

Trans No.	Acquiring	Acquired	Entities
20011060	The Drees Company	Allen G. Zaring, III	Zaring Homes, Inc., Zaring Homes of Indiana LLC. Zaring National Corporation.
20011064	Mott MacDonald Group Limited	Thermo Electron Corporation	The Killam Group Inc.
20011065	IAWS Group plc	Marvin M. Schwan	Orion Food Systems International, Inc.

supermarkets in fourteen southeastern states and the Bahamas. Winn-Dixie reported sales of \$14.1 billion for fiscal 1999.

III. The Draft Complaint

The draft complaint alleges that the relevant line of commerce (*i.e.*, the product market) is the retail sale of food and grocery items in supermarkets. Supermarkets provide a distinct set of products and services for consumers who desire to one-stop shop for food and grocery products. They carry a full line and wide selection of both food and

¹ The HHI is a measurement of market concentration calculated by summing the squares of the individual market shares of all the participants.

² Acceptance of the proposed consent order for public comment terminates the Hart-Scott-Rodino waiting period and enables Winn-Dixie immediately to acquire the Jitney-Jungle assets.

supermarkets without the prior approval of the Commission.

Also for a period of ten (10) years, the Proposed Respondent must provide written notice to the Commission prior to acquiring any interest in a supermarket owner or operator, or any facility that has operated as a supermarket within the previous six (6) months, located in any of the Relevant Geographic Markets. Following notice, Proposed Respondent may not complete such an acquisition until after it has provided any information requested by the Commission during a specified waiting period. This provision does not restrict the Proposed Respondent's construction of new supermarket facilities on its own; nor does it restrict the Proposed Respondent from leasing facilities not operated as supermarkets within the previous six (6) months.

The proposed consent order also prohibits the Proposed Respondent, for ten (10) years, from entering into or enforcing any agreement that restricts the ability of any acquirer of any supermarket, leasehold interest in a supermarket, or interest in any retail location used as a supermarket within Okaloosa, Santa Rosa or Walton counties in Florida; Hancock, Harrison, Jackson or Lauderdale counties in Mississippi; St. Tammany Parish, Louisiana; or Mobile County, Alabama on or after January 1, 2000, to operate a supermarket at that site if such supermarket was formerly owned or operated by the Proposed Respondent. In addition, the Proposed Respondent may not remove fixtures or equipment from a store or property owned or leased in these counties that is no longer in operation as a supermarket, except (1) prior to a sale, sublease, assignment, or change in occupancy, (2) to relocate such fixtures or equipment in the ordinary course of business to any other supermarket owned or operated by Proposed Respondent, or (3) otherwise with the prior approval of the Commission.

The Proposed Respondent is required to provide to the Commission a report of compliance with the consent order beginning one (1) year from the date the proposed consent order becomes final and annually for each of the following nine (9) years.

V. Opportunity for Public Comment

The proposed consent order has been

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