

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

In the Matter of)	
)	
Corpus Christi Polymers LLC,)	
 a limited liability company,)	
)	
Alfa, S.A.B. de C.V.,)	
 a corporation,)	File No. 181-0030
)	
Indorama Ventures Plc,)	
 a corporation,)	
)	
Aloke Lohia and Suchitra Lohia,)	
 natural persons,)	
)	
 and)	
)	
Far Eastern New Century Corporation,)	
 a corporation.)	

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”) initiated an investigation of the proposed acquisition of M&G Resins USA LLC’s unfinished polyethylene terephthalate resin production facility in Corpus Christi, Texas and related assets, by Alfa S.A.B. de C.V. (“DAK”) and Indorama Ventures Plc (“Indorama”), controlled by Aloke and Suchitra Lohia (“Lohias”), through Corpus Christi Polymers LLC (“CCP”), a planned production joint venture. The Commission continued the investigation after the parties revised the proposed acquisition to include Far Eastern New Century Corporation (“FENC”) as a third equal-part joint venture partner (collectively, “Proposed Respondents”). The Commission’s Bureau of Competition has prepared a draft administrative complaint (“Draft Complaint”). The Bureau of Competition and Proposed Respondents enter into this Agreement Containing Consent Order (“Consent Agreement”) to resolve the allegations in the Draft Complaint through a proposed Decision and Order (“Decision and Order”), both of which are attached, to present to the Commission.

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

1. Proposed Respondent Alfa S.A.B. de C.V. is a corporation organized, existing, and doing business under, and by virtue of, the laws of Mexico with its executive offices and principal place of business located at Ave. Gómez Morin Sur No. 1111, Col. Carrizalejo, San Pedro Garza Garcia, N.L., Mexico C.P. 66250 .
2. Proposed Respondent Far Eastern New Century Corporation is a corporation organized, existing, and doing business under, and by virtue of, the laws of the Taiwan with its executive offices and principal place of business located at 36F, Taipei Metro Tower 207, Tun Hwa South Road, Sec. 2, Taipei, Taiwan.
3. Proposed Respondent Alope Lohia, Executive Director, Vice Chairman of the Board, and Group Chief Executive Officer of Indorama; and Suchitra Lohia, Executive Director, and Chairperson of the Corporate Social Responsibility Committee of Indorama are natural persons and the ultimate parent entities of Indorama with their executive offices and principal place of business located at 37th Floor, Ocean Tower 2, Soi Sukhumvit 19, Wattana, Bangkok, Thailand.
4. Proposed Respondent Indorama Ventures Plc is a corporation organized, existing, and doing business under, and by virtue of, the laws of the Thailand with its executive offices and principal place of business located at 37th Floor, Ocean Tower 2, Soi Sukhumvit 19, Wattana, Bangkok, Thailand.
5. Proposed Respondent Corpus Christi Polymers LLC is a limited liability company organized, existing, and doing business under, and by virtue of, the laws of the State of Delaware with its executive offices and principal place of business located at 7001 Joe Fulton International Trade Corridor, Corpus Christi, TX 78409 .
6. Proposed Respondents admit all the jurisdictional facts set forth in the Draft Complaint.
7. Proposed Respondents waive:
 - a. any further procedural steps;
 - b. the requirement that the Decision and Order 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 entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
8. 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, or that the facts as alleged in the Draft Complaint, other than jurisdictional facts, are true.

9. Proposed Respondents shall submit an initial compliance report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than 30 days after the date on which Proposed Respondents execute this Consent Agreement and subsequent compliance reports every 60 days thereafter until the Decision and Order becomes final. After the Decision and Order becomes final, the reporting obligations contained in the Decision and Order shall control and the reporting obligations under this Consent Agreement shall cease. Each compliance report shall set forth in detail the manner in which Proposed Respondents have complied, have prepared to comply, are complying, and will comply with the Consent Agreement and the Decision and Order. Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are in compliance with the Consent Agreement and the Decision and Order.
10. Each compliance report submitted pursuant to Paragraph 9 shall be verified in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer or another officer or employee specifically authorized to perform this function. Commission Rule 2.41(a), 16 C.F.R. § 2.41(a), requires that the Commission receive an original and 2 copies of each compliance report. Proposed Respondents shall file a paper original of each compliance report with the Secretary of the Commission and electronic copies of each compliance report with the Secretary at ElectronicFilings@ftc.gov, and with the Compliance Division at bccompliance@ftc.gov. In addition, Proposed Respondents shall provide a copy of each compliance report to the Monitor, if one has been appointed pursuant to the Decision and Order.
11. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Commission accepts the Consent Agreement. If the Commission accepts this Consent Agreement, the Commission will place it, together with the Draft Complaint, the proposed Decision and Order, an explanation of the provisions of the proposed Decision and Order, and any other information that may help interested persons understand the Order on the public record for the receipt of comments for 30 days.
12. If the Commission accepts this Consent Agreement, the Commission may, without further notice to Proposed Respondents: (a) issue and serve its Complaint (in such form as the circumstances may require), and (b) issue and serve its Decision and Order in disposition of the proceeding. Further, at any time before the Commission issues and serves its Decision and Order, the Commission may withdraw its acceptance of this Consent Agreement pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34. If the Commission withdraws its acceptance of this Consent Agreement, the Commission will notify Proposed Respondents and take other actions it considers appropriate.

13. 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), or by delivery to United States counsel for Proposed Respondents identified in this Consent Agreement, shall constitute service to Proposed Respondents. Proposed Respondents waive any rights they may have to any other manner of service. Proposed Respondents also waive any rights they may otherwise have to service of any appendices attached or incorporated by reference into the Decision and Order, if Proposed Respondents are already in possession of such Appendices, 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.
14. 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.
15. By signing this Consent Agreement, Proposed Respondents represent and warrant that:
 - a. they can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order including, among other things, effectuating all required divestitures, assignments and transfers, and obtaining any necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers; and
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding, or are within the control of parties to this Consent Agreement and the Decision and Order, or will be after the acquisition.
16. Proposed Respondents have read the Draft Complaint and the proposed Decision and Order. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondents understand that once the Commission has issued the Decision and Order, they will be required to file one or more compliance reports setting forth in detail the manner in which they have complied, have prepared to comply, are complying, and will comply with the Decision and Order. 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 as provided by statute for other orders. 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.

<p>Corpus Christi Polymers LLC</p> <hr/> <p>By: Sanjay Ahuja Authorized Signatory Corpus Christi Polymers LLC</p> <p>Dated: _____</p> <p>Alfa, S.A.B. de C.V.</p> <hr/> <p>By: Álvaro Fernández Garza President and Chief Executive Officer Alfa, S.A.B. de C.V.</p> <p>Dated: _____</p> <hr/> <p>Jeff L. White Weil, Gotshal & Manges LLP Counsel for Alfa, S.A.B. de C.V.</p> <p>Dated: _____</p> <p>Indorama Ventures Plc and Aloke Lohia and Suchitra Lohia as Ultimate Parent Entity of Indorama Ventures Plc ;</p> <hr/> <p>By: Mr. Aloke Lohia Group Chief Executive Officer Indorama Ventures Plc On Behalf of Indorama Ventures Plc and in his personal capacity and behalf of himself and Mrs. Suchitra Lohia</p> <p>Dated: _____</p> <hr/> <p>Stephen Weissman Baker Botts LLP Counsel for Indorama Ventures Plc and</p>	<p>FEDERAL TRADE COMMISSION</p> <hr/> <p>By: Michael E. Blaisdell Attorney Bureau of Competition</p> <hr/> <p>Peter Richman Assistant Director Mergers III Division Bureau of Competition</p> <hr/> <p>Ian R. Conner Deputy Director Bureau of Competition</p> <hr/> <p>D. Bruce Hoffman Director Bureau of Competition</p>
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Aloke and Suchitra Lohia

Dated: _____

Far Eastern New Century Corporation

By: Chen-Yu Cheng
Corporate Management President
Far Eastern New Century Corporation

Dated: _____

Edward G. Biester III
Duane Morris LLP
Counsel for Far Eastern New Century
Corporation

Dated: _____