

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

In the Matter of

INA-HOLDING SCHAEFFLER KG,
a corporation,

and

FAG KUGELFISCHER GEORG SCHÄFER AG,
a corporation.

File No. 021-0002

**AGREEMENT CONTAINING
CONSENT ORDERS**

The Federal Trade Commission (“Commission”) having initiated an investigation of the proposed acquisition of FAG Kugelfischer Georg Schäfer AG (“FAG”) by INA-Holding Schaeffler KG (“INA”), and it now appearing that FAG and INA (collectively, “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 by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent INA is a corporation organized, existing and doing business under and by virtue of the laws of Germany, with its office and principal place of business located at Industriestrasse 1-3, D-91072 Herzogenaurach, Germany.
2. Proposed Respondent FAG is a corporation organized, existing and doing business under and by virtue of the laws of Germany, with its office and principal place of business located at Georg-Schäfer-Straße 30, 97421 Schweinfurt, Germany.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
 - a. any further procedural steps;

- b. the requirement that the Commission's Decision and Order ("Decision & Order") and Order to Maintain Assets, both attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision & Order or the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
5. Proposed Respondents shall submit an initial report within ten (10) days of date on which they execute this Consent Agreement and every thirty (30) days thereafter until the Decision & Order becomes final, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, signed by the Proposed Respondents setting forth in detail the manner in which the Proposed Respondents have to date complied or have prepared to comply, are complying, and will comply with the Decision & Order and Order to Maintain Assets. Such reports will not become part of the public record unless and until the Consent Agreement, Decision & Order, and Order to Maintain Assets are accepted by the Commission for public comment.
 6. The Commission may issue its Complaint and Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement 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 hereby, 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 issue or amend its Complaint (as the circumstances may 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 of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
 9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (2) issue and serve its Order to Maintain Assets, and (3) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34,

the Commission may, without further notice to Proposed Respondents, issue the attached Decision & Order, in disposition of this proceeding.

10. When final, the Decision & Order and the Order to Maintain Assets shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision & Order and the Order to Maintain Assets shall become final upon service. Delivery of the Complaint, Decision & Order, and the Order to Maintain Assets to Proposed Respondents' United States counsel named in this Consent Agreement by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service.
11. The Complaint may be used in construing the terms of the Decision & Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision & Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision & Order or the Order to Maintain Assets.
12. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision & Order and the Order to Maintain Assets (including effectuating all required divestitures, assignments, and transfers and obtaining all necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments and transfers), and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement.
13. Proposed Respondents have read the draft of Complaint, and the Decision & Order and Order to Maintain Assets contemplated hereby. Proposed Respondents understand that once the Decision & Order and Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision & Order and Order to Maintain Assets. Proposed Respondents agree to comply with the proposed Decision & Order and the proposed Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision & Order and the Order to Maintain Assets after they become final.

INA-HOLDING SCHAEFFLER KG

FEDERAL TRADE COMMISSION

By: _____
Dr. Jurgen M. Geissinger
President and CEO
INA-Holding Schaeffler KG

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Dated: December 13, 2001

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Dated: December 13, 2001

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**FAG KUGELFISCHER GEORG
SCHÄFER AG**

By: _____
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President and Chief Executive Officer
FAG Kugelfischer Georg Schäfer AG

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Director
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Dated: December 13, 2001

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Dated: December 13, 2001