



3. Proposed Respondents admit all the jurisdictional facts set forth in the draft Complaint here attached.
4. Proposed Respondents waive:
  1. any further procedural steps;
  2. the requirement that the Commission's Decision and Order, which is attached hereto and made a part hereof, contains a statement of findings of fact and conclusions of law;
  3. all rights to seek judicial review or otherwise challenge or contest the validity of the Order entered pursuant to this Consent Agreement; and
  4. any claim under the Equal Access to Justice Act.
5. 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 Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
6. Not later than thirty (30) days after the date this Consent Agreement is signed by the Proposed Respondents, Proposed Respondents shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Proposed Respondents shall submit subsequent reports every thirty (30) days thereafter until the Decision and Order becomes final. Each compliance report submitted shall describe in detail the manner in which Proposed Respondents have complied, are complying and will comply with the Consent Agreement and the Order. In addition, each report shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondents are in compliance with this Consent Agreement and the 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. Each report submitted pursuant to paragraph 6 above shall be verified by a notarized signature or sworn statement, or be self-verified in the manner set forth in 28 U.S.C. §1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondents shall file an original report and one copy with the Secretary of the Commission, and shall send one copy directly to the Bureau of Competition's Compliance Division.
8. This Consent Agreement shall not become part of the public record of the proceeding unless and until the Consent Agreement 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 Respondents, 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 Decision and Order, in disposition of the proceeding.

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 § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondent: (1) issue and serve its Complaint corresponding in form and substance 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 the Decision and Order to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to any office within the United States of, Mark W. Merritt, Esq., of Robinson, Bradshaw & Hinson, P.A.; or of any other lawyer or law firm listed as Counsel for Proposed Respondents on this Consent – shall constitute service as to Proposed Respondents. 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 and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to limit or contradict the terms of the Decision and Order.
12. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full respective relief contemplated by the attached Decision and Order and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are within the control of the parties to this Consent Agreement.
13. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement; *provided, however*, that Proposed Respondents will have no obligation to comply with the terms of the proposed Decision and Order in the event the Commission withdraws its acceptance of this Consent Agreement.
14. Proposed Respondents 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.

**CHARLOTTE PIPE AND FOUNDRY  
COMPANY and RANDOLPH HOLDING  
COMPANY, L.L.C.**

By: \_\_\_\_\_  
Roddey Dowd, Jr.  
Chief Executive Officer  
Charlotte Pipe and Foundry Company

Dated \_\_\_\_\_

\_\_\_\_\_  
Mark W. Merritt, Esq.  
Robinson, Bradshaw & Hinson, P.A.  
Counsel for Charlotte Pipe and  
Foundry Company and Randolph Holding  
Company, L.L.C.

Dated \_\_\_\_\_

**FEDERAL TRADE COMMISSION**

By: \_\_\_\_\_  
William L. Lanning  
Attorney, Bureau of Competition

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Tejasvi Srimushnam  
Attorney, Bureau of Competition

**APPROVED:**

By: \_\_\_\_\_  
Melanie Sabo

\_\_\_\_\_  
Assistant Director  
Bureau of Competition

\_\_\_\_\_  
Geoffrey M. Green  
Deputy Assistant Director  
Bureau of Competition

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Peter J. Levitas  
Deputy Director  
Bureau of Competition

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Richard A. Feinstein  
Director  
Bureau of Competition