



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Director
Bureau of Competition

JUL 11 1996

PROGRAM CODE: AS

MEMORANDUM

To: Commission
From: William J. Baer *WJB*
Director
Subject: The Seventeenth Annual Report to Congress pursuant to
Section 201 of the Hart-Scott-Rodino Antitrust Improvements
Act of 1976

I recommend that the Commission approve the attached Annual Report to Congress regarding the Hart-Scott-Rodino premerger notification program. The report covers fiscal year 1994.



BUREAU OF COMPETITION

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Program code: AS

MEMORANDUM

To: Commission

From: Nancy M. Ovuka, Compliance Specialist
Premerger Notification Office

Subject: The Seventeenth Annual Report to Congress
Pursuant to Section 201 of the Hart-Scott-Rodino
Antitrust Improvements Act of 1976

Attached is the Seventeenth Annual Report to Congress regarding the operation of the Hart-Scott-Rodino premerger notification program. The report covers fiscal year 1994.

I request that the Commission approve the annual report and authorize the Secretary to transmit a copy of the report to the Assistant Attorney General for Antitrust for her concurrence. The report has been reviewed by staff at the Antitrust Division and their comments are included. I also request that the Commission authorize the Secretary to transmit the annual report to Congress upon receipt of the Assistant Attorney General's concurrence.

Respectfully submitted,

Nancy M. Ovuka

Approved:

John M. Sipple, Jr.
Assistant Director for Premerger Notification



FEDERAL TRADE COMMISSION
ANNUAL REPORT TO CONGRESS
FOR FISCAL YEAR 1994

PURSUANT TO SECTION 201 OF THE
HART-SCOTT-RODINO ANTITRUST
IMPROVEMENTS ACT OF 1976
(SEVENTEENTH REPORT)

INTRODUCTION

Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. 94-435, amended the Clayton Act by adding a new Section 7A, 15 U.S.C. Section 18a ("the Act"). Subsection (j) of Section 7A provides as follows:

Beginning not later than January 1, 1978, the Federal Trade Commission, with the concurrence of the Assistant Attorney General, shall annually report to the Congress on the operation of this section. Such report shall include an assessment of the effects of this section, of the effects, purpose, and the need for any rules promulgated pursuant thereto, and any recommendations for revisions of this section.

This is the seventeenth annual report to Congress pursuant to this provision. It covers fiscal year 1994.

In general, the Act requires that certain proposed acquisitions of stock or assets must be reported to the Federal Trade Commission and the Antitrust Division of the Department of Justice prior to consummation. The parties must then wait a specified period, usually thirty days (fifteen days in the case of a cash tender offer and ten or fifteen days in the case of a bankruptcy sale¹), before they may complete the transaction. Whether a particular acquisition is subject to these requirements depends upon the value of the acquisition and 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 needed for a preliminary antitrust evaluation is included in the notification filed with the agencies by the

¹ The Bankruptcy Reform Act of 1994 amended § 363 of the Bankruptcy Code providing in part that the waiting period required for transactions involving an acquired person in bankruptcy be fifteen days. The new provision applies to entities that filed for bankruptcy on or after October 22, 1994. Bankruptcy Reform Act, Pub. L. No. 103-394 [H.R. 5116], § 109, 108 Stat. 4106 (1994).

parties to proposed transactions and thus is immediately available for review during the waiting period.

If either agency determines during the waiting period that further inquiry is necessary, it is authorized by Section 7A(e) of the Act to request additional information or documentary materials from either or both of the parties to a reported transaction. Such a request extends the waiting period for a specified period, usually twenty days (ten days in the case of a cash tender offer), after the parties have complied with the request (or in the case of a tender offer, after the acquiring person complies). This additional time provides the reviewing agency with the opportunity to analyze the information and to take appropriate action before the transaction is consummated. If the reviewing agency believes that a proposed transaction may violate the antitrust laws, it may seek an injunction in federal district court to prohibit consummation of the transaction.

Final rules implementing the premerger notification program were promulgated by the Commission, with the concurrence of the Assistant Attorney General, on July 31, 1978.² At that time, a comprehensive Statement of Basis and Purpose was also published containing a section-by-section analysis of the rules and an item-by-item analysis of the Premerger Notification and Report Form. The program became effective on September 5, 1978. In 1983, the Commission, with the concurrence of the Assistant Attorney General, made several changes in the premerger notification rules. Those amendments became effective on August 29, 1983.³ Additional amendments were published in the Federal Register on March 6, 1987,⁴ and May 29, 1987.⁵

² 43 Fed. Reg. 33,450 (1978). The rules also appear in 16 C.F.R. Parts 801 through 803. For more information concerning the development of the rules and operating procedures of the premerger notification program, see the second, third and seventh annual reports covering the years 1978, 1979 and 1983, respectively.

³ 48 Fed. Reg. 34,427 (1983) (codified at 16 C.F.R. Parts 801 through 803).

⁴ 52 Fed. Reg. 7,066 (1987) (codified at 16 C.F.R. Parts 801 through 803).

⁵ 52 Fed. Reg. 20,058 (1987) (codified at 16 C.F.R. Parts 801 through 803).

STATISTICAL PROFILE OF THE PREMERGER NOTIFICATION PROGRAM

The appendices to this report provide a statistical summary of the operation of the premerger notification program. Appendix A shows, for a ten-year period, the number of transactions reported,⁶ the number of filings received, the number of merger investigations in which requests for additional information or documentary material (hereinafter referred to as "second requests") were issued, and the number of transactions in which requests for early termination of the waiting period were received, granted, and not granted. Appendix A also shows for fiscal years 1985 through 1994 the number of transactions in which second requests could have been issued. (This information appears in Appendix C and is explained in footnote 1 of that appendix.) Appendix B provides a month-by-month comparison of the number of transactions reported (Table 1) and the number of filings received (Table 2) for fiscal years 1984 through 1994. Appendix C shows, for fiscal years 1985 through 1994, the number of transactions in which the agencies could have issued second requests, the number of merger investigations in which second requests were issued, and the percentage of transactions in which second requests were issued. Appendix C may provide a more meaningful measure of the second request rate than Appendix A because Appendix C eliminates from the total number of transactions certain transactions in which the agencies could not, or as a practical matter would not, issue second requests.⁷

⁶ The term "transactions", as used in Appendices A, B, and C, and Exhibit A to this report, does not refer to separate mergers or deals; rather, it refers to types of structures such as cash tender offers, options to acquire voting securities from the issuer, options to acquire voting securities from someone other than the issuer, and multiple acquiring or acquired persons that necessitate separate HSR identification numbers to track the filing parties and waiting periods. A particular merger or deal may involve more than one transaction. Indeed, some have involved as many as four or five transactions.

⁷ See Appendix C, note 1. As we explained in previous annual reports, the information regarding second requests in Appendices A and C differs from that reported in those appendices in the annual reports for fiscal years 1979-1987. Appendix A and C in the 1979-1987 reports identified the number of transactions in which a second request was issued, while Appendices A and C in the present report show the number of merger investigations in which second requests were issued. A merger investigation may include several transactions. We believe that reporting the number of merger investigations in which second requests were issued better reflects the agencies' enforcement activities because it represents the number of mergers or acquisitions that were investigated to this extent under the Act by the agencies.

The statistics set out in these appendices show that the number of transactions reported in 1994 increased approximately 24.9 percent from the number of transactions reported in 1993 (2,305 transactions were reported in 1994 while 1,846 were reported in 1993). The tables in Exhibit A, described more fully below, also show that clearance was granted to either agency for the purpose of conducting an initial investigation in 17.0% of the total number of transactions reported in 1994 (compared to 14.1% in 1993). The statistics in Appendix A also show that the number of merger investigations in which second requests were issued in 1994 increased approximately 2.8 percent from the number of merger investigations in which second requests were issued in 1993 (second requests were issued in 73 merger investigations in 1994 while second requests were issued in 71 merger investigations in 1993). These numbers indicate a decrease in the number of second requests issued as a percentage of reported transactions from 1993 to 1994 (from 3.8 percent in 1993 to 3.2 percent in 1994 based on Appendix A, and from 4.1 percent in 1993 to 3.4 percent in 1994, based on Appendix C).

The statistics also show that in recent years, early termination was requested for most transactions. In 1994, early termination was requested in 90.3 percent (2,081) of the transactions reported while in 1993 it was requested in 91.5 percent (1,689) of the transactions reported. The number of requests granted increased in 1994 compared to 1993 (from 1,201 in 1993 to 1,508 in 1994). The percentage of requests granted also increased slightly (from 71.1 percent in 1993 to 72.5 percent in 1994).

We have also included in the report, as Exhibit A, statistical tables (Tables I - XI) containing information about the agencies' enforcement interest in transactions reported in fiscal year 1994. The tables provide, for various statistical breakdowns, the number and percentage of transactions in which clearances to investigate were granted by one antitrust agency to the other and the number of merger investigations in which second requests were issued; the number of transactions based on the dollar value of transactions reported and the reporting threshold indicated in the notification; the number of transactions based on the sales or assets of the acquiring person or the sales or assets of the acquired entity; and the number of transactions based on the industry group (2-digit SIC code) in which the acquiring person or the acquired entity derived revenue.

DEVELOPMENTS IN FISCAL YEAR 1994 RELATING TO PREMERGER NOTIFICATION RULES AND PROCEDURES

1. HSR Premerger Notification Program Guide V

In fiscal year 1994, the Commission released the fifth guide in a series of instructional pamphlets prepared by the Premerger

Notification Office and the Compliance Division of the Commission regarding the HSR Premerger Notification Program.⁸ The guides are designed as an introduction to the Act and the rules in their current form for persons who are unfamiliar with them.

After an initial filing, in some instances, the enforcement agency examining the transaction will seek additional information and documentary material in what is called a "second request." Guide V provides a model request that outlines the type of information the agency usually requests if it seeks additional material.⁹

2. Amendment to the HSR Form

On June 14, 1994, the Commission published a notice of proposed rulemaking concerning amendments to the Premerger Notification and Report Form.¹⁰ The proposed revisions to the form are intended to improve the program's efficiency in insuring a prompt, thorough, initial investigation of the competitive implications of proposed acquisitions. The proposed amendments require new and more up-to-date information in some instances, but reduce the burden of compliance in other cases by raising the thresholds of several items. The Commission received sixteen comments in response to the notice. The proposal is still under consideration.

3. Increase in Filing Fee

In fiscal year 1994, legislation was signed into law that increased the premerger notification filing fee to \$45,000, effective August 29, 1994.¹¹ The new measure amends legislation mandated by Congress in 1992 which provided for the collection of

⁸ In March 1995, the antitrust enforcement agencies issued a joint model second request with annotations in order to increase consistency between the agencies and reduce compliance burdens on business. This joint model request supersedes the original Guide V. See Fourteenth Annual Report to Congress concerning Guides I and II. Guides III and IV have not been issued.

⁹ Neither this guide, nor any other guide in this series, constitutes an interpretation, formal or informal, of the Act or the rules.

¹⁰ 59 Fed. Reg. 30,534 (1994).

¹¹ H.R. 4603, Pub. L. No. 103-317, amends Section 605 of Title VI of Public Law 101-162 (103 Stat. 1031), which originally mandated the collection of a filing fee beginning November 28, 1989. See Thirteenth and Sixteenth Annual Reports to Congress.

a \$25,000 fee from each acquiring person required to file a premerger notification and report form under the Act. The statute specifies that the waiting period required under the Act will not begin until receipt of the filing fee. The Commission issued a statement advising the public concerning the increase in the filing fee.¹²

4. Compliance

The Commission and the Department of Justice continue to monitor compliance with the premerger notification program's filing requirements and initiated a number of investigations to assure compliance in fiscal year 1994. 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 requirements of the Act. 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 filing requirements.

As a result of the agencies' efforts to assure compliance, the Commission staff, under authorization of the Department of Justice, filed one complaint in fiscal year 1994. The complaint alleged a violation of the Act and sought civil penalties under Section 7A(g)(1).¹³

In *United States v. Pennzoil Company*,¹⁴ the complaint alleged that Pennzoil had violated the Act when it acquired voting securities of Chevron Corporation during September through December 1989. According to the complaint, the companies are competitors in the oil and gas industry. As a result of the acquisitions, Pennzoil became Chevron's largest shareholder with approximately 8.9 percent of the stock. The United States contended that Pennzoil's acquisitions of Chevron stock were not made "solely for the purpose of investment"¹⁵ as it asserted,

¹² 59 Fed. Reg. 50,762 (1994). See Exhibit B.

¹³ Under Section 7A(g)(1) of the Act, any person or company that fails to comply with the Act's notification and waiting period requirements is liable for a civil penalty of up to \$10,000 for each day the violation continues.

¹⁴ *United States v. Pennzoil Company*, Cv. No. 94-CVO-2077 (D.D.C. complaint filed September 26, 1994).

¹⁵ Section (c)(9) of the Act and section 802.9 of the Rules, 16 U.S.C. § 802.9, exempt acquisitions made solely for the purpose of investment, if the acquiring person would hold ten
(continued...)

and thus were not exempt from the Act's reporting and waiting requirements. Under the terms of the final judgment, Pennzoil agreed to pay a civil penalty of \$2.6 million to settle the case.¹⁶

MERGER ENFORCEMENT ACTIVITY DURING FISCAL YEAR 1994¹⁷

1. Department of Justice

The Antitrust Division challenged twenty-two merger transactions that it concluded could lessen competition if allowed to proceed as proposed during fiscal year 1994. In ten of these instances, the Antitrust Division filed a complaint in U.S. District Court.¹⁸ Seven of these cases have been settled

¹⁵ (...continued)
percent or less of the outstanding voting securities of the issuer.

¹⁶ United States v. Pennzoil Company, 1994-2 Trade Cas. ¶ 70,760 (D.D.C. October 28, 1994).

¹⁷ The cases mentioned in this report were not necessarily reportable under the premerger notification program. Because of the Act's provisions regarding the confidentiality of the information obtained pursuant to this program, it would be inappropriate to identify which cases were initiated under the premerger notification program.

¹⁸ United States v. General Motors Corp., ZF Friedrichshafen, AG, ZF AG Holding, Inc., ZF Acquisition Corp. and ZF Industries, Inc., Cv. No. 93-530 (D. Del. filed November 16, 1993); United States v. Baroid Corporation, Baroid Drilling Fluids, Inc., DB Stratabit (USA) Inc., and Dresser Industries, Inc., Cv. No. 93-2621 (D.D.C. filed December 23, 1993); United States v. International Association of Machinists and Aerospace Workers, Tom Ducey, William O'Driscoll, and William W. Winpisinger, Cv. No. 94-0690 (D.D.C. filed March 30, 1994); United States v. Flow International Corporation and Ingersoll-Rand Company, Cv. No. 94-CV-71320 (E.D. Mich. filed April 4, 1994); United States v. Tele-Communications, Inc. and Liberty Media Corporation, Cv. No. 94-0948 (D.D.C. filed April 28, 1994); United States and The State of Florida v. Morton Plant Health System, Inc. and Trustees of Mease Hospital, Inc., Cv. No. 94-748-CIV-T-23E (M.D. Fla. filed May 5, 1994); United States v. Mercy Health Services and Finley Tri-States Health Group, Inc., Cv. No. 94-1023 (D. IA filed June 10, 1994); United States v. MCI Communications Corporation and BT Forty-Eight Company ("Newco"), Cv. No. 94-1317(TFH) (D.D.C. filed June 15, 1994); United States v. AT&T Corp. and McCaw Cellular Communications, Inc., Cv. No. (continued...)

by consent decree. Two were abandoned after complaints were filed, and in one, the trial court issued an opinion and judgment refusing to enjoin the merger and the government has appealed.

In the other twelve challenges during fiscal year 1994, the Antitrust Division informed the parties to a proposed transaction that it would file suit challenging the transaction unless the parties restructured the proposal to avoid competitive problems or abandoned the proposal altogether.¹⁹ In eight instances,

¹⁸ (...continued)
1:94-CV01555 (D.D.C. filed July 15, 1994); and United States v. Outdoor Systems, Inc., Cv. No. 194-CV-2393 (N.D. Ga. filed September 8, 1994).

¹⁹ In eight instances, the Department of Justice issued press releases. Department of Justice press release issued November 2, 1993, involving the transaction between Goldman Sachs Group L.P. and National Gypsum Company in the gypsum wallboard industry; Department of Justice press release issued November 8, 1993, involving Cyprus Minerals Company's acquisition of Amax Inc., two companies that mine and process molybdenite, a metal that is used mainly to prepare strong heat-resistant alloys suitable for certain specialty applications, primarily in the aerospace and defense industries; Department of Justice press release issued December 11, 1993, involving the acquisition of Chipsoft Inc. by Intuit Corporation, manufacturers of the two most popular types of tax preparation software in the United States; Department of Justice press release issued February 2, 1994, involving the proposed acquisition of the Distribution and Control Business Unit of Westinghouse Electric Company by Eastern Corporation; Department of Justice press release issued February 14, 1994, involving the proposed sale of Ashland Oil Inc.'s APAC-Arizona Construction business to Peter Kiewit Sons' Inc.; Department of Justice press release issued March 14, 1994, involving Marshall & Ilsley's acquisition of Valley Bancorporation, the two largest banking organizations in Wisconsin; Department of Justice press release issued August 4, 1994, involving the proposed acquisition of Prime II Management and Community Cable TV by Bell South Corporation, concerning cable systems and telephone services; Department of Justice press release issued September 26, 1994, involving the proposed acquisition of Parsons Technology by Intuit Corporation, concerning tax preparation-software.

In addition to the eight instances in which the Department issued press releases, the Department informed the parties that the proposed acquisition by Pacific Industries of Michigan California Lumber Co. was likely to have anticompetitive effects in the timber industry; the Department also informed the parties

(continued...)

the parties restructured the proposed transactions. In four instances, the parties abandoned the proposed transactions.

In *United States v. General Motors Corp., ZF Friedrichshafen, AG, ZF AG Holding, Inc., ZF Acquisition Corp. and ZF Industries, Inc.*, the Division challenged the proposed sale of General Motors Corporation's automatic transmission division (Allison Transmission) to ZF Friedrichshafen, AG, a German company with American operations headquartered in Chicago. Allison and ZF compete in the United States in the manufacture of medium and heavy automatic transmissions for trucks and buses. The suit alleged that the proposed transaction would substantially lessen competition in two heavy duty transmission markets in the United States: the manufacture and sale of automatic transmissions for transit buses and for heavy refuse trucks. The complaint also alleged that the merger would reduce substantially worldwide technological innovation in the design and production of automatic transmissions for medium and heavy duty commercial and military vehicles by combining two of the three firms capable of such innovation. Thereafter, on November 18, 1993, the parties abandoned the transaction and the government voluntarily dismissed the case without prejudice on December 3, 1993.

In *United States v. Baroid Corporation, Baroid Drilling Fluids, Inc., DB Stratabit (USA) Inc., and Dresser Industries, Inc.*, the Division challenged the proposed \$900 million merger of two of the nation's largest oil field service companies, Dresser Industries, Inc., and Baroid Corporation, in two markets: the production and sale of drilling fluids and the manufacture and sale of diamond drill bits in the United States. Simultaneously, a consent decree was filed settling the suit, and requiring divestiture of one complete drilling fluid business, Baroid's domestic diamond drill bit business and licenses related to Baroid's worldwide diamond drill bit business. Drilling fluids and diamond drill bits are used in drilling for crude oil and natural gas.

¹⁹(...continued)
that the acquisition by First National Bank & Trust of McAlester of the McAlester branch of the Bank of Oklahoma was likely to have anticompetitive effects in the banking services business; on February 16, 1994, Dean Foods Company announced the termination of negotiations to purchase the assets of Flav-o-Rich, a subsidiary of Dairymen Inc.; and on May 6, 1994, the Department issued a letter to the Office of the Comptroller of Currency involving the proposed acquisition of First Eastern Corporation by PNC Financial Corporation.

In *United States v. International Association of Machinists and Aerospace Workers, Tom Ducey, William O'Driscoll, and William W. Winpisinger*, the complaint alleged that the defendants had violated Section 8 of the Clayton Act, which prohibits the same person from serving as an officer or director of certain sized competing companies. According to the complaint, two union representatives sat on the board of Trans World Airlines Inc. (TWA) and one sat on the board of Northwest Airlines Corporation (Northwest). The machinists' union secured board representation when the union members acquired stock in both airlines for wage concessions. Simultaneously, with the filing of the complaint, a consent decree was filed settling the suit. Under the decree, The International Association of Machinists ("IAM") can appoint union members to the boards of two competing airlines--Northwest and TWA, but with certain competitive safeguards, including a prohibition on the exchange of sensitive business information and establishment of a "fire wall" between the IAM representatives.

In *United States v. Flow International Corporation and Ingersoll-Rand Company*, the Division challenged the merger of the nation's two dominant waterjet pump manufacturers. The companies are the two major producers in the United States of ultra-high pressure waterjet pumps, key components of waterjet systems, and have a combined market share of about 90 percent. Waterjets are used in a wide variety of industrial cutting and cleaning applications. The complaint alleged that the acquisition would eliminate one of only two significant competitors in the waterjet market and would create a near total monopoly. The suit alleged that the proposed acquisition would lessen competition substantially in the manufacture and sale of waterjet pumps nationwide and in technological innovation of waterjet pumps, components and spare parts. Thereafter, on May 2, 1994, the parties abandoned the transaction.

In *United States v. Tele-Communications, Inc. and Liberty Media Corporation*, the Division challenged the proposed merger of Tele-Communications, Inc., which is the largest owner of cable distribution systems in the nation and also supplies programming for delivery, and Liberty Media Corporation, which also owns both cable programming and cable distribution systems. The complaint alleged a potential harm to competition arising from increased vertical integration in the cable industry, and was the first challenge to a vertical merger by the Department in more than 10 years. The suit alleged that the merger, which integrated cable systems serving about 25 percent of the nation's cable subscribers with some of the most popular programming, threatened competition in both the video multichannel distribution and cable programming markets. By increasing vertical integration between Multiple System Operators and video programming providers, the merger might have made it more difficult for other multichannel video services to obtain programming and for independent programmers to obtain distribution of their products.

Simultaneously with the filing of the complaint, a consent decree was filed settling the suit. The decree prohibits the merged firm from discriminating against independent video programmers with respect to the terms and conditions of carriage on its cable systems and against its multichannel subscription television competitors with respect to the terms and conditions of licensure of this video programming, where the effects of such actions would be unreasonably to restrain competition.

In *United States and The State of Florida v. Morton Plant Health System, Inc. and Trustees of Mease Hospital, Inc.*, the Division and the Florida Attorney General challenged the proposed merger between two central Florida hospitals that provide nearly 60 percent of the general acute care hospital services in North Pinellas County, Florida, a market in excess of \$300 million. The complaint alleged that the merger would create a dominant provider of general acute care hospital services, thereby reducing options for managed care plans that have been instrumental in containing hospital costs. On June 17, 1994, a consent decree was filed settling the lawsuit. The settlement bars the merger of the hospitals, while permitting them to act jointly in providing certain health care services in which competition is plentiful and to share some administrative functions. Under the agreement, the two hospitals may form a joint venture partnership for care in which there are numerous competitors or for which patients might seek attention far from home. The partnership will manage the joint services and will contract to provide them to each of the hospitals at cost. Most acute care hospital services will continue to be provided by the two parties independently. The settlement permits the hospitals to merge procurement efforts, certain administrative services, telephone services, accounting, billing and collections and medical records, while providing appropriate confidentiality measures. This action was the first settlement of a case in the health care industry since the issuance in September 1993 of the joint Commission and Department of Justice Statements of Antitrust Enforcement Policy in the Health Care Area and the first case involving a joint prosecution with a state.

In *United States v. Mercy Health Services and Finley Tri-States Health Group, Inc.*, the Division challenged the merger between Mercy Health Center and The Finley Hospital. Mercy and Finley are the only competitors for acute care hospital inpatient services within the county of Dubuque and are the two largest hospitals within a 70 mile driving distance of Dubuque. The Division alleged that the merger would create a monopoly provider of general acute care hospital services, reducing competition among hospitals. The complaint alleged that the merger would likely lead to higher prices and lower quality services for consumers in the Dubuque, Iowa, area. The complaint alleged that the proposed combination would likely lessen competition and restrain trade unreasonably in the acute care inpatient hospital

services in the Dubuque area in violation of Section 7 of the Clayton Act and Section 1 of the Sherman Act, and would have a monopoly over those services in and around Dubuque. On October 27, 1995, the district court issued an opinion and judgment refusing to enjoin the merger (902 F.Supp. 968), and the government has appealed.

In *United States v. MCI Communications Corporation and BT Forty-Eight Company ("Newco")*, the complaint alleged that the proposed, vertically integrated BT-MCI joint venture to provide international telecommunications services would lessen competition substantially in foreign commerce, in violation of Section 7 of the Clayton Act, in the global telecommunications services industry because the company could obtain an unfair advantage over other competitors through superior access to British Telecommunications' United Kingdom (U.K.) network. Simultaneously, a consent decree was filed settling the suit. By creating the incentive to discriminate against competitors in terms and conditions of access to British Telecommunications' local telephone monopoly in the U.K., the venture could have caused the price of international telephone calls and other telecommunications services to increase. British Telecommunications, headquartered in London, England, is the fourth largest provider of telecommunications in the world, with 1993 revenues of about \$20 billion. MCI of Washington, D.C., is the fifth largest in the world, with 1993 revenues of \$12 billion and carries about 20 percent of the telecommunications traffic between the U.S. and the U.K. Under the terms of the consent decree, MCI and the joint venture agreed to publish rates, terms and conditions under which they gain access to the British Telecommunications' network and other information that is not normally public. MCI and the joint venture are prevented from gaining proprietary information or pricing data about their United States competitors that British Telecommunications may have gained through its relationship as a supplier of critical services to MCI's and the joint venture's competitors. The decree contains terms to prevent discrimination against U.S. carriers in offering multinational telecommunications and safeguards to ensure non-discriminatory access in the future.

In *United States v. AT&T Corp. and McCaw Cellular Communications, Inc.*, the Division challenged the proposed acquisition by AT&T of McCaw, the nation's largest cellular telephone carrier. The complaint alleged that the proposed vertical merger would violate Section 7 of the Clayton Act in the cellular services, interexchange, and equipment markets. Simultaneously, a consent decree was filed settling the suit. The decree established procedures to prevent AT&T and McCaw from misusing confidential information obtained from AT&T's equipment customers or McCaw's equipment suppliers. It also ensures that AT&T customers that compete with McCaw will continue to have access to necessary products and services supplied by AT&T, and

that AT&T will not interfere with those customers' ability to change equipment suppliers. Under the decree, long-distance rivals of AT&T will have access to McCaw systems equal to AT&T's access. The decree also requires certain separations of personnel between AT&T and McCaw, including marketing and development, to guard against discriminatory conduct and to make the other injunctions more effective.

In *United States v. Outdoor Systems, Inc.*, the Division challenged the proposed acquisition of Capitol Outdoor Advertising, Inc., by Outdoor Systems, Inc. (OSI), the two largest outdoor advertising firms in the Atlanta area. Simultaneously, a consent decree was filed settling the suit. Capitol and OSI competed in the business of renting billboards in the City of Atlanta and Clayton, Cobb, DeKalb, Fulton and Gwinnett Counties. Under the consent decree, OSI was required to divest its existing outdoor advertising business in Atlanta.

Additionally, the consent decree in *United States v. Primestar Partners, L.P., et al.* (S.D.N.Y. filed 6/9/93) was entered by the court.²⁰

During fiscal year 1994, the Division investigated two bank merger transactions for which divestiture was required prior to or concurrently with the acquisition. A "not significantly adverse" letter conditioned on divestiture prior to or concurrently with consummation of the transaction was sent to the appropriate bank regulatory agency in both instances.²¹

2. Federal Trade Commission

The Commission authorized its staff to seek injunctive relief in four merger cases during fiscal year 1994, only one of which was filed in district court. In one of these cases, the

²⁰ See the Sixteenth Annual Report to Congress for a description of this case.

²¹ On March 28, 1994, a "not significantly adverse" letter was sent to the Board of Governors of the Federal Reserve System regarding the application by Deposit Guaranty Corporation, Jackson, MS, to acquire First Columbus Financial Corporation, Columbus, MS; on May 5, 1994, a "not significantly adverse" letter was sent to the Comptroller of the Currency regarding the application by PNC Bank, National Association, Pittsburgh, PA, to acquire First Eastern Bank, National Association, Wilkes Barre, PA.

parties abandoned the transaction.²² Two of these cases were settled by consent decree, one in connection with a related administrative complaint.²³

In *Hospital Board of Directors of Lee County, doing business as Lee Memorial Hospital*,²⁴ the Commission filed for a preliminary injunction in April 1994 alleging that Lee Memorial's proposed acquisition of Cape Coral Hospital from West Coast Health System, Inc., would lessen competition substantially for acute care inpatient hospital services in Lee County, Florida. Lee Memorial and Cape Coral are, respectively, the largest and third largest of the four general hospital competitors in Lee County (the Fort Myers metropolitan area). At that time, the defendants filed a motion to dismiss the case on the grounds that the acquisition was immunized under the state action doctrine. Subsequently, the district court granted the motion and a panel of the Eleventh Circuit affirmed the decision. Thereafter, Cape Coral terminated its agreement with Lee Memorial and, as a result, the Commission dismissed its complaint on July 10, 1995.

²² FTC news release issued January 31, 1994, concerning the proposed consolidation of Parkview Episcopal Medical Center and St. Mary-Corwin Regional Medical Center. The press release reported that the Commission had reason to believe the transaction would lessen competition substantially for general acute care hospital services in Pueblo County, Colorado, by combining the only two general hospitals. On February 9, 1994, the parties abandoned the transaction.

²³ On September 23, 1994, the Commission authorized staff to file a motion for a preliminary injunction having reason to believe that the proposed acquisition by Rite Aid Corporation of certain supermarkets from Red Apple would violate certain provisions of the administrative complaint issued on May 27, 1994, in connection with the acquisition by Red Apple of Sloan's Supermarkets. Subsequently, the Commission accepted a consent agreement to resolve the complaint. See *Red Apple Companies, Inc., John A. Catsimatidis, Supermarket Acquisition Corp., and Designcraft Industries, Inc.*, Docket No. D-9266; see p. 21 *infra*.

²⁴ *Federal Trade Commission v. Hospital Board of Directors of Lee County, d/b/a Lee Memorial Hospital*, Civ. No. 94-137-Civ-FTM-25D (M.D. Fla.) filed April 28, 1994; 1994-1 Trade Cas. ¶ 70,593 (M.D. Fla.), *aff'd*, 38 F.3d 1184 (11th Cir. 1994); FTC Docket No. 9265 complaint issued May 6, 1994; dismissed July 10, 1995.

In *Healthtrust, Inc. - The Hospital Company*,²⁵ the Commission authorized seeking a preliminary injunction to block Healthtrust's proposed acquisition of three acute care inpatient hospitals owned by Holy Cross Health System ("Holy Cross"). According to the complaint, Healthtrust operated two hospitals that competed with the Holy Cross hospitals in the greater Salt Lake City metropolitan area which includes Salt Lake County, Davis County and Weber County. On July 8, 1994, the Commission accepted a consent agreement for public comment and issued a decision and order on October 20, 1994. Under the order, Healthtrust was permitted to acquire Holy Cross-Jordan Valley Hospital and St. Benedict's Hospital provided that it divest Holy Cross Hospital in downtown Salt Lake City, as well as certain related assets, to a Commission-approved purchaser within six months.²⁶

The Commission accepted consent agreements for public comment in sixteen other merger cases in fiscal year 1994. A complaint and decision and order were issued in seven of those cases during the fiscal year, and consent agreements became final in an additional seven cases after September 30, 1994. In two of the sixteen matters, the parties abandoned the transactions during, or shortly after, the public comment period.²⁷

²⁵ *Healthtrust, Inc. - The Hospital Company*, Docket No. C-3538 (issued October 20, 1994).

²⁶ In April 1995, the Commission approved the divestiture of Holy Cross Hospital of Salt Lake City (now known as Salt Lake Regional Medical Center) to Champion Healthcare Corporation.

²⁷ 59 Fed. Reg. 46429 (September 8, 1994). In *First Data Corporation, et al.*, the complaint alleged that First Data's proposed acquisition of certain assets of Western Union Financial Services, Inc., from New Valley Corporation would lessen competition substantially in the market for domestic consumer money wire transfer services. According to the complaint, First Data's "MoneyGram" and "Western Union" are the only providers of consumer money transfers in the United States. Under the proposed order, First Data was required to divest either its own consumer money wire transfer business or that of Western Union within fifteen months. On August 17, 1994, the Commission accepted a consent agreement for a 60-day public comment period. Subsequently, First Data abandoned the proposed transaction. Thereafter, the Commission withdrew acceptance of the proposed consent agreement and closed the investigation on November 7, 1994.

58 Fed. Reg. 63167 (November 30, 1993). In *Tele-Communications, Inc. and Liberty Media Corporation* ("TCI" and (continued...))

In *The Valspar Corporation and McWhorter, Inc.*,²⁸ the complaint alleged that the proposed acquisition by McWhorter, Valspar's wholly-owned subsidiary, of Cargill, Incorporated's Resin Products Division would lessen competition substantially in the United States market for the manufacture and sale of coating resins. Coating resins, including alkyd coating resins, modified alkyd coating resins, oil-modified urethane coating resins and saturated polyester coating resins, are used in the manufacture of paints and coatings for architectural, industrial and special purpose applications. Under the order, Valspar was permitted to acquire the Resin Products Division, but was required to divest, within twelve months, all facilities operated by Valspar at Carpentersville, Illinois; Portland, Oregon; and Philadelphia, Pennsylvania; as well as the Cargill assets utilized in the production of coating resins.

In *Alvey Holdings, Inc., and Alvey, Inc.*,²⁹ the complaint alleged that Alvey's proposed acquisition of White Storage & Retrieval Systems, Inc., would lessen competition substantially in the United States market for the manufacture and sale of horizontal carousels. A horizontal carousel is a continuous loop, horizontally revolving device for materials handling and storage in warehouses. According to the complaint, Alvey and White Storage are two of only four competitors in the horizontal carousel market. Under the order, Alvey was permitted to acquire White Storage provided that it divest the Diamond Machinery Division of The Buschman Company, a wholly-owned subsidiary of Alvey, within six months.

²⁷(...continued)

"LMC"), the complaint alleged that the proposed acquisition by QVC Network, Inc., which is controlled by TCI and LMC, of Paramount Communications, Inc. ("Paramount"), would lessen competition substantially in the United States premium cable movie market and in subscription television programming distribution to consumers. On November 15, 1993, the Commission accepted a consent agreement for public comment. The order required TCI and LMC to divest all of their ownership interests in QVC or Paramount. Subsequently, the parties abandoned the proposed transaction. Thereafter, the Commission withdrew acceptance of the proposed consent agreement and closed the investigation on March 16, 1994.

²⁸ *The Valspar Corporation and McWhorter, Inc.*, Docket No. C-3478 (issued January 25, 1994).

²⁹ *Alvey Holdings, Inc., and Alvey, Inc.*, Docket No. C-3488 (issued March 30, 1994). In July 1995, the Commission approved the divestiture of Diamond Machine Company to Diamond Phoenix Corporation, a newly-formed entity owned by David J. Smith and Walter J. Nott.

In *Columbia Healthcare Corporation and HCA-Hospital Corporation of America*,³⁰ the complaint alleged that the proposed acquisition by Columbia Healthcare Corporation of HCA-Hospital Corporation of America would lessen competition substantially in the market for acute care hospital services in the Augusta-Aiken hospital market encompassing the three-county area of Richmond and Columbia, Georgia, and Aiken, South Carolina. Under the order, Columbia was permitted to acquire HCA, but was required to divest the HCA Aiken Regional Medical Center ("HCA Aiken") within twelve months.³¹

In *TCH Corporation and Green Equity Investors, L.P.*,³² the complaint alleged that TCH's proposed acquisition of PayLess Drug Stores Northwest, Inc., from Kmart Corporation would lessen competition substantially in the sale of prescription drugs in retail stores in the areas of Bishop, Fort Bragg/Mendocino, Mt. Shasta, and Taft, California; Florence, Oregon; and Ellensburg, Washington. Thrifty Drug Stores, which is controlled by TCH, and PayLess are two of the largest drug store chains in the United States. Under the order, the parties were permitted to proceed with the transaction, but TCH was required to divest certain pharmacy assets of either PayLess or Thrifty located in the relevant markets within one year.³³

In *Martin Marietta Corporation*,³⁴ the complaint alleged that Martin Marietta Corporation's proposed acquisition of the Space Systems Division of General Dynamics would lessen competition substantially in the United States market for the research, development, manufacture and sale of satellites. Martin Marietta is a significant competitor in the market for the manufacture and sale of satellites while General Dynamics' Space Systems Division manufactures the Atlas expendable launch vehicle ("ELV") designed for launching intermediate-weight satellites. As a result of the transaction, Martin Marietta would be the only

³⁰ *Columbia Healthcare Corporation and HCA-Hospital Corporation of America*, Docket No. C-3505 (issued July 5, 1994).

³¹ In June 1995, the Commission approved the divestiture of HCA Aiken to Universal Health Services, Inc., or any of its affiliates.

³² *TCH Corporation and Green Equity Investors, L.P.*, Docket No. C-3519 (issued August 16, 1994).

³³ In December 1995, the Commission approved the divestiture of the pharmacy businesses in Bishop and Taft, California, to The Vons Companies, Inc., and Preston Forayter, respectively.

³⁴ *Martin Marietta Corporation*, Docket No. C-3500 (issued June 22, 1994).

United States supplier in the market for Atlas-class ELVs, as well as a competitor in the satellite market. The order permits the transaction, but prohibits Martin Marietta from a post-merger sharing of proprietary information between its ELV division, which would include the General Dynamics ELV assets it intends to acquire, and the satellite division that it currently owns. Martin Marietta's satellite division would be prohibited from gaining access to any non-public information that its newly-acquired ELV division receives from competing satellite producers in its capacity as a provider of launch vehicles.

In *The Dow Chemical Company and Marion Merrell Dow Inc.*,³⁵ the complaint alleged that the acquisition by Marion Merrell Dow ("MMD") of Rugby-Darby Group Companies, Inc., would lessen competition substantially in the United States market for dicyclomine hydrochloride capsules and tablets. Rugby-Darby manufactures and sells generic dicyclomine, a drug used to treat irritable bowel syndrome. MMD manufactures and sells the brand name counterpart, Bentyl. Under the order, MMD would be required to manufacture and supply the drug dicyclomine, as well as to license the relevant dicyclomine technology, to a Commission-approved potential new entrant.

In *Kiwi Brands Inc. and Sara Lee Corporation*,³⁶ the complaint alleged that the acquisition by Kiwi Brands Inc., a subsidiary of Sara Lee Corporation, of certain assets of Knomark, Inc., a subsidiary of Paper Craft Corporation, and certain assets of Reckitt & Colman plc would lessen competition substantially in the United States market for the sale of chemical shoe care products used in the maintenance, cleaning, and protection of shoes, including but not limited to aerosol, liquid, wax, and cream products, through grocery stores, drug stores, and mass merchandisers. According to the complaint, Kiwi, Knomark and Reckitt & Colman produced, distributed and sold chemical shoe care products through the mass market channel under the "Kiwi," "Esquire" and "Griffin" brand names, respectively. The order requires Sara Lee to divest the "Esquire" and "Griffin" brand names to Hickory Industries, Inc., within one month.

In *Revco D.S., Inc.*,³⁷ the complaint alleged that the acquisition of Hook-SuperRx, Inc. ("HSI"), by Revco would lessen competition substantially for the sale of prescription drugs in

³⁵ The Dow Chemical Company and Marion Merrell Dow Inc., Docket No. C-3533 (issued September 23, 1994).

³⁶ Kiwi Brands Inc. and Sara Lee Corporation, Docket No. C-3523 (issued August 24, 1994).

³⁷ Revco D.S., Inc., Docket No. C-3540 (issued October 31, 1994).

retail stores located in Covington, Marion and Radford, Virginia. Revco and HSI are two of the leading drug store chains in the United States, and two of only a few retail outlets of any type selling prescription drugs to customers in those areas of Virginia. The order would permit the transaction, but require Revco to divest the pharmacy businesses of either HSI or Revco in the three Virginia counties within twelve months.³⁸

In *Adobe Systems Incorporated and Aldus Corporation*,³⁹ the complaint alleged that Adobe's acquisition of Aldus would lessen competition substantially in the development and sale of professional illustration software for use on Apple Macintosh and Power Macintosh computers in the United States or worldwide. Adobe's "Illustrator" and Aldus' "FreeHand" are the only two illustration programs for graphics arts professionals. Under the order, Adobe is required to divest "FreeHand" to Altsys Corporation within six months.⁴⁰

In *Roche Holding Ltd. and Syntex Corporation*,⁴¹ the complaint alleged that the acquisition by Roche of Syntex would lessen competition substantially in the manufacture and sale of drugs of abuse reagent products. Drugs of abuse reagent products are diagnostic products used to screen for the presence or absence of illegal drugs in urine. The order requires Roche to divest the assets relating to Syntex's drugs of abuse testing business within twelve months.

In *Rite Aid Corporation*,⁴² the complaint alleged that the proposed acquisition by Rite Aid of LaVerdiere's Enterprises, Inc. ("LEI"), would lessen competition substantially in the retail sale of prescription drugs in Bucksport and Lincoln, Maine; and Berlin, New Hampshire. Rite Aid and LEI are the only

³⁸ In March 1995, the Commission approved Revco's request to divest pharmacy assets in two Radford, Virginia, retail stores, formerly owned by HSI, to Rite Aid Corporation. In February 1996, the Commission appointed a trustee to sell the Marion and Covington pharmacy assets because the twelve-month period required to accomplish the divestiture had elapsed.

³⁹ *Adobe Systems Incorporated and Aldus Corporation*, Docket No. C-3536 (issued October 18, 1994).

⁴⁰ The divestiture of "FreeHand" to Altsys was consummated on January 1, 1995.

⁴¹ *Roche Holding Ltd. and Syntex Corporation*, Docket No. C-3542 (issued November 22, 1994).

⁴² *Rite Aid Corporation*, Docket No. C-3546 (issued December 15, 1994).

two, or two of three, competitors in those areas of northern New England. Under the order, Rite Aid would be permitted to acquire LEI provided that it divest the pharmacy business of either Rite Aid or LEI in the relevant geographic market within twelve months.⁴³

In *Columbia/HCA Healthcare Corporation*,⁴⁴ the complaint alleged that the proposed acquisition by Columbia/HCA of Medical Care America ("MCA") would lessen competition substantially in the production and sale of outpatient surgery services in Anchorage, Alaska. In Anchorage, Columbia/HCA and MCA each own one of the four facilities that provide outpatient surgery services. Under the order, Columbia/HCA must divest, within twelve months, the MCA outpatient surgery facility, Alaska Surgery Center.⁴⁵

In *Sulzer Limited*,⁴⁶ the complaint alleged that the proposed acquisition by Sulzer of the Metco Division of The Perkin-Elmer Corporation would lessen competition substantially in the manufacture and sale of aluminum polyester powder in the United States. Sulzer and Metco are the two leading producers of aluminum polyester powder, which is a special thermal spray material used to coat aircraft turbine engines. The order requires Sulzer to divest a copy of all information necessary to purchase ingredients for, manufacture, and sell an aluminum polyester powder that is equivalent to Sulzer's "Amdry 2010" within six months to a Commission-approved buyer. In addition, Sulzer must terminate its exclusive supply agreement with Sumitomo Chemical Company Limited, the producer of the aromatic polyester that is the key ingredient in "Amdry 2010."⁴⁷

⁴³ In February 1996, the Commission appointed a trustee to divest retail pharmacy assets located in Rite Aid stores in Bucksport and Lincoln, Maine, and in Berlin, New Hampshire.

⁴⁴ *Columbia/HCA Healthcare Corporation*, Docket No. C-3544 (issued December 6, 1994).

⁴⁵ In January 1996, the Commission approved the application of Columbia/HCA to divest its 84 percent partnership interest in the Alaska Surgery Center to Surgical Care Affiliates, Inc.

⁴⁶ *Sulzer Limited*, Docket No. C-3559 (issued February 23, 1995).

⁴⁷ In February 1996, the Commission approved Sulzer's application to divest the information necessary to launch an aluminum polyester powder product to Sherritt, Inc., a Canadian firm.

In *Red Apple Companies, Inc., John A. Catsimatidis, Supermarket Acquisition Corp., and Designcraft Industries, Inc. (d/b/a Sloan's Supermarkets, Inc.)*,⁴⁸ the complaint alleged that the acquisition by Red Apple, et al., of Sloan's Supermarkets between 1991 and 1993 would lessen competition substantially for the retail sale of food and grocery products in supermarkets in certain New York County residential neighborhoods. On September 23, 1994, the Commission authorized staff to file a motion for a preliminary injunction to prevent the sale by Red Apple of certain of Sloan's supermarkets that were subject to possible divestiture in the complaint against Rite Aid Corporation. Subsequently, the matter was withdrawn from adjudication for the purpose of considering a proposed consent agreement. On December 5, 1994, the Commission accepted a consent agreement for public comment and issued a decision and order on February 28, 1995. The order required Red Apple to divest a combination of six Manhattan supermarkets in the Upper East Side, the Upper West Side, Chelsea and Greenwich Village to a Commission-approved purchaser within twelve months.⁴⁹

ASSESSMENT OF THE EFFECTS OF THE PREMERGER NOTIFICATION PROGRAM

Although a complete assessment of the impact of the premerger notification program on the business community and on antitrust enforcement is not possible in this limited report, the following observations can be made.

First, as indicated in past annual reports, one of the premerger notification program's primary objectives, eliminating the so-called "midnight merger," has been achieved. The requirement that parties file and wait ensures that virtually all significant mergers or acquisitions occurring in the United States will be reviewed by the antitrust agencies prior to consummation. The agencies generally have the opportunity to challenge unlawful transactions before they occur, thus avoiding the problem of constructing effective post-acquisition relief.

Second, in most cases the parties provide sufficient information to allow the enforcement agencies to determine promptly whether a transaction raises any antitrust problems. In addition, over the years, parties have increasingly supplied information voluntarily to the Commission and the Antitrust

⁴⁸ *Red Apple Companies, Inc., John A. Catsimatidis, Supermarket Acquisition Corp., and Designcraft Industries, Inc. (d/b/a Sloan's Supermarkets, Inc.)*, Docket No. 9266 (issued February 28, 1995).

⁴⁹ In May 1996, the Commission approved the parties' application to divest the Sloan's supermarket at 530-534 Amsterdam Avenue in New York City to 530 Food Corp.

Division during the initial waiting period. This cooperation has resulted in fewer second requests than would otherwise have been necessary.

Finally, the existence of the premerger notification program alerts businesses to the antitrust concerns raised by proposed transactions. In addition, the greatly increased probability that antitrust violations will be detected prior to consummation may deter some competitively questionable transactions. Prior to the premerger notification program, businesses could, and frequently did, consummate transactions which raised significant antitrust concerns, before the antitrust agencies had the opportunity to consider adequately their competitive effects. The enforcement agencies were forced to pursue lengthy post-acquisition litigation during the course of which the consummated transaction continued in place (and afterwards as well, where effective post-acquisition relief was not possible or available). Because the premerger notification program requires reporting before consummation, this problem has been significantly reduced.

The Assistant Attorney General of the Antitrust Division concurs with this annual report.

List of Appendices

- Appendix A - Summary of Transactions, Fiscal Years 1985-1994
- Appendix B - Number of Transactions Reported and Filings Received by Month for Fiscal Years 1985-1994.
- Appendix C - Transactions in Which Additional Information Was Requested for Fiscal Years 1985-1994.

List of Exhibits

- Exhibit A - Statistical Tables for Fiscal Year 1994, Presenting Data Profiling Hart-Scott-Rodino Premerger Notification Filings and Enforcement Interest.
- Exhibit B - Federal Register Notice issued October 5, 1994.

Appendix A
Summary of Transactions;
Fiscal Years 1985-1994

APPENDIX A
SUMMARY OF TRANSACTIONS
FISCAL YEARS

	1985	1986	1987	1988	1989	1990	1991	1992	1993	1994
TRANSACTIONS REPORTED	1,603	1,949	2,533	2,746	2,883	2,262	1,529	1,589	1,846	2,305
FILINGS RECEIVED ^{1/}	2,975	3,611	4,742	5,172	5,530	4,272	2,914	3,030	3,559	4,403
TRANSACTIONS IN WHICH A SECOND REQUEST COULD HAVE BEEN ISSUED ^{2/}	1,301	1,660	2,170	2,391	2,535	1,955	1,376	1,451	1,745	2,128
INVESTIGATIONS IN WHICH SECOND REQUESTS WERE ISSUED	67	71	58	68	64	89	64	44	71	73
FTC ^{3/}	24	32	18	39	35	55	33	26	40	46
DOJ ^{3/}	43	39	40	29	29	34	31	18	31	27
NUMBER OF TRANSACTIONS INVOLVING A REQUEST FOR EARLY TERMINATION ^{4/} ^{5/}	1,281	1,639	2,264	2,440	2,582	1,975	1,321	1,403	1,689	2,081
GRANTED ^{4/}	975	1,263	1,752	1,885	1,937	1,299	907	1,020	1,201	1,508
NOT GRANTED ^{4/}	288	362	512	555	645	676	414	383	488	573

1 Usually, two filings are received, one from the acquiring person and one from the acquired person when a transaction is reported. Only one application is received when an acquiring party files for an exemption under sections 7A(c)(6) or (c)(8) of the Clayton Act.

2 These figures are from Appendix C and are explained in footnote 1 of that Appendix. The figures for 1984 are on a calendar basis; years 1985 - 1993 are presented on a fiscal year basis.

3 These statistics are based on the date the request was issued and not the date the investigation was opened.

4 These statistics are based on the date of the H-S-R filing and not the date action was taken on the request.

5 Includes the following number of non-reportable transactions: twenty in 1984; eighteen in 1985; fourteen in 1986; sixteen in 1987; twenty-four in 1988; fifty-four in 1989; fifty-seven in 1990; twenty-six in 1991; thirty-five in 1992; thirty-eight in 1993; and forty in 1994.

NOTE: Statistics for earlier years were last reported in the Sixteenth Annual Report to Congress (March 24, 1995).

Appendix B
Number of Transactions Reported and
Filings Received by Month;
Fiscal Years 1985-1994.

APPENDIX B

Table 1. Number of Transactions Reported by Month for the Fiscal Years 1985¹ - 1994

	1985	1986	1987	1988	1989	1990	1991	1992	1993	1994
October	132	195	290	245	259	267	148	140	163	184
November	145	187	494	216	316	371	198	180	184	221
December	103	144	199	243	267	139	121	155	160	222
January	111	108	96	161	160	160	96	97	100	156
February	110	120	104	204	201	138	97	87	110	149
March	153	149	163	224	236	179	113	135	149	167
April	149	131	162	230	202	168	120	129	131	167
May	156	211	185	228	254	187	130	142	155	220
June	126	145	197	241	264	182	122	116	151	182
July	160	180	218	223	223	156	130	154	172	208
August	136	187	194	310	273	163	156	124	204	226
September	122	192	231	221	228	152	98	130	167	203
TOTAL	1,603	1,949	2,533	2,746	2,883	2,262	1,529	1,589	1,846	2,305

¹ The number of transactions received in the fiscal years 1979 - 1984 was last reported in the Fifteenth Annual Report to Congress.

APPENDIX B

TABLE 2. NUMBER OF FILINGS RECEIVED¹ BY MONTH FOR FISCAL YEARS 1985² - 1994

	<u>1985</u>	<u>1986</u>	<u>1987</u>	<u>1988</u>	<u>1989</u>	<u>1990</u>	<u>1991</u>	<u>1992</u>	<u>1993</u>	<u>1994</u>
October	229	350	523	443	550	489	270	253	297	332
November	269	348	921	421	602	693	376	326	341	428
December	194	263	404	455	485	289	236	316	325	427
January	211	199	177	311	350	298	184	194	188	293
February	210	221	193	358	362	269	180	165	239	295
March	295	287	278	437	468	343	216	255	263	326
April	267	236	314	445	371	306	223	244	251	321
May	286	350	351	442	472	351	253	268	301	421
June	232	308	360	453	504	349	228	233	311	362
July	302	337	417	403	423	288	235	286	327	380
August	239	351	376	583	517	315	319	227	393	431
September	241	361	428	421	426	282	194	263	323	387
TOTAL	2975	3611	4742	5172	5530	4272	2914	3030	3559	4403

¹ Usually, two filings are received, one from the acquiring person and one from the acquired person when a transaction is reported. Only one filing is received when an acquiring person files for a transaction that is exempt under Sections 7A(c)(6) and (c)(8) of the Clayton Act.

² The number of filings received in fiscal years 1979 - 1984 were last reported in the Fifteenth annual Report to Congress.

Appendix C
Transactions in Which Additional
Information Was Requested;
Fiscal Years 1985-1994.

Appendix C

Investigations Where Additional Information Was Requested
Fiscal Years 1985 - 1994

Transactions 1/ Investigations In Which Second Requests Were Issued 2/	1985 1,301	1986 1,660	1987 2,170	1988 2,391	1989 2,535	1990 1,955	1991 1,376	1992 1,451	1993 1,745	1994 2,128
FTC Number 3/ Percent	24 1.8	32 1.9	18 0.8	39 1.6	35 1.4	55 2.8	33 2.4	26 1.8	40 2.2	46 2.2
DOJ Number 3/ Percent	43 3.3	39 2.3	40 1.8	29 1.2	29 1.1	34 1.7	31 2.3	18 1.2	31 1.8	27 1.3

1 These figures omit from the total number of transactions reported all transactions for which the agencies were not authorized to request additional information. These include (1) incomplete transactions (only one party filed a compliant notification); (2) transactions reported pursuant to the exemption provisions of sections 7A(c)(6) and 7A(c)(8) of the Act; and (3) transactions which were found to be non-reportable. In addition, where a party filed more than one notification in the same year to acquire voting securities of the same corporation, e.g., filing for the 15% threshold and later filing for the 25% threshold, only a single consolidated transaction has been counted because, as a practical matter, the agencies do not issue securities and has also filed for the exercise of an option to acquire shares from the target issuer and for a subsequent merger, the transaction is assigned three numbers by the Premerger Office but is treated in this table as one transaction. In contrast, the same transaction would be counted as three transactions in the "transactions reported" category in Appendix A. These statistics also omit from the total number of transactions reported secondary acquisitions filed pursuant to Section 801.4 of the prior annual reports. Secondary acquisitions have been deducted in order to be consistent with the statistics presented in most of the prior annual reports. Appendix C in the Eighth Annual Report did not include secondary acquisitions. Accordingly, the numbers of transactions for 1981 - 1984 appearing herein differ from those that appear in Appendix C in that report. Note also that Appendix C in the Ninth Annual Report contained calendar year 1985 figures while this chart shows fiscal 1985 figures.

2 Based on the date the second request was issued, not the date the investigation was opened.

3 Second request investigations as a percentage of the total number of transactions listed in this table.

4 Earlier statistics for calendar years 1981 - 1984 were last reported in the Fifteenth Annual Report to Congress (April 6, 1994).

Exhibit A

Statistical Tables

Fiscal year 1994

Data profiling Hart-Scott-Rodino premerger
notification filings and enforcement interest

TABLE I

FISCAL YEAR 1994 1/
 ACQUISITIONS BY SIZE OF TRANSACTION 2/
 (BY SIZE RANGE)

TRANSACTION RANGE (\$MILLIONS)	H-S-R TRANSACTIONS NUMBER4/PERCENT5/		CLEARANCE GRANTED TO FTC OR DOJ NUMBER PERCENT 6/				SECOND REQUEST INVESTIGATIONS3/ NUMBER PERCENT 6/					
			FTC	DOJ	FTC	DOJ	TOTAL	FTC	DOJ	FTC	DOJ	TOTAL
LESS THAN 15	117	5.5%	3	3	2.6%			0	0	0.0%	0	0.0%
15 UP TO 25	497	23.4%	41	11	8.2%			3	1	0.6%	1	0.2%
25 UP TO 50	597	28.1%	41	21	6.9%			5	4	0.8%	4	0.7%
50 UP TO 100	397	18.7%	48	30	12.1%			10	5	2.5%	5	1.3%
100 UP TO 150	158	7.4%	28	17	17.7%			4	4	2.5%	4	2.5%
150 UP TO 200	73	3.4%	12	6	16.4%			1	2	1.4%	2	2.7%
200 UP TO 300	89	4.2%	8	9	9.0%			5	2	5.6%	2	2.2%
300 UP TO 500	81	3.8%	18	9	22.2%			1	2	1.2%	2	2.5%
500 UP TO 1000	48	2.3%	15	7	31.3%			7	1	14.6%	1	2.1%
1000 AND UP	71	3.3%	22	13	31.0%			10	6	14.1%	6	8.5%
ALL TRANSACTIONS	2128	100.0%	236	126	11.1%	5.9%	17.0%	46	27	2.2%	1.3%	3.4%

TABLE II

FISCAL YEAR 1994 1/
ACQUISITIONS BY SIZE OF TRANSACTION 2/
(CUMULATIVE)

TRANSACTION RANGE (\$MILLIONS)	H-S-R TRANSACTIONS NUMBER 4 PERCENT 5/		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS 3/ PERCENTAGE OF			
	NUMBER	PERCENT	NUMBER FTC	NUMBER DOJ	PERCENTAGE OF TOTAL NUMBER OF CLEARANCES GRANTED FTC	PERCENT	NUMBER FTC	NUMBER DOJ	PERCENTAGE OF TOTAL NUMBER OF SECOND REQUEST INVESTIGATIONS 3/ FTC	PERCENT
LESS THAN 15	117	5.5%	3	3	0.8%	0.8%	0	0	0.0%	0.0%
LESS THAN 25	614	28.9%	44	14	12.2%	3.9%	3	1	4.1%	1.4%
LESS THAN 50	1211	56.9%	85	35	23.5%	9.7%	8	5	11.0%	6.8%
LESS THAN 100	1608	75.6%	133	65	36.7%	18.0%	18	10	24.7%	13.7%
LESS THAN 150	1766	83.0%	161	82	44.5%	22.7%	22	14	30.1%	19.2%
LESS THAN 200	1839	86.4%	173	88	47.8%	24.3%	23	16	31.5%	21.9%
LESS THAN 300	1928	90.6%	181	97	50.0%	26.8%	28	18	38.4%	24.7%
LESS THAN 500	2009	94.4%	199	106	55.0%	29.3%	29	20	39.7%	27.4%
LESS THAN 1000	2057	96.7%	214	113	59.1%	31.2%	36	21	49.3%	28.8%
ALL TRANSACTIONS	2128	100.0%	236	126	65.2%	34.8%	46	27	63.0%	37.0%

TABLE III

FISCAL YEAR 1994 1/
TRANSACTIONS INVOLVING THE GRANTING OF CLEARANCE BY AGENCY

TRANSACTIONS RANGE (\$ MILLIONS)	CLEARANCE GRANTED AS A PERCENTAGE OF:											
	CLEARANCE GRANTED BY AGENCY			TOTAL NUMBER OF TRANSACTIONS 4/			TRANSACTIONS IN EACH TRANSACTION RANGE GROUP 7/			TOTAL NUMBER OF CLEARANCES GRANTED		
	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL
LESS THAN 15	3	3	6	0.1%	0.1%	0.3%	2.6%	2.6%	5.1%	0.8%	0.8%	1.7%
15 UP TO 25	41	11	52	1.9%	0.5%	2.4%	8.2%	2.2%	10.5%	11.3%	3.0%	14.4%
25 UP TO 50	41	21	62	1.9%	1.0%	2.9%	6.9%	3.5%	10.4%	11.3%	5.8%	17.1%
50 UP TO 100	48	30	78	2.3%	1.4%	3.7%	12.1%	7.6%	19.6%	13.3%	8.3%	21.5%
100 UP TO 150	28	17	45	1.3%	0.8%	2.1%	17.7%	10.8%	28.5%	7.7%	4.7%	12.4%
150 UP TO 200	12	6	18	0.6%	0.3%	0.8%	16.4%	8.2%	24.7%	3.3%	1.7%	5.0%
200 UP TO 300	8	9	17	0.4%	0.4%	0.8%	9.0%	10.1%	19.1%	2.2%	2.5%	4.7%
300 UP TO 500	18	9	27	0.8%	0.4%	1.3%	22.2%	11.1%	33.3%	5.0%	2.5%	7.5%
500 UP TO 1000	15	7	22	0.7%	0.3%	1.0%	31.3%	14.6%	45.8%	4.1%	1.9%	6.1%
100 AND UP	22	13	35	1.0%	0.6%	1.6%	31.0%	18.3%	49.3%	6.1%	3.6%	9.7%
ALL CLEARANCES	236	126	362	11.1%	5.9%	17.0%	11.1%	5.9%	17.0%	65.2%	34.8%	100.0%

TABLE IV

FISCAL YEAR 1994 1/
 INVESTIGATIONS IN WHICH SECOND REQUESTS WERE ISSUED

TRANSACTION RANGE (\$MILLIONS)	SECOND REQUEST INVESTIGATIONS AS A PERCENTAGE OF: 3/											
	INVESTIGATIONS IN WHICH SECOND REQUESTS WERE ISSUED 3/					TRANSACTIONS IN EACH TRANSACTION RANGE GROUP 7/					TOTAL NUMBER OF SECOND REQUEST INVESTIGATIONS 3/	
	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL
LESS THAN 15	0	0	0	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
15 UP TO 25	3	1	4	0.1%	0.0%	0.2%	0.6%	0.2%	0.8%	4.1%	1.4%	5.5%
25 UP TO 50	5	4	9	0.2%	0.2%	0.4%	0.8%	0.7%	1.5%	6.8%	5.5%	12.3%
50 UP TO 100	10	5	15	0.5%	0.2%	0.7%	2.5%	1.3%	3.8%	13.7%	6.8%	20.5%
100 UP TO 150	4	4	8	0.2%	0.2%	0.4%	2.5%	2.5%	5.1%	5.5%	5.5%	11.0%
150 UP TO 200	1	2	3	0.0%	0.1%	0.1%	1.4%	2.7%	4.1%	1.4%	2.7%	4.1%
200 UP TO 300	5	2	7	0.2%	0.1%	0.3%	5.6%	2.2%	7.9%	6.8%	2.7%	9.6%
300 UP TO 500	1	2	3	0.0%	0.1%	0.1%	1.2%	2.5%	3.7%	1.4%	2.7%	4.1%
500 UP TO 1000	7	1	8	0.3%	0.0%	0.4%	14.6%	2.1%	16.7%	9.6%	1.4%	11.0%
1000 AND UP	10	6	16	0.5%	0.3%	0.8%	14.1%	8.5%	22.5%	13.7%	8.2%	21.9%
ALL TRANSACTIONS	46	27	73	2.2%	1.3%	3.4%	2.2%	1.3%	3.4%	63.0%	37.0%	100.0%

TABLE V

FISCAL YEAR 1994 ^{1/}
ACQUISITIONS BY REPORTING THRESHOLD

THRESHOLD	H-S-R TRANSACTIONS NUMBER ^{4/} PERCENT		CLEARANCE GRANTED TO FTC OF DOJ PERCENTAGE OF THRESHOLD GROUP				SECOND REQUEST INVESTIGATIONS ^{3/} PERCENTAGE OF THRESHOLD GROUP				
	NUMBER	PERCENT	NUMBER FTC	NUMBER DOJ	FTC	DOJ	NUMBER FTC	NUMBER DOJ	FTC	DOJ	TOTAL
\$15 MILLION	138	6.5%	3	13	2.2%	9.4%	0	1	0.0%	0.7%	0.7%
15%	69	3.2%	2	5	2.9%	7.2%	0	0	0.0%	0.0%	0.0%
25%	106	5.0%	10	7	9.4%	6.6%	0	0	0.0%	0.0%	0.0%
50%	942	44.3%	117	62	12.4%	6.6%	28	16	3.0%	1.7%	4.7%
ASSETS ONLY	873	41.0%	104	39	11.9%	4.5%	18	10	2.1%	1.1%	3.2%
ALL TRANSACTIONS	2128	100.0%	236	126	11.1%	5.9%	46	27	2.2%	1.3%	3.4%

TABLE VII

FISCAL YEAR 1994 1/
TRANSACTIONS BY SALES OF ACQUIRING PERSONS

	H-S-R TRANSACTIONS NUMBER 4/ PERCENT		CLEARANCE GRANTED TO FTC OR DOJ PERCENTAGE OF SALES RANGE GROUP				SECOND REQUEST INVESTIGATIONS 3/ PERCENTAGE OF SALES RANGE GROUP				
	NUMBER	PERCENT	NUMBER FTC	NUMBER DOJ	FTC	DOJ	NUMBER FTC	NUMBER DOJ	FTC	DOJ	TOTAL
LESS THAN 15	100	4.7%	1	4	1.0%	4.0%	0	1	0.0%	1.0%	1.0%
15 UP TO 25	43	2.0%	1	2	2.3%	4.7%	0	0	0.0%	0.0%	0.0%
25 UP TO 50	81	3.8%	1	1	1.2%	1.2%	0	0	0.0%	0.0%	0.0%
50 UP TO 100	138	6.5%	8	17	5.8%	12.3%	1	6	0.7%	4.3%	5.1%
100 UP TO 150	120	5.6%	8	3	6.7%	2.5%	3	3	2.5%	2.5%	5.0%
150 UP TO 200	123	5.8%	9	4	7.3%	3.3%	1	1	0.8%	0.8%	1.6%
200 UP TO 300	137	6.4%	22	9	16.1%	6.6%	2	1	1.5%	0.7%	2.2%
300 UP TO 500	187	8.8%	25	11	13.4%	5.9%	4	2	2.1%	1.1%	3.2%
500 UP TO 1000	210	9.9%	29	5	13.8%	2.4%	7	0	3.3%	0.0%	3.3%
1000 AND UP	952	44.7%	128	70	13.4%	7.4%	28	13	2.9%	1.4%	4.3%
SALES NOT AVAILABLE 9/	37	1.7%	4	0	10.8%	0.0%	0	0	0.0%	0.0%	0.0%
ALL TRANSACTIONS	2128	100.0%	236	126	11.1%	5.9%	46	27	2.2%	1.3%	3.4%

TABLE VIII

FISCAL YEAR 1994 1/
TRANSACTIONS BY ASSETS OF ACQUIRED ENTITIES 10/

ASSET RANGE (\$ MILLIONS)	H-S-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS 3/																
	NUMBER	PERCENT	NUMBER	PERCENTAGE OF		NUMBER	PERCENTAGE OF		NUMBER	PERCENTAGE OF													
			FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	
LESS THAN 15	175	8.2%	11	4	6.3%	2.3%	8.6%	0	1	0.0%	0.6%	0	1	0.0%	0.6%	0	1	0.0%	0.6%	0	1	0.0%	0.6%
15 UP TO 25	377	17.7%	39	10	10.3%	2.7%	13.0%	3	1	0.8%	0.3%	3	1	0.8%	0.3%	3	1	0.8%	0.3%	3	1	0.8%	0.3%
25 UP TO 50	430	20.2%	39	16	9.1%	3.7%	12.8%	7	3	1.6%	0.7%	7	3	1.6%	0.7%	7	3	1.6%	0.7%	7	3	1.6%	0.7%
50 UP TO 100	347	16.3%	39	21	11.2%	6.1%	17.3%	8	6	2.3%	1.7%	8	6	2.3%	1.7%	8	6	2.3%	1.7%	8	6	2.3%	1.7%
100 UP TO 150	141	6.6%	19	19	13.5%	13.5%	27.0%	2	5	1.4%	3.5%	2	5	1.4%	3.5%	2	5	1.4%	3.5%	2	5	1.4%	3.5%
150 UP TO 200	85	4.0%	11	4	12.9%	4.7%	17.6%	2	1	2.4%	1.2%	2	1	2.4%	1.2%	2	1	2.4%	1.2%	2	1	2.4%	1.2%
200 UP TO 300	111	5.2%	6	6	5.4%	5.4%	10.8%	3	0	2.7%	0.0%	3	0	2.7%	0.0%	3	0	2.7%	0.0%	3	0	2.7%	0.0%
300 UP TO 500	89	4.2%	12	3	13.5%	3.4%	16.9%	2	1	2.2%	1.1%	2	1	2.2%	1.1%	2	1	2.2%	1.1%	2	1	2.2%	1.1%
500 UP TO 1000	85	4.0%	15	12	17.6%	14.1%	31.8%	5	3	5.9%	3.5%	5	3	5.9%	3.5%	5	3	5.9%	3.5%	5	3	5.9%	3.5%
1000 AND UP	126	5.9%	23	20	18.3%	15.9%	34.1%	8	4	6.3%	3.2%	8	4	6.3%	3.2%	8	4	6.3%	3.2%	8	4	6.3%	3.2%
ASSETS NOT AVAILABLE 11/	162	7.6%	22	11	13.6%	6.8%	20.4%	6	2	3.7%	1.2%	6	2	3.7%	1.2%	6	2	3.7%	1.2%	6	2	3.7%	1.2%
ALL TRANSACTIONS	2128	100.0%	236	126	11.1%	5.9%	17.0%	46	27	2.2%	1.3%	46	27	2.2%	1.3%	46	27	2.2%	1.3%	46	27	2.2%	1.3%

TABLE IX

FISCAL YEAR 1994 1/
TRANSACTIONS BY SALES OF ACQUIRED ENTITIES 12/

SALES RANGE (\$MILLIONS)	H-S-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS 3/			
	NUMBER	PERCENT	NUMBER	PERCENTAGE OF	NUMBER	PERCENTAGE OF	NUMBER	PERCENTAGE OF	NUMBER	PERCENTAGE OF
	4/		FTC	SALES RANGE GROUP	DOJ	SALES RANGE GROUP	FTC	SALES RANGE GROUP	DOJ	SALES RANGE GROUP
			TOTAL	TOTAL	TOTAL	TOTAL	TOTAL	TOTAL	TOTAL	TOTAL
LESS THAN 15	344	16.2%	13	3.8%	11	3.2%	2	0.6%	1	0.3%
15 UP TO 25	180	8.5%	14	7.8%	7	3.9%	3	1.7%	2	1.1%
25 UP TO 50	386	18.1%	38	9.8%	15	3.9%	6	1.6%	5	1.3%
50 UP TO 100	384	18.0%	54	14.1%	32	8.3%	6	1.6%	4	1.0%
100 UP TO 150	189	8.9%	24	12.7%	10	5.3%	3	1.6%	3	1.6%
150 UP TO 200	114	5.4%	9	7.9%	8	7.0%	1	0.9%	3	2.6%
200 UP TO 300	98	4.6%	16	16.3%	11	11.2%	1	0.9%	3	3.2%
300 UP TO 500	122	5.7%	19	15.6%	8	6.6%	6	6.1%	4	3.5%
500 UP TO 1000	70	3.3%	11	15.7%	6	8.6%	5	4.1%	0	10.2%
1000 AND UP	133	6.3%	29	21.8%	15	11.3%	3	4.3%	2	4.1%
SALES NOT AVAILABLE 13/	108	5.1%	9	8.3%	3	2.8%	11	8.3%	3	7.1%
ALL TRANSACTIONS	2128	100.0%	236	11.1%	126	5.9%	46	2.2%	27	1.3%
			9	3.8%	11	3.2%	0	0.0%	0	0.0%
			14	7.8%	7	3.9%	46	2.2%	27	1.3%
			38	9.8%	15	3.9%	0	0.0%	0	0.0%
			54	14.1%	32	8.3%	46	2.2%	27	1.3%
			24	12.7%	10	5.3%	46	2.2%	27	1.3%
			9	7.9%	8	7.0%	46	2.2%	27	1.3%
			16	16.3%	11	11.2%	46	2.2%	27	1.3%
			19	15.6%	8	6.6%	46	2.2%	27	1.3%
			11	15.7%	6	8.6%	46	2.2%	27	1.3%
			29	21.8%	15	11.3%	46	2.2%	27	1.3%
			9	3.8%	3	2.8%	46	2.2%	27	1.3%
			236	11.1%	126	5.9%	46	2.2%	27	1.3%
			9	3.8%	3	2.8%	46	2.2%	27	1.3%
			236	11.1%	126	5.9%	46	2.2%	27	1.3%

TABLE X

FISCAL YEAR 1994 ^{1/}
INDUSTRY GROUP OF ACQUIRING PERSONS

2-DIGIT SIC CODE 14/	INDUSTRY DESCRIPTION	NUMBE 2	ACQUIRING PERSON			SECOND REQUEST		
			CLEARANCE GRANTED TO FTC OR DOJ			INVESTIGATIONS 3/		
			FTC	DOJ	TOTAL	FTC	DOJ	TOTAL
01	Agricultural Production-Crops	2	0	0	0	0	0	0
02	Agricultural Production-Livestock and Animal Specialties	2	0	0	0	0	0	0
07	Agricultural Services	0	0	0	0	0	0	0
08	Forestry	0	0	0	0	0	0	0
10	Metal Mining	4	1	0	1	0	0	0
12	Coal Mining	6	2	0	2	0	0	0
13	Oil and Gas Extraction	72	0	0	0	0	0	0
14	Mining and Quarrying of Nonmetallic Minerals, Except Fuels	5	0	1	1	0	0	0
15	Building Construction - General Contractors and Operative Builders	8	0	0	0	0	0	0
16	Heavy Construction other than Building Construction-Contractors	11	0	1	1	0	0	0

17	Construction-Special Grade Contractors	2	0	1	1	0	0	0	0
20	Food and Kindred Products	81	18	4	22	3	2	5	0
21	Tobacco Products	2	1	0	1	1	0	1	0
22	Textile Mill Products	28	0	4	4	0	0	0	0
23	Apparel and Other Finished Products Made from Fabrics and Similar Materials	16	1	0	1	0	0	0	0
24	Lumber and Wood Products, Except Furniture	12	0	2	2	0	0	0	0
25	Furniture and Fixtures	7	0	0	0	0	0	0	0
26	Paper and Allied Products	21	2	0	2	1	0	1	0
27	Printing, Publishing and Allied Products	63	2	0	2	0	0	0	0
28	Chemicals and Allied Products	92	31	1	32	5	0	5	0
29	Petroleum Refining and Related Industries	11	3	1	4	1	0	1	0
30	Rubber and Misc. Plastics Products	22	3	0	3	0	0	0	0
31	Leather and Leather Products	1	0	0	0	0	0	0	0
32	Stone, Clay, Glass, and Concrete Products	23	3	2	5	1	0	1	0
33	Primary Metal Industries	32	1	4	5	0	1	1	0
34	Fabricated Metal Products, Except Machinery and Transportation Equipment	42	11	3	14	0	1	1	0

35	Industrial and Commercial Machinery and Computer Equipment	78	19	5	24	3	3	6
36	Electronic and Other Electrical Equipment and Components, Except Computer Equipment	75	18	9	27	3	2	5
37	Transportation Equipment	41	12	3	15	2	2	4
38	Measuring, Analyzing and Controlling Instruments; Photographic, Medical and Optical Goods; Watches and Clocks	46	16	6	22	2	2	4
39	Miscellaneous Manufacturing Industries	13	2	1	3	0	0	0
40	Railroad Transportation	3	0	0	0	0	0	0
41	Local and Suburban Transit and Interurban Highway Passenger Transportation	2	0	0	0	0	0	0
42	Motor Freight Transportation and Warehousing	6	0	0	0	0	0	0
44	Water Transportation	8	1	0	1	0	0	0
45	Transportation by Air	12	0	5	5	0	0	0
46	Pipelines, Except Natural Gas	0	0	0	0	0	0	0
47	Transportation Services	3	0	0	0	0	0	0
48	Communications	195	7	27	34	3	7	10
49	Electric, Gas, and Sanitary Services	58	3	4	7	0	0	0

50	Wholesale Trade-Durable Goods								
51	Wholesale Trade-Nondurable Goods	105	3	3	6	0	0	0	0
52	Building Materials, Hardware, Garden Supply, and Mobile Home Dealers	97	5	1	6	0	0	0	0
53	General Merchandise Stores	6	1	0	1	0	0	0	0
54	Food Stores	19	3	0	3	0	0	0	0
55	Automotive Dealers and Gasoline Service Stations	17	6	0	6	2	0	2	2
56	Apparel and Accessory Stores	13	0	0	0	0	0	0	0
57	Home Furniture, Furnishings, and Equipment Stores	4	0	0	0	0	0	0	0
58	Eating and Drinking Places	7	0	0	0	0	0	0	0
59	Miscellaneous Retail	18	0	0	0	0	0	0	0
60	Depository Institutions	38	9	0	9	4	0	4	4
61	Nondespository Credit Institutions	34	1	1	2	1	0	1	1
62	Security and Commodity Brokers, Dealers, Exchanges, and Services	32	1	0	1	0	0	0	0
63	Insurance Carriers	25	0	4	4	0	0	0	0
64	Insurance Agents, Brokers, and Services	75	3	1	4	1	0	1	1
65	Real Estate	10	0	0	0	0	0	0	0
		31	0	0	0	0	0	0	0

67	Holding and Other Investment Offices	68	1	0	1	0	0	0	0
70	Hotels, Rooming Houses, Camps, and Other Lodging Places	26	0	1	1	0	0	0	0
72	Personal Services	7	2	0	2	1	0	0	1
73	Business Services	99	6	9	15	2	3	3	5
75	Automotive Repair, Services, and Parking	3	0	0	0	0	0	0	0
78	Motion Pictures	17	1	0	1	0	0	0	0
79	Amusement and Recreation Services	16	2	0	2	0	0	0	0
80	Health Services	161	30	15	45	10	3	3	13
81	Legal Services	0	0	0	0	0	0	0	0
82	Educational Services	3	0	0	0	0	0	0	0
86	Membership Organizations	3	0	3	3	0	1	1	1
87	Engineering, Accounting, Research Management, and Related Services	18	1	2	3	0	0	0	0
89	Miscellaneous Services	0	0	0	0	0	0	0	0
99	Nonclassifiable Establishments	2	0	0	0	0	0	0	0
00	Not Available <u>15/</u>	69	4	2	6	0	0	0	0
	ALL TRANSACTIONS	2128	236	126	362	46	27	73	73

17	Construction-Special Grade Contractors	5	0	1	1	0	0	0	0	2
20	Food and Kindred Products	85	19	4	23	3	2	5		62
21	Tobacco Products	2	1	0	1	1	0	1		1
22	Textile Mill Products	24	0	4	4	0	0	0		14
23	Apparel and Other Finished Products Made from Fabrics and Similar Materials	23	1	0	1	0	0	0		13
24	Lumber and Wood Products, Except Furniture	11	0	2	2	0	0	0		8
25	Furniture and Fixtures	5	0	0	0	0	0	0		1
26	Paper and Allied Products	15	1	0	1	1	0	1		10
27	Printing, Publishing and Allied Products	48	3	0	3	0	0	0		35
28	Chemicals and Allied Products	74	25	1	26	3	1	4		53
29	Petroleum Refining and Related Industries	6	2	1	3	2	0	2		5
30	Rubber and Misc. Plastics Products	27	7	0	7	1	0	1		10
31	Leather and Leather Products	1	0	0	0	0	0	0		0
32	Stone, Clay, Glass, and Concrete Products	30	3	3	6	0	0	0		15
33	Primary Metal Industries	25	2	4	6	0	1	1		16
34	Fabricated Metal Products, Except Machinery and Transportation Equipment	40	9	3	12	0	0	0		21

35	Industrial and Commercial Machinery and Computer Equipment	82	20	7	27	1	2	3	48
36	Electronic and Other Electrical Equipment and Components, Except Computer Equipment	73	13	9	22	2	2	4	42
37	Transportation Equipment	30	9	2	11	3	1	4	19
38	Measuring, Analyzing and Controlling Instruments; Photographic, Medical and Optical Goods; Watches and Clocks	48	16	5	21	1	2	3	32
39	Miscellaneous Manufacturing Industries	15	1	1	2	0	0	0	10
40	Railroad Transportation	1	0	0	0	0	0	0	0
41	Local and Suburban Transit and Interurban Highway Passenger Transportation	2	0	0	0	0	0	0	2
42	Motor Freight Transportation and Warehousing	6	0	0	0	0	0	0	5
44	Water Transportation	3	2	0	2	0	0	0	2
45	Transportation by Air	14	0	9	9	0	1	1	9
46	Pipelines, Except Natural Gas	3	0	0	0	0	0	0	0
47	Transportation Services	5	0	1	1	0	0	0	2
48	Communications	211	5	32	37	2	7	9	158
49	Electric, Gas, and Sanitary Services	38	2	2	4	0	0	0	26
50	Wholesale Trade-Durable Goods	95	3	2	5	1	0	1	59

51	Wholesale Trade-Nondurable Goods	77	6	1	7	0	1	1	52
52	Building Materials, Hardware, Garden Supply, and Mobile Home Dealers	7	2	0	2	0	0	0	6
53	General Merchandise Stores	13	3	0	3	0	0	0	11
54	Food Stores	19	6	0	6	2	0	2	15
55	Automotive Dealers and Gasoline Service Stations	17	0	0	0	0	0	0	9
56	Apparel and Accessory Stores	6	0	0	0	0	0	0	1
57	Home Furniture, Furnishings, and Equipment Stores	10	0	0	0	0	0	0	3
58	Eating and Drinking Places	30	1	0	1	0	0	0	18
59	Miscellaneous Retail	34	9	2	11	4	0	4	20
60	Depository Institutions	11	1	0	1	1	0	1	6
61	Nondespository Credit Institutions	31	0	0	0	0	0	0	19
62	Security and Commodity Dealers, Exchanges, and Services	16	0	1	1	0	0	0	9
63	Insurance Carriers	80	4	1	5	1	0	1	60
64	Insurance Agents, Brokers, and Services	11	1	0	1	1	0	1	7
65	Real Estate	51	0	0	0	0	0	0	21

67	Holding and Other Investment Offices	24	1	0	1	0	0	0	0	4
70	Hotels, Rooming Houses, Camps, and Other Lodging Places	37	0	0	0	0	0	0	0	21
72	Personal Services	6	1	0	1	0	0	0	0	4
73	Business Services	114	8	9	17	2	3	5		74
75	Automotive Repair, Services, and Parking	7	0	0	0	0	0	0	0	2
78	Motion Pictures	19	1	0	1	1	0	1		7
79	Amusement and Recreation Services	21	2	0	2	0	0	0	0	10
80	Health Services	164	30	14	44	10	3	13		147
81	Legal Services	0	0	0	0	0	0	0	0	0
82	Educational Services	3	0	0	0	0	0	0	0	2
83	Social Services	1	0	0	0	0	0	0	0	0
86	Membership Organizations	0	0	0	0	0	0	0	0	0
87	Engineering, Accounting, Research Management, and Related Services	25	3	0	3	0	0	0	0	5
89	Miscellaneous Services	2	0	0	0	0	0	0	0	0
99	Nonclassifiable Establishments	2	0	0	0	0	0	0	0	1
00	Not Available <u>16/</u>	108	9	3	12	2	1	3		11
	ALL TRANSACTIONS	2128	236	126	362	46	27	73		

FISCAL YEAR 1994
FOOTNOTES

- 1J/ Fiscal 1994 includes transactions reported between October 1, 1993 and September 30, 1994.
- 2J/ The size of transaction is based on the aggregate total amount of voting securities and assets to be held by the acquiring person as a result of the transaction and is taken from the response to Item 3 (c) of the notification and report form.
- 3J/ Based on the date the second request was issued.
- 4J/ During fiscal year 1994, 2305 transactions were reported under the Hart-Scott-Rodino premerger notification program. The smaller number, 2128, reflects adjustments to eliminate the following types of transactions: (1) 18 transactions reported under Section (c)(6) and 40 transactions reported under Section (c)(8) (transactions involving certain regulated industries and financial businesses); (2) 56 transactions which were followed by separate notifications for one or more additional transactions between the same parties during fiscal 1994 (such transactions are listed here as a single consolidated transaction); (3) 53 transactions found to be non-reportable; and (4) 10 incomplete transactions (only one party in each transaction filed a compliant notification. The table does not, however, exclude competing offers or multiple-party transactions involving two or more acquiring persons).
- 5J/ Percentage of total transactions.
- 6J/ Percentage of transaction range group.
- 7J/ Percentages also appear in TABLE I.
- 8J/ This category is composed of newly-formed acquiring persons and transactions withdrawn before staff could make a detailed analysis of the acquisition.
- 9J/ This category is composed of newly-formed acquiring persons, foreign acquiring persons with no United States revenues, and acquiring persons who had not derived any revenues from their investments at the time of filing.
- 10J/ The assets of the acquired entity were taken from responses to Item 2(b)(i) (Assets to be Acquired) or from Items 4(a) or (b) (SEC documents and annual reports) of the premerger notification and report form.
- 11J/ The assets were not available primarily because the acquired firms' financials were consolidated with those of each respective acquired ultimate parent.
- 12J/ The sales of the acquired entity were taken from Items 4(a) and (b) (SEC documents and annual reports) or responses to Item 5 (dollar revenues) of the premerger notification and report form.
- 13J/ Transactions in this category are represented by the acquisitions of newly-formed corporations or corporate joint ventures from which no sales were generated, and acquisitions of assets which had produced no sales or revenue during the year prior to filing the notification and report form.
- 14J/ 2-Digit SIC codes are part of the system of Standard Industrial Classification established by the United States Government Standard Classification Manual, 1987, Executive Office of the President - Office of Management and Budget. The SIC groupings used in this table were determined from responses submitted by filing parties to Item 5 of the premerger notification and report form.
- 15J/ Transactions included in this category represent newly-formed companies, companies with no United States operations and notifications filed by some individuals.
- 16J/ Transactions in this category include filings by newly-formed entities.

NOTE: Detail may not add to total due to rounding.

Exhibit B
Federal Register Notice
issued October 5, 1994

recommendation. FEMA has approved a 180-day extension to the time period for the Missouri regular crisis counseling program.

(Catalog of Federal Domestic Assistance No. 83.516, Disaster Assistance)

Dated: September 30, 1994.

Richard W. Krimm,

Associate Director, Response and Recovery Directorate.

[FR Doc. 94-24624 Filed 10-4-94; 8:45 am]

BILLING CODE 6718-02-M

FEDERAL TRADE COMMISSION

Hart-Scott-Rodino Act Antitrust Improvements Act of 1976 and Regulations Thereunder; Notice Regarding an Increase in the Filing Fee

AGENCY: Federal Trade Commission.

ACTION: Notice.

SUMMARY: On August 26, 1994, the President signed legislation into law mandating that a fee of \$45,000 must be paid by each person acquiring voting securities or assets who is required to file a premerger notification by the Hart-Scott-Rodino Antitrust Improvement Act of 1976 and the regulations promulgated thereunder. The newly enacted law amends Section 605 of Title VI of Pub. L. 101-162, which mandated the collection of a \$25,000 filing fee.

The new provision increasing the filing fee to \$45,000 became effective upon the President's signature, late Friday, August 26, 1994. The Commission is collecting the new fee for filings made on or after Monday, August 29. The Commission has issued this Notice in order to advise the public about the increase in the filing fee.

EFFECTIVE DATE: The increased filing fee is due from acquiring persons submitting Premerger Notification and Report Forms on or after August 29, 1994.

FOR FURTHER INFORMATION CONTACT: Richard B. Smith, Attorney, Premerger Notification Office, Bureau of Competition (Sixth Street and Pennsylvania Avenue, NW., Room 301), Federal Trade Commission, Washington, D.C. 20580, 202-326-3100.

SUPPLEMENTARY INFORMATION: The United States Congress, in an Act making appropriations for the Departments of Commerce, Justice, and State, the Judiciary and Related Agencies,¹ has mandated that a fee of

¹ The newly passed law (H.R. 4603, Pub. L. 103-317) amends Section 605 of Title VI of Public Law 101-162 (103 Stat. 1031), which originally mandated the collection of a filing fee beginning November 28, 1989, by striking "\$25,000" and inserting in lieu thereof "\$45,000."

\$45,000 must be paid by "persons acquiring voting securities or assets who are required to file premerger notifications by the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and the regulations promulgated thereunder." The new fee provision was signed into law by President Clinton late Friday, August 26, 1994, and took effect immediately.³ The increased fee must be paid for filings made on or after Monday, August 29, 1994.

By direction of the Commission.

Donald S. Clark,

Secretary.

[FR Doc. 94-24610 Filed 10-4-94; 8:45 am]

BILLING CODE 6750-01-M

DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Notice of Interest Rate on Overdue Debts

Section 30.13 of the Department of Health and Human Services' claims collection regulations (45 CFR Part 30) provides that the Secretary shall charge an annual rate of interest as fixed by the Secretary of the Treasury after taking into consideration private consumer rates of interest prevailing on the date that HHS becomes entitled to recovery. The rate generally cannot be lower than the Department of Treasury's current value of funds rate or the applicable rate determined from the "Schedule of Certified Interest Rates with Range of Maturities." This rate may be revised quarterly by the Secretary of the Treasury and shall be published quarterly by the Department of Health and Human Services in the **Federal Register**.

The Secretary of the Treasury has certified a rate of 13 $\frac{3}{8}$ % for the quarter ended September 30, 1994. This interest rate will remain in effect until such time as the Secretary of the Treasury notifies HHS of any change.

² Section 7A of the Clayton Act, 15 U.S.C. 18a, as added by Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. 95-435, 90 Stat. 1390.

³ Many other provisions of the legislation, relating to current appropriations for FY 95, are effective October 1, 1994. Although the fee increase provision is contained in the FY 95 current appropriations legislation, the increase itself is not a current appropriation for FY 95, nor is it made dependent upon the FY 95 appropriation. Rather, the fee increase is permanent legislation amending a provision of law that has been in effect since 1989. The appropriations act contains no provision specifying an effective date for the fee increase provision, and it was therefore effective upon enactment. See GAO Office of the General Counsel, Principles of Federal Appropriations Law § 2.B.4 (2d ed. 1991).

Dated: September 28, 1994.

George Strader,

Deputy Assistance Secretary, Finance.

[FR Doc. 94-24559 Filed 10-4-94; 8:45 am]

BILLING CODE 4150-04-M

Health Care Financing Administration

Public Information Collection Requirements Submitted to the Office of Management and Budget (OMB) for Clearance

AGENCY: Health Care Financing Administration.

The Health Care Financing Administration (HCFA), Department of Health and Human Services (HHS), has submitted to OMB the following proposals for the collection of information in compliance with the Paperwork Reduction Act (Public Law 96-511).

1. *Type of Request:* Reinstatement; *Title of Information Collection:* Indirect Medical Education; *Form No.:* HCFA-R-64; *Use:* This collection of information on interns and residents is needed to calculate Medicare program payments for hospitals for the indirect costs they incur for medical education. *Frequency:* Annually; *Respondents:* Businesses or other for profit, nonprofit institutions; *Estimated Number of Responses:* 1,250; *Average Hours Per Response:* 3; *Total Estimated Burden Hours:* 3,750.

2. *Type of Request:* Revision; *Title of Information Collection:* Psychiatric Unit Criteria Worksheet, Rehabilitation Hospital Criteria Worksheet, and Rehabilitation Unit Criteria Worksheet; *Form Nos.:* HCFA-437, -437A, -437B; *Use:* These forms are necessary to verify and reverify that these facilities/units comply and remain in compliance with the exclusion criteria for the Medicare prospective payment system; *Frequency:* Annually; *Respondents:* Businesses or other for profit, nonprofit institutions, and State or local governments; *Estimated Number of Responses:* 2,349; *Average Hours Per Response:* .25; *Total Estimated Burden Hours:* 587.

3. *Type of Request:* Reinstatement; *Title of Information Collection:* Medicare Supplier Number Application; *Form No.:* HCFA-192; *Use:* Legislation requires all suppliers to disclose the names of owners and managing employees. This form establishes a standard for that data collection. These data are used to identify common ownership and management and sanctioned individuals in the Medicare and Medicaid programs; *Frequency:* On occasion; *Respondents:* Businesses or other for profit, small businesses or



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

The Honorable Anne K. Bingaman
Assistant Attorney General for Antitrust
Department of Justice
Washington, D.C. 20530

Dear Ms. Bingaman:

In accordance with subsection (j) of Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, the Commission requests your concurrence with the enclosed Seventeenth Annual Report to Congress regarding the premerger notification program. The report covers fiscal year 1994.

By direction of the Commission.

Donald S. Clark
Secretary

Enclosure



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

The Honorable Albert Gore, Jr.
President of the Senate
United States Senate
Washington, D.C. 20510

Dear Mr. President:

It is a pleasure to transmit the Seventeenth Annual Report to Congress pursuant to Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. 94-435. The report provides statistics on the operation of the premerger notification program, discusses recent developments and describes the Commission's and the Antitrust Division's merger enforcement activities during fiscal year 1994. The Assistant Attorney General for Antitrust has concurred in the report.

By direction of the Commission.

Donald S. Clark
Secretary

Enclosure



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

The Honorable Newt Gingrich
Speaker
House of Representatives
Washington, D.C. 20515

Dear Mr. Speaker:

It is a pleasure to transmit the Seventeenth Annual Report to Congress pursuant to Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. 94-435. The report provides statistics on the operation of the premerger notification program, discusses recent developments and describes the Commission's and the Antitrust Division's merger enforcement activities during fiscal year 1994. The Assistant Attorney General for Antitrust has concurred in the report.

By direction of the Commission.

Donald S. Clark
Secretary

Enclosure

MERGER ENFORCEMENT STATISTICS¹

FY 90 - FY 94

Transactions ²	2nd Requests	Filing Withdrawn ³	Pls	§ 7 Enforcement Actions		§ 7A Actions		Civil Penalty Actions	
				Consents	Part III	G(1)	G(2)		
FY90	2,262	55	15	7	11	2	20	0	0
FY91	1,529	33	10	7	7	0	14	5	0
FY92	1,589	26	9	0	5	0	5	3	0
FY93	1,846	40	8	3	9	0	12	2	0
FY94	2,305	46	8	4	15	1	20	1	1

NONMERGER ENFORCEMENT STATISTICS FY90 - FY94

TOTAL ENFORCEMENT⁴ FY90 - FY94

	New Initial Phase		Consents	Part III	Total		
	Investigations						
FY90	96	8	3	11	FY90	31	
FY91	84	7	1	8	FY91	27	
FY92	78	6	1	7	FY92	15	
FY93	78	9	2	11	FY93	25	
FY94	77	11	0	11	FY94	33	

¹ As of September 30th of each fiscal year.

² Transactions and Investigations are as of the last full month.

³ Represents HSR filings withdrawn before the Commission's investigation has been completed.

⁴ Counts merger, nonmerger, 7A civil penalty and other civil penalty actions.

FY 1994 MERGER ENFORCEMENT

CONSENTS

<u>Matter</u>	<u>File/Docket</u>	<u>Action</u>
1. Valspar/Cargill (Resin Products)	931-0098	Accepted for comment 10/21/93; consent made Final 01/25/94.
2. QVC/Paramount (Cable)	C-3478 941-0008	Accepted for comment 11/15/93; consent withdrawn 3/16/94.
3. Alvey Holdings/White Storage (Horizontal Carousels)	931-0138 C-3488	Accepted for comment 12/6/93; consent made Final 3/30/94.
4. Columbia/HCA (Hospital)	941-0005 C-3505	Accepted for comment 2/07/94; consent made Final 07/05/94.
5. Thrifty/Payless (Drug Stores)	941-0024 C-3519	Accepted for comment 02/23/94; consent made Final 08/16/94.
6. Martin Marietta/General Dynamics (Satellite Launchers)	941-0038 C-3500	Accepted for comment 03/23/94; consent made Final 06/22/94.
7. Marion Merrell Dow/Rigby (Dicyclomine tablets and capsules)	941-0019	Accepted for comment 06/20/94; consent made Final 09/23/94.
8. Sara Lee/Knomark, etc. (Shoe Polish)	921-0023 C-3523	Accepted for comment 06/29/94; consent made Final 08/24/94.
9. Revco/Hook-SuperRx (Drug Stores)	941-0075	Accepted for comment 07/14/94.

FY 1994 MERGER ENFORCEMENT - (cont.)

CONSENTS

<u>Matter</u>	<u>File/Docket</u>	<u>Action</u>
10. Adobe/Aldus (Illustration Software)	941-0059	Accepted for comment 07/26/94.
11. First Data/Western Union (Money Wire Transfer Service)	931-0090	Accepted for comment 08/17/94.
12. Roche/Syntex (Drug Abuse Testing)	941-0085	Accepted for comment 08/29/94.
13. Rite Aid/Laverdiere (Drug Stores)	941-0081	Accepted for comment 08/31/94.
14. Columbia-HCA/MCA (Outpatient surgical services)	941-0108	Accepted for comment 09/14/94.
15. Sulzer/Metco (Aluminum polyester powder)	941-0024	Accepted for comment 09/29/94.

PART III COMPLAINTS

Matter

1. Red Apple/Sloans
(Supermarkets)

File/Docket

911-0123
D. 9266

Action

Complaint issued 05/27/94.

MERGER-RELATED CIVIL PENALTY ACTIONS

Matter

1. Rebus/Furrs
2. Pennzoil

File/Docket

891-0095
Civ. No. 94-0041
901-0154
Civ. No. 94-2077

Action

Settlement filed 01/11/94 (\$400,000).
Settlement filed 09/26/94 (\$2.6 million).

FY 93 SECOND REQUESTS CONTINUING INTO FY 94

<u>Matter</u>	<u>Date Issued</u>	<u>Status</u>
1. Time Warner/Telesat + 931-0035	12/30/92	Filing withdrawn on 03/07/94; investigation closed 4/06/94.
2. Loewen/Heritage 931-0084	05/18/93	Negotiating consent.
3. Williams/Sun Marine Terminals 931-0093	06/04/93	Investigation closed 11/18/93.
4. Valspar/Cargill * 931-0098	06/18/93	Consent accepted for comment 10/21/93; Consent made final 01/25/94.
5. Shaw/Lukens + 931-0119	08/13/93	HSR filing withdrawn 10/29/93; Investigation closed 11/10/93.
6. Allied Signal/Sundstrand 931-0118	08/13/93	Investigation closed 06/27/94.
7. Ralston/National Oats 931-0124	08/20/93	Investigation closed 11/12/93.
8. Merck/Medco 931-0128	09/03/93	Investigation closed 11/05/93.
9. Liberty Media/QVC + 931-0131	09/08/93	HSR filings withdrawn on 11/4-5/93; Investigation closed 12/01/93.
10. Xerox/Owens-Corning + 931-0137	09/17/93	HSR filing withdrawn on 10/15/93; Investigation closed 10/29/93.
11. Alvey Holdings/White Storage * 931-0138	09/24/93	Consent accepted for comment 12/06/93; consent made final 03/30/94.

* Enforcement action authorized.

+ Matters in which parties withdrew their filings in FY94 before Commission investigation completed.

FY 94 SECOND REQUESTS

<u>Matter</u>	<u>Date Issued</u>	<u>Status</u>
1. Florida Rock/Florida Crushed Stone + 941-0001	10/01/93	HSR filing withdrawn 10/19/93; Investigation closed 10/26/93.
2. Owens-Corning/Johns Manville 941-0006	10/14/93	Investigation closed 01/13/94.
3. Parkview/Sisters of Charity * 931-0125	10/22/93	P.I. authorized 01/31/94; transaction abandoned; investigation closed 07/18/94.
4. QVC/Paramount * 941-0008	11/05/93	Consent accepted for comment 11/15/93; consent withdrawn 03/16/94.
5. Acadia/Kimberly Clark + 941-0013	11/12/93	Initial filing bounced; filing withdrawn 06/17/94; investigation closed 07/21/94.
6. BASF/Allied Signal + 941-0014	02/09/94	HSR filing withdrawn 04/13/94; investigation closed 04/25/94.
7. Columbia/HCA * 941-0005	11/17/93	Consent accepted for comment 02/07/94; consent made final 07/05/94.
8. Liberty/Meadowlands 941-0016	11/18/93	Investigation closed 03/18/94.
9. SCI/ECI Capital/MLI 941-0018	11/24/93	Investigation closed 01/25/94.
10. Community Memorial/Kimball 941-0021	12/03/93	Investigation closed 08/03/94.
11. Health Trust/Holy Cross * 941-0020	12/10/93	P.I. authorized 03/22/94; consent accepted for comment 07/08/94.

* Enforcement action authorized.

+ Matters in which parties withdrew their filings in FY94 before Commission investigation completed.

FY 94 SECOND REQUESTS - (cont.)

<u>Matter</u>	<u>Date Issued</u>	<u>Status</u>
12. Senior Engineering/Parker Hannifin 941-0023	12/17/93	Investigation closed 03/07/94.
13. Thrifty/Payless * 941-0024	12/23/93	Consent accepted for comment 02/23/94; consent made final 08/16/94.
14. Reuters/Teknekron 941-0033	01/21/94	Investigation closed 03/01/94.
15. First Data/Western Union * 931-0090	01/29/94	Consent accepted for comment 08/17/94.
16. Martin-Marietta/General Dynamics * 941-0038	02/04/94	Consent accepted for comment 03/23/94; consent made final 06/22/94; investigation closed 07/20/94.
17. Shell/Montedison 941-0043	02/11/94	Awaiting compliance.
18. Oerlihon/Bahrle/Leybold 941-0054	03/30/94	Awaiting compliance.
19. Miriam Hospital/Rhode Island Hospital 941-0053	04/01/94	Investigation closed 07/13/94.
20. Sun/Chevron 941-0058	04/15/94	To be closed.

* Enforcement action authorized.

+ Matters in which parties withdrew their filings in FY94 before Commission investigation completed.

FY 94 SECOND REQUESTS

- (cont.)

<u>Matter</u>	<u>Date Issued</u>	<u>Status</u>
21. Adobe Systems/Aldus * 941-0059	04/15/94	Consent accepted for comment 07/26/94.
22. Sulzer/Metco 941-0073	05/05/94	Negotiating consent.
23. Charter Medical/National Medical 941-0074	05/12/94	Awaiting compliance.
24. Revco/Hook-SuperX * 941-0075	05/13/94	Consent accepted for comment 07/14/94.
25. B.A.T./American Tobacco 941-0080	05/26/94	Awaiting compliance.
26. Rite Aid/Le Veridere * 941-0081	06/03/94	Consent accepted for comment 09/02/94.
27. Roche/Syntex * 941-0085	06/03/94	Consent accepted for comment 08/30/94.
28. Allied Signal/Textron 941-0093	06/30/94	Awaiting compliance.
29. TGH Health/Rochester Health 941-0094	07/08/94	Awaiting compliance.
30. Exide/Evanite Fiber 941-0099	07/15/94	Awaiting compliance.

* Enforcement action authorized.

+ Matters in which parties withdrew their filings in FY94 before Commission investigation completed.

FY 94 SECOND REQUESTS - (cont.)

<u>Matter</u>	<u>Date Issued</u>	<u>Status</u>
31. Eli Lilly/Mckesson PBM 941-0102	07/26/94	Awaiting compliance.
32. Columbia/MCA 941-0108	07/29/94	HSR waiting period expires 09/14/94.
33. ConAgra/Empire + 941-0111	08/10/94	HSR filing withdrawn 09/ /94.
34. Freeman/Oak Hill Hospitals 941-0115	08/19/94	Awaiting compliance.
35. Comcast/QVC 941-0118	08/24/94	Awaiting compliance.
36. TCI/Multimedia 941-0120	08/25/94	Awaiting compliance.
37. American Home Products/ American Cyanamid 941-0116	08/25/94	Awaiting compliance.
38. Burns, Phillip/Tone Brothers 941-0117	08/26/94	Awaiting compliance.
39. Nestle/Grand Met 941-0124	09/02/94	Awaiting compliance.
40. Alliant/Hercules 941-0123	09/09/94	Awaiting compliance.

* Enforcement action authorized.

+ Matters in which parties withdrew their filings in FY94 before Commission investigation completed.

FY 94 SECOND REQUESTS

- (cont.)

<u>Matter</u>	<u>Date Issued</u>	<u>Status</u>
41. American General/Unitrin 941-0125	09/09/94	Awaiting compliance.
42. Sensormatic/Knogo 941-0126	09/16/94	Awaiting compliance.
43. Exide/IPM 941-0129	09/23/94	Awaiting compliance.
44. Schnuck/National 941-0131	09/28/94	Awaiting compliance.
45. Schwegman/National 941-0130	09/28/94	Awaiting compliance.
46. TCI/Telecable 941-0132	09/28/94	Awaiting compliance.

* Enforcement action authorized.

+ Matters in which parties withdrew their filings in FY94 before Commission investigation completed.

FY 1994 NONMERGER ENFORCEMENT¹

PART II CONSENTS

<u>Matter</u>	<u>File/Docket</u>	<u>Action²</u>
1. Home Oxygen (Home 1) (Monopolization)	901-0109	Accepted for comment 10/28/93; consent made final 09/14/94.
2. Homecare Oxygen (Home 2) (Monopolization)	911-0020	Accepted for comment 10/28/93; consent made final 09/14/94.
3. Protective Armor Assoc. (Advertising Restriction)	921-0070 C-3481	Accepted for comment 12/16/93; consent made final 03/17/94.
4. McLean County Chiropractic Assn. (Price Fixing)	911-0121 C-3491	Accepted for comment 01/03/94; consent made final 04/07/94.
5. American Assoc. of Language Specialists (TAALS) (Price fixing; work rules restraints)	911-0022 C-3524	Accepted for comment 01/28/94; consent made final 08/31/94.
6. American Society of Interpreters (ASI) (Price fixing; work rules restraints)	911-0022 C-3525	Accepted for comment 01/28/94; consent made final 08/31/94.

¹ To avoid double counting, this list includes only those nonmerger enforcement actions in which the Commission took its first public action during FY 1994. In addition, during FY 1994 the Commission took further action on matters initiated in earlier years. One Part II consent was made final; Keds, file 931-0067, C-3490 on 04/01/94. Four Part III consents were issued: Abbott Labs, D.9253 on 10/28/93, made final on 02/04/94, Maryland Pharmacists, D.9262, on 12/09/93, made final on 02/25/94, and Detroit Auto Dealers (146 respondents), D.9189 on 01/24/94, made final 04/20/94, and DADA/Hayes on 04/14/94, made final on 07/20/94. The Commission issued a decision dismissing the complaint in College Football Association/ABC, D. 9242, on 07/08/94.

FY 1994 NONMERGER ENFORCEMENT

PART II CONSENTS

- (cont.)

<u>Matter</u>	<u>File/Docket</u>	<u>Action³</u>
7. Arizona Auto Dealers (Advertising Restrictions)	931-0056 C-3497	Accepted for comment 02/22/94; consent made final 05/31/94.
8. Community Assoc. Inst. (Antisolicitation Restriction)	931-0085 C-3498	Accepted for comment 02/23/94; consent made final 06/06/94.
9. Three Palms/Boulder Ridge (Agreement not to compete)	891-0104	Accepted for comment 06/24/94.
10. Trauma Associates of North Broward (Price fixing and Boycott)	921-0101	Accepted for comment 07/25/94.
11. Medical Staff of Good Samaritan Regional Medical Center (Boycott Threat)	901-0032	Accepted for comment 08/31/94.

cc: Susan Desanti
Pat Foster
Joyce Kereszturi
John Sipple
Mark Whitener
Mary Lou Steptoe
Jim Egan
Joan Greenbaum
Marion Bruno
Holly Vedova