UNITED STATES OF AMERICA BEFORE FEDERAL TRADE COMMISSION

Jon Leibowitz, Chairman

Edith Ramirez

COMMISSIONERS:

TRINITY MANUFACTURING, INC.

a coporation

Julie Brill Maureen Joshua Da	K. Ohlhausen
In the Matter of)
OLTRIN SOLUTIONS, LLC a company;)))
JCI JONES CHEMICALS, INC. a coporation;)))
OLIN CORPORATION a coporation; and) File No. 111 0078

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission ("Commission"), having initiated an investigation of the transation between Respondent Oltrin Solutions, ILC ("Oltrin"), a joint venture of med by Respondent Trinity Manufacturing, Inc. ("Trinity") and a subsidiary of Respondent Olin Corporation (Olin"), and Respondent Olin Solutions Chemicals n.b. ("JCI"), (Oltrin, JCI, Olin, and Trinity collectively, "Proposed Respondents"), and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order ("Consent Agreement") to divest certain assets and opviding for other elief:

IT IS HEREBY AGREED by and betwen Proposed Responde, bytheir dulyauthorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Oltrin Solutions, Lis a limited liability companyorganized, existing and doing business under and by virtue of the laws of the State of Delaware, with its headquaters address locate at 11 E.V. Hogn Drive, Hamlet, Noth Carolina 28345. Oltrin Solutions, LiC is jointly owned by Trinity Manufacturing, Inc. and TiOlin LLC, a subsidiary of Olin Corporation.

Decision and Order All reports shall be **vie**fied by a notalized signature r sworn statement of memployee of the Proposed Respondent cipieally authorized to peofrm this function, or self viefied in the manneset foth in 28 U.S.C§1746. Section 2.41(a) the Commission's Rules of Prac

- 14. The Complaint maybe used in construing the terms of the Decision and Oder, and no agreement, understandingepresentation, or interpretation not contained in the Dision and Oder orthe Consent Argement maybe used to limit or contradithe terms of the Decision and Order
- 15. By signing this Consent Agreement, each Proposed Respondents represents and warrants that it can accomplish the full relief contemplated by the attabed Decision and Orde (including effectuating all required divestitures, assignments, and transfers) and that all parents, subsidiries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are: (i) within the control of the parties to this Consent Agreement, or (ii) will be in the control of the paties to this Consent Agreement after the proposed acquisition.
- 16. By signingthis Consent Agreement, eals Proposed Respondenpresents and warants that the JCI Amended Agreement (as diened in the Deision and Ordre) that has been submitted to the Commission at the time of this Consent Agreement for approval by the Commission in connection with the Commission's determination to make the Desion and Ordrefinal comports with all of the revent requirements of the Decision and Ordrefinal requirements of the Decision and Ordrefinal comports with all of the Decision and Ordrefinal requirements of the Decision and Ord
- 17. Each Proposed Respondentrags that it shall interpret each Remedia Agreement in a mannerthat is fully consistent with all of the leevant provisions and leedial purposes of the Decision and Order
- 18. The Proposed Responds have red the daft of Complaint and the Decision and Older contemplated heby. Each Proposed Respondent unstands that once the decision and Order has ben issued, it will be requide to file one or most compliane reports showing that it has fullycomplied with the Desion and Order
- 19. Each Proposed Respondentraces to complywith the terms of the proposed Deision and Order from the date it sings this Consent Agreement. Each Proposed Respondentthuer understands that may

OLTRIN SOLUTIONS, LLC FEDERAL TRADE COMMISSION By: _____ By: _____ Eric M. Sprage Charles M. Davis Attorney Manager Bureau of Competition Oltrin Solutions, LLC Date:____ **APPROVED:** Ву: _____ Mark W. Meritt, Esq. Robinson, Bradshva & Hinson, P.A. Catharine Moscatelli Counsel for **Assistant Director** Oltrin Solutions, LLC Bureau ofCompetition Date: Brendan Molamaa JCI JONES CHEMICALS, INC. DeputyAssistant Director Bureau ofCompetition By: _ Jeffrey W. Jones Chief Executive Offcer JCI Jones Chemicalsnb. Richard A. Feinstein Date: Director Bureau ofCompetition Robert W. Turken, Esq. Bilzin Sumberg Baena Price & Axelrod, LLP Norman Armstrong Counsel for DeputyDirector

Bureau ofCompetition

JCI Jones Chemicalsnt.

OLIN CORPORATION

Ву:		
•	Joseph D. Rupp	
	Chief Executive Offcer	
	Olin Corporation	
	Date:	
	Thomas JDillickrath, Esq.	
	Baker Botts LLP	
	Counsel for	
	Olin Corporation	
	Date:	
TD.	TATUDA A A A A A A A A A A A A A A A A A A	
IK.	INITY MANUFACTURING, INC.	
Ву:		
- , .	Dean C. Storkan	
	Chief Executive Offcer	
	Trinity Manufacturing Inc.	
	Date:	
	Mark W. Meritt, Esq.	
	Robinson, Bradshva&	