

days after service upon it of this order, file with the Commission a report, in writing, setting forth in detail the manner and form in which it has complied with this order, and shall within sixty (60) days submit copies of those lists provided by all current directors of Sohio pursuant to Paragraphs II and III designating all other corporations of which they are directors.

IN THE MATTER OF

DIAMOND SHAMROCK CORPORATION

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF THE
FEDERAL TRADE COMMISSION ACT AND SEC. 8 OF THE CLAYTON
ACT

Docket C-2685. Complaint, July 17, 1975-Decision, July 17, 1975

Consent order requiring a Cleveland, Ohio, energy company, among other things to cease permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of The Standard Oil Company, an Ohio Corporation.

Appearances

For the Commission: *Barry L. Malter.*

For the respondent: *John A. Wilson, Cleveland, Ohio.*

COMPLAINT

The Federal Trade Commission, having reason to believe that the above named respondents have violated the provisions of Section 8 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, as amended, and that a proceeding in respect thereof would be in the interest of the public, issues this complaint, stating its charges as follows:

PARAGRAPH 1. Respondent The Standard Oil Company (hereinafter referred to as Sohio) is a corporation organized and existing under and by virtue of the laws of the State of Ohio, maintaining its principal place of business at 101 W. Prospect Ave., Cleveland, Ohio. At all times relevant to this complaint, Sohio had capital, surplus, and undivided profits aggregating in excess of \$1 million. In 1972, Sohio had sales and operating revenues of \$1,446,636,000.

PAR. 2. Respondent Diamond Shamrock Corporation (hereinafter referred to as Diamond Shamrock) is a corporation organized and existing under and by virtue of the laws of the State of Delaware,

maintaining its principal place of business at 1100 Superior Ave., Cleveland, Ohio. At all times relevant to this complaint, Diamond Shamrock had capital, surplus and undivided profits aggregating in excess of \$1 million. In 1972 Diamond Shamrock had sales and operating revenues of \$617,337,000.

PAR. 3. In 1974, and previously thereto, Mr. Horace A. Shepard served simultaneously as a director of Sohio and Diamond Shamrock. Mr. Shepard resigned from the board of directors of Diamond Shamrock on July 26, 1974, after having been notified of the Commission's intention to issue a complaint in this matter.

PAR. 4. (a) The business of Sohio and Diamond Shamrock encompasses, but is not limited to, the exploration, production and sale of crude petroleum and natural gas.

(b) Respondents engage in the aforesaid activities in the same geographic areas of the United States including, but not limited to, Louisiana, Oklahoma, Texas and Wyoming.

PAR. 5. (a) Sohio and Diamond Shamrock have been and are, by virtue of their business and location of operations, competitors of each other.

(b) The elimination of competition by agreement or otherwise between Sohio and Diamond Shamrock would hinder, foreclose, and restrain competition or tend to create a monopoly in the exploration, production, and sale of crude petroleum and natural gas.

(c) Sohio and Diamond Shamrock each engages in commerce as that term is defined in the Clayton Act and the Federal Trade Commission Act.

PAR. 6. The director interlock, as herein alleged, constitutes a violation of Section 8 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

DECISION AND ORDER

The Commission having heretofore determined to issue its complaint charging the respondent named in the caption hereto with violation of the Federal Trade Commission Act, and the respondent having been served with notice of said determination and with a copy of the complaint the Commission intended to issue, together with a proposed form of order; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondent of all the jurisdictional facts set forth in the complaint to issue herein, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondent that the law has been violated as alleged in such complaint,

and waivers and other provisions as required by the Commission's rules; and

The Commission having considered the agreement and having provisionally accepted same, and the agreement containing consent order having thereupon been placed on the public record for a period of sixty (60) days, and having duly considered the comment filed thereafter pursuant to Section 2.34(b) of its rules, now in further conformity with the procedure prescribed in Section 2.34(b) of its rules, the Commission hereby issues its complaint, in the form contemplated by said agreement, makes the following jurisdictional finding, and enters the following order:

1. Respondent, Diamond Shamrock Corporation (Diamond Shamrock), is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 1100 Superior Ave., Cleveland, Ohio.

2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the respondent, and the proceeding is in the public interest.

ORDER

I

It is ordered, That Diamond Shamrock Corporation (Diamond Shamrock), its successors and assigns, do forthwith cease and desist from permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of The Standard Oil Company, an Ohio corporation (Sohio).

II

It is further ordered, That Diamond Shamrock shall, within thirty days after service of this order, and annually for a period ending five (5) years thereafter, request from each member of its board of directors a written statement which discloses the name, business, and location of operations of each other corporation of which such member is also a director, exclusive of any corporation in which Diamond Shamrock controls, directly or indirectly through subsidiaries, more than 50 percent of the voting stock; exclusive of any corporation which derives annual gross revenues of less than \$1 million from the exploration, production and sale of natural gas and crude petroleum; and exclusive of any corporation not engaged in "commerce" as defined in Section 1 of the Clayton Act as amended or Section 4 of the Federal Trade Commission Act.

III

It is further ordered, That for a period ending five (5) years after service of this order, Diamond Shamrock shall, at least thirty (30) days prior to any directors' meeting at which one or more directors will be elected or the mailing of proxy statements for any shareholder meeting at which one or more directors will be elected, request from each person who is being considered as a member of the board of directors, but has not been a member of the board of directors during the previous year, a written statement which discloses the information described in Paragraph II.

IV

It is further ordered, That for a period ending five (5) years after service of this order, Diamond Shamrock shall not permit on its board of directors any person who fails to submit a written statement pursuant to Paragraphs II and III or any person who is a director of another corporation named in response to the statements required pursuant to Paragraphs II and III when said statement reveals or when a reasonably diligent investigation would reveal to respondent that such other corporation is a competitor of Diamond Shamrock by virtue of its business and location of operations in the exploration, production or sale of crude petroleum or natural gas. If compliance with Paragraphs I and IV requires any member of Diamond Shamrock's board of directors to resign or to be removed from the board of directors of either Diamond Shamrock or such other corporation, Diamond Shamrock shall be allowed a reasonable period of time within which to take any legal or other steps which are necessary to secure compliance with this order.

V

It is further ordered, That Diamond Shamrock notify the Commission at least thirty (30) days prior to any proposed change in the corporate respondent which may affect compliance obligations arising out of this order, such changes to include, but not be limited to, dissolution, assignment or sale resulting in the emergence of a successor corporation.

VI

It is further ordered, That respondent Diamond Shamrock shall, within thirty (30) days after service upon it of this order, file with the Commission a report, in writing, setting forth in detail the manner and

form in which it has complied with this order, and shall within sixty (60) days submit copies of those lists provided by all current directors of Diamond Shamrock pursuant to Paragraphs II and III designating all other corporations of which they are directors.

IN THE MATTER OF
AMERADA HESS CORPORATION

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
THE FEDERAL TRADE COMMISSION ACT AND SEC. 8 OF THE
CLAYTON ACT

Docket C-2686. Complaint, July 17, 1975—Decision, July 17, 1975

Consent order requiring a New York City energy company, among other things to cease permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Newmont Mining Corp.

Appearances

For the Commission: *Robert B. Greenbaum.*

For the respondent: *Briscoe R. Smith, Milbank, Tweed, Hadley & McCloy, New York City.*

COMPLAINT

The Federal Trade Commission, having reason to believe that the above named respondents have violated the provisions of Section 8 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, and that a proceeding in respect thereof would be in the interest of the public, issues this complaint, stating its charges as follows:

PARAGRAPH 1. Respondent Amerada Hess Corporation is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 1185 Avenue of the Americas, New York, N.Y. At all times relevant to this complaint, Amerada Hess had capital, surplus, and undivided profits aggregating in excess of \$26 million. In 1972, Amerada Hess had revenues of approximately \$1 billion.

PAR. 2. Respondent Newmont Mining Corporation is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 300 Park Ave., New York, N.Y. At all times relevant to this complaint, Newmont Mining Corporation had capital, surplus, and undivided profits aggre-

gating in excess of \$44 million. In 1972, it had revenues of approximately \$272 million.

PAR. 3. In 1968 William B. Moses, Jr., was elected to the board of directors of Amerada Hess and has served in that capacity from the time of his election to and including the date of this complaint. In 1966 he was elected to the board of directors of Newmont Mining, and he has been a director of Newmont Mining from that time to and including the date of this complaint. On Nov. 25, 1974, Mr. Moses tendered his resignation from the board of directors of Amerada Hess, said resignation to be effective on the date of the Commission's entry of a consent order.

PAR. 4. The business of respondents Amerada Hess and Newmont Mining encompasses, but is not limited to the exploration, production, and sale of crude petroleum and natural gas.

PAR. 5. (a) Amerada Hess and Newmont Mining Corporation by the nature of their business and location of operations are competitors of each other with respect to the exploration, production, and sale of crude petroleum and natural gas.

(b) The elimination of competition by agreement or otherwise between Amerada Hess and Newmont Mining would hinder, foreclose, and restrain competition or tend to create a monopoly in the exploration, production, and sale of crude petroleum and natural gas.

PAR. 6. (a) The activities referred to in Paragraph Four are performed by corporate respondents in various States of the United States and products of those services are sold and distributed in various States.

(b) Amerada Hess and Newmont Mining each engages in commerce as that term is defined in the Clayton Act and the Federal Trade Commission Act.

PAR. 7. The director interlock, as herein above alleged, constitutes a violation of Section 8 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

DECISION AND ORDER

The Commission having heretofore determined to issue its complaint charging the respondent named in the caption hereto with violation of the Federal Trade Commission Act, and the respondent having been served with notice of said determination and with a copy of the complaint the Commission intended to issue, together with a proposed form of order; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondent of all the jurisdictional facts set forth in the complaint to

issue herein, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondent that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's rules; and

The Commission having considered the agreement and having provisionally accepted same, and the agreement containing consent order having thereupon been placed on the public record for a period of sixty (60) days, and having duly considered the comment filed thereafter pursuant to Section 2.34(b) of its rules, now in further conformity with the procedure prescribed in Section 2.34(b) of its rules, the Commission hereby issues its complaint, in the form contemplated by said agreement, makes the following jurisdictional finding, and enters the following order:

1. Respondent, Amerada Hess Corporation, (Amerada), is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 1185 Avenue of the Americas, New York, N.Y.
2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the respondent, and the proceeding is in the public interest.

ORDER

I

It is ordered, That Amerada Hess Corporation (Amerada), its successors and assigns, do forthwith cease and desist from permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Newmont Mining Corporation.

II

It is further ordered, That Amerada shall, within thirty days after service of this order, and annually for a period ending five (5) years thereafter, request from each member of its board of directors a written statement which discloses the name, business, and location of operations of each other corporation of which such member is also a director, exclusive of any corporation in which Amerada controls, directly or indirectly through subsidiaries, more than 50 percent of the voting stock; exclusive of any corporation which derives annual gross revenues of less than \$1 million from the exploration, production and sale of natural gas and crude petroleum; and exclusive of any corporation not engaged in "commerce" as defined in Section 1 of the

Clayton Act as amended or Section 4 of the Federal Trade Commission Act.

III

It is further ordered, That for a period ending five (5) years after service of this order, Amerada shall, at least thirty (30) days prior to any directors' meeting at which one or more directors will be elected or the mailing of proxy statements for any shareholder meeting at which one or more directors will be elected, request from each person who is being considered as a member of the board of directors, but has not been a member of the board of directors during the previous year, a written statement which discloses the information described in Paragraph II.

IV

It is further ordered, That for a period ending five (5) years after service of this order, Amerada shall not permit on its board of directors any person who fails to submit a written statement pursuant to Paragraphs II and III or any person who is a director of another corporation named in response to the statements required pursuant to Paragraphs II and III when said statement reveals or when a reasonably diligent investigation would reveal to respondent that such other corporation is a competitor of Amerada by virtue of its business and location of operation in the exploration, production or sale of crude petroleum or natural gas. If compliance with Paragraphs I and IV requires any member of Amerada's board of directors to resign or to be removed from the board of directors of either Amerada or such other corporation, Amerada shall be allowed a reasonable period of time within which to take any legal or other steps which are necessary to secure compliance with this order.

V

It is further ordered, That Amerada notify the Commission at least thirty (30) days prior to any proposed change in the corporate respondent which may affect compliance obligations arising out of this order, such changes to include, but not be limited to, dissolution, assignment or sale resulting in the emergence of a successor corporation.

VI

It is further ordered, That respondent Amerada shall, within thirty (30) days after service upon it of this order, file with the Commission a

Complaint

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report, in writing, setting forth in detail the manner and form in which it has complied with this order, and shall within sixty (60) days submit copies of those lists provided by all current directors of Amerada pursuant to Paragraphs II and III designating all other corporations of which they are directors.

IN THE MATTER OF

NEWMONT MINING CORPORATION

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
SEC. 5 OF THE FEDERAL TRADE COMMISSION ACT, AND SEC. 8
OF THE CLAYTON ACT

Docket C-2687. Complaint, July 17, 1975—Decision, July 17, 1975

Consent order requiring a New York City energy company, among other things to cease permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Amerada Hess Corp.

Appearances

For the Commission: *Robert B. Greenbaum.*

For the respondent: *Edwin M. Zimmerman, Covington & Burling,*
New York City.

COMPLAINT

The Federal Trade Commission, having reason to believe that the above named respondents have violated the provisions of Section 8 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, and that a proceeding in respect thereof would be in the interest of the public, issues this complaint, stating its charges as follows:

PARAGRAPH 1. Respondent Amerada Hess Corporation is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 1185 Avenue of the Americas, New York, N.Y. At all times relevant to this complaint, Amerada Hess had capital, surplus, and undivided profits aggregating in excess of \$26 million. In 1972, Amerada Hess had revenues of approximately \$1 billion.

PAR. 2. Respondent Newmont Mining Corporation is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 300 Park Ave., New York, N.Y. At all times relevant to this complaint, Newmont

Mining Corporation had capital, surplus, and undivided profits aggregating in excess of \$44 million. In 1972, it had revenues of approximately \$272 million.

PAR. 3. In 1968 William B. Moses, Jr., was elected to the board of directors of Amerada Hess and has served in that capacity from the time of his election to and including the date of this complaint. In 1966 he was elected to the board of directors of Newmont Mining, and he has been a director of Newmont Mining from that time to and including the date of this complaint. On Nov. 25, 1974, Mr. Moses tendered his resignation from the board of directors of Amerada Hess, said resignation to be effective on the date of the Commission's entry of a consent order.

PAR. 4. The business of respondents Amerada Hess and Newmont Mining encompasses, but is not limited to the exploration, production, and sale of crude petroleum and natural gas.

PAR. 5. (a) Amerada Hess and Newmont Mining Corporation by the nature of their business and location of operations are competitors of each other with respect to the exploration, production, and sale of crude petroleum and natural gas.

(b) The elimination of competition by agreement or otherwise between Amerada Hess and Newmont Mining would hinder, foreclose, and restrain competition or tend to create a monopoly in the exploration, production, and sale of crude petroleum and natural gas.

PAR. 6. (a) The activities referred to in Paragraph Four are performed by corporate respondents in various States of the United States and products of those services are sold and distributed in various States.

(b) Amerada Hess and Newmont Mining each engages in commerce as that term is defined in the Clayton Act and the Federal Trade Commission Act.

PAR. 7. The director interlock, as herein above alleged, constitutes a violation of Section 8 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

DECISION AND ORDER

The Commission having heretofore determined to issue its complaint charging the respondent named in the caption hereto with violation of the Federal Trade Commission Act, and the respondent having been served with notice of said determination and with a copy of the complaint the Commission intended to issue, together with a proposed form of order; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the

respondent of all the jurisdictional facts set forth in the complaint to issue herein, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondent that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's rules; and

The Commission having considered the agreement and having provisionally accepted same, and the agreement containing consent order having thereupon been placed on the public record for a period of sixty (60) days, and having duly considered the comment filed thereafter pursuant to Section 2.34(b) of its rules, now in further conformity with the procedure prescribed in Section 2.34(b) of its rules, the Commission hereby issues its complaint, in the form contemplated by said agreement, makes the following jurisdictional finding, and enters the following order:

1. Respondent, Newmont Mining Corporation (Newmont), is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 300 Park Ave., New York, N.Y.

2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the respondent, and the proceeding is in the public interest.

ORDER

I

It is ordered, That Newmont Mining Corporation (Newmont) its successors and assigns, do forthwith cease and desist from permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Amerada Hess Corporation.

II

It is further ordered, That Newmont shall, within thirty days after service of this order, and annually for a period ending five (5) years thereafter, request from each member of its board of directors a written statement which discloses the name, business, and location of operations of each other corporation of which such member is also a director, exclusive of any corporation in which Newmont controls directly or indirectly through subsidiaries, more than 50 percent of the voting stock; exclusive of any corporation which derives annual gross revenues of less than \$1 million from the exploration, production and sale of natural gas and crude petroleum; and exclusive of any corporation not engaged in "commerce" as defined in Section 1 of the

Clayton Act as amended or Section 4 of the Federal Trade Commission Act.

III

It is further ordered, That for a period ending five (5) years after service of this order, Newmont at least thirty (30) days prior to any directors' meeting at which one or more directors will be elected or the mailing of proxy statements for any shareholder meeting at which one or more directors will be elected, request from each person who is being considered as a member of the board of directors, but has not been a member of the board of directors during the previous year, a written statement which discloses the information described in Paragraph II.

IV

It is further ordered, That for a period ending five (5) years after service of this order, Newmont shall not permit on its board of directors any person who fails to submit a written statement pursuant to Paragraphs II and III or any person who is a director of another corporation named in response to the statements required pursuant to Paragraphs II and III when said statement reveals or when a reasonably diligent investigation would reveal to respondent that such other corporation is a competitor of Newmont by virtue of its business and location of operation in the exploration, production or sale of crude petroleum or natural gas. If compliance with Paragraphs I and IV requires any member of Newmont's board of directors to resign or to be removed from the board of directors of either Newmont or such other corporation, Newmont shall be allowed a reasonable period of time within which to take any legal or other steps which are necessary to secure compliance with this order.

V

It is further ordered, That Newmont notify the Commission at least thirty (30) days prior to any proposed change in the corporate respondent which may affect compliance obligations arising out of this order, such changes to include, but not be limited to, dissolution, assignment or sale resulting in the emergence of a successor corporation.

VI

It is further ordered, That respondent Newmont shall, within thirty (30) days after service upon it of this order, file with the Commission a

Complaint

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report, in writing, setting forth in detail the manner and form in which it has complied with this order, and shall within sixty (60) days submit copies of those lists provided by all current directors of Newmont pursuant to Paragraphs II and III designating all other corporations of which they are directors.

IN THE MATTER OF

EL PASO NATURAL GAS COMPANY

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
THE FEDERAL TRADE COMMISSION ACT AND SEC. 8 OF THE
CLAYTON ACT

Docket C-2688. Complaint, July 17, 1975-Decision, July 17, 1975

Consent order requiring a Houston, Texas, energy company among other things to cease permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Transcontinental Gas Pipe Line Corp.

Appearances

For the Commission: *Allee A. Ramadhan.*

For the respondent: *Arthur H. Dean and Roy H. Steyer, Sullivan & Cromwell, New York City.*

COMPLAINT

The Federal Trade Commission having reason to believe that the above-named respondents have violated the provisions of Section 8 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, and that a proceeding in respect thereof would be in the interest of the public, issues this complaint, stating its charges as follows:

PARAGRAPH 1. Respondent El Paso Natural Gas Co. (El Paso) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 2727 Allen Pkwy., American General Bldg., Houston, Tex. At all times relevant to this complaint, El Paso Natural Gas Co. had capital, surplus, and undivided profits aggregating in excess of \$64 million. In 1972 El Paso Natural Gas Co. had revenues of approximately \$1.1 billion.

PAR. 2. Respondent Transcontinental Gas Pipe Line Corp. (Transcontinental) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal

place of business at 2700 S. Post Oak, Houston, Tex. At all times relevant to this complaint, Transcontinental Pipe Line Corp. had capital, surplus, and undivided profits aggregating in excess of \$53 million. In 1972, it had revenues of approximately \$482 million.

PAR. 3. In 1974 and for some years previously, Mr. Alfred C. Glassell, Jr. and Franz Schneider served simultaneously as directors of El Paso and Transcontinental. On or about Aug. 27, 1974 both individuals resigned from Transcontinental's Board of Directors having been notified of the Commission's intention to issue a complaint in this matter.

PAR. 4. El Paso's and Transcontinental's respective business each encompasses, but is not limited to the exploration, processing, transportation, and sale of natural gas.

PAR. 5. (a) El Paso and Transcontinental, by the nature of their business and location of operations are competitors of each other with respect to the exploration, production, processing, or sale of natural gas.

(b) The elimination of competition by agreement or otherwise between El Paso and Transcontinental would hinder, foreclose, and restrain competition or tend to create a monopoly in the exploration, production, processing or sale of natural gas.

PAR. 6. (a) The activities referred to in Paragraph Four are performed by El Paso and Transcontinental in various States of the United States and products of those services are sold and distributed in many other States of the United States.

(b) El Paso and Transcontinental each engages in commerce as that term is defined in the Clayton Act and the Federal Trade Commission Act.

PAR. 7. The director interlock, as hereinabove alleged, constitutes a violation of Section 8 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

DECISION AND ORDER

The Commission having heretofore determined to issue its complaint charging the respondent named in the caption hereto with violation of the Federal Trade Commission Act, and the respondent having been served with notice of said determination and with a copy of the complaint the Commission intended to issue, together with a proposed form of order; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondent of all the jurisdictional facts set forth in the complaint to issue herein, a statement that the signing of said agreement is for

settlement purposes only and does not constitute an admission by respondent that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's rules; and

The Commission having considered the agreement and having provisionally accepted same, and the agreement containing consent order having thereupon been placed on the public record for a period of sixty (60) days, and having duly considered the comment filed thereafter pursuant to Section 2.34(b) of its rules, now in further conformity with the procedure prescribed in Section 2.34(b) of its rules, the Commission hereby issues its complaint, in the form contemplated by said agreement, makes the following jurisdictional finding, and enters the following order:

1. Respondent, El Paso Natural Gas Company (El Paso), is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 2727 Allen Pkwy., American General Bldg., Houston, Tex.

2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the respondent, and the proceeding is in the public interest.

ORDER

I

It is ordered, That El Paso Natural Gas Company (El Paso), its successors and assigns, do forthwith cease and desist from permitting any individual to serve on its Board of Directors if such individual is or would be at the same time a director of Transcontinental Gas Pipe Line Corporation.

II

It is further ordered, That El Paso shall, within thirty days after service of this order, and annually for a period ending five (5) years thereafter, request from each member of its board of directors a written statement which discloses the name, business, and location of operations of each other corporation of which such member is also a director, exclusive of any corporation in which El Paso controls, directly or indirectly through subsidiaries, more than 50 percent of the voting stock; exclusive of any corporation which derives annual gross revenues of less than \$1 million from the exploration, production and sale of natural gas; and exclusive of any corporation not engaged in

“commerce” as defined in Section 1 of the Clayton Act as amended or Section 4 of the Federal Trade Commission Act.

III

It is further ordered, That for a period ending five (5) years after service of this order, El Paso shall, at least thirty (30) days prior to any directors' meeting at which one or more directors will be elected or the mailing of proxy statements for any shareholder meeting at which one or more directors will be elected, request from each person who is being considered as a member of the board of directors, but has not been a member of its board of directors during the previous year, a written statement which discloses the information described in Paragraph II.

IV

It is further ordered, That for a period ending five (5) years after service of this order, El Paso shall not permit on its board of directors any person who fails to submit a written statement pursuant to Paragraphs II and III or any person who is a director of another corporation named in response to the statements required pursuant to Paragraphs II and III when said statement reveals or when a reasonably diligent investigation would reveal to respondent that such other corporation is a competitor of El Paso by virtue of its business and location of operation in the exploration, production or sale of natural gas. If compliance with Paragraphs I and IV requires any member of El Paso's board of directors to resign or to be removed from the board of directors of either El Paso or such other corporation, El Paso shall be allowed a reasonable period of time within which to take any legal or other steps which are necessary to secure compliance with this order.

V

It is further ordered, That El Paso notify the Commission at least thirty (30) days prior to any proposed change in the corporate respondent which may affect compliance obligations arising out of this order, such changes to include, but not be limited to, dissolution, assignment or sale resulting in the emergence of a successor corporation.

VI

It is further ordered, That respondent El Paso shall, within thirty (30) days after service upon it of this order, file with the Commission a

Complaint

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report, in writing, setting forth in detail the manner and form in which it has complied with this order, and shall within sixty (60) days submit copies of those lists provided by all current directors of El Paso pursuant to Paragraphs II and III designating all other corporations of which they are directors.

IN THE MATTER OF

TRANSCONTINENTAL GAS PIPE LINE CORPORATION

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
THE FEDERAL TRADE COMMISSION ACT AND SEC. 8 OF THE
CLAYTON ACT

Docket C-2689. Complaint, July 17, 1975-Decision, July 17, 1975

Consent order requiring a Houston, Tex., energy company, among other things to cease permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of El Paso Natural Gas Company.

Appearances

For the Commission: *Allee A. Ramadhan.*

For the respondent: *William M. Sayre, Cahill, Gordon [Reindel,*
New York City.

COMPLAINT

The Federal Trade Commission having reason to believe that the above-named respondents have violated the provisions of Section 8 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, and that a proceeding in respect thereof would be in the interest of the public, issues this complaint, stating its charges as follows:

PARAGRAPH 1. Respondent El Paso Natural Gas Co. (El Paso) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 2727 Allen Pkwy., American General Bldg., Houston, Tex. At all times relevant to this complaint, El Paso Natural Gas Co. had capital, surplus, and undivided profits aggregating in excess of \$64 million. In 1972 El Paso Natural Gas Co. had revenues of approximately \$1.1 billion.

PAR. 2. Respondent Transcontinental Gas Pipe Line Corp. (Transcontinental) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal

place of business at 2700 S. Post Oak, Houston, Tex. At all times relevant to this complaint, Transcontinental Pipe Line Corp. had capital, surplus, and undivided profits aggregating in excess of \$53 million. In 1972, it had revenues of approximately \$482 million.

PAR. 3. In 1974 and for some years previously, Mr. Alfred C. Glassell, Jr. and Franz Schneider served simultaneously as directors of El Paso and Transcontinental. On or about Aug. 27, 1974 both individuals resigned from Transcontinental's board of directors having been notified of the Commission's intention to issue a complaint in this matter.

PAR. 4. El Paso's and Transcontinental's respective business each encompasses, but is not limited to the exploration, processing, transportation, and sale of natural gas.

PAR. 5. (a) El Paso and Transcontinental, by the nature of their business and location of operations are competitors of each other with respect to the exploration, production, processing, or sale of natural gas.

(b) The elimination of competition by agreement or otherwise between El Paso and Transcontinental would hinder, foreclose, and restrain competition or tend to create a monopoly in the exploration, production, processing or sale of natural gas.

PAR. 6. (a) The activities referred to in Paragraph Four are performed by El Paso and Transcontinental in various States of the United States and products of those services are sold and distributed in many other States of the United States.

(b) El Paso and Transcontinental each engages in commerce as that term is defined in the Clayton Act and the Federal Trade Commission Act.

PAR. 7. The director interlock, as hereinabove alleged, constitutes a violation of Section 8 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

DECISION AND ORDER

The Commission having heretofore determined to issue its complaint charging the respondent named in the caption hereto with violation of the Federal Trade Commission Act, and the respondent having been served with notice of said determination and with a copy of the complaint the Commission intended to issue, together with a proposed form of order; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondent of all the jurisdictional facts set forth in the complaint to issue herein, a statement that the signing of said agreement is for

settlement purposes only and does not constitute an admission by respondent that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's rules; and

The Commission having considered the agreement and having provisionally accepted same, and the agreement containing consent order having thereupon been placed on the public record for a period of sixty (60) days, and having duly considered the comment filed thereafter pursuant to Section 2.34(b) of its rules, now in further conformity with the procedure prescribed in Section 2.34(b) of its rules, the Commission hereby issues its complaint, in the form contemplated by said agreement, makes the following jurisdictional finding, and enters the following order:

1. Respondent Transcontinental Gas Pipe Line Corp. (Transcontinental) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 2700 S. Post Oak, Houston, Tex. At all times relevant to this complaint, Transcontinental Pipe Line Corp. had capital, surplus, and undivided profits aggregating in excess of \$53 million. In 1972, it had revenues of approximately \$482 million.

2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the respondent, and the proceeding is in the public interest.

ORDER

I

It is ordered, That Transcontinental Gas Pipe Line Corporation (Transcontinental), its successors and assigns, do forthwith cease and desist from permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of El Paso Natural Gas Company.

II

It is further ordered, That Transcontinental shall, within thirty (30) days after service of this order, and annually for a period ending five (5) years thereafter, request from each member of its board of directors a written statement which discloses the name, business, and location of operations of each other corporation of which such member is also a director, exclusive of any corporation in which Transcontinental controls, directly or indirectly through subsidiaries, more than 50 percent of the voting stock; exclusive of any corporation which derives annual gross revenues of less than \$1 million from the exploration,

production and sale of natural gas; and exclusive of any corporation not engaged in "commerce" as defined in Section 1 of the Clayton Act as amended or Section 4 of the Federal Trade Commission Act.

III

It is further ordered, That for a period ending five (5) years after service of this order, Transcontinental shall, at least thirty (30) days prior to any directors' meeting at which one or more directors will be elected or the mailing of proxy statements for any shareholder meeting at which one or more directors will be elected, request from each person who is being considered as a member of its board of directors, but has not been a member of the board of directors during the previous year, a written statement which discloses the information described in Paragraph II.

IV

It is further ordered, That for a period ending five (5) years after service of this order, Transcontinental shall not permit on its board of directors any person who fails to submit a written statement pursuant to Paragraphs II and III, or any person who is a director of another corporation named in response to the statements required pursuant to Paragraphs II and III when said statement reveals or when a reasonably diligent investigation would reveal to respondent that such other corporation is a competitor of Transcontinental by virtue of its business and location of operations in the exploration, production or sale of natural gas. If compliance with Paragraphs I and IV requires any member of Transcontinental's board of directors to resign or to be removed from the board of directors of either Transcontinental or such other corporation, Transcontinental shall be allowed a reasonable time within which to take any legal or other steps which are necessary to secure compliance with this order.

V

It is further ordered, That Transcontinental notify the Commission at least thirty (30) days prior to any proposed change in the corporate respondent which may affect compliance obligations arising out of this order, such changes to include, but not be limited to, dissolution, assignment or sale resulting in the emergence of a successor corporation.

VI

It is further ordered, That respondent Transcontinental shall, within

thirty (30) days after service upon it of this order, file with the Commission a report, in writing, setting forth in detail the manner and form in which it has complied with this order, and shall within sixty (60) days submit copies of those lists provided by all current directors of Transcontinental pursuant to Paragraphs II and III designating all other corporations of which they are directors.

IN THE MATTER OF
DIXILYN CORPORATION

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
THE FEDERAL TRADE COMMISSION ACT AND SEC. 8 OF THE
CLAYTON ACT

Docket C-2690. Complaint, July 17, 1975-Decision, July 17, 1975

Consent order requiring a Houston, Tex., energy company, among other things to cease permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Austral Oil Company, Inc.

Appearances

For the Commission: *Kenneth A. Rutherford.*
For the respondent: *William T. Lifland, Cahill, Gordon, & Reindel,*
New York City.

COMPLAINT

The Federal Trade Commission, having reason to believe that the above named respondents have violated the provisions of Section 8 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, and that a proceeding in respect thereof would be in the interest of the public, issues this complaint, stating its charges as follows:

PARAGRAPH 1. Respondent Dixilyn Corporation (Dixilyn) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 1012 First City National Bank Bldg., Houston, Tex. At all times relevant to this complaint, Dixilyn had capital, surplus, and undivided profits aggregating in excess of \$1 million. In 1973 Dixilyn had revenues of approximately \$12 million.

PAR. 2. Respondent Austral Oil Company, Inc. (Austral) is a corporation organized and existing under and by virtue of the laws of

the State of Delaware, maintaining its principal place of business at 2700 Exxon Bldg., Houston, Tex. At all times relevant to this complaint, Austral had capital, surplus, and undivided profits aggregating in excess of \$2 million. In 1972 it had revenues of approximately \$12 million.

PAR. 3. In 1974 and for some years previously, Mr. Willard M. Johnson served simultaneously as a director of Austral and Dixilyn. On or about Aug. 26, 1974, he resigned from Austral's board of directors having been notified of the Commission's intention to issue a complaint in this matter.

PAR. 4. The business of respondents Dixilyn and Austral encompasses, but is not limited to, exploration, production, and sale of crude petroleum and natural gas.

PAR. 5. (a) Dixilyn and Austral by the nature of their business and location of operation are competitors of each other with respect to the exploration, production, or sale of crude petroleum and natural gas.

(b) The elimination of competition by agreement or otherwise between Dixilyn and Austral would hinder, foreclose, and restrain competition or tend to create a monopoly in the exploration, production, or sale of crude petroleum and natural gas.

PAR. 6. (a) The activities referred to in Paragraph Four are performed by corporate respondents in various States of the United States and products of those services are sold and distributed in many other States of the United States.

(b) Dixilyn Corporation and Austral Oil Company each engages in commerce as that term is defined in the Clayton Act and the Federal Trade Commission Act.

PAR. 7. The director interlock, as hereinabove alleged, constitutes a violation of Section 8 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

DECISION AND ORDER

The Commission having heretofore determined to issue its complaint charging the respondent named in the caption hereto with violation of the Federal Trade Commission Act, and the respondent having been served with notice of said determination and with a copy of the complaint the Commission intended to issue, together with a proposed form of order; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondent of all the jurisdictional facts set forth in the complaint to issue herein, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by

respondent that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's rules; and

The Commission having considered the agreement and having provisionally accepted same, and the agreement containing consent order having thereupon been placed on the public record for a period of sixty (60) days, and having duly considered the comment filed thereafter pursuant to Section 2.34(b) of its rules, now in further conformity with the procedure prescribed in Section 2.34(b) of its rules, the Commission hereby issues its complaint, in the form contemplated by said agreement, makes the following jurisdictional finding, and enters the following order:

1. Respondent, Dixilyn Corporation, (Dixilyn), is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 1012 First City National Bank Bldg., Houston, Tex.

2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the respondent, and the proceeding is in the public interest.

ORDER

I

It is ordered, That Dixilyn Corporation (Dixilyn), its successors and assigns, do forthwith cease and desist from permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Austral Oil Company.

II

It is further ordered, That Dixilyn shall, within thirty days after service of this order, and annually for a period ending five (5) years thereafter, request from each member of its board of directors a written statement which discloses the name, business, and location of operations of each other corporation of which such member is also a director, exclusive of any corporation in which Dixilyn controls, directly or indirectly through subsidiaries, more than 50 percent of the voting stock; exclusive of any corporation which derives annual gross revenues of less than \$1 million from the exploration, production and sale of natural gas and crude petroleum; and exclusive of any corporation not engaged in "commerce" as defined in Section 1 of the Clayton Act as amended or Section 4 of the Federal Trade Commission Act.

III

It is further ordered, That for a period ending five (5) years after service of this order, Dixilyn shall, at least thirty (30) days prior to any directors' meeting at which one or more directors will be elected or the mailing of proxy statements for any shareholder meeting at which one or more directors will be elected, request from each person who is being considered as a member of the board of directors, but has not been a member of the board of directors during the previous year, a written statement which discloses the information described in Paragraph II.

IV

It is further ordered, That for a period ending five (5) years after service of this order, Dixilyn shall not permit on its board of directors any person who fails to submit a written statement pursuant to Paragraphs II and III or any person who is a director of another corporation named in response to the statements required pursuant to Paragraphs II and III when said statement reveals or when a reasonably diligent investigation would reveal to respondent that such other corporation is a competitor of Dixilyn by virtue of its business and location of operation in the exploration, production or sale of crude petroleum or natural gas. If compliance with Paragraphs I and IV requires any member of Dixilyn's board of directors to resign or to be removed from the board of directors of either Dixilyn or such other corporation, Dixilyn shall be allowed a reasonable period of time within which to take any legal or other steps which are necessary to secure compliance with this order.

V

It is further ordered, That Dixilyn notify the Commission at least thirty (30) days prior to any proposed change in the corporate respondent which may affect compliance obligations arising out of this order, such changes to include, but not be limited to, dissolution, assignment or sale resulting in the emergence of a successor corporation.

VI

It is further ordered, That respondent Dixilyn shall, within thirty (30) days after service upon it of this order, file with the Commission a report, in writing, setting forth in detail the manner and form in which it has complied with this order, and shall within sixty (60) days submit

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copies of those lists provided by all current directors of Dixilyn pursuant to Paragraphs II and III designating all other corporations of which they are directors.

IN THE MATTER OF
AUSTRAL OIL COMPANY, INC.

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
THE FEDERAL TRADE COMMISSION ACT AND SEC. 8 OF THE
CLAYTON ACT

Docket C-2691. Complaint, July 17, 1975-Decision, July 17, 1975

Consent order requiring a Houston, Tex., energy company, among other things to cease permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Dixilyn Corporation.

Appearances

For the Commission: *Kenneth A. Rutherford.*
For the respondent: *Richard P. Keeton, Vinson, Elkins, Searls, Connally & Smith, Houston, Tex.*

COMPLAINT

The Federal Trade Commission, having reason to believe that the above named respondents have violated the provisions of Section 8 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, and that a proceeding in respect thereof would be in the interest of the public, issues this complaint, stating its charges as follows:

PARAGRAPH 1. Respondent Dixilyn Corporation (Dixilyn) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 1012 First City National Bank Bldg., Houston, Tex. At all times relevant to this complaint, Dixilyn had capital, surplus, and undivided profits aggregating in excess of \$1 million. In 1973 Dixilyn had revenues of approximately \$12 million.

PAR. 2. Respondent Austral Oil Company, Inc. (Austral) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 2700 Exxon Bldg., Houston, Tex. At all times relevant to this complaint, Austral had capital, surplus, and undivided profits aggregating in

excess of \$2 million. In 1972 it had revenues of approximately \$12 million.

PAR. 3. In 1974 and for some years previously, Mr. Willard M. Johnson served simultaneously as a director of Austral and Dixilyn. On or about Aug. 26, 1974, he resigned from Austral's board of directors having been notified of the Commission's intention to issue a complaint in this matter.

PAR. 4. The business of respondents Dixilyn and Austral encompasses, but is not limited to, exploration, production, and sale of crude petroleum and natural gas.

PAR. 5. (a) Dixilyn and Austral by the nature of their business and location of operation are competitors of each other with respect to the exploration, production, or sale of crude petroleum and natural gas.

(b) The elimination of competition by agreement or otherwise between Dixilyn and Austral would hinder, foreclose, and restrain competition or tend to create a monopoly in the exploration, production, or sale of crude petroleum and natural gas.

PAR. 6. (a) The activities referred to in Paragraph Four are performed by corporate respondents in various States of the United States and products of those services are sold and distributed in many other States of the United States.

(b) Dixilyn Corporation and Austral Oil Company each engages in commerce as that term is defined in the Clayton Act and the Federal Trade Commission Act.

PAR. 7. The director interlock, as hereinabove alleged, constitutes a violation of Section 8 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

DECISION AND ORDER

The Commission having heretofore determined to issue its complaint charging the respondent named in the caption hereto with violation of the Federal Trade Commission Act, and the respondent having been served with notice of said determination and with a copy of the complaint the Commission intended to issue, together with a proposed form of order; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondent of all the jurisdictional facts set forth in the complaint to issue herein, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondent that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's rules; and

The Commission having considered the agreement and having provisionally accepted same, and the agreement containing consent order having thereupon been placed on the public record for a period of sixty (60) days, and having duly considered the comment filed thereafter pursuant to Section 2.34(b) of its rules, now in further conformity with the procedure prescribed in Section 2.34(b) of its rules, the Commission hereby issues its complaint, in the form contemplated by said agreement, makes the following jurisdictional finding, and enters the following order:

1. Respondent, Austral Oil Company, Inc. (Austral), is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 2700 Exxon Bldg., Houston, Tex.

2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the respondent, and the proceeding is in the public interest.

ORDER

I

It is ordered, That Austral Oil Company, Inc. (Austral), its successors and assigns, do forthwith cease and desist from permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Dixilyn Corporation.

II

It is further ordered, That Austral shall, within thirty (30) days after service of this order, and annually for a period ending five (5) years thereafter, request from each member of its board of directors a written statement which discloses the name, business, and location of operations of each other corporation of which such member is also a director, exclusive of any corporation in which Austral controls, directly or indirectly through subsidiaries, more than 50 percent of the voting stock; exclusive of any corporation which derives annual gross revenues of less than \$1,000,000 from the exploration, production and sale of natural gas and crude petroleum; and exclusive of any corporation not engaged in "commerce" as defined in Section 1 of the Clayton Act as amended or Section 4 of the Federal Trade Commission Act.

III

It is further ordered, That for a period ending five (5) years after

service of this order, Austral shall, at least thirty (30) days prior to any directors' meeting at which one or more directors will be elected or the mailing of proxy statements for any shareholder meeting at which one or more directors will be elected, request from each person who is being considered as a member of the board of directors, but has not been a member of the board of directors during the previous year, a written statement which discloses the information described in Paragraph II.

IV

It is further ordered, That for a period ending five (5) years after service of this order, Austral shall not permit on its board of directors any person who fails to submit a written statement pursuant to Paragraphs II and III or any person who is a director of another corporation named in response to the statements required pursuant to Paragraphs II and III when said statement reveals or when a reasonably diligent investigation would reveal to respondent that such other corporation is a competitor of Austral by virtue of its business and location of operation in the exploration, production or sale of crude petroleum or natural gas. If compliance with Paragraphs I and IV requires any member of Austral's board of directors to resign or to be removed from the board of directors of either Austral or such other corporation, Austral shall be allowed a reasonable period of time within which to take any legal or other steps which are necessary to secure compliance with this order.

V

It is further ordered, That Austral notify the Commission at least thirty (30) days prior to any proposed change in the corporate respondent which may affect compliance obligations arising out of this order, such changes to include, but not be limited to, dissolution, assignment or sale resulting in the emergence of a successor corporation.

VI

It is further ordered, That respondent Austral shall, within thirty (30) days after service upon it of this order, file with the Commission a report, in writing, setting forth in detail the manner and form in which it has complied with this order, and shall within sixty (60) days submit copies of those lists provided by all current directors of Austral pursuant to Paragraphs II and III designating all other corporations of which they are directors.

Complaint

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IN THE MATTER OF

GENERAL AMERICAN OIL COMPANY OF TEXAS

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
THE FEDERAL TRADE COMMISSION ACT AND SEC. 8 OF THE
CLAYTON ACT*Docket C-2692. Complaint, July 17, 1975-Decision, July 17, 1975*

Consent order requiring a Dallas, Tex., energy company, among other things to cease permitting any individual to serve on its board of directors if such individual is or would be at the same time a director of Pauley Petroleum, Inc.

Appearances

For the Commission: *Roger B. Pool.*

For the respondent: *Jerry L. Buchmeyer, Thompson, Knight, Simmons & Bullion, Dallas, Tex.*

COMPLAINT

The Federal Trade Commission, having reason to believe that the above named respondents have violated the provisions of Section 8 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, and that a proceeding in respect thereof would be in the interest of the public, issues this complaint, stating its charges as follows:

PARAGRAPH 1. Respondent General American Oil Company of Texas (General American) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 5646 Milton St., Dallas, Tex. At all times relevant to this complaint, General had capital, surplus, and undivided profits aggregating in excess of \$12 million. In 1972 General had revenues of approximately \$58 million.

PAR. 2. Respondent Pauley Petroleum, Inc. (Pauley) is a corporation organized and existing under and by virtue of the laws of the State of Delaware, maintaining its principal place of business at 10000 Santa Monica Blvd., Los Angeles, Calif. At all times relevant to this complaint, Pauley had capital, surplus, and undivided profits aggregated in excess of \$1 million. In 1972 it had revenues of approximately \$28 million.

PAR. 3. In 1974 and for some years previously, Mr. Paul A. Conley served simultaneously as director of Pauley and General American. On or about Oct. 31, 1974 Mr. Conley resigned from Pauley's board of

directors having been notified of the Commission's intention to issue a complaint in this matter.

PAR. 4. The business of respondents General American and Pauley encompasses, but is not limited to, exploration, production, and sale of crude petroleum and natural gas.

PAR. 5. (a) General American and Pauley by the nature of their business and location of operation are competitors of each other with respect to the exploration, production, and sale of crude petroleum and natural gas.

(b) The elimination of competition by agreement or otherwise between General American and Pauley would hinder, foreclose, and restrain competition or tend to create a monopoly in the exploration, production, and sale of crude petroleum and natural gas.

PAR. 6. (a) The activities referred to in Paragraph Four are performed by corporate respondents in various States of the United States and products of those services are sold and distributed in many other States of the United States.

(b) General American and Pauley each engages in commerce as that term is defined in the Clayton Act and the Federal Trade Commission Act.

PAR. 7. The director interlock, as hereinabove alleged, constitutes a violation of Section 8 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

DECISION AND ORDER

The Commission having heretofore determined to issue its complaint charging the respondent named in the caption hereto with violation of the Federal Trade Commission Act, and the respondent having been served with notice of said determination and with a copy of the complaint the Commission intended to issue, together with a proposed form of order; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondent of all the jurisdictional facts set forth in the complaint to issue herein, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondent that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's rules; and

The Commission having considered the agreement and having provisionally accepted same, and the agreement containing consent order having thereupon been placed on the public record for a period of sixty (60) days, and having duly considered the comment filed

