

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

In the Matter of)
)
)

GENERAL DYNAMICS CORPORATION,)
a corporation.)

File No. 061-0150

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”) having initiated an investigation of the proposed acquisition by Respondent General Dynamics Corporation (“GD”) of SNC Technologies, Inc. and SNC Technologies Corp. (collectively, “SNC”), and it now appearing that GD, hereinafter sometimes referred to as “Proposed Respondent,” is 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 Respondent, by its duly authorized officer and attorney, and counsel for the Commission that:

1. Proposed Respondent GD is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its offices and principal place of business located at 2941 Fairview Park Drive, Suite 100, Falls Church, Virginia 22042.
2. SNC Technologies, Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its offices and principal place of business located at 65 Sandscreen Street, Avon, Connecticut 06001. SNC Technologies Corp. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its offices and principal place of business located at 65 Sandscreen Street, Avon, Connecticut 06001.
3. Proposed Respondent admits all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondent waives:
 - (a) any further procedural steps;
 - (b) the requirement that the Commission’s Decision and Order, and Order to Hold Separate, both of which are 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 to challenge or contest the validity of the Decision and Order or the Order to Hold Separate entered pursuant to this Consent Agreement; and
 - (d) any claim under the Equal Access to Justice Act.
5. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Hold Separate in this matter at any time after it accepts the Consent Agreement for public comment.
 6. Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, within thirty (30) days of the date on which it executes this Consent Agreement, and subsequent reports every sixty (60) days thereafter until the Decision and Order becomes final or the divestiture required by Paragraph II of the Decision and Order is accomplished, whichever is earlier. Each report shall be signed by the Proposed Respondent and shall set forth in detail the manner in which the Proposed Respondent has to date complied, is complying, and will comply with the Order to Hold Separate and 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 draft of 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 Respondent, in which event it will take such action as it may consider appropriate, or issue or amend 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 Respondent that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
 9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (b) issue and serve its Order to Hold Separate and (c) make information public with respect thereto. 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 the Proposed Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

10. When final, the Decision and Order and the Order to Hold Separate 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 and the Order to Hold Separate shall become final upon service. Delivery of the Complaint, the Decision and Order, and the Order to Hold Separate to Proposed Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondent waives any right it may have to any other manner of service.
11. The Complaint may be used in construing the terms of the Decision and Order and the Order to Hold Separate, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Hold Separate, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Hold Separate.
12. By signing this Consent Agreement, Proposed Respondent represents and warrants that it can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required 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 Respondent has read the draft of the Complaint, the Decision and Order, and the Order to Hold Separate contemplated hereby. Proposed Respondent understands that once the Decision and Order and the Order to Hold Separate have been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order and the Order to Hold Separate. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order and the Order to Hold Separate from the date it signs this Consent Agreement. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and the Order to Hold Separate after they becomes final.

Signed this _____ day of December, 2006.

GENERAL DYNAMICS
CORPORATION

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