per page reproduction cost) payable to the Consent Decree Library.

Ellen Mahan,

Assistant Chief, Environmental Enforcement Section, Environment and Natural Resources Division.

[FR Doc. 01–3064 Filed 2–5–01; 8:45 am]

BILLING CODE 4410–17–M

DEPARTMENT OF JUSTICE

Notice of Lodging of Consent Decree Under the Clean Water Act

Notice is hereby given that on January 18, 2001, a proposed Consent Decree in *United States and State of Georgia* v. *Dalton Utilities, et al.*, Civil Action No. 4:98–CV–191–HLM was lodged with the United States District Court for the Northern District of Georgia.

In this action the United States and the State of Georgia sought civil penalties and injunctive relief to address violations of the Clean Water Act in the wastewater operations of Dalton Utilities, part of the muncipality of Dalton, Georgia. In particular, the United States and State of Georgia alleged unlawful discharges from the collection system and land application system, unlawful disposal of sewage sludge, and violations of Dalton Utilities' pretreatment program. In the Consent Decree, the defendants agree to pay a civil penalty of $6 million and to perform various injunctive relief. The defendants agree to submit to audits of their collection system and pretreatment program, and to make improvements identified during the audits. The defendants agree to monitor their land application system for one year and to correct the causes of any discharges. The State of Georgia agrees to issue a draft NPDES permit covering the land application system at the end of the monitoring period. The defendants also agree to a permanent injunction against the land application of sewage sludge and to remediate, if necessary, fields formerly used for sludge disposal.

The Department of Justice will receive for a period of thirty (30) days from the date of this publication comments relating to the Consent Decree. Comments should be addressed to the Assistant Attorney General, Environment and Natural Resources Division, PO Box 7611, U.S. Department of Justice, Washington, DC 20044–7611, and should refer to *United States and State of Georgia* v. *Dalton Utilities, et al.*, D.J. Ref. 90–5–1–1–4436.

The Consent Decree may be examined at the Office of the United States Attorney, 73 Spring Street, SW, Suite 1800, Atlanta, Georgia, and at U.S. EPA Region 4, 61 Forsyth Street, SW, Atlanta, Georgia. A copy of the Consent Decree may also be obtained by mail from the Consent Decree Library, PO Box 7611, U.S. Department of Justice, Washington, DC 20044–7611. In requesting a copy, please enclose a check in the amount of $28.00 (25 cents per page reproduction cost) payable to the Consent Decree Library.

Ellen Mahan,

Assistant Chief, Environmental Enforcement Section, Environment and Natural Resources Division.

[FR Doc. 01–3063 Filed 2–5–01; 8:45 am]

BILLING CODE 4410–15–M

DEPARTMENT OF JUSTICE

Notice of Lodging of Consent Decree Pursuant to the Clean Air Act

In accordance with 28 CFR 50.7, notice is hereby given that on January 25, 2001 a proposed consent decree in *United States* v. *The Michael's Furniture Company*, Civil Action No. S–00–798 DFL GGH, was lodged with the United States District Court for the Eastern District of California.

In this action, which concerned the Michael's Furniture Company's facility in Sacramento, California, the United States alleged that the company initiated the construction, modification or operation of a stationary source of pollution without first obtaining the necessary permits from the local air district, failed to install the best available control technology, and exceeded the emission limitations in the permits that the company did obtain. The consent decree requires the company to pay a $185,500 penalty (plus interest) and, among other things, to (i) limit emissions of volatile organic compounds (''VOCs'') to 2,500 pounds per month and 7,500 pounds per quarter, (ii) operate its thermal oxidizer to achieve a 95 percent capture efficiency and 95 percent destruction efficiency of VOCs, and (iii) apply for new permits to operate from the local air district that reflect the requirements established in the consent decree.

The Department of Justice will receive, for a period of thirty (30) days from the date of this publication, comments on the proposed consent decree. Comments should be addressed to the Assistant Attorney General for the Environment and Natural Resources Division, P.O. Box 7611, U.S. Department of Justice, Washington, DC 20044–7611, and should refer to *United States* v. *The Michael's Furniture Company*, Civil Action No. S–00–798 DFL GGH (E.D. Cal.), DOJ N0. 90–5–2–1–06556.

The proposed consent decree may be examined at the office of the United States Attorney, 501 ''I'' Street, Sacramento, CA, and may also be obtained my mail from the Consent Decree Library, PO Box 7611, U.S. Department of Justice, Washington, DC 20044–7611. To request a copy of the proposed consent decree by mail, please refer to *United States* v. *The Michael's Furniture Company*, Civil Action No. S–00–798 DFL GGH (E.D. Cal.), DOJ No. 90–5–2–06556, and enclose a check for the amount of $3.50 (25 cents per page reproduction cost) payable to the Consent Decree Library.

Ellen Mahan,

Assistant Chief, Environmental Enforcement Section, Environment and Natural Resources Division.

[FR Doc. 01–3062 Filed 2–5–01; 8:45 am]

BILLING CODE 4410–15–M

DEPARTMENT OF JUSTICE

Antitrust Division

United States of America v. Georgia-Pacific Corporation and Fort James Corporation; Proposed Final Judgment and Competitive Impact Statement

Notice is hereby given pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. section 16(b) through (h), that a proposed Final Judgment, Hold Separate Stipulation and Order, and Competitive Impact Statement have been filed with the United States District Court for the District of Columbia in *United States of America* v. *Georgia-Pacific Corporation and Fort James Corporation*, Civil No. 1:00CV02824. On November 21, 2000, the United States filed a Complaint alleging that the proposed acquisition by Georgia-Pacific Corporation of Fort James Corporation would violate Section 7 of the Clayton Act, 15 U.S.C. 18. The proposed Final Judgment, filed the same time as the Complaint, requires Georgia-Pacific Corporation to divest four tissue-making mills located in Menasha, Wisconsin; Flagstaff, Arizona; Alsip, Illinois; and Gary, Indiana; five tissue converting facilities located in Neenah, Wisconsin; Bellemont, Arizona; Brattleboro, Vermont; Greenwich, New York; and LaGrange, Georgia; along with certain other tangible and intangible assets. Copies of the Complaint, proposed Final Judgment, Hold Separate Stipulation and order, and Competitive Impact Statement are available for inspection at the Department of Justice in

Washington, DC in Room 200, 325 Seventh Street, NW., and at the Office of the Clerk of the United States District Court for the District of Columbia, Washington, DC.

Public comment is invited within 60 days of the date of this notice. Such comments, and responses thereto, will be published in the **Federal Register** and filed with the Court. Comments should be directed to J. Robert Kramer II, Chief, Litigation II Section, Antitrust Division, United States Department of Justice, 1401 H Street, NW., Suite 3000, Washington, DC 20530. (Telephone: (202) 307–0924).

Constance K. Robinson,

Director of Operations & Merger Enforcement.

Hold Separate Stipulation and Order

It is hereby stipulated and agreed by and between the undersigned parties, subject to approval and entry by the Court, that:

I. Definitions

As used in this Hold Separate Stipulation and Order:

A. ''Purchaser'' or ''Purchasers'' means the entity or entities to whom defendants divest the Georgia-Pacific AFH Tissue Business.

B. ''AFH Tissue Product(s)'' means paper napkins, paper towels, and bathroom tissue sold into the away-from-home distribution channel, and all tissue product dispenser systems sold or leased into the away-from-home distribution channel or to away-from-home tissue customers, except for the proprietary tissue product dispenser systems and components sold or leased under the Cormatic and Ultimatic lines and all tangible and intangible assets necessary for the production, marketing and sale of the Cormatic and Ultimatic tissue product dispenser systems and components.

C. ''Fort James'' means defendant Fort James Corporation, a Virginia corporation with its headquarters in Deerfield, Illinois, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, and joint ventures, and their directors, officers, managers, agents, and employees.

D. ''Georgia-Pacific'' means defendant Georgia-Pacific Corporation, a Georgia corporation with its headquarters in Atlanta, Georgia, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

E. ''Georgia-Pacific Tissue LLC'' or ''GPT'' means Georgia-Pacific Tissue LLC, a limited liability company incorporated in Delaware with its headquarters in Atlanta, Georgia, and includes its subsidiaries, divisions, groups, affiliates, partnerships, and joint ventures, and their directors, officers, managers, agents, and employees.

F. ''Georgia-Pacific AFH Tissue Business'' means the business of developing, manufacturing, marketing, and selling AFH Tissue Products as conducted by GPT, including, but not limited to:

(1) All tangible assets used in the research, development, production, marketing, servicing or sale of any AFH Tissue Product that Georgia-Pacific Tissue LLC produced, sold, sells, has plans to sell, or leases, including, but not limited to: research and development activities; all manufacturing equipment, tooling, and fixed assets for the tissue paper making mills located in Menasha, Wisconsin, Flagstaff, Arizona, Alsip, Illinois, and Gary, Indiana, and the tissue converting facilities located in Neenah, Wisconsin, Bellemont, Arizona, Brattleboro, Vermont, Greenwich, New York, and LaGrange, Georgia (but excluding Crossett, Arkansas, Palatka, Florida, and Toluca, Mexico and other Mexican property tangible and intangible); personal property, inventory, office furniture, materials, supplies, and other tangible property used to manufacture or sell AFH Tissue Products; all licenses, permits and authorizations issued by any governmental or standard setting organization relating to the manufacture or sale of any AFH Tissue Product; all contracts, agreements, leases, commitments, certifications, and understandings used in the manufacture or sale of any AFH Tissue Product, including supply agreements; all customer lists, contracts, accounts, and credit records; and all mill operations reports and other records relevant to AFH Tissue Products and the Georgia-Pacific AFH Tissue Business; and

(2) all intangible assets used in the research, development, production, marketing, servicing or sale of any AFH Tissue Product that Georgia-Pacific Tissue LLC produced, sold, sells, or has plans to sell, or leases, including, but not limited to: all legal rights, including intellectual property rights, associated with AFH Tissue Products, including trademarks, trade names, service names, service marks, designs, trade dress, patents, copyrights and all licenses and sublicenses to such intellectual property; all legal rights to use the brand names controlled by GPT, including, but not limited to ''Park Avenue'', ''Main Street'', ''Second Nature'', and ''Coronet'', and any derivations thereof; all trade secrets; all technical information, computer software and related documentation, and know-how, including, but not limited to, recipes and formulas, and information relating to plans for, improvements to, or line extensions of, the products; all research, packaging, sales, marketing, advertising and distribution know-how and documentation, including marketing and sales data, packaging designs, quality assurance and control procedures; all manuals and technical information Georgia-Pacific Tissue LLC provided to its own employees, customers, suppliers, agents or licensees; all specifications for materials, and safety procedures for the handling of materials and substances; all research information and data concerning historic and current research and development efforts, including, but not limited to, designs of experiments and the results of successful and unsuccessful designs and experiments, and all employment contracts and relationships, as existing on July 17, 2000.

II. Objectives

The Final Judgment filed in this case is meant to ensure defendants' prompt divestiture of the Georgia-Pacific AFH Tissue Business for the purpose of assuring the establishment of one or more viable competitors in the away-from-home tissue industry capable of competing effectively in supplying away-from-home tissue products to national accounts and to remedy the anticompetitive effects that the United States alleges would otherwise result from Georgia-Pacific's acquisition of Fort James Corporation. This Hold Separate Stipulation and Order ensures, prior to such divestitures, that the Georgia-Pacific AFH Tissue Business operates as a competitively independent, economically viable, and ongoing business concern that will remain independent and uninfluenced by the consummation of Georgia-Pacific's acquisition of Fort James Corporation, and that competition is maintained during the pendency of the ordered divestitures.

III. Jurisdiction and Venue

The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the United States District Court for the District of Columbia.

IV. Compliance With and Entry of Final Judgment

A. The parties stipulate that a Final Judgment in the form attached hereto as Exhibit A may be filed with and entered

by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act (15 U.S.C. 16), and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the Court.

B. Defendants shall abide by and comply with the provisions of the proposed Final Judgment, pending the Judgment's entry by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an order of the Court.

C. Defendants shall not consummate the transaction sought to be enjoined by the Complaint herein before the Court has signed this Hold Separate Stipulation and Order.

D. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court.

E. In the event (1) the United States has withdrawn its consent, as provided in Section IV(A) above, or (2) the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

F. Defendants represent that the divestiture ordered in the proposed Final Judgment can and will be made, and that defendants will later raise no claim of mistake, hardship or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein.

V. Hold Separate Provisions

Until the divestitures required by the Final Judgment have been accomplished:

A. Defendants shall preserve, maintain, and continue to operate the Georgia-Pacific AFH Tissue Business as an independent, ongoing, economically viable competitive business, with management, sales and operations of such assets held entirely separate, distinct and apart from those of Georgia-Pacific's other operations. Except as provided in this paragraph, Georgia-Pacific shall not coordinate its production, marketing or terms of sale of any products produced by or sold by or through the Georgia-Pacific AFH Tissue Business with the sale of any other products. In no event shall Georgia-Pacific coordinate or integrate the production, marketing, or terms of sale of any products, or the operation of the facilities, acquired as a result of the transaction with Fort James with the products, or facilities used to manufacture the products, produced by or sold through the Georgia-Pacific AFH Tissue Business. Notwithstanding the foregoing provisions, Georgia-Pacific is not prohibited from continuing its historical, regular course of business, system-wide allocation of the manufacture of stock parent rolls and converted tissue products among Georgia-Pacific mills and machines, provided that Georgia-Pacific continues to support and maintain the Georgia-Pacific AFH Tissue Business as an independent, ongoing, economically viable and active competitor in the AFH Tissue Business as required by this Hold Separate Stipulation and Order (including efforts to maintain and increase the sales and revenues of the Georgia-Pacific AFH Tissue Business required under Section V.C.). Within twenty (20) days after the entry of this Hold Separate Stipulation and Order, defendants will inform the United States of the steps defendants have taken to comply with this Hold Separate Stipulation and Order.

B. Georgia-Pacific shall take all steps necessary to ensure that (1) the Georgia-Pacific AFH Tissue Business will be maintained and operated as an independent, ongoing, economically viable and active competitor in the away-from-home tissue industry; (2) management of the Georgia-Pacific AFH Tissue Business will not be influenced by Georgia-Pacific or Fort James; and (3) the books, records, competitively sensitive sales, marketing and pricing information, and decision-making concerning production, distribution or sales of products by or under any of the Georgia-Pacific AFH Tissue Business will be kept separate and apart from Georgia-Pacific's other operations.

C. Defendants shall use all reasonable efforts to maintain and increase the sales and revenues of the products produced by or sold under the Georgia-Pacific AFH Tissue Business, and shall maintain at 2000 levels or previously approved levels for 2001, whichever are higher, all promotional, advertising, sales, technical assistance, marketing and merchandising support for the Georgia-Pacific AFH Tissue Business.

D. Georgia-Pacific shall provide sufficient working capital and lines and sources of credit to continue to maintain the Georgia-Pacific AFH Tissue Business as an economically viable and competitive, ongoing business, consistent with the requirements of Sections V(A) and V(B).

E. Georgia-Pacific shall take all steps necessary to ensure that all the assets of the Georgia-Pacific AFH Tissue Business are fully maintained in operable condition at no less than current capacity and sales, and shall maintain and adhere to normal repair and maintenance schedules for those assets.

F. Defendants shall not, except as part of a divestiture approved by the United States in accordance with the terms of the proposed Final Judgment, remove, sell, lease, assign, transfer, pledge or otherwise dispose of any of the Georgia-Pacific AFH Tissue Business.

G. Defendants shall maintain, in accordance with sound accounting principles, separate, accurate and complete financial ledgers, books and records that report on a periodic basis, such as the last business day of every month, consistent with past practices, the assets, liabilities, expenses, revenues and income of the Georgia-Pacific AFH Tissue Business.

H. Defendants shall take no action that would jeopardize, delay, or impede the sale of the Georgia-Pacific AFH Tissue Business.

I. Georgia-Pacific's employees with primary responsibility for the Georgia-Pacific AFH Tissue Business shall not be transferred or reassigned to other areas within the company except for transfer bids initiated by employees pursuant to defendants' regular, established job posting policy. Defendant shall provide the United States with ten (10) calendar days notice of such transfer.

J. Prior to consummation of their transaction, defendants shall appoint Lee M. Bingham to oversee the Georgia-Pacific AFH Tissue Business and to be responsible for defendants' compliance with this section. This person shall have complete managerial responsibility for the Georgia-Pacific AFH Tissue Business, subject to the provisions of this Final Judgment. In the event such person is unable to perform his duties, defendants shall appoint, subject to the approval of the United States, a replacement within ten (10) working

days. Should defendants fail to appoint a replacement acceptable to the United States within this time period, the United States shall appoint a replacement.

K. Defendants shall take no action that would interfere with the ability of any trustee appointed pursuant to the Final Judgment to monitor and complete the divestiture pursuant to the Final Judgment to a purchaser or purchasers acceptable to the United States.

L. This Hold Separate Stipulation and Order shall remain in effect until consummation of the divestiture required by the proposed Final Judgment or until further order of the Court.

Dated: November 21, 2000.

For Plaintiff, United States of America.

Justin M. Dempsey,
U.S. Department of Justice, Antitrust Division, Litigation II Section, 1401 H Street, NW., Suite 3000, Washington, DC 20530, (202) 307–5815.

Respectfully submitted,

For Defendant, Georgia-Pacific Corporation.

Wayne Dale Collins,
Shearman & Sterling, Lexington Avenue, New York, NY 10022, (212) 848–4127.

For Defendant, Fort James Corporation.

Ilene Knable Gotts,
Wachtell, Lipton, Rosen & Katz, 51 W. 52nd Street, New York, NY 10019, (212) 403–1247.

Order

It is so Ordered by the Court, this 21st day of November, 2000.

Richard W. Roberts,
United States District Judge.

Final Judgment

Whereas, plaintiff, the United States of America (''United States''), filed its Complaint on November 21, 2000, and defendants Georgia-Pacific Corporation (''Georgia-Pacific'') and Fort James Corporation (''Fort James''), by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein, and without this Final Judgment constituting any evidence against or any admission by any party with respect to any issue of law or fact herein;

And Whereas, defendants have agreed to be bound by the provisions of this Final Judgment pending its approval by the Court;

And Whereas, the essence of this Final Judgment is the prompt and certain divestiture of the business and assets identified below to assure that competition is not substantially lessened;

And Whereas, the United States requires defendants to make the divestitures ordered herein for the purpose of remedying the loss of competition alleged in the Complaint;

And Whereas, defendants have represented to the United States that the divestitures ordered herein can and will be made promptly and that defendants later will raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained below;

Now, Therefore, before taking any testimony, and without trial or adjudication of any issue of fact or law herein, and upon consent of the parties hereto, it is hereby *Ordered, Adjudged, and Decreed* as follows:

I. Jurisdiction

This Court has jurisdiction over each of the parties hereto and over the subject matter of this action. The Complaint states a claim upon which relief may be granted against defendants under section 7 of the Clayton Act, as amended (15 U.S.C. 18).

II. Definitions

As used in this Final Judgment:

A. ''Georgia-Pacific'' or ''G–P'' means defendant Georgia-Pacific Corporation, a Georgia corporation with its headquarters in Atlanta, Georgia, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, and joint ventures, and their directors, officers, managers, agents, and employees.

B. ''Georgia-Pacific Tissue LLC'' or ''GPT'' means Georgia-Pacific Tissue LLC, a limited liability company incorporated in Delaware with its headquarters in Atlanta, Georgia, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, and joint ventures, and their directors, officers, managers, agents, and employees.

C. ''Fort James'' means defendant Fort James Corporation, a Virginia corporation with its headquarters in Deerfield, Illinois, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, and joint ventures, and their directors, officers, managers, agents, and employees.

D. ''AFH Tissue Products(s)'' means paper napkins, paper towels, and bathroom tissue sold into the away-from-home distribution channel, and all tissue product dispenser systems sold or leased into the away-from-home distribution channel or to away-from-home tissue customers, except for the proprietary tissue product dispenser systems and components sold or leased under the Cormatic and Ultimatic lines and all tangible and intangible assets necessary for the production, marketing and sale of the Cormatic and Ultimatic tissue product dispenser systems and components.

E. ''Georgia-Pacific AFH Tissue Business'' means the business of developing, manufacturing, marketing, and selling AFH Tissue Products as conducted by GPT, including, but not limited to:

(1) All tangible assets used in the research, development, production, marketing, servicing or sale of any AFH Tissue Product that Georgia-Pacific Tissue LLC produced, sold, sells, has plans to sell, or leases, including, but not limited to: research and development activities; all manufacturing equipment, tooling, and fixed assets for the tissue paper making mills located in Menasha, Wisconsin, Flagstaff, Arizona, Alsip, Illinois, and Gary, Indiana, and the tissue converting facilities located in Neenah, Wisconsin, Bellemont, Arizona, Brattleboro, Vermont, Greenwich, New York, and LaGrange, Georgia (but excluding Crossett. Arkansas, Palatka, Florida, and Toluca, Mexico and other Mexican property tangible and intangible); personal property, inventory, office furniture, materials, supplies, and other tangible property used to manufacture or sell AFH Tissue Products; all licenses, permits and authorizations issued by any governmental or standards setting organization relating to the manufacturing or sale of any AFH Tissue Product; all contracts, agreements, leases, commitments, certifications, and understandings used in the manufacture or sale of any AFH Tissue Product, including supply agreement(s), except for (i) existing supply agreements for parent rolls with Georgia-Pacific (to be replaced by the new supply agreements under section IV.A(2)), and (ii) existing supply agreements for finished AFH tissue products transferred from the Crossett, Arkansas and Palatka, Florida tissue mills to GPT; all customer lists, contracts, accounts, and credit records; and all mill operations reports and other records relevant to AFH Tissue Products and the Georgia-Pacific AFH Tissue Business; and

(2) all intangible assets used in the research, development, production, marketing, servicing or sale of any AFH Tissue Product that Georgia-Pacific Tissue LLC produced, sold, sells, or has plans to sell, or leases, including, but not limited to: all legal rights, including intellectual property rights, associated with AFH Tissue Products, including trademarks, trade names, service names, service marks, designs, trade dress, patents, copyrights and all licenses and

sublicenses to such intellectual property; all legal rights to the brand names controlled by GPT, including, but not limited to ''Park Avenue'', ''Maine Street'', ''Second Nature'', and ''Coronet'', and any derivations thereof; all trade secrets; all technical information, computer software and related documentation, and know-how, including, but not limited to, recipes and formulas, and information relating to plans for, improvements to, or line extensions of, the products; all research, packaging, sales, marketing, advertising and distribution know-how and documentation, including marketing and sales data, packaging designs, quality assurance and control procedures; all manuals and technical information Georgia-Pacific Tissue LLC provided to its own employees, customers, suppliers, agents or licensees; all specifications for materials, and safety procedures for the handling of materials and substances; all research information and data concerning historic and current research and development efforts, including, but not limited to, designs of experiments and the results of successful and unsuccessful designs and experiments, and all employment contracts and relationships, as existing on July 17, 2000.

III. Applicability

A. This Final Judgment applies to Georgia-Pacific, Georgia-Pacific Tissue LLC, and Fort James, as defined above, and all other persons in active concert or participation with any of them who receive actual notice of this Final Judgment by personal service or otherwise.

B. Defendants shall require, as a condition of the sale or other disposition of all or substantially all G–P's or Fort James's assets, or of lesser business units that include the Georgia-Pacific AFH Tissue Business, that the purchaser of G–P's or Fort James's assets agrees to be bound by the provisions of this Final Judgment, provided, however, that defendants need not obtain such an agreement from the purchaser of the Georgia-Pacific AFH Tissue Business.

IV. Divestitures

A. Defendants are ordered and directed, within one hundred twenty (120) calendar days after the filing of the Complaint in this matter, or five (5) days after notice of the entry of this Final Judgment by this Court, whichever is later, to

(1) divest the Georgia-Pacific AFH Tissue Business in a manner consistent with this Final Judgment as a viable ongoing business to one or more purchasers acceptable to the United States in its sole discretion, provided that at least one of these purchasers, in the sole judgment of the United States, becomes, as a result of the acquisition and any preexisting AFH business, capable of competing effectively in supplying AFH Tissue Products to national accounts; and,

(2) at the option of the purchaser or purchasers of the Georgia-Pacific AFH Tissue Business, enter into an agreement to supply tissue parent rolls of a quality and character substantially similar to those currently provided to Georgia-Pacific Tissue LLC pursuant to its supply contract with G–P, such agreement to (a) obligate G–P to provide up to 120,000 tons of parent roll tissue in the aggregate, (b) continue for at least 3 years if requested by the purchaser and to be renewed thereafter annually upon the request of the purchaser, with the concurrence of the United States in its sole discretion, for two periods of one-year each, to extend the total term of the agreement up to five (5) years, (c) permit the purchaser to terminate the agreement, or to reduce the total tonnage required, upon reasonable prior notice to G–P, and (d) specify commercially reasonable price and other terms for parent rolls that are reasonably designed to permit the purchaser or purchasers to compete in the sale of commercial tissue products generally and, in particular, to national accounts.

B. Defendants agree to use their best efforts to divest the Georgia-Pacific AFH Tissue Business as expeditiously as possible. The United States, in its sole discretion, may extend the time period for the divestiture two additional periods of time, not to exceed thirty (30) calendar days each, and shall notify this Court in such circumstances.

C. In accomplishing the divestiture ordered by this Final Judgment, defendants promptly shall make known, by usual and customary means, the availability of the Georgia-Pacific AFH Tissue Business. Defendants shall inform any person making inquiry regarding a possible purchase of the Georgia-Pacific AFH Tissue Business that it is being divested pursuant to this Final Judgment and provide that person with a copy of this Final Judgment. Defendants shall offer to furnish to all prospective purchasers, subject to customary confidentiality assurances, all information and documents relating to the Georgia-Pacific AFH Tissue Business customarily provided in a due diligence process, except such information or documents subject to the attorney-client or attorney work-product privileges. Defendants shall make available such information to the United States at the same time that such information is made available to any other person.

D. Defendants shall provide the purchaser and the United States information relating to any Georgia-Pacific personnel primarily involved in the research, production, operation, development, marketing and sale of AFH Tissue Products by the Georgia-Pacific AFH Tissue Business to enable the purchaser to make offers of employment. Defendants will not interfere with any negotiations by the purchaser to employ any Georgia-Pacific employee whose primary responsibility is the research, production, operation, development, marketing or sale of AFH Tissue Product(s) by the Georgia-Pacific AFH Tissue Business.

E. Defendants shall permit prospective purchasers of the Georgia-Pacific AFH Tissue Business to have reasonable access to personnel and to make inspections of the physical facilities to be divested; access to any and all environmental, zoning, and other permit documents and information; and access to any and all financial, sales, marketing, operational, or other documents and information customarily provided as part of a due diligence process.

F. Defendants shall warrant to the purchaser of the Georgia-Pacific AFH Tissue Business that each asset of the Georgia-Pacific AFH Tissue Business will be operational on the date of sale.

G. Defendants shall not take any action that will impede in any way the permitting, operation, or divestiture of the Georgia-Pacific AFH Tissue Business.

H. Defendants shall warrant to the purchaser(s) of the Georgia-Pacific AFH Tissue Business that there are no material defects in the environmental, zoning or other permits pertaining to the operation of any of the assets of the Georgia-Pacific AFH Tissue Business, and that following the sale of the Georgia-Pacific AFH Tissue Business, defendants will not undertake, directly or indirectly, any challenges to the environmental, zoning, or other permits relating to the operation of the Georgia-Pacific AFH Tissue Business.

I. Unless the United States consents in writing, the divestiture pursuant to Section IV of this Final Judgment, whether by defendants or by a trustee appointed pursuant to Section VI of this Final Judgment, shall include the entire Georgia-Pacific AFH Tissue Business as defined in Section II. Prior to divestiture, the Georgia-Pacific AFH Tissue Business shall be operated pursuant to the Hold Separate

Stipulation and Order entered by this Court. The divestiture of the Georgia-Pacific AFH Tissue Business shall be accomplished by selling or otherwise conveying the Georgia-Pacific AFH Tissue Business to a purchaser(s) in such a way as to satisfy the United States, in its sole discretion, that the business to be divested can and will be used by the purchaser(s) as part of a viable ongoing AFH tissue business, and that at least one of these purchasers, in the sole judgment of the United States, becomes, as a result of the acquisition and any preexisting AFH business, capable of competing effectively in supplying AFH Tissue Products to national accounts. The divestiture of the Georgia-Pacific AFH Tissue Business, whether pursuant to Section IV or Section VI of this Final Judgment, shall be made to a purchaser(s) in a manner so as to satisfy the United States, in its sole discretion, that it: (1) Has the capability and intent of competing effectively in the development, production and sale of AFH Tissue Products; (2) has the managerial, operational, technical and financial capability to compete effectively in the development, production and sale of AFH Tissue Products; and (3) is not hindered by the terms of any agreement between the purchaser and defendants that gives either defendant the ability unreasonably to raise the purchaser's costs, to lower the purchaser's efficiency, or otherwise to interfere with the ability of the purchaser to compete effectively.

V. Notice of Proposed Divestitures

A. Within two (2) business days following execution of a definitive agreement, contingent upon compliance with the terms of this Final Judgment, to effect, in whole or in part, any proposed divestiture pursuant to Sections IV or VI of this Final Judgment, defendants or the trustee, whichever is then responsible for effecting the divestiture, shall notify the United States of the proposed divestiture. If the trustee is responsible, it shall similarly notify defendants. The notice shall set forth the details of the proposed divestiture and list the name, address, and telephone number of each person not previously identified who offered to, or expressed an interest in or a desire to, acquire any ownership interest in the Georgia-Pacific AFH Tissue Business, together with full details of same. Within fifteen (15) calendar days of receipt by the United States of such divestiture notice, the United States may request from defendants, the proposed purchaser, or any other third party, or the trustee if applicable, additional information concerning the proposed divestiture, the proposed purchaser, and any other potential purchaser. Defendants and the trustee shall furnish any additional information requested from them within fifteen (15) calendar days of the receipt of the request, unless the parties shall otherwise agree. Within thirty (30) calendar days after receipt of the notice, or within twenty (20) calendar days after the United States has been provided the additional information requested from the defendants, the proposed purchaser, and any third party, whichever is later, the United States shall provide written notice to defendants and the trustee, if there is one, stating whether or not it objects to the proposed divestiture. If the United States provides written notice to defendants (and the trustee if applicable) that it does not object, then the divestiture may be consummated, subject only to defendants' limited right to object to the sale under Section VI(B) of this Final Judgment. Absent written notice that the United States does not object to the proposed purchaser or upon objection by the United States, a divestiture proposed under Section IV or Section VI may not be consummated. Upon objection by defendants under the provision in Section VI(B), a divestiture proposed under Section VI shall not be consummated unless approved by the Court.

B. In the event that the required divestitures are made to more than one purchaser, all purchasers must be identified simultaneously by the defendants, or by the applicable trustee, in order that the proposed divestiture may be reviewed jointly by the United States.

VI. Appointment of Trustee

A. Immediately upon the filing of this Final Judgment, the United States may, in its sole discretion, nominate a trustee, which the Court shall appoint, if such trustee is approved by the Court. If a trustee is appointed, that person shall monitor the divestiture by defendants of the Georgia-Pacific AFH Tissue Business. This procedure will enable the trustee to be familiar with all applicable divestiture issues in the event the trustee becomes responsible, pursuant to this Final Judgment, for completing the divestiture required by this Final Judgment.

B. In the event that defendants have not completed the divestiture required by this Final Judgment within the time specified in Section IV of this Final Judgment, defendants shall notify the United States of that fact in writing. If a trustee has already been appointed under Section VI(A) of this Final Judgment, the trustee shall immediately assume the sole power and authority to effect the divestiture of the Georgia-Pacific AFH Tissue Business. If a trustee has not been appointed, the Court shall, on application of the United States, appoint a trustee selected by the United States and approved by the Court to effect the divestiture of the Georgia-Pacific AFH Tissue Business. Upon the appointment of a trustee and expiration of the time specified in Section IV of this Final Judgment, then only the trustee shall have the power and authority to accomplish the divestiture of the Georgia-Pacific AFH Tissue Business. The trustee shall have the power and authority to accomplish the divestiture at the earliest possible time to a purchaser acceptable to the United States at such price and on such terms as are then obtainable for the Georgia-Pacific AFH Tissue Business, upon a reasonable effort by the trustee, subject to the provisions of Section IV, V, and VI of this Final Judgment, and shall have such other powers as the Court shall deem appropriate. Subject to Section VI(C) of this Final Judgment, the trustee shall have the power and authority to hire, after the time period described in Section IV(A) and at the cost and expense of the defendants, any investment bankers, attorneys, or other agents reasonably necessary in the judgment of the trustee to assist in the divestiture, and such professionals and agents shall be accountable solely to the trustee. Defendants shall not object to a divestiture by the trustee on any ground other than the trustee's malfeasance. Any such objections by defendants must be conveyed in writing to the United States and the trustee within ten (10) calendar days after the trustee has provided the notice required under Section V of this Final Judgment.

C. The trustee shall serve at the cost and expense of defendants, on such terms and conditions as approved by the United States. The trustee shall account for all monies derived from the sale of the Georgia-Pacific AFH Tissue Business, and all costs and expenses so incurred. After approval by the Court of the trustee's accounting, including fees for its services and those of any professionals and agents retained by the trustee, all remaining money shall be paid to defendants and the trust shall then be terminated. The compensation of the trustee and of any professionals and agents retained by the trustee shall be reasonable in light of the value of the Georgia-Pacific AFH Tissue Business and based on a fee arrangement providing the trustee with an incentive

based on the price and terms of the divestiture and the speed with which it is accomplished, but timeliness is paramount.

D. If a trustee is appointed under Section VI(A) of this Final Judgment, defendants shall use their best efforts to assist the trustee in monitoring defendants' attempts to divest the Georgia-Pacific AFH Tissue Business pursuant to this Final Judgment. Defendants shall also use their best efforts to assist the trustee in accomplishing the required divestiture pursuant to this Section, including their best efforts to effect all necessary consents and regulatory approvals. The trustee and any consultants, accountants, attorneys, and other persons retained by the trustee shall have full and complete access to the personnel, books, records, and facilities of the Georgia-Pacific AFH Tissue Business, and defendants shall develop financial or other information relevant to such business as the trustee may reasonably request, subject to reasonable protection for trade secrets or other confidential research, development or commercial information. Defendants shall take no action to interfere with or to impede the trustee's accomplishment of the divestiture.

E. After its appointment, the trustee shall file monthly reports with the United States and the Court setting forth either the defendants' or the trustee's efforts, whichever is applicable, to accomplish the divestiture ordered under this Final Judgment; provided, however, that to the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. After the time period described in Section IV(A), such reports shall include the name, address and telephone number of each person who, during the preceding month, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the business to be divested, and shall describe in detail each contact with any such person during that period. The trustee shall maintain full records of all efforts made to divest the Georgia-Pacific AFH Tissue Business.

F. If the trustee has not accomplished the divestiture of the Georgia-Pacific AFH Tissue Business within six (6) months after it became responsible for selling the Georgia-Pacific AFH Tissue Business, the trustee thereupon shall file promptly with the Court a report setting forth (1) the trustee's efforts to accomplish the required divestiture, (2) the reasons, in the trustee's judgment, why the required divestiture has not been accomplished, and (3) the trustee's recommendations. To the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. The trustee shall at the same time furnish such report to the parties, who shall each have the right to be heard and to make additional recommendations consistent with the purpose of the Final Judgment. The Court shall enter thereafter such orders as it shall deem appropriate in order to carry out the purpose of this Final Judgment which may, if necessary, include extending this Final Judgment and the term of the trustee's appointment by a period requested by the United States.

VII. Affidavits

A. Within twenty (20) calendar days of the filing of the Compliant in this matter and every thirty (30) calendar days thereafter until the divestiture has been completed, whether pursuant to Section IV or Section VI of this Final Judgment, defendants shall deliver to the United States an affidavit as to the fact and manner of their compliance with Sections IV or VI of this Final Judgment. Each such affidavit shall include, *inter alia*, the name, address, and telephone number of each person who, at any time after the period covered by the last such report, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the Georgia-Pacific AFH Tissue Business, and shall describe in detail each contact with any such person during that period. Each such affidavit shall also include a description of the efforts that defendants have taken to solicit potential purchasers for the business to be divested and to provide required information to potential purchasers, including the limitations, if any, on such information. Assuming the information set forth in the affidavit is true and complete, any objection by the United States to information provided by defendants, including limitations on information, shall be made within fourteen (14) days of receipt of such affidavit.

B. Within twenty (20) calendar days of the filing of the Complaint in this matter, defendants shall deliver to the United States an affidavit which describes in detail all actions defendants have taken and all steps defendants have implemented on an ongoing basis to preserve the Georgia-Pacific AFH Tissue Business pursuant to Section VIII of this Final Judgment and the Hold Separate Stipulation and Order entered by the Court. The affidavit also shall describe, but not be limited to, defendants' efforts to maintain and operate the Georgia-Pacific AFH Tissue Business as an active competitor, maintain its management, staffing, research and development activities, sales, marketing and pricing, and maintain the business in operable condition at current capacity configurations. Defendants shall delivery to the United States an affidavit describing any changes to the efforts and actions outlined in defendants' earlier affidavit(s) filed pursuant to this Section within fifteen (15) calendar days after the change is implemented.

C. Until one year after the divestiture has been completed, defendants shall preserve all records of all efforts made to preserve the business to be divested and to effect the ordered divestiture.

VIII. Hold Separate Order

Until the divestiture required by this Final Judgment has been accomplished, defendants shall take all steps necessary to comply with the Hold Separate Stipulation and Order entered by this Court. Defendants shall take no action that would jeopardize the divestiture ordered by this Court.

IX. Financing

Defendants are ordered and directed not to finance all or any part of any purchase made pursuant to Sections IV or VI of this Final Judgment.

X. No Reacquisition

Defendants may not reacquire any part of the Georgia-Pacific AFH Tissue Business divested during the term of this Final Judgment.

XI. Compliance Inspection

For the purposes of determining or securing compliance with this Final Judgment or of determining whether this Final Judgment should be modified or vacated, and subject to any legally recognized privilege, from time to time.

A. Duly authorized representatives of the United States Department of Justice, including consultants and other persons retained by the United States, upon written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendants made to their principal offices, shall be permitted:

1. Access during office hours of defendants to inspect and copy, or at plaintiff's option, to require defendants to provide copies of, all books, ledgers, accounts, correspondence, memoranda,

and other records and documents in the custody or possession or under the control of defendants relating to the matters contained in this Final Judgment and the Hold Separate Stipulation and Order; and

2. Subject to the reasonable convenience of defendants and without restraint or interference from them, to interview, either informally or on the record, their officers, employees, and agents, who may have counsel present, regarding any such matters.

B. Upon the written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, made to defendants' principal offices, defendants shall submit such written reports, under oath if requested, with respect to any matter contained in this Final Judgment or the Hold Separate Stipulation and Order.

C. No information or documents obtained by the means provided in this Section of this Final Judgment shall be divulged by a representative of the United States to any person other than an authorized representative of the executive branch of the United States, except in the course of legal proceedings to which the United States is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by defendants to the United States, defendants represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and defendants mark each pertinent page of such material. ''Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure,'' then ten (10) calendar day's notice shall be given to defendants by the United States prior to divulging such material in any legal proceeding (other than a grand jury proceeding) to which defendants are not a party.

XII. Retention of Jurisdiction

Jurisdiction is retained by this Court for the purpose of enabling any of the parties to this Final Judgment to apply to this Court at any time for such further orders and directions as may be necessary or appropriate for the construction or carrying out of this Final Judgment, for the modification of any of the provisions hereof, for the enforcement of compliance herewith, and for the punishment of any violations hereof.

XIII. Termination

Unless this Court grants an extension, this Final Judgment will expire upon the tenth anniversary of the date of its entry.

XIV. Public Interest

Entry of this Final Judgment is in the public interest.

Date: __, 2000.

Court approval subject to procedures of the Antitrust Procedures and Penalties Act. 15 U.S.C. 16

United States District Judge.

Certificate of Service

I hereby certify under penalty of perjury that on this 21th day of November, 2000, I caused copies of the Complaint, Final Judgment, Hold Separate Stipulation and Order, and United States' Explanation of Consent Decree Procedures to be served upon the following:

Wayne Dale Collins, Esq., Shearman & Sterling, 801 Pennsylvania Avenue, NW., Washington, D.C. 20004–2604, Counsel for Georgia-Pacific Corporation

Ilene K. Gotts, Esq., Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019–6150, Counsel for Fort James Corporation

Justin M. Dempsey, Trial Attorney, U.S. Department of Justice, Antitrust Division, 1401 H Street, NW., Suite 4000, Washington, DC 20530, Telephone: 202–307–5815, Facsimile: 202–307–6283.

Competitive Impact Statement

The United States, pursuant to the Antitrust Procedures and Penalties Act (''APPA''), 15 U.S.C. 16(b)–(h), files this Competitive Impact Statement relating to the proposed Final Judgment submitted for entry in this civil antitrust proceeding.

I. Nature and Purpose of This Proceeding

On November 21, 2000, the United States filed a Complaint alleging that the acquisition of Fort James Corporation (''Fort James'') by Georgia-Pacific Corporation (''Georgia-Pacific'') would substantially lessen competition in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18. The Complaint alleges that the Defendants (Georgia-Pacific and Fort James) are the two largest producers of away-from-home (''AFH'') tissue products in the United States. The proposed acquisition would result in Georgia-Pacific accounting for approximately 66 percent of the dollar sales of AFH tissue products sold in the United States, and would also result in Georgia-Pacific controlling approximately 36 percent of North American tissue parent roll productive capacity. As alleged in the Complaint, the transaction will substantially lessen competition in the production and sale of AFH tissue products in the United States, thereby harming consumers. Accordingly, the prayer for relief in the Complaint seeks among other things: (1) A judgment that the proposed acquisition would violate Section 7 of the Clayton Act; and (2) permanent injunctive relief that would prevent Defendants from carrying out the acquisition or otherwise combining their businesses or assets.

At the same time the Complaint was filed, the United States also filed a proposed settlement that would permit Georgia-Pacific to acquire Fort James, provided that Georgia-Pacific divest its AFH Tissue Business (as defined in the proposed Final Judgment) in order to preserve competition. The settlement consists of a proposed Final Judgment and a Hold Separate Stipulation and order.

The proposed Final Judgment orders Defendants to divest the Georgia-Pacific AFH Tissue Business to an acquirer or acquirers approved by the United States. Defendants must complete the divestiture within one hundred twenty (120) calendar days after the filing of the Compliant, or five days after notice of the entry of the Final Judgment, whichever is later. The United States may nominate a trustee to monitor the divestiture process at any point. If Defendants do not complete the divestiture within the prescribed time, then, under the terms of the proposed Final Judgment, this Court will appoint a trustee to sell the Georgia-Pacific AFH Tissue Business, if a monitoring trustee has not already been appointed. If a monitoring trustee has been appointed, that person shall monitor the divestiture by the Defendants and complete the divestiture if Defendants have not completed the divestiture within the prescribed time.

The Hold Separate Stipulation and Order, which this Court entered on November 21, 2000, and the proposed Final Judgment require Defendants to preserve, maintain and continue to operate the Georgia-Pacific AFH Tissue Business as an independent, ongoing, economically viable competitive business, with the management, sales and operations held separate from Georgia-Pacific's other operations.

The United States and Defendants have stipulated that the proposed Final Judgment may be entered after compliance with the APPA. Entry of the proposed Final Judgment would terminate this action, except that this Court would retain jurisdiction to construe, modify or enforce the

provisions of the proposed Final Judgment and to punish violations thereof.

II. Description of the Events Giving Rise to the Alleged Violation of the Antitrust Laws

A. The Defendants

1. Georgia-Pacific Corporation

Georgia-Pacific, a Georgia corporation with its principal place of business in Atlanta, Georgia, is the second largest forest products company in the United States, and also the second largest manufacturer of AFH tissue products in the United States. In 1999, Georgia-Pacific reported sales of approximately $18 billion, with $1.4 billion of sales in tissue products in the United States, $674 million of which was derived from sales of AFH tissue products in the United States.

2. Fort James Corporation

Fort James, a Virginia corporation with its principal place of business in Deerfield, Illinois, is the largest tissue manufacturer and the largest AFH tissue products manufacturer in the United States. In 1999, Fort James reported sales of approximately $7 billion, with $3.1 billion of sales in tissue products in the United States, $1.3 billion of which was derived from sales of AFH tissue products in the United States.

B. The Proposed Acquisition

On or about July 16, 2000, Georgia-Pacific entered into an agreement with Fort James to purchase Fort James for cash and Georgia-Pacific stock with an aggregate value of approximately $11 billion. The proposed combination of Georgia-Pacific and Fort James precipitated the United States's antitrust suit.

C. The Competitive Effects of the Acquisition in AFH Tissue

1. The AFH Tissue Market

AFH tissue products are tissue products consumer primarily in commercial and other away-from-home establishments, such as office buildings, factories, restaurants, hospitals, schools, hotels and airports. The Complaint alleges that three separate categories of AFH tissue are relevant products (or lines of commerce) within the meaning of Section 7 of the Clayton Act: AFH bathroom tissue, AFH paper napkins, and AFH paper towels. There are no reasonably interchangeable substitutes for any of these relevant products to which a significant number of consumers would switch in response to a small but significant increase in price.

AFH tissue products differ from retail tissue products (those sold in grocery stories, club stores and other retail outlets) in numerous important respects, including significant physical differences, distinct distribution channels, branding, industry recognition, purchaser perception, and significant price differences. Because of these differences, a small but significant increase in the price of AFH tissue products would not cause a significant number of purchasers to switch to retail tissue products. Additionally, AFH tissue products are often produced using distinct production equipment and processes, and a significant number of tissue product manufacturers produce only AFH or retail tissue products, but not both.

A significant amount of AFH tissue products are sold to national accounts, such as quick serve restaurants. Many national account customers require national suppliers of AFH tissue products to ensure consistent product quality and timely delivery. In addition, is it usually more efficient and less costly for national accounts and distributors servicing national accounts to deal with a single tissue supplier with the ability to supply all the customers' locations, rather than with several suppliers servicing only limited regions. Therefore, for many AFH tissue purchasers, the only reasonably acceptable suppliers for AFH tissue products are the few AFH tissue manufacturers capable of servicing national accounts.

The production of AFH tissue products is a two-stage process. First, ''parent rolls'' of tissue are produced on very large, expensive and complex machines (''tissue machines''), which are suitable only for making tissue paper. A tissue machine combines water and certain types and grades of pulp at the ''wet end'' of the machine and processes these materials into various types, grades and ''basis weights'' of tissue paper, which correspond to the particular physical properties required by the finished tissue product being produced. As tissue paper comes off the ''dry end'' of the machine, it is wound into a ''parent roll'' which can weigh several tons and measure eight to ten feet in diameter and up to 25 feet in length. Tissue parent rolls are subsequently converted by specialized machines into finished tissue products.

This manufacturing process permits supply substitution by a significant number of AFH tissue manufacturers among the three AFH tissue products. Thus, while each AFH tissue product is a separate line of commerce and a relevant market for purposes of the Clayton Act, the ability of a significant number of suppliers to efficiently switch their production among AFH tissue products means that in each market the competitive effects will be similar. Thus, the Complaint alleges that AFH bathroom tissue, AFH paper napkins, and AFH paper towels can be usefully aggregated into what is referred to here as the ''AFH tissue market.''

The Complaint alleges that the relevant geographic market within the meaning of Section 7 of the Clayton Act is no larger than the United States, Mexico and Canada (''North America''), and may be smaller. AFH tissue products are light and bulky, and consequently, a relatively small amount of product will fill a truck, making shipping long distances uneconomical. Accordingly, the amount of AFH tissue products imported into the United States is negligible, and a small but significant increase in the price of any AFH tissue product would not cause a sufficient number of purchasers to switch to finished products manufactured outside the United States to make the price increase unprofitable. Parent rolls of tissue paper (those not yet converted into a final tissue product) can be shipped economically longer distances than finished tissue products, making it profitable to ship parent rolls from part of Canada and parts of Mexico to converting facilities in parts of the United States for processing into finished goods.

2. Anticompetitive Consequences of the Acquisition

The Complaint alleges that Georgia-Pacific's acquisition of Fort James would enable Georgia-Pacific to unilaterally exercise market power in the market for AFH tissue products by reducing the output of those products and the output of the AFH parent rolls used to produce AFH tissue, causing the price for AFH tissue products sold in the United States to increase following the merger.

Georgia-Pacific has approximately 11 percent of North American capacity for the production of AFH tissue, and Fort James has approximately 25 percent. Hence, the acquisition would result in Georgia-Pacific accounting for approximately 36 percent of available North American AFH parent roll capacity. This increase in industry capacity controlled by Georgia-Pacific would give it sufficient capacity to profit from the increase in price caused by a unilateral reduction in output after this merger. While in other cases, this level of industry capacity might not allow for a profitable unilateral price increase resulting from an output

reduction, two factors in this case give rise to a significant anticompetitive effect. Demand for AFH tissue products is relatively inelastic, and manufacturers of AFH parent rolls converted into products for sale in the United States are already operating at or near capacity and are not able to expand parent roll output quickly. The evaluation of the profit-maximization calculation for the merged firm, the low elasticity of parent roll demand, the contribution margin of parent rolls and the fact that competitors are operating at or very near their capacity and cannot timely increase that capacity led to the conclusion that the amount of capacity controlled post-merger would give Georgia-Pacific the opportunity and incentive to reduce output unilaterally and thereby increase its prices and profits at the expense of purchasers.

With respect to the sale of AFH tissue products. Georgia-Pacific and Fort James are the two largest producers of AFH tissue products in the United States. Georgia-Pacific has approximately a 23 percent market share of dollar sales and Fort James has approximately a 43 percent market share of dollar sales, resulting in the combined from having approximately a 66 percent share of dollar sales in the United States following the merger. Moreover, only a few suppliers of AFH tissue products typically qualify as acceptable suppliers to national account customers, due to needs relating to volume, uniform quality and consistency, timely delivery on a national basis, and distributional efficiencies. The loss of Fort James as one of the few competitors capable of competing for national accounts business will likely result in higher prices to these customers.

Entry is unlikely to be timely, likely or sufficient to prevent the exercise of market power that Georgia-Pacific would be able to engage in following the merger. Entry into AFH tissue products business would require a high sunk capital investment in equipment and facilities. AFH parent roll making machines are expensive and require extensive environmental permitting to install. Design and construction is also lengthy. The time required from initial planning for a new machine to final construction is more than two years. Furthermore, a successful new entrant would require converting lines to produce finished tissue products, a reliable distribution system and an extensive sales force. As a result of these factors, new entry into the AFH tissue products business, especially entry that would replace lost competition in sales to national accounts, is not likely to occur.

III. Explanation of the Proposed Final Judgment

The proposed Final Judgment requires that Georgia-Pacific divest its AFH Tissue Business to a purchaser or purchasers, approved by the United States, that can compete effectively in the AFH tissue business and thereby remedy the anticompetitive effects alleged in the Complaint. Specifically, the proposed Final Judgment requires Georgia-Pacific to divest as an ongoing business virtually all of the tangible and intangible assets of Georgia-Pacific Tissue LLC (defined in the proposed Final Judgment), the Georgia-Pacific business unit responsible for its AFH tissue manufacturing, marketing and sales. The divestiture includes all customer lists and the sales and marketing force employment contracts and relationships of Georgia-Pacific Tissue LLC along with its current productive assets. The assets include four tissue making mills located in Menasha, Wisconsin; Flagstaff, Arizona; Alsip, Illinois; and Gary, Indiana; with total tissue machine capacity of approximately 368,000 tons per year. The assets to be divested also include five tissue converting facilities located in Neenah, Wisconsin; Bellemont, Arizona; Brattleboro, Vermont; Greenwich, New York; and LaGrange, Georgia; with total tissue converting capacity of approximately 560,000 tons per year.

Georgia-Pacific is also required to offer, at the purchaser's option, a supply contract to provide the purchaser with up to 120,000 tons per year of tissue parent rolls. The supply contract is limited to an initial term of three years, with two one-year extensions possible if the United States concurs. The supply contract is intended to bridge the gap between the converting capacity and the parent roll capacity being divested, and provides adequate time for the purchaser to plan for and build a new tissue mill, which can take as long as five years. The supply contract replaces a similar agreement between Georgia-Pacific and Georgia-Pacific Tissue LLC, and is intended to ensure the continuation of the divested assets as an ongoing and viable business capable of competing effectively in the production and sale of AFH tissue products. Georgia-Pacific's compliance with the requirements of the Final Judgment will prevent an increase in market share in AFH tissue products as a result of its acquisition of Fort James, and preserve the competition that would have been lost as a result of the acquisition.

Defendants must use their best efforts to divest the Georgia-Pacific AFH Tissue Business as expeditiously as possible. The proposed Final Judgment provides that the Georgia-Pacific AFH Tissue Business be divested in such a way as to satisfy the United States, in its sole discretion, that the acquirer(s) can and will use the assets as part of a viable, ongoing business, and that if there are multiple divestitures, that at least one of the purchasers will become, as a result of the divestiture, capable of competing effectively in supplying AFH tissue products to national accounts.

The United States may at any time nominate a trustee to monitor the divestiture. If Defendants do not accomplish the ordered divestiture within the prescribed time period, then the monitoring trustee will immediately assume the sole power and authority to accomplish the divestiture. If a monitoring trustee has not yet been appointed, the Court shall appoint a trustee upon application by the United States.

If a trustee is appointed, the proposed Final Judgment provides that Defendants must cooperate fully with the trustee and pay all of the trustee's costs and expenses. The trustee's compensation will be structured to provide an incentive for the trustee based on the price and terms of the divestiture and the speed with which it is accomplished. After the trustee's appointment becomes effective, the trustee will file monthly reports with the United States and this Court setting forth either the Defendants' or the trustee's efforts, whichever is applicable, to accomplish the required divestiture. If at the end of six months after a trustee has become responsible for selling the Georgia-Pacific AFH Tissue Business, the divestiture has not been accomplished, then the trustee shall, and the United States and Defendants may, make recommendations to this Court, which shall enter such orders as appropriate to carry out the purpose of the Final Judgment.

IV. Remedies Available to Potential Private Litigants

Section 4 of the Clayton Act, 15 U.S.C. 15, provides that any person who has been injured as a result of conduct prohibited by the antitrust laws may bring suit in federal district court to recover three times the damages the person has suffered, as well as the costs of bringing a lawsuit and reasonable attorneys' fees. Entry of the proposed Final Judgment will neither impair nor assist the bringing of any private antitrust damage action. Under the provisions of Section 5(a) of the Clayton Act, 15 U.S.C. 16(a), the proposed Final

Judgment has no effect as *prima facie* evidence in any subsequent private lawsuit that may be brought against Defendants.

V. Procedures Available for Modification of the Proposed Final Judgment

The parties have stipulated that the proposed Final Judgment may be entered by this Court after compliance with the provisions of the APPA, provided that the United States has not withdrawn its consent. The APPA conditions entry of the decree upon this Court's determination that the proposed Final Judgment is in the public interest.

The APPA provides a period of at least sixty (60) days preceding the effective date of the proposed Final Judgment within which any person may submit to the United States written comments regarding the proposed Final Judgment. Any person who wishes to comment should do so within sixty (60) days of the date of publication of this Competitive Impact Statement in the **Federal Register**. The United States will evaluate and respond to the comments. All comments will be given due consideration by the Department of Justice, which remains free to withdraw its consent to the proposed Final Judgment at any time prior to entry. The comments and the response of the United States will be filed with this Court and published in the **Federal Register**. Written comments should be submitted to: J. Robert Kramer II, Chief, Litigation II Section Antitrust Division, United States Department of Justice, 1401 H Street, NW., Suite 3000, Washington, DC 20530.

The proposed Final Judgment provides that this Court retains jurisdiction over this action, and the parties may apply to this Court for any order necessary or appropriate for the modification, interpretation, or enforcement of the Final Judgment.

VI. Alternatives to the Proposed Final Judgment

The United States considered, as an alternative to the proposed Final Judgment, a full trial on the merits against Defendants. The United States is satisfied, however, that the divestiture of the Georgia-Pacific AFH Tissue Business, and other relief contained in the proposed Final Judgment will establish, preserve and ensure a viable competitor in the relevant market identified by the United States. Thus, the United States is convinced that the proposed Final Judgment, once implemented by the Court, will prevent Georgia-Pacific's acquisition of Fort James from having adverse competitive effects.

VII. Standard of Review Under the APPA for Proposed Final Judgment

The APPA requires that proposed consent judgments in antitrust cases brought by the United States be subject to a sixty (60) day comment period, after which the court shall determine whether entry of the proposed Final Judgment is ''in the public interest.'' In making that determination, the court may consider—

> (1) the competitive impact of such judgment, including termination of alleged violations, provisions for enforcement and modification, duration or relief sought, anticipated effects of alternative remedies actually considered, and any other considerations bearing upon the adequacy of such judgment;
>
> (2) the impact of entry of such judgment upon the public generally and individuals alleging specific injury from the violations set forth in the complaint including consideration of the public benefit, if any, to be derived from a determination of the issues at trial.

15 U.S.C. 16(e) (emphasis added). As the Court of Appeals for the District of Columbia has held, the APPA, permits a court to consider, among other things, the relationship between the remedy secured and the specific allegations set forth in the government's complaint, whether the decreed is sufficiently clear, whether enforcement mechanisms are sufficient, and whether the decree may positively harm third parties. *See United States* v. *Microsoft Corp.*, 56 F.3d 1448, 1458–62 (D.C. Cir. 1995).

In conducting this inquiry, ''the Court is nowhere compelled to go to trial or to engage in extended proceedings which might have the effect of vitiating the benefits of prompt and less costly settlement through the consent decree process.'' [1] Rather,

> absent a showing of corrupt failure of the government to discharge its duty, the Court, in making its public interest finding, should * * * carefully consider the explanations of the government in the competitive impact statement and its responses to comments in order to determine whether those explanations are reasonable under the circumstances.[2]

Accordingly, with respect to the adequacy of the relief secured by the decree, a court may not ''engage in an unrestricted evaluation of what relief would best serve the public.'' *United States*v. *BNS, Inc.*, 858 F.2d 456, 462–63 (9th Cir. 1988), *quoting United States* v. *Bechtel Corp.*, 648 F.2d 660, 666 (9th Cir.), *cer. denied*, 454 U.S. 1083 (1981); *cert. denied*, 454 U.S. 1083 (1981); *see also Microsoft*, 56 F.3d at 1458. Precedent requires that

> [t]he balancing of competing social and political interests affected by a proposed antitrust consent decree must be left, in the first instance, to the discretion of the Attorney General. The court's role in protecting the public interest is one of insuring that the government has not breached its duty to the public in consenting to the decree. The court is required to determine not whether a particular decree is the one that will best serve society, but whether the settlement is ''within the reaches of the public interest.'' More elaborate requirements might undermine the effectiveness of antitrust enforcement by consent decree.[3]

The proposed Final Judgment, therefore, should not be reviewed under a standard of whether it is certain to eliminate every anticompetitive effect of a particular practice or whether it mandates certainty of free competition in the future. Court approval of a final judgment requires a standard more flexible and less strict than the standard required for a finding of liability. A ''proposed decree must be approved even if it falls short of the remedy the court would impose on its own, as long as it falls within the range of acceptability or is 'within the reaches of public interest.' '' [4]

Moreover, the court's role under the APPA is limited to reviewing the remedy in relationship to the violations that the United States alleges in its Complaint, and does not authorize the

[1] 119 Cong. Rec. 24,598 (1973). *See United States* v. *Gillette Co.*, 406 F. Supp. 713, 715 (D. Mass. 1975). A ''public interest'' determination can be made properly on the basis of the Competitive Impact Statement and Response to Comments filed pursuant to the APPA. Although the APPA authorizes the use of additional procedures, those procedures are discretionary (15 U.S.C. 16(f)). A court need not invoke any of them unless it believes that the comments have raised significant issues and that further proceedings would aid the court in resolving those issues. *See* H.R. Rep. No. 93–1463, 93rd Cong. 2d Sess. 8–9 (1974), reprinted in 1974 U.S.C.C.A.N. 6535, 6538.

[2] *United States* v. *Mid-America Dairymen, Inc.*, 1977–1 Trade Cas. (CCH) ¶ 61,508, at 71,980 (W.D. Mo. 1977); *See also United States* v. *Loew's Inc.*, 783 F. Supp. 211, 214 (S.D.N.Y. 1992), *United States* v. *Columbia Artists Mgmt., Inc.*, 662 F.Supp. 865, 870 (S.D.N.Y. 1987).

[3] *United States* v. *Bechtel. Corp.*, 648 F.2d at 666 (citations omitted) (emphasis added); *see United States* v. *BNS, Inc.*, 858 F.2d at 463; *United States* v. *National Broadcasting Co.*, 449 F. Supp. 1127, 1143 (C.D. Cal. 1978); *United States* v. *Gillette Co.*, 406 F. Supp. at 716. *See also United States* v. *American Cynamid Co.*, 719 F.2d 558, 565 (2d Cir. 1983), cert denied, 465 U.S. 1101 (1984).

[4] *United States* v. *American Tel. & Tel. Co.*, 552 F. Supp. 131, 151 (D.D.C. 1982) (quoting Gillette, 406 F. Supp. at 716), *aff'd sub nom. Maryland* v. *United States*, 460 U.S. 1001 (1983); *United States* v. *Alcan Aluminum, Ltd.*, 605 F. Supp. 619, 222 (W.D. Ky. 1985; *United States* v. *Carrols Dev. Corp.*, 454 F. Supp. 1215, 1222 (N.D.N.Y. 1978).

court to ''construct [its] own hypothetical case and then evaluate the decree against that case.'' Microsoft, 56 F.3d at 1459. Since the ''court's authority to review the decree depends entirely on the government's exercising its prosecutorial discretion by bringing a case in the first place,'' it follows that the court ''is only authorized to review the decree itself,'' and not to ''effectively redraft the complaint'' to inquire into other matters that the United States might have but did not pursue. Id.

VIII. Determinative Documents

There are no determinative materials or documents within the meaning of the APPA that were considered by the United States in formulating the proposed Final Judgment.

Dated: January 25, 2001. Washington, D.C.

Respectfully submitted,

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Certificate of Service

I hereby certify that I served a copy of the foregoing Competitive Impact Statement via First Class United States Mail and facsimile transmission, this 25th day of January 2001, on:

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BILLING CODE 4410–11–M

DEPARTMENT OF LABOR

Office of the Secretary

Submission for OMB Review; Comment Request

January 16, 2001.

The Department of Labor (DOL) has submitted the following public information collection requests (ICRs) to the Office of Management and Budget (OMB) for review and approval in accordance with the Paperwork Reduction Act of 1995 (Pub. L. 104–13, 44 U.S.C. Chapter 35). A copy of each individual ICR, with applicable supporting documentation, may be obtained by calling the Department of Labor. To obtain documentation contact Darrin King at (202) 693–4129 or E-Mail *King-Darrin@dol.gov*.

Comments should be sent to Office of Information and Regulatory Affairs, Attn: OMB Desk Officer for MSHA, Office of Management and Budget, Room 10235, Washington, DC 20503 ((202) 395–7316), within 30 days from the date of this publication in the **Federal Register**.

The OMB is particularly interested in comments which:

- Evaluate whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility;
- Evaluate the accuracy of the agency's estimate of the burden of the proposed collection of information, including the validity of the methodology and assumptions used;
- Enhance the quality, utility, and clarity of the information to be collected; and
- Minimize the burden of the collection of information on those who are to respond, including through the use of appropriate automated, electronic, mechanical, or other technological collection techniques or other forms of information technology, *e.g.*, permitting electronic submission of responses.

Type of Review: Extension of a currently approved collection.

Agency: Mine Safety and Health Administration (MSHA).

Title: Ventilation Plans, Tests, and Examinations in Underground Coal Mines.

OMB Number: 1219–0088.

Affected Public: Business or other for-profit and State, Local, or Tribal Government.

Frequency: On occasion; monthly; weekly; and daily.

Number of Respondents: 980.

Number of Annual Responses: 2,262,566.

Estimated Time Per Response: Varies from approximately 16 hours for large mines to update and submit a Mine Ventilation Plan to approximately three minutes for a mine foreman to countersign a record of hazardous conditions resulting from unintentional fan stoppages of greater than 15 minutes.

Total Burden Hours: 2,725,770.

Total Annualized Capital/Startup Costs: $40.

Total Annual Costs (operating/maintaining systems or purchasing services): $194,256.

Description: The Standard for Ventilation Plans, Tests, and Examinations in Underground Coal Mines requires that mine operators maintain records concerning the ventilation system, tests, and examinations which are required by the Standard. The information is necessary to insure that the integrity of a mine's ventilation system is being maintained and that a safe and healthful work environment is provided to miners.

Ira L. Mills,

Departmental Clearance Officer.

[FR Doc. 01–3069 Filed 2–5–01; 8:45 am]
BILLING CODE 4510–43–M

DEPARTMENT OF LABOR

Office of the Secretary

Submission for OMB Review; Comment Request

January 31, 2001.

The Department of Labor (DOL) has submitted the following public information collection requests (ICRs) to the Office of Management and Budget (OMB) for review and approval in accordance with the Paperwork Reduction Act of 1995 (Pub. L. 104–13, 44 U.S.C. Chapter 35). A copy of each individual ICR, with applicable supporting documentation, may be obtained by calling the Department of Labor. To obtain documentation contact Darrin King at (202) 693–4129 or E–Mail King-Darrin@dol.gov.

Comments should be sent to Office of Information and Regulatory Affairs, Attn: OMB Desk Officer for ETA, Office of Management and Budget, Room 10235, Washington, DC 20503 ((202) 395–7316), within 30 days from the date of this publication in the **Federal Register.**

The OMB is particularly interested in comments which:

- Evaluate whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility;
- Evaluate the accuracy of the agency's estimate of the burden of the proposed collection of information, including the validity of the methodology and assumptions used;