

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



COMMISSIONERS: Joseph J. Simons, Chairman
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter
Christine S. Wilson

In the Matter of

Tronox Limited
a corporation,

National Industrialization Company
(TASNEE)
a corporation,

National Titanium Dioxide Company
Limited (Cristal)
a corporation,

And

Cristal USA Inc.
a corporation.

PUBLIC

Docket No. 9377

JOINT MOTION TO WITHDRAW MATTER FROM ADJUDICATION

Pursuant to Rules 3.25(b) of the Commission's Rules of Practice, 16 C.F.R. § 3.25(b), Complaint Counsel and Respondents Tronox Limited, National Industrialization Company (TASNEE), National Titanium Dioxide Company Limited (Cristal), and Cristal USA Inc. (collectively "the Parties"), hereby jointly move the Commission for an Order withdrawing Docket No. 9377 from adjudication for the purpose of considering the attached consent proposal.

Because the matter is no longer pending before the Administrative Law Judge,¹ the Commission in its discretion may issue an order withdrawing from adjudication those portions of the matter that the proposal would resolve for the purpose of considering a consent proposal under Rule 3.25(d), 16 C.F.R. § 3.25(d).

The attached consent proposal consists of the following documents: (1) Agreement Containing Consent Orders; (2) proposed Decision and Order; and (3) proposed Order to Maintain Assets (collectively the “Consent Proposal”). The Parties have reviewed and agreed to the terms of the Consent Proposal subject to Commission review and approval. The Parties represent that the Consent Proposal details the agreed-upon material terms and that the Consent Proposal would resolve the matter before the Commission in its entirety. Thus, the Parties jointly request that the matter be removed from adjudication so the Commission may consider the Consent Proposal.

¹ On Friday, December 7, 2018, the Chief Administrative Law Judge issued an Initial Decision and Order. Because the Commission has sought preliminary relief in a federal district court under 15 U.S.C. 53(b), the Commission reviews the Initial Decision without the filing of a notice of appeal pursuant to Rule 3.52(a), 16 C.F.R. § 3.52(a).

Dated: March 18, 2019

Respectfully submitted,

/s/ Richard G. Parker
Richard G. Parker
Joshua Lipton
GIBSON, DUNN & CRUTCHER LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 955-8500
(202) 467-0539 (facsimile)
rparker@gibsondunn.com
jlipton@gibsondunn.com

/s/ Dominic Vote
Dominic Vote
Charles A. Loughlin
Federal Trade Commission
Bureau of Competition
600 Pennsylvania Avenue, N.W.
Washington, DC 20580
(202) 326-2222
(202) 326-3384 (facsimile)
dvote@ftc.gov
cloughlin@ftc.gov

/s/ Michael F. Williams
Michael F. Williams, P.C.
Matthew J. Reilly, P.C.
Karen M. DeSantis
KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Suite 1200
Washington, DC 20005
(202) 879-5000
(202) 879-5200 (facsimile)
michael.williams@kirkland.com
matt.reilly@kirkland.com

Counsel Supporting the Complaint

Counsel for Respondent Tronox Limited

/s/ James L. Cooper
James L. Cooper
Peter J. Levitas
ARNOLD & PORTER KAYE SCHOLER LLP
601 Massachusetts Ave, N.W.
Washington, DC 20001
(202) 942-5000
(202) 942-5999 (facsimile)
james.cooper@arnoldporter.com
peter.levitas@arnoldporter.com

*Counsel for Respondents National
Industrialization Company (TASNEE),
The National Titanium Dioxide Company
Limited (Cristal), and Cristal USA, Inc.*

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

COMMISSIONERS: **Joseph J. Simons, Chairman**
 Noah Joshua Phillips
 Rohit Chopra
 Rebecca Kelly Slaughter
 Christine S. Wilson

In the Matter of

Tronox Limited
 a corporation,

National Industrialization Company
(TASNEE)
 a corporation,

National Titanium Dioxide Company
Limited (Cristal)
 a corporation,

And

Cristal USA Inc.
 a corporation.

Docket No. 9377

**[PROPOSED] ORDER WITHDRAWING MATTER FROM ADJUDICATION FOR THE
PURPOSE OF CONSIDERING A CONSENT PROPOSAL**

Complaint Counsel and Respondents having jointly moved that this matter be withdrawn from adjudication for the purpose of considering a Consent Proposal;

IT IS HEREBY ORDERED, pursuant to Rule 3.25(d) of the Commission Rules of Practice, 16 C.F.R. § 3.25(d), that this matter in its entirety is hereby withdrawn from adjudication and that all proceedings before the Commission are hereby stayed pending a determination by the Commission with respect to the Consent Proposal; and

IT IS FURTHER ORDERED, pursuant to Rule 3.25(b) of the Commission Rules of Practice, that the Consent Proposal shall not be placed on the public record unless and until it is accepted by the Commission.

By the Commission

April J. Tabor
Acting Secretary

SEAL:

Issued: _____

CONFIDENTIAL CONSENT PROPOSAL

REDACTED IN ENTIRETY

CERTIFICATE OF SERVICE

I hereby certify that on March 18, 2019, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

April J. Tabor
Acting Secretary
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-113
Washington, DC 20580
ElectronicFilings@ftc.gov

I also certify that I caused the foregoing document to be served via email to:

Michael F. Williams
Karen McCartan DeSantis
Matthew J. Reilly
Travis Langenkamp

James L. Cooper
Seth Wiener
Carlamaria Mata

Kirkland & Ellis LLP
655 Fifteenth Street, NW
Washington, DC 20005
michael.williams@kirkland.com
kdesantis@kirkland.com
matt.reilly@kirkland.com
travis.langenkamp@kirkland.com

Arnold & Porter Kaye Scholer LLP
601 Massachusetts Ave, NW
Washington DC 20001
james.cooper@arnoldporter.com
seth.wiener@arnoldporter.com
carlamaria.mata@arnoldporter.com

*Counsel for Respondent
Tronox Limited*

*Counsel for Respondents National Industrialization
Company (TASNEE), The National Titanium
Dioxide Company Limited (Cristal), and Cristal
USA, Inc.*

/s/ Blake Risenmay
Blake Risenmay
Counsel Supporting the Complaint

CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Acting Secretary of the Commission is a true and correct copy of the paper original and that I possess a paper original of the signed document that is available for review by the parties and the adjudicator.

March 18, 2019

By: /s/ Blake Risenmay
Blake Risenmay