

Public

EXHIBIT B

to

Union Oil Company of California's  
Motion in Limine to  
Exclude Extrinsic Evidence on the  
Auto/Oil Agreement's Unambiguous  
Independent Research Provision

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

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

Docket No. 9305

COMPLAINT COUNSEL'S FINAL WITNESS LIST

Pursuant to the Court's Scheduling Order, Complaint Counsel hereby designates those persons whom Complaint Counsel currently contemplates calling to testify as witnesses, by deposition or orally by live witness, at the hearing in this matter. Complaint Counsel hereby designates to present testimony, by deposition or orally by live witness, any other person who has been or may be identified by Respondent as a potential witness in this matter. Complaint Counsel also reserves the right to call any witness designated herein in its rebuttal case, if any, and/or to supplement this list to identify witnesses to rebut unanticipated testimony offered during Respondent's case. Complaint Counsel further reserves the right to call the custodian of records of any non-party from whom documents or records have been obtained – specifically including, but not limited to, those non parties listed below – to the extent necessary to authenticate documents. Complaint Counsel also reserves the right to supplement this witness list as circumstances may warrant, in accordance with the Court's Scheduling Order. Finally, Complaint Counsel reserves the right not to call any of the persons listed herein to testify at the hearing, as circumstances may warrant.

Subject to these reservations of rights, Complaint Counsel's revised list of witnesses is as follows:

## RESPONDENT WITNESSES

1. **Starling Kess Alley.** Mr. Alley was the vice president of refining and products research for Union Oil Company of California ("Unocal") in the early 1990s. We expect that Mr. Alley will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Alley to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Alley will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
2. **Roger Beach.** Mr. Beach was president and chief executive officer of Unocal during the 1990s. We expect that Mr. Beach will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Beach to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Beach will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
3. **Michael Croudace.** Mr. Croudace was a scientist in the science and technology division of Unocal during the late 1980s and early 1990s. We expect that Mr. Croudace will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Croudace to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Croudace will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
4. **Peter Jessup.** Mr. Jessup was a scientist in the science and technology division of Unocal during the late 1980s and early 1990s and is currently a principal scientist in Unocal's legal department. We expect that Mr. Jessup will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Jessup to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to

reformulated gasoline and/or arising from its emission research. We further expect that Mr. Jessup will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.

5. **Michael Kulakowski.** Mr. Kulakowski served in the strategic planning department of Unocal in an air quality/fuels regulatory position until 1993. We expect that Mr. Kulakowski will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Kulakowski to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Kulakowski will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
6. **Dennis Lamb.** Mr. Lamb was the general manager of fuels planning and technology for Unocal during the 1990s, and is currently a consultant to Unocal's counsel in this case. We expect that Mr. Lamb will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Lamb to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Lamb will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
7. **Barry Lane.** Mr. Lane has been the manager of public relations for Unocal since 1982. We expect that Mr. Lane will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Lane to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Lane will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
8. **Stephen Lipman.** Mr. Lipman was the president of the science and technology division at Unocal in the early 1990s. We expect that Mr. Lipman will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Lipman to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and

decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Lipman will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.

9. **William Mallett.** Dr. Mallett was a staff consultant for products research for Unocal in the early 1990s. We expect that Mr. Mallett will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Mallett to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Mallett will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
10. **J. Wayne Miller.** Mr. Miller was the manager of fuels and lubricants in the science and technology division of Unocal during the late 1980s and early 1990s. We expect that Mr. Miller will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Miller to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Miller will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
11. **Neil Schmale.** Mr. Schmale was the chief financial officer at Unocal in the 1990s. Prior to holding that position, he served as the president of the petroleum products and chemicals division. We expect that Mr. Schmale will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Schmale to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Schmale will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
12. **Richard Stegemeier.** Mr. Stegemeier was the chief executive officer at Unocal from the late 1980s through 1992. We expect that Mr. Stegemeier will testify generally about Unocal's "5/14 project," related patents, patent applications, and Unocal's related conduct

before local, state and federal government officials, as well as Unocal's conduct before other industry groups. We further expect that Mr. Stegemeier will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.

13. **Charles Strathman.** Mr. Strathman is the chief legal officer for Unocal. We expect that Mr. Strathman will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Strathman to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Strathman will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
14. **Michael Thacher.** Mr. Thacher was the manager of public relations and communications at Unocal in the 1990s. He has served as the general manager of public relations and communications from 1995 until the present. We expect that Mr. Thacher will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Thacher to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Thacher will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
15. **Charles Williamson.** Mr. Williamson is the chief executive officer of Unocal. We expect that Mr. Williamson will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. We further expect Mr. Williamson to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Williamson will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
16. **Gregory Wirzbicki.** Mr. Wirzbicki was the chief patent counsel for Unocal in the early 1990s and currently holds this position at Unocal. We expect that Mr. Wirzbicki will testify about Unocal's conduct before local, state and federal government officials, as well as Unocal's conduct before industry groups and the public, relating to alternative fuels, reformulated gasoline, and gasoline regulations. In addition, we expect Mr.

Wirzbicki to provide testimony concerning Unocal's emissions research, Unocal's "5/14 Project," Unocal's business strategies and decision making, and Unocal's intellectual property and proprietary interests relating to reformulated gasoline and/or arising from its emission research. We further expect that Mr. Wirzbicki will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.

#### NON-PARTY WITNESSES

##### BP

17. **George Babikian.** Mr. Babikian served as president of ARCO Products Co. during the early 1990s. We expect that Mr. Babikian will testify about the consideration of alternative fuels by California state officials and the development of reformulated gasoline regulations. We also expect that Mr. Babikian will also testify regarding his company's interactions with local, state and federal officials, industry groups, and the public relating to reformulated gasoline and/or environmental regulations. We further expect that Mr. Babikian will testify concerning ARCO's EC reformulated gasolines and the company's position with respect to the public availability of its reformulated gasoline research.
18. **Tim Clossey.** Mr. Clossey was the manager of ARCO Products' Clean Fuels Task Force during the early 1990s. We expect that Mr. Clossey will testify about ARCO's participation in CARB's Phase 2 rulemaking and its interactions with other participants in that process. We also expect that Mr. Clossey will also testify concerning ARCO's EC reformulated gasolines. We further expect that Mr. Clossey will testify about matters discussed or raised in his depositions. He will testify either live or by deposition.
19. **Frank Gerry.** Mr. Gerry is the manager of fuels product development for BP. We expect that Mr. Gerry will testify about Auto/Oil and its activities, including Unocal's participation therein.
20. **Michael Hoffman.** Mr. Hoffman is BP's Group Vice President, Refining. We expect Mr. Hoffman to testify generally regarding the business considerations and obstacles presented by the Unocal reformulated gasoline patents.
21. **Ken Riley.** Mr. Riley served as vice president of business management and new ventures at ARCO during the early 1990s. We expect that Mr. Riley will testify generally about the consideration of alternative fuels by California state officials and the development of reformulated gasoline regulations. We further expect Mr. Riley to testify generally regarding modifications made to ARCO's refineries in order to comply with CARB regulations, the impact that these modifications had on ARCO's ability to both comply with the CARB regulations and the impact that those modifications had on avoiding the numerical property limitations of the claims of Unocal's reformulated gasoline patents, as

well as ARCO's business response had Unocal disclosed its patent prior to 1994. We also expect Mr. Riley to testify concerning ARCO's decision making relating to refinery modifications made to comply with CARB regulations. We further expect that Mr. Riley will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.

22. **Jack Segal.** In the early 1990s, Mr. Segal was a part of ARCO Products Co.'s clean fuels department and served as manager of that department after 1992. We expect that Mr. Segal will testify about Auto/Oil and its activities, including Unocal's participation therein. In addition, we expect that Mr. Segal will testify regarding his work on committees of the WSPA, including the development of the predictive model and other WSPA initiatives. We also expect that Mr. Segal will testify concerning ARCO's EC reformulated gasolines, the company's position with respect to the public availability of its reformulated gasoline research and the company's interactions with CARB and the other participants in the CARB Phase 2 regulatory process. We further expect that Mr. Segal will testify about matters discussed or raised in his deposition. He will testify either live or by deposition.
23. **Gary Youngman.** Mr. Youngman is currently lead engineer at BP's refinery in Carson, CA, and formerly was employed by ARCO. We expect Mr. Youngman to testify about ARCO's and BP's ability or inability to avoid the numerical property limitations of the claims of Unocal's five reformulated gasoline patents, whether the gasoline made, used or sold by ARCO and/or BP in California falls within the numerical property limitations of one or more claims of the Unocal patents, and the absence of any current practical modifications to the Carson refinery that would allow it to avoid the claims of the Unocal patents. We also expect Mr. Youngman to testify generally regarding modifications made to the Carson refinery in order to comply with CARB regulations, and the impact that these modifications had on ARCO's ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents. We further expect that Mr. Youngman will testify about matters discussed or raised in his depositions. He will testify either live or by deposition.

#### California Air Resources Board

24. **James Boyd.** Mr. Boyd is the former Executive Officer of CARB, and currently serves as a commissioner of the California Energy Commission. We expect that Mr. Boyd will testify regarding the CARB's reformulated gasoline regulations, including Unocal's participation therein and Unocal's interactions with CARB. We also expect that Mr. Boyd will testify regarding the nature of CARB's rulemaking process and CARB's decision making relating to reformulated gasoline regulations. In addition, we expect Mr. Boyd to testify regarding California's consideration of alternative fuels and other ways to address the problem of air pollution from motor vehicles. Moreover, we expect Mr. Boyd



to testify concerning the activities of the California Energy Commission relating to analyzing California's gasoline market. We further expect that Mr. Boyd will testify about matters discussed or raised in his deposition.

25. **John Courtis.** John Courtis was a former member of the CARB technical staff. We expect Mr. Courtis to testify regarding CARB's reformulated gasoline regulations, including Unocal's participation therein and Unocal's interactions with CARB. We also expect that Mr. Courtis will testify regarding the nature of CARB's rulemaking process and CARB's decision making relating to reformulated gasoline regulations. We further expect Mr. Courtis to testify as to any matters discussed or raised in his deposition.
26. **Robert Fletcher.** Mr. Fletcher is the former manager of the Fuels Group at the California Air Resources Board. We expect that Mr. Fletcher will testify generally regarding CARB's reformulated gasoline regulations, including Unocal's participation therein, Unocal's interactions with CARB, and CARB's use of information and data provided by outside parties, including Unocal. We also expect that Mr. Fletcher will generally testify regarding the submission of information by rulemaking participants, including Unocal, in connection with the CARB regulatory process. We further expect Mr. Fletcher to testify as to matters discussed or raised in his deposition.
27. **Michael Kenny.** Judge Kenny is the former general counsel for CARB, and later served as CARB's Executive Officer before his recent elevation to the California Superior Court. We expect that Judge Kenny will testify generally regarding the regulatory framework of the CARB RFG regulations. We expect that Judge Kenny will testify regarding CARB's reformulated gasoline regulations, including Unocal's participation therein and Unocal's interactions with CARB. We also expect that Judge Kenny will testify regarding the nature of CARB's rulemaking process and CARB's decision making relating to reformulated gasoline regulations. We further expect Judge Kenny to testify as to matters discussed or raised in his deposition.
28. **Jananne Sharpless.** Ms. Sharpless is the former Chair of the Board for CARB. We expect that Ms. Sharpless will testify regarding CARB's reformulated gasoline regulations, including Unocal's participation therein and Unocal's interactions with CARB. We also expect that Ms. Sharpless will testify regarding the nature of CARB's rulemaking process and CARB's decision making relating to reformulated gasoline regulations. In addition, we expect Ms. Sharpless to testify regarding California's consideration of alternative fuels and other ways to address the problem of air pollution from motor vehicles. We further expect that Ms. Sharpless will testify about matters discussed or raised in her deposition.
29. **Peter Venturini.** Mr. Venturini is the Chief of the Stationary Source Division for CARB. We expect that Mr. Venturini will testify regarding CARB's reformulated gasoline regulations, including Unocal's participation therein and Unocal's interactions

with CARB. We also expect that Mr. Venturini will testify regarding the nature of CARB's rulemaking process and CARB's decision making relating to reformulated gasoline regulations. We further expect Mr. Venturini to testify as to any matters discussed or raised in his deposition.

### **ChevronTexaco Corporation**

30. **Ken T. Derr.** Mr. Derr was the CEO of Chevron Corporation in the early 1990s. We expect that Mr. Derr will testify generally concerning the development of alternative fuels projects, including his work on panels that considered alternative fuels, the development of reformulated gasoline and the development of Chevron's positions regarding reformulated gasoline. We expect Mr. Derr to testify concerning communications and interactions with Unocal personnel.
31. **W.R. Engibous.** Mr. Engibous is the manager of business & operations planning at the Richmond and El Segundo refineries for ChevronTexaco. We expect that Mr. Engibous will testify generally about Chevron's ability or inability to avoid the numerical property limitations of the claims of Unocal's five patents related to RFG, including whether the gasoline made, used or sold by ChevronTexaco and/or its predecessor falls within the numerical property limitations of one or more claims of the Unocal patents, as well as the absence of any current, practical modifications to refineries owned by ChevronTexaco that would allow ChevronTexaco to avoid the claims of the Unocal patents. We also expect Mr. Engibous to testify generally regarding modifications made to ChevronTexaco's and/or its predecessor's refineries in order to comply with CARB regulations, and the impact that these modifications had on ChevronTexaco's and/or its predecessor's ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents. We further expect Mr. Engibous to testify to matters raised or discussed in his deposition. He will testify either live or by deposition.
32. **Lance Gyorfi.** During the late 1980s and early 1990s, Mr. Gyorfi served as refinery manager of Chevron's Salt Lake City and Port Arthur refineries. From the mid-90s to 2002, Mr. Gyorfi was the vice president of refining for ChevronTexaco and/or its predecessor. We expect that Mr. Gyorfi will testify generally regarding modifications made to ChevronTexaco's and/or its predecessor's refineries in order to comply with CARB regulations and the impact that these modifications had on ChevronTexaco's and/or its predecessor's ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents. We further expect Mr. Gyorfi to testify regarding the business considerations in making these modifications. In addition, we expect Mr. Gyorfi to testify regarding the decisions made by ChevronTexaco regarding how to incorporate knowledge of Unocal's RFG patents in ChevronTexaco's and its predecessors' business operations, and the changes

Chevron could or would have made in capital investment decision and/or refinery reconfiguration had Unocal disclosed its patent prior to 1994. We expect Mr. Gyorfi to testify as to any matters discussed or raised in his deposition. He will testify either live or by deposition.

33. **Mike Ingham.** Mr. Ingham was the manager of Chevron's transportation fuels performance unit in the early 1990s. He is currently the manager of state fuels regulation for Chevron. We expect that Mr. Ingham will testify about Auto/Oil and its activities, including Unocal's participation therein. In addition, we expect that Mr. Ingham will testify regarding ChevronTexaco's and its predecessors' communications with CARB regarding ChevronTexaco's intellectual property position, the development of Chevron's positions regarding reformulated gasoline, and ChevronTexaco's general management position regarding intellectual property related to reformulated gasoline. We expect Mr. Ingham to testify as to any matters discussed or raised in his deposition. He will testify either live or by deposition.
34. **Ron Kiskis.** Mr. Kiskis was Group Manager of Fuels and Processing Technology at Chevron Research and Technology Company and it the President of Chevron Oronite Company LLC. We expect that Mr. Kiskis will testify about Auto/Oil and its activities, including Unocal's participation therein.
35. **Dixon Smith.** Mr. Smith was the general manager of strategic planning and business evaluation for Chevron in the early 1990s. We expect that Mr. Smith will testify generally concerning the development of alternative fuels projects, including his work on panels that considered alternative fuels, and the development of reformulated gasoline. We also expect that Mr. Smith will testify about Auto/Oil and its activities, including Unocal's participation therein. We also expect that Mr. Smith will testify about his interactions with CARB during CARB's Phase 2 rulemaking process. We further expect Mr. Smith to testify regarding the business considerations in making modifications made to Chevron's refineries in order to comply with CARB regulations.

#### **ConocoPhillips Company**

36. **Robert Pahl.** Mr. Pahl is the manager of product stewardship & technical support, strategy, optimization & business development, fuels & regulatory affairs for ConocoPhillips. We expect that Mr. Pahl will testify about Auto/Oil and its activities, including Unocal's participation therein.
37. **Gary Schoonveld** Mr. Schoonveld is the manager of the Fuels and Regulatory Affairs Group at ConocoPhillips. We expect that Mr. Schoonveld will testify regarding ConocoPhillip's ability to blend around the entire Unocal patent portfolio while making reformulated gasoline for sale in California.

**Covington and Burling**

38. **David Meyer.** Mr. Meyer is a partner at Covington & Burling. We expect that Mr. Meyer will testify about Auto/Oil and its activities, including Unocal's participation therein. He will testify either live or by deposition.

**DaimlerChrysler Corporation**

39. **Vaughn Burns.** Mr. Burns is a Senior Manager, Mobile Emissions, DaimlerChrysler. We expect that Mr. Burns will testify about Auto/Oil and its activities, including Unocal's participation therein.

**ExxonMobil Corporation**

40. **Don H. Daigle.** Mr. Daigle is the Vice President, Refining, ExxonMobil Refining & Supply Company. We expect Mr. Daigle to testify generally regarding the business considerations and obstacles triggered by the Unocal patent portfolio.
41. **Thomas Eizember.** Mr. Eizember is manager, global planning support, planning & project execution, ExxonMobil Refining & Supply Company. We expect that Mr. Eizember will testify generally about ExxonMobil's ability or inability to avoid the numerical property limitations of the claims of Unocal's five patents related to RFG, including whether the gasoline made, used or sold by ExxonMobil in California falls within the numerical property limitations of one or more claims of the Unocal patents, as well as the absence of any current practical modifications to refineries owned by ExxonMobil that would allow it to avoid the claims of the Unocal patents. We expect that Mr. Eizember will testify generally regarding modifications made to ExxonMobil's and/or its predecessor's refineries in order to comply with CARB regulations and the impact that these modifications had on ExxonMobil's and/or its predecessors' ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents. We further expect Mr. Eizember to testify regarding the business considerations in making these modifications. In addition, we expect Mr. Eizember to testify regarding the decisions made by ExxonMobil regarding how to incorporate knowledge of Unocal's RFG patents in ExxonMobil's and its predecessors' business operations, the impact that these modifications had on ExxonMobil's ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents, and the changes ExxonMobil could or would have made in capital investment decision and/or refinery reconfiguration had Unocal disclosed its patent prior to 1994. In addition, we expect Mr. Eizember to testify regarding ExxonMobil's, and/or its predecessors', communications with CARB. Finally, we expect Mr. Eizember to testify concerning matters discussed or raised in his depositions. He will testify either live or by deposition.

42. **Ray McGraw.** Mr. McGraw is Senior Planning Advisor, ExxonMobil Refining & Supply Company. We expect that Mr. McGraw will testify generally about ExxonMobil's ability or inability to avoid the numerical property limitations of the claims of Unocal's five patents related to RFG at the Torrance refinery. We also expect Mr. McGraw to testify generally regarding modifications made to ExxonMobil's refineries in order to comply with CARB regulations, and the impact that these modifications had on ExxonMobil's ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents.
43. **Joe T. McMillan.** Mr. McMillan was executive vice president, Exxon Company U.S.A. We expect Mr. McMillan will testify generally regarding modifications made to ExxonMobil's refineries in order to comply with CARB regulations, and how these decisions may have been different had ExxonMobil been aware of Unocal's RFG patents. We further expect that Mr. McMillan will testify concerning communications with CARB and others regarding CARB's Phase 2 rulemaking process.
44. **Eugene A. Renna.** Mr. Renna was executive VP of Mobil Oil Corporation and President of the marketing and refining division. We expect that Mr. Renna will testify generally regarding modifications made to ExxonMobil's refineries in order to comply with CARB regulations, and how these decisions may have been different had ExxonMobil been aware of Unocal's RFG patents.
45. **Jack Wise.** Mr. Wise was the vice president of refining and products research for Mobil. We expect that Mr. Wise will testify about Auto/Oil and its activities, including Unocal's participation therein. Furthermore, we reserve the right to call Mr. Wise to testify concerning matters discussed or raised in his deposition. He will testify either live or by deposition.

#### Shell Oil Company

46. **Ronald Banducci.** Mr. Banducci is the former refinery manager of the Martinez Refinery, and he also served as the vice president of U.S. refining at Shell. We expect that Mr. Banducci will testify generally about Shell's ability or inability to avoid the numerical property limitations of the claims of Unocal's five patents related to RFG, including whether the gasoline made, used or sold by Shell in California falls within the numerical property limitations of one or more claims of the Unocal patents, as well as the absence of any current practical modifications to refineries owned by Shell that would allow it to avoid the claims of the Unocal patents. We also expect Mr. Banducci to testify generally regarding modifications made to Shell's refineries in order to comply with CARB regulations, the impact that these modifications had on Shell's ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents, and the changes Shell could or would have made in capital investment decisions and/or refinery reconfiguration had Unocal

disclosed its patent prior to 1994. We further expect Mr. Banducci to testify regarding the business considerations in making these modifications. Finally, we expect Mr. Banducci to testify as to matters discussed or raised in his deposition. He will testify either live or by deposition.

47. **Steve Hancock.** Mr. Hancock was the former manager of process strategy at Texaco in the early 1990s and later at Shell Oil. We expect that Mr. Hancock will testify generally about Shell, Equilon and/or Texaco's ability or inability to avoid the numerical property limitations of the claims of Unocal's five patents related to RFG, including whether the gasoline made, used or sold by Shell, Equilon and/or Texaco in California falls within the numerical property limitations of one or more claims of the Unocal patents, as well as the absence of any current practical modifications to refineries owned by Shell, Equilon and/or Texaco that would allow it to avoid the claims of the Unocal patents. In addition, we expect Mr. Hancock to testify regarding the decisions made by Shell, Equilon and/or Texaco regarding how to incorporate knowledge of Unocal's RFG patents in its business operations. We also expect Mr. Hancock to testify generally regarding modifications made to Shell, Equilon and/or Texaco's refineries in order to comply with CARB regulations, the impact that these modifications had on Shell, Equilon and/or Texaco's ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents, and the changes Shell, Equilon and/or Texaco could or would have made in capital investment and/or refinery reconfiguration had Unocal disclosed its patent prior to 1994. In addition, we expect Mr. Hancock to testify regarding Shell, Equilon and/or Texaco's communications with CARB. We also expect Mr. Hancock to testify generally regarding Shell, Equilon and/or Texaco's patent policies and/or procedures. We further expect Mr. Hancock to testify as to matters raised or discussed at his depositions. He will testify either live or by deposition.
48. **David Jacober.** Mr. Jacober is a Vice President, Business Management, at Shell's Deer Park Refinery. We expect Mr. Jacober to testify regarding the business decisions made by Shell and/or its predecessors regarding how to incorporate knowledge of Unocal's patents in its business operations. We also expect Mr. Jacober will testify generally about the company's practices and/or procedures relevant to the investigation and/or disclosure of patents. Finally, we expect Mr. Jacober to testify generally regarding the business considerations and obstacles triggered by the Unocal patent portfolio. Furthermore, expect Mr. Jacober to testify as to any matters discussed or raised in his deposition. He will testify either live or by deposition.
49. **Harvey Klein.** Mr. Klein was director of refining and marketing research and development for Shell Development Company. We expect that Mr. Klein will testify about Auto/Oil and its activities, including Shell's participation therein. Furthermore, we expect Mr. Klein to testify as to any matters discussed or raised in his deposition. He will testify either live or by deposition.

50. **Chuck Lieder.** Mr. Lieder is Fuels Blending–Tech Support, Fuels Technology for Shell. We expect that Mr. Lieder will testify generally about Shell's ability or inability to avoid the numerical property limitations of the claims of Unocal's five patents related to RFG. We also expect Mr. Lieder to testify generally regarding modifications made to Shell's refineries in order to comply with CARB regulations and the impact that these modifications had on Shell's ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents. In addition, we expect Mr. Lieder to testify regarding his work on committees of WSPA, including the development of the predictive model and other WSPA initiatives. We also expect that Mr. Lieder will testify regarding Shell's and/or its predecessor's communications with CARB and others regarding reformulated gasoline issues in California. We expect Mr. Lieder to testify as to any matters discussed or raised in his deposition. He will testify either live or by deposition.
51. **James C. Miller.** Mr. Miller was the manager of refining and planning for Shell during the early 1990s, and in the mid-1990s as vice president of major products with Shell Martinez Refining Company. We expect that Mr. Miller will testify generally about Shell's ability or inability to avoid the numerical property limitations of the claims of Unocal's five patents related to RFG. We also expect Mr. Miller to testify generally regarding modifications made to Shell's refineries in order to comply with CARB regulations and the impact that these modifications had on Shell's ability to both comply with the CARB regulations and avoid the numerical property limitations of the claims of Unocal's reformulated gasoline patents.
52. **Neil Moyer.** Mr. Moyer is a senior environmental specialist for Shell Oil Co. We expect that Mr. Moyer will testify regarding his work on committees of WSPA. We further expect Mr. Moyer to describe WSPA's interactions with CARB and Unocal's involvement in WSPA's activities. We also expect Mr. Moyer to testify regarding communications involving Texaco and CARB. We expect Mr. Moyer to testify as to any matters discussed or raised in his deposition. He will testify either live or by deposition.

53.

**REDACTED.**

54.

**Tesoro Petroleum Corporation**

55. **Baron Dowling.** Mr Dowling is in-house counsel for Tesoro Petroleum Corporation. We expect that Mr. Dowling will testify regarding his company's licensing of the Unocal patents and his company's use of this license.

**Turner Mason Company**

56. **Robert Cunningham.** Mr. Cunningham was a senior vice president at Turner Mason Company in the early 1990s. We expect that Mr. Cunningham will testify regarding his company's work for WSPA regarding the CARB Phase 2 RFG regulations, including the preparation of a report analyzing potential costs associated with the proposed CARB Phase 2 regulations. We further expect Mr. Cunningham to testify regarding the involvement of WSPA members, including Unocal, in providing information to Turner Mason in connection with this report. We further expect Mr. Cunningham to testify concerning the provision of information to his company by industry members in connection with other work performed by Turner Mason. We reserve the right to call Mr. Cunningham to testify as to any matters discussed or raised in his deposition, which has been noticed but not yet taken.

**Valero Energy Corporation**

57. **Vic Ibergs.** Mr. Ibergs is the planning manager of the Wilmington Refinery for Valero Energy Corp. We expect Mr. Ibergs to testify generally about Valero's ability or inability to avoid the numerical property limitations of the claims of Unocal's five patents related to RFG. We also expect Mr. Ibergs to testify concerning refinery modifications made at Wilmington and decision making relating to these modifications. We reserve the right to call Mr. Ibergs to testify as to any matters discussed or raised in his deposition, which has been noticed but not yet taken. He will testify either live or by deposition.
58. **Bob Simonson.** Mr. Simonson is the principal blending engineer, Benicia Refinery, for Valero Energy Corp. We expect that Mr. Simonson will testify generally about Valero's ability or inability to avoid the numerical property limitations of the claims of Unocal's five patents related to RFG. We also expect Mr. Simonson to testify concerning refinery modifications made at Benicia and decision making relating to these modifications. We reserve the right to call Mr. Simonson to testify as to any matters discussed or raised in his deposition, which has been noticed but not yet taken. He will testify either live or by deposition.



59.

**REDACTED-****Western States Petroleum Association**

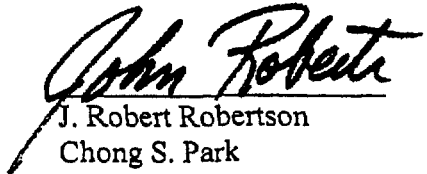
60. **Gina Grey.** Ms. Grey is the Executive Director for WSPA. We expect that Ms. Grey will testify regarding the work of committees of WSPA, including the development of the predictive model and other WSPA initiatives. We further expect Ms. Grey to describe WSPA's interactions with CARB and Unocal's involvement in WSPA's activities. We reserve the right to call Ms. Grey to testify as to any matters discussed or raised in her deposition. She will testify live or by deposition.

**Expert Witnesses**

61. **Blake Eskew, Purvin & Gertz.** We expect Mr. Eskew to testify as to matters raised in his expert report or rebuttal report, to be provided in accordance with the Scheduling Order in this matter, and/or to testify as to any matter raised by Respondents or their experts.
62. **Michael Sarna, Purvin & Gertz.** We expect Mr. Sarna to testify as to matters raised in his expert report or rebuttal report, to be provided in accordance with the Scheduling Order in this matter, and/or to testify as to any matter raised by Respondents or their experts.

63. **Carl Shapiro, Charles River Associates/ University of California at Berkeley.** We expect Dr. Shapiro to testify as to matters raised in his expert report or rebuttal report, to be provided in accordance with the Scheduling Order in this matter, and/or to testify as to any matter raised by Respondents or their experts.

Respectfully Submitted,



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

Dated: September 18, 2003

**CERTIFICATE OF SERVICE**

I hereby certify that on October 14, 2003, I caused to be delivered for filing via U.S. Mail the original and two paper copies of the Confidential version together with two paper copies of the public version of Exhibit B to Union Oil Company of California's Motion in Limine to Exclude Extrinsic Evidence on the Auto/Oil Agreement's Unambiguous Independent Research Provision, and caused an electronic copy of the public version to be delivered for filing via e-mail to:

C. Landis Plummer, Acting Secretary  
Federal Trade Commission  
600 Pennsylvania Ave. NW, Rm. H-159  
Washington, DC 20580  
E-mail: *secretary@ftc.gov*

I hereby certify that on October 14, 2003, I also caused two paper copies of the Confidential version and two paper copies of the public version of Exhibit B to Union Oil Company of California's Motion in Limine to Exclude Extrinsic Evidence on the Auto/Oil Agreement's Unambiguous Independent Research Provision to be delivered via U.S. Mail to:

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

I hereby certify that on October 14, 2003, I also caused one paper copy of the Confidential version and one paper copy of the public version of Exhibit B to Union Oil Company of California's Motion in Limine to Exclude Extrinsic Evidence on the Auto/Oil Agreement's Unambiguous Independent Research Provision to be served upon each person listed below via overnight delivery (Federal Express):

J. Robert Robertson, Esq.  
Senior Litigation Counsel  
Federal Trade Commission  
600 Pennsylvania Avenue NW, Drop 374  
Washington, DC 20580

Richard B. Dagen, Esq. through service upon  
Chong S. Park, Esq.  
Bureau of Competition  
Federal Trade Commission  
601 New Jersey Avenue NW, Drop 6264  
Washington, DC 20001

*Signature on File with Commission*  
Bethany D. Krueger