UNITED STATES OF AMERICA BEFORE THE FEDERAL TRADE COMMISSION

PUBLIC

In the Matter of

UNION OIL COMPANY OF CALIFORNIA, INC. a corporation

DOCKET NO: 9305

DECLARATION OF WILLIAM E. STONER IN SUPPORT OF NON-PARTY VALERO ENERGY CORPORATION INC.'S MOTION FOR *IN CAMERA* TREATMENT OF FOURTEEN CONFIDENTIAL DOCUMENTS

I, WILLIAM E. STONER, declare and state as follows:

1. I am an attorney at law duly licensed to practice before all the Courts of the State

of California. I am Of Counsel with the law firm of Hennigan, Bennett & Dorman LLP,

attorneys of record for Non-Party Valero Energy Corporation, Inc. ("Valero"). I am over the age

of eighteen and competent to give testimony. I have personal knowledge of the facts stated

below and if called upon to testify thereto, I could and would do so competently.

2. I make this Declaration in support of Non-Party Valero Energy Corporation's

Motion for In Camera Treatment of Fourteen Confidential Documents identified as follows:

Trial Exh. Number	Document Date	Description	Bates Numbers
CX0820	7/29/94	Clean Fuels Project Wilmington Refinery Process Data Book and Operating Instructions	VALFTC-0010750-0011041
CX0821	4/01	Wilmington Refinery CARB RFG III Project Process Design Specification for Utilities	VALFTC-0011132-0011164
CX0822	4/01	Wilmington Refinery CARB RFG III Project Overview	VALFTC-0011043-0011120

Trial Exh. Number	Document Date	Description	Bates Numbers
CX0823	1995	Valero Wilmington Refinery Clean Fuels Projects Steps I, II & III	VALFTC-0017604-0017635
CX0824	Undated	Detailed Process Step III	VALFTC-0017484-0017603
CX0825	Undated	Detailed Process Description Step I/II	VALFTC-0017386-0017483
CX0826	8/20/99	CARB Phase 3 Revised Specs and Operation	VALFTC-0016548-0016659
CX0827	12/93	Fluor Daniel Clean Fuels FCC Modifications Turnaround Project Book	VALFTC-0011369-0011625
CX0828	4/01	Wilmington Refinery CARB RFG III Project Process Design Specification for HF Alkylation Unit	VALFTC-0011240-0011367-
CX0829	4/01	Wilmington Refinery CARB RFG III Project Process Design Specification for Butamer Unit	VALFTC-0011175-0011239
CX2211	Undated	Benecia Refinery Batch data from 2000-2003	CX2211-080
CX2212	Undated	Wilmington Refinery Batch data from 1996- 2003	CX2212-113
RX278	6/26/02	CARB III Gasoline Strategy West Coast Refineries	VALFTC-0048773-0048780
RX279	1/23/01	Benecia Refinery CARB RFG3 Meeting	VALFTC-0048746-0048754

3. On October 15, 2003, and on several occasions prior to that date, I spoke by telephone with Ms. Diane L. Simerson, Esq., of Robins, Kaplan, Miller & Ciresi L.L.P., counsel of record for Union Oil Company of California ("Unocal") in FTC proceeding No. 9305. On September 26, 2003, Ms. Simerson had served Valero with notice of the trial exhibits Unocal intended to use which may contain information confidential to Valero. From that list of trial exhibits Valero identified two exhibits, RX 278 and RX 279, which Valero believes warrant *in camera* treatment in the FTC proceeding. After having the opportunity to review those two exhibits Ms. Simerson confirmed to me that Unocal would not oppose Valero's Motion for in *camera* treatment for those two trial exhibits, nor twelve of the trial exhibits designated by

Complaint Counsel discussed below.

4. On October 15, 2003, and on several occasions prior to that date, I spoke by telephone with Ms. Peggy D. Bayer, Esq., of the FTC's Bureau of Competition Anticompetitive Practices Division regarding FTC proceeding No. 9305. On September 24, 2003, Ms. Bayer had served Valero with notice of the trial exhibits Complaint Counsel intended to use which may contain information confidential to Valero. From that list of trial exhibits Valero identified twelve exhibits, CX0820, CX0821, CX0822, CX0823, CX0824, CX0825, CX0826, CX0827, CX0828, CX2211 and CX2212, which Valero believed warranted *in camera* treatment in the FTC proceeding. After having the opportunity to review those twelve exhibits Ms. Bayer confirmed to me that Complaint Counsel would not oppose Valero's Motion for *in camera* treatment for those twelve trial exhibits, nor two of the trial exhibits designated by Unocal discussed above.

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

Executed this 17th day of October 2003 at Los Angeles, California.

William E. Stoner

CERTIFICATE OF SERVICE

I declare as follows:

I certify that on October 17, 2003, I caused an original and two copies of the DECLARATION OF WILLIAM E. STONER IN SUPPORT OF NON-PARTY VALERO ENERGY CORPORATION INC.'S MOTION FOR *IN CAMERA* TREATMENT OF FOURTEEN CONFIDENTIAL DOCUMENTS to be served (one electronic copy of that declaration to be filed by electronic mail) with:

Donald S. Clark Secretary Federal Trade Commissions 600 Pennsylvania Ave., NW Rm. H-159 Washington, DC 20580

I also certify that on October 17, 2003, I caused one copy of the foregoing motion to be served by U.S. Mail and Federal Express upon:

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

I also certify that on October 17, 2003, I caused one copy of the foregoing motion to be served by U.S. Mail and Federal Express upon each person listed below:

J. Robert Robertson, Esq. Senior Litigation Counsel Bureau of Competition Federal Trade Commission 600 Pennsylvania Ave., NW\ Washington, DC 20580 Richard B. Dagen (through service upon) Chong S. Park, Esq. Bureau of Competition Federal Trade Commission 601 New Jersey Ave., NW Rm. NJ-6213

I also certify that on October 17, 2003, I caused one copy of the foregoing motion to be served by U.S. Mail and Federal Express upon:

David W. Beehler, Esq. Diane Simerson, Esq. Robins, Kaplan, Miller & Ciresi, LLP 2800 LaSalle Plaza 800 LaSalle Ave. Minneapolis, MN 55402-2015

William E. Stoner