

)	
In the Matter of)	
)	
)	
HEIDELBERGCEMENT AG,)	
a corporation;)	
)	File Number: 1510200
and)	
)	
ITALCEMENTI S.p.A,)	
a corporation.)	
)	
)	
)	

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Respondent HeidelbergCement AG (“Heidelberg”) of Respondent Italcementi S.p.A. (“Italcementi”), hereinafter referred to as “Proposed Respondents,” and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief:

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

1. Proposed Heidelberg is a corporation organized, existing, and doing business under and by virtue the laws of Germany, having its registered seat in Heidelberg, registered with the commercial register of the local court of Mannheim under no. HRB 330082, with its registered business address at Berliner Straße 6, 69120 Heidelberg, Germany. Heidelberg’s principal U.S. subsidiary, Lehigh Hanson, Inc., is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its U.S. headquarters and principal place of business located at 300 East John Carpenter Freeway, Irving, TX 75062.
2. Proposed Respondent Italcementi is a corporation organized, existing, and doing business under and by virtue of the laws of Italy, having its seat in Bergamo, registered with Bergamo Chamber of Commerce under no. 00637110164, with its registered business address at Via Camozzi 124, 24121 Bergamo, Italy. Italcementi’s principal U.S. subsidiary, Essroc Cement Corp., is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Pennsylvania, with its U.S. headquarters and principal place of business located at 3251 Bath Pike, Nazareth, PA 18064.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of 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 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 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 competitive harm, the Commission may issue its Complaint and Order to 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 Respondents have complied, are complying, and will comply with the Consent Agreement, the Order to Maintain Assets, and the Decision and Order. The proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently that the Proposed Respondents 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

9.

14. Proposed Respondents agree that they shall interpret the Divestiture Agreements, as that term is used in the Decision and Order, in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
15. Proposed Respondents have read the draft of the Complaint, the Decision and Order, and the Order to Maintain Assets. Proposed Respondents understand that once the Decision

HeidelbergCement AG

[name]
Chief Executive Officer
HeidelbergCement AG

Dated: _____

[name]
[Chief Legal]
HeidelbergCement AG

Dated: _____

David P. Wales
JonesDay
Attorneys for HeidelbergCement AG

Dated: _____

Italcementi S.p.A.

[name]
Chairman and Chief Executive Officer
Italcementi S.p.A.

Dated: _____

Mark W. Nelson