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UNITED STATES OF AMERICA BEFORE FEDERAL TRADE COMMISSION

COMMISSIONERS:	Jon Leibowitz, Chairman Pamela Jones Harbour William E. Kovacic J. Thomas Rosb		
In the Matter of)))	
K+S Aktiengeselschaft, a corporation,)))	Docket No. C·
and)	
International Salt Company LLC, a limited liability company.))
	COMP	LAINT	

Pursuant to the provisions of the Federal Trade I Trade

Commission Act, as amended, 15 U.S.C.§ 45, and it appearing to the Commission that a proceeding in respect hereof would be in the public inteste, hereby issues its 6 mplaint, stating its charges as follows:

I.

RESPONDENTS

- 1. Respondent K+S is a German stock corporation, organized, existing, and doing business under and byvirtue of the laws of Germany, with its office and principal plae of business located at Bertha-von-Suttner Str. 7, 34131 Kassel, Germany.
- 2. Respondent ISCO is a Delaware limited liability company, existing, and doing business under and byvirtue of the laws of the United Statess as wholly owned subsidiary of

K+S, with its offices ad principal plae of business lotad at 655 Nothern Boulevad, Clarks Summti, Pennslyania 18411.

- 3. K+S is, and at all relevant times herein has been, engaged in "commerce" as defined in Section 1 of the Clayton Act, as amended, 15 U.S.C.§ 12, and is an entity whose business is in or affets "commerce" as defined in Section 4 of the effetal Trade Commission Act, as ammeded, 15 U.S.C.§ 44.
- 4. ISCO is, and at all relevant times herein has been, engaged in "commerce" as defined in Section 1 of the Clayton Act, as amended, 15U.S.C.§ 12, and is an entity whose business is in or affets "commerce" as defined in Section 4 of the effeteral Trade Commission Act, as anneeled, 15 U.S.C.§ 44.

II.

THE PROPOSED TRANSACTION

5. Pursuant to a Stock Purchassgereement dated Apir 1, 2009 (the "Ageement"), K+S proposes to aquire Morton, for Dow, for approximately\$1.675 billion (the "Acquisition").

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THE RELEVANT MARKETS

6. The relevant product market in which to analyze the effects of the Acquisition is the sale

13. The Acquisition described in Paragaph 5, if consummated, would constitute a violation of Section 7 of the Clargen Act, as mended, 15 U.S.C. § 18, and Sector 5 of the Federal TradeCommission Act, as annealed, 15 U.S.C. § 45.

WHE REFORE, THE PREMISES CONSIDERED, the Federal TradeCommission on this ______day of ______, ____, issu