

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS

UNITED STATES OF AMERICA,	)	
	)	
Plaintiff,	)	
	)	
v.	)	Civil Action No. 76-H-630
	)	
MARSH A. COOPER;	)	Filed: April 13, 1976
THE SUPERIOR OIL COMPANY; and	)	
TEXAS EASTERN TRANSMISSION	)	Entered: June 24, 1976
CORPORATION,	)	
	)	
Defendants.	)	

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

1. A final judgment in the form hereto attached may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. §16, and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed final judgment by serving notice thereof on defendants and by filing that notice with the Court.

2. In the event plaintiff withdraws its consent or if the proposed final judgment is not entered pursuant to this stipulation, this stipulation shall be of no effect whatever and the making of this stipulation shall be without prejudice to the plaintiff and defendants in this and any other proceeding.

For the Plaintiff:

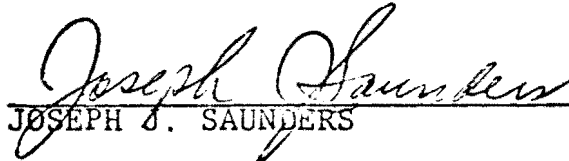
  
THOMAS E. KAUPER  
Assistant Attorney General


  
STEPHEN H. LACHTER

Attorney, Department of Justice

  
BADDIA J. RASHID

  
CHARLES F.B. MCALEER

  
JOSEPH J. SAUNDERS

  
JILL NICKERSON  
Attorneys, Department of Justice

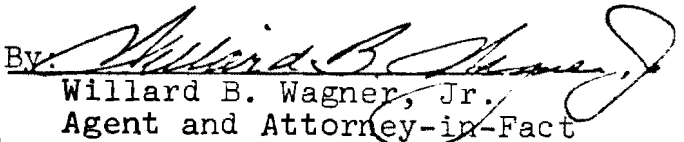
For the Defendants:

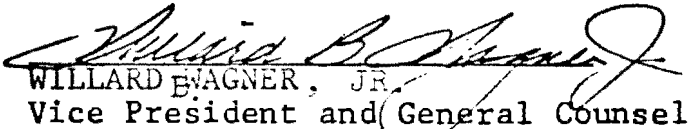
Vinson, Elkins, Searls, Connally  
& Smith

Marsh A. Cooper

  
HARRY M. REASONER

Attorney, Texas Eastern Transmission  
Company

By:   
Willard B. Wagner, Jr.  
Agent and Attorney-in-Fact

  
WILLARD B. WAGNER, JR.  
Vice President and General Counsel

The Superior Oil Company

JUN 24 1976

V. BAILEY THOMAS, DEPT.  
BY DEPUTY: *John P. Braden*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS

UNITED STATES OF AMERICA,	)	
	)	
Plaintiff,	)	
	)	
v.	)	Civil Action No.
	)	
MARSH A. COOPER;	)	Filed: 4/13/76
THE SUPERIOR OIL COMPANY; and	)	
TEXAS EASTERN TRANSMISSION	)	Entered: June 24, 1976
CORPORATION,	)	
	)	
Defendants.	)	

**76-H-630**

FINAL JUDGMENT

Plaintiff United States of America, having filed its complaint herein on April 13, 1976, and defendants having appeared by their attorneys, and plaintiff and the defendants, by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein and without this Final Judgment constituting evidence or admission by any party with respect to any issue of fact or law herein;

NOW, THEREFORE, before the taking of any testimony and without trial or adjudication of any issue of fact or law herein, and upon the consent of the parties hereto, it is hereby, ORDERED, ADJUDGED, AND DECREED:

I

This Court has jurisdiction over the subject matter herein and the parties hereto. The complaint states a claim upon which relief may be granted, if such claim were established, under Section 8 of the Act of Congress of October 15, 1914 (15 U.S.C. §19), as amended, commonly known as the Clayton Act.

## II

As used in this Final Judgment:

(A) "Corporate defendant" shall mean The Superior Oil Company, Texas Eastern Transmission Corporation and each of them;

(B) "Commerce in oil and gas" means the production and sale of crude petroleum and natural gas in interstate commerce or the acquisition of or effort to acquire interests in oil or gas producing properties;

(C) "Subsidiary" means any corporation in which more than fifty percent of the stock entitled to vote for directors is, directly or indirectly, owned or controlled by a corporate defendant.

## III

The provisions of this Final Judgment shall apply to the corporate defendants and to their subsidiaries, successors and assigns and directors. None of the provisions of this Final Judgment shall be applicable to the foreign commerce of the United States.

## IV

(A) Defendant, Marsh A. Cooper, is enjoined and restrained from serving as a director of Texas Eastern Transmission Corporation or any subsidiary thereof, while serving as a director of The Superior Oil Company or any of its subsidiaries.

(B) Each corporate defendant is enjoined and restrained from permitting any person to serve as a director on its board, or the board of any subsidiary of said corporate defendant which is engaged in commerce in oil and gas, while such person is serving as a director on the board of the other corporate defendant, or on the board of any subsidiary of said other corporate defendant which is engaged in commerce in oil and gas.

(C) Each corporate defendant is enjoined and restrained from permitting any person to serve as a director on its board, or the board of any subsidiary of said corporate defendant which is engaged in commerce in oil and gas, while such person is serving as a director on the board of any other corporation (other than a subsidiary of the corporate defendant and in the case of defendant The Superior Oil Company, other than Canadian Superior Oil Ltd. or its subsidiaries) which is itself or has any subsidiary that is engaged in commerce in oil and gas, where such other corporation or its subsidiary by virtue of its business and location of operation is, or has been, a competitor of said corporate defendant or said subsidiary, so that the elimination of competition in commerce in oil and gas by agreement between said corporate defendant or said subsidiary and such other corporation or its subsidiary would constitute a violation of any of the provisions of any of the antitrust laws. Nothing in this Final Judgment shall preclude a person serving as a director of a corporate defendant, or as a director of a subsidiary thereof, from also serving as a director of another corporation, engaged in commerce in oil and gas, in which said corporate defendant or a subsidiary thereof has an ownership interest, where such other corporation has been formed as a joint venture for the purpose of providing a supply of natural or synthetic gas or oil, or as a means of transporting natural or synthetic gas or oil.

V

Within sixty (60) days of entry of this Final Judgment, each corporate defendant shall file with this Court and serve upon plaintiff an affidavit as to the fact and manner of its compliance with Section IV of this Final Judgment.

## VI

(A) For a period of ten years from the date of entry of this Final Judgment, each corporate defendant shall on the anniversary date of this Final Judgment, file with the Court and serve upon plaintiff, an affidavit as to the fact and manner of its compliance with Section IV of this Final Judgment. Such statement shall describe, in reasonable detail, all steps taken to discharge its obligations under said Section IV. Each corporate defendant shall give a copy of this Final Judgment to each of its current directors and to each person being considered for election as a director.

(B) Compliance with Section IV(C) of this Final Judgment may be accomplished by a corporate defendant by (1) requiring that each of its directors within sixty (60) days from the date of entry of this Final Judgment, and not less than annually thereafter, furnish it with a written statement of the name, business or businesses, and location of operations of each other corporation of which said director is also a director; (2) requiring a written statement in the form described in (1) above from each person being considered for election as a director who has not served as a director during the preceding year; and (3) refusing to permit any person to serve as a director when a reasonably diligent investigation of the information, provided by said person, from publicly available sources reveals that the election or continued service of said person as a director of the corporate defendant, or any subsidiary thereof, would violate Section IV of this Final Judgment.

## VII

(A) For the purpose of determining or securing compliance with this Final Judgment and for no other purpose each corporate defendant shall permit, subject to any legally recognized privilege, duly authorized representatives of the Department of Justice, on written request of the Attorney General or the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to such defendant's principal office: (1) Access during the regular office hours of such defendant, to inspect and copy any and all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession, custody or control of such defendant which relate to any matters contained in this Final Judgment; and (2) Subject to the reasonable convenience of such defendant and without restraint or interference from it, to interview officers or employees of such defendant, who may have counsel present, regarding such matters.

(B) Upon written request of the Attorney General or the Assistant Attorney General in charge of the Antitrust Division, such defendant shall submit such reports in writing, with respect to the matters contained in this Final Judgment, as may **from** time to time be requested.

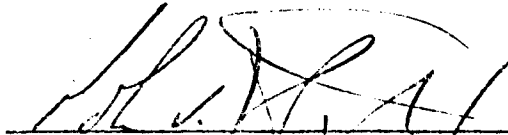
(C) No information obtained by the means provided in this Section shall be divulged by any representative of the Department of Justice to any person other than a duly authorized representative of the Executive Branch of the plaintiff except in the course of legal proceedings to which the United States is a party for the purpose of securing compliance with this Final Judgment or as otherwise required by law.

VIII

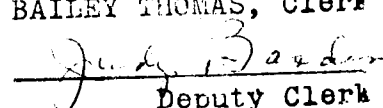
Jurisdiction is retained by this Court for the purpose of enabling any of the parties to this Final Judgment to apply to this Court at any time for such further orders and directions as may be necessary or appropriate for the construction or modification of any of the provisions thereof, for the enforcement of compliance therewith, and for the punishment of violations thereof. This Final Judgment shall be in full force and effect for a period of twenty (20) years from the date of entry of this Final Judgment and thereafter shall have no further force or effect.

IX

Entry of this Final Judgment is in the public interest.

  
UNITED STATES DISTRICT JUDGE

Dated: *June 24, 1976*

TRUE COPY I CERTIFY  
ATTEST:  
V. BAILEY THOMAS, Clerk  
By  Deputy Clerk