

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

In the Matter of

RECKITT & COLMAN plc,
a corporation.

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) Docket No. C-3918
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COMPLAINT

The Federal Trade Commission ("Commission"), having reason to believe that Respondent, Reckitt & Colman plc ("Reckitt & Colman"), a corporation subject to the jurisdiction of the Commission, has agreed to acquire the voting securities of Benckiser N.V., an entity subject to the jurisdiction of the Commission, in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45, and it appearing to the Commission that a proceeding in respect thereof would be in the public interest, hereby issues its Complaint, stating its charges as follows:

I. RESPONDENT

1. Respondent Reckitt & Colman is a corporation organized, existing, and doing business under and by virtue of the laws of England, with its principal place of business located at 67 Alma Road, Windsor, Berkshire SL4 3HD, United Kingdom.

2. Respondent is engaged in, among other things, the research, development, formulation, manufacture, marketing, and sale of Hard Surface Bathroom Cleaners and Fine Fabric Wash Products.

II. JURISDICTION

3. Respondent is, and at all times relevant herein has been, engaged in commerce as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and is a corporation whose business is in or affects commerce as "commerce" is defined in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 44.

III. THE ACQUIRED COMPANY

4. Benckiser N.V. ("Benckiser") is a corporation organized, existing, and doing business under and by virtue of the laws of The Netherlands, with its office and principal place of business located at World Trade Center, Amsterdam Airport, Tower C, Schipholboulevard 229, 1118 BH Schiphol Airport, The Netherlands; and includes, but is not limited to, Benckiser Consumer Products Inc., a corporation organized, existing, and doing business under and by virtue of the laws of Delaware, with its office and principal place of business located at Greenwich American Centre, 5 American Lane, Greenwich, Connecticut 06831-2513. Benckiser's ultimate parent is NRV Vermögensverwaltung GmbH ("Vermögensverwaltung"), a corporation organized, existing, and doing business under and by virtue of the laws of Germany.

5. Benckiser is engaged in, among other things, the research, development, formulation, manufacture, marketing, and sale of Hard Surface Bathroom Cleaners and of Fine Fabric Wash Products.

6. Benckiser is, and at all times relevant herein has been, engaged in commerce as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and is a corporation whose business is in or affects commerce as "commerce" is defined in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 44.

IV. THE PROPOSED ACQUISITION

7. On July 27, 1999, Reckitt & Colman entered into a Merger Agreement to acquire up to 100 percent of the voting securities of Benckiser from Vermögensverwaltung for approximately \$2.7 billion (the "Acquisition").

V. THE RELEVANT MARKETS

8. A relevant line of commerce in which to analyze the effects of the Acquisition is the research, development, formulation, manufacture, marketing, and sale of Hard Surface Bathroom Cleaners.

9. Hard Surface Bathroom Cleaners are products used by consumers to remove from fixtures and cabinets the types of soil and stains that are found in the bathroom, such as built-up dirt, mineral deposits, soap scum, and residues from various personal care products like shampoo and toothpaste. Hard Surface Bathroom Cleaners generally are sold with a trigger or aerosol delivery system.

10. Hard Surface Bathroom Cleaners for consumer use primarily are differentiated through branding. Reckitt & Colman researches, develops, formulates and manufactures Hard Surface Bathroom Cleaners which it markets and sells under the Lysol® brand name. Benckiser researches, develops, formulates and manufactures Hard Surface Bathroom Cleaners which it

markets and sells under the Scrub Free® brand name. Lysol® and Scrub Free® are two of the leading brands of Hard Surface Bathroom Cleaners.

11. Other types of household cleaners (including all purpose cleaners, which generally

