

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

In the Matter of

**INA-HOLDING SCHAEFFLER KG,**

- b. the requirement that the Commission's Decision and Order ("Decision & Order") and Order to Maintain Assets, both attached hereto 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 challenge or contest the validity of the Decision & Order or the Order to Maintain Assets entered pursuant to this Consent Agreement; and
  - d. any claim under the Equal Access to Justice Act.
5. Proposed Respondents shall submit an initial report within ten (10) days of date on which they execute this Consent Agreement and every thirty (30) days thereafter until the Decision & Order becomes final, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, signed by the Proposed Respondents setting forth in detail the manner in which the Proposed Respondents have to date complied or have prepared to comply, are complying, and will comply with the Decision & Order and Order to Maintain Assets. Such reports will not become part of the public record unless and until the Consent Agreement, Decision & Order, and Order to Maintain Assets are accepted by the Commission for public comment.
  6. The Commission may issue its Complaint and Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
  7. 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 hereby, 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 issue or amend its Complaint (as the circumstances may require) and issue its Decision & Order, in disposition of the proceeding.
  8. 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 of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
  9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (2) issue and serve its Order to Maintain Assets, and (3) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34,

the Commission may, without further notice to Proposed Respondents, issue the attached Decision & Order, in disposition of this proceeding.

10. When final, the Decision & Order and the 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. The Decision & Order and the Order to Maintain Assets shall become final upon service. Delivery of the Complaint, Decision & Order, and the Order to Maintain Assets 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.
11. The Complaint may be used in construing the terms of the Decision & Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained

11.

**INA-HOLDING SCHAEFFLER KG**

**FEDERAL TRADE COMMISSION**

By: \_\_\_\_\_  
Dr. Jurgen M. Geissinger  
President and CEO  
INA-Holding Schaeffler KG

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Nicholas R. Koberstein  
Sean G. Dillon  
Jeffrey H. Perry  
Attorneys  
Bureau of Competition

Dated: December 13, 2001

**APPROVED:**

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Counsel for INA-Holding  
Schaeffler KG

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Ann Malester  
Assistant Director  
Bureau of Competition

Dated: December 13, 2001

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Counsel for INA-Holding  
Schaeffler KG

\_\_\_\_\_  
M. Sean Royall  
Deputy Director  
Bureau of Competition

Dated: December 13, 2001

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Susan A. Creighton  
Deputy Director  
Bureau of Competition

**FAG KUGELFISCHER GEORG  
SCHÄFER AG**

By: \_\_\_\_\_  
Dr. Uwe Loos  
President and Chief Executive Officer  
FAG Kugelfischer Georg Schäfer AG

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Joseph J. Simons  
Director  
Bureau of Competition

Dated: December 13, 2001

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Jürgen Dittert  
Generalbevollmächtigter  
FAG Kugelfischer Georg Schäfer AG

Dated: December 13, 2001

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Counsel for FAG Kugelfischer Georg  
Schäfer AG

Dated: December 13, 2001