

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

**In the Matter of**

**ZF Friedrichshafen AG,  
a corporation; and,**

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**File No. 141 0235**

- b. The requirement that the Commission's Decision and Order and Order to Hold Separate and Maintain Assets, both attached hereto and made a part hereof, contain statements 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 Decision and Order and Order to Hold Separate and



14. Proposed Respondents agree that they shall interpret the Divestiture Agreement, as that term is used in the Decision and Order, in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
15. Proposed Respondents have read the draft of the Complaint, the Decision and Order, and the Order to Hold Separate and Maintain Assets. Proposed Respondents understand that once the Decision and Order and Order to Hold Separate and Maintain Assets have been issued, the Proposed Respondents will be required to file one or more compliance reports showing that the Proposed Respondents have fully complied with the Decision and Order and the Order to Hold Separate and Maintain Assets.
16. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and Order to Hold Separate and Maintain Assets from the date such Respondent signs this Consent Agreement. Proposed Respondents further understand that each may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Hold Separate and Maintain Assets after such Orders become final.

**ZF FRIEDRICHSHAFEN AG**

**FEDERAL TRADE COMMISSION**

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Dr. Stefan Sommer  
Chief Executive Officer  
ZF Friedrichshafen AG

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Stephen Antonio  
Attorney  
Bureau of Competition

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Dieter Eckhardt  
Vice President  
ZF Friedrichshafen AG

Dated: \_\_\_\_\_

**Approved:**

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Steven L. Holley  
Sullivan & Cromwell LLP  
Attorney for ZF Friedrichshafen AG

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James Rhilinger  
Deputy Assistant Director  
Bureau of Competition

Dated: \_\_\_\_\_

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John C. Plant  
Chairman of the Board, President  
and Chief Executive Officer  
TRW Automotive Holdings Corp.

Dated: \_\_\_\_\_

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Daniel P. Ducore  
Assistant Director  
Compliance Division

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Peter C. Thomas  
Simpson Thacher & Bartlett LLP  
Attorney for  
TRW Automotive Holdings Corp.

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Deborah L. Feinstein  
Director  
Bureau of Competition

Dated: \_\_\_\_\_