

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

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UNITED STATES OF AMERICA, :
Plaintiff, :

-against- : Civil No. B-304

INSILCO CORPORATION, : Filed: 1/22/74

Defendant. : Entered: 2/21/74

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FINAL JUDGMENT

Plaintiff, United States of America, having filed its complaint herein on May 26, 1971, and the defendant having filed its answer thereto denying the material allegations of the complaint and plaintiff and defendant, by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein and without this Final Judgment constituting any evidence or admission by any party hereto with respect to any such issue:

NOW, THEREFORE, before the taking of any testimony and without trial or adjudication of any issue of fact or law herein and without this Final Judgment constituting any evidence or admission by any party hereto with respect to any such issue, and upon consent of the parties hereto it is hereby

ORDERED, ADJUDGED AND DECREED AS FOLLOWS:

I.

This Court has jurisdiction of the subject matter

hereof and the parties hereto. The complaint states a claim upon which relief may be granted against the defendant under Section 7 of the Act of Congress of October 15, 1914 (15 U.S.C. § 18), commonly known as the Clayton Act, as amended.

II.

The provisions of this Final Judgment applicable to Insilco Corporation ("Insilco") shall apply to each of its directors, officers, agents, employees, affiliates, subsidiaries, successors and assigns, and to all persons in active concert or participation with Insilco who receive actual notice of this Final Judgment by personal service or otherwise.

III.

(A) Insilco shall, within one year from the date of entry of this Final Judgment, divest itself of the stock, assets and business of Stanley Roberts, Inc. to a person and upon terms and conditions first approved by plaintiff or, failing such approval, by this Court.

(B) The divestiture by Insilco of Stanley Roberts, Inc. shall be absolute and unqualified and the divested stock, assets and business shall not be reacquired by Insilco; provided, however, that Insilco may acquire and enforce any bona fide lien, mortgage, deed of trust, or other form of security on all or any of the divested assets given for the purpose of securing to Insilco payment of any unpaid portion of the purchase price thereof or performance of any part of the sale transaction; provided further that Insilco shall notify plaintiff in writing simultaneously upon the declaration of any event of default.

(C) In the event and only in the event that Insilco, as a result of the enforcement of any contract provision, lien, mortgage, deed of trust, or other form of security arrangement, reacquires possession of any of the divested assets or undertakes to operate the business of Stanley Roberts, Inc. under any power of attorney, Insilco shall notify plaintiff in writing of such repossession or undertaking simultaneously with such repossession or undertaking. Within one year after such repossession or undertaking, Insilco shall sell such portion of said repossessed assets to a person and upon terms and conditions first approved by plaintiff, or failing such approval, by this Court.

IV.

(A) Except to the extent permitted in Section III(B) of this Final Judgment Insilco is enjoined and restrained from directly or indirectly interfering with or participating in the management and/or day to day operations in the ordinary course of business of Stanley Roberts, Inc., or otherwise restricting Stanley Roberts, Inc., or any successor thereto, from competing in the business of importing and selling stainless steel flatware.

(B) Insilco is enjoined and restrained from having any common officer, director or employee with Stanley Roberts, Inc., or any successor thereto.

(C) Insilco shall for a period of ten (10) years from the date of entry of this Final Judgment give plaintiff notice within ten (10) days of entering into any agreement in principle, plan or understanding, and at least forty (40) days prior to closing, of its intent to acquire, directly or indirectly, any person, firm, company or corporation engaged in the importation of stainless steel flatware.

V.

(A) For the purpose of determining or securing compliance with this Final Judgment and for no other purpose Insilco shall permit duly authorized representatives of the Department of Justice, on written request of the Attorney General or the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice, subject to any legally recognized privilege:

(i) access during the business hours of Insilco, who may have counsel present, to those books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of Insilco which relate to any matters contained in this Final Judgment;

(ii) subject to the reasonable convenience of Insilco and without restraint or interference from it, to interview officers or employees of Insilco, any of whom may have counsel present, regarding such matters.

(B) Upon such written request of the Attorney General, or the Assistant Attorney General in charge of the Antitrust Division, Insilco shall submit such reports in writing, with respect to the matters contained in this Final Judgment, as may from time to time be requested.

(C) No information obtained by the means provided in this Section V of this Final Judgment shall be divulged by a representative 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 is a party for the purpose of determining or securing compliance with this Final Judgment, or as otherwise required by law.

VI.

Jurisdiction is retained by this Court for the purpose of enabling 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 modification of any of the applicable provisions thereof, for the enforcement of compliance therewith and for the punishment of violations thereof.

VII.

This Final Judgment shall remain in full force and effect for ten (10) years from the date of entry hereof, and no longer.

/s/ JOHN O. NEWMAN
U.S.D.J.

Dated: February 21, 1974