

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

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**In the Matter of**

**CHARLOTTE PIPE AND  
FOUNDRY COMPANY,**

**a cor**

**File No. 111 0034**

3. Proposed Respondents admit all the jurisdictional facts set forth in the draft Complaint here attached.
4. Proposed Respondents waive:
  1. any further procedural steps;
  2. the 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;
  3. all rights to seek judicial review or otherwise challenge or contest the validity of the Order entered pursuant to this Consent Agreement; and
  4. any claim under the Equal Access to Justice Act.
5. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
6. Not later than thirty (30) days after the date this Consent Agreement is signed by the Proposed Respondents, Proposed Respondents shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Proposed Respondents shall submit subsequent reports every thirty (30) days thereafter until the Decision and Order becomes final. Each compliance report submitted shall describe in detail the manner in which Proposed Respondents have complied, are complying and will comply with the Consent Agreement and the Order. In addition, each report shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondents a

withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue and serve its Complaint (in such form as the circumstances may require) and Decision and Order, in disposition of the proceeding.

9. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondent: (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached a

**CHARLOTTE PIPE AND FOUNDRY  
COMPANY and RANDOLPH HOLDING  
COMPANY, L.L.C.**

By: \_\_\_\_\_  
Roddey Dowd, Jr.  
Chief Executive Officer  
Charlotte Pipe and Foundry Company

Dated \_\_\_\_\_

\_\_\_\_\_  
Mark W. Merritt, Esq.  
Robinson, Bradshaw & Hinson, P.A.  
Counsel for Charlotte Pipe and  
Foundry Company and Randolph Holding  
Company, L.L.C.

Dated \_\_\_\_\_

**FEDERAL TRADE COMMISSION**

By: \_\_\_\_\_  
William L. Lanning  
Attorney, Bureau of Competition

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Tejasvi Srimushnam  
Attorney, Bureau of Competition

**APPROVED:**

By: \_\_\_\_\_  
Melanie Sabo

\_\_\_\_\_  
Assistant Director  
Bureau of Competition

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Geoffrey M. Green  
Deputy Assistant Director  
Bureau of Competition

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Peter J. Levitas  
Deputy Director  
Bureau of Competition

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Richard A. Feinstein  
Director  
Bureau of Competition