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**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

STATE OF CALIFORNIA,
Plaintiff,

v.

VALERO ENERGY CORPORATION,
VALERO ENERGY PARTNERS LP,
and
PLAINS ALL AMERICAN
PIPELINE, L.P.,
Defendants.

Civil Action No. 17-cv-3786 (WHA)

~~PROPOSED~~ **STIPULATED ORDER
OF DISMISSAL AND FINAL
JUDGMENT**

1. All parties have agreed to the provisions of this order through their designated counsel.

2. Subject to the provisions of paragraph 5 below, Defendants Valero Energy Corporation, Valero Energy Partners LP, and any Affiliate (as defined below) are hereby ordered and enjoined for a period of 10 years from the date of entry of this order not to acquire or seek to acquire the Martinez and Richmond Facilities (as defined below). As used in this order, the term “Affiliate” means any direct or indirect subsidiary of Valero Energy Corporation or Valero Energy Partners LP, or any other entity that controls, is controlled by, or is under common control with either Valero Energy Corporation or Valero Energy Partners LP, where the terms “controls,” “controlled by” and “under common control with” mean the power to direct the management and policies of an entity, directly or indirectly, through the ownership of voting securities, by contract, or otherwise. As used in this order, the term “Martinez

1 and Richmond Facilities” means the petroleum storage and distribution terminals
2 presently owned by a subsidiary of Plains All American Pipeline, L.P. and located in
3 Martinez and Richmond, California, and/or any of the pipelines presently owned by a
4 subsidiary of Plains All American Pipeline, L.P. leading to or from the Martinez and
5 Richmond terminals.

6 3. Subject to the provisions of paragraph 5 below, if defendants Valero
7 Energy Corporation, Valero Energy Partners LP, or any Affiliate, attempts to acquire or
8 seek to acquire the Martinez and Richmond Facilities, they are ordered, for a period of
9 10 years from the date of entry of this order, to provide written notice to the California
10 Attorney General’s Office, Antitrust Section no later than the date of filing of a form
11 required to be submitted to the Federal Trade Commission by the Hart-Scott-Rodino
12 Act, 15 U.S.C. § 18A, or 30 days prior to the proposed closing, whichever is earlier.

14 4. Pursuant to Federal Rule of Civil Procedure 60(b)(5) or (6), Valero
15 Energy Corporation, Valero Energy Partners LP, or any Affiliate, may apply to this
16 Court for a termination or modification of this Order if there is a change in factual
17 conditions or in law sufficient to satisfy Rules 60(b)(5) or (6).

18 5. Neither the parties nor this Court shall use, cite or rely upon the provisions
19 of this order, or any of the discussions at the October 5, 2017 case management
20 conference, as a basis for any claim for attorney’s fees or costs in this case.

21 6. Subject to the provisions of paragraph 5 above, this Court shall retain
22 jurisdiction for a period of 10 years to enforce the terms of this order.
23

1 7. Nothing herein shall be construed as an admission on the merits by any
2 party.

3 8. This case is dismissed in its entirety as moot and administratively closed.

4 9. Final judgment is hereby entered. Judgment shall not be in favor or
5 against either side.

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8 Dated: October 12, 2017.

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11 _____
12 Hon. William H. Alsup
13 United States District Court Judge
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1 Dated: October 11, 2017

XAVIER BECERRA
Attorney General
KATHLEEN E. FOOTE
Senior Assistant Attorney General
PAUL MOORE
Deputy Attorney General

5 ESTES LAW GROUP

6 /s/ Polly J. Estes
Polly J. Estes
7 Attorneys for Plaintiff State of California

8 Dated: October 11, 2017

VINSON & ELKINS L.L.P

9 .
10 /s/ William R. Vigdor
William R. Vigdor (admitted pro hac vice)
11 Attorneys for Defendant
Plains All American Pipeline, L.P.

12
13 Dated: October 11, 2017

BAKER BOTTS LLP

14 /s/ Stephen Weissman
Stephen Weissman (pro hac vice)
15 Counsel for Defendants
Valero Energy Corporation and Valero Energy
16 Partners, LP

17 I attest that concurrence in the filing of this document has been obtained from all
18 signatories.

19 /s/ Polly J. Estes
Polly J. Estes
20 Attorneys for Plaintiff State of California