

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

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In the Matter of)	
)	
FMC CORPORATION,)	
)	File No. 991-0218
a corporation,)	
)	
SOLUTIA INC.,)	
)	
a corporation, and)	
)	
ASTARIS LLC,)	
)	
a limited liability company.)	
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AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed joint venture between FMC Corporation ("FMC") and Solutia Inc. ("Solutia") to form Astaris LLC ("Astaris"), and it now appearing that FMC, Solutia and Astaris, hereinafter sometimes referred to as "Proposed Respondents," are willing to enter into this Agreement Containing Consent Orders ("Consent Agreement") to divest certain assets and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorney, and counsel for the Commission that:

1. Proposed Respondent FMC is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 200 East Randolph Drive, Chicago, Illinois 60601.
2. Proposed Respondent Solutia is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 575 Maryville Centre Drive, St. Louis, Missouri 63141.
3. Proposed Respondent Astaris is a limited liability company organized and existing under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 575 Maryville Centre Drive, St. Louis, Missouri 63141.

4. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
5. Proposed Respondents waive:
 - a. any further procedural steps;
 - b. the requirement that the Commission's Order to Maintain Assets and Decision & Order contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Order to Maintain Assets and Decision & Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
6. Proposed Respondents shall submit within thirty (30) days of the date this Consent Agreement is signed by Proposed Respondents an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, signed by Proposed Respondents, setting forth in detail the manner in which Proposed Respondents have complied and will comply with the Order to Maintain Assets and with Paragraphs II, III, IV, V and VI. of the Decision & Order. Such report will not become part of the public record unless and until the accompanying Consent Agreement and Decision & Order are accepted by the Commission for public comment.
7. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or amend its complaint if circumstances so require and issue its Decision & Order, in disposition of the proceeding.
8. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
9. Because there may be interim competitive harm, and divestiture or other relief resulting from a proceeding challenging the legality of the proposed joint venture might not be possible, or might be less than an effective remedy, the Commission may issue an Order to Maintain Assets in this matter.

10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) issue its Complaint corresponding in form and substance with the draft Complaint here attached, (2) issue and serve its Order to Maintain Assets, and (3) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, issue the attached Order to Maintain Assets and Decision & Order containing an order to divest in disposition of the proceeding. When so entered, the Order to Maintain Assets and Decision & Order shall have the same force and effect, and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Order to Maintain Assets and Decision & Order shall become final upon service. Delivery of the Complaint and the Order to Maintain Assets and Decision & Order to Proposed Respondents at the addresses specified in this Consent Agreement and to Proposed Respondents' United States counsel by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Order to Maintain Assets and Decision & Order, and no agreement, understanding, representation, or interpretation not contained in the Order to Maintain Assets and Decision & Order or the Consent Agreement may be used to vary or contradict the terms of the Order to Maintain Assets and Decision & Order.
11. By signing this Consent Agreement, Proposed Respondents represent that they can accomplish the full relief contemplated by the attached Order to Maintain Assets and Decision & Order.
12. Proposed Respondents have read the Complaint and Order to Maintain Assets and Decision & Order contemplated hereby. Proposed Respondents understand that once the Order to Maintain Assets and Decision & Order have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision & Order. Proposed Respondents agree to comply with the terms of the Order to Maintain Assets and Decision & Order from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Order to Maintain Assets and Decision & Order after they become final.
13. If the Commission accepts the Consent Agreement for public comment, it will excuse Proposed Respondents from their obligation to comply with all outstanding information requests and terminate the waiting period established by Section 7A of the Clayton Act, 15 U.S.C. § 18a.

Signed this _____ day of _____, 2000.

FMC CORPORATION

Robert I. Harries
Vice-President

SOLUTIA INC.

Dennis Cavner
Vice-President

ASTARIS LLC

Jerry Sibley
President and CEO

Raymond A. Jacobsen, Jr.
Counsel for FMC Corporation,
Solutia Inc. and Astaris LLC

FEDERAL TRADE COMMISSION

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