



1. Respondent Honeywell is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware with its office and principal place of business located at 101 Columbia Road, Morris Township, New Jersey 07962.
2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the Respondent, and the proceeding is in the public interest.

## **ORDER**

### **I.**

**IT IS ORDERED** that, as used in this Order, the following definitions shall apply:

- A. “Respondent” or “Honeywell” means Honeywell International Inc., its directors, officers, employees, agents, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions, groups, and affiliates controlled by Honeywell International Inc. (including LXE LLC, and, after the Effective Date, Intermec) and the respective directors, officers, employees, agents, representatives, successors, and assigns of each. Honeywell includes Hand Held Products Inc. and Metrologic Instruments, Inc., and their respective subsidiaries, doing business as Honeywell Scanning and Mobility and having a place of business at 9680 Old Bailes Road, Fort Mill, South Carolina 29707.
- B. “Intermec” means Intermec, Inc., a corporation organized, existing and doing business under and by virtue of the laws of the state of Delaware, with its office and principal place of business at 6001-36<sup>th</sup> Avenue West, Everett, Washington 98203-1265.
- C. “Datalogic” means Datalogic IPTECH s.r.l., a corporation organized, existing and doing business under and by virtue of the laws of Italy, with its office and principal place of business located at Via San Vitalino, 13, 40012 Lippo de Calderara di Reno, Bologna, Italy, along with its subsidiaries and affiliates.
- D. “Acquisition” means the proposed acquisition of Intermec by Respondent pursuant to an Agreement and Plan of Merger signed on December 9, 2012.
- E. “Acquisition Date” means the date on which the Acquisition is consummated.
- F. “Acquirer” means Datalogic or any other Person approved by the Commission to enter a Remedial Agreement.
- G. “Acquirer Confidential Information” means information not in the public domain related to the Acquirer’s research, development, making, marketing and selling of a Relevant Device.



**II.**

**IT IS FURTHER ORDERED** that:

- A. Not later than ten (10) Business Days after the Acquisition Date, Respondent shall license the Relevant IP to Datalogic and execute and make effective the Datalogic-Honeywell Agreement,

PROVIDED that, if, at the time the Commission determines to make this Order

2. include in the Remedial Agreement a covenant not to sue that includes at least the provisions of this Paragraph.
- E. Respondent shall not assign or transfer the Relevant IP, or license Relevant IP under terms that give a licensee rights to sue for infringement, unless the assignee, transferee or licensee agrees in writing to assume the obligations contained in this Paragraph II with respect to such Relevant IP.
  - F. Respondent shall not require or solicit the disclosure of Acquirer Confidential Information through the operation of any Remedial Agreement; shall take all reasonable steps to prevent disclosure of Acquirer Confidential Information through operation of any Remedial Agreement; and shall not use Acquirer Confidential Information disclosed through operation of any Remedial Agreement for any purpose.
  - G. The purpose of this Order is to enable the Acquirer to compete with Respondent in the United States through the manufacturing, marketing and selling of Relevant Devices and to remedy the lessening of competition alleged in the Commission's Complaint.

### **III.**

**IT IS FURTHER ORDERED** that:

- A. The Commission may appoint a monitor or monitors ("Monitor") to assure that Respondent expeditiously complies with all obligations and performs all responsibilities

- D. Within ten (10) days after appointment of the Monitor, Respondent shall execute an agreement that, subject to the prior approval of the Commission, grants and transfers to the Monitor all rights, powers

#### IV.

**IT IS FURTHER ORDERED** that:

- A. If Respondent has not fully complied with the obligations specified in Paragraph II.A and B of this Order, the Commission may appoint a Divestiture Trustee to license the Relevant IP and enter a Remedial Agreement in a manner that satisfies the requirements of Paragraph II. In the event that the Commission or the Attorney General brings an action pursuant to § 5(l) of the Federal Trade Commission Act, 15 U.S.C. § 45(l), or any other statute enforced by the Commission, Respondent shall consent to the appointment of a Divestiture Trustee in such action. Neither the appointment of a Divestiture Trustee nor a decision not to appoint a Divestiture Trustee under this Paragraph shall preclude the Commission or the Attorney General from seeking civil penalties or any other relief available to it, including a court-appointed Divestiture Trustee, pursuant to § 5(l) of the Federal Trade Commission Act, or any other statute enforced by the Commission, for any failure by the Respondent to comply with this Order.
- B. If a Divestiture Trustee is appointed by the Commission or a court pursuant to Paragraph IV.A. of this Order, Respondent shall consent to the following terms and conditions regarding the Divestiture Trustee's powers, duties, authority, and responsibilities:
  - 1. The Commission shall select the Divestiture Trustee, subject to the consent of Respondent, which consent shall not be unreasonably withheld. The Divestiture Trustee shall be a person with experience and expertise in acquisitions and divestitures. If Respondent has not opposed, in writing, including the reasons for opposing, the selection of any proposed Divestiture Trustee within ten (10) days after notice by the staff of the Commission to Respondent of the identity of any proposed Divestiture Trustee, Respondent shall be deemed to have consented to the selection of

appointed Divestiture Trustee, by the court; *provided, however*, the Commission may extend the divestiture period only two (2) times.

5. The Divestiture Trustee shall have full and complete access to the personnel, books,





## VI.

**IT IS FURTHER ORDERED** that:

- A. Respondent shall submit to the Commission a verified written report:
1. within thirty (30) days after the date this Order becomes final and every thirty (30) days thereafter until Respondent has complied with the obligations of Paragraphs II.A and II.B of this Order; and
  2. on the first anniversary of the date on which the Order becomes final, and annually for nine (9) years, thereafter,
- which report shall set forth in detail the manner and form in which it intends to comply, is complying, and has complied with this Order and the Remedial Agreement since the filing of any previous compliance report, and shall, *inter alia*, identify all assignments, transfers and licenses subject to Paragraph II.E and provide information sufficient to demonstrate that such assignments, transfers and licenses comply with Paragraph II.E.
- B. For purposes of determining or securing compliance with this Order, and subject to any legally recognized privilege, and upon written request and upon five (5) days notice to Respondent made to its principal United States offices, registered office of its United States subsidiary, or its headquarters address, Respondent shall, without restraint or interference, permit any duly authorized representative of the Commission:
1. access, during business office hours of Respondent and in the presence of counsel, to all facilities and access to inspect and copy all books, ledgers, accounts, correspondence, memoranda and all other records and documents in the possession or under the control of Respondent related to compliance with this Order, which copying services shall be provided by Respondent at the request of the authorized representative(s) of the Commission and at the expense of the Respondent; and
  2. to interview officers, directors, or employees of Respondent, who may have counsel present

**VIII.**

**IT IS FURTHER ORDERED** that this Order shall terminate on November 22, 2023.

By the Commission.

Donald S. Clark  
Secretary

SEAL:

ISSUED: November 22, 2013

**In re Honeywell International Inc.**

**Confidential Exhibit A**

**Honeywell-Datalogic Agreement**

**[Redacted From the Public Record Version, But Incorporated By Reference]**