

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of

MACDERMID, INCORPORATED,
a corporation,

and

POLYFIBRON TECHNOLOGIES, INC.,
a corporation.

File No. 991-0167

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed acquisition by MacDermid, Incorporated ("MacDermid") of Polyfibron Technologies, Inc. ("Polyfibron"), and it now appearing that MacDermid and Polyfibron, hereinafter sometimes referred to as "Proposed Respondents," are willing to enter into this Agreement Containing Consent Orders ("Consent Agreement") to divest certain assets and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent MacDermid is a corporation organized, existing and doing business under and by virtue of the laws of the State of Connecticut, with its executive offices located at 245 Freight Street, Waterbury, Connecticut 06702.
2. Proposed Respondent Polyfibron 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 900 Middlesex Turnpike, Building 2, Billerica, Massachusetts 01821-3946.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
 - a. any further procedural steps;

- b. the requirement that the Commission's Order to Maintain Assets and Decision and Order, here attached and made a part hereof, contain a statement of findings of fact and conclusions of law;
- c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Order to Maintain Assets or Decision and Order entered pursuant to this Consent Agreement; and
- d. any claim under the Equal Access to Justice Act.

5. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify the Proposed Respondents, in which event it will take such action as it may consider appropriate, or amend its complaint if circumstances so require and issue its Decision and Order, in disposition of the proceeding.

6. Proposed Respondents shall submit within thirty (30) days of the date this Consent Agreement is signed by the Proposed Respondents, an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, signed by the Proposed Respondents setting forth in detail the manner in which the Proposed Respondents have complied and will comply with the Order to Maintain Assets and with Paragraphs II and III of the Decision and Order. Such report will not become part of the public record unless and until the accompanying Consent Agreement and Decision and Order are accepted by the Commission for public comment.

7. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.

8. Because there may be interim competitive harm, and divestiture or other relief resulting from a proceeding challenging the legality of the proposed acquisition might not be possible, or might be less than an effective remedy, the Commission may issue an Order to Maintain Assets in this matter.

9. Proposed Respondents have read the Order to Maintain Assets contemplated hereby. Proposed Respondents agree to comply with the terms of the attached Order to Maintain Assets from the date the Order to Maintain Assets is served on Proposed Respondents. The Order to Maintain Assets shall become final upon service. Delivery of the Order to Maintain Assets to Proposed Respondents' United States counsel named in the Consent Agreement by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. When final, this

Order to Maintain Assets shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. Proposed Respondents may be liable for civil penalties in the amount provided by law for each violation of this Order to Maintain Assets.

10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) issue its Complaint, corresponding in form and substance with the draft Complaint here attached, and its Order to Maintain Assets, and (2) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondents, issue the attached Decision and Order containing an order to divest in disposition of the proceeding. When so entered, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or this Consent Agreement may be used to vary or contradict the terms of the Decision and Order.

11. By signing this Consent Agreement, Proposed Respondents represent that they can accomplish the full relief contemplated by the attached Order to Maintain Assets and Decision and Order.

12. Proposed Respondents have read the Complaint and Decision and Order contemplated hereby. Proposed Respondents understand that once the Decision and Order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order. Proposed Respondents agree to comply with the terms of the Decision and Order from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

13. If the Commission accepts the Consent Agreement for public comment, it will excuse Proposed Respondents from their obligations to comply with all outstanding information requests

Signed this _____ day of _____, 1999

MACDERMID, INCORPORATED, a corporation

By: _____

POLYFIBRON TECHNOLOGIES, INC., a corporation

By: _____

FEDERAL TRADE COMMISSION

By: _____

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