

---

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

**RESPONDENT'S APPLICATION FOR THE ISSUANCE  
OF SUBPOENAS AD TESTIFICANDUM**

Pursuant to Rule 3.34(a)(2) of the Federal Trade Commission's Rules of Practice, Respondent Union Oil Company of California ("Unocal") makes this application for the issuance of subpoenas *ad testificandum* so that witnesses may be called to testify at the hearing in this matter.

The testimony of each individual for whom a subpoena is sought is reasonably relevant to Unocal's defense in this matter. Moreover, each of these witnesses was listed on Respondent's Preliminary Witness List, is currently on Respondent's Final Witness List and resides in the United States.

Each witness's name and current affiliation, and a summary statement of the general relevance of his or her proposed testimony, is set out below. Each of these witnesses was deposed in the United States in this matter, and each resides and is employed or retired in the United States. An unsigned subpoena for each witness is also submitted herewith at Exhibit A.

As indicated in Respondent's Final Witness List, Unocal reserves the right not to call any witness. Moreover, appearance by some witnesses may become unnecessary if the Administrative Law Judge allows Unocal to designate the depositions of certain witnesses from this list, instead of

requiring live testimony. Designations for depositions of Mark Boone, Bruce Irion, Robert Millar and Edwin Zimmerman were served on Complaint Counsel, with a copy to the Administrative Law Judge. Unocal is in the process of preparing a joint or unopposed motion on this issue.

1. **J. Wayne Miller.** Dr. Miller was formerly the supervisor of Drs. Croudace and Jessup at Unocal. He then became employed by another refiner, Sunoco, during the time he was deposed in the previous litigation involving the '393 patent. He now works for a university in California where he has been hired to perform contract work with CARB and various refiners in the industry. Dr. Miller may testify regarding matters relating to Unocal's research and inventions, and Unocal's communications to regulators and industry members, including without limitation: communications within Unocal about research in his group; communications with regulators and industry members about such research; his lack of intent to defraud or mislead regulators or industry members; the existence of antitrust policies in the industry and at Unocal; the policy of nondisclosure of patent applications at Unocal; the absence of any expression of interest by CARB in the disclosure of companies' patents or patent applications; the process of determining whether an invention is held as a trade secret or pursued as a potential patent; and Unocal's petitioning of CARB in opposition to the regulations proposed and ultimately promulgated by CARB in 1991. He is also expected to testify regarding matters raised or implicated in his previous depositions and investigational hearing.

2. **J. Michael Kulakowski.** Mr. Kulakowski is a former Unocal employee who interacted with CARB staff, informing staff by letter that Unocal's equations were to be kept confidential. Later Mr. Kulakowski took a position with Texaco where he continued to interact with CARB staff. He may testify regarding matters related to Unocal's '393 patent, communications within Unocal, communications between Unocal, regulators, and industry members and

communications within Texaco, including without limitation: Unocal's advocacy of a predictive model with members of WSPA and with CARB and its staff prior to, during and after the 1991 regulations were adopted; Unocal's advocacy of an EPA version of the predictive model prior to the 1994 amendment to the regulations; his lack of intent to defraud or mislead regulators or industry; the absence of any guidance by CARB and its staff on cost-effectiveness; the absence of any expression of interest by CARB in the disclosure of companies' patents or patent applications; and the antitrust guidelines provided by WSPA counsel to members. He is further expected to testify that when he was at Unocal the question of whether to disclose a pending patent application to CARB or its staff was not even raised or discussed to his recollection and that it never occurred to him to disclose the existence of the patent application to CARB or its staff or to other refiners. He is further expected to testify that he found out about the '393 patent issuing when he was a Texaco employee months before CARB adopted its predictive model amendment, that he immediately informed Texaco management about the patent, but that Texaco did not inform CARB or its staff of the existence of the Unocal patent before the adoption of the predictive model. He is further expected to testify as to the nature of what he advocated to regulators on behalf of other companies once he left Unocal, the savings incurred by Texaco as a result of the predictive model, Texaco's view of the predictive model and the fact that the statements as to flexibility and cost-effectiveness of the predictive model were true in his opinion when made and remain true even today. He is also expected to testify regarding matters raised or implicated in his previous depositions and investigational hearing.

3. **Gavin McHugh.** Gavin McHugh is a registered lobbyist in the State of California who, as a lobbyist, represented Texaco from 1991 through 1997. Mr. McHugh may testify regarding

matters relating to his lobbying activities before CARB, the California Governor's staff and state legislators on behalf of Texaco in connection with the development/enactment of the CARB Phase 2 regulations. He may also testify regarding matters raised or implicated in his previous deposition.

4. **Mark Boone.** Mark Boone was an operations planner for Texaco during the early 1990s and is currently the manager of Shell's Bakersfield refinery. He may testify regarding matters relating to Texaco's refinery operations and the Unocal patents, including without limitation: the Bakersfield refinery's ability to blend around the claims of the '393 patent; modifications made by or to the Bakersfield refinery which enabled the refinery to avoid the claims of the '393 patent; his analysis of the Bakersfield refinery's ability to blend around the other four Unocal patents related to reformulated gasoline and the fact that he is not aware of any efforts by these refineries to blend around the claims of the other four Unocal RFG patents. He may also testify regarding matters raised or implicated in his previous deposition.

5. **Robert Millar.** Robert Millar is the Manager for Planning, Finance and Systems at Shell's (formerly Texaco's) Wilmington, California refinery. He has held that position since 1996, before which he worked at Texaco's refinery headquarters in Universal City Plaza. Mr. Millar may testify regarding matters relating to Shell's and Texaco's refining operations and the Unocal patents, including without limitation: the Wilmington Refinery's abilities to blend around the '393 patent; the steps taken by the refinery to avoid the claims of the '393 patent and Unocal's other patents; and the costs of such efforts, as well as blending operations and processes in place at various Shell refineries, generally. He may also testify regarding matters raised or implicated in his previous deposition.

6. **Bruce Irion.** Mr. Irion is a manager with Shell. Mr. Irion may testify regarding matters relating to Shell's refining operations and the Unocal patents, including without limitation: modifications to the refineries for CARB Phase 2 and Phase 3 gasoline, the ability of Shell's refineries to blend around the '393 patent and the refineries' efforts and lack of efforts to do so. He may also testify regarding matters relating to his analysis of the refineries' abilities to blend around the other four Unocal patents related to reformulated gasoline. Further, he may testify regarding matters relating to the CARB RFG regulations, CARB RFG regulatory processes and WSPA. He may also testify regarding matters raised or implicated in his previous deposition.

7. **Charles Lieder.** Mr. Lieder is a Shell employee, currently providing Fuels Blending – Tech Support, Fuels Technology for refineries owned by Shell and formerly providing similar services to the refineries owned by the Equilon joint venture between Shell and Texaco. Mr. Lieder may testify regarding Shell and Equilon's involvement in the CARB regulatory processes related to reformulated gasoline, including but not limited to the efforts by those companies to influence CARB's actions in the processes, communications between Shell/Equilon and CARB relating to potential changes in the regulations, proposals made by Shell/Equilon to CARB regarding such changes and communications between Shell/Equilon and CARB regarding the Unocal patents. Mr. Lieder may testify regarding any decisions, instructions or efforts by Shell or Equilon to avoid the claims of the Unocal patents. He may also testify regarding WSPA, including but not limited to WSPA's activities, agreements, rules, understandings and policies. He may also testify regarding other matters raised or implicated in his deposition.

8. **Ronald Banducci.** Mr. Banducci is a former Shell employee, now retired. He may testify regarding matters relating to Shell's refining operations and the Unocal patents, including

without limitation: modifications to the refineries for CARB Phase 2 and Phase 3 gasoline; Shell's analysis regarding gasolines that fall within the numerical property limitations of the patents; Shell's analysis regarding blending around the patents; and the refineries' efforts and lack of efforts regarding blending around. Further, he may testify regarding what Shell would have done had it known of Unocal's pending patent rights before it actually knew of those rights. He may also testify regarding matters raised or implicated in his previous deposition.

9. **Harvey Klein.** Mr. Klein is a former Shell employee. He is expected to testify about the origins and structure of the Auto/Oil program, the functioning of the Research Program Committee, and Unocal's September 26, 1991 presentation to Auto/Oil. He is also expected to testify regarding matters raised or implicated in his previous deposition.

10. **Neal Moyer.** Mr. Moyer is a senior environmental specialist for Shell Oil Co. Mr. Moyer may testify regarding the CARB regulations related to reformulated gasoline, including but not limited to the regulatory processes, Shell's involvement in the processes, Shell's efforts to influence CARB's actions, proposals which Shell made to CARB or considered making to CARB to change the regulations that were adopted by CARB in November 1991 and communications between Shell and CARB regarding the Unocal patents. Mr. Moyer may also testify regarding any other matters raised or implicated in his deposition.

11. **Dave Jacober.** Mr. Jacober is expected to testify with respect to Shell's decisions with respect to avoiding the numerical property limitations set forth in the claims of Unocal's gasoline patents including the move from 92 to 91 Octane. He is also expected to testify with respect to the date when Shell first learned of the Unocal patents, Shell's policies and procedures with respect to disclosure of its patent applications, Shell's procedures with respect to the investigation

of the existence of patents, that Shell has not disclosed patent applications to the California Air Resources Board, and Shell's consideration of entering into reciprocal non-assertion agreements with BP and Chevron. He is also expected to testify regarding matters raised or implicated in his previous deposition.

12. **Steve Hancock.** Mr. Hancock is a former Shell and Texaco employee who, until his retirement in December 2001, provided technical services not only to the Shell and Texaco refineries but also to refineries owned by their joint ventures. Mr. Hancock may testify regarding matters relating to Shell's and Texaco's refining operations and Unocal's patents, including without limitation: various refineries' operations and processes; modifications to the refineries for CARB Phase 2 gasoline; the ability of Shell's and Texaco's refineries to blend around the '393 patent; the refineries' efforts and lack of efforts to do so; his analysis of the refineries' abilities to blend around the other four Unocal patents related to reformulated gasoline; and efforts by these refineries to blend around the claims of the other four Unocal RFG patents. Mr. Hancock may also testify regarding any changes made to Texaco's refineries to meet the CARB regulations for reformulated gasoline, including but not limited to CARB specifications for T-50. Regarding CARB, Mr. Hancock may testify regarding CARB regulations related to reformulated gasoline, including but not limited to the regulatory process, Texaco's communications with CARB on the subject and Texaco's efforts to influence CARB actions related to RFG regulations. He may also testify regarding when Texaco first learned of the '393 patent and what action it took once it had that information. Mr. Hancock may testify regarding Texaco policies and procedures regarding the disclosure of patent applications; and Texaco policies and procedures with respect to the investigation of the existence of patents. Mr. Hancock may also testify regarding matters raised or implicated in his previous depositions.

13. **William Engibous.** Mr. Engibous is a manager in business and operations planning for ChevronTexaco's Richmond and El Segundo, California refineries. He may testify regarding matters relating to Chevron's and Texaco's refining operations and the Unocal patents, including without limitation: modifications to the refineries for CARB Phase 2 and Phase 3 gasoline, including any changes it made to meet the CARB specifications for T-50; ChevronTexaco's analysis regarding gasolines that fall within the numerical property limitations of the patents; ChevronTexaco's analysis regarding blending around the patents; and, the refineries' efforts and lack of efforts regarding blending around. Mr. Engibous may testify regarding matters relating to Chevron's efforts to generate private and governmental support for a change in octane requirements and Chevron's activities in petitioning CARB to change its Phase 2 regulations. He may also testify regarding matters raised or implicated in his previous depositions.

14. **Don Bea.** Mr. Bea was an issues manager with Chevron's Strategic Planning and Business Evaluation Group responsible for California regulatory issues during the early 1990s. Mr. Bea may testify regarding the CARB regulations for reformulated gasoline, the regulatory processes and the Unocal patents, including but not limited to: Chevron's attempts to influence CARB's actions in the processes, and Chevron's communications with CARB about the '393 patent. Mr. Bea may also testify regarding WSPA, including but not limited to WSPA's activities related to reformulated gasoline and agreements, rules and understandings related to WSPA's work vs. the independent work of WSPA members. He is also expected to testify regarding matters raised or implicated in his previous deposition.

15. **Lance Gyorfi.** Mr. Gyorfi served as refinery manager of Chevron's Salt Lake City and Port Arthur refineries during the late 1980s and early 1990s. From the 1995 to 2002, Mr. Gyorfi



was the Vice President of Refining for Chevron and then ChevronTexaco. Mr. Gyorfí may testify about modifications to the Chevron/ChevronTexaco refineries to meet CARB regulations related to reformulated gasoline. He may also testify to changes that Chevron would have made to its reconfiguration plans if it had known about the Unocal patents earlier. Mr. Gyorfí may testify when Chevron first learned of the '393 patent, the actions it took when it obtained that information and the reasons for its decisions. He may testify regarding Chevron's efforts to avoid the Unocal patents. He may also testify regarding Chevron's own patent licensing or consideration of such licensing and communications regarding the same, as well as other matters raised or implicated in his deposition.

16. **Jeff Toman.** Mr. Toman is an intellectual property manager with ChevronTexaco. Mr. Toman may testify regarding Chevron's intellectual property policies and procedures, including but not limited to its policies and procedure with regarding to the disclosure of its own patent applications and its policies and procedures related to the investigation of the existence of patents owned by others. He may also testify regarding other matters raised or implicated in his deposition.

17. **Mike Ingham.** Mr. Ingham is expected to testify about proposals that Chevron made to CARB to change the reformulated gasoline regulations to make it easier for Chevron to avoid the numerical property ranges set forth in the claims of Unocal's gasoline patents including Chevron's proposal to specifically raise the olefin cap limit. He is also expected to testify about Chevron's communications with CARB related to Unocal's gasoline patents including communications regarding Chevron's advocacy of lowering the minimum octane from 87 to 86 and its inability to convince the auto manufacturers to go along with such a proposal. He is also expected to testify about Chevron's communications with CARB about what CARB could do to assist in the '393 lawsuit filed by refiners against Unocal. Mr. Ingham is expected to testify about disclosures Chevron

made to CARB regarding certain patent applications. He is also expected to testify about Chevron's driveability index research, the patent application that was filed on the invention and the disclosure or non-disclosure of the application to CARB. Finally, Mr. Ingham is expected to testify about the Research Program Committee of Auto/Oil and Unocal's September 26, 1991 presentation to that committee. He is also expected to testify regarding matters raised or implicated in his previous deposition.

18. **Steven Welstand.** Mr. Welstand is an engineer with Chevron. He may testify regarding matters relating to Chevron's driveability index research and other emissions research and Chevron's communications with regulators, including without limitation: Chevron's communications with CARB in 1990 regarding the results of its research and the confidentiality of those results; CARB's request that Chevron lift the confidentiality of its research so that CARB could share the results with the public; Chevron's compliance with that request; Chevron's 1991 publication of the results of its research; Chevron's May 1991 filing of a patent application relating to its driveability index research; Chevron's attempts to influence CARB to adopt regulations that Chevron believed would best serve its refining operations; and Chevron's failure to tell CARB of its pending patent application. He is also expected to testify regarding matters raised or implicated in his previous deposition and trial testimony.

19. **Douglas Youngblood.** Formerly of Texaco, Mr. Youngblood is expected to testify regarding the development of CARB's gasoline regulations, his involvement in such development and Texaco's communications to regulators and industry members. Mr. Youngblood is expected to testify to his representation to others within Texaco and other industry members that he believed T50 may have an independent and significant influence on emissions reductions. He also is expected to

testify as to how he learned of the Unocal '393 patent in early 1994 and why he did not discuss that patent with CARB in the context of CARB's ongoing rulemaking. Mr. Youngblood is further expected to testify regarding his understanding of the word "proprietary" as used in his industry. He is also expected to testify regarding Auto/Oil's findings as to the relative cost of producing M85 as a motor fuel and that Unocal and other oil industry members testified at the November 1991 hearings before CARB on the Phase 2 regulations and that only ARCO supported CARB's proposed regulations. He is also expected to testify regarding matters raised or implicated in his previous deposition.

20. **Thomas Eizember.** Mr. Eizember is in business planning for ExxonMobil. Mr. Eizember may testify regarding matters relating to ExxonMobil's California refining operations and the Unocal patents, including without limitation: the ability of ExxonMobil's California refineries to blend around the numerical property ranges of the Unocal patents; refinery modifications, operations, processes and controls; and the refineries' efforts/lack of efforts to blend around. Further, he may testify regarding matters relating to CARB RFG regulations, including but not limited to the regulatory process, efforts by ExxonMobil to influence the regulations, any disclosure to CARB regarding patent applications, and specific communications between Exxon/ExxonMobil and CARB regarding the Unocal patents. Mr. Eizember may testify regarding Exxon/ExxonMobil's business planning for RFG, including but not limited to matters relating to any changes made to ExxonMobil's refineries to comply with CARB regulations and specifically to meet the CARB specifications for T-50; the date when Exxon and Mobil first learned of the '393 patent and what action, if any, ExxonMobil took in response; any decisions, instructions or efforts by Exxon/ExxonMobil to avoid the numerical property ranges of the Unocal patents; and the changes

ExxonMobil would have made in its refinery reconfiguration decisions to avoid and/or minimize potential infringement of Unocal's patents, had it known of Unocal's pending patent rights before it actually learned of them. Mr. Eizember may also testify regarding other matters raised or implicated in his previous depositions.

21. **Albert Hochhauser.** Formerly an Exxon employee and now with ExxonMobil, Mr. Hochhauser is expected to testify regarding the development of CARB's gasoline regulations, his involvement in such development and Exxon/ExxonMobil's communications with regulators and industry members. He is also expected to testify regarding the Unocal patents and Exxon/ExxonMobil's communications with others about the Unocal patents. Mr. Hochhauser may also testify regarding WSPA, including but not limited to its activities and the relationships, agreements and understandings among WSPA members. He is also expected to testify regarding matters raised or implicated in his previous deposition.

22. **Charlie Martinez.** Mr. Martinez is expected to testify with respect to Exxon's, Mobil's, and ExxonMobil's policies and procedures regarding the disclosure of its patent applications, their procedures with respect to the investigation of the existence of patents, and their consideration of entering into reciprocal non-assertion agreements with BP and Chevron. He may also testify regarding matters raised or implicated in his previous deposition.

23. **Jack Wise.** Mr. Wise was the vice president of refining and products research for Mobil. Mr. Wise may testify about Auto/Oil including but not limited to the "work of the [Auto-Oil] program," and the agreements, understandings and rules of Auto/Oil. He may also testify regarding other matters raised or implicated in his previous deposition.

24. **Timothy Clossey.** Mr. Clossey was the manager of ARCO's clean fuels team during the early 1990s. He has worked for BP since the merger of BP and ARCO in 2000. Mr. Clossey may testify regarding matters relating to ARCO's EC reformulated gasolines and efforts by both ARCO, BP and Amoco (also acquired by BP) to influence CARB regulatory processes related to reformulated gasoline regulations. He may also testify regarding BP/Amoco/ARCO's refining operations and the Unocal patents, including but not limited to the decisions made by BP and/or the "heritage companies" (BP, Amoco and ARCO) with respect to whether the company should attempt to avoid the numerical property limitations set forth in the claims of any of Unocal's gasoline patents. He may also testify regarding other matters raised or implicated in his previous depositions.

25. **Ken Riley.** Mr. Riley is a former ARCO employee, now retired. Mr. Riley may testify regarding modifications to ARCO's refineries and/or refinery operations in connection with CARB regulations for reformulated gasoline. He may also testify regarding CARB regulations related to reformulated gasoline, including but not limited to: ARCO's participation in the regulatory processes; the predicted and actual costs of CARB Phase II gasoline; what ARCO would have done had it learned of Unocal's pending patent application before the patent issued and was announced in 1995; and what ARCO's actually did in response to the Unocal '393 patent when it issued. Mr. Riley may also testify regarding other matters raised or implicated in his deposition.

26. **Jack Segal.** Mr. Segal is a former ARCO employee, now retired. Mr. Segal was one of the named inventors on Arco's "EC-X" program, which ARCO touted as the model for the CARB Phase 2 regulations. He may testify regarding Arco's EC-X or its EC-fuels; Arco's participation in the CARB regulatory process; Arco's own patent application for reformulated gasoline; and the activities, agreements, understandings and rules of Auto/Oil and the Western States Petroleum

Association. He may also testify regarding the Unocal patents, including but not limited to when ARCO first knew of the '393 patent in 1994.

27. **Jim Uihlein.** Mr. Uihlein is a Senior Principal Engineer with BPAmoco Oil, who has also been active in WSPA activities over the years, on behalf of ARCO. Mr. Uihlein may testify regarding CARB regulations related to reformulated gasoline, including but not limited to: BP and ARCO's involvement in the CARB regulatory processes; BP/ARCO's efforts to influence the process; proposals that BP/ARCO made or considered making to CARB to change the regulations that were adopted by CARB in November 1991; and communications between BP/ARCO and CARB regarding the Unocal patents. Mr. Uihlein may also testify regarding his work with WSPA, including but not limited to WSPA's involvement and efforts in the CARB regulatory process for RFG, BP/ARCO's involvement through WSPA, and the positions taken by BP/ARCO to WSPA related to RFG. Mr. Uihlein may also testify regarding the decision by BP, ARCO and/or the oil industry from 92 to 91 octane premium gasoline, as well as other matters raised or implicated in his deposition.

28. **John Wood.** Mr. Wood is a former ARCO attorney, now a senior attorney for BP America. Mr. Wood may testify regarding the policies and procedures of BP and its heritage companies (BP, Amoco and ARCO) regarding its own patents and patent applications, including but not limited to licensing considerations and communications, disclosures or non-disclosure of its own patents and patent applications and the investigation of the existence of patents of others. He may also testify about patent applications that have been filed by BP/Amoco/ARCO, and whether they have been disclosed to CARB. Mr. Wood may also testify about other matters raised or implicated in his deposition.

29. **Gary Youngman.** Mr. Youngman is a Lead Engineer at BP's (formerly ARCO's) Carson refinery. Mr. Youngman may testify regarding matters relating to BP/ARCO's refining operations and the Unocal patents, including without limitation: BP/ARCO's abilities or inability to blend around the Unocal patents (including potential refinery/operations changes that have not been implemented), its efforts or lack of efforts to do so and the costs of any actual efforts. Mr. Youngman may also testify regarding changes BP and/or its heritage companies made to its refineries to meet the CARB specifications for T-50 and other matters raised or implicated in his previous depositions.

30. **Victor Ibergs.** Mr. Ibergs is an employee of Valero Energy Corporation with Valero's Wilmington, California refinery. Mr. Ibergs may testify regarding matters relating to the refining operations at Wilmington and the Unocal patents, including without limitation: modifications to the refinery for CARB Phase 2 and Phase 3 gasoline; gasolines that fall within the numerical property limitations of the patents; blending around the patents; the refinery's efforts and lack of efforts regarding blending around; and what Ultramar, the former owner of the refinery, would have done had it known of Unocal's pending patent rights earlier than it actually learned of those rights. He may also testify regarding matters raised or implicated in his previous deposition.

31. **Robert Simonson.** Mr. Simonson is a former ExxonMobil employee from the Benicia refinery, now employed by Valero Energy Corporation at that location. He may testify regarding matters relating to Valero's refining operations and the Unocal patents, including without limitation: modifications to the Benicia refinery for CARB regulations; gasolines that fall within the numerical property limitations of the patents; blending around the patents; and the refinery's

efforts and lack of efforts regarding blending around the patents. He may also testify regarding matters raised or implicated in his previous deposition.

32. **Diane Sinclair.** Ms. Sinclair is an in-house attorney with Valero Energy Corporation. Ms. Sinclair may testify regarding CARB regulations related to reformulated gasoline, including Valero's involvement in the regulatory process and Valero's communications with CARB. She may testify regarding Valero's patent policies and disclosure/non-disclosure policies; a patent application filed by Valero which was not disclosed to CARB, any member of the refining industry or any research organization, trade association or other entity other than the Patent and Trademark Office; and the date when Valero first learned of the Unocal patents. Ms. Sinclair may also testify regarding WSPA's activities related to reformulated gasoline. She may also testify to the agreements, understandings and rules of the Western States Petroleum Association, as well as other matters raised or implicated in her deposition.

33. **David Meyer.** Mr. Meyer is an attorney who, from 1989 through mid-1996, served as antitrust counsel to the "oil side" of the collaborative research effort between 3 auto manufacturers and 14 oil companies known as the Auto/Oil Air Quality Improvement Research Program ("Auto/Oil"). Mr. Meyer may testify to matters relating to the Agreement that governed Auto/Oil members, including without limitation: that there was no extrinsic evidence to the Agreement that would alter its terms regarding independent research conducted by Auto/Oil members or the "work of the [Auto/Oil] Program." Mr. Meyer may also testify to matters relating to restrictions on disclosures between Auto/Oil participants, including without limitation, that members understood as one of their main principles that they were not to share cost information, pricing information,



marketing information or their companies' commercial plans with other Auto/Oil members. He may also testify regarding matters raised or implicated in his previous deposition.

34. **Edwin Zimmerman.** Mr. Zimmerman is an attorney who, from 1989 through mid-1996, served as antitrust counsel to the "oil side" of the collaborative research effort between 3 auto manufacturers and 14 oil companies known as the Auto/Oil Air Quality Improvement Research Program ("Auto/Oil"). Mr. Zimmerman is expected to testify regarding the negotiations leading to the Agreement that governed Auto/Oil members and the drafting of that Agreement. He is also expected to testify regarding matters raised or implicated in his previous deposition.

35. **Gina Grey (formerly Gina Nelhams).** Ms. Grey is the Manager Fuels, Manager Southwest Region, for WSPA. She may testify regarding WSPA including but not limited to communications between WSPA and CARB regarding regulations for reformulated gasoline; WSPA's efforts to influence CARB in the regulatory process for reformulated gasoline; communications between WSPA and its members regarding proposed regulations and their positions; communications between WSPA and its members or WSPA and CARB regarding a request from CARB to lower T-50; WSPA's work on and communications related to a predictive model; and WSPA's position regarding the cost-effectiveness and flexibility of the predictive model adopted by CARB in Phase 2. Ms. Grey may testify regarding WSPA communications with its members, including Unocal, about matters including but not limited to patents and patent applications, and the WSPA policies that would have affected such communications. She may also testify regarding other matters raised or implicated in her previous deposition.

36. **Michael Wang.** Mr. Wang is the Manager Southwest Region, Legal, Tax and Pipeline for WSPA. He may testify regarding his work with WSPA, including but not limited to:

WSPA's antitrust policies and procedures, specifically including strong prohibitions against communicating business or marketing plans, pricing and cost information, strategies for complying with regulations, etc.; WSPA's communications between CARB about its antitrust policies; and WSPA's understanding regarding lobbying activities under Noerr Pennington in the legislative and regulatory processes including but not limited to processes related to the Leonard Bill. Mr. Wang may testify regarding WSPA's communications with its members, including Unocal, related to reformulated gasoline, patents, patent applications, patent rights, potential patent rights, royalties or potential royalties and licensing fees. He may also testify regarding fiduciary relationships between WSPA members and between WSPA and its members. He may also testify regarding WSPA policies or procedures. Mr. Wang may also testify regarding other matters raised or implicated in his previous deposition.

37. **Robert Cunningham.** Mr. Cunningham is with Turner Mason, a consulting firm to the oil industry. He is expected to testify regarding his role in attempting to influence CARB's gasoline regulations and his involvement with the Unocal patent litigation and proceedings. More specifically he is expected to testify regarding the basis for what was included in the Turner Mason report to CARB, his remarks to the CARB Board and to his previously expressed opinions of noninfringement and invalidity of the Unocal patents. He is also expected to testify regarding matters raised or implicated in his previous deposition.

For the reasons stated, Unocal respectfully requests that this application be granted and subpoenas issued as requested.

Dated: October 29, 2003. Respectfully submitted,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

By: Signature on File with Commission

Martin R. Lueck  
David W. Beehler  
Sara A. Poulos  
Diane L. Simerson  
Steven E. Uhr  
Bethany D. Krueger  
David E. Oslund

2800 LaSalle Plaza  
800 LaSalle Avenue  
Minneapolis, Minnesota 55402-2015  
Phone: 612-349-8500  
Fax: 612-339-4181

and

GIBSON, DUNN & CRUTCHER, LLP

Joseph Kattan, P.C.  
Chris Wood

1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036-5306  
Phone: 202-55-8500  
Fax: 202-530-9558

ATTORNEYS FOR UNION OIL COMPANY OF  
CALIFORNIA