maintain the assets described in Paragraph IV.A. of this order.

12. The trustee shall report in writing to Reckitt & Colman and to the Commission every thirty (30) days concerning the trustee's efforts to accomplish the divestitures.

V

Hold Separate

It is further ordered that Reckitt & Colman shall comply with all terms of the Agreement to Hold Separate, attached to this order and made a part hereof as Appendix I. The Agreement to Hold Separate shall continue in effect according to its terms until Reckitt & Colman has divested all of the Rug Cleaning Assets and all of the Carpet Deodorizer Assets as required by this order.

VI

Prior approval

It is further ordered that, for a ten (10) year period commencing on the date this order becomes final, Reckitt & Colman shall not, without the prior approval of the Commission, directly or indirectly, through subsidiaries, partnerships or otherwise:

(1) acquire any stock, share capital, equity or other interest in any concern, corporate or non-corporate, engaged in at the time of such acquisition, or within the two years preceding such acquisition engaged in the development, production, distribution, or sale for resale of Carpet Deodorizer Products in the United States; or

(2) acquire any assets used or previously used (and still suitable for use) in the manufacture, distribution, or sale for resale of Carpet Deodorizer Products in the United States.

Provided, however, that this Paragraph VI shall not apply to the acquisition of products or services acquired in the ordinary course of business.

VII

Compliance Reports

It is further ordered that:

A. Within sixty (60) days after the date this order becomes final and every sixty (60) days thereafter until Reckitt & Colman has fully complied with the provisions of Paragraphs II, III, IV and V of this order, Reckitt & Colman shall submit to the Commission a verified written report setting forth in detail the manner and form in which it intends to comply, is complying, and has complied with those provisions. Reckitt & Colman shall include in its compliance reports, among other things that are required

from time to time, a full description of all substantive contacts or negotiations for each divestiture, including the identity of all parties contacted. Reckitt & Colman also shall include in its compliance reports, subject to any legally recognized privilege, copies of all written communications to and from such parties, all internal memoranda, and all reports and recommendations concerning each divestiture.

B. One (1) year from the date this order becomes final and annually thereafter for nine (9) years on the anniversary date of this order, Reckitt & Colman shall submit to the Commission a verified written report setting forth in detail the manner and form in which it has complied and is complying with this order.

VIII

Access

It is further ordered that, for the purposes of determining or securing compliance with this order, and subject to any legally recognized privilege, upon written request and on reasonable notice to Reckitt & Colman, Reckitt & Colman shall permit any duly authorized representatives of the Commission:

A. Access, during office hours and in the presence of counsel, to inspect and copy all books, ledgers, accounts, correspondence, memoranda and other records and documents in the possession or under the control of Reckitt & Colman or L&F relating to any matters contained in this consent order; and

B. Upon five (5) days' notice to Reckitt & Colman, and without restraint or interference from Reckitt & Colman, to interview officers or employees of Reckitt & Colman or L&F, who may have counsel present, regarding such matters.

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Corporate Change

It is further ordered that Reckitt & Colman shall notify the Commission at least thirty (30) days prior to any proposed change in the corporate respondent such as dissolution, assignment, sale resulting in the emergence of a successor corporation, or the creation or dissolution of subsidiaries or any other change in the corporation that may affect compliance obligations arising out of the order.

Schedule A

Reckitt & Colman shall divest all of the Carpet Deodorizer Products assets and businesses pursuant to the terms of this order. The assets and businesses identified in Paragraph I.H.(2) of this order shall include all assets, properties, business and goodwill, tangible and intangible, utilized by Reckitt & Colman in the development, production, distribution and sale of Carpet Deodorizer Products in the United States, including, but not limited to, the following:

Part 1

(1) all customer lists, vendor lists, catalogs, sales promotion literature, existing advertising materials, marketing information, product development information, research materials, technical information, management information systems, software, inventions, trade secrets, technology, know-how, specifications, designs, drawings, processes and quality control data:

(2) intellectual property rights, patents and patent applications and the formulas, copyrights, trademarks, trade names, tradedress, service marks, and UPC codes:

(3) all rights, title and interest in and to the contracts entered in the ordinary course of business with customers (together with associated bid and performance bonds), suppliers, sales representatives, brokers and distributors, agents, inventors, product testing and laboratory research institutions, providers of electronic data exchange services, personal property lessors, personal property lessees, licensers, licensees, consignors and consignees;

(4) all rights under warranties and guarantees, express or implied;

(5) all Environmental Protection Agency and all other federal and state regulatory agency registrations and applications, and all documents related thereto;

(6) all books, records, files, financial statements, business plans and supporting documents;

(7) all items of prepaid expense; and (8) a perpetual license at no royalty to use the brands, trademarks and tradedress "Airwick Neutra Air" and "Botanicals" in connection with the production, marketing and sale of Carpet Deodorizer Products in the United States.

Part 2

(1) a perpetual license at no royalty to use the brand, trademark and tradedress "Airwick" in connection with the production, marketing and sale of Carpet Deodorizer Products in the United States;

(2) all machinery, fixtures, equipment, molds, vehicles, furniture, tools and all other tangible personal property;

(3) inventory;