

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,)
)
 Plaintiff;)
)
 v.) Civil Action No.: 93-2621
)
 BAROID CORPORATION,)
 BAROID DRILLING FLUIDS, INC.,)
 DB STRATABIT (USA) INC., and)
 DRESSER INDUSTRIES, INC.;)
)
 Defendants.)
)
 _____)

ORDER MODIFYING FINAL JUDGMENT

Having determined that it is in the public interest to do so, I hereby ORDER that the Final Judgment in this case be modified so that the second sentence of Paragraph V.F. reads as follows:

During the life of this decree, the purchaser of Baroid's diamond bit business

(1) shall not sell that business to, or combine that business with the diamond drill bit operations of, Dresser Industries, Inc. (now part of Halliburton Company) or any of its affiliates or subsidiaries;

(2) shall not sell that business to, or combine that business with the diamond drill bit operations of, Baker Hughes, Inc., Camco, Inc. (now part of Schlumberger Ltd.), Smith International, Inc., or any of their affiliates or subsidiaries unless it complies with the following notice provision: If such transaction is not otherwise subject to the reporting and waiting period requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, 15 U.S.C. § 18a (the "HSR Act"), the purchaser of Baroid's diamond bit business shall provide such notification to plaintiff in the same format as, and per the instructions relating to the Notification and Report Form set forth in the Appendix to Part 803 of Title 16

of the Code of Federal Regulations as amended. Notification shall be provided at least thirty (30) days prior to the proposed sale or combination, and shall include, beyond what may be required by the applicable instructions, the names of the principal representatives of the parties to the agreement who negotiated the agreement, and any management or strategic plans discussing the proposed transaction. If within the 30-day period after notification, representatives of plaintiff make a written request for additional information, the purchaser of Baroid's diamond bit business shall not consummate the proposed sale or combination until twenty (20) days after submitting all such additional information. Early termination of the waiting periods in this paragraph may be requested and, where appropriate, granted in the same manner as is applicable under the requirements and provisions of the HSR Act and rules promulgated thereunder. This Section shall be broadly construed and any ambiguity or uncertainty regarding the filing of notice under this Section shall be resolved in favor of filing notice.

DATE: _____

United States District Judge