

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION**

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In the Matter of )  
 )  
 )  
**CRH plc,** )  
 )  
a public limited company. )

File No. 171-0230

and Ash Grove Cement Company. The Commission's Bureau of Competition has prepared a draft a Complaint"). The Bureau of Competition and Proposed Res Containing Consent Orders ("Consent Agreement") to dives relief to resolve the allegations in the Draft Complaint throu and Order to Maintain Assets, all of which are attached, to p

**IT IS HEREBY AGREED** by and between Proposed officers and attorneys, and counsel for the Commission that:

1. Respondent CRH plc is a public limited company or under, and by virtue of, the laws of Ireland, with its o located at Stonemason's Way, Rathfarnham, Dublin United States address for service of process, the com

4. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that the law has been violated as alleged in the Draft Complaint, or that the facts as alleged in the Draft Complaint, other than jurisdictional facts, are true.
5. Proposed Respondent shall submit an initial compliance report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than 30 days after the date on which Proposed Respondent executes this Consent Agreement and subsequent compliance reports every thirty days thereafter until the Order to Maintain Assets becomes final. After the Order to Maintain Assets becomes final, the reporting obligations contained in the Order to Maintain Assets shall control and the reporting obligations under this Consent Agreement shall cease. Each compliance report shall set forth in detail the manner in which Proposed Respondent has complied, has prepared to comply, is complying, and will comply with the Consent Agreement, Decision and Order, and the Order to Maintain Assets. Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondent is in compliance with the Consent Agreement, the Decision and Order, and the Order to Maintain Assets.
6. Each compliance report submitted pursuant to Paragraph 5 above shall be verified by a notarized signature or sworn statement or in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer or other officer or employee of Proposed Respondent specifically authorized to perform this function. Commission Rule 2.41(a), 16 C.F.R. § 2.41(a), requires that the Commission receive an original and 2 copies of each compliance report. Proposed Respondent shall file a paper original of each compliance report with the Secretary of the Commission and electronic copies of each compliance report with the Secretary at [ElectronicFilings@ftc.gov](mailto:ElectronicFilings@ftc.gov) and with the Compliance Division at [bccompliance@ftc.gov](mailto:bccompliance@ftc.gov). In addition, Proposed Respondent shall provide a copy of each compliance report to the Monitor, if one has been appointed pursuant to the Decision and Order and Order to Maintain Assets.
7. 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 Commission accepts the Consent Agreement. If the Commission accepts this Consent Agreement, the Commission will place it, together with the Complaint, the proposed Decision and Order, the Order to Maintain Assets, an explanation of the provisions of the proposed Decision and Order and the Order to Maintain Assets, and any other information that may help interested persons understand the orders on the public record for the receipt of comments for 30 days.
8. Because there may be interim competitive harm, the Commission may issue and serve its Complaint (in such form as the circumstances may require) and the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.

9. This Consent Agreement contemplates that, if the Commission accepts the Consent Agreement, the Commission thereafter may withdraw its acceptance of this Consent Agreement and notify Proposed Respondent, in which event the Commission will take such action as it may consider appropriate. If the Commission does not subsequently withdraw such acceptance pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, and it has already issued the Complaint and Order to Maintain Assets, the Commission may, without further notice to Proposed Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
10. The Decision and Order and the Order to Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), or by delivery to United States counsel for Proposed Respondent identified in this Consent Agreement, shall constitute service to Proposed Respondent. Proposed Respondent waives any rights it may have to any other manner of service. Proposed Respondent also waives any rights it may otherwise have to service of any Appendices attached to or incorporated by reference into the Decision and Order or the Order to Maintain Assets, if Proposed Respondent is already in possession of such Appendices, and agree that it is bound to comply with and will comply with the Decision and Order and the Order to Maintain Assets to the same extent as if it had been served with copies of the Appendices.
11. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
12. By signing this Consent Agreement, Proposed Respondent represents and warrants that:
  - a. it can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order and the Order to Maintain Assets including, among other things, effectuating all required divestitures, assignments and transfers, and obtaining any necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers; and
  - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement, the Decision and Order, and the Order to Maintain Assets are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding, or are within the control of parties to this Consent Agreement, the Decision and Order, and the Order to Maintain Assets, or will be after the acquisition.
13. Proposed Respondent has read the Draft Complaint, the proposed Decision and Order, and the Order to Maintain Assets. Proposed Respondent agrees to comply with the terms

of the proposed Decision and Order and the Order to Maintain Assets from the date it signs this Consent Agreement. Proposed Respondent understands that once the Commission has issued the Decision and Order and the Order to Maintain Assets, it will be required to file one or more compliance reports setting forth in detail the manner in which it has complied, has prepared to comply, is complying, and will comply with the Decision and Order and the Order to Maintain Assets. When final, the Decision and Order and the Order to Maintain Assets shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. 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 and of the Order to Maintain Assets.

**CRH plc**

**Federal Trade Commission**

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By: Albert Manifold  
President and Chief Executive Officer  
CRH plc

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Elyssa L. Wenzel  
Attorney  
Bureau of Competition

Dated : \_\_\_\_\_

\_\_\_\_\_  
James Weiss  
Deputy Assistant Director  
Bureau of Competition

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Counsel for CRH plc

\_\_\_\_\_  
Michael Moiseyev  
Assistant Director  
Bureau of Competition

Dated: \_\_\_\_\_

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