

complementary. Accordingly, there is no possibility of a material unilateral effect because Graco and ITW are not particularly close competitors, and there are many other competitors that sell products that compete closely with those supplied by each of the merging parties.

RESPONSES TO THE FTC'S ALLEGATIONS

I. NATURE OF THE CASE

1. Graco admits that Graco and Illinois Tool Works Inc. ("ITW") entered into an Asset Purchase Agreement ("the Agreement") dated April 14, 2011. Graco avers that its presidents' statements as a whole speak for themselves. Graco denies the remaining allegations in Paragraph 1.

2. Graco avers that its president's documents and statements as a whole speak for



XII. AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE

The Complaint fails to state a claim upon which relief can be granted.



