

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

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| In the Matter of |) | |
| |) | |
| LAFARGE S.A. , |) | |
| a corporation, |) | |
| |) | |
| BLUE CIRCLE INDUSTRIES PLC , |) | File No. 001 0112 |
| a corporation, |) | |
| |) | |
| BLUE CIRCLE NORTH AMERICA, INC. , |) | |
| a corporation, and |) | |
| |) | |
| BLUE CIRCLE, INC. , |) | |
| a corporation. |) | |
| |) | |

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”) having initiated an investigation of the proposed acquisition by Lafarge S.A. (“Lafarge”) of certain voting securities of Blue Circle Industries PLC (“Blue Circle PLC”), and it now appearing that Lafarge and Blue Circle PLC, 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 attorney, and counsel for the Commission that:

1. Proposed Respondent Lafarge S.A. is a corporation organized, existing and doing business under and by virtue of the laws of France, with its office and principal place of business located at 61 rue des Belles Feuilles, Paris, France. Lafarge S.A. owns more than 50% of the common stock of Lafarge Corporation whose office and principal place of business in the United States is located at 12950 Worldgate Drive, Suite 600, Herndon, VA 20191.
2. Proposed Respondent Blue Circle Industries PLC is a company registered in England and Wales under number 66568 whose registered office is located at 84 Eccleston Square,

London, England. Blue Circle Industries PLC does business in the United States through Blue Circle North America Inc., Blue Circle Inc., BlueChem, L.L.C. and other entities.

3. Proposed Respondent Blue Circle North America, Inc., a corporation controlled by Blue Circle PLC, is organized, existing and doing business under and by virtue of the laws of the State of Georgia, and has its office and principal place of business located at 1800 Parkway Place, Suite 1100, Marietta, GA 30067.
4. Proposed Respondent Blue Circle, Inc., a corporation controlled by Blue Circle PLC, is organized, existing and doing business under and by virtue of the laws of the State of Alabama, and has its office and principal place of business located at 1800 Parkway Place, Suite 1100, Marietta, GA 30067.
5. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
6. Proposed Respondents waive
 - a. any further procedural steps;
 - b. the requirement that the Commission's Order to Hold Separate and Maintain Assets (the "Hold Separate") 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 Hold Separate and Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
7. Proposed Respondents shall submit an initial compliance report within thirty (30) days from the date on which this Consent Agreement is executed setting forth in detail the manner in which Proposed Respondents have complied and will comply with the Hold Separate and the Decision and Order. Such reports will not become part of the public record unless and until this Consent Agreement and the accompanying Decision and Order and Hold Separate are accepted by the Commission for public comment.
8. 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 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.

9. 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.
10. 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 the Hold Separate at any time after it accepts this Consent Agreement.
 - a. Within ten (10) days after execution of this Consent Agreement, Proposed Respondents shall enter into the Lime Hold Separate Trustee Agreement (which shall include a trust agreement between Proposed Respondents and the Divestiture Trustee for the Lime Assets) as provided in Paragraph II of the Hold Separate.
 - b. Within ten (10) days after execution of the Lime Hold Separate Trustee Agreement, Proposed Respondents shall enter into a management agreement with the Lime Manager as provided in Paragraph II of the Hold Separate.
 - c. Within ten (10) days after execution of this Consent Agreement, Proposed Respondents shall enter into the Great Lakes Hold Separate Trustee Agreement (which shall include a trust agreement between Proposed Respondents and the Divestiture Trustee for the Great Lakes Assets) as provided in Paragraph III of the Hold Separate.
 - d. Within ten (10) days after execution of the Great Lakes Hold Separate Trustee Agreement, Proposed Respondents shall enter into a management agreement with the Great Lakes Manager as provided in Paragraph III of the Hold Separate.
 - e. Proposed Respondents shall not consummate the Acquisition (as this term is defined in the Decision and Order) unless and until Proposed Respondents have entered into the agreements described in this paragraph 10.
11. 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, (2) issue and serve its Hold Separate, (3) issue and serve its

Decision and Order, and (4) 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 Proposed Respondents, issue the attached Decision and Order containing an order to divest in disposition of the proceeding. When final, the Decision and Order and Hold Separate 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 and Hold Separate shall become final upon service. Delivery of the Complaint, Decision and Order, and Hold Separate to Proposed Respondents' United States counsel named in this Consent Agreement 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 Hold Separate. No agreement, understanding, representation, or interpretation not contained in the Decision and Order, Hold Separate, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Hold Separate.

12. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order and the Hold Separate, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to the Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the orders.
13. Proposed Respondents have read the Complaint, Decision and Order, and Hold Separate contemplated hereby. Proposed Respondents understand that once the Decision and Order and Hold Separate have been issued they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order and the Hold Separate. Proposed Respondents agree to comply with the Decision and Order and the Hold Separate from the date they execute 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 and the Hold Separate.

LAFARGE S.A.

FEDERAL TRADE COMMISSION

By: _____
Bernard Kasriel
Vice Chairman and Chief Operating Officer

By: _____
Chul Pak
Attorney

Dated: _____, 2001

APPROVED:

George S. Cary, Esq.
Cleary, Gottlieb, Steen & Hamilton
Counsel for Lafarge S.A.

Morris A. Bloom
Deputy Assistant Director

BLUE CIRCLE INDUSTRIES PLC

By: _____
Richard Tapp
Head of Group Legal and Secretariat

Richard Liebeskind
Assistant Director

Dated: _____, 2001

Molly S. Boast
Director
Bureau of Competition

William Blumenthal, Esq.
King & Spalding
Counsel for Blue Circle Industries PLC

BLUE CIRCLE NORTH AMERICA INC.

By: _____
Frederick J. Kempf
Vice President, Corporate Resources and Chief Financial Officer

Dated: _____, 2001

William Blumenthal, Esq.
King & Spalding
Counsel for Blue Circle Industries PLC

BLUE CIRCLE INC.

By: _____
Frederick J. Kempf
Vice President, Corporate Resources and Chief Financial Officer

Dated: _____, 2001

William Blumenthal, Esq.
King & Spalding
Counsel for Blue Circle Industries PLC

Attachments

Complaint
Order to Hold Separate and Maintain Assets
Decision and Order