

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ARTICLE 2

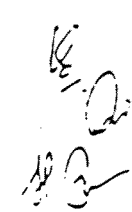
- 2.1 MOGE hereby expressly agrees to become a party to and be bound by all terms and provisions contained in the SCA and to contribute to the funding of MGTC in proportion to its Shareholding Interest.
- 2.2 The General Manager of MGTC shall issue a Statement indicating the sum of all funds paid or to be paid by TOTAL, UNOCAL and PTTEPI up to the Acceptance Date, and the corresponding share (fifteen percent) of MOGE (E) in these funds. MOGE shall reimburse TOTAL of 36.75 %, UNOCAL of 33.25 % and PTTEPI of 30 % of this amount (E).
The above amounts (which shall be considered as Shareholder Advances) to be paid to each of TOTAL, UNOCAL and PTTEPI shall be notified to MOGE by the General Manager of MGTC as soon as possible after the Acceptance Date. Payment by MOGE to each of TOTAL, UNOCAL and PTTEPI shall take place within thirty (30) days of such notifications.
- 2.3 The applicable provisions of the SCA shall immediately apply to any other funding required by MGTC.

ARTICLE 3

Article 22.1 "Notices" of the SCA is amended and completed as follows :

UNOCAL INTERNATIONAL PIPELINE CORPORATION
c/o Unocal Asia-Pacific Ventures, Ltd.
501 Orchard Road
#04-06/08 Lane Crawford Place
Singapore 238880
Tel. (65) 732-7600
Fax (65) 735-0760
Attention : JOHN G. VANDERMEER

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THE MYANMA OIL AND GAS ENTERPRISE
74/80 Min Ye Kyaw Swa Road
YANGON, UNION OF MYANMAR
Fax : 95-1-22964/22965
Tel : 95-1-21049
Telex : MYCORP BM 21307
Attention : Managing Director

ARTICLE 4

This Amendment shall take effect on 12 October 1995.

The provisions of the SCA which are not expressly amended by this Amendment n° 1 shall remain in full force and effect.

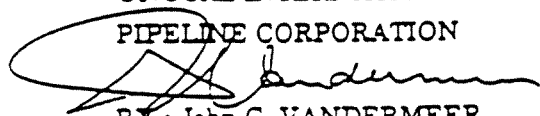
IN WITNESS WHEREOF, this Agreement has been duly signed in four originals by the Parties thereto on the date first above written.

TOTAL PROFILS PETROLIERS



BY : Jean-Marie BEUQUE
TITLE Directeur General

UNOCAL INTERNATIONAL
PIPELINE CORPORATION



BY : John G. VANDERMEER
TITLE : Vice President

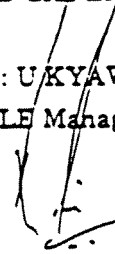
PTTEPI INTERNATIONAL LIMITED
Viset CHOOPIBAN



BY :
TITLE : Chairman and President

THE MYANMA OIL
AND GAS ENTERPRISE

BY : UKYAW NYEIN
TITLE Managing Director



~~John G. VANDERMEER~~

