

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
Julie Brill
Maureen K. Ohlhausen
Joshua D. Wright
Terrell McSweeney

In the Matter of)
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ZF Friedrichshafen AG,)
a corporation; and,) Docket No. G4520
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)
TRW Automotive Holdings Corp.,)
a corporation.)
_____)

COMPLAINT

Pursuant to the Clayton Act and the Federal Trade Commission Act, and its authority thereunder, the Federal Trade Commission ("Commission"), having reason to believe that Respondent ZF Friedrichshafen AG ("ZF"), a corporation subject to the jurisdiction of the Commission, has agreed to acquire Respondent TRW Automotive Holdings Corp. ("TRW"), a corporation subject to the jurisdiction of the Commission, in violation of Section 7 of the Clayton Act, as amended, and to the Commission's authority to issue orders in the public interest, hereby issues its Complaint,

2. Respondent TRW Automotive Holdings Corp. is a public corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 12001 Tech Center Drive, Livonia, MI 48150.

3. Respondent ZF is engaged in, among other activities, the design, manufacture, and sale of powertrain, chassis, and driveline automobile components for both light and heavy vehicles.

V. ENTRY CONDITIONS

11. Entry into the heavy vehicle tire market is not likely to deter or counteract any anticompetitive effects created by the Acquisition. Entry is unlikely in light of the relatively small market size, extremely strong position of incumbents, capital costs, switching costs, and knowledge barriers that exist.

VI. EFFECTS OF THE ACQUISITION

12. The effects of the Acquisition, if consummated, may be to substantially less competition in violation of Section 7 of the Clayton Act, as amended, 15 C.F.R. § 18, and Section 5 of the FTC Act,