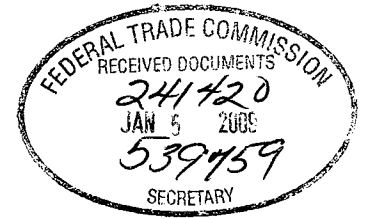


ORIGINAL

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION



In the Matter of)

CCC HOLDINGS INC.,)

and)

AURORA EQUITY PARTNERS III L.P.,)
Respondents.)

Docket No. 9334

PUBLIC

**COMPLAINT COUNSEL'S OPPOSITION TO RESPONDENTS' MOTION FOR STAY
OF ADMINISTRATIVE PROCEEDINGS**

By motion, Respondents seek to stay this proceeding until February 20, 2009 when it anticipates that the pending evidentiary hearing in Complaint Counsel's Section 13(b) action in the United States District Court for the District of Columbia will be completed. For the reasons set forth below, Complaint Counsel respectfully requests that Respondents' motion be denied.

The language of Rule 3.51(a), 16 C.F.R. § 3.51(a), states that the "ALJ may stay the administrative proceeding until resolution of the collateral federal court proceeding." As Chief Justice Rehnquist explained for the Court in *Fogerty v. Fantasy, Inc.*, 510 U.S. 517, 533, 114 S.Ct. 1023, 127 L.Ed.2d 455 (1994), "[t]he word 'may' clearly connotes discretion." Here, the Commission has directed that the trial begin on March 31, 2009, leaving no discretion as to the date for commencement of trial. *See* Complaint Notice.

In light of a firm March 31, 2009 trial date, allowing a delay in the proceedings will only prejudice Complaint Counsel's rights to seek discovery to prepare for trial. In good faith, we have offered to Respondents that we see no reason to take depositions until after January 24th,

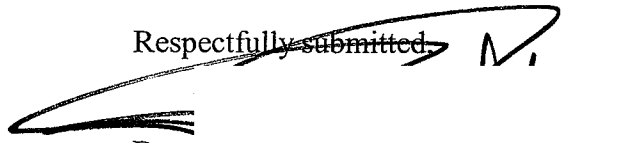
when the federal hearing is completed. We cannot agree, however, to defer the commencement of written discovery and notices for deposition to occur after the 24th, which is a two week delay, much less Respondants' request for a seven week delay, which would put us in a position of initiating both written and oral discovery in less than a month to prepare for trial on March 31, 2009. Moreover, we have reason to believe that Respondents' would be unable to accommodate an expedited discovery schedule based on our experience under the expedited discovery schedule in our Section 13(b) federal district court proceeding. In that proceeding, our document requests were submitted to Respondents on December 4, 2008. We received the bulk of responsive documents from Respondents exactly a month later (January 4, 2009), which also happened to be the night before of our federal district court hearing. Respondents' inability to produce documents in a timely manner put us in a position of arguing our 13(b) action without full knowledge of what Respondents' business documents contain. There is nothing that leads us to believe that Respondants would respond any differently under an expedited Part 3 discovery schedule. Receiving documents the night before we are charged with conducting a full trial on the merits would potentially be devastating. Therefore, we respectfully request that we have as much time as possible to conduct discovery in preparation for this case and that any stay that would delay the start of discovery be denied.

CONCLUSION

For the foregoing reason, Complaint Counsel respectfully requests that Respondents' Motion to Stay This proceeding be denied.

Dated: January 5, 2009

Respectfully submitted,



By: _____

J. ROBERT ROBERTSON
Federal Trade Commission
Bureau of Competition
600 Pennsylvania Ave., NW
Washington, DC 20580
Telephone: (202) 325-2008
Fax: (202) 326-2884

Complaint Counsel

CERTIFICATE OF SERVICE

I hereby certify that on January 5, 2009, I filed via hand an original and two copies of the foregoing Complaint Counsel's Opposition to Respondents' Motion for Stay of Administrative Proceedings with:

Donald S. Clark
Secretary of the Commission
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Room H-172
Washington, D.C. 20580

I also certify that on January 5, 2009, I delivered via hand delivery two copies of the foregoing to:

The Honorable D. Michael Chappell
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Room H-106
Washington, D.C. 20580

I also certify that on January 5, 2009, I delivered via electronic mail one copy of the foregoing to:

John A. Herfort
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166-0193
Jherfort@gibsondunn.com

Counsel for Defendant CCC Holdings, Inc.

Richard G. Parker
O'Melveny & Myers LLP
1625 Eye Street, NW
Washington, DC 20006
Rparker@omm.com

Counsel for Defendant Aurora Equity Partners III L.P.

By: _____

Andrew Lowey
Federal Trade Commission
601 New Jersey Avenue, N.W.
Washington, D.C. 20001
Telephone: (202) 326-2602
alowey@ftc.gov (Email)

Dated: January 5, 2008