

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

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

_____)	
In the matter of)	
)	
SOLVAY S.A.,)	File No. 021-0067
a foreign corporation.)	
)	
_____)	

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”) having initiated an investigation of the proposed acquisition by Solvay S.A. (“Solvay”) of certain voting securities of Ausimont S.p.A. (“Ausimont”), and it now appearing that Solvay, hereinafter sometimes referred to as “Proposed Respondent,” is 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 Respondent, by its duly authorized officers and attorney, and counsel for the Commission that:

1. Proposed Respondent Solvay S.A. is a corporation organized, existing and doing business under and by virtue of the laws of Belgium, with its office and principal place of business located at Rue du Prince Albert, 33, B-1050 Brussels, Belgium. Proposed Respondent’s wholly-owned subsidiary of America, Inc., A. is a corporation organized and doing business under and by virtue of the laws of Delaware.

1. P

1.

- 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.
4. Proposed Respondent shall submit an initial compliance report within thirty (30) days from the date on which it signs this Consent Agreement setting forth in detail the manner in which Proposed Respondent has complied and will comply with the Hold Separate and the Decision and Order. Such report 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.
 5. The Commission may issue its Complaint and the Hold Separate at any time after it accepts this Consent Agreement.
 - a.

than jurisdictional facts, are true.

8. 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

requests and terminate the waiting period established by Section 7A of the Clayton Act,
15 U.S.C. § 18a.

Signed this _____ day of April, 2002.

SOLVAY S.A.

FEDERAL TRADE COMMISSION

Alois Michielsen
Chairman of the Executive Committee

Robert S. Tovsky
Attorney

D. Stuart Meiklejohn
Counsel for Solvay S.A.

Morris A. Bloom
Deputy Assistant Director

Richard Liebeskind
Assistant Director

Susan Creighton
Deputy Director

Joseph J. Simons
Director
Bureau of Competition