

IN THE MATTER OF

BASS BROTHERS ENTERPRISES, INC., ET AL.

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

Docket 9178. Complaint, May 8, 1984—Decision, Aug. 6, 1986*

This consent order requires, among other things, a Fort Worth, Tex. producer of carbon black to obtain prior FTC approval for the acquisition of securities or assets of any company over a certain size in the U.S. carbon black industry.

Appearances

For the Commission: *Steven B. Feirman* and *Edward F. Glynn, Jr.*

For the respondents: *Charles E. Koob, Simpson, Watcher & Bartlett*,
New York City.

DECISION AND ORDER

The Commission having heretofore issued its complaint charging the respondents named in the caption hereof with violation of Section 7 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, as amended, and the respondents having been served with a copy of that complaint, together with a notice of contemplated relief; and

The respondents, their attorney, and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondents of all the jurisdictional facts set forth in the 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 such complaint, and waivers and other provisions as required by the Commission's Rules; and

The Secretary of the Commission having thereafter withdrawn this matter from adjudication in accordance with Section 3.25(c) of its Rules; and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, now in further conformity with the procedure prescribed in Section 3.25(f) of

* Complaint previously published at 107 F.T.C. 303.

its Rules, the Commission hereby makes the following jurisdictional findings and enters the following order:

1. Respondent Bass Brothers Enterprises, Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Texas, with its office and principal place of business located at 2700 First City Bank Tower, 201 Main Street, in the City of Forth Worth, State of Texas.

2. Respondent Sid Richardson Carbon & Gasoline Co. is a corporation organized, and existing under the laws of the State of Texas with its corporate headquarters at 2700 First City Bank Tower, 201 Main Street, in the City of Fort Worth, State of Texas.

3. 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

Definitions

For the purposes of this order the following definitions shall apply:

Carbon black means furnace-process and thermal-process carbon black, whether used for rubber or other applications.

Bass Brothers means Bass Brothers Enterprises, Inc., as well as its officers, employees, agents, its parents, divisions, subsidiaries, successors, assigns, and the officers, employees or agents of its parents, divisions, subsidiaries, successors and assigns.

SRCG means Sid Richardson Carbon & Gasoline Co., as well as its officers, employees, agents, its parents, divisions, subsidiaries, successors, assigns, and the officers, employees or agents of its parents, divisions, subsidiaries, successors and assigns.

Ashland means Ashland Oil, Inc., as well as its officers, employees, agents, its parents, divisions, subsidiaries, successors, assigns, and the officers, employees or agents of its parents, divisions, subsidiaries, successors and assigns.

Production capacity means the practical annual productive capacity of all units, including units currently in operation and units that could be put into operation with or without time delay or additional investment.

I.

It is ordered, That, unless Bass Brothers and SRCG have already done so, they will, not later than fourteen (14) days after this order

becomes final, terminate any agreement that provides for or contemplates the acquisition of Ashland's carbon black business by Bass Brothers or SRCG, including but not limited to the letter of intent signed on or about November 15, 1983, withdraw the premerger notification filing submitted to the Federal Trade Commission with respect to that letter of intent, return or destroy all documents containing or recording confidential information provided to Bass Brothers or SRCG by Ashland, and recover from Ashland all documents containing or recording confidential information provided to Ashland by Bass Brothers and SRCG, in connection with acquisition negotiations or agreements. Nothing herein contained shall relieve Bass Brothers or SRCG from any obligation of confidentiality imposed by agreement among Bass Brothers, SRCG and Ashland.

II.

It is further ordered, That for a period of five (5) years from the date this order becomes final, neither Bass Brothers nor SRCG shall acquire, directly or indirectly, without the prior approval of the Commission, any part of the United States carbon black business of any other person or corporation, whether represented by securities or assets, other than products or securities obtained in the regular course of business, if as a result of such acquisition Bass Brothers or SRCG would cumulatively increase its United States carbon black production capacity by more than 130 million pounds.

III.

It is further ordered, That while Paragraph II of this order is effective, Bass Brothers or SRCG shall notify the Commission at least thirty (30) days prior to any proposed corporate change such as dissolution, assignment of substantially all assets, sale resulting in the emergence of a successor corporation, or the creation or dissolution of subsidiaries in the United States, that may affect compliance obligations arising out of this order.

IV.

It is further ordered, That Bass Brothers or SRCG shall, within thirty (30) days after making an acquisition of United States carbon black production capacity permitted under this order while Paragraph II of this order is effective, file with the Commission a written report describing such acquisition.

V.

It is further ordered, That Bass Brothers and SRCG shall, within sixty (60) days after service upon them of this order, file with the Commission a written report setting forth in detail the manner and form in which they have complied with this order.

IN THE MATTER OF
DETROIT AUTO DEALERS ASSOCIATION, INC., ET AL.

Docket 9189. Interlocutory Order, Aug. 6, 1986.

NOTICE OF INTENT TO RELEASE CONFIDENTIAL INFORMATION

This is to advise the parties to this proceeding that the Commission intends to order placement on the public record of Complaint Counsel's Motion to Dismiss the Complaint with Respect to Certain Respondents and Request for Certification of Motion to the Commission.

In making a determination to release *in camera* material in the course of an adjudicative proceeding, the Commission must balance the potential harm of such release to the protected party against the substantial interest in the public having available the factual background of a Commission decision. Public knowledge of such information permits both improved evaluation of the fairness and wisdom of a given Commission decision, and provides clearer guidance to affected parties. *See, RSR Corp.*, 88 F.T.C. 734 (1976).

Here we have concluded that no competitive or other harm would result from release of this information. Accordingly, release of this information will occur no sooner than ten (10) calendar days following service of this notice.