

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

In the Matter of

UNION OIL COMPANY OF CALIFORNIA,  
INCORPORATED,

a corporation.

Docket No. 9305

**COMPLAINT COUNSEL'S FIRST REQUEST FOR  
PRODUCTION OF DOCUMENTS AND THINGS ISSUED TO RESPONDENT  
UNION OIL COMPANY OF CALIFORNIA INC.**

Pursuant to the Federal Trade Commission's Rules of Practice, 16 C.F.R. § 3.37 (2001), Complaint Counsel hereby requests that Respondent Union Oil Company of California (hereinafter "Unocal"), within twenty days of service of this request, produce all documents and other things, responsive to the following requests, within its possession, custody, or control, in accordance with the Definitions and Instructions set forth below. Objections shall be due within ten days of service.

**REQUESTS FOR PRODUCTION**

1. One copy of each organization chart, personnel directory, and telephone number list in effect during the relevant time period for the company as a whole, and for each of the company's facilities or divisions located within the United States.
2. All communications to Unocal employees relating to the protection, disclosure, or licensing of intellectual property, including employee manuals, employee agreements, employee training materials, guidelines, policy documents and widely broadcast employee communications, including newsletters, memos, and e-mails.
3. Unocal's articles of incorporation and all bylaws.
4. All quarterly and annual financial statements for the relevant time period, including balance sheets, income statements, and profit and loss statements.
5. All corporate tax returns of the company for the relevant time period.
6. All documents submitted to the U.S. Securities and Exchange Commission during the relevant time period.

7. All documents relating to Unocal's estimated, forecasted, or projected licensing or royalty revenue for each quarter and year from January 1, 1988, through 2020.
8. All documents relating to any meeting of, or actual or contemplated action or decision by, the Board of Directors of Unocal, and any committees (such as the Executive Committee), subcommittees, or task forces of the board relating to automobile emissions research, the 5/14 Project, CARB RFG Regulations, EPA RFG Regulations, Unocal's intellectual property rights, the intellectual property rights of other refiners, or the impact of CARB RFG Regulations on the competitive position of Unocal or other refiners including, but not limited to:
  - a. documents sufficient to identify the name and purpose of each committee, subcommittee, and task force of the board;
  - b. documents sufficient to identify the membership of the board, and of each committee, subcommittee, and task force of the board;
  - c. all announcements of, agendas for, notes and minutes of any meeting;
  - d. all memoranda, reports, presentations, handouts or other documents distributed or presented to or by the board, and each committee, subcommittee, and task force of the board, including all documents relied upon to prepare any such memorandum, report, presentation, or handout; and
  - e. all documents, wherever located, relating to the deliberations and decisions of the board, and of each committee, subcommittee, and task force of the board, including notes taken by any persons participating in any such deliberation or decision.
9. All minutes or other documents relating to any meetings of Unocal shareholders, relating to automobile emissions research, the 5/14 Project, RFG, the Unocal Patents, licensing of Unocal intellectual property, CARB, or the EPA.
10. All documents, recordings, or presentations relating to any communications between or among Unocal and any reporter, venture capitalist, investment banker, market analyst, stock analyst, or any other person associated with the press or the investment community, including any notes, recordings, or transcripts of Unocal investor conferences, web casts, and teleconferences, relating to automobile emissions research, the 5/14 Project, RFG, the Unocal Patents, licensing of Unocal intellectual property, CARB, or the EPA.
11. All documents relating to any public or investor relations activities conducted by or on behalf of Unocal relating to automobile emissions research, the 5/14 Project, RFG, the Unocal Patents, licensing of Unocal intellectual property, CARB, or the EPA, including but not limited to the following:
  - a. all documents relating to work done by, or with, any internal public relations office or external public relations advisors, firms, and companies; and
  - b. all Unocal press releases or draft press releases.

12. All documents relating to consideration, discussion or analysis of Unocal's marketing or advertising of RFG, including, but not limited to, documents relating to Unocal's consideration of an interim reformulated gasoline product.
13. All documents relating to patents and patent applications drafted or filed, in the United States or elsewhere, by or on behalf of Unocal, relating to RFG or low emissions gasoline, including but not limited to the following:
  - a. all such patents and patent applications, whether or not that application led to an issued patent;
  - b. all prosecution histories encompassed by this document request, including all cited references and prior art, whether or not that application led to an issued patent;
  - c. documents sufficient to identify all patents and all claims within each responsive patent, that Unocal believes or contends are or may be infringed by RFG produced, sold or distributed by any company;\*
  - d. all draft patent claims;
  - e. all documents relating to any communication, meeting, or contact between Unocal or any Unocal representative and the U.S. Patent and Trademark Office or any foreign patent office;
  - f. all documents relating to any analyses of the patentability of the technology or invention involved in any patent application encompassed by this document request;
  - g. all documents relating to the actual or contemplated amendment or abandonment of any patent application encompassed by this document request;
  - h. all documents relating to any addition, modification, or withdrawal of any patent claim encompassed by this document request;
  - i. all documents relating to any legal or technical opinion, advice, or consultation concerning the drafting, validity, scope, enforceability, or infringement of any patent, patent application, or patent claim encompassed by this document request;
  - j. all documents relating to any belief, opinion, evaluation, or assessment by Unocal, its employees, or agents relating to whether any RFG infringes or potentially may infringe the claims contained within any of the Unocal Patents; and
  - k. all documents relating to any communication in which any person or entity was accused of, notified of, or charged with infringing any of the Unocal Patents.
14. All documents relating to any business planning or forecasting by Unocal relating to RFG or the Unocal Patents, including, but not limited to, any business plan, long or short term strategic plan, financial projection, patent strategy, sales or marketing plan, or patent licensing plan.

15. All documents relating to any analysis or consideration of the relative costs and benefits of the possible or actual filing, amendment, or prosecution of foreign patent applications, or the enforcement or licensing of foreign patents.
16. Documents sufficient to identify all patents, patent applications, or other proprietary rights filed or registered by Unocal in countries other than the United States.\*
17. All documents relating to Unocal's or any third party's assessment of any potential or actual revenue stream associated with, or the monetary value of, Unocal's intellectual property rights relating to RFG, the 5/14 Project, or the Unocal Patents including, but not limited to, any valuation conducted in connection with Unocal's asset sale to Tosco Corporation, or any other proposed or actual corporate transaction.
18. All documents relating to any contemplated, proposed, or actual efforts by Unocal to enforce its intellectual property rights relating to RFG, the 5/14 Project, or the Unocal Patents including, but not limited to: (a) all draft and final license agreements or contracts; (b) draft and final licensing plans or strategy documents; (c) documents relating to communications with potential or actual licensees relating to Unocal's intellectual property rights; (d) documents relating to the calculation of royalty rates; and (e) all documents relating to Unocal's lawsuit against Valero Energy Company (excluding pleadings filed with the United States District Court for the Central District of California).
19. All documents relating to the potential or actual infringement of the Unocal Patents including, but not limited to, any analyses conducted by, or on behalf of Unocal, assessing or determining the scope and extent of infringement by other companies.
20. For each agreement, contract, or license for the use of the Unocal Patents:
  - a. all final or draft agreements, contracts, or licenses;
  - b. any amendments, supplemental agreements, and addenda to each such contract, license, or agreement;
  - c. all documents interpreting or construing any contract, license, or agreement, or any amendment to such contract, license, or agreement encompassed by this document request;
  - d. documents sufficient to show each payment (or the exchange of valuable consideration) made pursuant to the contract, license, or agreement, including the firm making the payment, the date of the payment, the reason for each payment, and amount of each payment;
  - e. all documents relating to any benefits that either Unocal or any other party to the agreement, contract, or license anticipated receiving or has received from each such agreement, contract, or license, independent of Unocal's receipt of royalty payments;
  - f. all documents relating to any assessment of the value of Unocal's contracts, licenses, or business relationships encompassed by this document request;

- g. all documents relating to negotiations between Unocal and any licensee of the Unocal Patents;
  - h. documents sufficient to identify all Unocal employees and agents, including outside consultants and attorneys, that participated in any licensing negotiations or discussions;\*
  - i. all communications between Unocal and the licensee or between their respective agents or representatives;
  - j. all documents relating to the determination of any royalty rates or license fees charged or paid for use of the Unocal Patents; and
  - k. all documents relating to the royalties charged or that in the future may be charged to firms that litigate against Unocal.
21. All documents relating to the disclosure, or contemplated disclosure, by Unocal to any third party of any patent, patent application or trade secret including, but not limited to:
- a. documents sufficient to identify all patents, patent applications, or trade secrets that Unocal has disclosed to third parties (including, but not limited to, Unocal consultants, agents or outside attorneys); the persons to whom such disclosures were made; and the terms (if any) under which they were made;\*
  - b. all documents relating to Unocal's consideration of whether or not to disclose any patent, patent application or trade secret to CARB, EPA, or any other governmental body;
  - c. all documents relating to Unocal's consideration of whether or not to disclose any patent, patent application, or trade secret to Auto/Oil, WSPA, or any other party for any reason;
  - d. all documents relating to any decision by Unocal not to disclose to persons outside of Unocal, prior to January 31, 1995, information relating to the Unocal Patents;
  - e. all documents relating to Unocal's disclosure to persons outside of Unocal, prior to January 31, 1995, of information relating to the Unocal Patents; and
  - f. any non-disclosure agreements signed, proposed, or received by Unocal in connection with the disclosure of any patent, patent application, or trade secret.
22. All documents prepared for, or by, any Company committee, sub-committee, working group, team, officer or director relating to Unocal's automobile emissions research, the 5/14 Project, CARB RFG Regulations, Unocal's intellectual property, or the Unocal Patents including, but not limited to any agendas or plans for, or notes or minutes of, such meetings and/or handouts or other documents distributed at such meetings.
23. All documents relating to any meetings of, or presentations to, Unocal's Fuels Issues Team relating to Unocal's automobile emissions research, the 5/14 Project,

CARB RFG Regulations, or the Unocal Patents including, but not limited to any agendas or plans for, or notes or minutes of, Fuels Issues Team meetings and/or handouts or other documents distributed at such meetings.

24. All documents relating to all meetings held, attended, or initiated by Roger Beach or Richard Stegemeier from January 1, 1987, through the present relating to methanol, AB 234 Study Panel, automobile emissions research, the 5/14 Project, RFG, the Unocal Patents, licensing of Unocal intellectual property, CARB, EPA, Auto/Oil, or WSPA, specifically including, but not limited to notes or minutes of such meetings and all staff meeting minutes.
25. All documents relating to reports from the Science and Technology Division to Unocal management including, but not limited to, monthly reports to Richard Stegemeier, Roger Beach, Unocal's Executive Committee, Unocal's Board of Directors, or any management committee.
26. All documents relating to contemplated or proposed methanol regulations or the AB 234 Study Panel including, but not limited to, documents relating to Roger Beach's involvement with the AB 234 Study Panel.
27. All documents relating to Science and Technology Division staff meetings held, attended, or initiated by Stephen Lipman including, but not limited to, agendas or plans for, or notes and minutes of, such meetings and/or handouts or other documents distributed at such meetings.
28. All documents relating to contemplated, proposed or actual refinery modifications by Unocal to comply with CARB Phase 2 RFG regulations including, but not limited to, documents relating to any associated capital expenditures.
29. All documents relating to any contemplated, proposed or actual capital expenditures or refinery modifications made by refiners other than Unocal since January 1, 1989, including, but not limited to, documents relating to Unocal's knowledge or monitoring of contemplated, proposed or actual refinery modifications made by other companies to comply with CARB RFG Regulations or EPA RFG Regulations.
30. All documents relating to the ability of refiners to avoid or "blend around" the claims of the Unocal Patents, including, but not limited to, any analyses conducted by, or on behalf of, Unocal assessing the ability of refiners to avoid or "blend around" the Unocal Patents.
31. All documents relating to CARB Phase 3 RFG rulemaking proceedings and regulations, including, but not limited to, the participation of Robins, Kaplan, Miller & Ciresi, L.L.P. or Dennis Lamb in these rulemaking proceedings.
32. All documents relating to communications with former Unocal employees relating to the Unocal Patents or CARB RFG Regulations including, but not limited to, communications with Richard Stegemeier, Michael Croudace, Roger Beach, Dennis Lamb, J. Wayne Miller, and Starling Kessler Alley.
33. All documents relating to any work undertaken or performed for, or on behalf of, Unocal by consultants or experts relating to the 5/14 Project, CARB RFG

Regulations, EPA RFG Regulations, or the Unocal Patents, including, but not limited to, requests for proposals (RFP's), contracts, fee agreements, draft and final reports, and communications between Unocal and such consultants or experts.

34. The original and any drafts of the posterboard depicted in deposition exhibit PX 881 in ARCO v. Unocal, Case No. CV-95-2379 (C.D. Cal.) and all documents or photographs depicted or displayed on the posterboard.
35. All documents relating to the posterboard depicted in deposition exhibit PX 881 in ARCO v. Unocal, Case No. CV-95-2379 (C.D. Cal.) including, but not limited to, documents relating to any meeting, presentation or open house held by Unocal's Science and Technology Division at which the posterboard was displayed.
36. All documents relating to any joint research project undertaken by Unocal with any automobile company relating to automobile emissions or RFG including, but not limited to, documents relating to Unocal's joint research project with Ford Motor Company.
37. All documents relating to communications with CARB relating to methanol, AB 234 Study Panel, automobile emissions research, the 5/14 Project, RFG, the Unocal Patents, licensing of Unocal intellectual property, CARB RFG Regulations, or EPA RFG Regulations including, but not limited to, notes or minutes of any meetings with CARB and agendas or plans for such meetings.
38. All documents relating to Unocal's participation in Auto/Oil including:
  - a. all documents relating to the rules, manuals, codes, regulations, principles, guidelines, requirements, purposes, goals, objectives, customs, or practices of Auto/Oil;
  - b. all documents relating to any duty incumbent upon members of Auto/Oil to participate in good faith;
  - c. all documents relating to any duty among members of Auto/Oil to disclose patents, patent applications, or other information relating to the work of Auto/Oil;
  - d. all documents relating to any discussion between or involving Unocal employees or agents regarding whether or in what manner Unocal should disclose patents, patent applications, or other information to Auto/Oil or to individual members of Auto/Oil;
  - e. all documents relating to any communications to, from, or with Auto/Oil or any agent or representative of this organization;
  - f. all documents relating to any decision by Unocal or any Unocal employee to join or participate in Auto/Oil including:
    - (1) all documents relating to the benefits and costs of joining or participating in Auto/Oil;

- (2) all documents relating to the obligations or duties that were (or would be) placed upon Unocal by virtue of its membership in Auto/Oil; and
  - (3) all documents relating to any risks or perceived risks faced by Unocal in joining or participating in these organizations;
  - g. all documents relating to Unocal's presentation or submission to Auto/Oil of data or information relating to automobile emissions research, the 5/14 Project, CARB RFG Regulations, EPA RFG Regulations, or the Unocal Patents;
  - h. all agendas or plans for, or notes or minutes of, Auto/Oil meetings at which Unocal employees or agents were present; and
  - i. all documents relating to the disclosure or nondisclosure of the Unocal Patents to Auto/Oil.
39. All documents relating to Unocal's participation in WSPA including:
- a. all documents relating to the rules, manuals, codes, regulations, principles, guidelines, requirements, purposes, goals, objectives, customs, or practices of WSPA;
  - b. all documents relating to any duty incumbent upon members of WSPA to participate in good faith;
  - c. all documents relating to any duty among members of WSPA to disclose patents, patent applications, or other information relating to the work of WSPA;
  - d. all documents relating to any discussion between or involving Unocal employees or agents regarding whether or in what manner Unocal should disclose patents, patent applications, or other information to WSPA or to individual members of WSPA;
  - e. all documents relating to any communications to, from, or with WSPA or any agent or representative of this organization;
  - f. all documents relating to any decision by Unocal or any Unocal employee to join or participate in WSPA including:
    - (1) all documents relating to the benefits and costs of joining or participating in WSPA;
    - (2) all documents relating to the obligations or duties that were (or would be) placed upon Unocal by virtue of its membership in WSPA; and
    - (3) all documents relating to any risks or perceived risks faced by Unocal in joining or participating in these organizations;
  - g. all documents relating to Unocal's presentation or submission to WSPA of data or information relating to automobile emissions research, the 5/14 Project, CARB RFG Regulations, EPA RFG Regulations, or the Unocal Patents;



- h. all agendas or plans for, or notes or minutes of WSPA meetings at which Unocal employees or agents were present; and
  - i. all documents relating to the disclosure or nondisclosure of the Unocal Patents to WSPA.
40. All documents relating to data or information provided to CARB, Auto/Oil, WSPA, and/or the EPA by Unocal relating to automobile emissions or intellectual property rights including, but not limited to, any computer diskettes containing data that were provided to these organizations.
  41. Documents sufficient to show for any person who conducted work or participated on behalf of Unocal in communications or meetings with or proceedings before CARB, the following information: (a) name; (b) title; (c) employer, whether the Company or an outside agent; and (d) nature of duties and responsibilities.\*
  42. Documents sufficient to show for any person who conducted work or participated on behalf of Unocal in communications or meetings with or proceedings before Auto/Oil, the following information: (a) name; (b) title; (c) employer, whether the Company or an outside agent; and (d) nature of duties and responsibilities.\*
  43. Documents sufficient to show for any person who conducted work or participated on behalf of Unocal in communications or meetings with or proceedings before WSPA, the following information: (a) name; (b) title; (c) employer, whether the Company or an outside agent; and (d) nature of duties and responsibilities.\*
  44. Documents sufficient to show for any person who conducted work or participated on behalf of Unocal in communications or meetings with or proceedings before EPA, the following information: (a) name; (b) title; (c) employer, whether the Company or an outside agent; and (d) nature of duties and responsibilities.\*
  45. Documents sufficient to show for any person who conducted work or participated on behalf of Unocal relating to the 5/14 Project the following information: (a) name; (b) title; (c) employer, whether the Company or an outside agent; and (d) nature of duties and responsibilities.\*
  46. Documents sufficient to show for any person who conducted work or participated on behalf of Unocal relating to the Unocal Patents, the following information: (a) name; (b) title; (c) employer, whether the Company or an outside agent; and (d) nature of duties and responsibilities.\*
  47. Documents sufficient to show for any person involved in any contemplated, proposed, or actual efforts by Unocal to enforce its intellectual property rights relating to RFG, the 5/14 Project, or the Unocal Patents, the following information: (a) name; (b) title; (c) employer, whether by Company or an outside agent; and (d) nature of duties and responsibilities.\*
  48. Documents sufficient to show for any person who conducted work or participated on behalf of Unocal in the Fuels Issues Team the following information: (a) name; (b) title; (c) employer, whether by Company or an outside agent; and (d) nature of duties and responsibilities.\*

49. For each current or former Unocal employee, agent, or consultant that participated, performed work on, or otherwise was involved in, Unocal's automobile emissions research, the 5/14 Project, prosecution of patent applications relating to RFG, licensing of the Unocal Patents, communications with governmental officials relating to CARB RFG Regulations or EPA RFG Regulations, or Unocal's participation in Auto/Oil or WSPA, produce the following documents:
  - a. all employment or personnel records;
  - b. all compensation records, including records of the receipt of stock options from Unocal;
  - c. all documents relating to any bonuses, payments, commendations or promotions provided to employees covered by this request, specifically including, but not limited to, Peter Jessup, Michael Croudace, Gregory Wirzbicki, and Charles Strathman;
  - d. all calendars, phone logs, travel records, business diaries and schedule books;
  - e. all notes or notebooks, including laboratory and engineering notebooks;
  - f. all memos or correspondence, including e-mail, relating in any way to automobile emissions research, the 5/14 Project, RFG, the Unocal Patents, licensing of Unocal intellectual property, CARB, or the EPA; and
  - g. all agreements, understandings, contracts, or settlements with or in any way relating to Unocal.
50. All documents relating to communications with, or submissions to, Turner Mason & Company for the period January 1, 1980, to January 31, 1995, including, but not limited to, documents relating to Unocal's disclosure of patent rights, license fees, and/or royalty payments for hydrocracking or other refinery process technology.
51. Documents sufficient to show the brand name and the division, subsidiary, or affiliate of the company that has manufactured or sold CARB RFG and/or gasoline in California.\*
52. Documents sufficient to show the following with respect to Unocal's production of gasoline or CARB RFG for sale in California:.\*
  - a. the company's sales to all customers in California, stated separately in units and dollars;
  - b. that portion of the company's sales to customers in California, stated separately, in units and dollars, that were of products manufactured in the U.S; and
  - c. the name, address, estimated sales, and estimated market share of the company and each of the company's competitors in the manufacture or sale of the product.

53. All documents relating to the use by Unocal of the teachings of the Unocal Patents in its refinery processes to produce RFG.
54. All documents relating to the effect of Unocal royalty rates or license fees on the price, manufacture, output, distribution, or supply of RFG that complies with CARB RFG Regulations.
55. All documents relating to any potential substitute product for, or alternatives to, CARB RFG in California.
56. All documents relating to any potential substitutes for, or alternatives to, the Unocal Patents or the technology claimed by the Unocal Patents for companies producing or supplying RFG for sale in California.
57. All documents relating to competition in the manufacture or sale of gasoline in California, including, but not limited to, market studies, forecasts and surveys, and all other documents relating to (a) the market share or competitive position of the company or any of its competitors; (b) the relative strength or weakness of companies producing or selling gasoline in California; (c) supply and demand conditions; (d) attempts to win customers from other companies and losses of customers to other companies; (e) allegations by any person that any company that manufactures or sells gasoline in California is not behaving in a competitive manner, including, but not limited to, customer and competitor complaints, threatened, pending, or completed lawsuits, and federal and state investigations; and (f) any actual or potential effect on the supply, demand, cost or price of gasoline in California as a result of competition from any other possible substitute product.
58. All documents relating to competition in the licensing of intellectual property or technology relating to the manufacture, production and supply of CARB RFG, including, but not limited to, market studies, forecasts and surveys, and all other documents relating to (a) the market share or competitive position of the company or any of its competitors; (b) the relative strength or weakness of companies licensing or possessing intellectual property or technology relating to the manufacture, production and supply of CARB RFG; (c) supply and demand conditions; (d) attempts to win customers from other companies and losses of customers to other companies; (e) allegations by any person that any company that licensing of intellectual property or technology relating to the manufacture, production and supply of CARB RFG is not behaving in a competitive manner, including, but not limited to, customer and competitor complaints, threatened, pending, or completed lawsuits, and federal and state investigations; (f) the geographic scope of the technology market for the manufacture, production and supply of CARB RFG; and (g) any actual or potential effect on the supply, demand, cost or price of gasoline in California as a result of competition in the technology market for the manufacture, production and supply of CARB RFG.
59. All documents relating to the effect of any actual, potential or contemplated implementation of CARB RFG Regulations on the Unocal Patents.

60. All documents relating to the predicted or actual effect of the adoption of the CARB RFG Regulations on Unocal's competitive position or financial condition.
61. All documents relating to the predicted or actual effect of the adoption of the CARB RFG Regulations on the competitive position or financial condition of companies other than Unocal.
62. Documents sufficient to identify all agents and representatives of the company and other persons retained by the company in any capacity relating to any subject covered by this document request (excluding those retained solely in connection with environmental, tax, human resources, pensions, benefits, ERISA, and OSHA issues).\*
63. All documents relating to any record retention or destruction programs, systems, policies, procedures, or activities of the company, including:
  - a. documents sufficient to identify the persons responsible for instituting, developing, managing, or overseeing any such programs, systems, policies, procedures, or activities at any time since the institution of each program, system, policy, procedure, and activity;
  - b. all documents relating to any descriptions of any such programs, systems, policies, procedures, or activities;
  - c. all documents relating to the oversight or administration of any such programs, systems, policies, procedures, or activities;
  - d. all documents relating to any instructions to employees regarding any such programs, systems, policies, procedures, or activities;
  - e. all documents relating to any special programs, systems, policies, procedures, or activities put into place as a result of litigation over Unocal patents or in anticipation of litigation over Unocal patents;
  - f. all documents listing, identifying, or otherwise describing any documents or other records actually destroyed pursuant to any document retention or document destruction policy;
  - g. all documents relating to how materials disposed of pursuant to any such document retention or document destruction policy were destroyed, when they were destroyed, and the volume of records that have been destroyed since the policy was adopted;
  - h. all documents relating to any efforts, pursuant to company policy, to destroy (or preserve) documents that might be discoverable in litigation;
  - i. all documents relating to the reasons for the establishment of any such programs, systems, policies, procedures, or activities;
  - j. documents sufficient to identify all electronic data and document management information systems of the company, in effect from January 1, 1988, through the present;

- k. all documents relating to any procedures to back-up the hard disk storage of any computer used by Unocal or any employee or agent of Unocal; and
  - l. documents sufficient to identify the process and cost of recovery of back-up files, including documents sufficient to show:
    - (1) the cost of recovery of back-up files generally, and
    - (2) the cost of recovery of back-up files containing documents responsive to this document request.
64. All documents relating to any destruction by Unocal, or any agent or employee of Unocal, of a document relating to this matter or called for by this Request.
65. Documents sufficient to identify all litigation matters, in the United States or elsewhere, in which Unocal is or has been a party, and any potential litigation matters in which Unocal might become a party.\*
66. Documents sufficient to show (a) each federal judicial district (*e.g.*, Central District of California) within the United States in which the company has an agent to receive service of process, as well as each such agent's name, current business and home addresses, and telephone numbers; (b) each federal judicial district within the United States in which the company is incorporated or licensed to do business or currently is doing business; and (c) each federal judicial district within the United States in which the company has an office or a facility, and, for each such office or facility, list the address and the individual in charge (with his or her title).\*

### DEFINITIONS

- A. The terms "the company" and "Unocal" mean Union Oil Company of California, predecessors, successors, divisions (including the 76 Products Company), and wholly or partially owned subsidiaries, affiliates, partnerships, and joint ventures, and all directors, officers, employees, consultants, agents, attorneys and representatives of the foregoing. The terms "subsidiary," "affiliate," and "joint venture" refer to any person in which there is partial (25 percent or more) or total ownership or control by the company.
- B. The term "CARB" means the California Air Resources Board, its predecessors, successors, parents or affiliates; including the Board, its Commissioners, Executive Officers, committees, ad-hoc committees, task forces, working groups, agents, staff or employees.
- C. The term "document" is defined as in Rule 3.34(b) of the FTC Rules of Practice for Adjudicative Proceedings, 16 C.F.R. § 3.34(b). The term "document" specifically includes all drafts and non-identical copies of responsive documents.
- D. The term "Auto/Oil Group" means the Automotive Cooperative Research Venture, also known as the Auto/Oil Air Quality Improvement Research Program, its predecessors, successors, parents or affiliates; including its Board of Directors,

Executive Committee, officers, committees, ad-hoc committees, task forces, working groups, agents, or employees.

- E. The term "WSPA" means the Western States Petroleum Association, its predecessors, successors, parents or affiliates; including its Board of Directors, Executive Committee, officers, committees, ad-hoc committees, task forces, working groups (specifically including the WSPA Economics Working Group or WSPA Economics Issues Group), agents, or employees.
- F. The term "EPA" means the United States Environmental Protection Agency, its predecessors, successors, parents or affiliates, including its Administrator, Boards, Commissions, officers, committees, ad-hoc committees, task forces, working groups, agents, staff, or employees.
- G. The term "EPA RFG Regulations" means any actual, proposed or contemplated regulations or standards of EPA covering any RFG.
- H. The term "CARB RFG Regulations" means any actual, proposed or contemplated regulations or standards of CARB covering any RFG.
- I. The term "RFG" means reformulated gasoline ("RFG") including, but not limited to: (1) CARB Phase 2 Reformulated Gasoline; (2) all other Phase II RFG, including EPA Phase II RFG; (3) CARB Phase 1 and CARB Phase 3 Reformulated Gasoline; and (4) any reformulated gasoline that complies with any applicable CARB or EPA regulations. This term also encompasses all technologies and technical features related to any RFG that complies with CARB or EPA regulations.
- J. The term "CARB RFG" means RFG that complies with CARB RFG Regulations.
- K. The term "Unocal Patents" means any patent, patent application, continuation application or divisional application currently or formerly owned or held by Company relating to reformulated or low-emissions gasoline, including, but not limited to, United States Patent Application No. 628,488 and the following United States Patent Nos.: (a) 5,288,393; (b) 5,593,567; (c) 5,653,866; (d) 5,837,126; and (e) 6,030,521.
- L. The term "5/14 Project" means the scientific and technological research conducted by Unocal scientists and employees relating to gasoline properties and automobile emissions which (a) was presented to Unocal's Executive Committee on May 14, 1990, and continued thereafter; and/or (b) formed the basis of the inventions claimed in the Unocal Patents.
- M. The term "AB 234 Study Panel" means the Advisory Board on Air Quality and Fuels established by the California legislature.

- N. The term “person” includes the company and means any natural person, corporate entity, partnership, association, joint venture, government entity, or trust.
- O. The phrase “relating to” means in whole or in part constituting, containing, concerning, discussing, describing, analyzing, identifying, stating, or in any way referring to.
- P. The phrases “documents sufficient to show” and “documents sufficient to identify” mean both documents that are necessary and documents that are sufficient to provide the specified information. If summaries, compilations, lists, or synopses are available that provide the information being requested, these may be provided in lieu of the underlying documents.
- Q. The terms “and” and “or” have both conjunctive and disjunctive meanings.
- R. The terms “each,” “any,” and “all” mean each and every.
- S. The term “including” means including but not limited to.
- T. The singular form of a noun or pronoun includes its plural form, and vice versa; and the present tense of any word includes the past tense, and vice versa.
- U. Whenever a term is used in the present, past, future, subjunctive, or other tense, voice, or mood it shall also be construed to include all other tenses, voices, or moods.
- V. The term “communication” means any exchange, transfer, or dissemination of information, regardless of the means by which it is accomplished.
- W. The term “files” means any collection of documents, including computer files, wherever and however stored.
- X. The term “agreement” or “contract” means any oral or written contract, arrangement, or understanding, whether formal or informal, between two or more persons, together with all modifications or amendments thereto.
- Y. The term “plans” means tentative and preliminary proposals, recommendations, or considerations, whether or not finalized or authorized, as well as those that have been adopted.

## INSTRUCTIONS

1. Except for privileged material, the company shall produce each responsive document in its entirety by including all attachments and all pages, regardless of whether they directly relate to the specified subject matter. Documents provided shall be submitted as found in the company's files (*e.g.*, documents that in their original condition were stapled, clipped, or otherwise fastened together shall be produced in such form).
2. All references to year refer to calendar year. Unless otherwise specified, each Document Request calls for documents and information dated, generated, received, or in effect on or after January 1, 1988. The company shall supplement, amend, or correct the disclosure and responses to these requests on a continuing basis, within 20 days of ascertaining that it possesses any additional responsive information. This request shall be deemed continuing in nature.
3. The geographic scope of search is the world.
4. Unless otherwise indicated, in lieu of original hard-copy documents or electronically stored documents, the company may submit legible copies, provided the company verifies with the attached form that those copies fully and accurately represent the originals. However, if the coloring of any document communicates substantive information, the company must submit the original document or a like-colored photocopy. Electronic documents shall be produced, including documents stored in personal computers, portable computers, workstations, minicomputers, mainframes, servers, backup disks and tapes, archive disks and tapes, and other forms of offline storage, whether on or off company premises. Electronic mail messages shall also be provided, even if only available on backup or archive tapes or disks. Computer files shall be printed and produced in hard copy or produced in machine-readable form (provided that Complaint Counsel determine prior to submission that it would be in a format that allows the agency to use the computer files), together with instructions and all other materials necessary to use or interpret the data.
5. Magnetic media shall be submitted in the following forms and formats:
  - a. Magnetic storage media. The FTC will accept: (1) 9-track computer tapes recorded in ASCII or EBCDIC format at either 1600 or 6250 BPI; (2) 3.5-inch microcomputer floppy diskettes, high-density, double-sided, formatted for IBM compatible computers (1.44 MB capacity); (3) Iomega ZIP disks formatted for IBM compatible PCs (100 or 250 MB capacity); (4) CD-R74 CD-ROM readable disks formatted to ISO 9660 specifications (650 MB capacity); and (5) Iomega DITTO mini data cartridges (2000 MB capacity). The FTC will accept 4mm & 8mm DAT and other cassette, mini-cartridge, cartridge, and DAT/helical scan tapes by pre-authorization only. In all events, files provided on 4mm DAT cassettes must not be compressed or



otherwise altered by proprietary backup programs. Where data is to be transferred from a UNIX system, the FTC will accept data provided on 8mm DAT created using TAR or DD.

b. File and record structures.

(1) Magnetically recorded information from centralized non-microcomputer-based systems:

- (a) File structures. The FTC will accept sequential files only. All other file structures must be converted into sequential format.
- (b) Record structures. The FTC will accept fixed-length records only. All data in the record is to be provided as it would appear in printed format: *i.e.*, numbers unpacked, decimal points and signs printed.

(2) Magnetically recorded information from microcomputers.

Microcomputer-based data: word-processing documents should be in DOS-text (ASCII), WordPerfect 9 or earlier version, or Microsoft Word 2002 or earlier version format. Spreadsheets should be in Microsoft Excel 2002 (.xls) or earlier version, or Lotus-compatible (.wk1) format. Database files should be in Microsoft Access 2002 (.mdb) or earlier version, or dBase-compatible (.dbf), version 4 or earlier, format. Database or spreadsheet files also may be submitted after conversion to ASCII delimited, comma separated format, with field names as the first record, or to or fixed length fields accompanied by a record layout. Graphic images must be in TIFF 4 format, compressed and unencrypted. Other proprietary software formats for word processing documents, spreadsheets, databases, graphics and other data files will be accepted by pre-authorization only. For microcomputer files that are too large for one disk, files may be provided in a compressed ZIP format.

c. Documentation.

(1) Data must be accompanied by the following information:

- (a) full path name of each file; and
- (b) the identity of the media on which it resides, *e.g.*, the identity of the compact disk, zip disk or floppy that holds the file. In the case of complex files or directories of files, all component files that are part of a given directory must be specified with their full path names. Where necessary, the subdirectories that must be created in order to successfully read these submitted files must be provided.

(2) Files must be accompanied by the following information: (a) file name; (b) the identity of the particular storage media on which the file resides; and (c) the position of the file on the media.

(3) For all sequential files, the documentation also must include:

- (a) the number of records contained in the file;
- (b) the record length and block size; and
- (c) the record layout, including the name of each element, the element's size in bytes, and the element's data type.

The documentation should be included in the same package as the storage media, along with a printout of the first 100 records in report format.

- d. Shipping. Magnetic media should be carefully packed to avoid damage, and must be shipped clearly marked: **"MAGNETIC MEDIA: DO NOT X-RAY."**
  - e. Virus Checks: Media will be scanned for computer viruses. Infected media will be returned for replacement.
6. Mark each page with corporate identification and consecutive document control numbers. Number and mark each box with corporate identification, the name(s) of the person(s) whose files are contained in that box, the range(s) of the corresponding consecutive document control numbers for each such person's documents, and the Document Request(s) and subpart(s) of each Document Request to which each such person's files are responsive. Documents shall be submitted in sturdy cartons not larger than 1.5 cubic feet.
7. Responsive documents from each person's files shall be produced together, in file folders or with other enclosures that segregate the person's files by Document Request number. If a document is responsive to more than one Document Request, produce the document in response to the Document Request to which it is primarily responsive.
8. Where identical copies are found in more than one person's files, the company must produce one copy from each person's files, or otherwise identify the person or persons in whose files identical copies of the document are located.
9. Provide a master list showing: (a) the name of each person from whom responsive documents are submitted; (b) the Document Request number(s) in response to which each person's documents are produced; (c) the corresponding consecutive document control numbers used to identify each person's documents; and (d) the number(s) of the box(es) in which each person's documents are produced, and the Document Request(s) and subpart(s) of each Document Request to which the documents are responsive. If the master list exists as a computer file(s), provide the master list both as a printed hard copy and in machine-readable form (provided that Commission representatives determine prior to submission that the machine-readable form would be in a format that allows the agency to use the computer files).

10. If it is claimed that any document, or portion thereof, responsive to any request, is privileged, attorney work product, or otherwise protected from disclosure, state or describe, as to any such document:
- a. the reason for withholding it or asserting privilege over it;
  - b. the author;
  - c. the general subject matter;
  - d. each individual to whom the original or a copy was sent;
  - e. each individual who received the original or a copy;
  - f. the date of the document or oral communication;
  - g. the relevant Document Request it is responsive to;
  - h. whether it was prepared in anticipation of litigation, and if it was prepared in anticipation of litigation, in addition identify the names of all parties to the litigation, the court, the case number, and the date the complaint was filed; and
  - i. any additional information on which the claim of privilege is based.

For each author, addressee, and recipient, state the person's full name, title, and employer or firm, and denote all attorneys with an asterisk. The description of the subject matter shall include the number of the pages of each document and shall describe the nature of each document in a manner that, without revealing information itself privileged or protected, will enable Complaint Counsel to assess the applicability of the privileged or protection claimed. Any part of a document to which you do not claim privilege or work product should be produced in full.

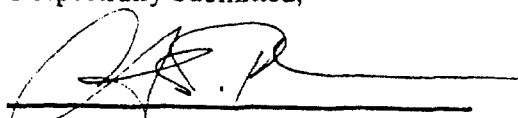
If the privilege log exists as a computer file(s), provide the privilege log both as a printed hard copy and in machine-readable form (provided that Commission representatives determine prior to submission that the machine-readable form would be in a format that allows the agency to use the computer files).

11. If there are no documents responsive to any particular request, the company shall state so in its answer to the Document Request.
12. If documents responsive to a particular Document Request no longer exist, but the company has reason to believe such documents at one time were in existence, state the circumstances under which they were lost or destroyed, describe the documents to the fullest extent possible, state the Document Request(s) to which they are responsive, and identify all persons having knowledge either of the content of such documents, or the circumstances leading to their destruction, or both.
13. If the company has produced documents responsive to this request in the course of the pre-complaint investigation of this matter, FTC File No. 011-0214 those documents need not be produced again, unless identical copies are found in more

than one person's files. In such a case, the company must produce or identify from each person's files all identical copies of documents previously produced in the pre-complaint investigation.

14. If the company has produced documents responsive to this Request to another party during the course of any other litigation, those documents need not be produced again if it appears from the FTC's initial disclosure that the FTC has received the documents from that other party. With respect to any such documents, the company must identify the relevant Document Request, the bates ranges of the responsive documents already produced, and the parties that received those documents. By identifying documents under this instruction, the company agrees to the authenticity of all documents identified, and that those documents were kept in the regular course of business. Notwithstanding this instruction, to the extent any document produced by Unocal in other litigation were later altered, nothing in this Instruction would preclude Unocal from calling attention to this fact.
15. If Unocal finds any Document Request or any term used in a request to be vague, ambiguous, subject to varying interpretations, or unclear, state what portion of the request or term Unocal finds to be vague, ambiguous, subject to varying interpretations, or unclear; state Unocal's understanding of the request or term; and respond in accordance with that understanding.
16. To furnish a complete response, the person supervising compliance with this request must submit a signed and notarized copy of the attached verification form along with the responsive materials.

Respectfully Submitted,



J. Robert Robertson  
Chong S. Park  
John Roberti  
Lisa Fialco  
Counsel Supporting the Complaint  
Bureau of Competition  
Federal Trade Commission  
Washington, D.C. 20580  
(202) 326 - 2372  
Facsimile (202) 326-3496

Dated: March 12, 2003

## VERIFICATION

I personally supervised the preparation and assembly of this response in accordance with the Definitions and Instructions set forth in Complaint Counsel's First Request for Production of Documents and things issued to Respondent Union Oil Company of California, Inc. in Docket No. 9305. All copies submitted in lieu of originals are true, correct and complete copies of the original documents. The response is complete and correct to the best of my knowledge and belief.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_

Notary Public

My Commission expires:

**CERTIFICATE OF SERVICE**

This is to certify that on March 12, 2003, I caused a copy of the attached Complaint Counsel's First Request for Production of Documents and things issued to Respondent Union Oil Company of California in Docket No. 9305, to be served upon the following persons by in the manner set forth below:

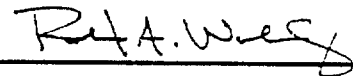
**BY HAND:**

Joseph Kattan, Esq.  
Gibson, Dunn & Crutcher, LLP  
1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036-5306

**BY FEDERAL EXPRESS:**

David Beehler, Esq.  
Robins, Kaplan, Miller & Ciresi  
2800 LaSalle Plaza  
800 LaSalle Avenue  
Minneapolis, MN 55402

Counsel for Respondent Union Oil Company of California



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Robert A. Walters