

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

In the Matter of)	
)	
Nufarm Limited)	File No. 081 0130
a corporation.)	
)	
)	

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of A.H. Marks Holding Limited (“AHM”) by Nufarm Limited (“Nufarm”), and it now appearing that Nufarm, hereinafter sometimes referred to as “Proposed Respondent,” is willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to divest certain assets and providing for other relief;

IT IS HEREBY AGREED by and between Proposed Respondent, its duly authorized officer and attorney, and counsel for the Commission that:

1. Proposed Respondent Nufarm is a corporation organized, existing and doing business under and by virtue of the laws of Australia, with its offices and principal place of business located at 103-105 Pipe Road, Laverton North, Victoria 3026, Australia, and with the offices and principal place of business of its United States’ subsidiary, Nufarm Americas, Inc., located at 150 Harvester Drive, Suite 200, Burr Ridge, IL 60527.
2. Proposed Respondent admits all the jurisdictional facts set forth in the draft of Complaint here attached.
3. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. any requirement that the Commission’s Decision and Order, which is attached hereto and made a part hereof, contains a statement of findings of fact and conclusions of law;

c. all rights to seek judicial review or otherwise to challenge or contest the

NUFARM LIMITED

FEDERAL TRADE COMMISSION

President and CEO
Nufarm Limited

Dated: _____, 2010

Jonathan W. Platt
Nancy Turnblacer
Attorneys
Northeast Regional Office
Bureau of Competition

Counsel for Nufarm Limited

Dated: _____, 2010

APPROVED:

Leonard L. Gordon
Assistant Director
Bureau of Competition

Richard Feinstein
Director