

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

COMMISSIONERS: **Jon Leibowitz, Chairman**
 Edith Ramirez
 Julie Brill
 Maureen K. Ohlhausen
 Joshua D. Wright

In the Matter of)	
)	
OLTRIN SOLUTIONS, LLC)	
a company;)	
)	
JCI JONES CHEMICALS, INC.)	
a corporation;)	
)	
OLIN CORPORATION)	File No. 111 0078
a corporation; and)	
)	
TRINITY MANUFACTURING, INC.)	
a corporation)	

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the transaction between Respondent Oltrin Solutions, LLC (“Oltrin”), a joint venture formed by Respondent Trinity Manufacturing, Inc. (“Trinity”) and a subsidiary of Respondent Olin Corporation (“Olin”), and Respondent JCI Jones Chemicals, Inc. (“JCI”), (Oltrin, JCI, Olin, and Trinity collectively, “Proposed Respondents”), and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order (“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 Respondent Oltrin Solutions, LLC is a limited liability company organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its headquarters address located at 11 E.V. Hogan Drive, Hamlet, North Carolina 28345. Oltrin Solutions, LLC is jointly owned by Trinity Manufacturing, Inc. and TriOlin LLC, a subsidiary of Olin Corporation.

2. Proposed Respondent JCI Jones Chemicals, Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of New York, with its headquarters address located at 1765 Ringling Blvd., Sarasota, Florida 34236.
3. Proposed Respondent Olin Corporation is a corporation organized, existing and doing business under and by virtue of the laws of the Commonwealth of Virginia, with its headquarters address located at 190 Carondelet Plaza, Suite 1530, Clayton, Missouri 63105.
4. Proposed Respondent Trinity Manufacturing, Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its headquarters address located at 11 E.V. Hogan Drive, Hamlet, North Carolina 28345.
5. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
6. Proposed Respondents waive:
 - a. any further procedural steps;
 - b. the requirement that the Commission's Decision and Order, which is attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
7. The Commission may issue its Complaint in this matter at any time after it accepts the Consent Agreement for public comment.
8. Not later than thirty (30) days after the date this Consent Agreement is signed by the Proposed Respondents, the Proposed Respondents shall each submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. The Proposed Respondents shall also submit subsequent reports every thirty (30) days thereafter until the Decision and Order becomes final, at which time the reporting obligations contained in the Decision and Order (other than the requirement to submit an initial report pursuant to this Consent Agreement) shall control. Such reports shall be verified by the Proposed Respondent and set forth in detail the manner in which that Proposed Respondent has complied and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
9. In each report described in Paragraph 8, the Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondent is in compliance with this Consent Agreement and the

Decision and Order. All reports shall be verified by a notarized signature or sworn statement of an employee of the Proposed Respondent specifically authorized to perform this function, or self verified in the 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 (2) copies of all compliance reports be filed with the Commission. The Proposed Respondent shall file an original report and one (1) copy with the Secretary of the Commission, and shall send at least one (1) copy directly to the Bureau of Competition's Compliance Division.

10. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of Complaint contemplated thereby, 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 Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
11. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
12. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, and (b) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, 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.
13. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to an office within the United States of any lawyer or law firm listed as Counsel for a Proposed Respondent on this Consent Agreement – shall constitute service as to the Proposed Respondent. The Proposed Respondents waive any right they may have to any other manner of service. The Proposed Respondents also waive any right they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order, and agrees that they are bound to comply with and will comply with the Decision and Order to the same extent as if they had been served with copies of the Appendices, where Proposed Respondents are already in possession of copies of such Appendices.

14. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to limit or contradict the terms of the Decision and Order.
15. By signing this Consent Agreement, each Proposed Respondents represents and warrants that it can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers) and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are: (i) within the control of the parties to this Consent Agreement, or (ii) will be in the control of the parties to this Consent Agreement after the proposed acquisition.
16. By signing this Consent Agreement, each Proposed Respondent represents and warrants that the JCI Amended Agreement (as defined in the Decision and Order) that has been submitted to the Commission at the time of this Consent Agreement for approval by the Commission in connection with the Commission's determination to make the Decision and Order final comports with all of the relevant requirements of the Decision and Order and requires Proposed Respondent Oltrin to take all actions required to be taken pursuant to the relevant requirements of the Decision and Order.
17. Each Proposed Respondent agrees that it shall interpret each Remedial Agreement in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
18. The Proposed Respondents have read the draft of Complaint and the Decision and Order contemplated hereby. Each Proposed Respondent understands that once the Decision and Order has been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order.
19. Each Proposed Respondent agrees to comply with the terms of the proposed Decision and Order from the date it signs this Consent Agreement. Each 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 after it becomes final.

OLTRIN SOLUTIONS, LLC

By: _____
Charles M. Davis
Manager
Oltrin Solutions, LLC
Date: _____

Mark W. Merritt, Esq.
Robinson, Bradshaw & Hinson, P.A.
Counsel for
Oltrin Solutions, LLC
Date: _____

JCI JONES CHEMICALS, INC.

By: _____
Jeffrey W. Jones
Chief Executive Officer
JCI Jones Chemicals, Inc.
Date: _____

Robert W. Turken, Esq.
Bilzin Sumberg Baena Price & Axelrod, LLP
Counsel for
JCI Jones Chemicals, Inc.
Date: _____

FEDERAL TRADE COMMISSION

By: _____
Eric M. Sprague
Attorney
Bureau of Competition

APPROVED:

By: _____
Catharine Moscatelli
Assistant Director
Bureau of Competition

Brendan McNamara
Deputy Assistant Director
Bureau of Competition

Richard A. Feinstein
Director
Bureau of Competition

Norman Armstrong
Deputy Director
Bureau of Competition

OLIN CORPORATION

By: _____
Joseph D. Rupp
Chief Executive Officer
Olin Corporation
Date: _____

Thomas J. Dillickrath, Esq.
Baker Botts LLP
Counsel for
Olin Corporation
Date: _____

TRINITY MANUFACTURING, INC.

By: _____
Dean C. Storkan
Chief Executive Officer
Trinity Manufacturing, Inc.
Date: _____

Mark W. Merritt, Esq.
Robinson, Bradshaw & Hinson, P.A.
Counsel for
Trinity Manufacturing, Inc.
Date: _____