

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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UNITED STATES OF AMERICA, :
 :
 Plaintiff, :
 : CIVIL ACTION NO. 2680
 v. :
 : Filed: June 29, 1963
CITIES SERVICE COMPANY and :
PETROLEUM CHEMICALS, INC., :
 :
 Defendants. :
 :
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FINAL JUDGMENT

Plaintiff having filed its complaint herein on
May , 1963, and defendants having appeared, and plaintiff
and defendants, by their attorneys, having severally consented
to the entry of this Final Judgment without trial or adjudica-
tion of any issue of fact or law, and without admission by any
party in respect of any such issue,

NOW, THEREFORE, before any testimony has been taken,
and upon the consent of all the parties, it is hereby

ORDERED, ADJUDGED AND DECREED:

I

This Court has jurisdiction of the subject matter
of this action and of all the parties. The complaint states a
cause of action against defendants, and each of them, under
Section 7 of the Act of Congress of October 15, 1914, as amended,
commonly known as the Clayton Act.

II

As used in this Final Judgment:

(A) "Cities Service" means defendant Cities Service

Company, a Delaware corporation;

(B) "PCI" means defendant Petroleum Chemicals, Inc., a Delaware corporation;

(C) "Mid-South" means all of the assets which PCI acquired when Mid-South Chemical Corporation, a Delaware corporation, was merged into PCI on July 2, 1962, and the business conducted therewith.

(D) "Continental" means Continental Oil Company, a Delaware corporation;

(E) "Plant food" means any substance containing nitrogen, phosphorus or potassium manufactured for the purpose of and used for enriching soil and increasing plant growth.

(F) "The United States" means the United States, its territories and possessions.

III

The provisions of this Final Judgment applicable to any defendant shall apply to such defendant and to its successors, officers, directors, employees, agents, and all persons in active concert or participation with such defendant, who shall have received actual notice of this Final Judgment by personal service or otherwise.

IV

(A) Except as hereafter provided, defendant Cities Service is ordered and directed (i) not later than six (6) months after the date of the entry of this Final Judgment to divest itself of any and all shares of stock, or any other right, title or interest, financial or otherwise, which it may have, directly or indirectly, on the date of the entry of this Final Judgment,

in defendant PCI, and (ii) to advise the plaintiff, not less than thirty (30) days in advance of such divestiture of the name and address of the purchaser or purchasers thereof;

(B) The divestiture by defendant Cities Service of all of its interest in defendant PCI shall not be required providing defendant Cities Service, not later than sixty (60) days after the date of the entry of this Final Judgment, becomes the sole owner of all of the issued and outstanding stock of defendant PCI;

(C) In the event defendant Cities Service becomes the sole owner of all of the stock of defendant PCI, defendants Cities Service and PCI are ordered and directed (1) not later than one hundred twenty (120) days after the date of the entry of this Final Judgment to divest themselves of Mid-South, such divestiture to be as a going business and to include all land, buildings, customer accounts, contracts, accounts receivable, and personal property pertaining to or in any manner relating to Mid-South, and (ii) to advise the plaintiff in advance of the name and address of the purchaser or purchasers thereof.

V

In the event defendants Cities Service and PCI divest themselves of Mid-South, defendants Cities Service and PCI are each enjoined and restrained from entering into any contract, agreement, understanding, plan or program relating to plant food with the purchaser from Cities Service and PCI of Mid-South which (i) requires Mid-South or such purchaser during the first year to purchase from PCI more than 75% of Mid-South's requirements of ammonia during the last preceding year; (ii) requires Mid-South or such purchaser during the second year to purchase from PCI more than 50% of Mid-South's requirements during the

then last preceding year; (iii) requires Mid-South or such purchaser during any of the subsequent third, fourth and fifth years to purchase from PCI more than 25% of Mid-South's requirements of ammonia during, in each instance, the then last preceding year.

VI

Defendant Cities Service is enjoined and restrained from entering into, adhering to, or maintaining any joint venture arrangement, agreement, understanding, or other joint ownership plan or program with Continental to engage in the production, manufacture, or sale of plant food (i) in the United States or (ii) outside the United States for consumption, sale or resale thereof within the United States, provided however that defendant Cities Service may engage in any activity involving the sale of plant food solely for consumption or resale outside the United States if such activity is specifically authorized by federal law.

VII

This Final Judgment shall not be construed as to create any bar or estoppel against the plaintiff instituting any suit or proceeding under the antitrust laws against defendant Cities Service arising, in whole or in part, out of or based upon any acquisition or joint venture by the defendant Cities Service occurring prior to or after the date of the entry of this Final Judgment.

VIII

For the purpose of securing compliance with this Final Judgment, duly authorized representatives of the Department

of Justice shall, upon written request of the Attorney General or the Assistant Attorney General in charge of the Antitrust Division and on reasonable notice to defendants made to their principal offices, be permitted, subject to any legally recognized privilege, access during defendants' office hours to all books, ledgers, accounts, correspondence, memoranda and other records and documents in the possession or under the control of defendants relating to any matter contained in this Final Judgment.

No information obtained by the means permitted in this Section VIII 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 plaintiff, except in the course of legal proceedings for the purpose of securing compliance with this Final Judgment in which plaintiff is a party or as otherwise required by law.

IX

Jurisdiction of this cause is retained by the Court for the purpose of enabling any of the parties to this Final Judgment to apply to the Court at any time for such further orders and direction as may be necessary or appropriate for construction, carrying out, modification or enforcement of or compliance with this Final Judgment or any of its provisions or for the punishment of violations thereof.

Dated: June 29, 1963

/s/ Edwin D. Steel, Jr.
United States District Judge