

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS

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

COMPLAINT

The United States of America, plaintiff, by its attorneys, acting under the direction of the Attorney General of the United States, brings this action against the defendants named herein and complains and alleges as follows:

I

JURISDICTION AND VENUE

1. This complaint is filed and this action is instituted against the defendants under Section 15 of the Act of Congress of October 15, 1914, as amended (15 U.S.C. § 25), commonly known as the Clayton Act, in order to prevent and restrain the continuing violation by the defendants, as hereinafter alleged, of Section 8 of the Clayton Act (15 U.S.C. § 19).

2. Defendants Superior Oil Company and Texas Eastern Transmission Corporation transact business and are found within this district.

II

DEFENDANTS

3. Marsh A. Cooper is made a defendant herein. Since on or about May 16, 1973, he has been and now is a director

of defendant Superior Oil Company. Since on or about November 20, 1970, defendant Cooper has also been a director of defendant Texas Eastern Transmission Corporation, but he resigned from that position on June 6, 1975, after being notified of plaintiff's intention to file this action.

4. Superior Oil Company (hereinafter referred to as "Superior Oil") is made a defendant herein. Superior Oil is a corporation organized and existing under the laws of the State of Nevada. Superior Oil has capital, surplus, and undivided profits aggregating more than \$1 million, and is engaged in whole or in part in commerce.

5. Texas Eastern Transmission Corporation (hereinafter referred to as "Texas Eastern") is made a defendant herein. Texas Eastern is a corporation organized and existing under the laws of the State of Delaware. Texas Eastern has capital, surplus, and undivided profits aggregating more than \$1 million, and is engaged in whole or in part in commerce.

III

TRADE AND COMMERCE

6. Defendant Superior Oil has been and is engaged in the production, exploration, acquisition, development and marketing of petroleum, petroleum products and gas in interstate commerce. Defendant Superior Oil also has been and is engaged in efforts to acquire interests in oil and gas producing properties including oil and gas producing properties leased by the Federal Government in accordance with the Outer Continental Shelf Lands Act (43 U.S.C. §§ 1331-1343) which are intended to be explored and developed into producing oil and gas wells, the products of which are to be transported to on-shore locations and thence to other states of the United States.

7. Defendant Texas Eastern has been and is engaged in the exploration, acquisition, development, transmission, and marketing of petroleum and gas in interstate commerce. Defendant Texas Eastern, through its wholly-owned subsidiary, Texas Eastern Exploration Company, also has been and is engaged in efforts to acquire interests in oil and gas producing properties including oil and gas producing properties leased by the Federal Government in accordance with the Outer Continental Shelf Lands Act (43 U.S.C. §§ 1331-1343) which are intended to be explored and developed into producing oil and gas wells, the products of which are to be transported to on-shore locations and thence to other states of the United States.

8. Since June 19, 1973, defendants Superior Oil and Texas Eastern have bid against each other in at least twenty-five (25) instances to obtain from the Federal Government interests in identical potential oil and gas producing properties.

9. Defendants Superior Oil and Texas Eastern have been, by virtue of their business and location of operation, competitors, so that the elimination of competition by agreement between them would constitute a violation of a provision of the antitrust laws.

IV

VIOLATION ALLEGED

10. Defendant Marsh A. Cooper at the same time has been a director of both defendant Superior Oil and defendant Texas Eastern, in violation of Section 8 of the Clayton Act.

11. Defendant Superior Oil has permitted defendant Marsh A. Cooper to be elected and to serve as one of its directors at the same time that defendant Marsh A. Cooper was a director of defendant Texas Eastern, in violation of Section 8 of the Clayton Act.

12. Defendant Texas Eastern has permitted defendant Marsh A. Cooper to be elected and to serve as one of its directors at the same time that defendant Marsh A. Cooper was a director of defendant Superior Oil, in violation of Section 8 of the Clayton Act.

13. Defendants will continue the aforesaid violation of Section 8 of the Clayton Act unless the relief hereinafter prayed for is granted.

PRAYER

WHEREFORE, plaintiff prays:

1. That it be adjudged and decreed that defendants have violated Section 8 of the Clayton Act.

2. That defendant Marsh A. Cooper be perpetually enjoined from becoming a director or serving as a director in any two or more competing corporations, any one of which has capital, surplus, and undivided profits aggregating more than \$1 million, engaged in interstate commerce.

3. That defendant company or companies from which defendant Marsh A. Cooper is directed to resign be compelled to accept his resignation and be enjoined for permitting him to be elected as a director or allowing him to serve as a director in the future.


4. That defendants Superior Oil and Texas Eastern each be perpetually enjoined from permitting to be elected or allowing to serve as a director any person who is at the same time a director of a competing corporation engaged in interstate commerce.

5. That pursuant to Section 15 of the Clayton Act (15 U.S.C. § 25) an order be made and entered herein requiring defendant Marsh A. Cooper to be brought before

this Court in this proceeding and directing the United States Marshal of the Southern District of Texas to serve a summons on him.

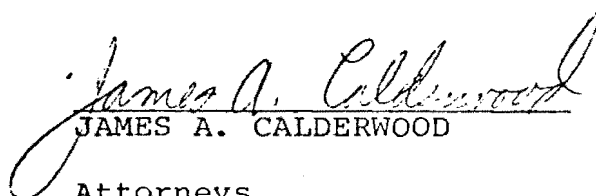
6. That the plaintiff have such other and further relief as the nature of the case may require and the Court may deem just and proper in the circumstances.

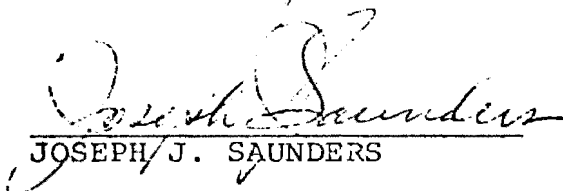
7. That the plaintiff recover the costs of this suit.


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