

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

COMMISSIONERS:

Timothy J. Muris, Chairman
Sheila F. Anthony
Mozelle W. Thompson
Orson Swindle
Thomas B. Leary

-----)
In the Matter of)
LIBBEY INC., a corporation,)) Docket No. 9301
and))
NEWELL RUBBERMAID, INC., a corporation.)) AGREEMENT CONTAINING
-----)) CONSENT ORDER

This Agreement Containing Consent Order (“Consent Agreement”), by and between Respondents, Libbey Inc. (“Libbey”) and Newell Rubbermaid, Inc. (“Newell”), by their duly authorized officers and attorneys, and counsel for the Federal Trade Commission (“Commission”), is entered into in accordance with the Commission’s Rules governing consent order procedures. In accordance therewith the parties hereby agree that:

1. Respondent Libbey 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 300 Madison Avenue, Toledo, Ohio 43604.
2. Respondent Libbey has been served with a copy of the Complaint issued by the Commission charging it with violations of Section 5 of the Federal Trade Commission Act, as amended, and Section 7 of the Clayton Act, as amended, and has filed its Answer to the Complaint denying those charges and asserting affirmative defenses but admitting the jurisdictional facts set forth therein.
3. Respondent Newell 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 29 East Stephenson Street, Freeport, Illinois 61032.
4. Respondent Newell has been served with a copy of the Complaint issued by the Commission charging it with violations of Section 5 of the Federal Trade Commission Act, as amended, and Section 7 of the Clayton Act, as amended, and has filed its Answer to the Complaint denying those charges and asserting affirmative defenses but admitting the jurisdictional

facts set forth therein.

5. Respondents admit all the jurisdictional facts set forth in the Complaint.

6. Respondents waive:

- a. any further procedural steps;
- b. the requirement that the Commission's Decision and Order ("Decision and Order"), attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
- c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
- d. any claim under the Equal Access to Justice Act.

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 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 Respondents, in which event it will take such action as it may consider appropriate, or issue and serve its Decision and Order in disposition of the proceeding.

8. This Consent Agreement is for settlement purposes only and does not constitute an admission by Respondents that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts, are true.

9. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 3.25(f), 16 C.F.R. § 3.25(f), the Commission may, without further notice to Respondents: (1) issue its Decision and Order, and (2) make information public with respect thereto. When final, the 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 Commission orders. The Decision and Order shall become final upon service. Delivery of the Decision and Order to Respondents by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4.(a), shall constitute service. 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, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Order.

10. By signing this Consent Agreement, Respondents represent and warrant that they can

accomplish the full relief contemplated by the Consent Agreement and the attached Decision and Order, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order.

11. Respondents have read the Decision and Order contemplated hereby. Respondents understand that once the Decision and Order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order. Respondents agree to comply with the Decision and Order from the date they sign this Consent Agreement. Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

LIBBEY INC.

FEDERAL TRADE COMMISSION

By: _____
John F. Meier
Chief Executive Officer
Libbey Inc.
Dated: July ____, 2002

April Tabor
Attorney
Bureau of Competition

E. Marcellus Williamson, Esq.
Latham & Watkins
Counsel for Libbey Inc.
Dated: July ____, 2002

Morris Bloom
Deputy Assistant Director
Mergers II Division

NEWELL RUBBERMAID, INC.

By: _____
Joseph Galli, Jr.
Chief Executive Officer
Newell Rubbermaid, Inc.
Dated: July ____, 2002

Richard Liebeskind
Assistant Director
Mergers II Division

Susan A. Creighton
Deputy Director
Bureau of Competition

William S. D'Amico
Chadbourne & Parke
Counsel for Newell Rubbermaid, Inc.
Dated: July ____, 2002

Joseph J. Simons
Director
Bureau of Competition