

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION**

**COMMISSIONERS:**      **William E. Kovacic, Chairman**  
                                 **Pamela Jones Harbour**  
                                 **Jon Leibowitz**  
                                 **J. Thomas Rosch**

In the Matter of	)	
	)	
Red Sky Holdings LP,	)	
a limited partnership,	)	Docket No. 9333
and	)	
Newpark Resources Inc.,	)	
a corporation.	)	
	)	

**ORDER DISMISSING COMPLAINT**

On October 22, 2008, the Federal Trade Commission issued the Administrative Complaint in this matter, having reason to believe that respondents Red Sky Holdings LP (“Red Sky”) [through its subsidiary CCS Corporation (“CCS”)] and Newpark Resources Inc. (“Newpark”) had entered into an acquisition agreement, in violation of Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45 -- for the acquisition by Red Sky of Newpark -- and having reason to believe that the proposed acquisition, if consummated, would violate Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act. Complaint Counsel and the Respondents have now filed a Joint Motion to Dismiss Complaint, on the grounds that the Respondents are abandoning the proposed acquisition by Red Sky of Newpark Environmental Services; that Red Sky has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for the proposed transaction; and that the complaint is now moot.<sup>1</sup>

The Commission has determined to dismiss the Administrative Complaint without prejudice, consistent with both Commission precedent and the current posture of this case. For example, in *Inova Health System Foundation et al.*, the Commission recently issued an order dismissing the complaint on the grounds that the Respondents had abandoned the transaction and

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<sup>1</sup> *Joint Motion to Dismiss Complaint* (November 25, 2008) (“Joint Motion”), available at <http://www.ftc.gov/os/adjpro/d9333/081125jointmodismisscmplt.pdf>, at 1.

had withdrawn their Hart-Scott-Rodino Notification and Report Forms.<sup>2</sup> The Commission noted that

the most important elements of the relief set out in the Notice of Contemplated Relief in the Administrative Complaint have been accomplished without the need for further administrative litigation. In particular, the Respondents have publicly announced that they have abandoned the proposed merger at issue. Moreover, the Respondents have withdrawn the Hart-Scott-Rodino Notification and Report Forms they filed for the proposed transaction. As a consequence, the Respondents would not be able to effect the proposed transaction without filing new Hart-Scott-Rodino Notification and Report Forms.<sup>3</sup>

Similarly, in this matter, the most important elements of the relief set out in the Notice of Contemplated Relief in the Administrative Complaint have been accomplished without the need for further administrative litigation. In particular, the Respondents have announced that they are abandoning the proposed acquisition at issue, and Red Sky has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for the proposed transaction. As a consequence, the Respondents would not be able to effect the proposed transaction without filing new Hart-Scott-Rodino Notification and Report Forms.

For the foregoing reasons, the Commission has determined that the public interest warrants dismissal of the Administrative Complaint in this matter. The Commission has

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<sup>2</sup> *In the Matter of Inova Health System Foundation, and Prince William Health System, Inc.*, Docket No. 9326, Order Dismissing Complaint (June 17, 2008), available at <http://www.ftc.gov/os/adjpro/d9326/080617orderdismisscmt.pdf>; accord, *In the Matter of Equitable Resources, Inc., Dominion Resources, Inc., Consolidated Natural Gas Company, and The Peoples Natural Gas Company*, Docket No. 9322, Order Dismissing Complaint (January 31, 2008) (Public Version), available at <http://www.ftc.gov/os/adjpro/d9322/080204complaint.pdf>; *In the Matter of Swedish Match North America Inc., and National Tobacco Company, L.P.*, Docket No. 9296 (*Swedish Match*), Order Dismissing Complaint (January 4, 2001), available at <http://www.ftc.gov/os/2001/01/swedishdismisscmp.htm>; *In the Matter of H.J. Heinz Company, Milnot Holding Corporation, and Madison Dearborn Capital Partners, L.P.*, Docket No. 9295 (*H.J. Heinz*), Order Dismissing Complaint (December 4, 2001), available at <http://www.ftc.gov/os/2001/12/heinzorder.pdf>.

<sup>3</sup> *Inova Health System Foundation*, *supra* note 2, at 2.

determined to do so without prejudice, however, because it is not reaching a decision on the merits. Accordingly,

**IT IS ORDERED THAT** the Administrative Complaint in this matter be, and it hereby is, dismissed without prejudice.

By the Commission.

Donald S. Clark  
Secretary

ISSUED: December 10, 2008