

**FEDERAL TRADE COMMISSION
BUREAU OF COMPETITION**



**DEPARTMENT OF JUSTICE
ANTITRUST DIVISION**

HART-SCOTT-RODINO ANNUAL REPORT FISCAL YEAR 2007

**Section 7A of the Clayton Act
Hart-Scott-Rodino Antitrust Improvements Act of 1976**

The Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("HSR Act" or the "Act"), together with Section 13(b) of the Federal Trade Commission Act and Section 15 of the Clayton

During the year, the Commission challenged twenty-two transactions, leading to fourteen consent orders, three administrative complaints that were also litigated in federal court, and five abandoned transactions. The Commission's notable challenges included Service Corporation International's acquisition of Alderwoods Group, Inc.³ The Commission's complaint alleged that the acquisition would have led to higher prices and diminished services for funeral and cemetery services for consumers in forty-seven highly concentrated markets in the United States. The Commission also challenged the proposed merger of the Rite Aid Corporation and The Jean Coutu Group (PJC), Inc.⁴ The merger, as proposed, likely would have resulted in higher prices for consumers of pharmacy services who do not pay a price negotiated by or paid through a third party, such as an insurance plan, in twenty-three markets in the United States.

The Antitrust Division challenged twelve merger transactions, leading to three consent decrees, one abandoned transaction, and seven other transactions that were restructured after the Division informed the parties of its antitrust concerns relating to the transaction. One matter is pending in district court. Notably, the Division obtained a consent decree that is awaiting entry by the Court that would require Monsanto Company and Delta & Pine Land Company to divest a significant seed company, multiple cottonseed lines, and other valuable assets, and require Monsanto to change certain license agreements in order to proceed with their \$1.5 billion merger. The significant divestitures and licensing changes will ensure that U.S. cotton farmers benefit from competition to develop and sell high-yielding cottonseed with the most desirable traits.⁵ The Division also obtained a consent decree under which CEMEX, S.A.B. de C.V., in order to proceed with its acquisition of Rinker Group, was required to divest thirty-nine ready mix concrete, concrete block and aggregate facilities in Arizona and Florida.⁶

In fiscal year 2007, the Commission's Premerger Notification Office ("PNO") continued to respond to thousands of telephone calls seeking information concerning the reportability of transactions under the HSR Act and the details involved in completing and filing the Notification and Report Form ("the filing form"). The HSR website, www.ftc.gov/bc/hsr/hsr.htm, continued to provide improved access to information necessary to the notification process. The website includes such information as introductory guides that provide an overview of the premerger notification program and review process. It also provides access to the filing form and instructions, the premerger notification statute and rules, current filing thresholds, notices of grants of early termination, filing fee instructions, scheduled HSR events, training materials for new HSR practitioners, tips for completing the filing form, procedures for submitting post-consummation filings, frequently asked questions regarding the HSR filing requirements, and other useful information. The website is the primary source of information for HSR practitioners seeking information on changes to the Act and amendments to the premerger rules, including speeches, press releases, summaries and highlights, and Federal Register notices about the

public ready access to PNO staff interpretations of the premerger notification rules and the Act. As always, PNO staff is available to assist HSR practitioners and readily provides them with needed information.

BACKGROUND OF THE HSR ACT

Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. No. 94-435, amended the Clayton Act by adding a new Section 7A, 15 U.S.C §18a. In general, the HSR Act requires that certain proposed acquisitions of voting securities or assets must be reported to the Commission and the Antitrust Division prior to consummation. The parties must then wait a specified period, usually 30 days (15 days in the case of a cash tender offer or a bankruptcy sale), before they may complete the transaction. Whether a particular acquisition is subject to these requirements depends upon the value of the acquisition and, in certain acquisitions, the size of the parties as measured by their sales and assets. Small acquisitions, acquisitions involving small parties, and other classes of acquisitions that are less likely to raise antitrust concerns are excluded from the Act's coverage.

The primary purpose of the statutory scheme, as the legislative history makes clear, is to provide the antitrust enforcement agencies with the opportunity to review mergers and acquisitions before they occur. The premerger notification program, with its filing and waiting period requirements, provides the agencies with both the time and the information necessary to conduct this antitrust review. Much of the information for a preliminary antitrust evaluation is included in the notification filed with the agencies by the parties to the proposed transactions and

**PERCENTAGE OF TRANSACTIONS RESULTING
IN SECOND REQUEST**

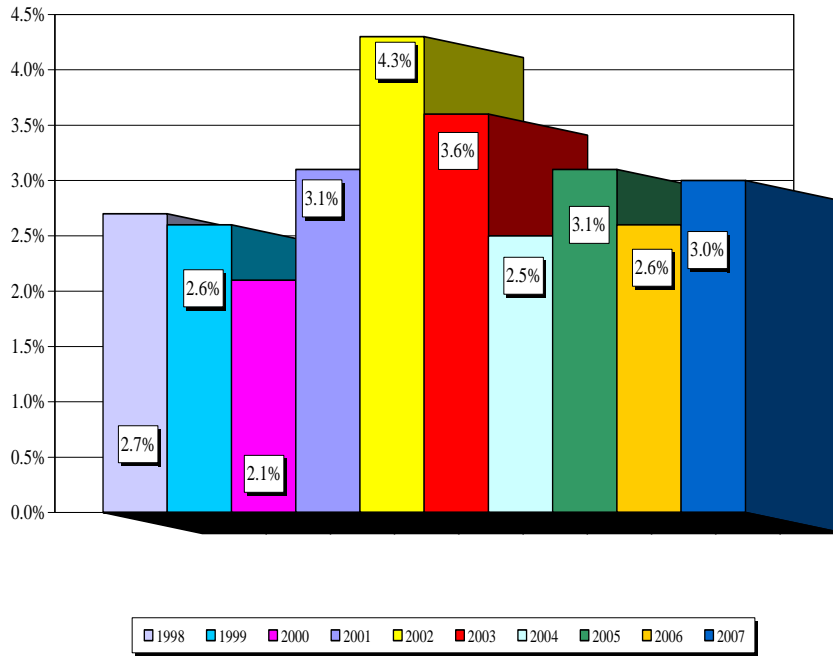


Figure 2

The statistics in Appendix A also show that early termination of the waiting period was requested in the majority of transactions. In fiscal year 2007, early termination was requested in 84 percent (1,840) of the transactions reported, up slightly from fiscal year 2006 where it was requested in 83 percent (1,468) of the transactions reported. Similarly, the percentage of requests granted out of the total requested increased slightly from 75 percent in fiscal year 2006 to 76 percent in fiscal year 2007.

Statistical tables (Tables I through XI) in Exhibit A contain information about the agencies' enforcement activities for transactions reported in fiscal year 2007. The tables provide, for various statistical breakdowns, the number and percentage of transactions in which year 2007. 1.165

The tables also provide the number of transactions based on the dollar value of

value of reported transactions rising to about \$630 billion in fiscal year 2004, \$1.1 trillion in fiscal year 2005, \$1.3 trillion in fiscal year 2006, and almost \$2 trillion in 2007.

Tables X and XI provide the number of transactions in each industry group in which the acquiring person or the acquired entity derived revenue. Figure 3 illustrates the percentage of reportable transactions within industry groups for fiscal year 2007 based on the acquired entity's operations.⁹

Figure 3

DEVELOPMENTS WITHIN THE PREMERGER PROGRAM

1. *Compliance*

The Commission and the Antitrust Division continued to monitor compliance with the premerger notification program's filing and waiting period requirements and initiated a number of compliance investigations in fiscal year 2007. The agencies monitor compliance through a variety of methods, including the review of newspapers and industry publications for announcements of transactions that may not have been reported in accordance with the

⁹ The "Other" category consists of industry segments

requirements of the Act. In addition, industry sources, such as competitors, customers and suppliers, and interested members of the public, often provide the agencies with information about transactions and possible violations of the Act's requirements.

Under Section 7A(g)(1) of the Act, any person that fails to comply with the Act's notification and waiting period requirements is liable for a civil penalty of up to \$11,000 for each day the violation continues.¹⁰ The antitrust agencies examine the circumstances of each violation to determine whether penalties should be sought.¹¹ During fiscal year 2007, 32 corrective filings for violations were received. The agencies brought one enforcement action, resulting in the payment of \$250,000 in civil penalties.

In *United States v. James D. Dondero*,¹² the complaint alleged that James D. Dondero, a Texas hedge fund manager, failed to comply with the notification and waiting period requirements of the HSR Act prior to exercising options to acquire stock of Motient Corp., where he served on the board of directors. As a result of exercising the options, the defendant and the investment fund that he controlled, Highland Capital Management L.P., held voting securities of Motient valued in excess of the \$50 million HSR reporting threshold then in effect. Less than a year before the violation alleged in the complaint, Dondero made a corrective HSR filing relating to a failure to file regarding Highland's acquisitions of stock in another company, and as part of that filing, outlined steps that would be taken to avoid future violations. Under the terms of a consent decree filed simultaneously with the complaint and entered by the court on May 22, 2007, Dondero agreed to pay \$250,000 in civil penalties to settle the charges.

2. *The Impact of Non-corporate Rule Changes on Transactions Requiring Notification under the HSR Act*

On March 8, 2005, the Commission published amendments to the premerger notification rules¹³ ("the rules") that attempted to reconcile, as far as was practical, the previous disparate treatment of corporations, partnerships and limited liability companies under the rules. The rulemaking introduced a number of changes, particularly in the areas of acquisitions of interests in non-corporate entities, formations of the entities, and the application of certain exemptions, including the intraperson exemption.

As an anticipated result of the rules changes, some transactions that previously did not require notification now have to be notified, while others that previously would have required

¹⁰ On November 20, 1996, dollar amounts specified in civil monetary penalty provisions within the Commission's jurisdiction were adjusted for inflation in accordance with the Debt Collection Improvement Act of 1996, Pub. L. No. 104-134 (April 26, 1996). The adjustments included, in part, an increase from \$10,000 to \$11,000 for each day during which a person is in violation under Section 7A(g)(1). 61 Fed. Reg. 54548 (October 21, 1996), corrected at 61 Fed. Reg. 55840 (October 29, 1996).

¹¹ When the parties inadvertently fail to file, the enforcement agencies generally do not seek penalties where the parties promptly make corrective filings after discovering the failure to file, submit an acceptable explanation of their failure to file, and have not previously violated the Act.

¹² *United States v. James D. Dondero*, No. 1:07-CV-00931 (D.D.C. filed May 21, 2007).

¹³ 70 Fed. Reg. 11502 (March 8, 2005).

Division's concerns regarding the proposed transaction, the parties restructured their transaction to avoid competitive problems in seven instances, and in one instance, the parties abandoned the proposed transaction.²²

In *United States v. CEMEX, S.A.B. de C.V.*,²³ the Division challenged Mexico-based CEMEX's proposed \$12 billion hostile takeover of Australia-based Rinker Group. The complaint alleged that the transaction, as originally proposed, would substantially lessen competition for ready mix concrete in certain metropolitan areas in Arizona and Florida, as well as result in increased prices for ready mix concrete, concrete block, and aggregate sold to customers handling state Department of Transportation projects and other large building projects. Ready mix concrete is a building material used in large construction projects such as highways, bridges, tunnels, and buildings. Concrete block is another building material commonly used in the construction of residential and commercial structures. Aggregate is crushed stone and gravel produced at quarries, mines, or gravel pits, that is used in, among other things, the production of ready mix concrete, concrete block, and asphalt. The Division filed a proposed consent decree simultaneously with the complaint, settling the suit. Under the terms of the decree, CEMEX, in the event it succeeded in its hostile takeover of Rinker Group, was required to divest 39 ready mix concrete, concrete block, and aggregate facilities in Arizona and Florida. The Court entered the consent decree on August 31, 2007.

In *United States v. Amsted Industries*,²⁴ the Division challenged Amsted's December 2005 acquisition of FM Industries (FMI). The complaint alleged that the acquisition had created a monopoly in the design, manufacture and sale of new end-of-car cushioning units (EOCCs) used in the railroad industry, and had substantially lessened competition in the market for reconditioned EOCCs. As a result, prices of new and reconditioned EOCCs had increased and likely would have continued to increase while quality and innovation would likely have declined. EOCCs are hydraulic devices that protect sensitive cargos by mitigating forces experienced by railcars during coupling and transit. The Division filed a proposed consent decree simultaneously with the complaint, requiring divestiture and grant of a license to an approved buyer, to facilitate that company's entry into the markets for new and reconditioned EOCCs. Specifically, the decree required Amsted to divest all of the intangible and other manufacturing assets needed to produce new and reconditioned EOCCs that it had acquired from FMI. Further, because the FMI business had been discontinued as a result of the transaction, the decree also required Amsted to grant a perpetual license to its own intellectual property to account for gaps

²² In four instances, the Division issued press releases: October 19, 2006 – proposed merger of AmSouth Bancorporation and Regions Financial Corporation (banks); October 31, 2006 – proposed acquisition of CBS radio stations by Entercom Communications Corporation; June 12, S

in the FMI assets. The Court entered the consent decree on July 16, 2007. Amsted's acquisition of FMI was not subject to the reporting and waiting period requirements of the HSR Act, and the Division opened its investigation after customers complained of price increases resulting from the acquisition.

In *U.S. v. Daily Gazette Company and MediaNews Group, Inc.*,²⁵ the Division sued Daily Gazette Company (Gazette Company) and MediaNews Group, seeking an order requiring the parties to undo a series of May 2004 transactions that extinguished competition between the two daily newspapers in Charleston, West Virginia. The complaint alleged that these transactions resulted in the acquisition by Gazette Company, owner and publisher of the *Charleston Gazette* estf Td Com Virginia. Ted Daily

with other cottonseed companies to allow them, without penalty, to stack non-Monsanto and Monsanto traits and to sell cottonseed that includes non-Monsanto traits. The proposed consent decree is awaiting entry by the Court.

During fiscal year 2007, the Division investigated three bank merger transactions for which divestiture was required prior to or concurrently with the acquisition. In those instances, a “not significantly adverse” letter conditioned upon a letter agreement between the parties and the Division was sent to the appropriate bank regulatory agency.²⁷

Additionally, on May 8, 2007, the Division filed a petition in the U.S. District Court for the District of Columbia asking it to find Allied Waste Industries, Inc. (Allied) in civil contempt of a decree entered by the Court in 2000, in *United States v. Allied Waste Industries, Inc. and*

2. *The Federal Trade Commission*

The Commission challenged twenty-two transactions that it concluded may have lessened competition if allowed to proceed as proposed during fiscal year 2007,³⁰ leading to fourteen consent orders, three administrative complaints that were also litigated in federal court, and five abandonments. In each of the matters in which administrative complaints were authorized, the Commission also authorized staff to seek injunctive relief; of these, in two cases the parties consummated the transaction after the court denied the Commission's request for a preliminary injunction, and in one matter the parties abandoned the transaction after the Court of Appeals granted the Commission a preliminary injunction pending appeal.

The Commission issued an administrative complaint in *Equitable Resources, Inc./Dominion Resources, Inc., Consolidated Natural Gas Company, and The Peoples Natural Gas Company*,³¹ alleging that Equitable Resources' proposed \$790 million acquisition of The People's Natural Gas Company (Dominion Peoples), a subsidiary of Dominion Resources, would have substantially lessened competition in the market for the local distribution of natural gas to nonresidential customers in certain areas in western Pennsylvania. Equitable Resources and Dominion Peoples were each others sole competitors and the proposed transaction would have resulted in a monopoly. The Commission also filed a complaint in federal district court seeking a temporary restraining order and preliminary injunction to block the transaction. The district court dismissed the complaint, but the Court of Appeals for the Third Circuit granted the Commission an injunction blocking the transaction pending appeal. The parties abandoned the transaction and the matter was subsequently removed from administrative adjudication.

In *Paul L. Foster, Western Refining, Inc./Giant Industries, Inc.*,³² the Commission sought a preliminary injunction and a temporary restraining order to block Western Refining's proposed \$1.4 billion acquisition of Giant Industries. According to the complaint, the proposed transaction would have lessened competition in the market for the bulk supply of light petroleum products in northern New Mexico. By eliminating direct competition between Western Refining and Giant Industries, two of five significant bulk suppliers of light petroleum products to northern New Mexico, the proposed transaction would have increased concentration in an already highly concentrated market. The transaction would have also increased the likelihood of competitor coordination, allowing Western Refining to more easily coordinate profitably with one or more of the few remaining significant bulk suppliers of light petroleum products, including gasoline, to restrict output or raise prices. The district court denied the Commission's

request for a preliminary injunction and a moti

In *Thermo Electron Corporation*,³⁵ the Commission challenged Thermo Electron 's proposed \$12.8 billion acquisition of Fisher Scientific International, Inc. alleging that the acquisition would have substantially lessened competition in the U.S. market for high performance centrifugal vacuum evaporators (CVEs), used in removing solvents from laboratory samples. According to the Commission's complaint, the proposed transaction would have combined the only two significant suppliers of high performance CVEs in the United States, leaving Thermo Electron as a virtual monopolist in the approximately \$10 million market. Thermo Electron and Fisher Scientific accounted for approximately 30 percent and 70 percent of the market, respectively, and directly competed on price, service, and product innovation. The only other firm that sold high performance CVEs, Martin Christ GmbH, had minimal sales in the United States and it was unlikely that those sales would have increased sufficiently to restore the lost competition between Thermo Electron and Fisher Scientific. To settle the charges, the Commission required Thermo Electron to divest Fisher Scientific's Genevac division, comprising Fisher's entire CVE business.

In

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hydrocodone bitartrate/ibuprofen tablets and glipizide ER tablets, Watson and Andrx were two of a small number of suppliers. Similarly, Watson and Andrx were two of a limited number of suppliers or potential entrants in the eleven generic oral contraceptives markets. The transaction, as proposed, would have eliminated substantial price competition resulting from each firm's independent entry into the markets. In resolving its concerns with the transaction, the Commission by consent order required the parties to take the following actions: (1) end Watson's marketing agreement with Interpharm Holdings, Inc. and return all rights and agreements necessary to market generic hydrocodone bitartate/ibuprofen tablets back to Interpharm; (2) assign and divest Andrx's right to develop, manufacture and market generic extended release glipizide ER tablets; and (3) sell Andrx's rights and assets needed to develop and market the eleven generic oral contraceptive products.

In *Service Corporation International/Alderwoods Group, Inc.*,³⁸ the Commission challenged SCI's proposed acquisition of Alderwoods, alleging that the transaction would have substantially lessened competition in 47 markets for funeral or cemetery services. According to the Commission's complaint, SCI and Alderwoods were the largest providers of funeral and cemetery services and associated merchandise or property in the United States. The transaction would have raised competitive concerns in 35 highly concentrated funeral service markets and 12 highly concentrated cemetery service markets, and likely would have resulted in higher prices and diminished services for consumers. Under its order settling the matter, the Commission required SCI to sell funeral homes in 29 markets and cemeteries in 12 markets across the United States. In six other markets, SCI was required to sell certain funeral homes that it had planed to acquire or end its licensing agreements with third party funeral homes affiliated with SCI.

In *Johnson & Johnson/Pfizer* *assets need*

~~suppliers of generic oral contraceptives. In *Johnson & Johnson/Pfizer* *assets need*~~

divest Pfizer's Zantac H-2 blocker business, Pfizer's Cortisone hydrocortisone anti-itch business, Pfizer's Unisom night-time sleep aid business, and Johnson & Johnson's Balmex diaper rash treatment business.

In General Dynamics Corporation,

Power Fund II, LP, and Carlyle/Riverstone Global Energy and Power Fund III, LP,⁴² the Commission challenged a proposed \$22 billion transaction in which energy transportation, storage and distribution firm Kinder Morgan, Inc. would have been acquired by Kinder Morgan's management and a group of investment firms, including private equity firms managed and controlled by The Carlyle Group and Riverstone Holdings LLC. The Commission's complaint alleged that the proposed transaction would have substantially lessened competition in the terminaling of gasoline and other light petroleum products in eleven markets in the Southeastern United States. Carlyle and Riverstone already held significant equity interests in Magellan Midstream, a major competitor of Kinder Morgan. Post-acquisition, Carlyle and Riverstone would have had the right to Board representation at both firms, the right to exercise veto power over actions by Magellan, and access to non-public competitively sensitive information about Kinder Morgan or Magellan. The transaction, as proposed, would have combined under common partial ownership, two of the primary independent participants in the relevant markets and increased the likelihood of the acquiring persons exercising unilateral market power, resulting in higher prices for gasoline and other light petroleum products in the relevant markets. The Commission's consent order settling the complaint required Carlyle and Riverstone to remove their representatives from the Magellan Board, cede control of Magellan to its other principal investor, Madison Dearborn Partners, and refrain from influencing the management of Magellan. The order also required the respondents to establish safeguards against the sharing of competitively sensitive information between Kinder Morgan and Magellan.

In *Actavis Group, HF./Abrika Pharmaceuticals, Inc.*,⁴³ the Commission charged that Actavis' proposed \$235 million acquisition of Abrika would have substantially lessened competition in the U.S. market for generic isradipine capsules, which are prescribed for patients to treat hypertension, ischemia, and depression. According to the Commission's complaint, Actavis and Abrika were the only two companies selling generic isradipine capsules in the United States. The elimination of competition between the parties would have increased the likelihood that consumers would have been forced to pay higher prices. The Commission's order required the parties to divest all rights and assets needed to manufacture and market generic isradipine capsules.

In *Rite Aid Corporation/The Jean Coutu Group (PJC), Inc.*,⁴⁴ the Commission charged that Rite Aid's proposed \$3.5 billion acquisition of Brooks and Eckerd pharmacies from Jean Coutu would have substantially lessened competition in the U.S. market for the retail sale of pharmacy services to cash customers in 23 local markets. Cash customers are consumers of pharmacy services who do not pay a price negotiated by or paid through a third party, such as an insurance plan or pharmacy benefits manager. According to the Commission's complaint, each of the 23 markets was highly concentrated. Rite Aid and Eckerd/Brooks were two of a small number of pharmacies offering cash services, and combined, accounted for at least half and up to

⁴² TC Group, LLC, Riverstone Holdings LLC, Carlyle/Riverstone Global Energy and Power Fund II, LP, and Carlyle/Riverstone Global Energy and Power Fund III, LP, Docket No. C-4183 (issued January 24, 2007).

⁴³ Actavis Group, HF./Abrika Pharmaceuticals, Inc., Docket No. C-4190 (issued May 18, 2007).

⁴⁴ Rite Aid Corporation/The Jean Coutu Group (PJC), Inc., Docket No. C-4191 (issued June 1, 2007).

100 percent of the pharmacies in those markets. The elimination of competition between Rite Aid and Brooks or Eckerd would have likely increased prices paid by cash customers for pharmacy services and decreased the quality and selection of services. The consent order required Rite Aid and Jean Coutu to sell one retail pharmacy store in each of the 23 geographic markets.

In *Jarden Corporation/K2 Inc.*,⁴⁵ the Commission charged that Jarden's proposed \$1.2 billion acquisition of K2 would have substantially lessened competition in the U.S. market for monofilament fishing line. According to the Commission's complaint, monofilament fishing line was the most widely used and least expensive type of fishing line. Jarden had a very large share of the market and K2 was Jarden's most significant competitor. The Commission charged that the proposed transaction would have further situated Jarden as the dominant supplier of monofilament fishing line in the United States and significantly increased concentration in the market. It would have also increased the likelihood of Jarden raising prices and reducing incentives to improve service or product quality for monofilament fishing line products. The Commission's consent order required the parties to sell assets related to four popular types of monofilament lines owned by K2.

In *American Renal Associates, Inc./Fresenius Medical Care Holdings, Inc.*,⁴⁶ the Commission challenged an agreement between American Renal and Fresenius to close three Fresenius outpatient dialysis clinics near competing American Renal clinics in Rhode Island and Massachusetts. It also challenged American Renal's proposed acquisition of two other Fresenius clinics in Rhode Island. According to the Commission's complaint, by agreeing to close three Fresenius clinics, the parties would have denied the benefits of competition to consumers of outpatient dialysis services in Rhode Island and southeast Massachusetts by effectively allocating Fresenius' patients in those areas to American Renal clinics. Further, the proposed acquisition of Fresenius' two Warwick, Rhode Island clinics would have left American Renal as the sole provider of outpatient dialysis services in the Warwick-Cranston area, likely resulting in increased prices and reduced services and quality for consumer of outpatient dialysis services in that area. The parties terminated their agreement containing the offending provisions after Commission staff raised antitrust concerns. The consent order settling the charges prohibited the parties from agreeing with any clinic operator to close clinics or otherwise allocate dialysis markets, territories, or customers. The order also required American Renal to notify the Commission of its intention to acquire any dialysis clinic assets in the Warwick-Cranston area of Rhode Island.

In *Mylan Laboratories, Inc./E. Merck oHG*,⁴⁷ the Commission charged that Mylan's proposed \$6.6 billion acquisition of Merck would have substantially lessened competition in the U.S. market for five generic drugs used to treat patients with hypertension and heart problems: acebutolo hydrochloride capsules, flecainide acetate tablets, guanfacine hydrochloride tablets,

⁴⁵ *Jarden Corporation/K2 Inc., Inc.*, Docket No. C-4196 (issued August 8, 2007).

⁴⁶ *American Renal Associates, Inc./Fresenius Medical Care Holdings, Inc.*, Docket No. C-4202 (issued October 17, 2007).

⁴⁷ *Mylan Laboratories, Inc./E. Merck oHG, Inc.*, Docket No. C-4200 (issued September 26, 2007).

LIST OF APPENDICES

- Appendix A - Summary of Transactions, Fiscal Years 1998 - 2007
- Appendix B - Number of Transactions Reported and Filings Received by Month for Fiscal Years 1998 - 2007

LIST OF EXHIBITS

- Exhibit A - Statistical Tables for Fiscal Year 2007, Presenting Data Profiling Hart-Scott-Rodino Premerger Notification Filings and Enforcement Interest

APPENDIX A
SUMMARY OF TRANSACTIONS

**APPENDIX A
SUMMARY OF TRANSACTION BY YEAR**

	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007
Transactions Reported	4,728	4,642	4,926	2,376	1,187	1,014	1,454	1,695	1,768	2,201
Filings Received ¹	9,264	9,151	9,941	4,800	2,369	2,001	2,866	3,322	3,580	4,429
Adjusted Transactions In Which A Second Request Could Have Been Issued ²	4,575	4,340	4,749	2,237	1,142	968	1,377	1,610	1,746	2,108

Investigations in Which Second

APPENDIX B

NUMBER OF TRANSACTIONS REPORTED

AND

FILINGS RECEIVED BY MONTH

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Appendix B

Table 1. Number of Transactions Reported by Month for the Fiscal Years 1998 - 2007

1998 1999 2000 2001

APPENDIX B
TABLE 2. NUMBER OF FILINGS RECEIVED¹
BY MONTH FOR FISCAL YEARS 1997 - 2007

	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007
OCTOBER	818	662	777	751	190	148	185	280	264	406
NOVEMBER	749	686	839	920	211	206	254	324	311	379
DECEMBER	836	785	922	686	183	150	280	246	264	306
JANUARY	614	548	677	499	224	179	168	268	285	292
FEBRUARY	650	658	867	144	174	146	209	201	266	325
MARCH	766	828	959	243	230	144	277	239	309	383
APRIL	763	719	695	188	203	182	251	244	274	313
MAY	787	851	859	296	212	168	267	338	311	481
JUNE	862	884	1,004	378						

EXHIBIT A

STATISTICAL TABLES

FOR

FISCAL YEAR 2007

DATA PROFILING HART-SCOTT-RODINO PREMERGER

NOTIFICATION FILINGS AND ENFORCEMENT INTERESTS

**TABLE I
FISCAL YEAR 2007¹
ACQUISITIONS BY SIZE OF TRANSACTION (BY SIZE RANGE)²**

TRANSACTION RANGE (MILLIONS)	HSR TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ					SECOND REQUEST INVESTIGATIONS ³				
	NUMBER ⁴	PERCENT ⁵	NUMBER		PERCENT OF TRANSACTION RANGE GROUP			NUMBER		PERCENT OF TRANSACTION RANGE GROUP		
			FTC	DOJ	FTC	DOJ	TOTAL	FTC	DOJ	FTC	DOJ	TOTAL
> 50M ⁵	1	0.0%	0	0	0.0%	0.0%	0.0%	0	0	0.0%	0.0%	0.0%

TABLE II
FISCAL YEAR 2007¹
ACQUISITIONS BY SIZE OF TRANSACTION² (CUMULATIVE)

**TABLE III
FISCAL YEAR 2007¹
TRANSACTIONS INVOLVING THE GRANTING OF CLEARANCE BY AGENCY**

TRANSACTION RANGE (\$ MILLIONS)	CLEARANCE GRANTED TO AGENCY		CLEARANCE GRANTED AS A PERCENTAGE OF:				
			TOTAL NUMBER OF TRANSACTIONS			TOTAL NUMBER OF CLEARANCES PER AGENCY	TOTAL NUMBER OF CLEARANCES GRANTED
			FTC	DOJ	TOTAL	FTC	DOJ

TABLE IV
FISCAL YEAR 2007¹
INVESTIGATIONS IN WHICH SECOND REQUESTS WERE ISSUED

	SECOND REQUESTS ISSUED AS A PERCENTAGE OF:
--	--

TABLE V
FISCAL YEAR 2007¹
ACQUISITIONS BY REPORTING THRESHOLD

	HSR TRANSACTIONS	CLEARANCE GRANTED TO FTC OR DOJ		SECOND REQUEST INVESTIGATIONS ³
		NUMBER	PERCENTAGE OF	

**TABLE VI
FISCAL YEAR 2007¹
TRANSACTIONS BY ASSETS OF ACQUIRING PERSON**

	CLEARANCE GRANTED TO FTC OR DOJ	SECOND REQUEST INVESTIGATIONS ³



**TABLE IX
FISCAL YEAR 2007¹
TRANSACTIONS BY SALES OF ACQUIRED ENTITIES⁹**

HSR TRANSACTIONS	CLEARANCE GRANTED TO FTC OR DOJ	SECOND REQUEST INVESTIGATIONS³
	NUMBER	

TABLE X
FISCAL YEAR 2007

TABLE X
FISCAL YEAR 2007¹

TABLE X
FISCAL YEAR 2007¹
INDUSTRY GROUP OF ACQUIRING PERSONS

3-DIGIT NAICS CODE ¹¹	INDUSTRY DESCRIPTION	NUMBER ⁴	PERCENT OF TOTAL	CHANGE FROM FY 2006 ¹²	CLEARANCE GRANTED TO FTC OR DOJ			SECOND REQUEST INVESTIGATIONS ³		
					FTC	DOJ	TOTAL	FTC	DOJ	TOTAL
488	SUPPORT ACTIVITIES FOR TRANSPORTATION	9	0.4%	-0.4%	0	0	0	0	0	0
492	COURIERS	1	0.0%	NC	0	0	0	0	0	0
493	WAREHOUSING AND STORAGE	3	0.1%	-0.4%	0	1	1	0	0	0
511	PUBLISHING INDUSTRIES (EXCEPT INTERNET)	96	4.6%	-1.8%	0	12	12	0	3	3
512	MOTION PICTURES AND SOUND RECORDING INDUSTRIES	10	0.5%	-0.4%	0	1	1	0	1	1
515	BROADCASTING (EXCEPT INTERNET)	12	0.6%	-0.8%	0	1	1	0	1	1
516	INTERNET PUBLISHING AND BROADCASTING	4	0.2%	0.1%	0	0	0	0	0	0
517	TELECOMMUNICATIONS	44	2.1%	NC	1	6	7	1	3	4
518	INTERNET SERVICE PROVIDERS, WEB SEARCH PORTALS, AND DATA PROCESSING SERVICES	34	1.6%	0.9%	5	3	8	1	2	3
519	OTHER INFORMATION SERVICES	3	0.1%	-0.4%	0	2	2	0	0	0
521	MONETARY AUTHORITIES - CENTRAL BANK	0	0.0%	0.0%	0	0	0	0	0	0
522	CREDIT INTERMEDIATION AND RELATED ACTIVITIES	56	2.7%	0.1%	1	2	3	0	2	2

SECURITIES, COMMODITY
CONTRACTS, AND OTHER

523

FINANCIAL 0 407.64 167.1 05N0 Tc 0 9.96 -9.96 0 473.1 1081EDIT

**TABLE X
FISCAL YEAR 2007¹
INDUSTRY GROUP OF ACQUIRING PERSONS**

3- DIGIT NAICS CODE¹¹	INDUSTRY DESCRIPTION	NUMBER⁴	PERCENT OF TOTAL		CLEARANCE GRANTED TO FTC OR DOJ	SECOND REQUEST INVESTIGATIONS³
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Table XI
FISCAL YEAR 2007¹
INDUSTRY GROUP OF ACQUIRED ENTITIES

3-DIGIT NAICS CODE ¹¹					CLEARANCE GRANTED TO FTC OR DOJ	SECOND REQUEST INVESTIGATIONS ³	
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Table XI
FISCAL YEAR 2007¹
INDUSTRY GROUP OF ACQUIRED ENTITIES

3-DIGIT NAICS CODE ¹¹	INDUSTRY DESCRIPTION	NUMBER ⁴	PERCENT OF TOTAL	CHANGE FROM FY 2006 ¹²	CLEARANCE GRANTED TO FTC OR DOJ			SECOND REQUEST INVESTIGATIONS ³			NUMBER OF 3-DIGIT INTRA-INDUSTRY TRANSACTIONS ¹⁴
					FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	
312	BOTTLED AND CANNED SOFT DRINKS AND CARBONATED DRINKS; AND CIGARETTE MANUFACTURING	9	0.4%	NC	1	0	1	0	0	0	4
313	TEXTILE MILL	6	0.3%	0.1%	1	1	2	0	0	0	3
314	TEXTILE MILL PRODUCTS	4	0.2%	NC	1	0	1	1	0	1	3

Table XI
FISCAL YEAR 2007¹
INDUSTRY GROUP OF ACQUIRED ENTITIES

					CLEARANCE		

**Table XI
FISCAL YEAR 2007¹
INDUSTRY GROUP OF ACQUIRED ENTITIES**

3-DIGIT NAICS CODE ¹¹	INDUSTRY DESCRIPTION	NUMBER ⁴	PERCENT OF TOTAL	CHANGE FROM FY 2006 ¹²	CLEARANCE GRANTED TO FTC OR DOJ			SECOND REQUEST INVESTIGATIONS ³			NUMBER OF 3-DIGIT INTRA-INDUSTRY TRANSACTIONS ¹⁴
					FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	
424	PRINTING AND WRITING PAPER MERCHANT WHOLESALERS	82	3.9%	1.7%	13	1	14	2	1	3	42
425	WHOLESALE MMM										

0

0

**Table XI
FISCAL YEAR 2007¹
INDUSTRY GROUP OF ACQUIRED ENTITIES**

3-DIGIT NAICS CODE ¹¹	INDUSTRY DESCRIPTION	NUMBER ⁴	PERCENT OF TOTAL	CHANGE FROM FY 2006 ¹²	CLEARANCE GRANTED TO FTC OR DOJ			SECOND REQUEST INVESTIGATIONS ³
					FTC	DOJ	TOTAL	FTC

Table XI

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Table XI
FISCAL YEAR 2007¹

Table XI

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