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FILED

APR 30 1971

CLERK, U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
BY

ENTERED

APR 30 1971

CLERK, U. S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
By
Deputy
UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

UNITED STATES OF AMERICA,

Plaintiff,

vs.

AMERICAN PIPE AND CONSTRUCTION
CO., and U. S. INDUSTRIES, INC.,

Defendants.

CIVIL NO. 64-1775-MP

STIPULATION FOR MODIFICATION
OF FINAL JUDGMENT

This action came on for hearing on April 9, 1971, before the Court, Honorable Martin Pence, District Judge, sitting by special designation, presiding, and the parties through their counsel thereafter stipulated as follows:

1. Defendant American Pipe and Construction Co. has changed its name to Ameron, and "Ameron" is substituted in place and instead of "American" wherever the same appears in the Final Judgment.

2. The provisions of Section V of the Final Judgment are revised and modified, as of the date hereof, as follows:

(A) Defendant Ameron shall sell all of its interest in all assets described in Appendix I to the Final Judgment piece-meal or as a whole, to one or more purchasers; provided that, after a reasonable

1 time, either party hereto can move for a termin-
2 ation, modification or expedition of the obligation
3 to sell. Sale of such assets shall be to a purchaser
4 acceptable to the plaintiff and to the Court and, as
5 to removable assets, plaintiff shall make known
6 objections, if any, within ten days of receipt of
7 notification from Ameron of its intention to sell.

8 (B) Ameron shall consider all bona fide
9 offers to purchase said assets in whole or in part.
10 Ameron shall take all action which the Court may
11 direct or approve in order to disseminate and
12 publicize the availability for sale and to promote
13 and effectuate the expeditious sale of such assets.

14 (C) In the event that any offer is
15 received for all or any portion of said real property
16 and buildings which is deemed unacceptable by Ameron,
17 and plaintiff does not concur in that decision,
18 plaintiff and Ameron may be heard as to the propriety,
19 reasonableness and acceptability of such offer.

20 (D) Ameron shall render bi-monthly written
21 reports to the Court, with copies to the plaintiff,
22 detailing its efforts to comply with sub-section (A)
23 above, and the results of such efforts, including
24 every offer to buy which it received. Plaintiff or
25 Ameron may apply to this Court for approval or dis-
26 approval of any proposal for the sale of said assets.

27 (E) The divestiture ordered and directed
28 by this Final Judgment, when made, shall be made in
29 good faith and shall be absolute and unqualified;
30 provided, however, that Ameron may acquire and
31 enforce any bona fide lien, mortgage, deed of trust
32 or other form of security given for the purpose of

1 securing to Ameron payment of any portion of
2 the purchase price or performance of the sale trans-
3 action or transactions, as therein provided or as
4 provided by law. In the event that Ameron, as the
5 result of the enforcement of any bona fide lien,
6 mortgage, deed of trust, or other form of security,
7 reacquires possession of any of the divested assets,
8 Ameron shall notify the plaintiff in writing of any
9 such repossession within thirty (30) days of such
10 repossession. Within thirty (30) days of the date
11 of any such notification, Ameron shall again offer
12 any such assets for sale in accordance with all the
13 terms of this Final Judgment.

14 DATED: April 21, 1971

UNITED STATES OF AMERICA

16
17 By: Stanley F. Disney

18 AMERON

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21 By: James O. Sullivan

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24 It is so ORDERED this 27 day of
25 April, 1971.

26 /s/ Martin Reese
27 United States District Judge
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