

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

In the Matter of)	
)	
McWane, Inc.,)	
a corporation, and)	
)	
Star Pipe Products, Ltd.)	Docket No. 9351
a limited partnership.)	
)	

**AGREEMENT CONTAINING ORDER TO SHOW CAUSE AND
ORDER MODIFYING ORDER ISSUED AGAINST STAR PIPE PRODUCTS, LTD.**

The Federal Trade Commission (“Commission”), having initiated an investigation of certain conduct of Star Pipe Products, Ltd. (“Star Pipe”) related to Star Pipe’s compliance with its obligations under the Decision and Order that the Commission issued against Star Pipe in *In the Matter of McWane, Inc., and Star Pipe Products, Ltd.*, Docket No. 9351, on May 8, 2012 (“Star Pipe Order”), and it now appearing that Star Pipe, hereinafter sometimes referred to as “Respondent,” is willing to enter into this Agreement Containing Order to Show Cause and Order Modifying Order (“Consent Agreement”) agreeing to modifications of the Star Pipe Order as described in the attached Order Modifying Order (“Modifying Order”);

IT IS HEREBY AGREED by and between Respondent, its duly authorized officer and attorney, and counsel for the Commission that:

1. Respondent Star Pipe is a limited partnership organized, existing, and doing business under and by virtue of the laws of the state of Texas, with its office and principal place of business located at 4018 Westhollow Parkway, Houston, Texas 77082.
2. Respondent waives:
 - a. Any further procedural steps;
 - b. Any requirement that the Commission’s Modifying Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. Its rights under the show cause procedures set forth in Section 3.72(b) of the Commission’s Rules of Practice, 16 C.F.R. § 3.72(b);
 - d. All rights to seek judicial review or otherwise to challenge or contest the validity of the Modifying Order entered pursuant to this Consent Agreement; and
 - e. Any claim under the Equal Access to Justice Act.

3. 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 may 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 Respondent, in which event it will take such action as it may consider appropriate, or issue and serve the Modifying Order, in disposition of the proceeding.
4. This Consent Agreement is for settlement purposes only and does not constitute an admission by Respondent that any law or order has been violated.
5. When final, the Modifying 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 Modifying Order shall become final upon service. Delivery of the Modifying Order to Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to Respondent’s Counsel as identified in the Consent Agreement – shall constitute service. Respondent waives any right it may have to any other manner of service.
6. The Order to Show Cause may be used in construing the terms of the Modifying Order, and no agreement, understanding, representation, or interpretation not contained in the Order to Show Cause or the Modifying Order may be used to vary or contradict the terms of the Modifying Order.
7. By signing the Consent Agreement, Respondent represents and warrants that it can accomplish the full relief contemplated by the attached Modifying Order and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by the Consent Agreement are parties to the Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Modifying Order.
8. Respondent has read the draft of the Order to Show Cause and the Modifying Order. Respondent understands that once the Modifying Order has been issued, Respondent will be required to file one or more compliance reports showing how it has complied, and is complying with the Modifying Order. Respondent agrees to comply with the terms of the proposed Modifying Order from the date it signs this Consent Agreement; provided, however, that Respondent will have no obligation to comply with the terms of the proposed Modifying Order if the Commission withdraws its acceptance of this Consent Agreement. Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Modifying Order after it becomes final.

STAR PIPE PRODUCTS, LTD.

By:

Daniel W. McCutcheon
President
Star Pipe Products, Ltd.

Dated: _____, 2016

Gregory S.C. Huffman, Esq.
Thompson & Knight LLP
Counsel for Star Pipe Products, Ltd.

Dated: _____, 2016

FEDERAL TRADE COMMISSION

Anne R. Schenof
Thomas H. Brock
Attorneys
Bureau of Competition

APPROVED:

Daniel P. Ducore
Assistant Director
Bureau of Competition

Marian R. Bruno
Deputy Director
Bureau of Competition