

Order

IN THE MATTER OF
THE BENDIX CORPORATION, ET AL.

Docket 8739. Interlocutory Order, Jan. 9, 1973.

Order granting the application of respondent Fram Corporation for consent to the sale of the assets of its Industrial Fabricating Division which is engaged in manufacturing heat transfer exchangers used in petro-chemical refineries, gasoline cracking plants and power plants.

ORDER GRANTING RESPONDENT FRAM CORPORATION'S APPLICATION
FOR CONSENT TO SELL CERTAIN ASSETS

This matter is before the Commission upon the administrative law judge's certification of the motion filed by respondent Fram on December 20, 1972, requesting certification to the Commission of its application for Commission consent to the sale of certain assets. The administrative law judge made no recommendation on the merits of the application. He reported that complaint counsel did not oppose the certification and that such counsel expressed no position on the merits of the application. The administrative law judge also indicated his belief that Fram's application will not delay the proceeding.

The complaint issued in this matter June 29, 1967 [77 F.T.C. 731], charging respondents with violations of Section 7 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act as a result of the acquisition of Fram Corporation by the Bendix Corporation. By letter agreement of June 16, 1967, prior to the issuance of the complaint, the Bendix Corporation assured the Federal Trade Commission, among other things, that until the final order in this proceeding is issued "[n]o substantial property or other assets of New Fram will be sold, leased, otherwise disposed of or encumbered, other than in the normal course of business, without the consent of the Federal Trade Commission * * *."

The assets which Fram desires to sell are those concerning its Industrial Fabricating Division, which it states is engaged in manufacturing heat transfer exchangers used in petro-chemical refineries, gasoline cracking plants and power plants. Respondent Fram asserts in its application, among other things, that its principal business is the manufacture and sale of automotive filters and commercial filters and liquid separators; that the assets of the Industrial Fabricating Division constitute a tiny fraction of

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the total assets of Fram's, that is, 2.9 percent; that the net sales of the division amount to about 3.8 percent of Fram's net sales; that Fram desires to sell the division because of its poor performance and that the sale of these assets in no way will affect or impair the continued operation of Fram as a financially strong and economically viable entity.

In the circumstances, the Commission has determined to grant Fram's application for consent to sell the described assets. Accordingly,

It is ordered, That respondent Fram be, and it hereby is, granted consent to the sale of the assets of its Industrial Fabri-