

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

**In the Matter of**

**UNION OIL COMPANY OF  
CALIFORNIA,**

**a corporation.**

**Docket No. 9305**

**AGREEMENT CONTAINING CONSENT ORDER**

This Agreement Containing Consent Order (“Consent Agreement”), by and between Union Oil Company of California (“Respondent”), by its duly authorized officer and attorneys, and counsel for the Federal Trade Commission (“Commission”), is entered into in accordance with the Commission’s Rules governing consent order procedures. In accordance therewith the parties hereby agree that:

1. Respondent Union Oil Company of California is a corporation organized, existing, and doing business under and by virtue of the laws of the state of California, with its office and principal place of business located at 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245.
2. Respondent has been served with a copy of the Complaint issued by the Federal Trade Commission charging it with violations of section 5 of the Federal Trade Commission Act, and has filed its answer to said complaint denying said charges.
3. Respondent admits all the jurisdictional facts set forth in the Complaint.
4. Respondent waives:
  - a. any further procedural steps;
  - b. the requirement that the Commission’s Decision and Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
  - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
  - d. any claim under the Equal Access to Justice Act.

5. Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, within thirty (30) days of the Merger Effective Date and every sixty (60) days thereafter until the Decision and Order becomes final. Each such report shall be signed by the Respondent and shall set forth in detail the manner in which the Respondent has to date complied or has prepared to comply, is complying, and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
6. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Respondent, in which event it will take such action as it may consider appropriate, or issue and serve its Decision and Order in disposition of the proceeding.
7. This Consent Agreement is for settlement purposes only and does not constitute an admission by Respondent that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts, are true. Respondent enters into this Consent Agreement contingent upon the Agreement Containing Consent Order in the Matter of Chevron Corporation and Unocal Corporation, File No. 051-0125 (the "Merger Consent").
8. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 3.25(f), 16 C.F.R. § 3.25(f), the Commission may, without further notice to Respondent: (1) issue its Decision and Order, and (2) make information public with respect thereto. In the event the Commission withdraws this Consent Agreement, or if the Decision and Order does not become final pursuant to this Consent Agreement, this Consent Agreement shall be of no effect whatever and Respondent's entering into this Consent Agreement shall be without prejudice to any party in this or any other proceeding.
9. The Commission will not issue and serve its Decision and Order until the Merger Effective Date has occurred. Until the Merger Effective Date, nothing in this Consent Agreement may be used for any purpose other than in connection with this Consent Agreement; the Merger Consent; or any Decision and Order resulting from this Consent Agreement or the Merger Consent, including any action to enforce any such Decision and Order. Nothing in this Consent Agreement shall be admissible for any other evidentiary purpose on any other issue, except that Respondent agrees upon execution of this Consent Agreement to the representations of Paragraphs 1 and 2 herein.
10. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for

other orders. The Decision and Order shall become final upon service. Delivery of the Decision and Order to Respondent by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Respondent waives any right it may have to any other manner of service. Proposed respondents also waive any right they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order that are in the possession of proposed respondents, and agree that they are bound to comply with and will comply with the Decision and Order to the same extent as if they had been served with copies of the Appendices.

11. The Complaint may be used in construing the terms of the Decision and Order and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
12. By signing this Consent Agreement, Respondent represents and warrants that it can accomplish the full relief contemplated by the Consent Agreement and the attached Decision and Order, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order.
13. Respondent has read the Decision and Order contemplated hereby. Respondent understands that once the Decision and Order has been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order. Respondent agrees to comply with the Decision and Order from the date it signs this Consent Agreement. Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

Signed this sixth day of June, 2005.

**UNION OIL COMPANY OF  
CALIFORNIA**

By: \_\_\_\_\_

Charles R. Williamson  
Chairman of the Board and Chief  
Executive Officer  
Union Oil Company of California

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Martin Lueck  
Robins, Kaplan, Miller & Ciresi  
Counsel for Union Oil Company of  
California

**FEDERAL TRADE COMMISSION**

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