

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

**COMMISSIONERS:**

Robert Pitofsky, Chairman  
Mary L. Azcuenaga  
Sheila F. Anthony  
Mozelle W. Thompson  
Orson Swindle

*In the Matter of*

**STONE CONTAINER CORPORATION, a corporation.**

**File No. 9510006**

**AGREEMENT CONTAINING CONSENT ORDER TO CEASE AND DESIST**

The Federal Trade Commission (“the Commission”) having initiated an investigation of certain acts and practices of Stone Container Corporation, a corporation, hereinafter sometimes referred to as “proposed respondent,” and it now appearing that Stone Container Corporation is willing to enter into an agreement containing an order to cease and desist from engaging in the acts and practices being investigated.

**IT IS HEREBY AGREED** by and between Stone Container Corporation, by its duly authorized officers, and its attorneys, and counsel for the Federal Trade Commission that:

1. Proposed respondent Stone Container Corporation is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its mailing address and principal place of business at 150 N. Michigan Avenue, Chicago, Illinois 60601.
2. Proposed respondent admits all of the jurisdictional facts set forth in the draft of complaint here attached.
3. Proposed respondent waives:
  - (a) Any further procedural steps;
  - (b) The requirement that the Commission’s decision 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 order entered pursuant to this agreement; and
  - (d) Any claim under the Equal Access to Justice Act.
4. This agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this agreement is accepted by the Commission, it, together with the draft of complaint contemplated thereby, will be placed on the public

record for a period of sixty (60) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this agreement and so notify the proposed respondent, in which event it will take such action as it may consider appropriate, or issue and serve its complaint (in such form as the circumstances may require) and decision, in disposition of the proceeding.

5. This agreement is for settlement purposes only and does not constitute an admission by proposed respondent that the law has been violated as alleged in the draft of complaint here attached, or that the facts as alleged in the draft complaint, other than the jurisdictional facts, are true.

6. This agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, the Commission may, without further notice to proposed respondent, (1) issue its complaint corresponding in form and substance with the draft of complaint here attached and its decision containing the following order to cease and desist in disposition of the proceeding, and (2) make information public in respect thereto. When so entered, the order to cease and desist shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The order shall become final upon service. Delivery by the U.S. Postal Service of the complaint and decision containing the agreed-to order to proposed respondent's address as stated in this agreement shall constitute service. Proposed respondent waives any right it may have to any other manner of service. The complaint may be used in construing the terms of the order, and no agreement, understanding, representation, or interpretation not contained in the order or the agreement may be used to vary or contradict the terms of the order.

7. Proposed respondent has read the proposed complaint and order contemplated hereby. Proposed respondent understands that once the order has been issued, it will be required to file one or more compliance reports showing that it has fully complied with the order. Proposed respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the order after it becomes final.

## **ORDER**

### **I.**

For purposes of this order, the following definitions shall apply:

A. "Respondent" means Stone Container Corporation, its directors, officers, employees, agents and representatives, predecessors, successors and assigns, and its subsidiaries, divisions, groups, and affiliates controlled, directly or indirectly, by Stone Container Corporation, and the respective directors, officers, employees, agents and representatives, successors and assigns of each.

B. "Linerboard" means any grade of paperboard suitable for use in the production of corrugated containers, but excludes corrugating medium.

C. "Commission" means the Federal Trade Commission.

## II.

**IT IS ORDERED** that respondent, directly or indirectly, through any corporation, subsidiary, division, employee, agent or other device, forthwith cease and desist from:

A. Requesting, suggesting, urging, or advocating that any manufacturer or seller of linerboard raise, fix, or stabilize prices or price levels, or engage in any other pricing action with regard to sales of linerboard to third parties.

B. Entering into, attempting to enter into, adhering to, or maintaining any combination, conspiracy, agreement, understanding, plan or program with any manufacturer or seller of linerboard to fix, raise, establish, maintain or stabilize prices or price levels, or engage in any other pricing action with regard to sales of linerboard to third parties.

PROVIDED, that the following conduct by respondent as and when conducted in the ordinary course of business shall not, of itself, constitute a violation of Paragraph II of this order: (1) agreeing to purchase linerboard from, or sell linerboard to, a competitor; (2) negotiating or agreeing upon the price at which linerboard will be sold to a competitor; (3) negotiating or agreeing upon the price at which linerboard will be purchased from a competitor; and (4) discussing the financial condition of Stone Container Corporation, or the condition of or the prospects for the market for linerboard, with persons who are not competitors, such as non-integrated customers, investors, shareholders, securities analysts, and news and financial reporters.

## III.

**IT IS FURTHER ORDERED** that respondent shall:

A. Within thirty (30) days after the date on which this order becomes final, mail by first class mail a copy of this order, to all of its directors and officers, and to all of its management employees with responsibility for the manufacture, purchase and/or sale of linerboard (hereinafter referred to as "Management Employees") ;

B. For a period of three (3) years after the date on which this order becomes final, mail by first class mail a copy of this order to each person who becomes a director, officer, or Management Employee, within thirty (30) days of the commencement of such person's employment or affiliation with respondent; and

C. For a period of three (3) years after the date on which this order becomes final, require each of its directors, officers, and Management Employees to sign and submit to respondent within thirty (30) days of the receipt thereof a statement that: (1) acknowledges receipt of the order; (2) represents that the undersigned has read and understands the order; and (3) acknowledges that the undersigned has been advised and understands that non-compliance with the order may subject Stone Container Corporation to penalties for violation of the order.

## IV.

**IT IS FURTHER ORDERED** that respondent shall:

A. Within sixty (60) days from the date on which this order becomes final, and annually thereafter for five (5) years on the anniversary date of this order, and at such other times as the Commission may by written notice to the respondent require, file with the Commission a verified written report setting forth in detail the manner and form in which respondent has complied and is complying with this order;

B. For a period of five (5) years after the order becomes final, maintain and make available to the staff of the Federal Trade Commission for inspection and copying, upon reasonable notice, all records of communications with any manufacturer or seller of linerboard relating to mill downtime, rates or levels of production, the purchase or sale of linerboard, or any aspect of pricing for linerboard; and

C. Notify the Commission at least thirty (30) days prior to any proposed changes in Stone Container Corporation such as dissolution, assignment, or sale resulting in the emergence of a successor corporation, the creation or dissolution of subsidiaries, or any other change in the corporation that may affect compliance obligations arising out of the order.

**V.**

**IT IS FURTHER ORDERED** that this order shall terminate twenty (20) years from the date this order becomes final.

Signed this \_\_\_\_ day of January 1998.

For the Bureau of Competition For Stone Container Corporation

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Geoffrey M. Green

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Roger W. Stone  
President, Chief Executive Officer and  
Chairman of the Board of Directors

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Attorney for Stone Container Corporation William O.  
Fifield  
Sidley & Austin

APPROVED:

\_\_\_\_\_  
Michael E. Antalics  
Assistant Director

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Willard K. Tom  
Acting Deputy Director

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William J. Baer

Director