

IN THE MATTER OF

T&N PLC

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

Docket C-3312. Complaint, Nov. 8, 1990—Decision, Nov. 8, 1990

This consent order requires, among other things, a Manchester, England, manufacturer to divest within twelve months certain thinwall engine bearing assets and certain tri-metal heavywall engine bearing assets to a Commission-approved acquirer or acquirers; and if required by the acquirers, requires the respondent to supply certain input material to the acquirers for five years. If neither the respondent nor the trustee successfully divests either set of assets, the order requires the divestiture of J.P. Industries' McConnellsville, Ohio, facility, in addition to certain thinwall engine bearing assets.

Appearances

For the Commission: *Allee A. Ramadhan* and *Ernest A. Nagata*.

For the respondent: *Richard E. Carlton, Sullivan & Cromwell*, New York, N.Y.

COMPLAINT

The Federal Trade Commission ("Commission"), having reason to believe that respondent T&N plc ("T&N"), a corporation subject to the jurisdiction of the Commission, proposes to acquire substantially all of the common stock of J.P. Industries, Inc. ("JPI") in violation of the provisions of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act ("FTC Act"), as amended, 15 U.S.C. 45, and it appearing to the Commission that a proceeding by it in respect thereof would be in the public interest, hereby issues its complaint pursuant to Section 11 of the Clayton Act, 15 U.S.C. 21, and Section 5(b) of the FTC Act, 15 U.S.C. 45(b), stating its charges as follows:

I. DEFINITIONS

1. For purposes of this complaint, the following definitions apply:

(A) "*T&N*" means T&N plc, its predecessors, subsidiaries, divisions, groups and affiliates controlled by T&N, and their respective directors, officers, employees, agents, and representatives, and their respective successors and assigns.

(B) "*JPI*" means JP Industries, Inc., its predecessors, subsidiaries, divisions, groups and affiliates controlled by JPI, and their respective directors, officers, employees, agents, and representatives, and their respective successors and assigns.

(C) "*Plain engine bearings*" or "*bearings*" mean engine bearings characterized by having interfacing surfaces with relative motion of a sliding nature that provide support to a shaft rotating over a thin film of oil. Plain engine bearings include half bearings, bushings and thrust washers.

(D) "*Thinwall engine bearings*" means bearings with a wall thickness of one-quarter of an inch or less. Such bearings are utilized in automotive and light truck as well as heavy duty diesel engine applications.

(E) "*Tri-metal heavywall engine bearings*" means copper lead bearings with an overlay plating of lead tin or lead tin copper that have a wall thickness of greater than one-quarter of an inch.

II. THE RESPONDENT

2. Respondent T&N plc is a corporation organized under the laws of the United Kingdom, with its principal offices located at Bowdon House, Ashburton Road West, Trafford Park, Manchester M17 1RA, England.

3. T&N at all times relevant herein has been and is now engaged in commerce as the term "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. 12, and is a corporation whose business is in or affects commerce as "commerce" is defined in Section 4 of the FTC Act, 15 U.S.C. 44.

III. THE ACQUISITION

4. On March 27, 1990, T&N and JPI entered into an agreement and plan of merger in which T&N agreed to purchase substantially all of JPI's common stock through T&N Automotive Components Inc., an indirect, wholly-owned subsidiary of T&N. The total value of the proposed acquisition is approximately \$190 million.

IV. RELEVANT MARKETS

5. For purposes of this complaint, the relevant lines of commerce

