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March 13, 1997

SMM
Pension & Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
Washington, D.C. 20216


**Re: American Refining Group, Inc. Profit Sharing & 401(k) Plan
E.I.N. 22-2318612
Plan #001
Summary of Material Modifications - 1995**

Ladies/Gentlemen:

Enclosed for filing is the Summary of Material Modifications for the 1995 plan year of the above-captioned Plan.

Very truly yours,

PEPPER, HAMILTON & SCHEETZ LLP

By: 
George W. Braun

GWB/bdw
Enclosure
cc: Mr. John C. Trinkl

97 MAR 20 09:11:53

PHLEGAL

AMERICAN REFINING GROUP, INC. PROFIT SHARING
& 401(K) PLAN

E.I.N. 22-2318612
PLAN #001

SUMMARY OF MATERIAL MODIFICATIONS - 1995 PLAN YEAR

This is a Summary of the Material Modifications to the American Refining Group, Inc. Profit Sharing & 401(k) Plan ("Plan") for the 1995 plan year (October 1, 1995 - September 30, 1996). This Summary of Material Modifications supplements and updates the Summary Plan Description of the Plan. You should keep this Summary of Material Modifications with the Summary Plan Description in your permanent records. Pursuant to actions taken or adopted during the 1995 plan year:

1. The address for the Plan Sponsor, Plan Trustee, Plan Administrator and members of the Administrative Committee in Parts B-2, 5, 6 and 7 of the Summary Plan Description changed to:

100 Four Falls Corporate Center
Suite 215
West Conshohocken, PA 19428-0818

2. The telephone number of the Plan Administrator in Part B-6 of the Summary Plan Description changed to:

610-940-4420

3. Employees of American Refining & Exploration Company became eligible to participate in the Plan on the same basis as employees of American Refining Group, Inc., the Plan Sponsor, effective on April 1, 1996. American Refining & Exploration Company is a related company to American Refining Group, Inc.

January, 1997