

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Maureen K. Ohlhausen, Acting Chairman
Terrell McSweeney

_____)	
In the Matter of)	
)	
China National Chemical Corporation,)	
a corporation;)	Docket No. C-4610
)	
ADAMA Agricultural Solutions Ltd.)	
a corporation; and)	
)	
Makhteshim Agan of North America, Inc.,)	
d/b/a ADAMA,)	
a corporation.)	
_____)	

ORDER TO MAINTAIN ASSETS

The Federal Trade Commission having initiated an investigation under Section 5(a)(1) of the Federal Trade Commission Act, 15 U.S.C. § 45; and

Respondents, their attorneys, and counsel for the Commission have entered into an agreement ("Consent Agreement") containing consent orders and admissions of all the jurisdictional facts set forth in the aforesaid draft complaint, and the signing of said Consent Agreement is for settlement purposes only and does not constitute an admission by Respondents that the law has been violated as alleged in the complaint, other than jurisdictional facts, are the provisions as required by the Commission's Rules; and

The Commission having thereafter considered the matter and having determined to accept the executed Consent Agreement and to place such Consent Agreement on the public record for a period of thirty (30) days for the receipt and consideration of public comments in further conformity with the procedure described in

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

- C. "Respondents" means ChemChina and ADAMA, individually and collectively.
- D. "Commission" means the Federal Trade Commission.
- E. "Acquirer" means (i) Amvac Chemical Corporation or (ii) any other Person that acquires the CP Assets pursuant to this Order.
- F. "Acquisition" means the proposed acquisitions described in the Transaction Agreement dated as of February 2, 2016, by and between China National Chemical Corporation, China National Agrochemical Corporation, and Syngenta AG relating to a public tender offer of BidCo for all publicly held registered shares and American Depositary Shares Syngenta.
- G. "CP Assets" means the assets identified in Paragraph I.R. of the Decision and Order.
- H. s2416(S)-6(i)-5.916

5. Comply with Paragraphs II.C.I.D., II.E., and III. of the Decision and Order; and
6. Not take any affirmative action, or fail to take any action within Respondents' control, as a result of which the viability, competitiveness, or marketability of the CP Business or CP Assets would be diminished.

B. The purpose of this Order to Maintain Assets is to (i) preserve the CP Business and CP Assets as a viable, competitive, and ongoing business until the divestiture required by the Decision and Order is achieved; (ii) prevent interim harm to competitors pending the relevant divestiture and other relief; and (iii) help remedy any anticompetitive effects of the proposed Acquisition as alleged in the Commission's Complaint.

III.

IT IS FURTHER ORDERED [Ma5Bm ())-1(s)-4(el)-6(p)0.0 [(1 A)2(s)53(S)-69int. h/T&23(.)-10(E)

and assistants as are reasonably necessary to carry out the Monitor's duties and responsibilities;

4. Respondents shall indemnify the Monitor and hold him harmless against any losses, claims, damages, liabilities, or expenses arising out of, or in connection with, the performance of his duties, including all reasonable fees of counsel and other expenses incurred in connection with the preparation for, or defense of, any claim, whether or not resulting in any liability, except to the extent that such losses, claims, damages, liabilities, or expenses result from the Monitor's gross negligence or willful misconduct; and
 5. Respondents may require the Monitor and each of the Monitor's consultants, accountants, attorneys, and other representatives and assistants to sign a customary confidentiality agreement; *provided, however,* that such agreement shall not restrict the Monitor from providing any information to the Commission.
- C. The Monitor shall report in writing to the Commission concerning Respondents' compliance with the Order on a schedule as determined by Commission staff.
 - D. The Commission may require the Monitor and each of the Monitor's consultants, accountants, attorneys, and other representatives and assistants to sign a confidentiality agreement related to Commission materials and information received in connection with the performance of the Monitor's duties.
 - E. The Monitor's power and duties under this Order to Maintain Assets shall terminate when this Order to Maintain Assets terminates, or at such other time as directed by the Commission.
 - F. If at any time the Commission determines that the Monitor has ceased to act or failed to act diligently,

VI.

IT IS FURTHER ORDERED that, for the purpose of determining or securing
compli

Appendix A

Specified Products

Abamectin Products

ABBA 0.15EC

ABBA 0.15ME (Alternate Brand Names: BORRADA and ABBA 0.15)

ABBA Ultra Miticide/Insecticide

Chlorothalonil Products

EQUUS DF

EQUUS 500ZN

EQUUS 720 SST

Paraquat Products

Parazone 3SL

Parazone 2SL (pending EPA approval)