

days after service upon them of this order, file with the Commission a report in writing, setting forth in detail the manner and form in which they have complied with this order.

IN THE MATTER OF
OCCIDENTAL PETROLEUM CORPORATION, ET AL.
CONSENT ORDER, ETC., IN REGARD TO THE ALLEGED VIOLATION
OF THE FEDERAL TRADE COMMISSION ACT

Docket C-2492. Complaint, Mar. 18, 1974—Decision, Mar. 18, 1974

Consent order requiring a Los Angeles, Calif., explorer and developer of oil, natural gases and coal, refiner and marketer of petroleum products, and manufacturer and distributor of industrial, agricultural and metal finishing chemicals, and a wholly-owned subsidiary (Hooker Chemical Corp., Stamford, Conn.), among other things to cease entering into reciprocal dealings allowing respondents to systematically use actual or potential purchases to obtain or increase sales to certain companies.

Appearances

For the Commission: *Harold G. Munter* and *Louis Jordan*.

For the respondents: *Robert L. Wald* of *Wald, Harkrader & Ross*, Wash., D.C.

COMPLAINT

Pursuant to the provisions of the Federal Trade Commission Act (15 U.S.C. Section 41, *et seq.*) and by virtue of the authority vested in it by said Act, the Federal Trade Commission, having reason to believe that Occidental Petroleum Corporation and its wholly-owned subsidiary, Hooker Chemical Corporation, have violated and are now violating the provisions of Section 5 of the Federal Trade Commission Act, as amended, and it appearing to the Commission that a proceeding by it in respect thereof is in the public interest, hereby issues its complaint, stating the following:

PARAGRAPH 1. Respondent Occidental Petroleum Corporation (hereinafter "Occidental") is a corporation, organized, existing and doing business under and by virtue of the laws of the State of Cali-

formia, with its principal place of business located at 10889 Wilshire Boulevard, Los Angeles, Calif.

PAR. 2. Occidental is engaged in the exploration for and development of oil, natural gases and coal, the refining and marketing of petroleum products, and the manufacture and distribution of industrial, agricultural and metal finishing chemicals. As of Dec. 31, 1971, Occidental had net sales of \$2.4 billion and total assets of \$2.58 billion; it ranked 36th on Fortune's 500 Largest Industrial Corporations for 1971.

Occidental operates through more than 50 domestic and more than 300 foreign subsidiaries. On July 24, 1968, it acquired, as a wholly-owned subsidiary, respondent Hooker Chemical Corporation (hereinafter "Hooker"). In 1967, the year prior to the merger, Occidental and Hooker ranked 102nd and 244th, respectively, on Fortune's 500 Largest Industrial Corporations.

Occidental purchases substantial quantities of various products, services or raw materials from numerous other companies. Occidental makes substantial purchases of products, services or raw materials from companies which are purchasers of the type of products, services, or raw materials sold by Occidental.

PAR. 3. Respondent Hooker Chemical Corporation is a corporation, organized, existing and doing business under and by virtue of the laws of the State of New York, with its headquarters located at 1515 Summer Street, Stamford, Conn., and is and has been since July 24, 1968, a wholly-owned subsidiary of Occidental.

PAR. 4. Hooker is engaged in the manufacture and distribution of a wide range of industrial, agricultural and metal finishing chemicals as well as plastics and rubber products. It is a substantial supplier of such chemicals as chlorine, caustic soda and sodium chlorate to the pulp and paper industry, among others, and it supplies equipment and processes to that industry. It is a substantial manufacturer and distributor of such plastics as phenolic resins, molding compounds, polyester resins, and polyurethane foam systems, and it also produces and distributes rubber lattices, vinyl chloride polymer, plasticizers, and plastic film and sheeting products.

Other important products produced and distributed by Hooker include animal feeds, fertilizers, pesticides and related products as well as metal finishing chemicals and equipment.

In 1967, prior to its acquisition by Occidental, Hooker had total sales of \$364.5 million and total assets of \$366 million.

Hooker purchases substantial quantities of various products, services or raw materials from numerous other companies. Hooker makes substantial purchases of products, services or raw materials from com-

panies which are purchasers of the type of products, services or raw materials which are sold by Hooker.

PAR. 5. In the course and conduct of their businesses, Occidental and Hooker have been and are now engaged in commerce, as "commerce" is defined in the Federal Trade Commission Act, in that they have shipped and sold their products or caused them to be transported from their various places of manufacture and business for sale to other companies with places of business located in the several States of the United States.

PAR. 6. Except to the extent that competition has been frustrated, hindered, lessened and eliminated as hereinafter set forth, Occidental and Hooker have been and are now in competition with firms, partnerships and corporations engaged in the manufacture and sale of the products described above.

PAR. 7. In the course and conduct of its business, as described above, Hooker has, for a number of years and continuing to the present time, engaged in unfair methods of competition and unfair acts or practices in commerce in violation of Section 5 of the Federal Trade Commission Act in that it has systematically utilized its actual or potential purchases or the actual or potential purchases of Occidental to obtain, or attempt to obtain, sales of its products, services or raw materials to certain other companies.

In order to utilize the actual or potential purchases as described above, Hooker has engaged in one or more of the following acts or practices, but not limited thereto:

A. Compiled, coordinated and maintained statistical sales and purchase data and other information which related Hooker's sales to one or more companies to Hooker's purchases from one or more companies.

B. Disclosed statistical sales data to purchase personnel.

C. Disclosed statistical purchase data to sales personnel.

D. Utilized statistical sales data and other information in order to determine which suppliers should be favored or the extent to which suppliers should be permitted to participate in supplying Hooker.

E. Utilized statistical purchase data and other information in order to determine the companies to whom Hooker could make sales on the basis of Hooker's purchases.

F. Communicated with certain other companies for the purpose of ascertaining, developing, or furthering a relationship between Hooker's sales to and its purchases from such companies.

G. Sold, or attempted to sell, to certain other companies on the basis of, among other things, Hooker's purchases from such companies.

H. Purchased, or agreed to purchase, from certain companies on the

understanding or condition that such companies would purchase from Hooker.

I. Purchased from certain companies or their designees in order to induce such companies to purchase from Hooker.

J. Decreased or discontinued purchases from certain other companies because such companies would not purchase or increase their purchases from Hooker.

K. Exchanged sales and purchase data with Occidental or its subsidiaries.

L. Utilized the actual or potential purchases of Occidental or its subsidiaries in order to obtain, or attempt to obtain, sales.

PAR. 8. Subsequent to its acquisition of Hooker, Occidental and its subsidiaries had or should have had knowledge of one or more of the acts and practices alleged in Paragraph Seven above, and failed to terminate such acts and practices.

PAR. 9. The acts and practices of Occidental, and Hooker, as alleged above, have had and still have the capacity, tendency and effect of (a) foreclosing actual or potential suppliers of Occidental or Hooker, (b) foreclosing competitors of Occidental or Hooker from selling to actual or potential suppliers of Occidental or Hooker, and (c) giving Occidental and Hooker an unfair competitive advantage over competitors.

PAR. 10. The aforesaid acts and practices of Occidental and Hooker constitute a restraint of trade and an unfair method of competition in commerce in violation of Section 5 of the Federal Trade Commission Act.

DECISION AND ORDER

The Federal Trade Commission having initiated an investigation of certain acts and practices by the respondents named in the caption hereof, and the respondents having been furnished thereafter with a copy of a draft of complaint which the Bureau of Competition proposed to present to the Commission for its consideration and which, if issued by the Commission, would charge respondents with violation of the Federal Trade Commission Act; and

The respondents and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondents 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 thereafter considered the matter and having determined that it had reason to believe that the respondents have violated the said Act, and that complaint should issue stating its charges in that respect, and having thereupon accepted the executed consent agreement and placed such agreement on the public record for a period of thirty (30) days, now in further conformity with the procedure prescribed in Section 2.34(b) of its rules, the Commission hereby issues its complaint, makes the following jurisdictional findings, and enters the following order:

1. Respondent Occidental Petroleum Corporation is a corporation organized, existing and doing business under and by virtue of the laws of the State of California with its office and principal place of business located at 10889 Wilshire Boulevard, Los Angeles, Calif.

Respondent Hooker Chemical Corporation is a corporation organized, existing, and doing business under and by virtue of the laws of the State of New York, with its office and principal place of business located at 1515 Summer Street, Stamford, Conn.

2. 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

For the purposes of this order, the definitions below shall apply, although words of inclusion used herein are not words of limitation:

"Respondent Occidental" includes Occidental Petroleum Corporation, a corporation, its subsidiaries (including respondent Hooker Chemical Corporation), successors, and assigns.

"Respondent Hooker" includes the Hooker Chemical Corporation (a subsidiary of respondent Occidental), its subsidiaries, successors and assigns.

"Company" includes any business entity and its subsidiaries.

"Purchase" and "purchases" include any receipt of products, services, or raw materials from another company in exchange for money, products, services, or raw materials.

"Sell" and "sales" include any conveyance of products or raw materials to, or any performance of services for another company in exchange for money, products, services, or raw materials.

"Personnel" includes officers, directors, employees, agents and representatives.

"Sales personnel" includes any personnel who are routinely and directly engaged in promoting or obtaining sales on behalf of respondent Occidental.

"Purchasing personnel" includes any personnel who are routinely and directly engaged in purchasing on behalf of respondent Occidental.

"Purchasing decision" includes any decision as to the selection of any supplier, the allocation of purchases among suppliers, the purchase of any products, services or raw materials, the placing of any company on a bidders list, the designation of any company as a qualified bidder, the selection of a winning bidder, or the continuance, discontinuance, increase, or decrease of purchases from any supplier.

I.

It is ordered, That respondent Occidental, its officers, directors, employees, agents, and representatives, directly or through any corporate or other device, shall forthwith cease and desist from:

a. Purchasing or entering into or adhering to any agreement or understanding to purchase from an actual or potential supplier on the understanding that any of such purchases are conditioned upon or related to any sales by respondent Occidental or any other company;

b. Selling or entering into or adhering to any agreement or understanding to sell to an actual or potential customer on the understanding that any of such sales are conditioned upon or related to purchases by respondent Occidental or any other company;

c. Communicating to another company that:

1. Respondent Occidental's purchasing decisions will or may be conditioned upon or related to sales by respondent Occidental or any other company;

2. Sales by respondent Occidental will or may be conditioned upon purchases by respondent Occidental or any other company.

d. Causing or permitting any of respondent Occidental's executive or managerial personnel to specify or recommend to any purchasing personnel that the status of any company as an actual or potential customer should be considered in making any purchasing decision involving such company;

e. Discussing, comparing, or exchanging statistical data or other information with another company in order to ascertain, develop, facilitate, or further any relationship between purchases and sales of the nature prohibited by this order;

f. Preparing or maintaining statistical data which compares or otherwise relates respondent Occidental's actual or potential purchases from a company to its actual or potential sales to such company; *Provided, however*, That nothing in this subparagraph shall prevent respondent Occidental's personnel other than its sales

or purchasing personnel from preparing or maintaining statistical data which shows the amount of respondent Occidental's actual or potential sales to any company and statistical data which shows the amount of its actual or potential purchases from such company;

g. Causing or permitting any sales personnel to:

1. Engage in purchasing;
2. Obtain statistical data or other information which shows the amount of actual or potential purchases from any company;
3. Specify or recommend to any other of respondent Occidental's personnel that the status of any company as an actual or potential customer should be considered in making any purchasing decision involving such company;

h. Causing or permitting any purchasing personnel to:

1. Engage in selling;
2. Obtain statistical data or information which shows the amount of actual or potential sales to any company;
3. Specify or recommend to any other of respondent Occidental's personnel that sales could or should be made to any company because of the status of such company as an actual or potential supplier.

Provided, however, That nothing in this paragraph shall prohibit any of respondent Occidental's personnel engaging in purchasing for resale or having principal responsibility within the corporation for any product or geographic area (including the principal assistants to such personnel), from engaging in activities described in Parts 1 and 2 of Subparagraphs g. and h. of this paragraph, insofar as such activities are appropriate to the legitimate performance of their duties, and so long as such activities are not used to develop, facilitate, or further any relationship between purchases and sales of the nature prohibited by this order.

II.

It is further ordered, That respondent Occidental shall, within thirty (30) days subsequent to the date of service of this order withdraw and provide for continued isolation:

- a. From the possession, custody, and control of all sales personnel, all statistical data and other information which shows actual or potential purchases from another company;
- b. From the possession, custody, and control of all purchasing personnel, all statistical data and other information which shows actual or potential sales to another company.

Provided, however, That nothing in this paragraph shall prohibit

any of respondent Occidental's personnel from retaining such statistical data or other information as is needed to engage in activities not prohibited by Paragraph I, above.

III.

It is further ordered, That respondent Occidental shall within sixty (60) days subsequent to the date of this order:

a. Issue a copy of Attachment A, hereof, to each of its personnel who has, at any time since Jan. 1, 1971, served as sales personnel or purchasing personnel, or who has compiled or distributed statistical sales or purchase data, or who has directed or supervised such compilation or distribution;

b. Insert and maintain within all manuals and other such documents which set out its policies or procedures for purchasing or for obtaining sales, or its policies relating to the compilation or distribution of statistical purchase of sales data:

1. The language of Attachment A, hereof.

2. A current list of all sales personnel and purchasing personnel within the operating unit for which such manual is issued.

IV.

It is further ordered, That respondent Occidental shall, in the following manner, mail a copy of Attachment B hereof, together with a copy of this order, to its customers and suppliers described below:

a. Within sixty (60) days subsequent to the date of service of this order, to each company which respondent Hooker has made purchases from or sales to valued in excess of \$50,000 in 1972;

b. Within one hundred twenty (120) days subsequent to the date of service of this order, to each company (other than those described in a. above) which respondent Occidental has made purchases from or sales to valued in excess of \$50,000 in 1972;

c. Within one hundred twenty (120) days subsequent to the date of service of this order, or by May 1, 1974, whichever comes later, to each company (other than those described in a. and b. above) Occidental has made purchases from or sales to valued in excess of \$50,000 in 1973.

V.

It is further ordered, That respondent Hooker shall, within sixty (60) days of the third (3rd) anniversary of the date of this order:

a. Cause each of its then-current personnel who, at any time subsequent to the date of this order, has held any of the positions

listed in Appendix 1, hereof, to complete and furnish to respondent Hooker's legal department a sworn statement in the form of Attachment C, hereof;

b. Cause each of its then-current personnel who, at any time subsequent to the date of this order, has held any of the positions listed in Appendix 2, hereof, to complete and furnish to respondent Hooker's legal department a sworn statement in the form of Attachment D, hereof;

c. Cause each of its then-current personnel who, at any time subsequent to the date of this order, has held any of the positions listed in Appendix 3, hereof, to complete and furnish to respondent Hooker's legal department a sworn statement in the form of Attachment E, hereof.

VI.

It is further ordered, That respondent Hooker shall:

A. Request each of its personnel who, at any time subsequent to the date of this order, has held any of the positions listed in Appendix 1, hereof, and who leaves the employ of respondent prior to the third (3rd) anniversary of the date of this order, to complete and furnish to respondent Hooker's legal department, within (10) days preceding such termination of employment, a sworn statement in the form of Attachment C, hereof;

B. Request each of its personnel who, at any time subsequent to the date of this order, has held any of the positions listed in Appendix 2, hereof, and who leaves the employ of respondent Hooker prior to the third (3rd) anniversary of the date of this order, to complete and furnish to respondent Hooker's legal department, within ten (10) days preceding such termination of employment, a sworn statement in the form of Attachment D, hereof;

C. Request each of its personnel who, at any time subsequent to the date of this order, has held any of the positions listed in Appendix 3, hereof, and who leaves the employ of respondent Hooker prior to the third (3rd) anniversary of the date of this order, to complete and furnish to respondent Hooker's legal department, within ten (10) days preceding such termination of employment, a sworn statement in the form of Attachment E, hereof.

VII.

It is further ordered, That respondent Hooker shall submit to the Federal Trade Commission:

A. Within ninety (90) days subsequent to the third (3rd) anniver-

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sary of the date of service of this order, all sworn statements which it has received pursuant to Paragraph V, above;

B. Within ninety (90) days subsequent to the first (1st) anniversary of the date of service of this order, and annually thereafter for a period of two (2) years, all sworn statements which it has received pursuant to Paragraph VI above, together with the name and address of each individual who failed to complete a sworn statement as requested by respondent Hooker pursuant to Paragraph VI, above, at any time in the one (1) year period immediately prior to any such submission.

VIII.

It is further ordered, That respondent Occidental shall, within sixty (60) days subsequent to the date of service of this order, file with the Federal Trade Commission a written report setting forth in detail the manner and form in which it and respondent Hooker have complied with this order, including, but not limited to the following:

- a. The name and title of each individual to whom a copy of Attachment A, hereto was issued pursuant to Paragraph III, above;
- b. The name of each company to which a copy of this order was mailed pursuant to Paragraph IV, above.

IX.

It is further ordered, That respondent Occidental shall forthwith distribute a copy of this order to each of its operating divisions.

X.

It is further ordered, That respondent Occidental notify the Federal Trade Commission at least thirty (30) days prior to any proposed change in its corporate structure, such as dissolution, assignment or sale resulting in the emergence of a successor corporation, the creation or dissolution of subsidiaries, or any other change in the corporation which may affect compliance obligations arising out of this order.

XI.

It is further ordered, That nothing contained in this order shall prohibit respondent Occidental from:

A. Receiving or conveying products, services, or raw materials under any agreement or other mutual undertaking for the exchange (by purchase, sale or otherwise) of products, services, or raw materials of like or substantially like kinds, with or without processing;

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B. Entering into or adhering to any contract, agreement, or arrangement (whether tolling, purchase and sale, or otherwise) for the conversion of respondent Occidental's products or goods into other forms for its own use or for resale or for the conversion by respondent Occidental of the products or goods of other companies;

C. Entering into or adhering to any contract or agreement for construction work or for the manufacture, installation, servicing or operating of equipment, products or facilities, or the furnishing of supplies, for respondent Occidental's own use, or the use of its employees, on the condition that respondent Occidental's or other specified products, goods or services be used in the performance of such contracts or agreements;

D. Conveying any product or raw material in which a shortage exists in respondent Occidental's marketing area for such product or raw material, under any term of any agreement or other mutual undertaking by which respondent Occidental is to receive in exchange (by purchase or otherwise) any other product or raw material as to which a shortage also exists in the area in which respondent Occidental has a need therefore; *Provided*, That respondent Occidental may not enter into any such agreement or mutual undertaking unless it has first made diligent efforts to obtain such other product or raw material on the open market and has failed to do so because there exists a shortage in the interstate commerce; and *Provided further*, That at any time the Commission may, after giving to respondent Occidental notice and an opportunity to be heard, vacate, amend, or modify this provision as circumstances then require.

Provided, however, That nothing in this paragraph or any of its subparagraphs shall be construed as having application to, or limiting in any manner whatsoever, any other proceeding or investigation initiated by the Federal Trade Commission, and that the Federal Trade Commission reserves the right to take further action, including the issuance of a complaint, with respect to transactions of the nature described in this paragraph and each of its subparagraphs in the event that it shall at any time in the future have reason to believe that any of such transactions may violate any of the statutes administered by it.

XII.

It is further ordered, That respondent Occidental shall, for a period of five (5) years subsequent to the date of service of this order, maintain and retain:

A. All written contracts and agreements of the nature described in Paragraphs XI-A and D, above; and

B. Documents sufficient to disclose the terms and substance of all oral contracts and agreements of the nature described in Paragraphs XI-A and D above;

together with documents sufficient to show the total annual dollar value and/or volume of deliveries and receipts pursuant to each such written or oral contracts and agreements.

XIII.

Nothing contained herein shall apply:

a. To acts or transactions not in interstate commerce which do not substantially lessen competition within the United States or otherwise restrain trade therein; or

b. To agreements, understandings, contracts or other commercial arrangements with foreign governments or with agencies or entities thereof, whereby respondent Occidental is to receive products, services, or raw materials not produced in the United States.

ATTACHMENT A

Re: Federal Trade Commission Order Concerning the Selling and Purchasing Activities of Occidental Petroleum Corporation and its Subsidiaries.

Pursuant to an Order of the Federal Trade Commission, we issue the following policies and guidelines:

General

No personnel of the Company shall:

1. discuss, compare, or exchange statistical data or other information with another company in order to ascertain, develop, facilitate, or further any reciprocal relationship between our purchases and our sales.
2. prepare, maintain, or in any manner obtain statistical data which compares or otherwise relates our actual or potential purchases from another company to our actual or potential sales to that company.

Purchasing

It is our policy to purchase solely on the basis of price, quality, and service. Purchasing personnel shall be prepared to justify all purchases in light of these criteria. No purchase may be conditioned upon or related to our sales or sales by any other company, nor shall any employee suggest or imply to any actual or potential supplier that any purchase is so conditioned or related.

No purchasing personnel shall:

1. engage in selling;
2. in any manner obtain statistical data or other information which shows the amount of our actual or potential sales to any company;
3. specify or recommend to any of our non-purchasing personnel that sales could or should be made to any company because of the status of that company as an actual or potential supplier.

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Selling

No personnel of the Company engaged in obtaining sales to any actual or potential customer shall suggest or imply that such sales are conditioned upon or related to our purchases or purchases by any other company.

No sales personnel shall:

1. engage in purchasing;
2. in any manner obtain statistical data or other information which shows the amount of our actual or potential purchases from any company;
3. specify or recommend to any of our non-sales personnel that the status of any company as an actual or potential customer should be considered in making any decision to purchase from that company.

Exceptions

None of our personnel engaging in purchasing for resale or having principal responsibility within the corporation for any product or geographic area (including the principal assistants to such personnel) are prevented from engaging in activities referred to in parts 1 and 2 of the paragraphs above designated "Purchasing" and "Selling" insofar as such activities are appropriate to the legitimate performance of their duties, and so long as such activities are not used to develop, facilitate, or further any relationship between purchases and sales of the nature prohibited by the Federal Trade Commission's Order.

Violation of Policies or Guidelines

Violation of the above policies or guidelines shall subject any offending employee to disciplinary action, which may include dismissal from his employment.

ATTACHMENT B

To Our Customers and Suppliers:

Pursuant to the attached Order of the Federal Trade Commission, we herewith advise you that it is the policy of Occidental Petroleum Corporation and its subsidiaries to purchase solely on the basis of price, quality, and service. We wish to assure you that our purchases will in no way be conditioned upon or related to our sales to you or any other company.

Chief Executive Officer

ATTACHMENT C

Name and address:

Positions held, with dates, with Hooker Chemical Corporation or its subsidiaries since
(the date of this Order):

I have marked the statement below which is true:

____ 1. I have engaged in one or more of the activities of the nature prohibited by Paragraph I, subparagraphs a through f, inclusive, of (this Order) at some time since (the date of this Order)

____ 2. I have not engaged in any activities of the nature prohibited by Paragraph I, subparagraphs a through f, inclusive, of (this Order) since (the date of this order)

(Signature)

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City of _____

State of _____

Sworn to and subscribed before me this _____ day of _____, 1973.

(Notary Public)

ATTACHMENT D

Name and address:

Positions held, with dates, with Hooker Chemical Corporation or its subsidiaries since

(the date of this Order) :I have marked all statements below which have been true at all times since _____ (the
date of this Order) _____ :

____1. I have not discussed, compared, or exchanged statistical data or other information with another company in order to ascertain, develop, facilitate, or further any reciprocal relationship between purchases and sales by Hooker Chemical Corporation or its subsidiaries.

____2. I have not prepared or maintained statistical data which compared or otherwise related purchases by Hooker Chemical Corporation or its subsidiaries from any company to sales by Hooker Chemical Corporation or its subsidiaries to such company.

____3. I have not, while engaged as sales personnel, specified or recommended to any of our non-sales personnel that the status of any company as an actual or potential customer should be considered in making any decision to purchase from that company.

____4. I have not suggested or implied to another company that purchases by Hooker Chemical Corporation or its subsidiaries might be conditioned upon or related to sales to such company.

____5. I have not, while engaged as sales personnel, engaged in purchasing on behalf of Hooker Chemical Corporation or its subsidiaries.*

____6. While engaged as sales personnel, I have not obtained statistical data or other information which showed the amount of actual or potential purchases from any company by Hooker Chemical Corporation or its subsidiaries.*

____7. While engaged as sales personnel, I have not received any recommendation that sales could or should be made to any company because of the status of that company as an actual or potential supplier.

____8. To the best of my knowledge and belief, none of the individuals who have reported to me since _____ (the date of this Order) _____ have since such time engaged in any of the activities set out above while engaged as sales personnel.

(Signature)

City of _____

State of _____

Sworn to and subscribed before me this _____ day of _____, 1973.

(Notary Public)

*Exception: I may have engaged in such activities while engaging in purchasing for resale or while having principal responsibility within Hooker for any product or geographic area (or while serving as a principal assistant to any individual having such responsibility).

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ATTACHMENT E

Name and address:

Positions held, with dates, with Hooker Chemical Corporation or its subsidiaries since _____
(the date of this Order) :

I have marked all statements below which have been true at all times since _____
(the date of this Order) :

____1. I have not discussed, compared, or exchanged statistical data or other information with another company in order to ascertain, develop, facilitate, or further any reciprocal relationship between purchases and sales by Hooker Chemical Corporation or its subsidiaries.

____2. I have not prepared or maintained statistical data which compared or otherwise related sales by Hooker Chemical Corporation or its subsidiaries to any company with purchases by Hooker Chemical Corporation or its subsidiaries from such company.

____3. I have not, while engaged as purchasing personnel, specified or recommended that sales could or should be made to any company because of its status as an actual or potential supplier.

____4. I have not suggested or implied to another company that purchases by Hooker Chemical Corporation or its subsidiaries might be conditioned upon or related to sales to such company.

____5. I have not, while engaged as purchasing personnel, engaged in selling on behalf of Hooker Chemical Corporation or its subsidiaries.*

____6. While engaged as purchasing personnel, I have not obtained statistical data or other information which showed the amount of actual or potential sales to any company by Hooker Chemical Corporation or its subsidiaries.*

____7. While engaged as purchasing personnel, I have received no direction or recommendation to consider the status of any company as an actual or potential customer in making any decision to purchase from that company.

____8. To the best of my knowledge and belief, none of the individuals over whom I have had line authority since _____ (the date of this Order) _____ have since such time engaged in any of the activities set out above while engaged as purchasing personnel.

(Signature)

City of _____

State of _____

Sworn to and subscribed before me this _____ day of _____, 1973.

(Notary Public)

APPENDIX 1

Chairman of the Board, Hooker Chemical Corporation (Hooker)

President, Hooker

Executive Vice President, Hooker

*Exception: I may have engaged in such activities while engaging in purchasing for resale or while having principal responsibility within Hooker for any product or geographic area (or while serving as a principal assistant to any individual having such responsibility).

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Group Vice President—Purchasing and Sales, Hooker
Chairman of the Board, Oxy Metal Finishing Corporation (Oxy Metal)
President, Oxy Metal

APPENDIX 2

Vice President—Purchasing, Hooker Chemical Corporation (Hooker)
Purchases Manager—Raw Materials & Containers, Hooker
Purchases Manager—Construction & Engineered Equipment, Hooker
Purchases Manager—Field Purchasing & Administration, Hooker
Purchases Manager—Energy & Asset Utilization, Hooker
Director of Purchasing—Sel-Rex Division, Oxy Metal Finishing Corporation (Oxy Metal)
Director of Purchasing—Udylite Division, Oxy Metal
Director of Purchasing—Parker Division, Oxy Metal

APPENDIX 3

Vice President—Sales, Hooker Chemical Corporation (Hooker)
Sales Manager—Solvents, Electrochemical Division, Hooker
Industry Marketing Manager—Solvents, Electrochemical Division, Hooker
Sales Manager—Chlor Alkali, Electrochemical Division, Hooker
Western Sales Manager, Electrochemical Division, Hooker
Marketing Manager—Pulp Mill Services, Electrochemical Division, Hooker
Sales Manager—Industrial Chemicals, Specialty Chemicals Division, Hooker
Sales Manager—Toulene Intermediates, Specialty Chemicals Division, Hooker
Industry Marketing Manager—Plastic Chemicals, Specialty Chemicals Division, Hooker
Marketing Manager—Molding Materials, Durez Division, Hooker
Marketing Manager—Industrial Resins & Foundry Materials, Durez Division, Hooker
Supervisor Field Sales—Polyesters & Foams, Durez Division, Hooker
Marketing Manager—Chemicals, Ruco Division, Hooker
Sales Manager—Film & Sheeting, Ruco Division, Hooker
Vice President—Sales, Oxy Metal Finishing Corporation

IN THE MATTER OF

DIAMOND SHAMROCK CORPORATION

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

Docket C-2493. Complaint, Mar. 18, 1974—Decision, Mar. 18, 1974

Consent order requiring a Cleveland, Ohio, chemical manufacturer and explorer and producer of crude oil and natural gases, among other things to cease entering into reciprocal dealings or understandings which systematically use actual or potential purchases to obtain or increase sales to certain companies.

Appearances