

ANALYSIS OF AGREEMENT CONTAINING CONSENT ORDER  
TO AID PUBLIC COMMENT

In the Matter of Oltrin Solutions, LLC; JCI Jones Chemicals, Inc.; Olin Corporation;  
and Trinity Manufacturing, Inc., File No. 111-0078

I. Introduction

The Federal Trade Commission ("Commission") has accepted, subject to final approval, an Agreement Containing Consent Orders ("Consent Agreement") from Oltrin Solutions, LLC ("Oltrin") and JCI Jones Chemicals, Inc. ("JCI"). Oltrin is a joint venture between Olin Corporation ("Olin") and Trinity Manufacturing, Inc. ("Trinity"). The purpose of the Consent Agreement is to remedy the anticompetitive effects stemming from a March, 2010 transaction (the "Transaction") in which Oltrin (1) acquired from JCI, among other things, a list of its bulk sodium hypochlorite ("bleach") customers from a plant in Charlotte, North Carolina and (2) entered into a non-compete agreement that precluded JCI from selling bulk bleach in North Carolina and South Carolina for six years. Under the terms of the proposed Consent Agreement, Oltrin is required to release JCI from the non-compete agreement, transfer a minimum volume of bleach contracts to JCI, and provide a short-term backup supply agreement in order to facilitate JCI's reentry into the market.

At the time of the Transaction in March 2010, Oltrin and JCI produced and sold bulk bleach to municipal water departments and industrial customers in southern Virginia, North Carolina, and South Carolina. The Commission's Complaint alleges that the Transaction violated Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45, by eliminating actual, direct, and substantial competition between Oltrin and JCI in a market no broader than the bulk supply of bleach in southern Virginia, North Carolina, and South Carolina, and potentially limited to North Carolina and South Carolina.

The proposed Consent Agreement has been placed in the public record for thirty days to receive comments by interested persons. Comments received during this period will become part of the public record. After thirty days, the Commission will review the Consent Agreement again and any comments received, and decide whether to withdraw from the proposed Consent Agreement, modify it, or make final the accompanying Decision and Order.

II. The Respondents

Respondent Oltrin is a limited liability company with its headquarters address located at 11 E.V. Hogan Dr., Hamlet, North Carolina, 2853. Oltrin is jointly owned by Trinity and TriOlin LLC, a subsidiary of Olin, and was formed in 2007. Oltrin purchases and resells all of the bleach produced for external sales at the Trinity-operated plant in Hamlet, North Carolina.

Respondent JCI is a privately-held, family-owned company headquartered at 1765 Ringling Blvd., Sarasota, Florida, 34236. JCI is one of the world's leading manufacturers and distributors of water treatment chemicals and it produces bleach and other chemicals nationwide at eleven manufacturing plants. Prior to entering into the Transaction, JCI was engaged in the manufacture and sale of bleach from a plant in Charlotte, North Carolina.

Respondent Olin is a publicly-traded corporation incorporated in Virginia and headquartered at 190 Carondelet Plaza, Suite 1500, Clayton, Missouri, 63105. Olin produces a variety of chemicals and is the largest North American producer of bleach.

