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UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

UNITED STATES OF AMERICA,	)	
Plaintiff,	)	
v.	)	CASE NO. 98-361-CIV-T-24C
	)	Entered: May 18, 1998
NORSK HYDRO USA INC. and FARMLAND INDUSTRIES, INC.,	)	
Defendants.	)	

FINAL JUDGMENT

WHEREAS plaintiff, United States of America, having filed its Complaint in this action on February 19, 1998, and plaintiff and defendants, by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law; and without this Final Judgment constituting any evidence against, or any admission by, any party with respect to any such issue of fact or law.

AND WHEREAS defendants have agreed to be bound by the provisions of this Final Judgment pending its approval by the Court.

NOW, THEREFORE, before any testimony is taken, and without trial or adjudication of any issue of fact or law, and upon the consent of the parties,

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IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

I.

JURISDICTION

This Court has jurisdiction over the subject matter of this action and over each of the parties consenting to this Final Judgment. The Complaint states a claim upon which relief may be granted against each defendant under Section 1 of the Sherman Act (15 U.S.C. § 1).

II.

DEFINITIONS

As used in this Final Judgment:

A. "Hydro" means defendant Norsk Hydro USA Inc. and its parents, subsidiaries, successors and assigns, directors, officers, managers, agents, and employees engaged in the ammonia business, and any other person acting for, on behalf of, or under the control of them with respect to the ammonia business.

B. "Farmland" means defendant Farmland Industries, Inc. and its parents, subsidiaries, successors and assigns, directors, officers, managers, agents, and employees engaged in the ammonia business, and any other person acting for, on behalf of, or under the control of them with respect to the ammonia business.

C. "Ammonia asset" means any asset used principally in the manufacture, processing, production, storage, distribution, or sale of ammonia and

whose purchase price exceeds $750,000.

D. "Ammonia business" means the manufacturing, processing, production, storage, distribution, or sale of ammonia.

E. "Jointly determined bid" or "joint bid" means any combining, pooling, or supplementing of resources, money, or property in connection with an actual or proposed offer for property which is to be sold through a bid process.

F. "Person" means any individual, association, cooperative, partnership, corporation, or other business or legal entity.

III.

APPLICABILITY

This Final Judgment shall apply to defendants Hydro and Farmland, including each of their directors, officers, managers, agents, employees, parents, subsidiaries, and successors and assigns engaged now or in the future in the ammonia business, and to all other persons in active concert or participation with each defendant in the ammonia business who shall have received actual notice of this Final Judgment by personal service or otherwise.

IV.

PROHIBITED CONDUCT

Defendants are enjoined and restrained from submitting any jointly determined bid for the acquisition of any ammonia asset located in the United States that is being sold by or under the auspices of a court or agency of the United

States.

V.

LIMITING CONDITIONS

A. Nothing in Section IV shall prohibit defendants from submitting any jointly determined bid for the acquisition of any ammonia asset located in the United States that is being sold by or under the auspices of a court or agency of the United States so long as, before or at the time of submitting any such jointly determined bid, the defendants:

1. Disclose to the seller of the asset and the person administering the sale of the asset that a jointly determined bid is being submitted and with whom the joint bid is being submitted; and

2. Do not, without disclosing to the seller in advance of the sale, violate any of the terms or conditions for bidding imposed by the seller of the asset or violate any of the terms or conditions for bidding imposed by the person administering the sale of the asset.

B. Section IV shall not apply to any purchases by defendants, either jointly or separately, that are for the benefit of, on behalf of, or in the name of, Farmland Hydro L.P. Section IV shall apply to any jointly determined bid submitted by either defendant and any third person or to any jointly determined bid submitted by defendants that is not made for the benefit of, on behalf of, or in the name of Farmland Hydro L.P.

VI.

COMPLIANCE

A. Defendants are ordered to establish and maintain an antitrust compliance program which shall include designating, within thirty (30) days of entry of this Final Judgment, an Antitrust Compliance Officer with responsibility for accomplishing the antitrust compliance program and with the purpose of achieving compliance with this Final Judgment. The Antitrust Compliance Officer shall, on a continuing basis, supervise the review of the current and proposed activities of the defendants to ensure compliance with this Final Judgment. The Antitrust Compliance Officer shall be responsible for accomplishing the following activities:

1. Distributing, within ninety (90) days of entry of this Final Judgment, a copy of this Final Judgment to all officers and directors, and any person who otherwise manages defendants with respect to the ammonia business;

2. Distributing in a timely manner a copy of this Final Judgment to any person who succeeds to a position described in Section VI(A)(1);

3. Briefing annually defendants' officers and directors engaged in the ammonia business on the meaning and requirements of this Final Judgment and the antitrust laws;

4. Obtaining annually from each officer or employee designated in Section VI(A)(1) and (2) a written certification that he or she: (a) has read, understands, and agrees to abide by the terms of this Final Judgment; (b) understands that failure to comply with this Final Judgment may result in conviction for criminal contempt of court; and (c) is not aware of any violation of the Final Judgment that has not been reported to the Antitrust Compliance Officer;

5. Maintaining a record of recipients from whom the certification required by Section VI(A)(4) has been obtained; and

6. Prior to the submission of any jointly determined bid, distributing a copy of this Final Judgment to any person with whom defendants submit a jointly determined bid for the acquisition of any ammonia asset that is being sold by or under the auspices of a court or agency of the United States.

B. Defendants are also ordered to file with this Court and serve upon plaintiff, within ninety (90) days after the date of entry of this Final Judgment, affidavits as to the fact and manner of compliance with this Final Judgment.

C. If defendants' Antitrust Compliance Officer learns of any violations of this Final Judgment, defendants shall forthwith take appropriate action to terminate or modify the activity so as to assure compliance with this Final Judgment.

VII.

PLAINTIFF ACCESS

A. For the purpose of determining or securing compliance with this Final Judgment, and subject to any legally recognized privilege, duly authorized representatives of the plaintiff shall, upon written request by the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendants, be permitted:

1. Access during defendants' office hours to inspect and copy all records and documents in its possession or control relating to any matters contained in this Final Judgment; and

2. Subject to the reasonable convenience of defendants and without restraint or interference from defendants, to interview defendants' officers, employees, or agents engaged in the ammonia business, who may have counsel present, regarding such matters.

B. Upon written request by the Assistant Attorney General in charge of the Antitrust Division, each defendant shall submit such written reports, under oath if requested, relating to any of the matters contained in this Final Judgment as may be requested, subject to any legally recognized privilege.

C. No information or documents obtained by the means provided in this Section VII shall be divulged by the plaintiff to any person other than a duly authorized representative of the Executive Branch of the United States, except in

the course of legal proceedings to which the United States is a party, or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by defendants to plaintiff, defendants represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and defendants mark each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then 20 days' notice shall be given by plaintiff to defendants prior to divulging such material in any legal proceeding (other than a grand jury proceeding) to which that defendant is not a party.

VIII.

RETENTION OF JURISDICTION

Jurisdiction is retained by this Court for the purpose of enabling any of the parties to this Final Judgment to apply to this Court at any time for such further orders and directions as may be necessary or appropriate to carry out or construe this Final Judgment, to modify or terminate any of its provisions, to enforce compliance herewith, and to punish any violations of its provisions. Nothing in this provision shall give standing to any person not a party to this Final Judgment to seek any relief related to it.

IX.

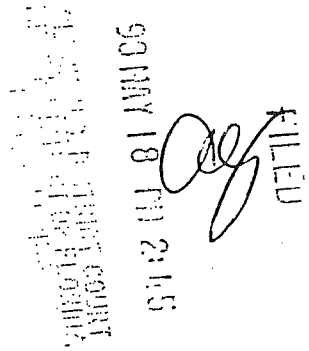
TERM

This Final Judgment will expire on the tenth anniversary of its date of entry.

X.

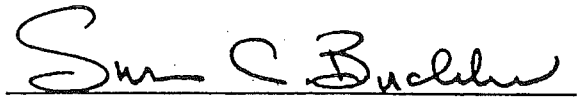
PUBLIC INTEREST

Entry of this Final Judgment is in the public interest.



DATED: May 18th 1998

Court approval subject to
the Antitrust Procedures and
Penalties Act, 15 U.S.C. § 16.



UNITED STATES DISTRICT JUDGE