

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

COMMISSIONERS: Jon Leibowitz, Chairman
Edith Ramirez
Julie Brill
Maureen K. Ohlhausen
Joshua D. Wright

_____)
In the Matter of)
)
OLTRIN SOLUTIONS, LLC)

a corporation;)
)
OLIN CORPORATION)
a corporation; and)
)
TRINITY MANUFACTURING, INC.)
a corporation)
_____)

Docket No. C-

COMPLAINT

Pursuant to the provisions of the Federal Trade Commission Act and the Clayton Act, and by virtue of the authority vested by said Acts, the Federal Trade Commission (the "Commission"), having reason to believe that respondent Oltrin Solutions, LLC ("Oltrin," a joint venture between TriOlin LLC, a subsidiary of Olin Corporation, and Trinity Manufacturing, Inc.) entered into a transaction (the "Transaction") with JCI Jones Chemicals, Inc. ("JCI"), in violation of 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, and it appears to the Commission that a pr

Manufacturing, Inc. and TriOlin LLC, a subsidiary of Olin Corporation, and was formed in 2007. Oltrin purchases and resells all of the sodium hypochlorite ("bleach") produced for external sale at the Trinity-operated plant in Hamlet, North Carolina.

II. RESPONDENT JCI JONES CHEMICALS, INC.

2. 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 a non-competition agreement with Respondent Oltrin in connection with the Transaction, JCI was engaged in the manufacture and sale of bleach from its plant in Charlotte, North Carolina.

III. RESPONDENT OLIN CORPORATION

3. Respondent Olin Corporation ("Olin") is a publicly traded corporation incorporated in Virginia and headquartered at 190 Carondelet Plaza, Suite 1530, St. Louis, Missouri, 63105. Olin produces a variety of chemicals and is the largest North American producer of bleach. Respondent Oltrin is a joint venture between TriOlin LLC, a subsidiary of Olin, and Trinity Manufacturing Inc.

IV. RESPONDENT TRINITY MANUFACTURING, INC.

4. Trinity Manufacturing Inc. ("Trinity") is a privately-owned marketer of bleach and other chemicals, headquartered at 11 E.V. Hogn Dr., Hamlet, North Carolina, 28345. Trinity operates a bleach plant in Hamlet, North Carolina. All of the bleach produced at the Hamlet plant is sold to Trinity and that portion intended for external sale is resold through Oltrin, which is a joint venture between Trinity and TriOlin LLC.

V. JURISDICTION

5. Respondents Oltrin, JCI, Olin, and Trinity are, and at all times relevant herein have been, engaged in commerce as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and corporations whose businesses in or affect commerce as "commerce" is defined in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 44.

VI. THE TRANSACTION

6. In March 2010, Oltrin agreed to pay JCI \$5.5 million over four years for, among other things, a list of the bulk bleach customers to JCI's Charlotte, North Carolina plant, and an agreement that JCI would not sell bulk bleach in North Carolina or South Carolina for six years.

VII. THE RELEVANT PRODUCT MARKET

7. For purposes of this Complaint, the relevant line of commerce wi

XII. VIOLATIONS CHARGED

12. The allegations contained in Paragraphs 1 through 11 above are hereby incorporated by reference as though fully set forth here.

13. The Transaction described in Paragraph 6 constitutes a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, and Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

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WHEREFORE, THE PREMISES CONSIDERED, the Federal Reserve Bank of New York (onstitution)