IN THE MATTER OF

TEXACO INC. and GETTY OIL COMPANY

CONSENT ORDER, ETC. IN REGARD TO ALLEGED VIOLATION OF SEC. 5 OF THE FEDERAL TRADE COMMISSION ACT AND SEC. 7 OF THE CLAYTON ACT

Docket C-3137. Complaint, July 10, 1984—Decision, July 10, 1984

This Consent Order requires Texaco Inc., among other things, to divest within 12 months to a Commission-approved purchaser, all the Getty assets and properties listed in Schedule A (excluding the assets listed in Schedule C). Should Texaco fail to timely divest the Schedule A properties, a trustee appointed by the court or the Commission will have 18 months in which to effect divestiture of the remaining assets. Until such time as the specified properties have been divested, Texaco is required to maintain their viability and marketability, and hold them separate and apart in accordance with the terms and provisions set forth in the Order. Texaco is further required, for a period of ten years, to take the following actions: 1) vote its shares in favor of any proposal to increase the capacity or enhance the ability of the Colonial Pipeline Company to transport refined product north of Dorsey Junction, Maryland; 2) offer Getty customers using the Getty pipeline from Santa Fe Springs to Los Angeles in 1983 access to that pipeline under the 1983 terms and conditions; and 3) refrain from acquiring, without prior Commission approval, any concern engaged in the refining or wholesale distribution of gasoline or middle distillates in certain states or in transporting any petroleum product by pipeline in or into Colorado. Additionally, for a period of five years, Texaco is required to sell to customers of Getty in 1983 (excluding 10 major oil companies), and to other West Coast refiners, California crude oil of similar grade and quality to that sold in 1983 on the contractual terms listed in Schedule B.

Appearances

For the Commission: *Marc G. Schildkraut.*

For the respondents: *William C. Weitzel, Jr.* and *C. Benjamin Crisman, Jr.,* in-house counsel, White Plains, N.Y., for respondent Texaco Inc. and *Jack Leone,* Los Angeles, Ca., for respondent Getty Oil Co.

COMPLAINT

The Federal Trade Commission, having reason to believe that respondent, Texaco Inc., a corporation subject to the jurisdiction of the Federal Trade Commission, intends to acquire, or has acquired the stock or assets of respondent Getty Oil Company, in violation of Section 7 of the Clayton Act, as amended (15 U.S.C. 18), and Section 5 of the Federal Trade Commission Act, as amended (15 U.S.C. 45), and that a proceeding in respect thereof would be in the public interest, hereby issues its complaint, pursuant to Section 11 of the Clayton Act

(15 U.S.C. 21) and Section 5(b) of the Federal Trade Commission Act (15 U.S.C. 45(b)), stating its charges as follows:

I. Definitions

1. For purposes of this complaint, the following definitions shall apply:

a. *Texaco* means Texaco Inc., its predecessors, subsidiaries, divisions, groups, affiliate entities, and each of their past or present directors, officers, employees, agents and representatives; and each partnership, joint venture, joint stock company or concession in which Texaco is a participant. The words *subsidiary, affiliate* and *joint venture* refer to any partial (10 percent or more) as well as total ownership or control.

b. *Getty* means Getty Oil Company, its predecessors, subsidiaries, divisions, groups, affiliate entities, and each of their past or present directors, officers, employees, agents and representatives; and each partnership, joint venture, joint stock company or concession in which Getty is a participant. The words *subsidiary, affiliate* and *joint venture* refer to any partial (10 percent or more) as well as total ownership or control.

c. *The acquisition* means the transaction described, in whole or in part, in paragraph 14 of this Complaint.

d. *Aviation gasoline* means that product as defined in connection with Department of Energy Form EIA–810, Monthly Refinery Report, product code 111.

e. *Gasoline* means motor gasoline as defined in connection with Department of Energy Form EIA–810, Monthly Refinery Report, product codes 132 and 133.

f. *Jet fuels* means naptha-type and kerosene-type jet aircraft fuel, as defined in connection with Form EIA–810, Monthly Refinery Report, product codes 211 and 213.

g. *Middle distillates* means the products commonly known as number one fuel oil (kerosene), and number two fuel oil (home heating, diesel), as defined in connection with Department of Energy Form EIA–810, Monthly Refinery Report, product codes 311 and 411.

h. *Refined light products* means aviation gasoline, gasoline, jet fuels, and middle distillates.

i. *Heavy crude oil* means crude oil below 20 API gravity.

j. *Terminal* means a facility used for receipt, storage, and distribution of gasoline, middle distillates, or jet fuel, and which receives product directly via pipeline, navigable waterway or from an adjacent refinery.

II. Respondents

A. *Texaco*

2. Respondent Texaco is a corporation organized and doing business under the laws of the state of Delaware with its executive offices at White Plains, New York.

3. Respondent Texaco is a fully integrated petroleum company, engaged in the exploration for and production of crude oil and natural gas, refining, the transportation of crude oil, natural gas and refined products, and the distribution and marketing of refined products and natural gas.

4. In 1982, respondent Texaco had revenues of about $48 billion, assets of about $27 billion, and net income of about $1.28 billion.

5. In 1982, respondent Texaco ranked sixth in the United States in crude oil production, eighth in domestic crude oil reserves, fifth in refining capacity, and fourth in gasoline sales.

6. Respondent Texaco has refineries located at Wilmington, California; Lawrenceville, Illinois; Convent, Louisiana; Westville, New Jersey; Port Arthur, Texas; Port Neches, Texas; Amarillo, Texas; El Paso, Texas; and Anacortes, Washington, with a combined refining capacity of 937 thousand barrels per day. In 1982, Texaco sold its refineries in West Tulsa, Oklahoma and shut down its refinery in Casper, Wyoming.

7. At all times relevant herein, respondent Texaco has been and is now engaged in commerce as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. 12, and is a corporation whose business is in or affecting commerce as "commerce" is defined in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. 44.

B. *Getty*

8. Respondent Getty is a corporation organized and doing business under the laws of the state of Delaware with its executive offices at Los Angeles, California.

9. Respondent Getty is a fully integrated petroleum company, engaged in the exploration for and production of crude oil and natural gas, refining, the transportation of crude oil, natural gas and refined products, and the distribution and marketing of refined products and natural gas.

10. In 1982, respondent Getty had revenues of about $12.3 billion, assets of about $9.9 billion, and net income of about $692 million.

11. In 1982, respondent Getty ranked 10th nationally in crude oil production, 6th in United States crude oil reserves, 18th in United States refining capacity, and 16th in United States motor gasoline sales.

12. Respondent Getty has refineries located at Bakersfield, California; Delaware City, Delaware; and El Dorado, Kansas, with a combined refining capacity of about 278 thousand barrels per day.

13. At all times relevant herein, respondent Getty has been and is now engaged in commerce as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. 12, and is a corporation whose business is in or affecting commerce as "commerce" is defined in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. 44.

III. The Acquisition

14. On January 9, 1984, Texaco commenced a tender offer for 35 percent of Getty voting securities with the intention of effectuating a follow-up merger for the remaining outstanding shares; and on January 6, 1984, Texaco and Getty entered into a merger agreement pursuant to which Getty granted Texaco an option to purchase authorized but unissued shares constituting approximately 10.2 percent of the total Getty shares that would be outstanding after such issuance. Further, on or about January 6, 1984, and January 8, 1984, Texaco entered into agreements to purchase voting securities constituting approximately 11.8 percent and 40.2 percent, respectively, of the outstanding Getty shares. The total value of the transaction is about $10.1 billion and, if consummated, would result in the second largest petroleum company in the United States in terms of assets.

IV. Trade and Commerce

A. *Manufacture of Refined Light Products in the Northeast United States*

15. One relevant line of commerce in which to evaluate the effects of the acquisition is the manufacture of refined light products.

16. The relevant section of the country is the Northeast region, composed of Maryland, Delaware, eastern Pennsylvania, New Jersey, eastern New York, Connecticut, Rhode Island, Massachusetts, New Hampshire, Vermont and Maine, and any submarket thereof. This relevant section of the country also includes the United States possession of the Virgin Islands.

17. The manufacture of refined light products in the relevant section of the country is moderately concentrated.

18. Respondents Texaco and Getty are actual competitors of each other and of other firms in the manufacture of refined light products in the relevant section of the country. Respondent Texaco owns a refinery in Westville, New Jersey, that manufactures refined light products. Respondent Getty owns a refinery in Delaware City, Delaware, that manufactures refined light products.

19. Refineries in the Northeast region have a locational advantage over Gulf Coast refineries in the supply of refined light products to the relevant section of the country.

20. Refineries in the Gulf Coast area are unlikely to be able to expand substantially, and within a reasonable period of time, shipments of refined light products to the relevant section of the country on Colonial Pipeline due to the likelihood of capacity constraints on the pipeline.

21. Foreign imports of refined light product into the relevant section of the country are unlikely within a reasonable period of time to provide substantial competition to the manufacturers of refined light product in the relevant section of the country.

22. Conditions of entry into the manufacture of refined light products in the relevant section of the country are difficult.

23. Texaco's incentives concerning the level of prices and outputs of refined light products in the relevant section of the country are affected by Texaco's share of refining capacity in the Northeast region. Texaco's share of refined light product supply into the Northeast region, Texaco's ownership share of Colonial Pipeline, and Texaco's level of shipments into the Northeast region on Colonial Pipeline.

B. *Transportation of Refined Light Products*

24. One relevant line of commerce in which to evaluate the effects of the acquisition is long distance transportation of refined light petroleum products into consuming regions. Within this market, petroleum product pipelines represent another relevant line of commerce.

25. One relevant section of the country is the Northeast region composed of Maryland, Delaware, eastern Pennsylvania, New Jersey, eastern New York, Connecticut, Rhode Island, Massachusetts, New Hampshire, Vermont, and Maine.

26. Another relevant section of the country is the State of Colorado.

27. Transportation of refined petroleum products into the relevant sections of the country is highly concentrated.

28. Refinery capacity for refined light products in the State of

Colorado is not adequate to meet demand and substantial amounts of refined light products are transported into the State of Colorado.

29. There are four pipelines capable of transporting refined light products into the State of Colorado: The Wyco Pipe Line; The Medicine Bow Products Pipeline System; the Chase Pipe Line; and a pipeline owned by Phillips and Diamond Shamrock that runs from Borger, Texas, to Aurora, Colorado, near Denver.

30. The Wyco Pipe Line is jointly owned by Texaco (40 percent), Amoco (40 percent), and Mobil (20 percent). The South Line of the Wyco Pipe Line runs from Cheyenne, Wyoming, through Denver, Colorado, and terminates in Colorado Springs, Colorado.

31. The Chase Pipe Line is owned by Getty (50 percent) and Koch Oil Company (50 percent). It runs from El Dorado, Kansas to the Denver, Colorado area.

32. Texaco's incentives with respect to the level of tariffs on the Wyco Pipe Line and Chase Pipe Line are affected by Texaco's ownership share of pipelines capable of transporting refined light product into the State of Colorado.

33. Refinery capacity for refined light products in the Northeast region is not adequate to meet demand for refined light products in this relevant section of the country. The Colonial Pipeline is the dominant means of transporting additional refined light products into the Northeast region, supplying approximately 36.9 percent of total consumption of refined light products in the relevant section of the country in 1982. Four firms (Texaco, Gulf, Amoco, and CITGO Pipeline Investment Company) account for approximately 59.35 percent of ownership of the Colonial Pipeline.

34. Conditions of entry into the business of the transportation of refined light products by pipeline into the relevant sections of the country are difficult.

35. Respondents Texaco and Getty are actual competitors of each other and of other firms in the transportation of refined light products in the Northeast region. Respondent Texaco holds an ownership share of about 14.3 percent of the Colonial Pipeline. Respondent Getty owns 100 percent of the Getty Eastern Products Pipeline.

36. Tariff rates on the Colonial Pipeline are set by action of the Colonial Board of Directors.

37. Texaco's incentives concerning the level of tariffs on the Colonial Pipeline and expansion of the Colonial Pipeline are affected by Texaco's ownership share of Colonial Pipeline, Texaco's level of shipments on the Colonial Pipeline, Texaco's refining capacity in the Northeast region, and Texaco's share of petroleum product supply in the Northeast region.

C. *Marketing of Gasoline and Middle Distillate*

38. One relevant line of commerce in which to evaluate the effects of the acquisition is the wholesale distribution of gasoline and middle distillate and submarkets thereof.

39. The relevant sections of the country are the areas served by terminal clusters in or near the following cities and areas:

a. New Haven, Connecticut
b. Portland, Maine
c. New York City, New York
d. the Delaware River Valley
e. Providence, Rhode Island
f. Colorado Springs, Colorado
g. the Delmarva Peninsula.

40. The wholesale gasoline and middle distillate markets described in paragraphs 38 and 39 are concentrated with substantial shares of wholesale gasoline and middle distillate sales in each of the relevant sections of the country accounted for by respondents Texaco and Getty.

41. Conditions of entry into the wholesale distribution of gasoline and middle distillate are difficult.

42. Respondents Texaco and Getty are actual competitors of each other and of other firms in the wholesale distribution of gasoline and middle distillate in the relevant sections of the country. The combination of Texaco and Getty would increase the levels of concentration and combine their shares in the relevant sections of the country.

43. Texaco's incentives concerning the level of prices and output of gasoline and middle distillate sold from terminals and the price of and access to available terminal facilities are affected by Texaco's share of terminal capacity within each terminal cluster.

D. *Sale, Transportation and Refining of California Heavy Crude Oil into Petroleum Products*

44. One relevant line of commerce in which to evaluate the effects of the acquisition is the sale of heavy crude oil.

45. Another relevant line of commerce in which to evaluate the effects of the acquisition is the transportation of crude oil through pipelines including trunk lines and gathering lines.

46. For the sale and transportation of crude oil, one relevant section of the country is the State of California.

47. Another relevant line of commerce in which to evaluate the effects of the acquisition is the refining of crude oil into petroleum products.

48. For the refining of crude oil into petroleum products, one rele-

vant section of the country is the West Coast of the United States, extending from the State of California to the State of Washington.

49. Concentration in the relevant markets is high and entry conditions are difficult.

50. Both Getty and Texaco own refineries in the relevant market. Getty owns a refinery in Bakersfield, California. Texaco owns a refinery in Wilmington, California and Anacortes, Washington.

51. Getty produces substantially more heavy crude oil than it can refine on the West Coast.

52. Texaco produces substantially less heavy crude oil than it can refine on the West Coast.

53. Texaco owns and operates a proprietary pipeline system to gather heavy crude oil in the San Joaquin Valley of California.

54. Getty owns and operates a proprietary pipeline system that gathers heavy crude oil in the San Joaquin Valley and transports heavy crude oil from Bakersfield to the San Francisco area.

55. Texaco's West Coast refineries compete with the refineries of non-integrated refiners.

56. Texaco has an incentive to increase its refining of heavy crude oil and to lessen competition from non-integrated refiners.

57. The acquisition of Getty is likely to increase Texaco's incentives and ability to deny non-integrated refiners heavy crude oil and access to proprietary pipelines.

V. Effects

58. The effect of the acquisition may be substantially to lessen competition or tend to create a monopoly in each of the relevant lines of commerce and relevant sections of the country in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45, in the following ways, among others:

a. actual competition between respondents Texaco and Getty in the relevant lines of commerce and relevant sections of the country will be eliminated; and

b. actual competition between competitors generally in the relevant lines of commerce and relevant sections of the country will be lessened.

59. The effect of the acquisition may be substantially to lessen competition or tend to create a monopoly in the relevant lines of commerce and relevant sections of the country in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45, in the following additional ways, among others:

a. Texaco may have the incentive and ability to and may raise price levels and restrict output of refined light products from its Northeast region refining capacity because the acquisition increases Texaco's share of refining capacity in and pipeline capacity into the Northeast region, and increases Texaco's share of refined light product supply in the Northeast region.

b. Texaco may be likely to support and secure a higher level of tariffs on the Colonial Pipeline and oppose expansion of the Pipeline because the acquisition increases Texaco's refining capacity in the Northeast, increases Texaco's share of petroleum product supply in the Northeast, and decreases Texaco's relative shipment requirements on the Colonial Pipeline.

c. Texaco may be likely to support and secure a higher level of tariffs on the Wyco Pipe Line and Chase Pipe Line because the acquisition increases Texaco's share of pipeline capacity in the State of Colorado and increases its share of refined light product supply in the State of Colorado.

d. Control by Texaco of Getty's marketing operations is likely to reduce price competition in gasoline and middle distillate marketing provided by Getty and by independent private brand marketers previously supplied by Getty in the relevant sections of the country.

e. Texaco may have the incentive and ability to and may raise price levels and restrict output from gasoline and middle distillate terminals and raise the level of price and limit access to available terminal facilities in certain terminal clusters because the acquisition will increase Texaco's share of terminal capacity in these terminal clusters.

f. For reasons unrelated to the efficient use of resources, Texaco may have the incentives and ability to and may deny access to heavy crude oil and to proprietary pipeline transportation to non-integrated refiners, thereby increasing the difficulty of entry into West Coast refining, decreasing the competitive significance of non-integrated West Coast refiners, and increasing concentration in West Coast refining.

VI. Violation Charged

60. The proposed acquisition of the stock and assets of Getty by Texaco, as set forth in paragraph 14 herein, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45.

Commissioner Pertschuk dissented.

Decision and Order

The FTC having initiated an investigation of the proposed acquisition of shares of Getty Oil Company ("Getty") by Texaco Inc. ("Texaco"), and Texaco having been furnished with a copy of a draft complaint that the Bureau of Competition has presented to the Commission for its consideration, and which, if issued by the Commission would charge Texaco and Getty with violations of the Clayton Act and Federal Trade Commission Act; and

Respondent Texaco, its attorneys, and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by respondent Texaco of all the jurisdictional facts set forth in the aforesaid draft of complaint, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondents 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 matter and having thereupon accepted the executed consent agreement and placed such agreement on the public record for a period of sixty (60) days, and having duly considered the comments filed thereafter by interested persons pursuant to Section 2.34 of its Rules and the recommendation of its staff, and having concluded that the consent agreement should be modified along the lines suggested by staff, with changes; and

Respondent Texaco and complaint counsel having thereafter executed and submitted a revised agreement containing consent order dated July 9, 1984, containing modifications agreed to by the Commission; and

The executed agreement dated July 9, 1984, as modified, containing the following consent order, an admission by respondent Texaco of all the jurisdictional facts set forth in the complaint, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondents that the law has been violated as alleged in the complaint, and waivers as required by the Commission's Rules;

Now in further conformity with the procedure prescribed in Section 2.34 of its Rules, the Commission hereby makes the following jurisdictional findings and enters the following order:

1. Respondent Texaco Inc. is a corporation organized, existing and doing business under and by the virtue of the laws of Delaware with its executive office located at 2000 Westchester Avenue, White Plains, New York.

2. Respondent Getty Oil Company, a wholly owned subsidiary of

Texaco, is a corporation organized and doing business under and by virtue of the laws of Delaware, with its executive office at 3810 Wilshire Boulevard, Los Angeles, California.

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

Order

I.

As used in this order the following definitions shall apply:

(a) the *Acquisition* means Texaco's acquisition of the common stock of Getty.

(b) *Schedule A Properties* means the assets and businesses listed in Schedule A of this Order.

(c) *Getty* means Getty Oil Company, as it was constituted prior to the acquisition, including its parents, predecessors, subsidiaries, divisions, groups, affiliate entities, and their directors, officers, employees, agents and representatives, and their successors and assigns.

(d) *Texaco* means Texaco Inc., its predecessors, subsidiaries, divisions, groups, affiliate entities, and their directors, officers, employees, agents and representatives, and their successors and assigns.

II.

It is ordered, That:

(A) Within 12 months of the date of service of this order, Texaco shall divest, absolutely and in good faith, the Schedule A properties.

(B) Divestiture of the Schedule A properties shall be made only to an acquirer or acquirers, and only in a manner, that receive the prior approval of the Federal Trade Commission. The purpose of the divestiture of the Schedule A properties is to ensure the continuation of the assets as ongoing, viable enterprises, engaged in the same business in which the properties are presently employed and to remedy the lessening of competition resulting from the Acquisition as alleged in the Commission's complaint.

(C) If Texaco has not divested the Schedule A properties within the 12-month period, Texaco shall consent to the appointment of a trustee in any action that the Federal Trade Commission may bring pursuant to Section 5(l) of the Federal Trade Commission Act, 15 U.S.C. 45(l), or any other statute enforced by the Commission. In the event the court declines to appoint a trustee, Texaco shall consent to the ap-

pointment of a trustee by the Commission pursuant to this order. The appointment of a trustee shall not preclude the Commission from seeking civil penalties and other relief available to it for any failure by Texaco to comply with paragraphs II(C) through IX of this order.

(D) If a trustee is appointed by a court or the Commission pursuant to Paragraph II(C) of this order, Texaco shall consent to the following terms and conditions regarding the trustee's duties and responsibilities:

1. The Commission shall select the trustee, subject to Texaco's consent, which shall not be unreasonably withheld. The trustee shall be a person with experience and expertise in acquisitions and divestitures.

2. The trustee shall have the power and authority to divest any Schedule A properties that have not been divested by Texaco within the time period for divestiture in paragraph II(A). The trustee shall have 18 months from the date of appointment to accomplish the divestiture, which shall be subject to the prior approval of the Commission and if the trustee was appointed by a court, subject also to the prior approval of the court. If, however, at the end of the 18-month period the trustee has submitted a plan of divestiture or believes that divestiture can be achieved within a reasonable time, the divestiture period may be extended by the Commission or by the court, if the trustee was appointed by a court.

3. The trustee shall have full and complete access to the personnel, books, records and facilities of any business that the trustee has the duty to divest, and Texaco shall develop such financial or other information relevant to the assets to be divested as such trustee may reasonably request. Texaco shall cooperate with the trustee, and shall take no action to interfere with or impede the trustee's accomplishment of the divestiture.

4. The power and authority of the trustee to divest shall be at the most favorable price and terms available consistent with the order's absolute and unconditional obligation to divest and the purposes of the divestiture as stated in paragraph II(B).

5. The trustee shall serve at the cost and expense of Texaco on such reasonable and customary terms and conditions as the Commission or a court may set. The trustee shall account for all monies derived from the sale and all expenses incurred. After approval by the court or the Commission of the account of the trustee, including fees for his or her services, all remaining monies shall be paid to Texaco and the trustee's power shall be terminated. The trustee's compensation shall be based at least in significant part on a commission arrangement contingent on the trustee divesting the trust property.

6. Promptly upon appointment of the trustee and subject to the approval of the Commission, Texaco shall, subject to the Commission's prior approval and consistent with provisions of this order, execute a trust agreement that transfers to the trustee all rights and powers necessary to permit the trustee to cause divestiture.

7. If the trustee ceases to act or fails to act diligently, a substitute trustee shall be appointed.

8. The trustee shall report in writing to Texaco and the Commission every sixty (60) days concerning the trustee's efforts to accomplish divestiture.

(E) Texaco shall maintain the viability and marketability of the Schedule A properties and shall not cause or permit the destruction, removal or impairment of any assets or businesses to be divested except in the ordinary course of business and except for ordinary wear and tear.

(F) Until such time as the Schedule A(1) assets have been divested, Texaco shall continue to hold the Getty assets in Schedule A(1) separate and apart in a subsidiary or subdivision on the following terms and conditions:

1. Texaco shall not exercise direction or control over, or influence directly or indirectly, the day-to-day operations or personnel of the subsidiary or subdivision except as necessary to comply with this order;

2. Except as required by law and except to the extent that necessary information is exchanged in the course of evaluating the Acquisition, defending litigation or negotiating agreements to dispose of assets, Texaco shall not have access to any material confidential information relating to the subsidiary's or subdivision's operations not in the public domain. "Material confidential information" as used herein means competitively sensitive or proprietary information not independently known to Texaco from sources other than from the subsidiary or subdivision, and includes, but is not limited to, customer lists, price lists, price information, price zones, marketing methods, patents, technologies, processes, or other trade secrets.

(G) Until such time as the Schedule A(2)(a) or (b) assets have been divested, Texaco shall not exercise direction or control over, influence directly or indirectly, or exercise any voting rights with respect to the Wyco Pipe Line.

III.

It is further ordered, That, within (60) days after the date of service of this order, and every sixty (60) days thereafter until Texaco has