

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

BEFORE THE HONORABLE D. MICHAEL CHAPPELL  
ADMINISTRATIVE LAW JUDGE



In the Matter of )  
UNION OIL COMPANY OF CALIFORNIA, )  
a corporation )

DOCKET NO. 9305

MOTION BY NON-PARTY TURNER, MASON & COMPANY  
TO LIMIT SUBPOENA *DUCES TECUM*  
SERVED BY UNION OIL COMPANY OF CALIFORNIA

Harry C. Marcus  
Bartholomew Verdirame  
Joseph A. DeGirolamo  
Morgan & Finnegan, L.L.P.  
345 Park Avenue  
New York, New York 10154-0053  
(212) 758-4800

Attorneys for  
Non-Party Turner, Mason & Company

Pursuant to the Federal Trade Commission's Rules of Practice, 16 C.F.R. § 3.34(c), Turner, Mason & Company (hereinafter "Turner"), a non-party, through its undersigned counsel, moves to limit the subpoena *duces tecum* served on it by Union Oil Company of California (hereinafter "Unocal") on April 7, 2003. The specific relief sought and grounds for this motion are set forth in detail below. A Declaration of Robert E. Cunningham, a principal of Turner, with Exhibits A - G, Counsel's meet and confer Statement under §3.22(f) and a Proposed Order are attached.

### **GENERAL OBJECTIONS**

Turner objects to the subpoena to the extent it requires Turner to produce documents subject to the attorney-client privilege and/or attorney work product immunity of third parties, and moves to limit the subpoena to exclude such documents.

Morgan & Finnegan hereby asserts the claim of privilege on behalf of third party refiners, who are clients of Morgan & Finnegan, and the work product immunity on behalf of Morgan & Finnegan and Akin, Gump, Strauss, Hauer & Feld, L.L.P. to the extent Turner was retained to provide consulting services to these law firms and on behalf of the refiners. Morgan & Finnegan L.L.P. has been asked by FTC counsel to assert privilege and work product immunity to avoid waiver of certain documents generated by Turner at the request of the FTC in an unrelated matter, all as brought out below in connection with Specifications 11 and 12.

## **SPECIFIC OBJECTIONS**

### **SPECIFICATION NO. 1**

All documents evidencing Turner Mason studies or analyses provided to CARB relating to regulations for reformulated gasoline.

### **LIMITATION SOUGHT AND GROUNDS:**

Turner moves to exclude from the scope of Specification No. 1 highly confidential refinery information provided by third party refiners to Turner to conduct certain studies. When Turner was retained to conduct these studies for WSPA and API, Turner signed undertakings which precluded it from disclosing third party refinery information without prior consent. See accompanying Cunningham Declaration and Exhibits thereto. Such consent has been sought from both WSPA and API. See Cunningham Declaration and Exhibits A - G thereto. WSPA and API have responded refusing consent. See Cunningham Declaration, paragraph 6. As Unocal can seek the information directly from WSPA and API, Turner's motion should be granted. See 16 C.F.R. § 3.31(c)(1)(i) ("the discovery sought ... is obtainable from some other source that is more convenient, less burdensome, or less expensive.")

### **SPECIFICATION NO. 2**

All workpapers underlying the Turner Mason studies or analyses produced in response to #1.

**LIMITATION SOUGHT AND GROUNDS:**

Turner moves to **limit** this specification to the same extent as Specification No. 1.

**SPECIFICATION NO. 3**

All linear program models in hard copy and electronic format used by Turner Mason in the preparation of any cost studies done on behalf of WSPA or anyone else in connection with the CARB Phase II rulemaking.

**LIMITATION SOUGHT AND GROUNDS:**

Turner moves to exclude from the scope of Specification No. 3 highly confidential refinery information provided by third party refiners to Turner to conduct certain studies. When Turner was retained to conduct these studies for WSPA and API, Turner signed undertakings which precluded it from disclosing third party refinery information without prior consent. See accompanying Cunningham Declaration and Exhibits thereto. Such consent has been sought from both WSPA and API and has been refused. See Cunningham Declaration and Exhibits. As Unocal can seek the information directly from WSPA and API, Turner's motion should be granted. See 16 C.F.R. § 3.31(c)(1)(i) ("the discovery sought ... is obtainable from some other source that is more convenient, less burdensome, or less expensive.")

**SPECIFICATION NO. 4**

All documents reflecting, evidencing or referring to communications from WSPA members and/or Auto/Oil members relating to the studies referred to in #1.

**LIMITATION SOUGHT AND GROUNDS:**

Turner moves to **limit** this specification to the same extent as Specification No. 1.

**SPECIFICATION NO. 5**

All documents submitted to CARB by Turner, Mason relating to regulations for reformulated gasoline.

**LIMITATION SOUGHT AND GROUNDS:**

Turner moves to **limit** this specification to the same extent as Specification No. 1.

**SPECIFICATION NO. 11**

All documents which Turner Mason provided to the FTC relating in any way to Unocal.

**LIMITATION SOUGHT AND GROUNDS:**

This specification is overly broad as encompassing documents relating to Unocal that are not relevant to the allegations of the Complaint or reasonably calculated to lead to the discovery of admissible evidence. See 16 C.F.R. § 3.31(c)(1). The specification as written encompasses confidential privileged documents provided by Turner to the FTC in matters other than the Unocal Matter as defined in the subpoena. Such documents are not relevant. Moreover, Turner has been instructed by the FTC not to produce any documents that are protected by the FTC's deliberative process privilege and/or by the work product doctrine. See, In re Hoechst Marion Roussel, Inc., Docket No. 9293, 2000 FTC LEXIS 134, at \* 8-10 (Aug. 18, 2000, F.T.C.) (government's deliberative process privilege protects documents reflecting advisory opinions, recommendations and deliberations). Documents responsive to specifications 11 and

12 will necessarily reveal the nature of the FTC's deliberations. Accordingly, Turner moves to **limit** this specification to exclude the documents not relating to the Unocal Matter.

**SPECIFICATION NO. 12**

All documents evidencing, reflecting or referring to communications between the FTC and Turner Mason relating in any way to Unocal.

**LIMITATION SOUGHT AND GROUNDS:**

Turner moves to **limit** this specification to the same extent as Specification No. 11.

**CONCLUSION**

For all of the foregoing reasons, Turner's motion should be granted.

Dated: May 1, 2003

Respectfully submitted,

MORGAN & FINNEGAN, L.L.P.

By:   
Bartholomew Verdirame

Harry C. Marcus  
Joseph A. DeGirolamo  
345 Park Avenue  
New York, New York 10154  
Tel. No. (212) 758-4800

Attorneys for Turner, Mason & Company

**CERTIFICATE OF SERVICE**

The foregoing Motion By Non-Party Turner, Mason & Company To Limit Subpoena *Duces tecum* Served By Union Oil Company Of California, Declaration of Robert E. Cunningham with Exhibits A-G, Statement Pursuant to §3.22(f) of the Federal Trade Commission's Rules of Practice and Proposed Order were served as follows on the following individuals on May 1, 2003:

**By Hand**

Hon. D. Michael Chappell  
Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Ave., NW  
Washington, DC 20580

J. Robert Robertson, Esq.  
Lead Complaint Counsel  
Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Ave., NW, Rm 374  
Washington, DC 20580

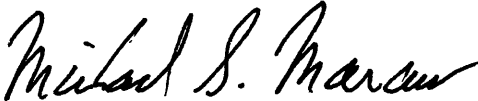
Donald S. Clark  
(original, and 10 paper copies)  
Secretary, Federal Trade Commission  
600 Pennsylvania Ave., NW, Rm H-159  
Washington, DC 20580

Chong S. Park, Esq.  
John Roberti, Esq.  
Complaint Counsel  
Bureau of Competition  
Federal Trade Commission  
601 New Jersey Ave., NW, Rm 6264  
Washington, DC 20580

Richard B. Dagen, Esq.  
Assistant Director, Anticompetitive Practices  
Bureau of Competition  
Federal Trade Commission  
601 New Jersey Ave., NW, Rm 6264  
Washington, DC 20580

**Via Facsimile and Overnight Delivery**

Sara A. Poulos, Esq.  
Robins, Kaplan, Miller & Ciresi, L.L.P.  
800 LaSalle Avenue, Suite 2800  
Minneapolis, MN 55402

  
\_\_\_\_\_

**CERTIFICATION**

I hereby certify that electronic copies of the foregoing Motion By Non-Party Turner, Mason & Company To Limit Subpoena *Duces tecum* Served By Union Oil Company Of California, and Proposed Order, Declaration of Robert E. Cunningham, with Exhibits A-G, and Statement Pursuant to §3.22(f) of the Federal Trade Commission's Rules of Practice are true and correct copies of the paper originals, and were served on Donald S. Clark, Secretary, Federal Trade Commission at secretary@ftc.gov, and that paper copies with original signatures also are being served by hand on the Secretary of the Federal Trade Commission.

  
\_\_\_\_\_



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

**BEFORE THE HONORABLE D. MICHAEL CHAPPELL**  
**ADMINISTRATIVE LAW JUDGE**

\_\_\_\_\_ )  
In the Matter of )

UNION OIL COMPANY OF CALIFORNIA, )  
a corporation )  
\_\_\_\_\_ )

**DOCKET NO. 9305**

**PROPOSED ORDER GRANTING TURNER, MASON & COMPANY'S  
MOTION TO LIMIT SUBPOENA *DUCES TECUM***

On May 1, 2003, non-party Turner, Mason & Company ("Turner") moved to limit specification nos. 1-5, 11 and 12 of the subpoena *duces tecum* served on it by Union Oil Corporation of California, ("Unocal"). Upon due consideration of the motion, Turner's Motion is granted in all respects for the reasons given in Turner's Motion, and by reason thereof specification nos. 1-5, 11 and 12 are limited as set forth in the body of Turner's Motion.

Date : May \_\_\_\_\_, 2003

By: \_\_\_\_\_  
D. Michael Chappell  
Administrative Law Judge



documents withheld on the grounds of attorney-client privilege, attorney work product or any other privilege that is asserted. Counsel for Unocal agreed to relieve Turner of any obligation to search for and list documents to comply with the requirements of instruction paragraph 18 as to subpoena Specifications 6 and 10.

4. Counsel also resolved Turner's objections to paragraph 19 of the Instructions and Definitions of the subpoena. Paragraph 19 requires that Turner prepare a catalogue of all responsive documents that have either been destroyed or are no longer in Turner's possession. Counsel for Unocal has agreed to relieve Turner of any obligation to comply with the requirements of paragraph 19 as to all of the Specifications in the subpoena.

5. Counsel discussed but were unable to reach agreement as to the remaining objections to the subpoena raised on behalf of Turner. The matters which remain unresolved are specifically enumerated and discussed in the accompanying Motion to Limit.

Dated: May 1, 2003

Respectfully submitted,

MORGAN & FINNEGAN, L.L.P.

By:   
Joseph A. DeGirolamo

Harry C. Marcus  
Bartholomew Verdirame  
345 Park Avenue  
New York, New York 10154  
Tel. No. (212) 758-4800

Attorneys for Turner, Mason & Company

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

**Before the Honorable D. MICHAEL CHAPPELL  
Administrative Law Judge**

In the Matter of )

UNION OIL COMPANY OF CALIFORNIA, )  
a corporation )

**DOCKET NO. 9305**

**DECLARATION OF ROBERT E. CUNNINGHAM, A PRINCIPAL OF NON-PARTY  
TURNER, MASON & COMPANY, IN SUPPORT OF MOTION BY NON-PARTY  
TURNER, MASON & COMPANY TO LIMIT SUBPOENA DUCES TECUM SERVED  
BY UNOCAL OIL COMPANY OF CALIFORNIA**

Robert E. Cunningham declares as follows:

1. I am Senior Vice President of Turner, Mason & Company ("Turner"). Turner is a consulting engineering firm with expertise in petroleum refining and the economics of refining. I have had 43 years of experience in petroleum refining and have wide experience as a consultant to the industry. Turner is not a party and is not a refiner. It is an independent consulting organization providing services to the petroleum industry.

2. I make this declaration in support of Turner's motion to limit the subpoena duces tecum that Union Oil Company of California served on Turner on April 7, 2003 ("Subpoena") in the Federal Trade Commission's proceeding Docket No. 9305.

3. Attached as Exhibit A to this Declaration are true copies of pertinent pages of a 1989 agreement containing the undertaking which I gave to maintain the confidentiality of information provided to me prior to performing studies for the American Petroleum Institute ("API"). These pages are (a) the cover page of the agreement, (b) the confidential undertaking and (c) the execution page.

4. Attached as Exhibit B to this declaration are true copies of pertinent pages of a 1990 agreement containing the undertaking which I gave to maintain the confidentiality of information provided to me prior to performing studies for the Western States Petroleum Association("WSPA"). These pages are (a) the cover letter of December 20, 1990, (b) confidentiality paragraph 6 and (c) the execution page.

5. Attached as Exhibit C is a 1997 non-disclosure agreement I signed with respect to information used by me for studies I did for the Federal Trade Commission.

6. Attached as Exhibits D, E and F are true copies of letters I sent to API, WSPA and the FTC, respectively, requesting permission to produce to Unocal copies of the information I received with respect to these studies, in response to the Specifications of the subpoena. Attached as Exhibit G is a true copy of the letter WSPA's counsel sent me refusing consent to the disclosure. API has informed me that it would not consent. I understand that the FTC requested that the information not be disclosed.

7. Consequently, I cannot produce documents containing the subject information of WSPA, API and the FTC.

8. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 30<sup>th</sup> day of April, 2003 in Dallas, Texas.

  
Robert E. Cunningham

Exhibit A

American Petroleum Institute  
1220 L Street, Northwest  
Washington, D.C. 20005  
202-682-8300



September 1, 1989

William F. O'Keefe  
Vice President and  
Chief Operating Officer

Mr. Robert E. Cunningham  
Turner, Mason and Company  
2920 San Jacinto Tower  
2121 San Jacinto, L.B. 38  
Dallas, Texas 75201

Dear Mr. Cunningham:

This Letter of Agreement sets forth the understanding between the AMERICAN PETROLEUM INSTITUTE (API) and TURNER, MASON & COMPANY (TM&C), whereby TM&C agrees to provide consulting services to prepare a screening study of the U.S. refining industry capability to manufacture reformulated gasoline in time for API to prepare informed responses to current legislative proposals as described in Attachment 1, a copy of which is attached hereto and made a part hereof. This agreement shall be in accord with the following terms and conditions:

REDACTED

Mr. Robert E. Cunningham  
Page 3

7. All confidential information provided to TM&C under this agreement shall not be released to anyone, including employees or representatives of API, except in aggregate form. In addition, TM&C's performance hereunder shall be subject to the Confidentiality Agreement signed by TM&C August 16, 1989, a photo copy of which is attached hereto and made a part hereof.

REDACTED



Mr. Robert E. Cunningham  
Page 4

REDACTED

If the foregoing correctly sets forth our understanding, please so indicate by signing and returning one copy to API for our files.

TURNER, MASON & COMPANY

AMERICAN PETROLEUM INSTITUTE

By: Robert E. Cunningham  
Robert E. Cunningham  
Vice President

By: William F. O'Keefe  
William F. O'Keefe,  
Vice President and  
Chief Operating Officer

Date: September 6, 1989

By: G. William Frick  
G. William Frick,  
Vice President, General  
Counsel, and Secretary

Date: August 31, 1989



Exhibit B

December 20, 1990

Mr. Robert E. Cunningham  
Turner, Mason & Company  
2920 San Jacinto Tower  
2121 San Jacinto, L.B. 38  
Dallas, Texas 75201

Subject: Letter of Agreement and Addendum Thereto  
Between Western States Petroleum  
Association and Turner, Mason & Company  
re. Conduct Study to Determine Valid  
Future Typical Reformulated Gasoline  
Components and Finished Gasoline Recipes  
for Use by WSPA in Preparing Gasoline  
Test Fuel Blends to Support CARB's RVP/  
Driveability Index Proposed Emissions  
Testing Program -- Contract No. DS 104-15

Dear Mr. Cunningham:

Enclosed herewith are two original signed copies of the Letter of Agreement and Addendum thereto between Western States Petroleum Association and Turner, Mason & Company in connection with the above project. Would you please review the Agreement and Addendum and, if in order, sign and return the original to us.

Sincerely,

A handwritten signature in cursive script that reads "Virginia Andrade". The signature is written in dark ink and is positioned above the typed name and title.

Virginia Andrade  
Contracts Administrator

enclosures


REDACTED

6. Confidentiality. The Contractor shall not disclose or make public to person(s) or entity other than WSPA and its designated representatives all or any por of the information derived from the Contractor's performance under this Agreement wit the express prior written authorization of the Executive Director of WSPA. All repo studies, or other documents prepared by the Contractor in performance of this Agreement s be the sole property of WSPA. At the request of WSPA, the Contractor shall deliver to (a) all documents and other tangible property received from WSPA, any member of WSPA or third party who gave the same to the Contractor at the instance or request of WSPA or of its members, (b) all copies, summaries and the like thereof, and (c) all mater prepared by the Contractor in the performance of this Agreement. The Contractor shall provide WSPA with any information obtained from others in confidence without the exp written permission of the person from whom such information was obtained.


REDACTED

IN WITNESS WHEREOF, this Agreement to Provide Technical Services has been executed by the parties hereto by their respective officers thereunto duly authorized to be effect as of the date hereinabove written.

WESTERN STATES PETROLEUM ASSOCIATION

By   
Its Executive Director

TURNER, MASON & COMPANY

By   
Its SENIOR VICE PRESIDENT



UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

Exhibit C

Bureau of Competition

**NON-DISCLOSURE AGREEMENT**

**Re: Proposed Shell Oil/Texaco, Shell/Mobil, Tosco/Unocal matters**

I, Robert E. Cunningham, am being given access to confidential information obtained from the Federal Trade Commission ("FTC") in the above-named investigations for the purpose of providing consulting services. I solemnly swear that I will not divulge, either by direct action or by counsel, the nature or content of any FTC data to any unauthorized person.<sup>1</sup> Neither will I directly or indirectly use, or allow the use of FTC data for any purpose other than that directly associated with my officially assigned duties.

I am aware that unauthorized use of FTC data is a violation of the Federal Criminal Code, and is punishable by a fine up to \$10,000, imprisonment of up to ten years, or both.

Signature: Robert E. Cunningham Date: 2/27/97  
Robert Cunningham

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<sup>1</sup> Other than contractor personnel and representatives, an unauthorized person shall mean any person not assigned to a project requiring access to the data or not in the line of management over the project requiring access to the data.

**TURNER, MASON & COMPANY**  
*Consulting Engineers*

Exhibit D

April 22, 2003

Mr. James E. Williams  
Refining Department  
American Petroleum Institute  
1220 L Street, Northwest  
Washington, DC 20005

Re: 1989 Fuels Modifications Screening Study of RFG  
Subpoena of Confidential Information

Dear Mr. Williams:

In 1989, the American Petroleum Institute (API), with input from API and the National Petrochemical Refiners Association Fuels Modification Task Force, retained Turner, Mason & Company (TM&C) to conduct a screening study of reformulated gasoline. The purpose of the study was to determine the feasibility and the facilities needed to reformulate gasoline. The study was conducted under your monitoring for API and under supervision by Eugene Motte, Unocal, the task force chair. As part of the study, TM&C upgraded its Turner, Mason Modeling System (TMMS), a proprietary linear program (LP), which includes an aggregation of the refining industry by PADDs, using composited confidential information provided by members of the Fuels Modification Task Force and their companies. According to our files, the following confidential information was provided.

**Information specifically designated as confidential:**

From Chevron	Sulfur in FCC gasoline cuts
	Benzene in reformate cuts
	Reformate aromatics vs octane
	FCC very heavy gasoline hydrocracking yields
From Unocal	FCC very heavy gasoline hydrocracking yields
From Mobil	Octane loss associated with hydrodesulfurizing (HDS) FCC gasoline cuts

**Information not specifically designated but deemed confidential:**

From Amoco	Selective HDS of FCC gasoline cuts
From Shell	Average gasoline composition data
	Gasoline component properties
From Valero	Analyses of FCC gasoline cuts

Mr. James E. Williams  
April 22, 2003  
Page 2

In 1991, TM&C also used its upgraded proprietary TMMS LP model to study the cost impacts of potential CARB phase 2 gasoline regulations for the Western States Petroleum Association (WSPA).

In the matter of Union Oil Company of California, Federal Trade Commission Docket No. 9305, TM&C has received a subpoena to produce all of our files related to our work on the WSPA CARB Phase 2 gasoline regulations study. In addition, TM&C may be required to produce our files related to the 1989 API screening study of RFG. The TMMS refining industry LP models used for these studies have also been subpoenaed. Due to confidential sourcing, the yields for several units (FCC very heavy gasoline hydrocracking, selective FCC heavy gasoline HDS) were previously redacted from our TMMS LP at the request of API when our TMMS LP input data for RFG was sold to several companies. If produced, these confidential data and TMMS models can only be used by Unocal for this FTC litigation, under a protective order. TM&C could provide redacted materials that maintain the confidentiality of the industrial data that was previously designated as confidential. However, if redacted, the TMMS LP models could not be used to make CARB 2 RFG without replacement of these redacted unit yield structures.

TM&C requests written confirmation whether API, on behalf of its member companies, still considers this old 1989 process (and product properties) information confidential or that TM&C is released from the API confidentiality agreement and can now produce these subpoenaed data and models. Because TM&C has been given until May 2, 2003 (unless this date is extended) to produce the documents, we would appreciate your prompt response.

Sincerely yours,



Robert E. Cunningham  
Senior Vice President

/ew

c: Harry Marcus – Morgan & Finnegan

**TURNER, MASON & COMPANY**  
*Consulting Engineers*

Exhibit E

April 21, 2003

Mr. Joe Sparano  
President  
Western States Petroleum Association  
Suite 150  
1115 11th Street  
Sacramento, California 95814

Re: WSPA-CARB-GM Emissions Study  
Subpoena of Confidential Information

Dear Mr. Sparano:

In 1990-91, as part of the Reid Vapor Pressure-Driveability Index (RVP-DI) Test Fuels for Emissions Testing program, Turner, Mason & Company (TM&C) performed a study for the Western States Petroleum Association (WSPA). It was monitored by Gina Grey and Mike Wang of WSPA and supervised by Chuck Lieder of Shell. In the study, TM&C used an LP model to create a series of refinery balanced gasoline blends, producible by a typical California refinery after modifications, that met a range of RVP and DI limits. We subsequently directed the physical blending of selected and modified components to produce gasolines with the properties of the LP model runs. These gasolines were then used to determine emissions from current technology vehicles. As part of the process of physically blending the gasolines for use in the study, TM&C obtained confidential information concerning gasoline component properties from the following California refineries participating in the study.

<u>1990-91 Reporting Company</u>	<u>Refinery</u>	<u>Current Ownership</u>
Arco	Los Angeles	BP
Chevron	El Segundo	ChevronTexaco
Chevron	Richmond	ChevronTexaco
Exxon	Benicia	Valero
Mobil	Torrance	ExxonMobil
Shell	Martinez	Shell
Shell	Wilmington	ConocoPhillips
Toxaco	Bakersfield	Shell
Texaco	Los Angeles	Shell
Tosco	Avon	Tesoro



Mr. Joe Sparano  
April 21, 2003  
Page 2

Ultramar  
Unocal  
Unocal

Wilmington  
Los Angeles  
Rodel

Valero  
ConocoPhillips  
ConocoPhillips

In the matter of Union Oil Company of California, Federal Trade Commission Docket No. 9305, TM&C has received a subpoena to produce all of our files related to our work on this RVP-DI Program. If produced, these data can only be used by Unocal and its counsel for this FTC litigation, under a protective order. However, TM&C is attempting to provide redacted materials that maintain the confidentiality of the refinery component properties.

TM&C requests written confirmation that WSPA and its member companies still consider this old gasoline component information confidential or that TM&C is released from the confidentiality agreement with WSPA and can now produce these data. Because TM&C has been given until May 2, 2003 (unless this date is extended) to produce the documents, we appreciate your prompt response.

Sincerely yours,



Robert E. Cunningham  
Senior Vice President

/ew

c: Harry Marcus - Morgan & Finnegan

**TURNER, MASON & COMPANY**  
*Consulting Engineers*

Exhibit F

April 28, 2003

W. Stephen Sockwell, Esq.  
Federal Trade Commission  
601 Pennsylvania Avenue, Northwest  
Washington, DC 20540

Re: Subpoena by Unocal for 1997 FTC Data on  
Tosco Purchase of Unocal Refining & Marketing Assets

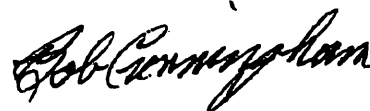
Dear Stephen:

We have received a subpoena from Unocal's counsel on current FTC Docket No. 9305, involving Unocal California reformulated gasoline patents, for some of our files including previous work for the FTC regarding Unocal. We worked for the FTC under your supervision in 1997 on the Tosco purchase of Unocal refining and marketing assets, as well as the Shell/Texaco refining and marketing joint venture under FTC contract #2900-00-97-L-0012 dated 3/20/97.

In 1997, we signed non-disclosure agreements with the FTC covering the FTC data sent to us. Hence, we cannot respond to this part of the current Unocal subpoena unless the FTC releases us from these agreements. You may choose to waive these agreements. You may wish to resolve this matter directly with Unocal's counsel (Robin, Kaplan, Miller & Ciresi, LLP). We have about three file pockets (one-third of a file box) of 1997 FTC information relating to this subpoena. Our attorneys, Morgan & Finnegan, must file motions on this subpoena by May 1. We are to produce documents in response to this subpoena by May 12.

Please advise promptly on how we should plan to handle the part of this subpoena regarding our 1997 work for the FTC.

Sincerely,

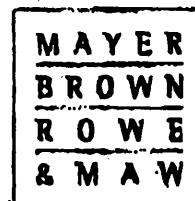


Robert E. Cunningham  
Senior Vice President

/ew

c: Harry Marcus - Morgan & Finnegan

Exhibit G



April 29, 2003

VIA FACSIMILE

Robert E. Cunningham  
Senior Vice President  
Turner, Mason & Company  
Suite 2920, L.B. 38  
2121 San Jacinto Street  
Dallas, TX 75201

350 South Grand Avenue  
25th Floor  
Los Angeles, California 90071-1503

Main Tel (213) 229-9500  
Main Fax (213) 625-0248  
[www.mayerbrownrowe.com](http://www.mayerbrownrowe.com)

Brian E. Wall  
Direct Tel (213) 229-5121  
Direct Fax (213) 576-8162  
[bwall@mayerbrownrowe.com](mailto:bwall@mayerbrownrowe.com)

Re: Request for Clarification on Confidentiality Issues  
Associated with WSPA-CARB-GM Emissions Study  
Subpoena

Dear Mr. Cunningham:

We are in receipt of your letter to Mr. Joe Sparano dated April 21, 2003 requesting clarification on the continued confidentiality of company specific data that was submitted to Turner Mason as part of the emissions study your firm conducted for the Western States Petroleum Association ("WSPA") in the early 1990s. It is our further understanding that documents relating to this study, commonly termed the WSPA-CARB-GM Emissions Study, have been subpoenaed by Unocal as part of the action brought by the Federal Trade Commission ("FTC").

Based on the advice of its members, WSPA continues to view the individual company data provided as part of that study to be competitively sensitive. Therefore, any company specific data should be redacted from the documents produced pursuant to the Unocal subpoena. Should you have any further questions, please contact me at (213) 229-5121.

Sincerely,

A handwritten signature in black ink that reads "B. E. Wall".

Brian E. Wall

Brussels Charlotte Chicago Cologne Frankfurt Houston London Los Angeles Manchester New York Palo Alto Paris Washington, D.C.  
Independent Mexico City Correspondent Jauregui, Navarra, Nader y Rojas, S.C.

Mayer, Brown, Rowe & Maw is a U.S. General Partnership. We operate in combination with our associated English partnership in the offices listed above.