

ANALYSIS OF AGREEMENT CONTAINING
CONSENT ORDER TO AID PUBLIC COMMENT

In the Matter of Quaker Chemical Corporation, Global Houghton LTD., Gulf Houghton
Lubricants LTD., and AMAS Holding SPF Lubricants LTD., and AMAS
Consent Agreement would remedy the
Quaker's proposed acquisition of Houghton

The Consent Agreement addresses the Commission's
requiring Quaker to divest Houghton's North American AHRO
S.A. ("Total"), a multinational oil and gas company headquartered
divest the intellectual property associated with Houghton's A
products including steel cleaners and AHRO compatible hydraulic

The Commission has placed the proposed Consent Agreement

IV. Effects of the Transaction

The proposed transaction would be a merger to monopoly in the market for AHRO and associated technical support services. Staff's investigation has revealed no evidence to suggest that the likely competitive effects of this combination are meaningfully different from those of the Houghton/D.A. Stuart transaction remedied by the Commission in 2010. In addition, customers worry that the proposed transaction would consolidate all AHRO technical expertise within one company. Today, Quaker and Houghton compete on their technical support service capabilities, including their availability, responsiveness, and expertise in anticipating, preventing, diagnosing, and addressing problems related to their lubricants in order to ensure smooth operations and high quality aluminum sheet. The parties' support service technicians must thoroughly understand the design of each mill, the products made there, and the interaction between the rolling oil, substrate, and rollers. When problems arise today, they create an opportunity for a competitor to challenge the incumbent supplier as a customer seeks a solution and/or a superior product as quickly as possible to get operations back on track. Post-transaction, customers will have only one support team – Quaker's – to turn to in the event of operational issues, and will lose the advantage of a possible switch to encourage investment in troubleshooting.

The Transaction presents similar concerns for customers of SCRO and associated technical support services. Notwithstanding the presence of a few fringe suppliers, SCRO customers fear that the deal may result in higher prices, lower service levels, reduced innovation, and supply availability challenges. Like AHRO customers, SCRO customers face meaningful barriers to switching suppliers, including lengthy trial periods, downtime, and long waits for customer approval.

Quaker and Houghton also compete on the quality of their technical support services and expertise. Customers rely on their SCRO suppliers to troubleshoot and address operational issues.

V. The Proposed Consent Agreement

The proposed order requires a divestiture to Total. Total's business includes oil and gas exploration, refining, and marketing as well as chemical manufacturing. Total had annual revenues in 2018 of approximately \$210 billion. The divestiture to Total would replicate Houghton's competitive presence in the AHRO and SCRO markets in North America by creating a viable, effective, and independent competitor. The order requires Quaker to divest certain products, transfer key employees, and provide transition services and toll manufacturing. The term of the proposed order is ten years. The order also requires Quaker to supply the divested products to Total for a transitional period while transferring the manufacturing technology to Total.

To remedy harm in the market for AHRO, Quaker will divest to Total: (1) Houghton's formulations, intellectual property, including patent for non-oleic acid formula, trade secrets, including know-how for its AHRO; (2) customer contracts for North America; (3) key Houghton employees that are responsible for the commercial and technical aspects of the AHRO business; and (4) adjacent products including fire resistant hydraulic fluids.

To remedy harm in the market for SCRO, which includes sheet cold rolling oil, TPRO, and pickle oil, Quaker will divest to Total: (1) Houghton's formulations, trade secrets and intellectual property, including know-how for sheet cold rolling oils, TPRO, and pickle oil; (2) customer contracts for North America; (3) key Houghton employees that are responsible for the commercial and technical aspects of the SCRO business; and (4) SCRO and TPRO cleaners.