

Complaint

107 F.T.C.

IN THE MATTER OF
MIDCON CORP., ET AL

CONSENT ORDER IN REGARD TO ALLEGED VIOLATION OF SEC. 5 OF THE
FEDERAL TRADE COMMISSION ACT AND SEC. 7 OF THE CLAYTON ACT

Docket 9198. Complaint, Sept. 19, 1985—Decision, Feb. 6, 1986.

This consent order requires, among other things, a Lombard, Ill. natural gas pipeline owner and operator to divest its interest in the Louisiana portion of the Acadian Gas Pipeline System, which serves markets in Louisiana and Texas. The Acadian system is currently owned jointly by MidCon Corp. and Texas Oil and Gas Co. MidCon is also required to obtain Commission approval before acquiring certain gas pipeline operations in the New Orleans/Baton Rouge market. This consent order resolves part of a two-count administrative complaint issued by the FTC that challenges MidCon Corp.'s proposed merger with United Energy Resources, Inc.

Appearances

For the Commission: *Marc G. Schildkraut* and *David C. Dickey*.

For the respondents: *Paul E. Goldstein*, in-house counsel, Lombard, Ill. for respondent MidCon Corp. and *Theodore F. Weiss, Jr.*, *Baker & Botts*, Houston, Tex. and *Kenneth L. Wiseman* and *Jay L. Gallia*, Houston, Tex., for respondent United Energy Resources, Inc.

COMPLAINT

The Federal Trade Commission, having reason to believe that respondent MidCon Corp., a corporation subject to the jurisdiction of the Federal Trade Commission, intends to acquire, or has acquired the stock or assets of respondent United Energy Resources, Inc., in violation of Section 7 of the Clayton Act, as amended (15 U.S.C. 18), and Section 5 of the Federal Trade Commission Act, as amended (15 U.S.C. 45), and that a proceeding in respect thereof would be in the public interest, hereby issues its complaint, pursuant to Section 11 of the Clayton Act (15 U.S.C. 21) and Section 5(b) of the Federal Trade Commission Act (15 U.S.C. 45(b)), stating its charges as follows:

I. DEFINITIONS

1. For purposes of this complaint, the following definitions shall apply:

a. *MidCon* means MidCon Corp., subsidiaries, divisions, groups, affiliate entities, and each of their directors, officers, employees,

agents and representatives; and each partnership, joint venture, joint stock company or concession in which MidCon is a participant.

b. *United* means United Energy Resources, Inc., its subsidiaries, divisions, groups, affiliate entities, and each of their directors, officers, employees, agents and representatives; and each partnership, joint venture, joint stock company or concession in which United is a participant.

c. *The acquisition* means the transaction described, in whole or in part, in Paragraph 14 of this complaint.

d. *Transportation* means transportation of natural gas for one's own account as well as for others.

II. RESPONDENTS

A. *MidCon*

2. Respondent MidCon is a corporation organized and doing business under the laws of the state of Delaware with its executive offices at 701 East 22nd Street, Lombard, Illinois.

3. Respondent MidCon owns businesses that operate at several levels in the natural gas transportation industry.

4. Respondent MidCon had 1984 sales of \$4.2 billion in the fiscal year ending September 30, 1984 and assets of \$3.5 billion as of September 30, 1984.

5. As of September 30, 1984, respondent MidCon owned and operated natural gas pipeline systems in the United States consisting of over 15,000 miles of pipeline. Midcon also owned and operated various other natural gas gathering and transmission facilities. Most of MidCon's system is interstate pipeline.

6. Respondent MidCon wholly or partially owns (or owns interests in companies that wholly or partially own) the following natural gas pipelines in the United States: Acadian Gas Pipeline System; Bayou Interstate Pipeline System; Calcasieu Gas Gathering System; Canyon Creek Compression Company; High Island Offshore System; Louisiana Industrial Gas Supply System; MidCon Texas Pipeline Corporation; Midven Pipeline Company; Mississippi River Transmission Corporation; MV Pipeline Company; Natural Gas Pipeline Company of America; Neches Pipeline System; Overthrust Pipeline Company; Pelican Interstate Gas System; Pelican Transmission System; Pontchartrain Natural Gas System; Spindletop Gas Distribution System; Stingray Pipeline Company; Trailblazer Pipeline Company; and U-T Offshore System.

7. At all times relevant herein, respondent MidCon has been and is now engaged in commerce as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. 12, and is a corporation whose

business is in or affecting commerce as "commerce" is defined in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. 44.

B. *United*

8. Respondent United is a corporation organized and doing business under the laws of the state of Delaware with its executive offices at 600 Travis Street, Houston, Texas.

9. Respondent United engages in the transmission and sale of natural gas, and in the exploration for and production of oil and gas.

10. Respondent United had 1984 sales of \$4.0 billion and assets of \$2.5 billion as of December 31, 1984.

11. As of December 31, 1984, respondent United owned and operated a natural gas pipeline system in the United States consisting of approximately 14,000 miles of pipeline.

12. Respondent United wholly or partially owns (or owns interests in companies that wholly or partially own) the following pipelines: United Gas Pipeline Company; United Texas Transmission Company; High Island Offshore System; Sea Robin Pipeline Company; U-T Offshore System; Mobile Bay Pipeline Company (Proposed); Northern Border Pipeline Company; Alaskan Northwest Natural Gas Transportation Company (Proposed); Trans-Anadarko Pipeline System (Proposed); Palo Duro Pipeline Company; Ione Gas Processing Company; Lake Murray Joint Venture; and Brookens Field Gathering System.

13. At all times relevant herein, respondent United has been and is now engaged in commerce as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. 12, and is a corporation whose business is in or affecting commerce as "commerce" is defined in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. 44.

III. THE ACQUISITION

14. On or about August 13, 1985, MidCon commenced a cash tender offer for up to 18,100,000 shares of the outstanding shares of United common stock at a price of \$41 per share with the intent of effecting a merger of MidCon Holding Corp., a Delaware corporation wholly-owned by MidCon, into United, pursuant to which United would become a wholly-owned subsidiary of MidCon, all as contemplated in that certain Agreement and Plan of Reorganization entered into among MidCon, its subsidiary, and United on August 11, 1985. United's Board of Directors has approved the tender offer and recommended its acceptance by United shareholders. If the acquisition is consummated as presently contemplated, the total value of the trans-

action will be about \$1.1 billion. If consummated, it would result in the third largest natural gas transportation company in the United States.

IV. EFFECTS

Count One

15. The Commission repeats and realleges the allegations of Paragraphs 1 through 14, inclusive, of this complaint, as if fully set forth herein.

16. One relevant line of commerce is the transportation of natural gas from producing fields and basins.

17. One relevant section of the country is the portion of the Gulf of Mexico off the coast of the states of Louisiana and Texas that contains the areas known as the High Island East Addition South Extension Area, the West Cameron South Addition Area and the East Cameron South Addition Area, and any submarket thereof.

18. Another relevant section of the country is the portion of the Gulf of Mexico off the coast of the State of Louisiana that contains the areas known as the West Cameron Area and the West Cameron West Addition Area, and any submarket thereof.

19. Another relevant section of the country is the portion of the Gulf of Mexico off the coast of the state of Louisiana that contains the areas known as the Vermilion Area, the Vermilion South Addition Area and the East Cameron Area, and any submarket thereof.

20. Another relevant section of the country is the portion of the Gulf of Mexico off the coasts of the states of Louisiana and Texas that contains the areas known as the High Island East Addition South Extension Area, the West Cameron South Addition Area, the East Cameron South Addition Area, the Garden Banks Area and the East Breaks Area, and any submarket thereof.

21. Consumption of natural gas in each of these sections of the country is substantially below production, with the result that most production in each of these sections of the country is transported by pipelines to consuming areas along the Gulf Coast and elsewhere in the United States.

22. The business of transporting by pipeline natural gas out of each of these respective sections of the country is concentrated.

23. It is difficult to enter into the business of transporting natural gas by pipeline in each of these respective sections of the country.

24. Respondents MidCon and United are each owners of 20 percent interests in the High Island Offshore System, which owns and operates a pipeline that runs from the High Island South Addition Area

and the High Island East Addition South Extension Area to the West Cameron Area.

25. Respondents MidCon and United are each owners of one-third interests in U-T Offshore System, which owns and operates a pipeline located in the Gulf of Mexico that runs from the West Cameron Area to the onshore area of Cameron Parish, Louisiana.

26. Respondent MidCon is owner of a 50 percent interest in the Stingray Pipeline Company, which owns and operates a pipeline located in the Gulf of Mexico that runs from the areas known as the High Island East Addition South Extension Area, West Cameron South Addition Area and East Cameron South Addition Area to the onshore area of Cameron Parish, Louisiana.

27. Respondent United is an owner of a 50 percent interest of the Sea Robin Pipeline Company, which owns and operates a pipeline located in the Gulf of Mexico that runs from the areas known as the East Cameron South Addition Area to the onshore area of Vermilion Parish, Louisiana.

28. Respondents MidCon and United, through their ownership interests in the High Island Offshore System, the U-T Offshore System, the Stingray Pipeline Company and the Sea Robin Pipeline Company, and in other ways, are direct and substantial competitors in the business of transporting natural gas out of producing fields and basins in each of the relevant sections of the country set out in complaint Paragraphs 17 through 20.

29. The effect of the acquisition may be substantially to lessen competition or tend to create a monopoly in the transportation of natural gas out of producing fields and basins in the relevant sections of the country set out in complaint Paragraphs 17 through 20, in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45, in the following ways among others:

- a. the acquisition will eliminate actual and potential competition between respondents MidCon and United;
- b. The acquisition will eliminate actual and potential competition among competitors generally; and
- c. the acquisition will increase concentration in the transportation of natural gas out of producing fields and basins in the relevant sections of the country set out in complaint Paragraphs 17 through 20, therefore increasing the likelihood of collusion.

Count Two

30. The Commission repeats and realleges the allegations of Para-

graphs 1 through 14, inclusive, of this complaint, as if fully set forth herein.

31. One relevant line of commerce in which to evaluate the effects of the acquisition is the transportation by pipeline and sale of natural gas in consuming areas.

32. One relevant section of the country is the part of the state of Louisiana that lies between Baton Rouge and New Orleans ("the Baton Rouge-New Orleans Corridor").

33. The business of transporting by pipeline and selling natural gas into and in the Baton Rouge-New Orleans Corridor is concentrated.

34. It is difficult to enter into the business of transporting by pipeline and selling natural gas in the Baton Rouge-New Orleans Corridor.

35. Respondent United is the second largest competitor in the business of transporting by pipeline and selling natural gas in the Baton Rouge-New Orleans Corridor.

36. Respondent MidCon is a competitor of United through MidCon's 50 percent ownership in Acadian Gas Pipeline System, Louisiana Industrial Gas Supply System, Pontchartrain Natural Gas System, Bayou Interstate Pipeline System, and Calcasieu Gas Gathering System ("the Acadian partnerships"), the most important of these partnerships being the Acadian Gas Pipeline System.

37. All material business decisions of the Acadian Gas Pipeline System and other Acadian partnerships require approval of respondent MidCon.

38. Respondent MidCon has access to all the proprietary data and business secrets of Acadian Gas Pipeline System and other Acadian partnerships.

39. Respondents MidCon and United are direct and substantial competitors in the business of transporting by pipeline and selling natural gas in the Baton Rouge-New Orleans Corridor.

40. The effect of the acquisition may be substantially to lessen competition or tend to create a monopoly in the transportation and sale of natural gas in the Baton Rouge-New Orleans Corridor in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45, in the following ways among others:

- a. the acquisition will eliminate actual competition between respondents MidCon and United;
- b. the acquisition will eliminate actual competition among competitors generally; and
- c. the acquisition will increase concentration in the transportation

and sale of natural gas in the Baton Rouge-New Orleans Corridor, therefore increasing the likelihood of collusion.

V. VIOLATION CHARGED

41. The proposed acquisition of the stock and assets of United by MidCon, as set forth in Paragraph 14 herein, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45.

DECISION AND ORDER

The FTC having initiated an investigation of the proposed acquisition of shares of United Energy Resources, Inc. ("United") by MidCon Corp. ("MidCon"), and MidCon and United ("respondents") having been furnished with a copy of the complaint that the Commission has issued but withdrawn from adjudication as to Count Two of such complaint, which charges respondents with violations of the Clayton Act and Federal Trade Commission Act; and

Respondents, their attorneys, and counsel for the Commission having executed an agreement containing a consent order as to Count Two of the complaint, and admission by respondents of all the jurisdictional facts set forth in the aforesaid complaint, a statement that the signing of said 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, and waivers and other provisions as required by the Commission's Rules; and

The Commission having considered the matter and having thereupon accepted the executed consent agreement and placed such agreement on the public record for a period of sixty (60) days, and having duly considered the comments filed thereafter by interested persons pursuant to Section 3.25(f) of its rules and the recommendation of its staff, and having concluded that the consent agreement should be accepted;

Now in further conformity with the procedure prescribed in Section 3.25(f) of its Rules, the Commission makes the following jurisdictional findings and enters the following order:

1. MidCon is a corporation organized under the laws of Delaware with its executive office at 701 East 22nd Street, Lombard, Illinois.

United is a corporation organized under the laws of Delaware with its executive offices at 600 Travis Street, Houston, Texas.

2. The Federal Trade Commission has jurisdiction of the subject

matter of this proceeding and of the respondents, and the proceeding is in the public interest.

ORDER

I.

It is hereby ordered, that as used in this order the following definitions shall apply:

(a) *Acquisition* means MidCon's acquisition of shares of the Common Stock of United and the subsequent merger of an affiliate of MidCon into United pursuant to an Agreement and Plan of Reorganization.

(b) *Schedule A Properties* means the assets and businesses listed in Schedule A of this order.

(c) *MidCon* means MidCon Corp., its subsidiaries, divisions, groups and affiliates controlled by MidCon and their respective directors, officers, employees, agents and representatives, and their respective successors and assigns.

(d) *United* means United Energy Resources, Inc. as it was constituted prior to the acquisition, including its parents, subsidiaries, divisions, groups and affiliates controlled by United, and their respective directors, officers, employees, agents and representatives, and their respective successors and assigns.

(e) *The New Orleans - Baton Rouge Corridor* means the area within 20 miles of any point along the Mississippi from the most upstream point where the river borders on Baton Rouge, Louisiana to the most downstream point where the river borders on New Orleans, Louisiana.

(f) *Baton Rouge - New Orleans Corridor Pipeline* means a pipeline company other than MidCon that transported for sale by that company in the twelve months preceding the date of any proposed acquisition by MidCon a daily average of at least 90 million cubic feet of natural gas to the Baton Rouge - New Orleans Corridor for consumption therein. For the purposes of this definition, the deliveries of any entity acquired by a company during the preceding twelve months shall be deemed to be deliveries of the company for the entire preceding twelve-month period.

II.

It is further ordered, That:

(A) Within 12 months of the date this order becomes final, MidCon shall divest, absolutely and in good faith, the Schedule A Properties:

(B) Divestiture of the Schedule A Properties shall be made only to an acquirer or acquirers and only in a manner that receives the prior approval of the Federal Trade Commission. The purpose of the divestiture of the Schedule A Properties is to ensure the continuation of the assets as ongoing, viable enterprises engaged in the same business in which the Properties are presently employed and to remedy the lessening of competition resulting from the Acquisition as alleged in Count Two of the Commission's complaint.

III.

It is further ordered, That:

(A) If MidCon has not divested the Schedule A Properties within the 12-month period, MidCon shall consent to the appointment of a trustee in any action that the Federal Trade Commission may bring pursuant to section 5(l) of the Federal Trade Commission Act, 15 U.S.C. 45(l), or any other statute enforced by the Commission. In the event the court declines to appoint a trustee, MidCon shall consent to the appointment of a trustee by the Commission pursuant to this order. The appointment of a trustee shall not preclude the Commission from seeking civil penalties and other relief available to it for any failure by MidCon to comply with Paragraphs II(B) through VII of this order.

(B) If a trustee is appointed by a court or the Commission pursuant to Paragraph III(A) of this order, MidCon shall consent to the following terms and conditions regarding the trustee's duties and responsibilities:

1. The Commission shall select the trustee, subject to MidCon's consent, which shall not be unreasonably withheld. The trustee shall be a person with experience and expertise in acquisitions and divestitures.

2. The trustee shall have the power and authority to divest any Schedule A Properties that have not been divested by MidCon within the time period for divestiture in Paragraph II(A). The trustee shall have 18 months from the date of appointment to accomplish the divestiture, which shall be subject to the prior approval of the Commission and, if the trustee was appointed by a court, subject also to the prior approval of the court. If, however, at the end of the 18-month period the trustee has submitted a plan of divestiture or believes that divestiture can be achieved within a reasonable time, the divestiture period may be extended by the Commission or by the court, if the trustee was appointed by a court.

3. The trustee shall have full and complete access to the personnel, books, records, and facilities of any business that the trustee has the duty to divest, and MidCon shall develop such financial or other information relevant to the assets to be divested as such a trustee may reasonably request. MidCon shall cooperate with the trustee and shall take no action to interfere with or impede the trustee's accomplishment of the divestiture.

4. The power and authority of the trustee to divest shall be at the most favorable price and terms available consistent with the order's absolute and unconditional obligation to divest and the purposes of the divestiture as stated in Paragraph II(B). If bona fide offers are received by the trustee from more than one prospective purchaser, the Commission shall determine whether to approve each such purchaser, and the trustee shall divest to the purchaser elected by MidCon from among the purchasers approved by the Commission.

5. The trustee shall serve at the cost and expense of MidCon on such reasonable and customary terms and conditions as the Commission or a court may set. The trustee shall account for all monies and properties derived from the sale and all expenses incurred. After approval by the court or the Commission of the account of the trustee, including fees for his or her services, all remaining monies shall be paid to MidCon and the trustee's power shall be terminated. The trustee's compensation shall be based at least in significant part on a commission arrangement contingent on the trustee divesting the trust property.

6. Promptly upon appointment of the trustee and subject to the approval of the Commission, MidCon shall, subject to the Commission's prior approval and consistent with provisions of this order, execute a trust agreement that transfers to the trustee all rights and powers necessary to permit the trustee to cause divestiture.

7. If the trustee ceases to act or fails to act diligently, a substitute trustee shall be appointed for the balance of the 18-month period specified in Paragraph III(B)(2) or any extension thereof.

8. The trustee shall report in writing to MidCon and the Commission every sixty (60) days concerning the trustee's efforts to accomplish divestiture.

(C) MidCon shall maintain the viability and marketability of the Schedule A Properties and shall not cause or permit the destruction, removal or impairment of any assets or businesses to be divested except in the ordinary course of business and except for ordinary wear and tear. MidCon shall use its best efforts to ensure that the Schedule A Properties continue to be ongoing, viable enterprises engaged in the same business in which the Schedule A Properties are presently employed.

IV.

It is further ordered, That, within sixty (60) days after the date this order becomes final and every sixty (60) days thereafter until MidCon has fully complied with the provisions of Paragraphs II and III of this order, MidCon shall submit to the Commission a verified written report setting forth in detail the manner and form in which it intends to comply, is complying or has complied with those provisions. MidCon shall include in compliance reports, among other things that are required from time to time, a full description of contacts or negotiations for the divestiture of properties specified in Paragraph II of this order, including the identity of all parties contacted. MidCon also shall include in its compliance reports, copies of all written communications to and from such parties, and all internal memoranda, reports and recommendations concerning divestiture.

V.

It is further ordered, That for a period commencing on the date this order becomes final and continuing for ten (10) years from and after the date of this order becomes final, MidCon shall cease and desist from acquiring, without the prior approval of the Federal Trade Commission, directly or indirectly, through subsidiaries or otherwise, assets used or previously used by (and still suitable for use by), any interest in, or the whole or any substantial part of the stock or share capital of any Baton Rouge - New Orleans Corridor Pipeline; *provided, however,* that these prohibitions shall not relate to the construction of new facilities or participation in joint ventures in which MidCon or United is a participant on the date of service of this order.

One year from the date this order becomes final and annually thereafter MidCon shall file with the Commission a verified written report of its compliance with this paragraph.

VI.

It is further ordered, That for the purposes of determining or securing compliance with this order, and subject to any legally recognized privilege, upon written request and on reasonable notice to MidCon and United made to its principal office, MidCon and United shall permit any duly authorized representatives of the Commission:

A. Access, during office hours and in the presence of counsel, to inspect and copy all books, ledgers, accounts, correspondence, memoranda and other records and documents in the possession or under the

control of MidCon and United relating to any matters contained in this order; and

B. Upon five days notice to MidCon or United and without restraint or interference from them, to interview officers or employees of MidCon or United who may have counsel present, regarding such matters.

VII.

It is further ordered, That MidCon shall notify the Commission at least thirty (30) days prior to any proposed change in the corporation such as dissolution, assignment or sale resulting in the emergence of a successor, corporation, the creation or dissolution of subsidiaries or any other change that may affect compliance obligations arising out of the order.

SCHEDULE A

1. One hundred percent (100%) of the stock owned by MidCon Corp. in MCN Acadian Gas Pipeline Corp., which in turn holds a partnership interest in Acadian Gas Pipeline System, a Texas general partnership.

2. One hundred percent (100%) of the stock owned by MidCon Corp. in MCN Louisiana Industrial Gas Supply Corp., which in turn holds a partnership interest in Louisiana Industrial Gas Supply System, a Texas general partnership.

3. One hundred percent (100%) of the stock owned by MidCon Corp. in MCN Pontchartrain Natural Gas Corp., which in turn holds a partnership interest in Pontchartrain Natural Gas System, a Texas general partnership.

4. One hundred percent (100%) of the stock owned by MidCon Corp. in MCN Bayou Interstate Pipeline Corp. which in turn holds a partnership interest in Bayou Interstate Pipeline System, a Texas general partnership.

5. One hundred percent (100%) of the stock owned by MidCon Corp. in MCN Calcasieu Gas Gathering Corp., which in turn holds a partnership interest in Calcasieu Gas Gathering System, a Texas general partnership.

IN THE MATTER OF
THE BENDIX CORPORATION

SET ASIDE ORDER IN REGARD TO ALLEGED VIOLATION OF THE FEDERAL
TRADE COMMISSION AND CLAYTON ACTS

Docket C-3042. Consent Order, Sept. 23, 1980—Set Aside Order, Feb. 6, 1986

The Federal Trade Commission has modified a 1980 consent order with The Bendix Corporation (96 F.T.C. 352) by setting aside portions of the order that required prior approval by the FTC before the respondent could acquire any interest in companies that manufacture or sell certain machine-tool products. The Commission ruled that the provision was no longer necessary since Bendix, and its parent company, Allied Corp., no longer manufacture or sell any kind of machine-tool product referred to in the order.

ORDER REOPENING AND SETTING ASIDE PORTIONS OF ORDER
ISSUED SEPTEMBER 23, 1980

On October 16, 1985, Allied Corporation ("Allied") filed a Request pursuant to Section 5(b) of the Federal Trade Commission Act, 15, U.S.C. 45(b) and Section 2.51 of the Commission's Rules of Practice. The Request asked the Commission to reopen the consent order issued on September 23, 1980 ("the order") [96 F.T.C. 352] and terminate Paragraphs VIII and X thereof. Allied became subject to the order when it acquired The Bendix Corporation ("Bendix") on January 31, 1983.

Paragraph VIII, the only substantive provision of the order which still has prospective application, prohibits Bendix, for a ten year period, from acquiring without prior Commission approval, any company engaged in the manufacture or sale in the United States of rotating toolholders, external cylindrical grinding machines, or numerically controlled machine tools. Paragraph VIII exempts from this requirements any company engaged in the manufacture of numerically controlled machine tools whose assets devoted to such manufacture or whose sales thereof during the year preceding such acquisition were not in excess of \$10 million. Paragraph X of the order requires respondent to report its compliance with Paragraph VII annually for a ten-year period.

After reviewing Allied's Request, the Commission has concluded that changed conditions of fact and the public interest warrant reopening the proceeding and setting aside Paragraphs VIII and X of the order. Allied has divested or sold off all of the product lines that gave rise to the order and the concerns that led to the order are no