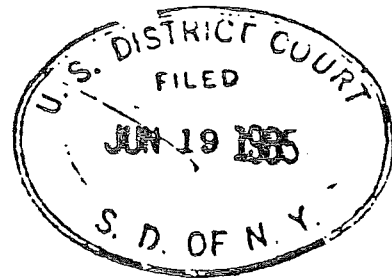


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



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UNITED STATES OF AMERICA, :
 :
 : Plaintiff, :
 :
 : -against- :
 :
 AMERICAN CYANAMID COMPANY, :
 :
 : Defendant, :
----- x

60 Civ. 3857 (CLB)
AMENDED JUDGMENT

WHEREAS Defendant American Cyanamid Company ("Cyanamid") has moved for termination of the Judgment entered herein on consent on August 4, 1964 (the "Consent Decree"); and the motion having come before the Court on October 18, 1984, and the Court having heard oral argument on October 29 and November 13, 1984, and the Court having considered written submissions by Cyanamid in support of the motion, by the plaintiff United States of America, and by intervenor Melamine Chemicals, Inc., in opposition to the motion, and the matter having been fully submitted on November 21, 1984, and the Court having rendered its Memorandum Decision herein on December 13, 1984, granting said motion, and Cyanamid having divested itself of Formica Corporation ("Formica") to WGI Acquisition Corp. on May 30, 1985, pursuant to an Agreement and Plan of Merger dated October 8, 1984, as amended (the "Formica Sale"), and the Court finding

that termination of the Consent Decree upon the terms set forth below to be in furtherance of the public interest, and after hearing counsel this date, see transcript,

IT IS HEREBY ORDERED AND ADJUDGED as follows:

1. The Consent Decree is terminated, effective May 30, 1985, and on and after that date shall be of no further force or effect, subject only, however, to the requirements of Paragraphs 2, 3, 4 and 5 hereof.

2. Pursuant to the Consent Decree as in effect for the period up to the date of the Formica Sale, Cyanamid and/or Formica shall issue a purchase order, within thirty (30) days of the date hereof, to Melamine Chemicals, Inc., for an amount of melamine at least equivalent to the amount of melamine used by the Formica Division of Cyanamid in the production of laminates in the United States during the period January 1, 1984 through May 30, 1984. Consistent with the practice with respect to delivery of the 1984 required purchases, the delivery schedule for the purchase of these requirements shall provide for dates acceptable to both parties, provided that all melamine required to be purchased thereunder shall be taken prior to December 31, 1985, unless MCI shall consent to a later date. If the purchase order is not issued by Cyanamid, it must guarantee payment therefor.


3. Formica's opening inventory of melamine on May 30, 1985 after divestiture may not exceed 482,000 pounds of melamine.

4. Following divestiture Cyanamid may not sell any melamine to Formica from its inventory which existed on the day of divestiture (including any amount of melamine purchased by Cyanamid subsequent to May 30, 1985 pursuant to paragraph 2 hereof), at less than cost, applying FIFO principles of accounting and lot identification.

5. The Court reserves jurisdiction over the parties, including Formica, and the subject matter of this action to enforce compliance with the unexecuted provisions of this Judgment and of the prior judgment dated August 4, 1964.

The Clerk is directed to enter this Final Judgment accordingly.

Dated: New York, New York
June 19, 1985


United States District Judge