

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF THE DISTRICT OF COLUMBIA

MAR 23 1988

UNITED STATES OF AMERICA,
c/o Department of Justice
Antitrust Division
Washington, D. C. 20530,
Plaintiff,

v.

WICKES COMPANIES, INC.,
3340 Ocean Park Boulevard
Santa Monica, Ca. 90405,
Defendant.

Civil Action No 88-0782

Judge Pratt

COMPLAINT FOR CIVIL PENALTIES FOR VIOLATION OF PREMERGER
REPORTING REQUIREMENTS OF HART-SCOTT-RODINO ACT

The United States of America, plaintiff, by its attorneys,
acting under the direction of the Attorney General of the
United States and at the request of the Federal Trade
Commission, brings this civil action to obtain monetary relief
in the form of a civil penalty against the defendant named
herein, and alleges as follows:

JURISDICTION AND VENUE

1. This Complaint is filed and these proceedings are
instituted under Section 7A of the Clayton Act, 15 U.S.C.
§ 18a, commonly known as the Hart-Scott-Rodino Antitrust
Improvements Act of 1976 ("Hart-Scott-Rodino Act"), to recover
a civil penalty for a violation of the Hart-Scott-Rodino Act.

2. This Court has jurisdiction over this action pursuant to 15 U.S.C. § 18a(g), and 28 U.S.C. §§ 1331, 1337, 1345 and 1355.

3. Venue in this District is proper by virtue of defendant's consent, in the Stipulation relating hereto, to the maintenance of this action and the entry of Final Judgment in this District. Venue is also proper under 28 U.S.C. 1395(a).

THE DEFENDANT

4. Wickes Companies, Inc. ("Wickes") is made a defendant herein. Wickes is a Delaware corporation with its principal place of business at 3340 Ocean Park Boulevard, Suite 2000, Santa Monica, California 90405. Wickes sells lumber and building materials.

OWENS-CORNING FIBERGLAS CORPORATION

5. Owens-Corning Fiberglas Corporation ("OCF") is a Delaware corporation with its principal office at Fiberglas Tower, Toledo, Ohio 43659.

VIOLATION ALLEGED

6. The Hart-Scott-Rodino Act, 15 U.S.C. § 18a, prohibits certain acquisitions of voting securities or assets until a notification has been filed with the Department of Justice and the Federal Trade Commission and a waiting period has expired.

7. OCF and defendant Wickes at all times pertinent to this proceeding have been engaged in commerce, or in activities affecting commerce, within the meaning of Section 1 of the Clayton Act, 15 U.S.C. § 12.

8. OCF and Wickes at all times pertinent to this proceeding had assets above the threshold established by Section (a) of the Hart-Scott-Rodino Act, 15 U.S.C. § 18a(a). OCF had total assets in excess of \$100 million, and Wickes had total assets in excess of \$10 million.

9. During the period from July 2, 1986 through July 18, 1986, Wickes acquired voting securities of OCF.

10. On July 18, 1986, Bear, Stearns & Co. ("Bear, Stearns"), acting as the agent of Wickes, began making purchases of shares of OCF stock on behalf of Wickes.

11. As a result of the transaction described in Paragraph 10, Wickes, on July 18, 1986, held an aggregate total amount of voting securities of OCF in excess of \$15 million.

12. Wickes through its agent Bear, Stearns continued to acquire additional voting securities of OCF during the period from July 18, 1986 through August 5, 1986.

13. The transactions described in Paragraph 10, by which the defendant Wickes acquired an aggregate total amount of voting securities of OCF in excess of \$15 million, and the transactions described in Paragraph 12 were subject to the notification and waiting period requirements of the Hart-Scott-Rodino Act and the regulations promulgated thereunder, 16 C.F.R. § 800 et seq. The Hart-Scott-Rodino Act and regulations

required Wickes to file the notification and to observe a waiting period before acquiring an aggregate total amount of voting securities of OCF in excess of \$15 million.

14. Defendant Wickes did not comply with the reporting and waiting period requirements of the Act before making the acquisitions described in Paragraphs 10 and 12 above.

15. On August 12, 1986, defendant Wickes submitted a notification and report form under the Hart-Scott-Rodino Act, stating an intention to acquire at least 50 percent of the voting securities of OCF. The Hart-Scott-Rodino Act waiting period relating to that filing expired on September 11, 1986.

16. On September 2, 1986, defendant Wickes sold all its interest in OCF stock.

17. Defendant Wickes was continuously in violation of the Hart-Scott-Rodino Act during the period from July 18, 1986 through September 2, 1986 (47 days).

18. Section (g)(1) of the Hart-Scott-Rodino Act, 15 U.S.C. § 18a(g)(1), provides that any person who fails to comply with the Act shall be liable to the United States for a civil penalty of not more than \$10,000 for each day during which such person is in violation of the Act.

PRAYER

WHEREFORE, plaintiff prays:

1. That the Court adjudge and decree that defendant was in violation of the Hart-Scott-Rodino Act, 15 U.S.C. § 18a,

each day of the period from July 18, 1986 through September 2, 1986;

2. That defendant Wickes be ordered to pay to the United States an appropriate civil penalty as provided by Section (g)(1) of the Hart-Scott-Rodino Act, 15 U.S.C. § 18a(g)(1);

3. That the plaintiff have such other and further relief as the Court may deem just and proper; and

4. That the Court award plaintiff its costs of this suit.

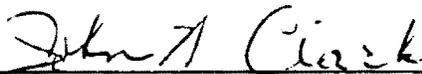
DATED: March 23, 1988



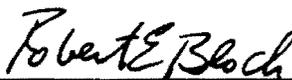
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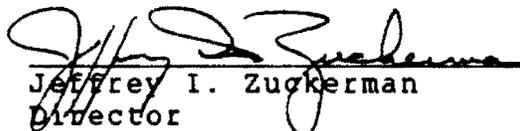
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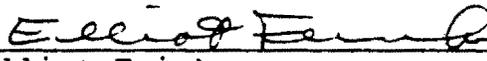


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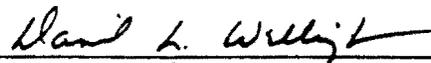
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