

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of)
)
)
)
HOLCIM LTD. ,)
 a public limited company)
) File No. 141 0129
 and)
)
LAFARGE S.A.,)
 a corporation.)

3. Proposed Respondents admit all the jurisdictional facts set forth in the Complaint here attached.
4. Proposed Respondents waive:
 - a. Any further procedural steps;
 - b. The requirement that the Commission's Decision and Order and Order to Hold Separate and Maintain Assets, both attached hereto and made a part hereof, contain statements of findings of fact and conclusions of law;
 - c. All rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order and Order to Hold Separate and Maintain Assets entered pursuant to this Consent Agreement; and
 - d. Any claim under the Equal Access to Justice Act.
5. Because there may be interim competition, the Commission may issue its Complaint and Order to Hold Separate and Maintain Assets in this matter at any time after it accepts this Consent Agreement for public comment.
6. Not later than thirty (30) days after this Consent Agreement is signed by the Proposed Respondents, the Proposed Respondents shall each submit an initial compliance report, pursuant to Section 2.33 of the Commission Rules, 16 C.F.R. § 2.33. Each compliance report shall set forth in detail the manner in which the Proposed Respondent complied, are complying and will comply with the Consent Agreement, the Order to Hold Separate and Maintain Assets, and the Decision and Order. The Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently that the Proposed Respondent are in compliance with the Consent Agreement and each of the Orders.
7. Each compliance report shall be either verified by a notarized signature or sworn statement or self-verified in a manner set forth in 28 U.S.C. § 1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondents shall file an original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division. The copy provided to the Compliance Division may be provided in electronic format.
8. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Consent Agreement is accepted by the Commission. This Consent Agreement, if it is accepted by the Commission, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify each Proposed Respondent, in which event the Commission will take such action as it may consider appropriate, or issue and amend its Complaint (in such form as the

circumstances may require) and issue its Decision and Order, in disposition of the

HOLCIM LTD.

Bernard Fontana