

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

UNITED STATES OF AMERICA,)	
)	
Plaintiff)	Civil Action
)	No. 63-124
v.)	
)	
INGERSOLL-RAND COMPANY,)	Entered: M-y 5 1964
GOODMAN MANUFACTURING COMPANY,)	
LEE-NORSE COMPANY, and GALIS)	
ELECTRIC AND MACHINE COMPANY,)	
)	
Defendants.)	

FINAL JUDGMENT

Plaintiff, United States of America, having filed its Complaint herein on February 14, 1963, seeking to enjoin the acquisition by defendant Ingersoll-Rand Company of the stock or assets of Goodman Manufacturing Company, Lee-Norse Company, and Galis Electric and Machine Company; the Court on the same day having granted an ex parte Order temporarily restraining consummation of the proposed acquisition, which on March 6, 1963 was supplemented by the Court's Order for Preliminary Injunction granted after hearing and consideration of evidence of both a documentary and testimonial nature; defendants on March 8, 1963, having filed a petition for Modification of the Preliminary Injunction which was denied by the Court on March 14, 1963, after hearing all the parties; and the Court having entered on April 11, 1963, its Findings of Fact, Conclusions of Law, and Opinion in support of its Order of March 6, 1963.

The Court of Appeals for the Third Circuit having affirmed such Order on June 5, 1963; and it further appearing

from the stipulation among the parties by which they consented to entry of this Final Judgment that there are presently no contested issues of law or fact as to the illegality of the "Acquisition" alleged in paragraph 22 of the complaint to violate Section 7 of the Clayton Act.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

I

This Court has jurisdiction of the subject matter herein and of the parties. The complaint states a claim upon which relief may be granted against the defendants under Section 7 of the Act of Congress of October 15, 1914, as amended, entitled "An Act to supplement existing laws against unlawful restraints and monopolies and for other purposes," commonly known as the Clayton Act, and it is hereby declared that the "Acquisition", as defined herein, by the defendant Ingersoll-Rand would, if consummated, violate said Act.

II

As used in this Final Judgment:

(A) "Ingersoll-Rand" shall mean Ingersoll-Rand Company;

(B) "Person" shall mean any individual, partnership, firm, corporation, association, trustee, or any other business or legal entity;

(C) "Equipment" shall mean any underground coal mining machinery and equipment;

(D) "Acquisition" shall mean the proposed acquisition by Ingersoll-Rand of certain of the capital stock or assets of defendants Goodman Manufacturing Company, Galis Electric and Machine Company, and Lee-Norse Company.

III

The provisions of this Final Judgment applicable to any defendant shall apply also to each of its directors, officers, agents, employees, subsidiaries, successors and assigns, and to all other 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

Defendant Ingersoll-Rand is permanently enjoined and restrained from consummating or attempting to consummate:

(a) the "Acquisition,"

(b) any other acquisition of stock or assets of any corporation engaged in the manufacture or sale of equipment in the United States which may have an effect similar to the effect of the "Acquisition."

V

Defendant Ingersoll-Rand is enjoined and restrained from:

(A) Acquiring, withing ten (10) years from the date of entry of this Final Judgment, directly or indirectly, by purchase, merger, consolidation or otherwise, and from holding or exercising ownership or control of, the business, physical assets (except equipment purchased in the ordinary course of business), or goodwill, or any part thereof used in the manufacture or sale of equipment in the United States, or any capital stock or securities of any person engaged in the manufacture or sale of equipment in the United States, except upon a determination by this Court that such acquisition does not violate the provisions of Section IV thereof. Ten (10) days' written notice of any application by defendant Ingersoll-Rand for such a determination shall be given to all parties

hereto. The provisions of this Section V(A) shall not apply to the acquisition by defendant Ingersoll-Rand of defendant Lee-Norse Company as a single, separate acquisition;

(B) For ten (10) years from the date of entry of this Final Judgment, contacting or approaching any designer, engineer, supervisory personnel, or sales engineer employed by any other person then engaged in the United States in the manufacture of equipment for the purpose of hiring or employing or offering or attempting to hire or employ any such person without first receiving a letter requesting employment from such person or with the consent of his employer.

VI

Defendant Ingersoll-Rand shall promptly return to defendant Goodman Manufacturing Company all documents which were furnished to defendant Ingersoll-Rand subsequent to commencement of negotiations between the parties which led to the Agreement dated January 16, 1963, and prior to the date hereof, and shall include all copies and abstracts of such documents prepared by defendant Ingersoll-Rand.

VII

This Final Judgment and the terms and conditions contained herein shall supersede the aforesaid Order for Preliminary Injunction entered by this Court on March 6, 1963.

VIII

(A) For the purpose of determining and securing compliance with this Final Judgment and subject to any legally recognized privilege, 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 Ingersoll-Rand made to its principal office, be permitted:

(1) Access during the office hours of such defendant to all books, ledgers, accounts, correspondence, memoranda and other records and documents in the possession or under the controls of such defendant relating to any of the matters contained in this Final Judgment; and

(2) Subject to the reasonable convenience of such defendant and without restraint or interference from it to interview officers or employees of such defendant, who may have counsel present, regarding any such matters.

(B) Defendant Ingersoll-Rand, on the written request of the Attorney General or the Assistant Attorney General in charge of the Antitrust Division, shall submit such reports in writing, under oath if requested, with respect to any matters contained in this Final Judgment as may from time to time be necessary for the purpose of the enforcement of this Final Judgment.

(C) No information obtained by means provided in this Section VIII shall be divulged by any representatives of the Department of Justice to any person other than a duly authorized representative of the Executive Branch of the plaintiff except in the course of legal proceedings to which the United States of America is a party for the purpose of securing compliance with this Final Judgment or as otherwise required by law.

IX

Jurisdiction is retained 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 for the construction or carrying out of this Final Judgment or for the modification of any of the provisions thereof, and for the enforcement of compliance therewith and punishment of violations thereof.

/s/ Louis Rosenberg
UNITED STATES DISTRICT JUDGE

Dated: May 5, 1964