

UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

UNITED STATES OF AMERICA,	)	
	)	
Plaintiff,	)	
	)	
v.	)	Civil Action No. 78-1108
	)	
RMI COMPANY; CRUCIBLE, INC.;	)	Filed: January 3, 1983
LAWRENCE AVIATION INDUSTRIES,	)	
INC.; MARTIN MARIETTA	)	Entered: April 18, 1983
ALUMINUM, INC.; and TITANIUM	)	
METALS CORPORATION OF	)	
AMERICA,	)	
	)	
Defendants.	)	

FINAL JUDGMENT

Plaintiff, United States of America, having filed its Complaint herein on September 28, 1978, and the District Court by orders of August 19, 1980 and June 8, 1982 having dismissed that Complaint insofar as it alleges violations related (1) to titanium plate, sheet and strip, and (2) to activities occurring prior to December, 1973, and plaintiff and defendant Martin Marietta Aluminum, Inc. [hereinafter referred to as "defendant"], by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein, and without this Final Judgment constituting any evidence against or any admission by any party with respect to any such issue;

NOW, THEREFORE, before the taking of any testimony and without trial or adjudication of any issue of fact or law herein and upon consent of the parties hereto, it is hereby,

ORDERED, ADJUDGED, AND DECREED as follows:

I

This Court has jurisdiction of the subject matter of this action and of each of the parties consenting hereto. The Complaint states a claim upon which relief may be granted against the defendant under Section 1 of the Sherman Act (15 U.S.C. §1). There is no just reason to delay the entry of this judgment.

II

As used herein:

- (A) The term "titanium mill products" means titanium bar and billet;
- (B) The term "person" means any individual, partnership, corporation, firm, association or other business or legal entity; and
- (C) The term "conversion" means the contracting by a manufacturer of titanium mill products with another person for all or part of the intermediate manufacturing of titanium or titanium mill products to which it holds title.

### III

This Final Judgment applies to the defendant and to its officers, directors, agents, employees, subsidiaries, successors and assigns, and to all other persons in active concert or participation with any of them who shall have received actual notice of this Final Judgment by personal service or otherwise; provided, however, that this Final Judgment shall not apply to lawful transactions or communications solely between defendant and its owners, officers, directors, employees, or agents, or to transactions or communications solely between or among defendant and its parent company or companies, subsidiaries or companies fifty percent (50%) or more owned by the defendant or its parent(s), or to activities outside the United States which do not substantially affect, directly or indirectly, the commerce of the United States.

### IV

The defendant is hereby enjoined and restrained from:

- (A) directly or indirectly entering into, adhering to, maintaining, enforcing or furthering, or attempting to enter into, adhere to, maintain, enforce or further, any combination, conspiracy, agreement, understanding or concert of action with any other person to:

- (i) Raise, fix, maintain or stabilize prices, discounts or other terms or conditions for the sale of titanium mill products; or
  - (ii) Submit noncompetitive, collusive or rigged quotations or bids for titanium mill products.
- (B) directly communicating to or exchanging with any other person engaged in the manufacture and/or sale of titanium mill products, or any association or other body comprised of or organized by such persons, information concerning the prices at which, or terms or conditions upon which, such products are or have been sold or offered for sale, or may be sold or offered for sale in the future; except that this Paragraph IV(B) shall not preclude the communication or exchange between defendant and any other person, of any prices, terms or conditions of sale of such products solely in connection with conversion or a proposed or actual bona fide sale of such products or to any agreement to the prices, terms or conditions at which any such bona fide sale is actually made.

V

Any party that purchases or otherwise acquires all or substantially all of the assets used by defendant in the manufacture and/or sale of titanium, shall be required by

defendant, as a condition of the sale or other disposition, to agree to be bound by the provisions of this Final Judgment, and such agreement shall be filed with the Court.

## VI

Defendant shall:

- (A) Within sixty (60) days after the entry of this Final Judgment, furnish a copy of same to each of its officers and directors, and to each employee and agent who is engaged in, or has responsibility for or authority over the pricing or selling of titanium mill products produced or sold in the United States.
- (B) Furnish a copy of this Final Judgment to each successor to the individuals described in Paragraph VI(A), above, within 60 days after such successor becomes employed by or associated with the defendant.

## VII

For the duration of this Final Judgment, defendant shall maintain a program to insure compliance with same, including at a minimum the following with respect to each of its directors, each of its officers who has management responsibility for the manufacture, pricing or sale of titanium mill products produced or sold in the United States, and each of its employees and

agents who is engaged in the sale of or who has responsibility for or authority over pricing of titanium mill products produced or sold in the United States:

- (A) The annual distribution of this Final Judgment.
- (B) The annual submission to each of the individuals of a written directive setting forth the defendant's policy regarding compliance with the Sherman Act and with this Final Judgment, with such directive to include (a) an admonition that non-compliance with such policy and this Final Judgment will result in appropriate disciplinary action as determined by the defendant, which may include dismissal, and (b) advice that the defendant's legal advisors are available at all reasonable times to confer with such persons regarding any compliance questions or problems.
- (C) The annual receipt from the individuals described of a signed certificate in substantially the following form:

"The undersigned hereby:

- (1) acknowledges receipt of a copy of the Final Judgment in U.S. v. RMI Company, et al., and a written directive setting forth the Company policy regarding compliance with the antitrust laws and with such Final Judgment; (2) represents that the undersigned has read and understands such Final

Judgment and directive; (3) acknowledges that the undersigned has been advised and understands that non-compliance with such policy and Final Judgment will result in appropriate disciplinary measures as determined by the Company and which may include dismissal; and (4) acknowledges that the undersigned has been advised and understands that non-compliance with the Final Judgment may result in conviction for contempt of court, and that violation of the antitrust laws may constitute a felony and could result in imprisonment and/or fine."

- (D) The holding of at least one meeting every 12 months with each of the persons covered by this Paragraph VII, either in groups or individually, to review the requirements of the antitrust laws and the terms of this Final Judgment, and the obligations imposed upon them.
- (E) The holding of at least one meeting every 12 months with each of the persons individually (except directors, for whom a group meeting may be held) to discuss problems related to compliance with the antitrust laws and this Final Judgment.

VIII

- (A) For the duration of this Final Judgment, defendant shall file with the plaintiff, on or before each anniversary date of this Final Judgment, a sworn statement, by a responsible official designated by the defendant to perform such duties, setting forth all steps it has taken during the preceding year to discharge its obligations under Sections VI and VII. This statement shall be accompanied by copies of all written directives applicable to titanium operations issued by the defendant during the prior year with respect to compliance with the antitrust laws and with this Final Judgment. The sworn statement shall also contain a list of all those individuals in the company with whom meetings were held in accordance with paragraph VII(E) and a description of their respective positions and duties.
- (B) Upon Order of the Court, on motion by the plaintiff for good cause shown, the designated official shall appear before the Court to give sworn testimony on the manner of compliance with this Final Judgment.
- (C) The plaintiff may demand a more detailed statement of defendant's compliance with this Final Judgment if plaintiff determines that defendant's annual

compliance statement incompletely states the steps it has taken to discharge its duties under this Section VIII.

#### IX

For the purpose of determining or securing compliance with this Final Judgment, and subject to any legally recognized privilege, from time to time:

(A) Duly authorized representatives of the Department of Justice shall, upon written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendant made to its principal office, be permitted:

- (1) Access during office hours of defendant to inspect and copy all books, ledgers, accounts, correspondence, memoranda and other records and documents in the possession or under the control of defendant, who may have counsel present, relating to any matters contained in this Final Judgment; and
- (2) Subject to the reasonable convenience of defendant and without restraint or interference from it, to interview officers, employees and agents of defendant, who may have counsel present, regarding any such matters.

(B) Upon the written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, made to defendant's principal office, defendant shall submit such written reports, under oath if requested, with respect to any of the matters contained in this Final Judgment as may be requested.

No information or documents obtained by the means provided in this Section IX shall be divulged by any representative of the Department of Justice 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.

(C) If at the time information or documents are furnished by defendant to plaintiff, defendant represents and identifies 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 defendant marks each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then 10 days'

notice shall be given by plaintiff to defendant prior to divulging such material in any legal proceeding (other than a grand jury proceeding) to which defendant is not a party.

X

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 or directions as may be necessary or appropriate for the construction or carrying out of this Final Judgment, for the modification of any of the provisions hereof, for the enforcement of compliance herewith, and for the punishment of any violation hereof.

XI

This Final Judgment shall be in effect for a period of ten (10) years from the date of its entry by this Court.

XII

Entry of this Final Judgment is in the public interest.

Dated: April 18, 1983

/s/ Judge Daniel J. Snyder, Jr.  
UNITED STATES DISTRICT JUDGE