

IN THE MATTER OF
BEFORE THE FEDERAL TRADE COMMISSION

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Intermec, Inc.)	
Honeywell International Inc.,)	File No 131-0070
as complainant,)	
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AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission ("Commission") having initiated an investigation of the proposed acquisition of Intermec, Inc. ("Intermec") by Honeywell International Inc. (hereinafter referred to as "Honeywell" or "Proposed Respondent") and it now appearing that Proposed Respondent is willing to enter into the Agreement Containing Consent Order ("Consent Agreement"):

IT IS HEREBY AGREED by and between Proposed Respondent, by its duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Honeywell is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware with its office and principle place of business located at 101 Columbia Road, Morris Township, New Jersey 07962; and includes Hand Held Products Inc. and Magic Instruments, Inc., their respective subsidiaries and the assets, and business of Complanar, collectively doing business as Honeywell Scanning and Mobility and having a place of business at 9680 Old Bales Road, Fort Mill, South Carolina 29707.
2. Proposed Respondent admits all of the jurisdictional facts set forth in the draft of Complaint here attached.
3. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Commission's Decision and Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c.

4. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that it has violated the law as alleged in the draft of

10. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Decision and Order to Proposed Respondent by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), including without limitation, delivery to an office within the United States of the Counsel for Proposed Respondent listed on this Consent Agreement – shall constitute service. Proposed Respondent waives any right it may have to any other manner of service. Proposed Respondent also waives any right it may otherwise have to service of any Appendices attached or incorporated by reference into the Decision and Order if Proposed Respondent is already in possession of copies of such Appendices; and Proposed Respondent further agrees that it is bound to comply with and will comply with the Decision and Order to the same extent as if it had been served with copies of such Appendices.
11. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, interpretation not contained in the Decision and Order, or the Consent Agreement may be used to limit or contradict the terms of the Decision and Order. The Decision and Order may be used to interpret any Remedial Agreement, and any nothing in the Remedial Agreement shall be construed to limit or contradict the terms of the Decision and Order, it being understood that nothing in the Decision and Order shall be construed to reduce any rights or benefits of an Acquirer or to reduce any obligations of the Respondent under a Remedial Agreement.
12. By signing this Consent Agreement, Proposed Respondent represents and warrants that (i) it can fulfill the terms of the Consent Agreement and accomplish the full relief contemplated by the Decision and Order and (ii) that all parents, subsidiaries, affiliates, and successors necessary to effectuate the relief contemplated by this Consent Agreement are within the control of Proposed Respondent and are bound thereby as if they had signed this Consent Agreement and were parties to this proceeding and to the Order; (iii) that as of the Acquisition Date, as defined in the Decision and Order, Intermec will be a wholly-owned subsidiary of Proposed Respondent and Proposed Respondent will own and control all intellectual property rights of Intermec; and (iv) all Relevant IP owned and controlled by Proposed Respondent is, and for the term of the Decision and Order will be, owned and controlled through Honeywell Scanning and Mobility.
13. Proposed Respondent has read the draft Complaint and the Decision and Order contained in this Consent Agreement. Proposed Respondent understands that once the Decision and Order has been issued, Proposed Respondent will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order.
14. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order from the date this Consent Agreement is signed. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

HONEYWELL INTERNATIONAL INC.

By: _____

Position: _____

Dated: _____

COUNSEL

By: _____

Law Firm: _____

Dated: _____

Counsel for Honeywell International Inc.

FEDERAL TRADE COMMISSION

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