

EXHIBIT B

W 13001

WRITTEN INSTRUMENT TERMINATING POWER PLANT GAS USAGE AGREEMENT

In 2001, Oxy Long Beach, Inc. (OLBI), the Field Contractor for the Long Beach Unit; THUMS Long Beach Company (THUMSCO), the agent for the Field Contractor; the City of Long Beach, a municipal corporation acting as Unit Operator of the Long Beach Unit; and the State of California, acting through the California State Lands Commission (State) entered into the Power Plant Gas Usage Agreement (Gas Usage Agreement). The Gas Usage Agreement, which was entered into before the Long Beach Unit power plant had been constructed, provided the terms by which the gas produced from the Long Beach Unit could be used as fuel in the power plant. The City and THUMSCO recently entered into the Natural Gas Sale Agreement for Power Plant, a new contract for the sale to the Long Beach Unit power plant of dry gas from the system of Long Beach Gas and Oil. Because this new contract supplants the Gas Usage Agreement, the Gas Usage Agreement needs to be terminated. Section 8.3 of the Gas Usage Agreement provides for its termination by a written instrument signed by all parties.

By this written instrument, OLBI, THUMSCO, the City and the State, as the parties to the Gas Usage Agreement, terminate the Gas Usage Agreement effective as of the date this

written instrument is signed by all parties. By signing this written instrument, the signatory for each party represents that he/she has full authority to sign on behalf of the party he/she represents.

Dated: _____

Oxy Long Beach, Inc.

by _____

Dated: _____

THUMS Long Beach Company

by _____

Dated: _____

City of Long Beach, a municipal corporation

by _____

Dated: _____

State of California, State Lands Commission

by _____
Paul D. Thayer, Executive Officer