

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

In the Matter of)
)
Agrium, Inc.,)
a corporation, and)
)
Union Oil Company of California)
and Unocal Corporation,)
corporations.)
)

File No. 001-0100

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition involving Agrium, Inc. (“Agrium”) and Union Oil Company of California (“Union Oil”), a wholly owned subsidiary of Unocal Corporation (“Unocal”), and it now appearing that Agrium, Union Oil, and Unocal, hereinafter sometimes referred to as “Proposed Respondents,” are willing to enter into this Agreement Containing Consent Order (“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 attorneys, and counsel for the Commission that:

1. Proposed Respondent Agrium is a corporation organized, existing, and doing business under and by virtue of the laws of Canada, with its principal place of business at 13131 Lake Fraser Drive SE, Calgary, Alberta, T2J7E8, Canada. Agrium’s wholly owned subsidiary in the United States and the formal party to the proposed acquisition, RSI Acquisition, Inc. (“RSI”), is a California Corporation with its principal place of business at 4582 S. Ulster St., Suite 1400, Denver, Colorado 80237.
2. Proposed Respondent Union Oil, a wholly owned subsidiary of Unocal, is a corporation organized, existing and doing business under and by virtue of the laws of the State of California, with its principal place of business at 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245. Union Oil operates the assets to be acquired through its two wholly owned subsidiaries Prodicta, LLC and Alaska Nitrogen Products, LLC.
3. Proposed Respondent Unocal is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its principal place of business at 2141 Rosecrans Avenue, Suite 4000, El Segundo California, 90245.

4. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
5. Proposed Respondents waive:
 1. any further procedural steps;
 2. the requirement that the Commission's Decision and Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 3. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 4. any claim under the Equal Access to Justice Act.
6. Proposed Respondents shall submit an initial report at the time that they execute this Consent Agreement and every thirty (30) days thereafter until the Decision and Order becomes final, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, signed by the Proposed Respondents setting forth in detail the manner in which the Proposed Respondents have complied with, have prepared to comply with, and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and 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 hereby, 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 issue or amend its Complaint (as the circumstances may require) and issue 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 Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft 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 § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondents, (1) issue and serve its Complaint

corresponding in form and substance with the draft of Complaint here attached, (2) issue and serve its Decision and Order, and (3) make information public with respect thereto. When so entered, the Decision and 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 Decision and Order shall become final upon service. Delivery of the Complaint and Decision and Order to Proposed Respondents by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. The 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 Decision and 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 Decision and Order.

10. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can comply with the provisions of 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 parties to the Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the orders.
11. Proposed Respondents have read the proposed Complaint and Decision and Order contemplated hereby. Proposed 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 order. Proposed Respondents agree to comply with the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondents 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.

Signed this ____ day of August, 2000

AGRIUM, INC.:

By: _____
John M. Van Brunt
President and Chief Executive
Officer

William Blumenthal
Counsel for Agrium

UNION OIL COMPANY OF CALIFORNIA:

By: _____
Kim D.S. Alsop
Director, Corporate Development,
Unocal Corporation

John Collins
Counsel for Union Oil Company of
California

UNOCAL CORPORATION:

By: _____
Kim D.S. Alsop
Director, Corporate Development

FEDERAL TRADE COMMISSION

By: John B. Kirkwood
John B. Kirkwood
Attorney
Northwest Regional Office

Approved:

Robert J. Schroeder
Robert J. Schroeder
Assistant Director
Northwest Regional Office

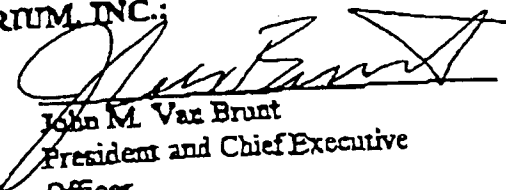
Charles A. Harwood
Charles A. Harwood
Director
Northwest Regional Office

Michael E. Antalics
~~Molly S. Boast~~ Michael E. Antalics
Senior Deputy Director
Bureau of Competition

Richard G. Parker
Richard G. Parker
Director
Bureau of Competition

Signed this _____ day of August, 2000

AGRIUM, INC.:

By: 
John M. Vaz Brunt
President and Chief Executive
Officer

William Blumenthal
Counsel for Agrium

**UNION OIL COMPANY OF
CALIFORNIA:**

By: Kim D.S. Alsop
Director, Corporate Development,
Unocal Corporation

John Collins
Counsel for Union Oil Company of
California

UNOCAL CORPORATION:

By: Kim D.S. Alsop
Director, Corporate Development

FEDERAL TRADE COMMISSION

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Attorney
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Richard G. Parker
Director
Bureau of Competition

Signed this 10th day of August, 2000

AGRIUM, INC.:

By:

John M. Van Brunt
President and Chief Executive
Officer

William Blumenthal

William Blumenthal
Counsel for Agrium

**UNION OIL COMPANY OF
CALIFORNIA:**

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Kim D.S. Alsop
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Counsel for Union Oil Company of
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Page 4 of 4

Signed this 10th day of August, 2000

AGRIUM, INC.:

By: John M. Van Brunt
President and Chief Executive
Officer

William Blumenshal
Counsel for Agrium

**UNION OIL COMPANY OF
CALIFORNIA:**

By: Kim D.S. Akop
Director, Corporate Development,
Unocal Corporation

John J. Collins
Counsel for Union Oil Company of
California

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