

SUMMONS - CIVIL

JD-CV-1 Rev. 9-08
C.G.S. §§ 51-346, 51-347, 51-349, 51-350, 52-45a,
52-48, 52-259, P.B. Secs. 3-1 through 3-21, 8-1

STATE OF CONNECTICUT
SUPERIOR COURT

www.jud.ct.gov

See page 2 for instructions

TO: Any proper officer; BY AUTHORITY OF THE STATE OF CONNECTICUT, you are hereby commanded to make due and legal service of this Summons and attached Complaint.

- "X" if amount, legal interest or property in demand, not including interest and costs is less than \$2,500.
- "X" if amount, legal interest or property in demand, not including interest and costs is \$2,500 or more.
- "X" if claiming other relief in addition to or in lieu of money or damages.

Address of court clerk where writ and other papers shall be filed (Number, street, town and zip code) (C.G.S. §§ 51-346, 51-350) 95 Washington Street, Hartford, CT 06106		Telephone number of clerk (with area code) (860) 548-2700	Return Date (Must be a Tuesday) October 27, 2009 <small>Month Day Year</small>
<input checked="" type="checkbox"/> Judicial District <input type="checkbox"/> Housing Session	<input type="checkbox"/> G.A. Number:	At (Town in which writ is returnable) (C.G.S. §§ 51-346, 51-349) Hartford	Case type code (See list on page 2) Major: M Minor: 90

For the Plaintiff(s) please enter the appearance of:

Name and address of attorney, law firm or plaintiff if self-represented (Number, street, town and zip code) Michael E. Cole, Office of the Attorney General, 55 Elm Street, Hartford, CT 06106	Juris number (to be entered by attorney only) 417145
Telephone number (with area code) (860) 808-5040	Signature of Plaintiff (If self-represented)

Number of Plaintiffs: **1** Number of Defendants: **2** Form JD-CV-2 attached for additional parties

Parties	Name (Last, First, Middle Initial) and Address of Each party (Number; Street; P.O. Box; Town; State; Zip; Country, if not USA)	
First Plaintiff	Name: State of Connecticut, Office of Attorney General, Antitrust Department, 55 Elm Street, Hartford, CT 06106 Address:	P-01
Additional Plaintiff	Name: Address:	P-02
First Defendant	Name: Address: K+S Aktiengesellschaft, Bertha-von-Suttner Str.7, 34131 Kassel, Germany Serve: Bruce McCulloch, Esq., 701 Pennsylvania Avenue, NW, Suite 600, Washington, D.C. 20004-2692	D-50
Additional Defendant	Name: Address: International Salt Company, LLC, 330 Roberts Street., Ste. 203, East Hartford, CT 06108 Serve: Bruce McCulloch, Esq., Freshfields Bruckhaus Deringer US LLP, 701 Pennsylvania Ave., NW, Ste 600,	D-51
Additional Defendant	Name: Address:	D-52
Additional Defendant	Name: Address:	D-53

Notice to Each Defendant

1. **YOU ARE BEING SUED.** This paper is a Summons in a lawsuit. The complaint attached to these papers states the claims that each plaintiff is making against you in this lawsuit.
2. To be notified of further proceedings, you or your attorney must file a form called an "Appearance" with the clerk of the above-named Court at the above Court address on or before the second day after the above Return Date. The Return Date is not a hearing date. You do not have to come to court on the Return Date unless you receive a separate notice telling you to come to court.
3. If you or your attorney do not file a written "Appearance" form on time, a judgment may be entered against you by default. The "Appearance" form may be obtained at the Court address above or at www.jud.ct.gov under "Court Forms."
4. If you believe that you have insurance that may cover the claim that is being made against you in this lawsuit, you should immediately contact your insurance representative. Other action you may have to take is described in the Connecticut Practice Book which may be found in a superior court law library or on-line at www.jud.ct.gov under "Court Rules."
5. If you have questions about the Summons and Complaint, you should talk to an attorney quickly. **The Clerk of Court is not allowed to give advice on legal questions.**

Signed (Sign and "X" proper box) 	<input checked="" type="checkbox"/> Commissioner of the Superior Court <input type="checkbox"/> Assistant Clerk	Name of Person Signing at Left Michael E. Cole	Date signed 10-13-09
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If this Summons is signed by a Clerk:

- a. The signing has been done so that the Plaintiff(s) will not be denied access to the courts.
- b. It is the responsibility of the Plaintiff(s) to see that service is made in the manner provided by law.
- c. The Clerk is not permitted to give any legal advice in connection with any lawsuit.
- d. The Clerk signing this Summons at the request of the Plaintiff(s) is not responsible in any way for any errors or omissions in the Summons, any allegations contained in the Complaint, or the service of the Summons or Complaint.

I certify I have read and understand the above:	Signed (Self-Represented Plaintiff)	Date	OFFICE OF THE CLERK SUPERIOR COURT HARTFORD, CT FILED OCT 14 P 2:10 PM 2009
Name and address of person recognized to prosecute in the amount of \$250 Not applicable	Signed (Official taking recognizance; "X" proper box)	Date	

RETURN DATE: OCTOBER 27, 2009

STATE OF CONNECTICUT,	:	SUPERIOR COURT
<i>Plaintiff,</i>	:	
	:	JUDICIAL DISTRICT OF HARTFORD
v.	:	AT HARTFORD
	:	
K+S AKTIENGESELLSCHAFT and	:	
INTERNATIONAL SALT COMPANY, LLC.	:	
<i>Defendants.</i>	:	OCTOBER 13, 2009

COMPLAINT

1. The State of Connecticut, represented by Richard Blumenthal, Attorney General of the State of Connecticut, Plaintiff, brings this action pursuant to the Connecticut Antitrust Act, Conn. Gen. Stat. § 35-24 *et seq.*, to remedy the harm caused by the acquisition described below.

2. Defendant K+S Aktiengesellschaft (“K+S”), is a German stock corporation, organized, existing and doing business under and by virtue of the laws of Germany, with its office and principal place of business located at Bertha-von-Suttner Str. 7, 34131 Kassel, Germany.

3. Defendant International Salt Company, LLC (“ISCO”), is a Delaware limited liability company, existing and doing business under and by virtue of the laws of the United States as a wholly-owned subsidiary of K+S, with its offices and principal place of business located at 655 Northern Boulevard, Clarks Summit, Pennsylvania 18411.

4. At all times mentioned herein, Defendants were, and are now, engaged in “trade or commerce” as defined in Conn. Gen. Stat. §35-25(c) and are entities that engage in the provision of bulk deicing salt in the State of Connecticut and other areas of the United States.

5. The alleged acts of the Defendants hereinafter complained of have been effectuated in whole or in part within the State of Connecticut.

6. This action is brought pursuant to the Connecticut Antitrust Act, Conn. Gen. Stat. §§ 35-32 and 35-34.

I. ACQUISITION

7. On or about April 1, 2009, the Dow Chemical Company (“Dow”) announced that Rohm and Haas, a wholly owned subsidiary of Dow, entered into an agreement to sell the stock of Morton International, Inc. (“Morton”), the salt business of Rohm and Haas, to K+S. K+S is one of the world’s leading suppliers of salt products, including bulk deicing salt.

8. Pursuant to a Stock Purchase Agreement dated April 1, 2009 (the “Agreement”), K+S proposes to acquire Morton, from Dow, for approximately \$1.675 billion (the “Acquisition”).

9. Prior to April 1, 2009, ISCO, a wholly owned subsidiary of K+S, was engaged in the provision of bulk deicing salt for road ice and snow control in the State of Connecticut.

10. Prior to April 1, 2009, Morton, a subsidiary of Rohm and Haas, was engaged in the provision of bulk deicing salt for road ice and snow control in the State of Connecticut.

11. The Connecticut Department of Transportation (“DOT”) purchases bulk deicing salt for road ice and snow control by a contract that is administered by the Connecticut

Department of Administrative Services (“DAS”). DOT divides the state into 13 regions or “areas”, and each area is generally put out to bid in August for the upcoming winter’s road salt requirements season. Connecticut towns are given the opportunity to “piggy back” on the state contracts, meaning they can purchase their respective bulk deicing road salt requirements using the contract terms and pricing the road salt vendors agreed to with the DAS for their respective areas.

12. The relevant product market in which to analyze the effects of the Acquisition described herein is the sale and delivery of bulk deicing salt for road ice and snow control.

13. The relevant geographic area within which to analyze the effects of the Acquisition herein is the entire State of Connecticut.

14. The market for the sale and delivery of bulk deicing road salt for ice and snow control in Connecticut is highly concentrated, as measured by the Herfindahl-Hirschman Index (commonly referred to as “HHI”). Post acquisition, a combined ISCO and Morton will have a market share in excess of seventy (70) percent in the State of Connecticut. Post-acquisition HHI for Connecticut is 5,834, and the proposed Acquisition will increase HHI levels by 2,642. These market concentration levels far exceed the thresholds set out in the U.S. Department of Justice and Federal Trade Commission *Horizontal Merger Guidelines* and thus create a presumption that the Acquisition will create or enhance market power.

15. ISCO and Morton are actual and substantial competitors in the market in Connecticut. They are two of a very small number of firms in the relevant market and are the principal bidders for the sale and delivery of bulk deicing salt to customers in the State of

Connecticut. The percentage of bids won by ISCO and Morton exceeds fifty (50) percent for the state during each of the last three years. For the 2008-2009 deicing salt contract, Morton or ISCO was the winning bidder on ten of the thirteen areas in Connecticut.

16. Entry into the market for the sale and delivery of deicing salt would not be timely, likely, or sufficient to prevent, deter or counteract the anticompetitive effects of the Acquisition as set forth in Paragraph 18 below. Entry into the Connecticut market is a difficult process because of, among other things, the lack of acceptable stockpile space along the coast of Connecticut upon which to store bulk deicing road salt. As a result, new entry into the relevant market sufficient to achieve a significant market impact within two years is unlikely.

17. Prior to the Acquisition described herein, ISCO and Morton were actual competitors in the relevant line of commerce in Connecticut.

II. EFFECTS

18. The effect of the Acquisition, if consummated, may be to unreasonably restrain trade or lead to monopolization in the relevant line of commerce in Connecticut in violation of the Connecticut Antitrust Act, as amended, Conn. Gen. Stat. §§35-26 and 35-27, in the following ways, among others:

- (a) by eliminating actual, direct, and substantial competition between ISCO and Morton in the market for the sale and delivery of bulk deicing salt in Connecticut;
- (b) by increasing the ability of ISCO to raise prices unilaterally in the markets for the sale and delivery of bulk deicing salt in Connecticut; and

(c) by increasing the likelihood of coordinated interaction among ISCO and the few remaining firms in the markets for the sale and delivery of bulk deicing salt in Connecticut. Each of which increases the likelihood that the prices for bulk deicing salt will increase in Connecticut.

III. VIOLATION ALLEGED

19. The Agreement described in Paragraph 8 constitutes a violation of the Connecticut Antitrust Act, Conn. Gen. Stat. § 35-24 *et seq.*

20. The Agreement described in Paragraph 8 may, or will, unreasonably restrain trade in the sale and delivery of bulk deicing salt in Connecticut and may cause antitrust injury and other competitive harm to the State of Connecticut and other consumers of bulk road salt.

IV. **PRAYER FOR RELIEF**

WHEREFORE, the Plaintiff, State of Connecticut, demands judgment against K+S and ISCO as follows:

1. A finding that the Defendants have engaged in trade or commerce in Connecticut;
2. A finding that the Agreement is in violation of the Connecticut Antitrust Act, Conn. Gen. Stat. § 35-26 and § 35-34;
3. An Order requiring the Defendants to divest certain assets acquired in the Acquisition to a purchaser approved by Plaintiff;
4. An award of Plaintiff's reasonable attorneys' fees and the costs of this suit; and
5. Such other and further equitable relief as the Court may deem just, equitable and proper.

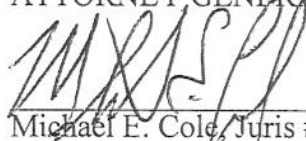
Plaintiff State of Connecticut hereby demands a trial by jury on all issues and causes of action so triable.

Dated at Hartford, Connecticut, this 13th day of October 2009.

PLAINTIFF
STATE OF CONNECTICUT

RICHARD BLUMENTHAL
ATTORNEY GENERAL

BY:



Michael E. Cole, Juris # 417145
Chief, Antitrust Department
Antonia Conti, Juris # 420510
Assistant Attorney General
55 Elm Street, P.O. Box 120
Hartford, CT 06141-0120
Tel: (860) 808-5040
Fax: (860) 808-5033
antonia.conti@po.state.ct.us

State of Connecticut)
) ss Manchester 10/13/09
County of Hartford)

Then and by virtue hereof and by special direction of the plaintiff's attorney, I made due and legal service upon the within named defendant, K& S Aktiengesellschaft, to Bruce McCulloch, Esq., Authorized Recipient of Service for the defendant, by depositing at the U.S. Post Office via certified mail, postage paid, return receipt requested, a true and attested copy of the within original **Summons, Complaint, Amount in Demand, Joint Motion For Stipulated Judgment, Judgment In Accordance with the Stipulation and the Stipulated Judgment**, to K&S Aktiengesellschaft, c/o Bruce McCulloch, Esq. at Freshfields Bruckhuas Deringer US, LLP, at 701 Pennsylvania Avenue, NW, Ste 600, Washington DC, 20004-2692.

Supplemental Return to Follow. 7008 1140 0004 8109 7785.

And again on the 13th day of October, 2009, I made due and legal service upon the within named defendant, International Salt Company, LLC, to Bruce McCulloch, Esq., Authorized Recipient of Service for the defendant, by depositing at the U.S. Post Office via certified mail, postage paid, return receipt requested, a true and attested copy of the within original **Summons, Complaint, Amount in Demand, Joint Motion For Stipulated Judgment, Judgment In Accordance with the Stipulation and the Stipulated Judgment**, to International Salt Company, LLC, c/o Bruce McCulloch, Esq. at Freshfields Bruckhuas Deringer US, LLP, at 701 Pennsylvania Avenue, NW, Ste 600, Washington DC, 20004-2692.

Supplemental Return to Follow: 7008 1140 0004 8109 7792.

FILED
2009 OCT 14 P 2:04
OFFICE OF THE CLERK
SUPERIOR COURT
HARTFORD J.D.

LISA H. STEVENSON
CONNECTICUT STATE MARSHAL
(860) 291-8805
Email: lhstevenson@erols.com





The within is the original **Summons, Complaint, Amount in Demand, Joint Motion For Stipulated Judgment, Judgment In Accordance with the Stipulation and the Stipulated Judgment**, with my doings thereon endorsed.

Attest:

Lisa H. Stevenson
State Marshal
Hartford County

Fees:

Service	30.00
Travel	8.80
Copies	64.00
Endors	7.20
Postage	14.51

Total \$124.51

AG101309

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