
UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION
WASHINGTON D.C.

In the Matter of

UNION OIL COMPANY OF CALIFORNIA,
a corporation.

Docket No. 9305

**DECLARATION OF C.O. STRATHMAN IN SUPPORT OF UNOCAL'S MOTION FOR
IN CAMERA TREATMENT OF CONFIDENTIAL PERSONNEL DOCUMENTS THAT
COMPLAINT COUNSEL IDENTIFY AS POTENTIAL HEARING EXHIBITS**

I, CHARLES O. STRATHMAN, declare as follows:

1. I am the Vice President, Law, of Respondent Union Oil Company of California ("Unocal").
2. I submit this declaration in support of Unocal's application for *in camera* treatment of certain exhibits that have been identified by Complaint Counsel as potential hearing exhibits. I am familiar with the documents attached as Exhibits 1 - 25 to this declaration.
3. Each of the Exhibits 1 - 25 contain confidential Unocal employee information including, but not limited to, employee resumés and educational background, internal employee performance reviews and employment promotion discussion, as well as employee salary and compensation information, including stock options, incentive awards and an IRS tax form. These employee-related documents are solely for internal use and have extremely limited distribution and accessibility within Unocal. Significant measures have been

taken to guard their secrecy. To my knowledge, these documents have never been distributed to anyone outside of Unocal. Unocal has never consented to the disclosure of these documents or information to the public either in connection with this proceeding or any other context. To the extent that any information in the document has been disclosed to third parties, Unocal has done so only upon first procuring assurances of confidentiality, usually by written agreement.

4. Because of the highly sensitive nature of the information contained in these documents, the information will remain critically confidential for an **indefinite** period.

5. More particularly:

a) Exhibits 1 and 2 (CX0451 and CX0450) are the employee resumés of

. These personal resumés include the employment history of these two Unocal employees, as well as the institutions they attended for schooling, the year of their graduations and their awards and distinctions. Their home addresses and phone numbers are also included. These documents were created by these two individuals for the purpose of obtaining employment with Unocal. did not intend for their entire employment and educational histories or their personal employment objectives to become public at any time, let alone published for the public's viewing simply because their employer is the subject of an investigation. In addition, Unocal has a strong interest in protecting the privacy interests of its employees.

b) Exhibits 3, 4 and 5 (CX0516, CX0510 and CX0554) are performance reviews of

. These documents contain hand-written comments appraising

. These documents contain information that is highly personal and private in nature, performance reviews are irrelevant to this proceeding.

c) Exhibit 6 and 7 (CX0452 and CX0100) are personnel files of Unocal employees . These exhibits contain highly confidential personal information about these two individuals, including their educational backgrounds, performance summaries, home addresses and telephone numbers, as well as their compensation histories.

Exhibit 6 contains a calendar chart reflecting over the course of his employment. None of the information contained in either of these documents is relevant to this proceeding.

d) Exhibit 8 (CX0353) is an employee action report for . This document contains highly confidential personal information about , including his social security number and his employment position and compensation history. Though some information has already been redacted, there is additional confidential information that can be gleaned regarding performance and salary from the document. This document contains information that is highly personal and private in nature, and is irrelevant to this proceeding.

e) Exhibits 9 - 14 (CX0549, CX0691, CX0546, CX0547, CX0569 and CX0548) are

documents containing confidential information regarding Unocal's special stock option plan. Revealed in the documents are the number of shares subject to the stock option, the price per share, as well as the vesting schedule. Exhibits 9-13 also reflect the options exercised by individual Unocal employees as well as dividend information. Exhibit 9 even reveals beneficiary information for one individual employee. This information is highly private to Unocal, as well as their employees. This is an internal program that has no relevance to the current proceeding against Unocal.

f) Exhibits 15 - 22 (CX0555, CX0556, CX0558, CX0562, CX0559, CX0567, CX0568, CX0712) are documents regarding employee performance awards. These documents reveal highly confidential information regarding employee compensation in the form of incentive awards. These Unocal employees have a valid privacy interest in keeping their compensation matters non-public. Public disclosure of their salaries and bonuses could create conflict within Unocal, as well as in the private lives of these individuals. Unocal has a substantial interest in protecting their employees' private financial situations.

g) Exhibits 23, 24 and 25 (CX1575, CX1576 and CX1577) contain highly confidential information regarding

. Exhibits 23 and 24 are letters

Exhibit 25 is an IRS 1099-MISC

6. All of the information contained in Exhibits 1 - 25 was developed by Unocal employees or agents or for Unocal employees from confidential personnel information solely for Unocal's internal use and distribution.
7. I am informed and believe that the information contained in Exhibits 1 - 25 has never been distributed or otherwise made known outside of the company. Furthermore, distribution of the foregoing documents is extremely limited within Unocal and only designated individuals involved in employee compensation and human resources have access to these documents.
8. It would not be possible for our competitors to determine this information from any source other than Unocal.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 9th day of October, 2003.

Signature on File with Commission
CHARLES O. STRATHMAN