

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

In the Matter of)

FMC CORPORATION,)

a corporation,)

SOLUTIA INC.,)

a corporation, and)

ASTARIS LLC,)

a limited liability company.)

File No. 991-0218

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed joint venture between FMC Corporation ("FMC") and Solutia Inc. ("Solutia") to form Astaris LLC ("Astaris"), and it now appearing that FMC, Solutia and Astaris, hereinafter sometimes referred to as "Proposed Respondents," are willing to enter into this Agreement Containing Consent Orders ("Consent Agreement") to divest certain assets and providing for other relief:

IT IS HEREBY AGREED bvef:

4. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
5. Proposed Respondents waive:
 - a. any further procedural steps;
 - b. the requirement that the Commission's Order to Maintain Assets and Decision & Order contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Order to Maintain Assets and Decision & Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
6. Proposed Respondents shall submit within thirty (30) days of the date this Consent Agreement is signed by Proposed Respondents an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, signed by Proposed Respondents, setting forth in detail the manner in which Proposed Respondents have complied and will comply with the Order to Maintain Assets and with Paragraphs II, III, IV, V and VI. of the Decision & Order. Such report will not become part of the public record unless and until the accompanying Consent Agreement and Decision & 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 thereby, 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 amend its complaint if circumstances so require and issue its Decision & 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 Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
9. Because there may be interim competitive harm, and divestiture or other relief resulting from a proceeding challenging the legality of the proposed joint venture might not be possible, or might be less than an effective remedy, the Commission may issue an Order to Maintain Assets in this matter.

10.

FMC CORPORATION

Robert I. Harries
Vice-President

SOLUTIA INC.

Dennis Cavner
Vice-President

ASTARIS LLC

Jerry Sibley
President and CEO

Raymond A. Jacobsen, Jr.
Counsel for FMC Corporation,
Solutia Inc. and Astaris LLC

FEDERAL TRADE COMMISSION

Robert S. Tovsky
Attorney

APPROVED:

Morris A. Bloom
Deputy Assistant Director

Richard Liebeskind
Assistant Director

Molly S. Boast
Senior Deputy Director

Richard G. Parker
Director
Bureau of Competition