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UNITED STATES OF AMERICA,	:	
	:	
Plaintiff,	:	
	:	
vs.	:	<u>ORDER</u>
	:	
ALBA PHARMACEUTICAL COMPANY, et al.,	:	Civil Action
	:	No. 15-363
Defendants.	:	

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Upon reading and filing the petition of Sterling Drug Inc, /formerly Sterling Products (Incorporated)(Delaware)/ and Winthrop Chemical Company (Delaware) dated April 23, 1945 and upon the affixed consent of the United States of America and the said petitioners, /by their respective attorneys, and Winthrop Chemical Company, Inc. (New York) it is hereby

ORDERED AND DECREED that the final judgment herein, dated September 5, 1941 is amended and supplemented by inserting after Section VII of said judgment the following:

"VIII

As used in Section VIII, IX, X and XI of this Decree:

1. The term "Defendants" shall mean Alba Pharmaceutical Company, Inc. (New York); The Bayer Company, Inc. (New York); Sterling Drug Inc., formerly known as Sterling Products (Incorporated), (Delaware); Winthrop Chemical Company (Delaware); and each of their successors, subsidiaries, officers, directors, agents, employees and assigns, and anyone acting or claiming to act under, through or for them or any of them.
2. The term "Co-conspirators" shall mean I. G. Farbenindustrie Aktiengesellschaft of Frankfurt, a. Main, Germany; Friedr. Bayer & Company of Leverkusen, Germany; Chemosan Union A. G. of Vienna, Austria; Chemische

Pharmaceutische A. G. Bad Homburg of Frankfurt a.  
Main, Germany;

3. The term "non-national" shall not include any of the defendants but shall include any foreign government, and any person subject to a foreign government, and any company, firm, trust, corporation or other business entity organized under the laws of any foreign country or owned or operated by nationals of a foreign country, and any subsidiary, affiliate or partner of such a company, firm, trust, corporation or other business entity, and anyone acting for or on behalf of such government, person, company, firm, trust, corporation or other business entity.

4. The term "Successor" as related to Winthrop Chemical Company shall mean a successor of Winthrop Chemical Company, or of a subsidiary of Winthrop Chemical Company, but shall not be applicable to the plants of such successor other than the Winthrop Chemical Company plants.

#### IX

Each of the defendants is hereby enjoined and restrained from:

1. Selling, or transferring control over any capital stock, bonds, or other securities, or plants of Winthrop Chemical Company or its subsidiaries or successors to any of the co-conspirators,
2. Electing or employing or retaining as officer or policy-making official, any person who is an officer, director or other official of any co-conspirator.
3. Vesting, or participating in the vesting, by any means, in a co-conspirator, control over the business, or any business policy of any of the defendants.

Each of the defendants is hereby enjoined and restrained from entering into, adhering to, maintaining or furthering any contract, agreement, arrangement, plan or program directly or indirectly transferring to, or vesting in, any non-national ownership or control over any of the capital stock, bonds or other securities or the plants of Winthrop Chemical Company, and its subsidiaries or successors; (a) without prior notice of at least 30 days to the Court and to the Attorney General and (b) without prior order by the Court in the event that the Attorney General within such 30 days files with the Court and serves on the defendants a statement that a hearing by the court on such contract, agreement, arrangement, plan or program is advisable. If, after the filing of such a statement by the Attorney General provided for in (b) above, such order by the Court is desired by any of the defendants, a petition may be presented to the Court by any such defendant, stating the reasons therefor and such petition shall be served upon the Attorney General sixty days prior to the hearing by the Court. If the Court, upon such investigation of all the facts and circumstances as the Court may direct and after a hearing on such petition, shall determine such contract, agreement, arrangement, plan or program will not unreasonably restrict the supply of any product in, or the development of products for, domestic or foreign commerce of the United States, and will not unreasonably restrain competition or create a monopoly in any product in such commerce, and would not otherwise violate the antitrust laws of the United States or be inconsistent with the public policy or security of the United States, then jurisdiction is reserved to enter an order permitting the consummation of such contract, agreement, arrangement, plan or program upon such terms and conditions as the circumstances may require. Failure by the

Attorney General to file any statement with the Court pursuant to (b) above that a hearing by the Court is advisable, or his failure to take any other action following receipt of any information pursuant to this Paragraph X shall not be construed as an approval of the matter and things so received or informed, and shall not operate as a bar to any action or proceeding, civil or criminal, that may later be brought or be pending pursuant to any laws of the United States or any provision of this Decree as amended.

XI

Nothing in Paragraphs IX and X of this Decree shall in any way restrict or impair the ownership, negotiability or transferability of the capital stock, bonds, or other securities of Sterling Drug Inc., or in any way restrict or impair the offering or issuance by Sterling Drug Inc. of its capital stock, bonds, or other securities incident to a bona fide public offering, or incident to the acquisition or property or securities of another company when such company is not owned or controlled by a non-national or co-conspirator."

Dated: April 23<sup>rd</sup>, 1945

Samuel Mandelbaum  
United States District Judge

We hereby consent to the entry of the foregoing order

Rogers Hoge & Hills  
George S. Hills  
By

For the United States of America

Cahill, Gordon, Zachry & Reindel  
G. Nebolsine  
By

Wendell Berge  
WENDELL BERGE  
Assistant Attorney General

Attorneys for Defendants  
Sterling Drug Inc.  
and  
Winthrop Chemical Company (Delaware)  
and  
Winthrop Chemical Company, Inc. (New York)

Order entered: April , 1945

**A TRUE COPY**  
George J. Follmer  
Clerk.

Clerk