

competing with respondents in the sale and distribution of such suppliers' products.

IN THE MATTER OF

VANITY FAIR PAPER MILLS, INC.

ORDER, ETC., IN REGARD TO THE ALLEGED VIOLATION OF SEC. 2 (d) OF THE
CLAYTON ACT

Docket 7720. Complaint, Jan. 5, 1960—Decision, Apr. 13, 1964

Order modifying, pursuant to a decision of the Court of Appeals, Second Circuit, dated November 17, 1962, 311 F. 2d 480 (7 S.&D. 583), an order of March 21, 1962, 60 F.T.C. 568, which charged a paper products manufacturer with violating Section 2(d) of the Clayton Act, by substituting in lieu of the words, "advertising or other services or facilities", the new words, "advertising or promotional display services or facilities and like or related practices".

MODIFIED ORDER TO CEASE AND DESIST

Respondent having filed in the United States Court of Appeals for the Second Circuit a petition to review and set aside the order to cease and desist issued herein on March 21, 1962; and the court on November 27, 1962, having filed its decision and on December 18, 1962, having entered its final decree modifying and, as modified, affirming and enforcing said order to cease and desist; and the time allowed for filing a petition for certiorari having expired and no such petition having been filed;

Now, therefore, it is hereby ordered, That the aforesaid order to cease and desist be, and it hereby is modified, in accordance with the said final decree of the Court of Appeals, to read as follows:

It is ordered, That respondent, Vanity Fair Paper Mills, Inc., a corporation, its officers, employees, agents, or representatives, directly or through any corporate or other device, in or in connection with the sale in commerce as "commerce" is defined in the Clayton Act, as amended, of paper products, do forthwith cease and desist from:

Making or contracting to make, to or for the benefit of J. Weingarten, Inc., or any other customer, any payment of anything of value as compensation or in consideration for advertising or promotional display services or facilities and like or related practices furnished by or through such customer, in connection with the handling, offering for resale, or resale of the respondent's products, unless such payment is offered or otherwise affirmatively made available on proportionally equal terms to all other customers competing in the distribution or resale of such products.

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IN THE MATTER OF

THE BORDEN COMPANY

CONSENT ORDER, ETC., IN REGARD TO THE ALLEGED VIOLATION OF SEC. 7 OF
THE CLAYTON ACT AND THE FEDERAL TRADE COMMISSION ACT*Docket 6652. Complaint, Oct. 16, 1956—Decision, Apr. 15, 1964*

Consent order requiring the second largest company in the dairy products industry—which, beginning with 1928, had by 1950, prior to the time Section 7 of the Clayton Act was amended, acquired over 500 concerns manufacturing and distributing fluid milk and milk products, and which continued to acquire similar properties to the time complaint was issued—to divest itself absolutely within 18 months, subject to approval of the Commission, of all the assets, properties, rights and privileges, tangible and intangible, acquired as the result of its acquisition of eight regional dairy businesses operating in various towns and counties in Colorado, Nebraska, New Mexico, Kansas, Michigan, Ohio, Florida, District of Columbia, Virginia, Maryland, and Oregon; and prohibiting respondent from selling milk or milk products within the marketing areas of the divested concerns for a 5-year period; and to desist, for 10 years, from acquiring dairy concerns without prior approval of the Commission.

COMPLAINT*

The Federal Trade Commission, having reason to believe that the party respondent named in the caption hereof and hereinafter more particularly designated and described, has violated and is now violating the provisions of Section 5 of the Federal Trade Commission Act (U.S.C. Title 15, Sec. 45) and Section 7 of the Clayton Act (U.S.C. Title 15, Sec. 18) as amended and approved December 29, 1950, and it appearing to the Commission that a proceeding by it in respect thereof would be in the public interest, hereby issues its complaint charging as follows:

PARAGRAPH 1. Respondent, The Borden Company, hereinafter referred to as "Borden" is a corporation organized and existing under the laws of the State of New Jersey, with its principal office and place of business located at 350 Madison Avenue, New York 17, New York.

PAR. 2. Borden is primarily an operating company engaged principally in the purchase, manufacture, processing and distribution of dairy products throughout the United States and Canada. Borden is the second largest dairy company engaged in the dairy products industry in the United States. The company is engaged in commerce as

*Paragraphs 6 and 7 reported as amended by orders of hearing examiner dated Oct. 23, 1962 and May 7, 1963 to reflect additional companies to those alleged to have been acquired by respondent.

"commerce" is defined in the Clayton Act and the Federal Trade Commission Act.

PAR. 3. A substantial portion of the growth of Borden has been through mergers or acquisitions. Beginning with 1928, Borden initiated a policy of expansion by acquiring a large number of concerns engaged in practically all branches of the dairy products industry. By 1950, prior to the time Section 7 of the Clayton Act was amended, Borden had acquired over 500 concerns engaged in the purchase, manufacture, processing and distribution of fluid milk, ice cream, cheese, butter, milk by-products and condensed and evaporated milk. Primarily as a result of said acquisitions, Borden's net sales increased from \$180,849,994 in 1928 to \$613,763,267 in 1950. Borden followed a pattern of acquiring dairy concerns in selected localities, strengthening its position in these localities by additional acquisitions, branching out by acquiring companies in nearby localities, consolidating its local acquisitions into broad regional or district organizations, bringing into the fold leading companies in the major regions, and, by this steady pattern of encroachment, becoming a nationwide organization with a substantial share of the purchasing, manufacturing, processing and distribution of dairy products.

PAR. 4. A portion of Borden's business is conducted by eleven domestic and two Canadian subsidiaries. The company's operations are conducted through its six product divisions; viz, Fluid Milk Division, Ice Cream Division, Manufactured Products Division, Cheese Division, Special Products Division and Chemical Division.

Fluid Milk Division: The principal products of this division; viz, milk, cream, cottage cheese, butter, chocolate drink and orange drink, are manufactured or processed in 95 plants and sold in 22 States and two Canadian Provinces.

Ice Cream Division: The principal products of this division; viz, bulk ice cream, packaged ice cream, ice cream novelties and fruit sherbets are manufactured or processed in 62 plants and sold in 32 States and two Canadian Provinces.

Manufactured Products Division: The principal products of this division; viz, condensed and evaporated milk, instant coffee, instant hot chocolate, mince meat, powdered milk and malted milk are manufactured in 38 plants and sold in 48 States, all of Canada, and many foreign markets. This division also operates many milk receiving stations.

Cheese Division: The principal products of this division; viz, natural cheese, dessert cheese, process cheese foods, grated cheese, cocktail spreads and biscuits are manufactured or processed in 22 plants and sold in 48 States, all of Canada, and many foreign markets.

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Special Products Division: The principal products of this division; viz, animal feed supplements, poultry feed supplements, soy bean oil, soy bean meal, prescription foods, bakers ingredients, beverage bases, milk sugar, vitamin-mineral fortifiers, and cleaning and sanitizing compounds are manufactured or processed in eight plants and sold in 48 States and all of Canada.

PAR. 5. Borden's net sales for all products increased from approximately \$613 million in 1950 to approximately \$810 million in 1955, an increase of \$197 million, or 30%.

Borden's fluid milk sales increased from approximately \$220 million in 1950 to approximately \$307 million in 1955, an increase of approximately \$87 million, or 39%.

Borden's sales of frozen desserts increased from approximately \$107 million in 1950 to approximately \$122 million in 1955, an increase of approximately \$15 million or 14%. Frozen desserts, as used herein, includes ice cream, ice milk, sherbets, water ices, "mellorine", and other similar frozen dairy products. A substantial portion of the afore-said increases in sales resulted directly from the acquisitions herein-after described.

PAR. 6. In a series of transactions beginning in January, 1951, Borden has acquired all or part of the stocks or assets of the following named corporations engaged in the purchase, manufacture, processing or distribution of dairy products. When used herein the term "dairy products" shall include one or any number of the following products: milk, cottage cheese, cream, ice cream, cheese, butter, powdered milk, ice cream mix, canned fresh milk, frozen desserts and evaporated milk. All of the acquired corporations at the time of the said acquisitions, in the regular course of business, either manufactured, purchased, processed or distributed dairy products in and throughout the various States of the United States or purchased and received shipments of dairy products or equipment related to the manufacture, processing or distribution of dairy products from producers, suppliers, manufacturers or processors located throughout the United States. All of the acquired corporations, prior to and at the time of the acquisitions, were engaged in commerce, as "commerce" is defined in the Clayton Act and the Federal Trade Commission Act. Such acquisitions include the following:

1951

- (1) Datson Dairies, Inc., 148 West Street, Orlando, Florida.
- (2) Algona Ice Cream & Candy Factory, Inc., 519 Diagonal Street, Algona, Iowa.
- (3) Lindale Dairy Corporation, 124 W. Lexington Avenue, High Point, N.C.

1952

- (4) Abdella Ice Cream Co., Inc., 6-8 Elm Street, Gloversville, N.Y.
- (5) Hawthorne Melody Farms Dairy of Indiana, Inc., 1224 No. Capitol Avenue, Indianapolis, Indiana.
- (6) Oakside Dairy Products, Inc., Route 14, Woodstock, Illinois.
- (7) Longhorn Creamery, Inc., 947 South 4th Street, Abilene, Texas.
- (8) Bassett Dairies, Inc., 1945 No. Monroe Street, Tallahassee, Florida.
- (9) Arden Farms Company, 1900 West Slauson Avenue, Los Angeles, California.
- (10) Cooperative Dairies, Inc., Monroe, Louisiana.

1953

- (11) Progress Ice Cream Co., Inc., 900 Huntington Street, Watertown, New York.
- (12) Winnebago Cheese Company, 217-229 W. Division Street, Fond du Lac, Wisconsin.
- (13) Washington Better Foods, Inc., 1400 Alaskan Way, Seattle, Washington.
- (14) Schaefer Dairy Co., Inc., 2324 East 30th Street, Indianapolis, Indiana.
- (15) Ridge Dairies, Inc., Polk County, Florida.

1954

- (16) Sani-Seal Dairies, Inc., 1743 E. Genesee Avenue, Saginaw, Michigan.
- (17) Sturtevant Dairy Products Co., 400 16th Street, Rock Island, Illinois.
- (18) Pep Creameries, 433 Main Street, Watsonville, California.
- (19) McLeran Ice Cream Co., 317 South Spring Street, Tupelo, Mississippi.

1955

- (20) Cream-O-Kern, 121 E. 21st Street, Bakersfield, California.
- (21) Hi-Lan Dairy, Inc., 2341 Second Avenue, Des Moines, Iowa.
- (22) F. H. Soldwedel Co., 301 E. Elizabeth Street, Pekin, Illinois.
- (23) Chenango Ice Cream Co., Inc., 16-18 Waite Street, Norwich, New York.
- (24) Clover Farms, Inc., 77 Sedgewick Street, Bridgeport, Connecticut.
- (25) Everpure, Inc., 1024 E. Fairchild, Danville, Illinois.
- (26) Farmer's Dairy Management, Inc., 2707 Dixie Highway, Hamilton, Ohio.
- (27) Skipton Dairy Co., Inc., 755 Worthington Street, Springfield, Massachusetts.
- (28) Santa Maria Dairy Products Co., Route 3, Baton Rouge, Louisiana.
- (29) Brandt Dairies, Inc., Barrington, Illinois.
- (30) Terry Dairy Products Co., Inc., Little Rock, Arkansas.
- (31) Clover Brand Dairies, Inc., High Point, North Carolina.

1956

- (32) Sylvan Seal Milk, Inc., Philadelphia, Pennsylvania.
- (33) The Continental Frozen Desserts Company, Oxon Hill, Maryland.
- (34) Colonial Ice Cream Company, Inc., Scotia, New York.

1957

- (35) Hygienic Dairy Company, Inc., Watertown, New York.
- (36) Northern Milk Corporation, Watertown, New York.

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1958

- (37) Lake Shore Ice Cream, Inc., Marysville, Michigan.
- (38) Central Dairy Company, Rockford, Illinois.
- (39) Empire Cheese Company, Inc., Spokane, Washington.

1959

- (40) Dinsmore Dairy Company, Duval, Florida.
- (41) Carlson-Frink Company, Denver, Colorado.
- (42) Ball & Company, Lexington, Kentucky.

1960

- (43) Idol Dairy Products, Inc., Durham, North Carolina.
- (44) Golden Cream Dairy, Inc., Galesburg, Illinois.

1961

- (45) Clark Dairy, Inc., West Haven, Connecticut.
- (46) Hyde Park Dairies, Inc., Wichita, Kansas.

1954

- (47) Mayflower Dairy Company, Little Rock, Arkansas.
- (48) Parker Mayflower Dairy Company, Little Rock, Arkansas.
- (49) Johnson Ice Cream and Cold Storage Company, Little Rock, Arkansas.

1956

- (50) Winters Dairy Company, Marshalltown, Iowa.
- (51) East End Dairies, Inc., Indianapolis, Indiana.

PAR. 7. In a series of transactions beginning in January, 1951, Borden acquired all or part of the assets of dairy product concerns, located in twenty-two States, which were individually owned and were not corporations. Such acquisitions include the following:

- (1) Arthur B. Hall, Haddam, Connecticut.
- (2) R. J. Webb, Kermit, West Virginia.
- (3) Wilson Ice Cream Company, Bloomington, Illinois.
- (4) Meadowbrook Dairy, Santa Cruz, California.
- (5) Blanco Dairy, Watsonville, California.
- (6) Eastland Creamery, Eastland, Texas.
- (7) James Clark, Tucson, Arizona.
- (8) Flint Ideal Dairy, Tuscon, Arizona.
- (9) South Texas Producer's Association, Waco, Texas.
- (10) Quality Dairies, Pensacola, Florida.
- (11) Pipkin Farms Dairy, Lakeland, Florida.
- (12) Vinson's Dairy, Fort Valley, Georgia.
- (13) Modern Creamery, Gilroy, California.
- (14) Sam L. Mills, No. Little Rock, Arkansas.
- (15) Scoggins Ice Cream Company, Oklahoma City, Oklahoma.
- (16) Triangle Distributing Company, Carlsbad, New Mexico.
- (17) Harms Dairy, Savannah, Georgia.
- (18) Various Milk Routes, Tuscon, Arizona.
- (19) Savannah Ice Cream Co., Savannah, Georgia.
- (20) St. Andrews Bay Dairy, Panama City, Florida.

- (21) Elco Dairy, Waxahachie, Texas.
- (22) Longs Dairy, Stowe, Ohio.
- (23) Frymuth's Ice Cream Co., El Paso, Texas.
- (24) Gold Medal Dairy Products, Ocala, Florida.
- (25) Pine Ridge Dairy, Leesburg, Florida.
- (26) Ramer's Dairy, Sebring, Florida.
- (27) Mandis Stock Farms & Dairy, Avon Park, Florida.
- (28) Carmel Dairy, Carmel, California.
- (29) Purity Milk Company, Meridian, Mississippi.
- (30) Lanes Creamery, Jackson, Mississippi.
- (31) Purity Ice Cream Co., Hot Springs, Arkansas.
- (32) Maud Maid Ice Cream Company, Maud, Texas.
- (33) Lake Wales Dairy Co., Lake Wales, Florida.
- (34) Melba Creamery, Mobile, Alabama.
- (35) Mansfield Dairy, Gainesville, Florida.
- (36) Nacogdoches Ice Cream Co., Nacogdoches, Texas.
- (37) Clearwater Jersey Dairy, Clearwater, Florida.
- (38) Forman's Sanitary Dairy, Ft. Lauderdale, Florida.
- (39) Schmid Milk Company, Sarasota, Florida.
- (40) Ponder's Ice Cream Co., Greer, S.C.
- (41) Georgia Better Milk Farms Dairy, Culverton, Georgia.
- (42) Sanders Ice Cream Co., Esterville, Iowa.
- (43) Mills Dairy, Hudson, Ohio.
- (44) Garmon Ice Cream Co., Greenville, Mississippi.
- (45) Shamrock Dairy Products Co., Lafayette, Louisiana.
- (46) Lucerne Jersey Farm, Augusta, Georgia.
- (47) Wren Farms, Waukesha, Wisconsin.
- (48) John E. Wampler, Bedford, Indiana.
- (49) Charlie O. and Mary V. Pettit, Punta Gorda, Florida.
- (50) Harry L. Crisp, Marion, Illinois.
- (51) Jack B. Healan (Healan Ice Cream Company), Rock Hill, South Carolina.
- (52) Wayne M. Johnson, Joliet, Illinois.
- (53) Walter J. Runyan, Warshaw, Indiana.
- (54) John W. and Esther F. Shultz (Bon Acre Farms), Galena, Ohio.
- (55) Arthur C. and Dora Plautz, Beloit, Wisconsin.
- (56) Orrin Merritt (Genoa Dairy), Genoa, Illinois.
- (57) Edward Campbell (Campbell Dairy), Knox, Indiana.
- (58) Theophil J. Doering and Leo F. Engleton (City Dairy), Rensselaer, Indiana.
- (59) William Ziesenhence (Grade "A" Dairy), Rochester, Indiana.
- (60) Harold Mitchel (M & M Dairy Service), Goshen, Indiana.
- (61) Hayden Patz and Ralph Chrisman (Plymouth Dairy), Plymouth, Indiana.
- (62) Louis F. Venezia, Jr., Long Branch, New Jersey.
- (63) Joseph Segart, LaSalle, Illinois.
- (64) Russell H. Oeschel, Dixon, Illinois.
- (65) Gene E. Kelly and Gladys W. Nelson, Audubon, Iowa.
- (66) Thomas and William Walsh, Ottawa, Illinois.
- (67) William H. Voorhees (Knickerbocker Farms Dairy), Amsterdam, New York.
- (68) Jack Wissen, Streator, Illinois.

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- (69) Joseph Hines and Harry Taylor, Watseka, Illinois.
- (70) Robert Jones, Sr., Robert Jones, Jr., and Gertrude Jones (Jones Dairy), Gilman, Illinois.
- (71) Fred Knee (Everpure Dairy), Champaign, Illinois.
- (72) Harold A. Peterson and Leroy P. Merritt (Borden Belvidere Distributor), Belvidere, Illinois.
- (73) Wayne Hart, Rochelle, Illinois.
- (74) John Gramo, Lodi, New Jersey.
- (75) Donald Quasebarth, Monon, Indiana.
- (76) David F. McCarter and Robert J. McCarter, Jr. (McCarter's Quality Dairy Products), St. Augustine, Florida.
- (77) George B. Smith, Trustee of the Estate of Charles W. Williams (Amsterdam Dairy), Schenectady, New York.
- (78) Marvin McNitt (Lakeland Ice Cream Company), Cheboygan, Michigan.
- (79) Carl F. and Richard C. Lemnitzer (Cadillac Ice Cream Company), Cadillac, Michigan.
- (80) Edward Arden, d/b/a Arden Farms Dairy, Valparaiso, Indiana.
- (81) John D. Eberhard and Nelda I. Eberhard, Redmond, Oregon.

PAR. 8. Borden's great size and financial resources, in relation to that of its competitors, together with its product and geographical diversification, may give and have given Borden the power, in the course and conduct of its business, to do among other things, the following:

- (a) Expend substantial sums to make interest or non-interest bearing loans to customers and potential customers.
- (b) Make loans of equipment and facilities in substantial amounts to its customers and potential customers.
- (c) Sell equipment and facilities to customers and potential customers at prices that are substantially less than the market value of said equipment and facilities.
- (d) Pay substantial sums in the form of rebates to customers and potential customers in advance of being earned.
- (e) Make substantial payments to customers and potential customers in the form of gifts and gratuities.
- (f) Expend substantial sums for performing service of value for its customers; e.g., repainting the customer's establishment.
- (g) Charge favored customers and potential customers discriminatory prices.
- (h) Expend substantial sums to promote its various brands through advertising and other promotions.
- (i) Hire key employees of competitors eliminated through Borden's acquisitions.
- (j) Enter into express or implied agreements or understandings with customers and potential customers which may have and do have the effect of excluding competitors.

PAR. 9. The acquisitions listed in Paragraphs Six and Seven herein, either individually or collectively, may have the effect of substantially

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lessening competition or tending to create a monopoly in the following ways, among others:

(a) Industrywide concentration of the purchase, manufacture, processing or distribution of dairy products has been increased;

(b) Actual and potential competition between Borden and the acquired corporations in the purchase, manufacture, processing or distribution of dairy products may be or have been eliminated;

(c) The acquisitions by Borden may enhance Borden's competitive advantage in the purchase, manufacture, processing or distribution of dairy products to the detriment of actual or potential competition;

(d) The acquisitions provide Borden with additional facilities which Borden may utilize to extend practices identical or similar to those hereinbefore described in Paragraph Eight to the detriment of actual or potential competition;

(e) Competitive manufacturers, purchasers, processors or distributors of dairy products may be foreclosed from a substantial segment of the market in that Borden has eliminated the acquired corporations as potential suppliers or customers;

(f) Independent business concerns have been eliminated from the Dairy Products Industry;

(g) Actual and potential competition in the purchase, manufacture, processing or distribution of dairy products may be substantially lessened.

PAR. 10. The foregoing acquisitions alleged and set forth in Paragraph Six constitute a violation of Section 7 of the Clayton Act (15 U.S.C. Sec. 18).

PAR. 11. The constant and systematic elimination of actual and potential competitors and otherwise lessening of competition by the means of the acquisitions described in Paragraphs Six and Seven herein are all to the prejudice and injury of the public and constitute unfair methods of competition and unfair acts and practices in commerce within the intent and meaning of Section 5 of the Federal Trade Commission Act.

PAR. 12. The foregoing acquisitions, acts and practices, as hereinbefore alleged and set forth, constitute a violation of Section 5 of the Federal Trade Commission Act (15 U.S.C. Sec. 45).

ORDER ACCEPTING AGREEMENT CONTAINING ORDER TO CEASE AND
DESIST

This matter having come before the Commission upon the hearing examiner's certification of the agreement between the parties containing a consent order to cease and desist, and it appearing that the

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agreement that has been entered into affords an adequate basis for an appropriate disposition of this proceeding and should be accepted, and that the Commission itself should initially decide this matter, and forthwith issue its decision and order:

The agreement is hereby accepted, the following jurisdictional findings are made, and the following order is entered:

1. Respondent is a corporation existing and doing business under and by virtue of the laws of the State of New Jersey with its principal office and place of business located at 350 Madison Avenue, in the city and State of New York.

2. The Federal Trade Commission has jurisdiction over the subject matter of this proceeding and of the respondents.

I.

It is ordered, That The Borden Company within a period not exceeding eighteen (18) months after the service upon it of this order, unless extended, shall divest itself absolutely and in good faith, subject to the prior approval of the Commission of:

A. All assets, properties, rights and privileges, tangible and intangible, including but not limited to, all plants, equipment, trade names, trademarks, and goodwill acquired by The Borden Company as a result of the acquisition of the capital stock of Carlson-Frink Company, which are now used in the business so acquired, together with all plants, machinery, buildings, improvements, equipment and other property of whatever description which have been added to the property of Carlson-Frink Company and are now used in the business so acquired, in such manner as to restore it as a going concern in the processing, distribution and sale of fluid milk, buttermilk, cream and cottage cheese, and in the manufacture, distribution and sale of ice cream, ice milk, sherbets and water ices in the following counties:

Colorado

Adams	Elbert	Phillips
Arapahoe	Fremont	Powers
Baca	Gilpin	Pueblo
Boulder	Grand	Sedgwick
Clear Creek	Jefferson	Teller
Custer	Kit Carson	Washington
Denver	Larimer	Weld
Douglas	Logan	Yuma
El Paso	Morgan	

Nebraska

Cheyenne	Deuel
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New Mexico

Colfax	Union
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B. All assets, properties, rights and privileges, tangible and intangible, including but not limited to, all plants, equipment, trade names, trademarks and goodwill acquired by The Borden Company as a result of the acquisition of the capital stock of Hyde Park Dairies, Inc., which are now used in the business so acquired, together with all plants, machinery, buildings, improvements, equipment and all other property of whatever description which have been added to the property of Hyde Park Dairies, Inc., and are now used in the business so acquired, in such manner as to restore it as a going concern in the processing, distribution and sale of fluid milk, buttermilk, half & half, cream and cottage cheese, and in the distribution and sale of ice cream, ice milk and sherbets in the following counties in Kansas:

Barber	Harvey	Stafford
Barton	Kingman	Sumner
Butler	Pawnee	Rush
Cowley	Reno	Russell
Ellsworth	Rice	
Harper	Sedgwick	

C. All assets, properties, rights and privileges, tangible and intangible, including but not limited to, all plants, equipment, trade names, trademarks and goodwill acquired by The Borden Company as a result of the acquisition of the assets of Sani-Seal Dairies, Inc., which are now used in the business so acquired, together with all plants, machinery, buildings, improvements, equipment and other property of whatever description which have been added to the property of Sani-Seal Dairies, Inc., and are now used in the business so acquired, in such manner as to restore it as a going concern in the processing, distribution and sale of fluid milk, buttermilk, half & half and cream in the following towns and counties in Michigan:

Towns

Atlanta	Easu Lake	North Bradley
Bell	Edenville	North Branch
Bentley	Frankenmuth	North Point
Birch Run	Freeland	Pinconning
Bridgeport	Hemlock	Port Sanilac
Carsonville	Hillman	Presque Isle
Carrollton	Lapeer	Saginaw
Clifford	Lewiston	Sandusky
Coleman	Marlette	Sanford
Columbiaville	McGregor	Snover
Crump	Merrill	St. Louis
Davison	Midland	Watertown
Deckerville	Mount Pleasant	Zilwaukee

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Counties

Alcona	Clare	Ogemaw
Alpena	Gladwin	Oscoda
Arenac	Huron	Roscommon
Bay	Iosco	Tuscola

D. All assets, properties, rights and privileges, tangible and intangible, including but not limited to, all plants, equipment, trade names, trademarks, and goodwill acquired by The Borden Company as a result of the acquisition of the assets of Farmers Dairy Management, Inc., which are now used in the business so acquired, together with all plants, machinery, buildings, improvements, equipment and other property of whatever description which have been added to the property of Farmers Dairy Management, Inc., and are now used in the business so acquired, in such manner as to restore it as a going concern in the processing, distribution and sale of fluid milk, buttermilk, half & half, cream and cottage cheese in Hamilton County, Ohio and the following towns in Ohio:

Bethany	Mandville	Pisgah
College Corner	Millville	Seven Mile
Fairfield	New Miami	Somerville
Hamilton	Overpeck	West Chester
Huntsville	Oxford	Williamsdale

E. All assets, properties, rights and privileges, tangible and intangible, including but not limited to, all plants, equipment, trade names, trademarks and goodwill acquired by The Borden Company as a result of the acquisition of the assets of Dinsmore Dairy Company, which are now used in the business so acquired, together with all machinery, buildings, improvements, equipment and other property of whatever description which have been added to the property of Dinsmore Dairy Company and are now used in the business so acquired, in such manner as to restore it as a going concern in the distribution and sale of fluid milk, buttermilk, half & half and butter in the following towns in Florida:

Atlantic Beach	Jacksonville Beach	O'Neil
Fernandina Beach	Mayport	Ponte Vedra Beach
Jacksonville	Neptune Beach	Yulee

F. All assets, properties, rights and privileges, tangible and intangible, including but not limited to, all equipment, trade names, trademarks and goodwill acquired by The Borden Company as a result of the acquisition of the assets of the Continental Frozen Desserts Company, which are now used in the business so acquired, together with all machinery, buildings, improvements, equipment and other property of whatever description which have been added to the property of Con-

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tinental Frozen Desserts Company and are now used in the business so acquired, in such manner as to restore it as a going concern in the distribution and sale of ice cream, ice milk, sherbets and water ices in the District of Columbia, Arlington County, Virginia and the following towns in Maryland:

Andrews Air Force Base	College Park	Mt. Rainier
Bethesda	East Pines	Oxon Hill
Brentwood	Forest Heights	Rockville
Camp Springs	Glassmanor	Silver Spring
Cheltenham	Hyattsville	Suitland
Chevy Chase	Langley Park	Takoma Park
Clinton	Morningside	Wheaton

G. All assets, properties, rights and privileges, tangible and intangible, including but not limited to, all equipment, trade names, trademarks, and goodwill acquired by The Borden Company as a result of the acquisition of the assets of the unincorporated dairy business of David F. McCarter doing business as McCarter's Quality Dairy Products and Robert J. McCarter, Jr. (hereinafter referred to as "McCarter's"), which are now used in the business so acquired, together with all machinery, buildings, improvements, equipment and other property of whatever description which have been added to the property of McCarter's and are now used in the business so acquired, in such manner as to restore it as a going concern in the distribution and sale of fluid milk in the following towns in Florida:

College Park	Moultrie	St. Augustine Beach
Crescent Beach	St. Augustine	Vilano Beach

H. All assets, properties, rights and privileges, tangible and intangible, including but not limited to, all plants, equipment, trade names, trademarks and goodwill acquired by The Borden Company as a result of the acquisition of the assets of the unincorporated dairy business owned by John D. Eberhard and his wife, Nelda I. Eberhard, at Redmond, Oregon (hereinafter referred to as "Eberhard"), which are now used in the business so acquired, together with all plants, machinery, buildings, improvements, equipment and other property of whatever description which have been added to the property of Eberhard and are now used in the business so acquired, in such manner as to restore it as a going concern in the purchasing and processing of raw milk secured from producers located in the following counties in Oregon:

Crook	Deschutes	Jefferson
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I.

By such divestitures, under the terms set forth in paragraphs A through H above, none of the stock, assets, rights or privileges,

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tangible or intangible, acquired or added by respondent, shall be sold or transferred, directly or indirectly, to anyone who, immediately following the respective divestitures, shall be a stockholder holding more than one-half of 1% of the outstanding stock of the respondent, an officer, director, representative, employee or agent or otherwise directly or indirectly connected with or under the control of the respondent.

II.

Pending divestiture, respondent shall not make any changes in the plants, machinery, buildings, equipment or other property of whatever description which shall materially impair their present rate of capacity for the processing, distribution or sale of fluid milk or related products (such as, where applicable, buttermilk, half & half, cream, cottage cheese and butter), ice cream, ice milk, mellorine, sherbets or water ices, or their market value, unless said capacity or value is restored prior to divestiture.

III.

Respondent shall divest itself of the above-identified assets of Carlson-Frink Company, Hyde Park Dairies, Inc., Sani-Seal Dairies, Inc., Farmers Dairy Management, Inc., Dinsmore Dairy Company, Continental Frozen Deserts Company, McCarter's and Eberhard in the following manner and subject to the following conditions:

A. Beginning promptly after the date of service of this order upon respondent by the Commission, respondent shall make diligent efforts in good faith to sell the above-identified assets of the above named eight concerns in the manner set forth in Section I above and shall continue such efforts to the end that the sale thereof shall be effected within the aforesaid period of 18 months. Respondent shall submit to the Commission summary reports of the efforts made by respondent to obtain or discover purchasers or potential purchasers, and respondent shall submit to the Commission summaries of conversations of authorized representatives of respondent with potential purchasers or their representatives relating to the sale of such assets, and, subject to any legally recognized privilege, copies of all written communications pertaining to negotiations, offers to buy or indications of interest in the acquisitions of the whole or a part of the assets in question, within 15 days after the termination of the calendar month in which the conversations occurred or the communications were sent or received by respondent.

B. If complete divestiture shall not have been accomplished within the aforesaid period of 18 months or any extension of said period which the Commission may grant, the Commission will give respondent notice and afford it an opportunity to be heard before the Commission

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issues any further order or orders which the Commission may deem appropriate.

C. For the protection of the purchaser or purchasers of the Carlson-Frink Company assets, respondent shall not sell fluid milk, buttermilk, cream, cottage cheese, ice cream, ice milk, sherbets or water ices for a period of five years from the effective date of the sale of such assets in or for the purpose of resale in the counties listed in paragraph A in Section I above.

D. For the protection of the purchaser or purchasers of the Hyde Park Dairies, Inc., assets, respondent shall not sell fluid milk, buttermilk, half & half, cream, cottage cheese, ice cream, ice milk or sherbets for a period of five years from the effective date of the sale of such assets in or for the purpose of resale in the counties listed in paragraph B in Section I above.

E. For the protection of the purchaser or purchasers of the Sani-Seal Dairies, Inc., assets, respondent shall not sell fluid milk, buttermilk, half & half or cream for a period of five years from the effective date of the sale of such assets in or for the purpose of resale in any of the towns and counties listed in paragraph C in Section I above.

F. For the protection of the purchaser or purchasers of the Farmers Dairy Management, Inc., assets, respondent shall not sell fluid milk, buttermilk, half & half, cream or cottage cheese for a period of five years from the effective date of the sale of such assets in or for the purpose of resale in the towns and county listed in paragraph D in section I above.

G. For the protection of the purchaser or purchasers of the Dinsmore Dairy Company assets, respondent shall not sell fluid milk, buttermilk, half & half or butter for a period of five years from the effective date of the sale of such assets in or for the purpose of resale in the towns listed in paragraph E in Section I above.

H. For the protection of the purchaser or purchasers of the Continental Frozen Desserts Company assets, respondent shall not sell ice cream, ice milk, sherbets or water ices for a period of five years from the effective date of the sale of such assets in or for the purpose of resale in the District of Columbia and the county and towns listed in paragraph F in Section I above.

I. For the protection of the purchaser or purchasers of the assets of McCarter's, respondent shall not sell fluid milk for a period of five years from the effective date of the sale of such assets in or for the purpose of resale in the towns listed in paragraph G in Section I above.

J. For the protection of the purchaser or purchasers of the assets of Eberhard, respondent shall not sell cream or butter for a period of

five years from the effective date of the sale of such assets in or for the purpose of resale in the counties listed in paragraph H in Section I above, and shall not purchase raw milk for the same period from producers located in said counties.

K. Within sixty days after divestiture of the assets of each of the eight concerns listed above in paragraphs C through J, respondent shall file with the Commission a report in writing setting forth in detail the manner and form in which it shall have complied with the terms of this Order with respect thereto.

L. Respondent is not required by this Order to sell, license or in any way convey and rights to any of its trademarks or trade names including "Borden's", not acquired from the eight concerns listed above.

IV.

It is further ordered, That for a period of ten years respondent shall cease and desist from acquiring, directly or indirectly, through subsidiaries, or otherwise, the whole or any part of the stock, share capital or assets (other than products sold in the course of business) of any domestic concern, corporate or noncorporate, engaged principally or as one of its major commodity lines at the time of such acquisition in any state of the United States or the District of Columbia in the business or manufacturing, processing or selling at wholesale or on retail milk routes (a) fluid milk, (b) ice cream, ice milk, mellorine, sherbets or water ices, (c) natural or processed cheese, or (d) butter, without the prior approval of the Federal Trade Commission.
