

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of

Exxon Corporation,
a corporation,

and

Mobil Corporation,
a corporation.

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File No. 991-0077
FTC Docket No. C-3907

APPLICATION FOR APPROVAL OF PROPOSED DIVESTITURE
EXXON GUAM ASSETS

**Public-Record Version
(Redacted)**

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APPLICATION FOR APPROVAL OF PROPOSED DIVESTITURE

On June 29-30, 2000, Respondent Exxon Mobil Corporation (“ExxonMobil”), successor to Exxon Corporation and Mobil Corporation, through its subsidiary Exxon Mobil International Holdings Inc., Guam Branch (collectively, “ExxonMobil”), entered into definitive agreements with South Pacific Petroleum Corporation (“SPPC”), pursuant to which ExxonMobil will make the divestiture required by Paragraphs III.A-III.C of the Commission’s Decision and Order with respect to the Exxon Guam Assets. Those agreements and the attachments, exhibits, and schedules thereto, are provided in the Appendix, at Tabs A-C.¹ ExxonMobil hereby submits this Application for Approval of Proposed Divestiture pursuant to Rule 2.41(f), 16 C.F.R. § 2.41(f) (1999).

ExxonMobil requests confidential treatment of this Application and the appendix hereto, which contains the agreements between ExxonMobil and SPPC and other

¹ The Retail Marketing Assets Purchase, Sale and Assignment Agreement is behind Tab A. The Terminal Purchase and Sale Agreement is behind Tab B. The Other Marketing Assets Purchase, Sale and Assignment Agreement is behind Tab C.

related materials, pursuant to Rules 2.41(f)(5) & 4.9(c), 16 C.F.R. §§ 2.41(f)(5) & 4.9(c) (1999). This Application and appendix contain confidential information about the nature of ExxonMobil's and SPPC's business. The agreements contain commercially sensitive information about the terms of ExxonMobil's agreement with SPPC and the assets SPPC will acquire from ExxonMobil. This information should be accorded confidential treatment under 5 U.S.C. § 552 and Rule 4.10(a)(2), 16 C.F.R. § 4.10(a)(2) (1999), and is also exempt from disclosure under Exemptions 4, 7(A), 7(B), and 7(C) of the Freedom of Information Act and the Hart-Scott-Rodino Antitrust Improvements Act, 15 U.S.C. § 18a(h). Moreover, maintaining the confidentiality of the information contained in this Application furthers the public interest by ensuring that the information does not become publicly available to competitors of ExxonMobil and SPPC. The public's interest in strong and robust competition among persons engaged in retail fuels marketing and terminalling on Guam is furthered by preventing competitors from obtaining sensitive commercial information about each other.

A redacted, public-record version of this Application, which omits the confidential information contained in the Application and the appendix, is being filed simultaneously herewith.

The parties desire to complete the proposed divestiture promptly. Prompt consummation will further the purposes of the Decision and Order and is in the interests of the public and the parties, because it will allow SPPC to move forward with its business plan for competing using the assets to be acquired. ExxonMobil accordingly requests that the Commission promptly commence the period of public comment provided for by Commission rules, limit the public-comment period to the customary 30-day period, and grant the

requested approval of the proposed transactions as soon as possible after the close of the comment period.

I. Name of and Corporate Information About Proposed Purchaser

South Pacific Petroleum Corporation is a Guam corporation registered by several principals.

SPPC's headquarters are located at 424 West O'Brien Drive, Julale Center, Suite 214, Hatgana, Guam, 96910. SPPC's telephone number is (671) 475-5100. Additional information concerning SPPC's and its principals' finances and business activities is provided in Sections II-III, below. Further information is available from SPPC.

II. Description of Contract and Consistency with Terms of Consent Decree

The

all dated June 29-30, 2000, will carry out all of the relief required by Paragraphs III.A-III.C of the Decision and Order in the manner contemplated therein. Collectively, these Agreements are referred to as the "ExxonMobil-SPPC Agreements," and are provided in Appendix Tabs A-C.

Separately, in compliance with Paragraph III.D of the Decision and Order, ExxonMobil will cancel all Existing Lessee Agreements and Existing Supply Agreements between Exxon and Exxon Lessee Dealers and Exxon Branded Sellers with respect to Retail Sites on Guam.

ExxonMobil and SPPC desire to close the divestitures provided for in the Agreements promptly.

The ExxonMobil-SPPC Agreements will accomplish all of the relief required by Paragraphs III.A-III.C of the Decision and Order.²

A. Paragraph III.A of the Decision and Order requires the sale of the Exxon Guam Assets.

SPPC will
acquire the Exxon Guam Terminal, as required by Paragraph III.A.

ExxonMobil is hereby seeking Commission approval of the proposed divestiture pursuant to Paragraph III.C of the Decision and Order.

B. Paragraph III.B of the Decision and Order requires that ExxonMobil offer SPPC an indemnity, subject to the prior approval of the Commission, allocating among ExxonMobil and SPPC responsibility with respect to certain potential environmental claims and liabilities in connection with the Exxon Guam Assets.

ExxonMobil is hereby seeking Commission approval of the proposed indemnification pursuant to Paragraph III.C of the Decision and Order.

III. The Proposed Divestitures and Related Relief Will Achieve the Purposes of the Decision and Order and Result in No Harm to Competition

The proposed divestitures and related relief will fully accomplish the purpose of Paragraphs III.A-III.C of the Decision and Order and will result in no harm to competition.

A. SPPC's Qualifications and Experience

SPPC will

provide to the Commission additional information concerning its plans and capabilities.

B. The Proposed Divestiture Will Not Adversely Affect Competition

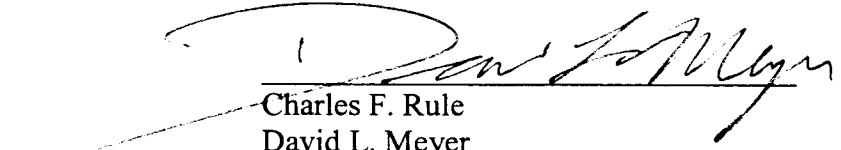
The proposed divestiture will not have any adverse effect on competition.

SPPC presently has no fuels retailing or terminalling on Guam. As explained above, SPPC will be a capable competitor on Guam.

* * *

For the forgoing reason, the proposed divestiture should be approved.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Charles F. Rule", is written over a horizontal line. The signature is fluid and cursive.

Charles F. Rule
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Dated: June 30, 2000