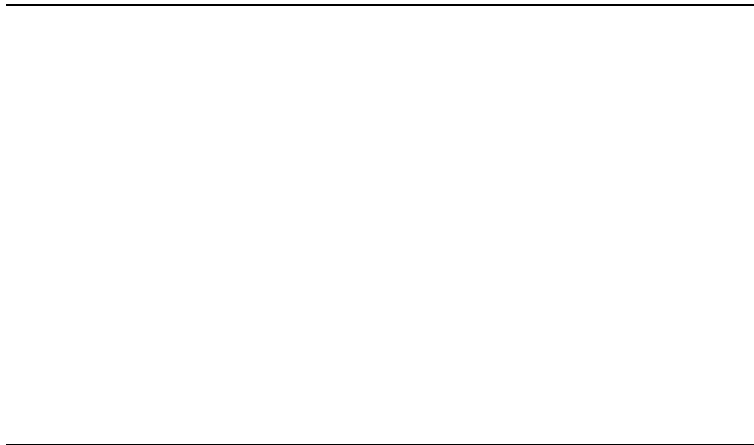


**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **Timothy J. Muris, Chairman**
 Sheila F. Anthony
 Mozelle W. Thompson
 Orson Swindle
 Thomas B. Leary



The Commission having thereafter considered the matter and having determined that it had reason to believe that Respondents have violated the said Acts, and that a Complaint should issue stating its charges in that respect and having accepted the executed Consent Agreement and placed such Consent Agreement on the public record for a period of thirty (30) days for the receipt and consideration of public comments, now in further conformity with the procedure described in Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission hereby issues its Complaint, makes the following jurisdictional findings and issues the following Decision and Order (“Order”):

1. Respondent DGF Stoess is a corporation organized, existing and doing business under and by virtue of the laws of Germany, with its office and principal place of business located at Gammelsbacher Strasse 2, 69412 Eberbach, Germany.
2. Respondent Goodman Fielder is a corporation organized, existing and doing business under and by virtue of the laws of New South Wales, Australia, with its office and principal place of business located at 75 Talavera Road, Macquarie Park NSW 2113, Australia.
3. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of Respondents, and the proceeding is in the public interest.

ORDER

IV.

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

- A. “Goodman Fielder” means Goodman Fielder Limited, its directors, employees, agents, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions, groups, and affiliates controlled by Goodman Fielder Limited (including but not limited to Goodman Fielder (USA) Inc., Leiner Davis (USA) Inc., Leiner Davis Gelatin Corporation, Leiner Davis Gelatin Argentina SA, Maramba SRL and Leiner Davis Uruguay de Gelatinas SA), and the respective directors, employees, agents, representatives, successors, and assigns of each.
- B. “DGF Stoess” means Deutsche Gelatine-Fabriken Stoess AG, its directors, employees, agents, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions, groups, and affiliates controlled by Deutsche Gelatine-Fabriken Stoess AG (including but not limited to Kind and Knox Gelatine, Inc. and Dynagel, Inc.), and the respective directors, employees, agents, representatives, successors, and assigns of each.
- C. “SKW” means the gelatin business of Degussa AG (commonly referred to as “SKW”); its directors, employees, agents, representatives, predecessors, successors, and assigns; its parents,

joint ventures, subsidiaries, divisions, groups, and affiliates controlled by the gelatin business of Degussa AG (“commonly referred to as “SKW”), and the respective directors, employees, agents, representatives, successors, and assigns of each. Degussa AG is a corporation organized, existing and doing business under and by virtue of the laws of Germany, with its office and principal place of business located in Dusseldorf, Germany.

- D. “Respondents” means DGF Stoess and Goodman Fielder.
- E. The “Acquisition” means the proposed acquisition by DGF Stoess of the gelatin business of Goodman Fielder as set forth in Goodman Fielder’s and DGF Stoess’s Purchase Agreement dated February 14, 2001, and as subsequently amended.
- F. “Commission” means the Federal Trade Commission.
- G. “Person” means any natural person, partnership, corporation, company, association, trust, joint venture or other business or legal entity, including any governmental agency.
- H. “American Gelatin Assets” means Leiner Davis (USA) Inc. (formerly known as Goodman Fielder (USA) Inc.), and all of its successors and assigns, joint ventures, subsidiaries, divisions, groups and affiliates, including but not limited to Leiner Davis Gelatin Corporation, and all of their respective businesses, assets, properties, rights and liabilities.
- I. “Argentinian Gelatin Assets” means Leiner Davis Gelatin Argentina SA and all of its successors and assigns, joint ventures, subsidiaries, divisions, groups and affiliates, including but not limited to Maramba SRL and Leiner Davis Uruguay de Gelatinas SA, and all of their respective businesses, assets, properties, rights and liabilities.
- J. “U.S. Gelatin Business” means the American Gelatin Assets and the Argentinian Gelatin Assets.

V.

IT IS FURTHER ORDERED that:

- A. Goodman Fielder shall not sell, transfer, or otherwise convey, directly or indirectly, any ownership, leasehold, or other interest, in whole or in part, in the U.S. Gelatin Business (excluding transactions in the ordinary course of business such as sales of manufactured product) to DGF Stoess in connection with the Acquisition.

- B. DGF Stoess shall not acquire, directly or indirectly, any ownership, leasehold, or other interest, in whole or in part, in the U.S. Gelatin Business (excluding transactions in the ordinary course of business such as purchases of manufactured product) in connection with the Acquisition.

VI.

IT IS FURTHER ORDERED that, for a period commencing on the date this Order becomes final and continuing for ten (10) years, DGF Stoess shall not, without the prior approval of the Commission, acquire, directly or indirectly, any ownership, leasehold, or other interest, in whole or in part, in the U.S. Gelatin Business (excluding transactions in the ordinary course of business such as purchases of manufactured product).

VII.

IT IS FURTHER ORDERED that, for a period commencing on the date this Order becomes final and continuing for ten (10) years, Goodman Fielder shall not, without the prior approval of the Commission, sell, transfer, or otherwise convey, directly or indirectly, any ownership, leasehold, or other interest, in whole or in part, in the U.S. Gelatin Business (excluding transactions in the ordinary course of business such as sales of manufactured product) to DGF Stoess.

VIII.

IT IS FURTHER ORDERED that, for a period commencing on the date this Order becomes final and continuing for five (5) years, Goodman Fielder shall not, without the prior approval of the Commission, sell, transfer, or otherwise convey, directly or indirectly:

- A. any ownership, leasehold, or other interest, in whole or in part, in the U.S. Gelatin Business (excluding transactions in the ordinary course of business such as sales of manufactured product) to SKW; or
- B. parts of, or the whole of, either (1) the American Gelatin Assets, or (2) the Argentinian Gelatin Assets (excluding transactions in the ordinary course of business such as sales of manufactured product) to a Person other than DGF Stoess or SKW.

XI.

IT IS FURTHER ORDERED that Respondents shall notify the Commission at least thirty (30) days prior to any proposed change in corporate Respondents such as dissolution, assignment, sale resulting in the emergence of a successor corporation, or the creation or dissolution of subsidiaries or any other change in the corporation that may affect compliance obligations arising out of this Order.

XII.

IT IS FURTHER ORDERED that, for the purpose of determining or securing compliance