

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
Julie Brill
Maureen K. Ohlhausen
Joshua D. Wright

_____)	
In the Matter of)	
CHARLOTTE PIPE AND)	
FOUNDRY COMPANY,)	Docket No. C-4403
a corporation,)	
AND)	
RANDOLPH HOLDING)	
COMPANY LLC, COMPANY LLC,)	a corporation.
_____)	

DECISION AND ORDER

The Federal Trade Commission ("Commission") having initiated an investigation of certain acts and practices of Charlotte Pipe and Foundry Company ("Charlotte Pipe"), and its wholly-owned subsidiary Randolph Holding Company, LLC, ("Randolph") hereinafter referred to jointly as "Respondents," including the acquisition of certain assets of Star Pipe Products, Ltd., and Respondents having been furnished thereafter with a copy of a draft Complaint that the Bureau of Competition proposed to present to the Commission for its consideration and which, if issued, would charge Respondents with violations of Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45; and Section 7 of the Clayton Act, 15 U.S.C. § 18, and

Respondents, their attorneys and counsel for the Commission having thereafter executed an Agreement Containing Consent Order ("Consent Agreement"), containing an admission by Respondents of all the jurisdictional facts set forth in the aforesaid draft Complaint, a statement that the signing of said Consent Agreement is for settlement purposes only and does not constitute an admission by Respondents that the laws have been violated as alleged in such Complaint, or that the facts as alleged in such Complaint, other than jurisdictional facts, are true, and waives and other provisions as required by the Commission's Rules; and

The Commission having thereafter considered the matter and having determined that it had reason to believe that Respondents have violated the said Acts, and that a Complaint should issue stating its charges in that respect, and having accepted the executed Consent Agreement and placed such Consent Agreement on the public record for a period of thirty (30) days for the receipt and consideration of public comments, now in further conformity with the procedure described in Commission Rule 2.34, 16 C.F.R. § 234, the Commission hereby issues its Complaint, makes the following jurisdictional findings and issues the following Decision and Order ("Order"):

1. Respondent Charlotte Pipe and Foundry Company, is a corporation organized, existing, and doing business under and by virtue of the laws of the State of North Carolina with its principal place of business located at 2109 Randolph Road, Charlotte, NC 28207.
2. Respondent Randolph Holding Company, LLC is a wholly-owned subsidiary of Charlotte Pipe and is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its principal place of business located at 2109 Randolph Road, Charlotte, NC 28207.
3. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of Respondents, and the proceeding is in the public interest.

ORDER

I.

IT IS ORDERED that, as used in this Order, the following definitions shall apply:

- A. "Charlotte Pipe" means Charlotte Pipe and Foundry Company, its directors, officers, employees, agents, representatives, successors, and assigns, and its joint ventures, su

Ltd., and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.

- D. "Commission" means the Federal Trade Commission.
- E. "Asset Purchase Agreement" means the acquisition agreement between Randolph and Star Pipe executed on or about July 14, 2010.
- F. "Cast Iron Soil Pipe Products" means cast iron soil pipe and cast iron soil pipe fittings, made primarily from recycled scrap iron or pig iron, which are used to transport wastewater to sewer systems, to vent building plumbing systems, and/or to transport rainwater to storm drains.
- G. "Confidentiality and Non-Competition Agreement" means each agreement entered into by Star Pipe and Randolph, the general partners of Star Pipe and Randolph, and by each employee of Star Pipe and Randolph, as a condition to closing the transaction contemplated by the "Asset Purchase Agreement."
- H. "Charlotte Pipe Distributor" means any Person to whom Charlotte Pipe has sold Cast Iron Soil Pipe Products having wholesale value exceeding \$35,000 during calendar year 2012.
- I. "Distribute" means to provide a copy of the specified documents by (1) personal delivery, with a signed receipt of confirmation; (2) first-class mail with delivery confirmation or return receipt requested; (3) facsimile with return confirmation; or (4) electronic mail with electronic return confirmation.
- J. "Person" means any natural person, partnership, corporation, association, trust, joint venture, government, government agency, or other business or legal entity.

II.

IT IS FURTHER ORDERED that Respondents shall not, without providing advance written notification to the Commission in the manner described in this Paragraph I, directly or indirectly, acquire:

- A. Any stock, share capital, equity, or other interest in any Person, corporate or otherwise, other than Charlotte Pipe, that produces or manufactures Cast Iron Soil Pipe Products that are sold in or into the United States; or
- B. Any assets that are used in, or that were used during the six (6) month period prior to the acquisition in the production or manufacture of Cast Iron Soil Pipe Products that are sold in or into the United States.

Said notification shall be given on the Notification and Report Form set forth in the Appendix to Part 803 of Title 16 of the Code of Federal Regulations as amended (herein referred to as "the Notification"), and shall be prepared and transmitted in accordance with the requirements of that part, except that no filing fee will be required for any such notification, notification shall be filed with the Secretary of the Commission and a contemporaneous copy with the Bureau of

(c) A description of any other action taken by Respondents to comply with this Order.

B. Beginning twelve (12) months after the date this Order becomes final, and annually thereafter on the anniversary of the date this Order becomes final, for the next five (5)

VII.

IT IS FURTHER ORDERED that for the purpose of determining or securing compliance with this order, upon written request, each Respondent shall permit any duly authorized representative of the Commission:

- A. Access, during office hours of such Respondent and in the presence of counsel, to all facilities and access to inspect and copy all books, ledgers, accounts, correspondence memoranda and all other records and documents in the possession or under the control of such Respondent related to compliance with this Order, which copying services shall be provided by such Respondent at the request of the authorized representative(s) of the Commission and at the expense of such Respondent; and
- B. Upon five (5) days' notice to such Respondent and without restraint or interference from such Respondent, to interview all officers, directors, or employees of such Respondent, who may have counsel present, regarding such matters.

VIII.

IT IS FURTHER ORDERED that this Order shall terminate on May 9, 2023.

By the Commission.

EXHIBIT A
[COMPANY LETTERHEAD]

