

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

**COMMISSIONERS:**        **Timothy J. Muris, Chairman**  
                                  **Mozelle W. Thompson**  
                                  **Orson Swindle**  
                                  **Thomas B. Leary**  
                                  **Pamela Jones Harbour**

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In the Matter of	)	
	)	
<b>ITRON, INC.,</b>	)	
a corporation;	)	
	)	
and	)	
	)	<b>File Number: 031-0201</b>
<b>SCHLUMBERGER ELECTRICITY, INC.,</b>	)	
a corporation.	)	
	)	
	)	

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**AGREEMENT CONTAINING CONSENT ORDERS**

The Federal Trade Commission (“Commission”) having initiated an investigation of the proposed acquisition by Itron, Inc. (“Itron”) of Schlumberger Electricity, Inc. (“Schlumberger”), hereinafter sometimes referred to as “Proposed Respondents,” and 51% of the shares of Walsin Schlumberger Electricity Measurement Corporation (a Taiwan corporation), and certain foreign assets of Schlumberger Canada Limited, Schlumberger Distribucion S.A. de C.V., Schlumberger Servicios S.A. de C.V., and Axalto S.A. (formerly Schlumberger Systemes S.A.), all owned indirectly by Schlumberger Limited, and it now appearing that Itron and Schlumberger, are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to license certain assets to Hunt Technologies, Inc. (“Hunt”) and providing for other relief:

**IT IS HEREBY AGREED** by and between Proposed Respondents and Hunt, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Itron is a corporation organized, existing and doing business under and by virtue of the laws of the State of Washington with its office and principal place of business located at 2818 North Sullivan Road, Spokane, Washington 99216.

2. Proposed Respondent Schlumberger is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its office and principal place of business located at 313-B North Highway 11, West Union, South Carolina 29696.
3. Hunt Technologies, Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Minnesota, with its office and principal place of business located at 6436 Country Road II, Pequot Lakes, Minnesota 56472.
4. Proposed Respondents and Hunt admit all the jurisdictional facts set forth in the draft of Complaint attached hereto.
5. Proposed Respondents and Hunt waive:
  - (a) any further procedural steps;
  - (b) the requirement that the Commission's Decision and Order, which is 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 and Order entered pursuant to this Consent Agreement; and
  - (d) any claim under the Equal Access to Justice Act.
6. Proposed Respondents shall submit an initial report within ten (10) days of the date on which they execute this Consent Agreement and every thirty (30) days thereafter until the Decision and Order becomes final, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, or the licensing required pursuant to Paragraphs II.A., II.B., II.E.1. and II.E.2. are accomplished, whichever is earlier, signed by the Proposed Respondents and 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 and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and 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 and Hunt, in which event it will take such action as it may consider appropriate, or issue and serve its Complaint (in such

form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.

8. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents or Hunt 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, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents and Hunt: (1) issue and serve its Complaint corresponding in form with the draft of Complaint here attached and its Decision and Order, and (2) make information public with respect thereto.
10. When final, the Decision and Order 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 and Order shall become final upon service. Delivery of the Complaint and Decision and Order to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents and Hunt waive any right they may have to any other manner of service. Proposed Respondents and Hunt also waive any right they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order, and agree that they are bound to comply with and will comply with the Decision and Order to the same extent as if they had been served with copies of the Appendices, where Proposed Respondents or Hunt are already in possession of copies of such Appendices.
11. The Complaint may be used in construing the terms of the Decision and Order and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
12. By signing this Consent Agreement, Proposed Respondents and Hunt represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order (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 and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order.
13. Proposed Respondents and Hunt have read the draft of Complaint and the Decision and Order contemplated hereby. Proposed Respondents understand that once the Decision

and Order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order. Proposed Respondents and Hunt agree to comply with the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondents and Hunt further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

**ITRON, INC.**

**FEDERAL TRADE COMMISSION**

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LeRoy D. Nosbaum  
Chairman & Chief Executive Officer  
Itron, Inc.

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Matthew J. Reilly  
Randall A. Long  
Sean G. Dillon  
Stephanie C. Bovee  
Stephanie A. Parks  
Attorneys

Dated: April \_\_\_\_, 2004

**APPROVED:**

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Benjamin S. Sharp, Esq.  
Perkins Coie, LLP  
Counsel for Itron, Inc.

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Michael R. Moiseyev  
Assistant Director  
Bureau of Competition

Dated April \_\_\_\_, 2004

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Bernard A. Nigro  
Deputy Director  
Bureau of Competition

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Susan A. Creighton  
Director  
Bureau of Competition

**SCHLUMBERGER ELECTRICITY, INC.**

**HUNT TECHNOLOGIES, INC.**

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Malcolm Unsworth  
President  
Schlumberger Electricity, Inc.

Dated: April \_\_\_, 2004

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Tom Anderson  
Chief Operating Officer  
Hunt Technologies, Inc.

Dated: April \_\_\_, 2004

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John A. Herfort, Esq.  
Gibson, Dunn & Crutcher LLP  
Counsel for Schlumberger Electricity, Inc.

Dated: April \_\_\_, 2004

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Lawrence Fullerton, Esq.  
Sidley, Austin, Brown & Wood, LLP  
Counsel for Hunt Technologies, Inc.

Dated: April \_\_\_, 2004