



**ELEVENTH ANNUAL REPORT
TO CONGRESS
PURSUANT TO SECTION 201
OF THE
HART-SCOTT-RODINO ANTITRUST
IMPROVEMENTS ACT OF 1976
(Fiscal Year 1988)**

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 eleventh annual report to Congress pursuant to this provision. It covers fiscal year 1988.

In general, Section 7A requires that certain proposed acquisitions of stock or assets must be reported to the Federal Trade Commission and 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), 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 to conduct this antitrust review. Much of the information needed for a preliminary antitrust evaluation is included in the notification filed with the agencies 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) 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, after the requested information and documents are received. This additional time provides the

agencies with the opportunity to review the information and to take appropriate action before the transaction is consummated. If either agency believes that a proposed transaction may violate the antitrust laws, the agency 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, 1978.¹ 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, 1983.² Additional amendments were published in the Federal Register on March 6, 1987,³ and May 29, 1987.⁴

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 each fiscal year in which the program has been in operation the number of transactions reported,⁵ the number of

¹ 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.

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

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

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

⁵ The term "transactions," as used in Appendices A, B, and C and Exhibits A and B 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 (continued...)

filings received, the number of merger investigations in which requests for additional information or documentary material (hereinafter referred to as "second request[s]") 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 calendar years 1981 through 1984 and fiscal years 1985 through 1988 the number of transactions in which second requests could have been issued. (This information appears on Appendix C and is explained in footnote 1 of that appendix.) Appendix B provides a month-by-month comparison of the number of filings received (Table 1) and the number of transactions reported (Table 2) for fiscal years 1979 through 1988. Appendix C shows, for calendar years 1981 through 1984 and fiscal years 1985 through 1988, 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. As we explained in the Eighth Annual Report, we believe that Appendix C provides 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.⁶

The information regarding second requests in Appendices A and C differs from that reported in those appendices in prior annual reports. Appendices A and C in prior 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, e.g., a cash tender offer, an option to acquire shares from the acquired person, and an option to acquire shares from shareholders. 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 under the Act by the agencies.

The statistics set out in the appendices show that the number of transactions reported in 1988 increased approximately 8.4 percent over the number of transactions reported in 1987

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numbers to track the filing parties and waiting periods. As described below, a particular merger or deal may involve more than one "transaction." Indeed, some have involved as many as four or five "transactions."

⁶ See Appendix C, note 1.

(2,746 transactions were reported in 1988 while 2,533 were reported in 1987). The statistics in Appendix A also show that the number of merger investigations in which second requests were issued in 1988 increased approximately 17.2 percent over the number of merger investigations in which second requests were issued in 1987 (second requests were issued in 68 merger investigations in 1988 while second requests were issued in 58 in 1987). These numbers indicate a slight increase in the number of merger investigations in which second requests were issued as a percentage of reported transactions from 1987 to 1988 (from 2.3 percent in 1987 to 2.5 percent in 1988, based on Appendix A, and from 2.7 percent in 1987 to 2.8 percent in 1988, based on Appendix C).

The statistics also show that in recent years, early termination is requested for most transactions.⁷ In 1988, early termination was requested in 88.9 percent (2,440) of the transactions reported, while in 1987 it was requested in 89.3 percent (2,264) of the transactions reported. Although the number of requests granted has increased (from 1,752 in 1987 and to 1,885 in 1988), the percentage of requests granted has remained steady (77.3 percent in 1987 and 77.2 percent in 1988).

We have also included in the report, as Exhibits A and B, statistical tables containing information about the agencies' enforcement interest in transactions reported in fiscal years 1987 and 1988. Both exhibits present eleven tables that provide, for various statistical break downs, 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 most of their revenues. These

⁷ As noted in the Seventh Annual Report, the increase in the number of requests for early termination and the high proportion of those requests that have been granted are probably attributable to the change in the agencies' standard for granting early termination, adopted in the formal interpretation issued by the Commission on August 20, 1982.

statistics have been included in prior annual reports for the calendar years 1981-1984, and for fiscal year 1985.⁸

DEVELOPMENTS IN FY 1988 RELATING TO PREMERGER NOTIFICATION RULES AND PROCEDURES

1. Proposed Rule Change

On September 22, 1988, the Commission, with the concurrence of the Department of Justice, published in the Federal Register a Notice of Proposed Rulemaking regarding acquisitions of 10 percent or less of an issuer's voting securities.⁹ The Notice set out one principal proposal and two alternative approaches to revising the rules. The principal proposal would exempt from the requirements of the Act acquisitions that resulted in the acquiror holding 10 percent or less of an issuer's voting securities which are valued at more than \$15 million. Currently, such acquisitions are exempt from the Act's requirements under Section 7A(c)(9) of the Act and § 802.9 of the premerger notification rules if the acquiror intends to hold the voting securities "solely for the purpose of investment." Voting securities are held "solely for the purpose of investment" if the acquiror "has no intention of participating in the formulation, determination, or direction of the basic business decisions of the issuer."¹⁰

The alternative proposals involved an escrow arrangement and a modified optional notification form. The escrow proposal would permit an acquiror to purchase, but not take possession of, 10 percent or less of an issuer's voting securities valued at more than \$15 million without first filing notification provided the securities were held in escrow and the acquiror did not exercise the power to vote the shares. The acquiror would be required to file notification prior to taking the shares out of escrow and prior to acquiring more than 10 percent of the issuer's shares.

⁸ See the Tenth Annual Report, Exhibit A, for fiscal year 1985, the Ninth Annual Report, Exhibit A, for calendar year 1984 transactions, the Eighth Annual Report, Exhibit A, for calendar year 1983 transactions, the Seventh Annual Report, Exhibit B for calendar year 1982 transactions, and the Sixth Annual Report, Exhibit A for calendar year 1981 transactions. Due to resource constraints, statistics for fiscal year 1986 have not been prepared.

⁹ 53 Fed. Reg. 36,831 (1988).

¹⁰ 16 C.F.R. § 801.1(i)(1).

The optional modified notification proposal would permit an acquiror to file notification for acquisitions resulting in an acquiror holding 10 percent or less of an issuer's voting securities valued at more than \$15 million without notifying the acquired person prior to filing. Currently, § 803.5(a) of the premerger notification rules requires an acquiring person, inter alia, to notify the acquired person of its intention to make an acquisition and its intention to file notification before it makes its filing. Under this optional system, an acquiror would have to submit specified public documents describing the entity to be acquired, but would not have to give the acquired person notice under rule 803.5(a). This optional modified notification would be available only for acquisitions of the voting securities of companies that file Schedule 10-K's with the Securities and Exchange Commission and have publicly available annual reports.

Eighteen public comments regarding these proposed changes were received. The Commission has no action pending or planned at this time regarding this rulemaking.

2. Reinstatement of Dairy Merger Reporting Program

On September 6, 1988, the Commission reinstated its dairy merger reporting program. The Commission had established this program in 1974, and suspended it in 1981.

Under this program, dairy processors over a certain size must file reports 60 days before they acquire companies with fluid milk processing or distribution facilities within a 250 mile radius of similar facilities of the acquiring firm, and before they acquire companies that have a certain sales volume. Merging dairy firms are exempted from filing a report under this program if they are required to report the transaction under the HSR premerger notification program.

3. Premerger Notification Source Book

On November 13, 1987, the Commission announced that it had prepared and had available for purchase through the U.S. Government Printing Office the "Premerger Notification Source Book." This book has collected into a single volume a large number of materials concerning the premerger notification program, all of which had been previously published separately.

The Source Book contains the following materials:

- Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act (15 U.S.C. § 18a), which established the program;

- the Commission's premerger notification rules, including the most recent amendments;
- copies of most of the Federal Register notices concerning the rules and amendments, including the Commission's statements of basis and purpose for the rules and amendments;
- all formal interpretations of the rules;
- Bureau of Competition statements concerning enforcement of the premerger notification rules; and
- the Tenth Annual Report to Congress on the premerger notification program.

4. Compliance

Fiscal year 1988 was a very significant year for HSR non-compliance actions. At the Commission's request, the Department of Justice filed five complaints¹¹ alleging that a total of six corporations and three individuals had violated the premerger notification requirements of the Act by failing to comply with reporting and waiting period requirements before consummating certain stock acquisitions. 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. In each case, the Division filed a proposed consent decree simultaneously with the complaint. Only two other enforcement actions have been brought under Section 7A(g)(1) since the program's inception.¹²

¹¹ United States v. Wickes Companies, Inc., 1988-1 Trade Cases ¶ 67,966 (D.D.C. 1988); United States v. First City Financial Corporation Ltd. and Roxboro Investments (1976) Ltd., 1988-1 Trade Cases ¶ 67,967 (D.D.C. 1988); United States v. Donald J. Trump, 1988-1 Trade Cases ¶ 67,968 (D.D.C. 1988); United States v. Roscoe Moss Corporation and Roscoe Moss Jr., 1988-1 Trade Cases ¶ 68,040 (D.D.C. 1988); and United States v. Lonrho, PLC, Lonrho, Inc., Robert O. Anderson, and Diamond A. Cattle Company, 1988-2 Trade Cases ¶ 68,232 (D.D.C. 1988).

¹² One action, United States v. Coastal Corporation, 1985-1 Trade Cases ¶ 66,425 (D.D.C. 1984), was filed in 1984. Under the terms of the consent decree, Coastal agreed to pay a civil penalty of \$230,000, the maximum civil penalty authorized. Coastal also divested the stock that it was alleged to have acquired illegally. The other action, United States v. Bell

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In United States v. Wickes Companies, Inc., the complaint alleged that Wickes violated the Act from July 18 through September 2, 1986, when it acquired stock of Owens-Corning Fiberglas Corporation of Toledo, Ohio, through its agent, the investment banking firm of Bear, Stearns & Company. This was the first case brought concerning the use of an investment banking firm to avoid filing notification required by the Act. Wickes sells lumber and other building material. Under the terms of the consent decree, Wickes agreed to pay a civil penalty of \$300,000 to settle the case.

In United States v. First City Financial Corporation Ltd. and Roxboro Investments (1976) Ltd., the complaint alleged that First City Financial and Roxboro Investments violated the Act from February 19 through April 2, 1986, when they acquired stock of Ashland Oil, Inc., of Russell, Kentucky, through their agent, the investment banking firm of Bear, Stearns & Company. First City provides diversified financial services, as well as general leasing services. Roxboro is a holding company affiliated with First City. Under the terms of the consent decree, First City Financial and Roxboro Investments agreed to pay a civil penalty of \$400,000 to settle the case.

In United States v. Donald J. Trump, a two-count complaint was filed alleging that Donald J. Trump of New York City violated the Act from August 22 through November 9, 1986, when he acquired stock of Holiday Corporation of Memphis, Tennessee, and from November 13, 1986, through January 22, 1987, when he acquired stock of Bally Manufacturing Corporation of Chicago. Both acquisitions were made through Trump's agent, the investment banking firm of Bear, Stearns & Company. Trump is a real estate developer who also owns and operates casinos. Under the terms of the consent decree, Trump agreed to pay a civil penalty of \$750,000 to settle the case.

In United States v. Roscoe Moss Corporation and Roscoe Moss Jr., the complaint alleged that Roscoe Moss Corporation of Los Angeles and its Chairman and CEO, Roscoe Moss, Jr., violated the Act from December 1, 1984 through March 26, 1986, when they acquired stock of San Jose Water Company. Roscoe Moss Corporation is engaged in the manufacture of steel tubular products for use in water wells and transmission lines. Under

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Resources LTD., Weeks Petroleum LTD., and M.R.H. Holmes a Court, 1986-2 Trade Cases ¶ 67,321 (S.D.N.Y. 1985), was filed in 1985. Under the terms of the consent decree, Weeks agreed to pay a civil penalty of \$450,000.

the terms of the consent decree, the defendants agreed to pay a civil penalty of \$500,000 to settle the case.

In United States v. Lonrho, Inc., Robert O. Anderson, and Diamond A Cattle Company, the complaint alleged that the defendants violated the Act from October 21 through December 27, 1986, in connection with the acquisition by Lonrho, Inc., of more than \$15 million worth of voting securities of Diamond A Cattle Company. Lonrho, Inc., is a U.S. holding company that is wholly-owned by Lonrho, PLC, a British firm that has mining, agricultural and other business interests. Diamond A Cattle is a privately-held firm engaged primarily in ranching. Under the terms of the consent decree, the defendants agreed to pay a total of \$244,000 as civil penalties to settle the case.

In addition to these civil penalty actions, on April 26, 1988, the Commission filed an action in federal district court, under Section 7A(g)(2) of the Act, against McCormick & Co., Inc., for failure to comply with a request for additional information and documentary material.¹³ The court issued an order prohibiting McCormick and Specialty Brands from consummating their proposed transaction until 20 days after McCormick complied with the Commission's request for additional information. This is the first case litigated under Section 7A(g)(2) of the Act.

In addition to the enforcement actions brought this year, the agencies monitored compliance by reviewing 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 further information about transactions and possible violations of the filing requirements. If a proposed transaction is announced that appears to be covered by the statute and rules, but filings are not received within a reasonable time, Commission staff sends letters to the parties requesting an explanation for their failure to file. The same procedure is followed when the staff learns of a consummated transaction for which no prior filing was received. In most of these cases, the inquiries have established that the transactions were not covered by the Act or were exempt from it.

¹³ Federal Trade Commission v. McCormick & Co., Inc., 1988-1 Trade Cases ¶ 67,976 (D.D.C. 1988).

MERGER ENFORCEMENT ACTIVITY DURING FY 1988¹⁴

1. Department of Justice

The Antitrust Division filed six complaints in merger cases during fiscal year 1988.¹⁵ Three of these cases, U.S. v. Westinghouse Electric Corp., Challenger Electrical Equipment Corp., and American Properties Corp., United States v. BNS Inc. and Gifford-Hill & Company, Inc., and United States v. Waste Management, Inc., Industrial Disposal Service, Richard R. Clark, and Andrew A. Clark, were settled by the entry of consent decrees. In United States v. Lewis M. Manderson, Jr., and Patrick Media Group of Atlanta, Inc., the Division voluntarily dismissed the lawsuit when the proposed transaction was abandoned by the parties.

In United States v. Lewis M. Manderson, Jr., and Patrick Media Group of Atlanta, Inc., the Division challenged the proposed acquisition of Patrick Media Group of Atlanta, Inc., by Lewis M. Manderson, Jr., controlling owner of Turner Outdoor Advertising, Ltd. The complaint alleged that the proposed acquisition might substantially lessen competition in the market for outdoor advertising in the Atlanta area. Sales of outdoor advertising in Atlanta in 1986 totalled more than \$28 million. Turner Outdoor Advertising was the largest provider of billboards for outdoor advertising in metropolitan Atlanta and Patrick Media Group was the second largest. The acquisition would have raised Turner's share of outdoor advertising in the Atlanta area from 48

¹⁴ The cases mentioned in this report were not necessarily reportable under the premerger notification program. Because of the Hart-Scott-Rodino Act's provisions regarding the confidentiality of the information obtained pursuant to this program, it would be inappropriate to identify which transactions were reported under the premerger notification program.

¹⁵ United States v. Lewis M. Manderson, Jr., and Patrick Media Group of Atlanta, Inc., Cv. No. C87-2239A (N.D. Ga. filed October 9, 1987); United States v. Westinghouse Electric Corp., Challenger Electrical Equipment Corp. and American Properties Corp., Cv. No. 87-3528 (W.D. Pa. filed December 30, 1987); United States v. BNS Inc. and Gifford-Hill & Company, Inc., Cv. No. 88 01452MRP(BX) (C.D. Cal. filed March 18, 1988); United States v. Carilion Health System and Community Hospital of Roanoke Valley, Cv. No. 88-0249-R (W.D. Va. filed May 27, 1988); United States v. Rockford Memorial Corporation and SwedishAmerican Corporation, Cv. No. 88-C-20186 (N.D. Ill. filed June 1, 1988); and United States v. Waste Management, Inc., Industrial Disposal Service, Richard R. Clark, and Andrew A. Clark, Cv. No. SA88CA0911 (W.D. Tex. filed September 1, 1988).

percent to approximately 68 percent. The Division dismissed the suit after being advised that Manderson had terminated the contract to acquire Patrick Media Group and that Mr. Manderson did not intend to acquire Patrick Media Group's assets in the future.

In United States v. Westinghouse Electric Corp., Challenger Electrical Equipment Corp. and American Properties Corp., the Division challenged the acquisition by Westinghouse Electric Corp. of Challenger Electrical Equipment Corp., alleging that the proposed combination of the residential circuit breaker businesses of the two companies would violate Section 7 of the Clayton Act. A circuit breaker is an electrical device that acts as a safety switch by interrupting the flow of power in the event of a power overload. In 1986, approximately \$360 million in residential circuit breakers were sold in the United States. Challenger and Westinghouse were the third and fifth largest suppliers of residential circuit breakers in the United States. The final judgment required Challenger to divest itself of its circuit breaker plant in Albemarle, North Carolina.

In United States v. BNS Inc. and Gifford-Hill & Company, Inc., the Division alleged that the proposed acquisition by BNS of Koppers Company would lessen competition in the market for the extraction, processing and sale of aggregate rock, sand and gravel used mainly in making concrete and as a road base in highway construction in portions of Los Angeles County and Orange County, California. Total annual sales of aggregate in the Los Angeles and Orange Counties area in 1987 were approximately \$100 million. Gifford-Hill (an affiliate of BNS), through a wholly owned subsidiary, Livingston-Graham, Inc., of Irwindale, California, and Koppers, through a wholly-owned subsidiary, Blue Diamond Materials of Irwindale, California, both operated aggregate extraction and processing facilities in Irwindale, California. Livingston-Graham and Blue Diamond were two of the four largest producers of aggregate in this area. The consent decree required BNS and Gifford-Hill & Company to divest Kopper's Irwindale, California, Blue Diamond Materials aggregate facility.

In United States v. Carilion Health System and Community Hospital of Roanoke Valley, the Division filed suit under Section 7 of the Clayton Act and Section 1 of the Sherman Act to block a proposed merger of Carilion Health Services, Inc. (which operates Roanoke Memorial Hospital) and Community Hospital of Roanoke Valley. Both hospitals were nonprofit. Roanoke Memorial Hospital and Community Hospital of Roanoke Valley were the first and third largest general acute-care hospitals serving the Roanoke Valley area of Virginia. There was only one other acute-care hospital in Roanoke, the Lewis-Gale Hospital. In 1987, the three Roanoke hospitals had in-patient revenues of about \$212 million. On September 30, 1988, the Section 7 count was

dismissed by the judge on jurisdiction grounds. The government lost the trial and subsequent appeal of the Section 1 count.

In United States v. Rockford Memorial Corporation and SwedishAmerican Corporation, the Division challenged the merger of Rockford Memorial Corporation (operator of the Rockford Memorial Hospital) and the SwedishAmerican Corporation (operator of the SwedishAmerican Hospital), the largest hospitals in Rockford. Both corporations were nonprofit. There was only one other general acute-care hospital in Rockford, St. Anthony Medical Center. Total in-patient revenues of the three Rockford hospitals were about \$163 million in 1987. The Division's motion for preliminary injunction was combined with the trial on the merits, which was held from June 20 through July 14, 1988, and the government won. The defendants appealed and lost.

In United States v. Waste Management, Inc., Industrial Disposal Service, Richard R. Clark, and Andrew A. Clark, the Division challenged the proposed acquisition of Industrial Disposal Service (IDS) by Waste Management, Inc., (WMI) alleging a lessening of competition in the market for commercial containerized solid waste hauling services in Bexar County, Texas. Commercial containerized waste hauling service is a dumpster service used by most commercial customers, such as restaurants, office buildings and stores. In 1986, WMI had total revenues of over \$2 billion from solid waste hauling and disposal and approximately \$5 million in revenues from the San Antonio area in 1987. IDS, which operated only in the San Antonio area, had 1987 revenues of over \$17.5 million. In 1987, WMI accounted for approximately 16 percent and IDS for 48 percent of commercial containerized hauling revenues in Bexar County. The consent decree required WMI to divest its solid waste hauling business in San Antonio, Texas, and its interest in an all-purpose landfill permit and site (Buffalo Valley).

During fiscal year 1988, the Division investigated bank merger transactions for which divestitures were required to cure competitive problems. In the following three transactions, a "not significantly adverse" letter was sent to the Federal Reserve Board, conditioned on divestiture prior to or concurrent with consummation of the transaction:

1. Fleet Financial Group, Inc., Providence, Rhode Island, merger with Norstar Bancorp, Inc., Albany, New York;
2. Integra Financial Corporation, Mt. Lebanon, Pennsylvania, acquisition of Pennbancorp, Titusville, Pennsylvania, and Union National Corporation, Mt. Lebanon, Pennsylvania; and

3. Boatmen's Bancshares, Inc., St. Louis, Missouri, acquisition of Centerre Bancorporation, St. Louis, Missouri.

Finally, on five occasions 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.¹⁶ The parties abandoned the proposed transactions.

2. The Federal Trade Commission

The Commission authorized its staff to seek preliminary injunctions in eleven merger cases in fiscal year 1988. In nine of these cases, the parties abandoned the transaction before the motion for preliminary injunction was filed in court.¹⁷ In

¹⁶ Department of Justice press release issued November 10, 1987, involving the proposed joint venture of Engelhard Corporation with Floridin Company (a subsidiary of Rio Tinto-Zinc); Department of Justice press release issued November 23, 1987, involving the proposed acquisition of Autotote Systems, Inc., by General Instrument Corporation; Department of Justice press release issued May 20, 1988, involving the proposed acquisition of Thermco Systems, Inc., by BTU Engineering Corporation; Department of Justice press release issued May 26, 1988, involving the proposed acquisition of Bumble Bee Seafoods, Inc., by J. Heinz Company; and Department of Justice press release issued September 16, 1988, involving the proposed joint venture of Ivaco, Inc., with Jackson Jordan, Inc.

¹⁷ FTC news release issued November 16, 1987, involving the proposed acquisition by Dun & Bradstreet Corp. of Information Resources, Inc. The press release reported that the Commission had reason to believe that the proposed acquisition would substantially reduce competition in syndicated national tracking services, which are methods of tracking products that consumers buy. Dun & Bradstreet and Information Resources were two of the three companies providing this service.

FTC news release issued January 27, 1988, involving the proposed acquisition by American Maize-Products Co. of U.S. Tobacco Company's dry snuff assets. The press release reported that the Commission had reason to believe that the acquisition would substantially reduce competition in the production and sale of dry snuff. American Maize-Products, through its subsidiary, was the second largest dry snuff producer in an industry dominated by four firms. U.S. Tobacco was the third largest producer.

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FTC news release issued February 17, 1988, involving the proposed acquisition by James River Corporation of Princeton Packaging, Inc. The press release reported that the Commission had reason to believe that the proposed acquisition would substantially reduce competition in the manufacture and sale of frozen food, film and bakery bags. James River and Princeton were the two largest U.S. producers of printed frozen food film. This food film is formed into plastic bags used for frozen food packaging. The two companies were also two of the top three producers of printed bread bags.

FTC news release issued March 21, 1988, involving the proposed acquisition by Browning-Ferris Industries, Inc., of Inland Refuse Transfer Co., Inc., Inland Reclamation, Inc., and Solon Sanitary Landfill, Inc., from their co-owners James and Jon Pallidino. The press release reported that the Commission had reason to believe that the acquisition would substantially lessen competition in the solid waste disposal market in northeastern Ohio by giving Browning-Ferris control of four of the nine solid waste disposal sites (landfills) in the Cleveland area that were available to commercial customers.

FTC news release issued April 29, 1988, involving the proposed acquisition by Schering-Plough Corp. of The Cooper Companies Inc.'s contact lens assets. The press release stated that the Commission had reason to believe that the proposed acquisition would substantially reduce competition in the manufacture and sale of soft contact lenses. The two firms were among the top five producers and sellers of soft contact lenses.

FTC news release issued May 23, 1988, involving the proposed acquisition by McCormick & Co., Inc., of the Spice Island assets of Specialty Brands, Inc. The press release reported that the Commission had reason to believe that the acquisition would substantially reduce competition in the production and sale of spices.

FTC news release issued July 27, 1988, involving the proposed acquisition by SPX Corp. of Stanadyne Holding Corp.'s valve lifter assets. The press release reported that the Commission had reason to believe that this acquisition would substantially reduce competition in the manufacture and sale of hydraulic valve lifters. Valve lifters, also called "tappets" or "lifters", are part of the valve train in the engines of cars and light trucks. SPX and Stanadyne were two of only four companies in the U.S. that produced hydraulic valve lifters for these types of engines.

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Federal Trade Commission v. Owens-Illinois, Inc.,¹⁸ the Commission filed for a preliminary injunction alleging that the proposed acquisition by Owens-Illinois of Brockway, Inc., would substantially lessen competition in the manufacture and sale of glass containers. Owens-Illinois and Brockway were the second and third largest manufacturers of glass containers for food, beverages and other products in the United States. The Commission's motion for preliminary injunction was denied. The parties consummated the transaction on April 12, 1988. The Commission also issued an administrative complaint. On September 11, 1989, the Administrative Law Judge issued an initial decision finding that the transaction violated Section 7 of the Clayton Act.¹⁹ The matter is on appeal to the Commission.

In Federal Trade Commission v. Illinois Cereal Mills, Inc.,²⁰ the Commission filed for a preliminary injunction alleging that Illinois Cereal Mills' acquisition of Lincoln Grain Co. from Elders Grain, Inc., would substantially reduce competition in the production and sale of dry corn mill products. The Commission requested preliminary relief seeking either rescission or the appointment of a receiver to manage the acquired assets until the matter was resolved in an administrative proceeding. This case is the first time the Commission has sought rescission of a merger transaction under Section 13(b) of the Federal Trade Commission Act. Prior to closing, the parties had been asked to postpone consummation because of the Commission's "serious reservations" about the merger's legality. The parties elected to consummate their transaction, closing on a Sunday afternoon, and the Commission

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FTC news release issued October 3, 1988, involving the proposed acquisitions by McKesson Corp. of Alco Health Services Corp. and Northwestern Drug Co. The press release reported that the Commission had reason to believe that each acquisition would substantially reduce competition in wholesale drug distribution and the related services provided by wholesalers. The Commission authorized staff to seek preliminary injunctions to enjoin both transactions on September 30. The parties abandoned the transactions the following week (in fiscal year 1989).

¹⁸ Federal Trade Commission v. Owens-Illinois, Inc., 681 F. Supp. 27 (D.D.C. 1988).

¹⁹ Owens-Illinois, Inc. (issued September 11, 1989).

²⁰ Federal Trade Commission v. Illinois Cereal Mills, Inc., 691 F.Supp. 1131 (N.D. Ill. 1988), aff'd sub nom., Federal Trade Commission v. Elders Grain, Inc., 868 F.2d 901 (1989).

filed its complaint the next day. The court ordered the parties to rescind the acquisition. The court's decision was affirmed on appeal. The Commission also issued an administrative complaint in this matter. On March 12, 1990, the Commission issued a decision and order settling the charges against Illinois Cereal Mills that requires Illinois Cereal Mills to obtain Commission approval before acquiring any assets of or an interest in any company in the industrial dry corn milling industry.²¹ The complaint against Elders Grain was dismissed by the Commission on May 3, 1990.

In addition, a case in which the Commission authorized staff to seek a preliminary injunction in fiscal year 1987 was resolved in fiscal year 1988. In Federal Trade Commission v. Pacific Resources, Inc.,²² the Commission filed for a preliminary injunction, in the U.S. District Court for the Western District of Washington, alleging that the proposed acquisition by Pacific Resources, Inc., of Shell Oil Company's Hawaiian petroleum products and gasoline assets would substantially reduce competition in the distribution of gasoline and other petroleum fuels in Hawaii. The court granted the preliminary injunction on November 6, 1987. The Commission also issued an administrative complaint in this matter. On August 29, 1988, the Commission accepted a consent agreement for public comment and issued a decision and order on November 4, 1988.²³ The order requires Pacific Resources to obtain Commission approval before acquiring certain terminal, refining, or gasoline retailing assets in the state of Hawaii.

In fiscal year 1988, the Commission also issued an administrative complaint against Coca-Cola Company of the Southwest alleging that its 1984 acquisition of the Dr Pepper and Canada Dry franchises and related assets from San Antonio Dr Pepper Bottling Company substantially lessened competition in the production, distribution, and sale of soft drinks in the San Antonio area.²⁴ The matter is in litigation before an Administrative Law Judge.

²¹ Illinois Cereal Mills, Inc., Docket No. D. 9213 (issued March 12, 1990).

²² Federal Trade Commission v. Pacific Resources, Inc., Cv. No. C87-1390C (W.D. Wash. filed October 15, 1987; preliminary injunction order entered November 6, 1987).

²³ Pacific Resources, Inc., 111 F.T.C. 322 (1988).

²⁴ Coca-Cola Bottling Company of the Southwest, Docket No. D 9215 (complaint issued July 29, 1988).

The Commission issued a complaint and decision and order in three other merger cases in fiscal year 1988 in which it had previously accepted consent agreements for public comment.²⁵ In Supermarket Development Corporation, the complaint alleged that Supermarket Development's acquisition of Safeway's El Paso Division in south and west Texas and New Mexico would substantially lessen competition in the retail sale and distribution of food and grocery items in retail grocery stores in west Texas and New Mexico. The order requires Supermarket Development to hold separate the El Paso Division until certain of its assets are divested. In The Vons Companies, Inc., the complaint alleged that the acquisition by Vons of three Safeway Divisions in southern California and Nevada would substantially lessen competition in the retail sale and distribution of food and grocery items in retail grocery stores in southern California. Under the order, Vons was permitted to acquire the Safeway divisions after Vons and Safeway divested 12 grocery stores in southern California. In American Stores Company, the complaint alleged that American Stores' acquisition of Lucky Stores, Inc., would substantially lessen competition in the retail sale and distribution of food and grocery items in retail stores in sections of California and parts of Illinois, Iowa, and Indiana. Under the consent, American was allowed to acquire Lucky Stores subject to its divestiture of between 31 and 37 grocery stores in California and Lucky's interest in a partnership that operated grocery stores in the Midwest.

In fiscal year 1988, the Commission also accepted for public comment a consent agreement with West Point-Pepperell, Inc., concerning its acquisition of J.P. Stevens & Co., Inc. The consent became final on December 14, 1988, when the Commission issued a complaint and decision and order. The complaint alleged that West Point-Pepperell's acquisition of J.P. Stevens would substantially lessen competition in the manufacture, distribution, and sale of sheets and towels in the United States. Under the order, West Point was required to operate most of the J.P. Stevens assets as an independent business until it made certain divestitures of sheet and towel assets.²⁶

In two merger cases in which the administrative complaint was issued before October 1, 1987, the Commission issued a decision and order. In B.F. Goodrich Company,²⁷ the Commission found that B.F. Goodrich's acquisition of certain assets of

²⁵ Supermarket Development Corporation, 110 F.T.C. 369 (1988); The Vons Companies, Inc., 111 F.T.C. 64 (1988); and American Stores Company, 111 F.T.C. 80 (1988).

²⁶ West Point-Pepperell, Inc., 111 F.T.C. 349 (1988).

²⁷ B.F. Goodrich Company, 110 F.T.C. 207 (1988).

Diamond Shamrock would substantially lessen competition in the production of vinyl chloride monomer (VCM). The Commission dismissed that part of the complaint which alleged that the acquisition would substantially reduce competition in the production of polyvinyl chloride (PVC). VCM is used to make PVC, which in turn is used to produce a broad spectrum of plastic products, ranging from irrigation pipes to phonograph records. The Commission ordered B.F. Goodrich to divest a vinyl chloride monomer (VCM) plant in La Porte, Texas, and, for a period of ten years, to receive FTC approval before acquiring any interest in any producer of VCM located in the United States.

In Occidental Petroleum Corporation,²⁸ the Commission issued a decision and order involving the acquisition by Occidental Petroleum Corp. of Tenneco Polymers, Inc., from Tenneco, Inc. In 1986, the Commission had issued an administrative complaint against Occidental Petroleum and Tenneco, Inc., charging that the acquisition would substantially reduce competition in the production of three polyvinyl chloride (PVC) resin product markets. The order requires Tenneco to abide by any divestiture order issued by the Commission against Occidental and to reacquire a PVC plant in Burlington, New Jersey, from Occidental if divestiture is ordered. The matter remains in adjudication with respect to Occidental, the acquiring person.

ASSESSMENT OF THE EFFECTS OF THE PREMERGER NOTIFICATION PROGRAM

Although a complete assessment of the effect 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

²⁸

Occidental Petroleum Corporation, 111 F.T.C. 27 (1988).

Division. 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 that raised significant antitrust concerns, before the antitrust agencies had the opportunity to adequately consider 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 Acting Assistant Attorney General of the Antitrust Division concurs with this annual report.

Insert date ~~JAN~~ 27 1998

List of Appendices

- Appendix A - Summary of Transactions, Fiscal Years 1979-1988.
- Appendix B - Number of Filings Received and Transactions Reported by Month for Fiscal Years 1979-1988.
- Appendix C - Investigations in Which Additional Information Was Requested. Calendar Years 1981-1984 and Fiscal Years 1985-1988.

List of Attachments

- Exhibit A - Statistical tables for fiscal year 1987, presenting data profiling Hart-Scott-Rodino premerger notification filings and enforcement interest.
- Exhibit B - Statistical tables for fiscal year 1988, presenting data profiling Hart-Scott-Rodino premerger notification filings and enforcement interest.

APPENDIX A

SUMMARY OF TRANSACTIONS
FISCAL YEARS 1979 - 1988

	<u>1979</u>	<u>1980</u>	<u>1981</u>	<u>1982</u>	<u>1983</u>	<u>1984</u>	<u>1985</u>	<u>1986</u>	<u>1987</u>	<u>1988</u>
TRANSACTIONS REPORTED	861	784	996	1203	1093	1340	1603	1949	2533	2746
FILINGS RECEIVED <u>1/</u>	1643	1552	1804	2056	1971	2418	2975	3611	4742	5172
TRANSACTIONS IN WHICH A SECOND REQUEST COULD HAVE BEEN ISSUED <u>2/</u>	NA	NA	762	713	903	1119	1301	1660	2170	2391
INVESTIGATIONS WHERE ADDITIONAL INFORMATION WAS REQUESTED	113	68	69	65	34	61	67	71	58	68
FTC <u>3/</u>	63	31	34	39	12	25	24	32	18	39
DOJ <u>3/</u>	50	37	35	26	22	36	43	39	40	29
NUMBER OF TRANSACTIONS INVOLVING A REQUEST FOR EARLY TERMINATION <u>4/ 5/</u>	123	100	164	222	606	963	1281	1639	2264	2440
GRANTED <u>4/</u>	60	75	135	142	495	781	975	1263	1752	1885
NOT GRANTED <u>4/</u>	62	22	26	63	103	153	288	362	512	555

- 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 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 1981 - 1984 are on a calendar year basis, and for 1985 - 1988 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; three in both 1979 and 1980; two in 1981; fifteen in 1982; eight in 1983; twenty in 1984; eighteen in 1985; fourteen in 1986; sixteen in 1987; and twenty-four in 1988.

APPENDIX B

APPENDIX B

TABLE 1. NUMBER OF FILINGS RECEIVED ^{1/} BY MONTH FOR FISCAL YEARS 1979 - 1988

	<u>1979</u>	<u>1980</u>	<u>1981</u>	<u>1982</u>	<u>1983</u>	<u>1984</u>	<u>1985</u>	<u>1986</u>	<u>1987</u>	<u>1988</u>
October	122	228	159	249	199	155	229	350	523	443
November	158	207	142	200	181	210	269	348	921	421
December	108	108	152	200	167	212	194	263	404	455
January	127	105	134	144	149	131	211	199	177	311
February	150	113	108	104	116	180	210	221	193	358
March	146	103	145	181	148	255	295	287	278	437
April	112	108	111	152	129	212	267	236	314	445
May	166	94	163	169	139	199	286	350	351	442
June	142	110	161	213	191	193	232	308	360	453
July	168	104	183	178	169	211	302	337	417	403
August	141	143	162	144	199	260	239	351	376	583
September	103	129	184	122	184	200	241	361	428	421
TOTAL	1643	1552	1804	2056	1971	2418	2975	3611	4742	5172

^{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.

APPENDIX B

Table 2. Number of Transactions Reported by Month for the Fiscal Years 1979 - 1988

	<u>1979</u>	<u>1980</u>	<u>1981</u>	<u>1982</u>	<u>1983</u>	<u>1984</u>	<u>1985</u>	<u>1986</u>	<u>1987</u>	<u>1988</u>
ctober	63	78	91	116	89	89	132	195	290	245
ovember	80	85	78	117	100	107	145	187	494	216
ecember	67	54	88	111	96	124	103	144	199	243
anuary	71	56	73	92	91	76	111	108	96	161
ebbruary	75	64	60	67	57	98	110	120	104	204
arch	75	58	75	105	80	136	153	149	163	224
pril	57	60	64	95	81	118	149	131	162	230
ay	84	55	92	105	88	107	156	211	185	228
une	76	64	87	131	104	112	126	145	197	241
uly	88	60	107	102	92	120	160	180	218	223
ugust	75	82	92	91	116	144	136	187	194	310
eptember	50	68	89	71	99	109	122	192	231	221
TOTAL	861	784	996	1203	1093	1340	1603	1949	2533	2746

APPENDIX C

Investigations Where Additional Information Was Requested
Calendar Years 1981 - 1984 and Fiscal Years 1985 - 1988

	<u>1981</u>	<u>1982</u>	<u>1983</u>	<u>1984</u>	<u>1985</u>	<u>1986</u>	<u>1987</u>	<u>1988</u>
Transactions <u>1/</u>	762	713	903	1119	1301	1660	2170	2391

Investigations Where
Additional Information
Was Requested 2/

FTC		DOJ	
Number	34	35	39
Percent <u>3/</u>	4.5	4.6	4.0
	12	22	43
	1.3	2.4	3.3
	25	36	39
	2.2	3.2	2.3
	24	39	40
	1.8	2.3	1.8
	32	39	29
	1.9	2.3	1.2
	18	40	29
	0.8	1.8	1.2
	39	29	29
	1.6	1.2	1.2

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 more than one second request in such a case. Similarly, where a party has filed for a cash tender offer to acquire 50% of a target's voting 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 Premier 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 Table A. These statistics also omit from the total number of transactions reported secondary acquisitions filed pursuant to §801.4 of the premerger notification rules. Secondary acquisitions have been deducted in order to be consistent with the statistics for the fiscal 1985 and 1987 transactions included in Exhibit A, Tables I through XI, and similar statistics for calendar 1981-1984 transactions included in prior annual reports. Appendix C in the Eighth Annual Report did not exclude 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

TABLE I

FISCAL YEAR 1987 1/
ACQUISITIONS BY SIZE OF TRANSACTION 2/
(BY SIZE RANGE)

TRANSACTION RANGE (\$ MILLIONS)	H-S-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS 3/				
	NUMBER 4/	PERCENT 5/	NUMBER	FTC	DOJ	TOTAL	PERCENT 6/	NUMBER	FTC	DOJ	TOTAL
LESS THAN 15	208	9.6	7	3.4	2.9	6.2		1			
15 UP TO 25	455	21.0	27	5.9	4.2	10.1		1	.5	1.0	1.4
25 UP TO 50	540	24.9	41	7.6	4.1	11.7		1	.2	1.1	1.3
50 UP TO 100	423	19.5	27	6.4	3.8	10.2		6	1.3	2.0	3.1
100 UP TO 150	155	7.1	10	6.5	7.1	13.5		2	.5	.9	1.4
150 UP TO 200	86	4.0	3	3.5	4.7	8.1		3	1.9	2.6	4.5
200 UP TO 300	86	4.0	5	5.8	4.7	10.5		-	--	3.5	3.5
300 UP TO 500	101	4.7	6	5.9	12.9	18.8		1	1.2	2.3	3.5
500 UP TO 1000	58	2.7	10	17.2	12.1	29.3		1	1.0	4.0	5.0
1000 AND UP	58	2.7	6	10.3	12.1	22.4		2	3.4	3.4	6.9
ALL TRANSACTIONS	2170	100.0	142	6.5	5.0	11.6		18	.8	1.8	2.7

* The footnotes for all tables in this exhibit appear at the end following Table XI.

TABLE II

FISCAL 1987 1/
ACQUISITIONS BY SIZE OF TRANSACTION 2/
(CUMULATIVE)

TRANSACTION RANGE	H-S-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS ^{3/}				
	NUMBER ^{4/}	PERCENT ^{5/}	NUMBER	FTC	DOJ	TOTAL	PERCENTAGE OF TOTAL NUMBER OF CLEARANCES GRANTED	NUMBER	FTC	DOJ	TOTAL
LESS THAN 15	208	9.6	7	6	2.8	2.4	5.2	1	2	3.4	5.2
LESS THAN 25	663	30.6	34	25	13.5	10.0	23.5	2	7	3.4	15.5
LESS THAN 50	1203	55.4	75	47	29.9	18.7	48.6	8	18	13.8	44.8
LESS THAN 100	1626	74.9	102	63	40.6	25.1	65.7	10	22	17.2	55.2
LESS THAN 150	1781	82.1	112	74	44.6	29.5	74.1	13	26	22.4	67.2
LESS THAN 200	1867	86.1	115	78	45.8	31.1	76.9	13	29	22.4	72.4
LESS THAN 300	1953	90.0	120	82	47.8	32.7	80.5	14	31	24.1	77.6
LESS THAN 500	2054	94.7	126	95	50.2	37.8	88.0	15	35	25.9	86.2
LESS THAN 1000	2112	97.3	136	102	54.2	40.6	94.8	17	37	29.3	93.1
ALL TRANSACTIONS	2170	100.0	142	109	56.6	43.4	100.0	18	40	31.0	100.0

TABLE III

FISCAL YEAR 1987 1/
TRANSACTIONS INVOLVING THE GRANTING OF CLEARANCE BY AGENCY

TRANSACTION RANGE (\$ MILLIONS)	CLEARANCE GRANTED AS A PERCENTAGE OF:											
	CLEARANCE GRANTED BY AGENCY			TOTAL NUMBER OF TRANSACTIONS ^{A/}			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	7	6	13	.3	.3	.6	3.4	2.9	6.2	2.8	2.4	5.2
15 UP TO 25	27	19	46	1.2	.9	2.1	5.9	4.2	10.1	10.8	7.6	18.3
25 UP TO 50	41	22	63	1.9	1.0	2.9	7.6	4.1	11.7	16.3	8.8	25.1
50 UP TO 100	27	16	43	1.2	.7	2.0	6.4	3.8	10.2	10.8	6.4	17.1
100 UP TO 150	10	11	21	.5	.5	1.0	6.5	7.1	13.5	4.0	4.4	8.4
150 UP TO 200	3	4	7	.1	.2	.3	3.5	4.7	8.1	1.2	1.6	2.8
200 UP TO 300	5	4	9	.2	.2	.4	5.8	4.7	10.5	2.0	1.6	3.6
300 UP TO 500	6	13	19	.3	.6	.9	5.9	12.9	18.8	2.4	5.2	7.6
500 UP TO 1000	10	7	17	.5	.3	.8	17.2	12.1	29.3	4.0	2.8	6.8
1000 AND UP	6	7	13	.3	.3	.6	10.3	12.1	22.4	2.4	2.8	5.2
ALL CLEARANCES	142	109	251	6.5	5.0	11.6	6.5	5.0	11.6	56.6	43.4	100.0

FISCAL YEAR 1987 1/
INVESTIGATIONS WHERE SECOND REQUESTS WERE ISSUED

SECOND REQUEST INVESTIGATIONS AS A PERCENTAGE OF:

TRANSACTION RANGE (\$MILLIONS)	INVESTIGATIONS WHERE SECOND REQUESTS WERE ISSUED ^{3/}			TOTAL NUMBER OF TRANSACTIONS ^{4/}			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	1	2	3	*	.1	.1	.5	1.0	1.4	1.7	3.4	5.2
15 UP TO 25	1	5	6	*	.2	.3	.2	1.1	1.3	1.7	8.6	10.3
25 UP TO 50	6	11	17	.3	.5	.8	1.3	2.0	3.1	10.3	19.0	29.3
50 UP TO 100	2	4	6	.1	.2	.3	.5	.9	1.4	3.4	6.9	10.3
100 UP TO 150	3	4	7	.1	.2	.3	1.9	2.6	4.5	5.2	6.9	12.1
150 UP TO 200	-	3	3	-	.1	.1	-	3.5	3.5	-	5.2	5.2
200 UP TO 300	1	2	3	*	.1	.1	1.2	2.3	3.5	1.7	3.4	5.2
300 UP TO 500	1	4	5	*	.2	.2	1.0	4.0	5.0	1.7	6.9	8.6
500 UP TO 1000	2	2	4	.1	.1	.2	3.4	3.4	6.9	3.4	3.4	6.9
1000 AND UP	1	3	4	*	.1	.2	1.7	5.2	6.9	1.7	5.2	6.9
ALL TRANSACTIONS	18	40	58	.8	1.8	2.7	.8	1.8	2.7	31.0	69.0	100.0

FISCAL YEAR 1987 1/
TRANSACTIONS BY SALES OF ACQUIRING PERSONS

	H-S-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS ^{1/}					
	NUMBER ^{4/}	PERCENT	NUMBER		PERCENTAGE OF SALES RANGE GROUP		NUMBER		PERCENTAGE OF SALES RANGE GROUP			
			FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	TOTAL	
SS THAN 15	120	5.5	2	-	1.7	-	1.7	1	-	.8	-	.8
UP TO 25	40	1.8	-	-	-	-	-	-	-	-	-	-
UP TO 50	83	3.8	2	2	2.4	2.4	4.8	-	2	-	2.4	2.4
UP TO 100	132	6.1	7	8	5.3	6.1	11.4	-	-	-	-	-
0 UP TO 150	130	6.0	11	2	8.5	1.5	10.0	2	2	1.5	1.5	3.1
0 UP TO 200	90	4.1	6	1	6.7	1.1	7.8	-	-	-	-	-
0 UP TO 300	143	6.6	8	9	5.6	6.3	11.9	2	5	1.4	3.5	4.9
0 UP TO 500	200	9.2	12	11	6.0	5.5	11.5	1	2	.5	1.0	1.5
0 UP TO 1000	281	12.9	29	18	10.3	6.4	16.7	3	10	1.1	3.6	4.6
00 AND UP	874	40.3	63	55	7.2	6.3	13.5	9	19	1.0	2.2	3.2
LES NOT												
AILABLE ^{2/}	77	3.5	2	3	2.6	3.9	6.5	-	-	-	-	-
L TRANSACTIONS	2170	100.0	142	109	6.5	5.0	11.6	18	40	.8	1.8	2.7

FISCAL YEAR 1987 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 4/	PERCENT	NUMBER	PERCENTAGE OF ASSET RANGE GROUP		NUMBER		PERCENTAGE OF ASSET RANGE GROUP					
			FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	TOTAL
SS THAN 15	233	10.7	7	5	3.0	2.1	5.2	1	3	.4	1.3	1.7	
UP TO 25	402	18.5	29	15	7.2	3.7	10.9	1	4	.2	1.0	1.2	
UP TO 50	469	21.6	30	21	6.4	4.5	10.9	6	8	1.3	1.7	3.0	
UP TO 100	342	15.8	21	13	6.1	3.8	9.9	3	3	.9	.9	1.8	
0 UP TO 150	155	7.1	13	9	8.4	5.8	14.2	3	5	1.9	3.2	5.2	
0 UP TO 200	103	4.7	3	5	2.9	4.9	7.8	-	2	-	1.9	1.9	
0 UP TO 300	102	4.7	5	4	4.9	3.9	8.8	-	4	-	3.9	3.9	
0 UP TO 500	107	4.9	7	15	6.5	14.0	20.6	1	5	.9	4.7	5.6	
0 UP TO 1000	91	4.2	11	3	12.1	3.3	15.4	1	1	1.1	1.1	2.2	
00 AND UP	137	6.3	14	17	10.2	12.4	22.6	2	4	1.5	2.9	4.4	
SETS NOT AVAILABLE 11/	29	1.3	2	2	6.9	6.9	13.8	-	1	-	3.4	3.4	
L TRANSACTIONS	2170	100.0	142	109	6.5	5.0	11.6	18	40	.8	1.8	2.7	

TABLE IX

FISCAL YEAR 1987 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 ^{4/}	PERCENT	NUMBER	PERCENTAGE OF SALES RANGE GROUP		NUMBER		PERCENTAGE OF SALES RANGE GROUP				
			FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	TOTAL	
LESS THAN 15	371	17.1	14	6	3.8	1.6	5.4	2	2	.5	1.1	
15 UP TO 25	189	8.7	12	6	6.3	3.2	9.5	-	2	-	1.1	
25 UP TO 50	421	19.4	25	20	5.9	4.8	10.7	4	8	1.0	2.8	
50 UP TO 100	399	18.4	32	8	8.0	2.1	10.0	4	4	1.0	2.0	
100 UP TO 150	163	7.5	10	12	6.1	7.4	13.5	2	4	1.2	3.7	
150 UP TO 200	101	4.7	4	6	4.0	5.9	9.9	1	3	1.0	4.0	
200 UP TO 300	104	4.8	6	8	5.8	7.7	13.5	2	3	1.9	4.8	
300 UP TO 500	96	4.4	7	11	7.3	11.5	18.8	-	4	-	4.2	
500 UP TO 1000	99	4.6	13	8	13.1	8.1	21.2	1	3	1.0	4.0	
1000 AND UP	128	5.9	12	13	9.4	10.2	19.5	2	4	1.6	4.7	
SALES NOT AVAILABLE 13/	99	4.6	7	11	7.1	11.1	18.2	-	3	-	3.0	
ALL TRANSACTIONS	2170	100.0	142	109	6.5	5.0	11.6	18	40	.8	1.8	2.7

FISCAL YEAR 1987 1/
INDUSTRY GROUP OF ACQUIRING PERSONS

UNIT CODE 14/	INDUSTRY DESCRIPTION	ACQUIRING PERSON					
		NUMBER 4/	CLEARANCE GRANTED TO FTC OR DOJ		SECOND REQUEST INVESTIGATIONS 3/		TOTAL
			FTC	DOJ	FTC	DOJ	
	Agricultural Production-Crops	1	-	-	-	-	-
	Agricultural Services	1	-	-	-	-	-
	Forestry	1	1	-	1	-	-
	Metal Mining	5	-	-	-	-	-
	Anthracite Mining	1	-	-	-	-	-
	Bituminous Coal and Lignite Mining	7	-	-	-	-	-
	Oil and Gas Extraction	59	3	2	5	-	-
	Mining and Quarrying of Nonmetallic Minerals, Except Fuels	5	-	3	3	-	2
	Building Construction-General Contractors and Operative Builders	20	-	-	-	-	-
	Construction other than Building Construction-General Contractors	8	-	-	-	-	-
	Construction-Special Grade Contractors	2	-	-	-	-	-
	Food and Kindred Products	121	10	5	15	1	2
	Tobacco Products	1	1	-	1	1	-
	Textile Mill Products	10	1	-	1	-	-
	Apparel and other Finished Products made from Fabrics and Similar Materials	6	-	-	-	-	-
	Lumber and Wood Products, Except Furniture	17	1	-	1	-	-
	Furniture and Fixtures	14	-	-	-	-	-
	Paper and Allied Products	26	2	2	4	-	1
	Printing, Publishing and Allied Products	74	3	2	5	-	1

FISCAL YEAR 1987 1/
INDUSTRY GROUP OF ACQUIRING PERSONS

DIGIT C CODE 14/	INDUSTRY DESCRIPTION	ACQUIRING PERSON					
		CLEARANCE GRANTED TO FTC OR DOJ			SECOND REQUEST INVESTIGATIONS ^{3/}		
		NUMBER 4/ FTC	DOJ	TOTAL	FTC	DOJ	TOTAL
29	Petroleum Refining and Related Industries	5	-	-	-	-	-
30	Rubber and Misc. Plastics Products	17	3	1	4	1	2
31	Leather and Leather Products	4	-	-	-	-	-
32	Stone, Clay, Glass, and Concrete Products	33	7	-	7	2	2
33	Primary Metal Industries	26	2	1	3	-	1
34	Fabricated Metal Products, Except Machinery and Transportation Equipment	26	3	1	4	-	1
35	Machinery, Except Electrical	59	7	6	13	1	2
36	Electrical and Electronic Machinery, Equipment and Supplies	60	14	10	24	1	6
37	Transportation Equipment	16	2	-	2	-	-
38	Measuring, Analyzing and Controlling Instruments; Photographic, Medical and Optical Goods; Watches and Clocks	14	2	2	4	2	3
39	Miscellaneous Manufacturing Industries	9	-	1	1	-	-
40	Railroad Transportation	4	-	1	1	-	-
41	Local and Suburban Transit and Inter-urban Highway Passenger Transportation	1	-	-	-	-	-
42	Motor Freight Transportation and Warehousing	8	-	-	-	-	-
44	Water Transportation	5	-	1	1	-	-
45	Transportation by Air	15	-	1	1	-	-
47	Transportation Services	7	-	-	-	-	-

INDUSTRY GROUP OF ACQUIRING PERSONS

DIGIT
CODE 14/

INDUSTRY DESCRIPTION

ACQUIRING PERSON

CLEARANCE GRANTED
TO FTC OR DOJ

FTC DOJ TOTAL

FTC DOJ TOTAL

SECOND REQUEST
INVESTIGATIONS³/

FTC DOJ TOTAL

NUMBER 4/

	CLEARANCE GRANTED TO FTC OR DOJ			SECOND REQUEST INVESTIGATIONS ³ /		
	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL
Communication	97	8	8	-	3	3
Electric, Gas, and Sanitary Services	37	2	7	1	-	1
Wholesale Trade-Durable Goods	49	-	3	-	-	-
Wholesale Trade-Non-durable Goods	50	-	-	-	-	-
Building Materials, Hardware, Garden Supply and Mobile Home Dealers	3	-	-	-	-	-
General Merchandise Stores	18	-	-	-	-	-
Food Stores	21	-	2	1	-	1
Apparel and Accessory Stores	5	-	-	-	-	-
Furniture, Home Furnishing, and Equipment Stores	2	-	-	-	-	-
Eating and Drinking Places	10	1	1	-	-	-
Miscellaneous Retail	25	1	2	-	-	-
Banking	33	-	-	-	-	-
Credit Agencies other than Banks	36	-	-	-	-	-
Security and Commodity Brokers, Dealers, Exchanges, and Services	43	1	1	-	1	1
Insurance	73	-	2	-	-	-
Insurance Agents, Brokers, and Services	9	-	-	-	-	-
Real Estate	64	1	2	-	1	1

FISCAL YEAR 1987 1/
INDUSTRY GROUP OF ACQUIRING PERSONS

DIGIT C CODE 14/	INDUSTRY DESCRIPTION	NUMBER 4/	ACQUIRING PERSON				SECOND REQUEST INVESTIGATIONS ³ /		
			CLEARANCE GRANTED TO FTC OR DOJ		FTC DOJ TOTAL				
			FTC	DOJ	FTC	DOJ	FTC	DOJ	TOTAL
67	Holding and other Investment Offices	43	1	1	2	-	-	-	-
70	Hotels, Rooming Houses, Camps, and other Lodging Places	16	-	1	1	-	-	1	1
72	Personal Services	3	-	-	-	-	-	-	-
73	Business Services	51	6	7	13	-	-	3	3
75	Automotive Repair, Services, and Garages	1	-	-	-	-	-	-	-
78	Motion Pictures	21	1	3	4	-	-	2	2
79	Amusement and Recreation Services	5	-	1	1	-	-	-	-
80	Health Services	36	1	3	4	-	-	2	2
82	Educational Services	3	-	-	-	-	-	-	-
89	Miscellaneous Services	1	-	-	-	-	-	-	-
DV	Diversified Companies	558	50	32	82	6	9	15	15
00	Not Available <u>15/</u>	108	3	3	6	-	-	-	-

ALL TRANSACTIONS 2170 142 109 251 18 40 58

FISCAL YEAR 1987 1/
INDUSTRY GROUP OF ACQUIRED ENTITY

GIT CODE 14/	INDUSTRY DESCRIPTION	ACQUIRED ENTITY				NUMBER OF 2-DIGIT INTRA-INDUSTRY TRANSACTIONS
		CLEARANCE GRANTED TO FTC OR DOJ		SECOND REQUEST INVESTIGATIONS ³ /		
		NUMBER 4/ FTC	DOJ	FTC	DOJ	TOTAL
1	Agricultural Production-Crops	5	1	1	-	-
7	Agricultural Services	5	-	-	-	-
8	Forestry	4	1	-	-	1
0	Metal Mining	5	-	-	-	2
2	Bituminous Coal and Lignite Mining	12	-	-	-	5
3	Oil and Gas Extraction	80	1	2	3	1
4	Mining and Quarrying of Nonmetallic Minerals, Except Fuels	16	2	2	4	1
5	Building Construction-General Contractors and Operative Builders	20	-	-	-	11
6	Construction other than Building Construction-General Contractors	4	-	-	-	-
7	Construction-Special Grade Contractors	10	-	-	-	-
0	Food and Kindred Products	151	13	8	21	4
1	Tobacco Products	2	1	-	1	1
2	Textile Mill Products	24	1	1	2	8
3	Apparel and other Finished Products made from Fabrics and Similar Materials	5	1	-	1	3
4	Lumber and Wood Products, Except Furniture	19	1	-	1	6
5	Furniture and Fixtures	25	1	-	1	10
6	Paper and Allied Products	39	3	5	8	14

FISCAL YEAR 1987 1/
INDUSTRY GROUP OF ACQUIRED ENTITY

2-DIGIT SIC CODE 14/	INDUSTRY DESCRIPTION	NUMBER 4/	ACQUIRED ENTITY						NUMBER OF 2-DIGIT INTRA-INDUSTRY TRANSACTIONS
			CLEARANCE GRANTED TO FTC OF DOJ			SECOND REQUEST INVESTIGATIONS ² /			
			FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	
27	Printing, Publishing and Allied Products	78	3	3	6	-	-	-	46
28	Chemicals and Allied Products	93	7	7	14	2	2	4	37
29	Petroleum Refining and Related Industries	15	2	1	3	1	-	1	3
30	Rubber and Misc. Plastics Products	38	2	2	4	-	2	2	6
31	Leather and Leather Products	7	-	-	-	-	-	-	2
32	Stone, Clay, Glass, and Concrete Products	30	6	2	8	-	1	1	13
33	Primary Metal Industries	27	2	-	2	-	-	-	10
34	Fabricated Metal Products, Except Machinery and Transportation Equipment	43	2	1	3	-	1	1	11
35	Machinery, Except Electrical	87	18	6	24	1	4	5	27
36	Electrical and Electronic Machinery, Equipment and Supplies	100	16	10	26	2	5	7	33
37	Transportation Equipment	38	8	1	9	1	-	1	7
38	Measuring, Analyzing and Controlling Instruments; Photographic, Medical and Optical Goods; Watches and Clocks	39	2	5	7	2	1	3	9
39	Miscellaneous Manufacturing Industries	11	-	1	1	-	-	-	5
40	Railroad Transportation	4	-	-	-	-	-	-	1
41	Local and Suburban Transit and Interurban Highway Passenger Transportation	1	-	-	-	-	-	-	-

FISCAL YEAR 1987 1/
INDUSTRY GROUP OF ACQUIRED ENTITY

DIGIT : CODE 14/	INDUSTRY DESCRIPTION	NUMBER 4/	ACQUIRED ENTITY				NUMBER OF 2-DIGIT INTRA-INDUSTRY TRANSACTIONS	
			CLEARANCE GRANTED TO FTC OF DOJ		SECOND REQUEST INVESTIGATIONS ³ /			
			FTC	DOJ	FTC	DOJ	TOTAL	
14	Water Transportation	6	-	2	-	-	2	2
15	Transportation by Air	13	-	1	-	-	1	8
16	Pipe Lines, Except Natural Gas	1	-	-	-	-	-	-
17	Transportation Services	11	-	-	-	-	-	2
18	Communication	130	2	10	-	2	12	80
19	Electric, Gas, and Sanitary Services	23	5	2	1	-	7	18
20	Wholesale Trade-Durable Goods	49	2	1	-	-	3	18
21	Wholesale Trade-Nondurable Goods	80	5	-	1	-	5	23
22	Building Materials, Hardware, Garden Supply and Mobile Home Dealers	4	-	-	-	-	-	2
23	General Merchandise Stores	25	-	-	-	-	-	14
24	Food Stores	36	2	-	1	-	2	19
25	Automotive Dealers and Gasoline Service Stations	5	-	-	-	-	-	-
26	Apparel and Accessory Stores	9	-	-	-	-	-	5
27	Furniture, Home Furnishing, and Equipment Stores	6	-	-	-	-	-	1
28	Eating and Drinking Places	28	-	1	-	1	1	7
29	Miscellaneous Retail	38	1	1	-	-	2	16
30	Banking	20	-	-	-	-	-	7

FISCAL YEAR 1987 1/
INDUSTRY GROUP OF ACQUIRED ENTITY

-DIGIT IC CODE 14/	INDUSTRY DESCRIPTION	ACQUIRED ENTITY						NUMBER OF 2-DIGIT INTRA-INDUSTRY TRANSACTIONS
		CLEARANCE GRANTED TO FTC OF DOJ			SECOND REQUEST INVESTIGATIONS ^{3/}			
		NUMBER 4/	FTC	DOJ	FTC	DOJ	TOTAL	
62	Security and Commodity Brokers, Dealers, Exchanges, and Services	27	-	1	1	1	1	10
63	Insurance	49	3	-	3	1	1	22
64	Insurance Agents, Brokers, and Services	9	-	-	-	-	-	4
65	Real Estate	69	1	-	1	-	-	37
67	Holding and other Investment Offices	41	1	-	1	-	-	5
70	Hotels, Rooming Houses, Camps, and other Lodging Places	38	-	1	1	-	1	11
72	Personal Services	3	-	-	-	-	-	3
73	Business Services	92	4	9	13	-	4	33
75	Automotive Repair, Services, and Garages	8	1	-	1	-	-	1
78	Motion Pictures	21	-	4	4	-	3	10
79	Amusement and Recreation Services, Except Motion Pictures	7	-	-	-	-	-	-
80	Health Services	49	3	5	8	-	2	35
82	Educational Services	4	-	-	-	-	-	2
83	Social Services	1	-	-	-	-	-	-
87	Engineering, Accounting, Research, Management, and Related Services	1	-	-	-	-	-	-
89	Miscellaneous Services	6	-	-	-	-	-	-
DV	Diversified Companies	74	9	4	13	1	-	34
00	Not Available 16/	80	7	8	15	-	1	9

Transactions reported between October 1, 1986 and September 30, 1987.

- 2/ 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.
- 3/ Based on the date the second request was issued.
- 4/ During fiscal year 1987, 2533 transactions were reported under the Hart-Scott-Rodino premerger notification program. The smaller number, 2170, reflects adjustments to eliminate the following types of transactions: (1) 23 transactions reported under Section (c)(6) and 169 transactions reported under Section (c)(8) (transactions involving certain regulated industries and financial businesses); (2) 97 transactions which were followed by separate notifications for one or more additional transactions between the same parties during fiscal 1987 (such transactions are listed here as a single consolidated transaction); (3) 23 transactions found to be non-reportable; (4) 28 incomplete transactions (only one party in each transaction filed a compliant notification); (5) 5 transactions withdrawn before the premerger review process; and (6) 18 secondary acquisitions (filed pursuant to Section 801.40 (a)(4) reported as a result of reportable primary transactions). The table does not however, exclude 16 competing offers or 116 multiple-party transactions (transactions involving two or more acquiring or acquired persons).
- 5/ Percentage of total transactions.
- 6/ Percentage of transaction range group.
- 7/ Percentages also appear in TABLE I.
- 8/ This category is composed of newly-formed acquiring persons and transactions withdrawn before staff could make a detailed analysis of the acquisition.
- 9/ 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.
- 10/ The assets of the acquired entity were taken from responses to Item 2(d)(1) (Assets to be Acquired) or from Items 4(a) or (b) (SEC documents and annual reports) of the premerger notification and report form.
- 11/ The assets were not available primarily because the acquired firms' financials were consolidated with those of each respective acquired ultimate parent.
- 12/ 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.
- 13/ 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 revenues during the year prior to filing the notification and report form.
- 14/ 2-Digit SIC codes are part of the system of Standard Industrial Classification established by the UNITED STATES GOVERNMENT STANDARD CLASSIFICATION MANUAL, 1972, 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.
- 15/ Transactions included in this category represent newly-formed companies, companies with no United States operations, notifications filed by individuals, and filings withdrawn before the industry classification could be determined.
- 16/ Transactions in this category include filings withdrawn before an industry group could be determined and newly-formed entities.

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

EXHIBIT B

TABLE I

FISCAL YEAR 1988 1/
ACQUISITIONS BY SIZE OF TRANSACTION 2/
(BY SIZE RANGE)

TRANSACTION RANGE (\$ MILLIONS)	H-S-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS ³ /				
	NUMBER ⁴ /	PERCENT ⁵ /	NUMBER	FTC	DOJ	TOTAL	PERCENT ⁶ /	NUMBER	FTC	DOJ	TOTAL
LESS THAN 15	209	8.7	2	1.0	2.4	3.3		2	-	1.0	1.0
15 UP TO 25	551	23.0	46	8.3	2.7	11.1		4		1.8	2.5
25 UP TO 50	612	25.6	49	8.0	1.3	9.3		10	.7	1.8	2.5
50 UP TO 100	438	18.3	33	7.5	3.7	11.2		9	1.5	.3	1.8
100 UP TO 150	161	6.7	21	13.0	.6	13.7		5	1.1	.9	2.1
150 UP TO 200	86	3.6	7	8.1	3.5	11.6		2	1.2	.6	1.9
200 UP TO 300	112	4.7	3	13.4	7.1	20.5		3	3.5	2.3	5.8
300 UP TO 500	81	3.4	15	17.3	3.7	21.0		2	1.8	3.6	5.4
500 UP TO 1000	75	3.1	14	18.7	5.3	24.0		2	6.2	1.2	7.4
1000 AND UP	66	2.8	14	21.2	6.1	27.3		6	8.0	1.3	9.3
ALL TRANSACTIONS	2391	100.0	215	9.0	2.8	11.8		3	4.5	3.0	7.6
								39	1.6	1.2	2.8

* The footnotes for all tables in this exhibit appear at the end following Table XI.

TABLE II

FISCAL 1988 1/
ACQUISITIONS BY SIZE OF TRANSACTION 2/
(CUMULATIVE)

TRANSACTION RANGE	H-8-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS ³				
	NUMBERS ⁴	PERCENTS ⁵	NUMBER	FTC	DOJ	TOTAL	PERCENTAGE OF TOTAL NUMBER OF CLEARANCES GRANTED	NUMBER	FTC	DOJ	TOTAL
LESS THAN 15	209	8.7	2	0.7	1.8	2.5		-	2	2.9	2.9
LESS THAN 25	760	31.8	48	17.0	7.1	24.1		4	5.9	17.6	23.5
LESS THAN 50	1372	57.4	97	34.4	9.9	44.3		13	19.1	20.6	39.7
LESS THAN 100	1810	75.7	130	46.1	15.6	61.7		18	26.5	26.5	52.9
LESS THAN 150	1971	82.4	151	53.5	16.0	69.5		20	29.4	27.9	57.4
LESS THAN 200	2057	86.0	158	56.0	17.0	73.0		23	33.8	30.9	64.7
LESS THAN 300	2169	90.7	173	61.3	19.9	81.2		25	36.8	36.8	73.5
LESS THAN 500	2250	94.1	187	66.3	20.9	87.2		30	44.1	38.2	82.4
LESS THAN 1000	2325	97.2	201	71.3	22.3	93.6		36	52.9	39.7	92.6
ALL TRANSACTIONS	2391	100.0	215	76.2	23.8	100.0		39	57.4	42.6	100.0

TABLE III

FISCAL YEAR 1988 1/
TRANSACTIONS INVOLVING THE GRANTING OF CLEARANCE BY AGENCY

TRANSACTION 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	2	5	7	.1	.2	.3	1.0	2.4	3.3	.7	1.8	2.5
15 UP TO 25	46	15	61	1.9	.6	2.6	8.3	2.7	11.1	16.3	5.3	21.6
25 UP TO 50	49	8	57	2.0	.3	2.4	8.0	1.3	9.3	17.4	2.8	20.2
50 UP TO 100	33	16	49	1.4	.7	2.0	7.5	3.7	11.2	11.7	5.7	17.4
100 UP TO 150	21	1	22	.9	.4	.9	13.0	.6	13.7	7.4	.4	7.8
150 UP TO 200	7	3	10	.3	.1	.4	8.1	3.5	11.6	2.5	1.1	3.5
200 UP TO 300	15	8	23	.6	.3	1.0	13.4	7.1	20.5	5.3	2.8	8.2
300 UP TO 500	14	3	17	.6	.1	.7	17.3	3.7	21.0	5.0	1.1	6.0
500 UP TO 1000	14	4	18	.6	.2	.8	18.7	5.3	24.0	5.0	1.4	6.4
1000 AND UP	14	4	18	.6	.2	.8	21.2	6.1	27.3	5.0	1.4	6.4
ALL CLEARANCES	215	67	282	9.0	2.8	11.8	9.0	2.8	11.8	76.2	23.8	100.0

FISCAL YEAR 1988 1/
INVESTIGATIONS WHERE SECOND REQUESTS WERE ISSUED

TRANSACTION RANGE (\$MILLIONS)	INVESTIGATIONS WHERE SECOND REQUESTS WERE ISSUED 3/			TOTAL NUMBER OF TRANSACTIONS 4/			TRANSACTIONS IN EACH TRANSACTION RANGE GROUP 7/			TOTAL NUMBER OF SECOND REQUEST INVESTIGATIONS 5/		
	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL
LESS THAN 15	-	2	2	-	.1	.1	-	1.0	1.0	-	2.9	2.9
15 UP TO 25	4	10	14	.2	.4	.6	.7	1.8	2.5	5.9	14.7	20.6
25 UP TO 50	9	2	11	.4	.1	.5	1.5	.3	1.8	13.2	2.9	16.2
50 UP TO 100	5	4	9	.2	.2	.4	1.1	.9	2.1	7.4	5.9	13.2
100 UP TO 150	2	1	3	.1	*	.1	1.2	.6	1.9	2.9	1.5	4.4
150 UP TO 200	3	2	5	.1	.1	.2	3.5	2.3	5.8	4.4	2.9	7.4
200 UP TO 300	2	4	6	.1	.2	.3	1.8	3.6	5.4	2.9	5.9	8.8
300 UP TO 500	5	1	6	.2	*	.3	6.2	1.2	7.4	7.4	1.5	8.8
500 UP TO 1000	6	1	7	.3	*	.3	8.0	1.3	9.3	8.8	1.5	10.3
1000 AND UP	3	2	5	.1	.1	.2	4.5	3.0	7.6	4.4	2.9	7.4
ALL TRANSACTIONS	39	29	68	1.6	1.2	2.8	1.6	1.2	2.8	57.4	42.6	100.0

FISCAL YEAR 1988 1/
ACQUISITIONS BY REPORTING THRESHOLD

THRESHOLD	H-S-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS ^{2/}			
	NUMBER ^{4/}	PERCENT	NUMBER	PERCENTAGE OF THRESHOLD GROUP		NUMBER		PERCENTAGE OF THRESHOLD GROUP		
			FTC	DOJ	TOTAL	FTC	DOJ	FTC	DOJ	TOTAL
\$15 MILLION	88	3.7	6	2	9.1	-	1	-	1.1	1.1
15%	85	3.6	3	2	5.9	-	-	-	-	-
25%	80	3.3	6	1	8.8	-	-	-	-	-
50%	1378	57.6	132	42	12.6	26	20	1.9	1.5	3.3
ASSETS ONLY	760	31.8	68	20	11.6	13	8	1.7	1.1	2.8
ALL TRANSACTIONS	2391	100.0	215	67	11.8	39	29	1.6	1.2	2.8

TABLE VI

FISCAL YEAR 1998 1/
TRANSACTIONS BY ASSETS OF ACQUIRING PERSONS

ASSET RANGE (\$MILLIONS)	H-8-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS ³						
	NUMBER ⁴ / PERCENT	NUMBER	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	TOTAL
LESS THAN 15	77	5	3.2	1	6.5	1.3	7.8	-	-	-	-	-	-
15 UP TO 25	48	1	2.0	3	2.1	6.2	8.3	-	-	-	-	-	-
25 UP TO 50	80	4	3.3	1	5.0	1.2	6.2	-	-	-	-	-	-
50 UP TO 100	158	3	6.6	5	1.9	3.2	5.1	-	1	-	1.2	-	-
100 UP TO 150	156	7	6.5	3	4.5	1.9	6.4	-	1	-	.6	-	1.2
150 UP TO 200	97	4	4.1	4	9.3	4.1	13.4	-	-	.6	-	-	.6
200 UP TO 300	176	9	7.4	3	5.1	1.7	6.8	-	1	-	-	-	.6
300 UP TO 500	181	9	7.6	3	7.2	1.7	8.8	4	1	2.3	1.0	-	1.0
500 UP TO 1000	257	13	10.7	3	9.3	1.2	10.5	2	3	1.1	.6	-	2.8
1000 AND UP	1143	24	47.8	3	9.3	1.2	10.5	5	2	1.9	1.7	-	2.8
ASSETS NOT AVAILABLE ⁸ /	10	140		41	12.2	3.6	15.8	27	20	2.4	1.7	-	4.1
ALL TRANSACTIONS	2391	215	100.0	67	9.0	2.8	11.8	39	29	1.6	1.2	-	2.8

TABLE VII

FISCAL YEAR 1988 1/
TRANSACTIONS BY SALES OF ACQUIRING PERSONS

SALES RANGE (\$MILLIONS)	H-S-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS 3/					
	NUMBER 4/	PERCENT	NUMBER	FTC	DOJ	TOTAL	PERCENTAGE OF SALES RANGE GROUP	NUMBER	FTC	DOJ	TOTAL	PERCENTAGE OF SALES RANGE GROUP
LESS THAN 15	147	6.1	3	2.0	-	2.0	-	-	-	-	-	-
15 UP TO 25	59	2.5	-	-	3	5.1	-	-	-	-	-	-
25 UP TO 50	98	4.1	5	5.1	3	3.1	5.1	-	-	-	-	-
50 UP TO 100	142	5.9	7	4.9	4	2.8	8.2	1	-	1.0	1.0	1.0
100 UP TO 150	127	5.3	7	5.5	3	2.4	7.7	2	2	1.4	2.8	2.8
150 UP TO 200	99	4.1	2	2.0	4	4.0	7.9	-	-	.8	.8	.8
200 UP TO 300	164	6.9	13	7.9	3	1.8	6.1	1	1	.6	1.2	1.2
300 UP TO 500	179	7.5	13	7.3	4	2.2	9.8	3	2	1.7	2.8	2.8
500 UP TO 1000	247	10.3	32	13.0	1	.4	13.4	5	2	2.0	2.8	2.8
1000 AND UP	1060	44.3	132	12.5	42	4.0	16.4	28	20	2.6	4.5	4.5
SALES NOT AVAILABLE 9/	69	2.9	1	1.4	-	-	1.4	-	-	-	-	-
ALL TRANSACTIONS	2391	100.0	215	9.0	67	2.8	11.8	39	29	1.6	2.8	2.8

TABLE VIII

FISCAL YEAR 1988 1/
TRANSACTIONS BY ASSETS OF ACQUIRED ENTITIES 10/

ASSET RANGE (\$ MILLIONS)	H-S-R TRANSACTIONS		PERCENTAGE OF ASSET RANGE GROUP		CLEARANCE GRANTED TO FTC OR DOJ		PERCENTAGE OF ASSET RANGE GROUP		SECOND REQUEST INVESTIGATIONS ^{3/}		
	NUMBER ^{4/}	PERCENT	NUMBER	TOTAL	FTC	DOJ	FTC	DOJ	FTC	DOJ	TOTAL
LESS THAN 15	205	8.6	11	4	5.4	2.0	2	1	1.0	.5	1.5
15 UP TO 25	422	17.6	34	7	8.1	1.7	2	5	.5	1.2	1.7
25 UP TO 50	541	22.6	37	13	6.8	2.4	5	5	.9	.9	1.8
50 UP TO 100	402	16.8	31	10	7.7	2.5	6	.3	2.0	.7	2.7
100 UP TO 150	180	7.5	24	9	13.3	5.0	4	3	2.2	1.7	3.9
150 UP TO 200	127	5.3	15	3	11.8	2.4	4	3	3.1	2.4	5.5
200 UP TO 300	114	4.8	13	5	11.4	4.4	2	2	1.8	1.8	3.5
300 UP TO 500	93	3.9	8	7	8.6	7.5	4	3	4.3	3.2	7.5
500 UP TO 1000	105	4.4	16	3	15.2	2.9	5	1	4.8	1.0	5.7
1000 AND UP	180	7.5	23	6	12.8	3.3	3	3	1.7	1.7	3.3
ASSETS NOT AVAILABLE ^{11/}	22	.9	3	-	13.6	-	13.6	-	-	-	-
ALL TRANSACTIONS	2391	100.0	215	67	9.0	2.8	11.8	29	1.6	1.2	3.8

TABLE IX

FISCAL YEAR 1988 1/
TRANSACTIONS BY SALES OF ACQUIRED ENTITIES 12/

SALES RANGE (\$MILLIONS)	H-S-R TRANSACTIONS		CLEARANCE GRANTED TO FTC OR DOJ				SECOND REQUEST INVESTIGATIONS 13/						
	NUMBER 4/	PERCENT	NUMBER	PERCENTAGE OF SALES RANGE GROUP	NUMBER	PERCENTAGE OF SALES RANGE GROUP	NUMBER	PERCENTAGE OF SALES RANGE GROUP	NUMBER	PERCENTAGE OF SALES RANGE GROUP			
			FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	FTC	DOJ	TOTAL
LESS THAN 15	420	17.6	15	3	3.6	.7	4.3	1	3	.2	.7	1.0	
15 UP TO 25	237	9.9	23	2	9.7	.8	10.5	3	1	1.3	.4	1.7	
25 UP TO 50	467	19.5	40	15	8.6	3.2	11.8	9	4	1.9	.9	2.8	
50 UP TO 100	357	14.9	25	10	7.0	2.8	9.8	3	4	.8	1.1	2.0	
100 UP TO 150	168	7.0	20	6	11.9	3.6	15.5	3	2	1.8	1.2	3.0	
150 UP TO 200	111	4.6	10	8	9.0	7.2	16.2	3	5	2.7	4.5	7.2	
200 UP TO 300	117	4.9	19	3	16.2	2.6	18.8	3	3	2.6	2.6	5.1	
300 UP TO 500	107	4.5	19	8	17.8	7.5	25.2	1	2	.9	1.9	2.8	
500 UP TO 1000	111	4.6	13	1	11.7	.9	12.6	5	-	4.5	-	4.5	
1000 AND UP	166	6.9	25	6	15.1	3.6	18.7	7	3	4.2	1.8	6.0	
SALES NOT AVAILABLE 13/	130	5.4	6	5	4.6	3.8	8.5	1	2	.8	1.5	2.3	
ALL TRANSACTIONS	2391	100.0	215	67	9.0	2.8	11.8	39	29	1.6	1.2	2.8	

FISCAL YEAR 1988 1/
INDUSTRY GROUP OF ACQUIRING PERSONS

DIGIT : CODE 14/ INDUSTRY DESCRIPTION

	NUMBER 4/	ACQUIRING PERSON				SECOND REQUEST INVESTIGATIONS ^{3/}		
		CLEARANCE GRANTED TO FTC OR DOJ		TOTAL		FTC	DOJ	TOTAL
		FTC	DOJ	FTC	DOJ			
10 Rubber and Misc. Plastics Products	12	1	-	1	-	-	-	
11 Leather and Leather Products	2	-	-	-	-	-	-	
12 Stone, Clay, Glass, and Concrete Products	22	3	1	4	-	-	-	
13 Primary Metal Industries	23	4	1	5	-	1	1	
14 Fabricated Metal Products, Except Machinery and Transportation Equipment	19	-	1	1	-	1	1	
5 Machinery, Except Electrical	61	13	6	19	3	2	5	
6 Electrical and Electronic Machinery, Equipment and Supplies	52	16	3	19	3	1	4	
7 Transportation Equipment	17	2	-	2	1	-	1	
8 Measuring, Analyzing and Controlling Instruments; Photographic, Medical and Optical Goods; Watches and Clocks	9	3	-	3	1	1	2	
9 Miscellaneous Manufacturing Industries	10	1	-	1	-	-	-	
2 Motor Freight Transportation and Warehousing	3	-	1	1	-	-	-	
4 Water Transportation	6	1	-	1	-	-	-	
5 Transportation by Air	9	-	-	-	-	-	-	
7 Transportation Services	5	-	-	-	-	-	-	
1 Communication	124	-	1	1	-	-	-	
1 Electric, Gas, and Sanitary Services	34	5	1	6	3	1	4	

FISCAL YEAR 1988 1/
INDUSTRY GROUP OF ACQUIRING PERSONS

2-DIGIT
SIC CODE 14/
INDUSTRY DESCRIPTION

	NUMBER 4/ -----	ACQUIRING PERSON				SECOND REQUEST		
		CLEARANCE GRANTED TO FTC OR DOJ		INVESTIGATIONS ³ /		FTC	DOJ	TOTAL
		FTC	DOJ	FTC	DOJ			
50								
51	62	5	-	5	-	-	-	-
52	55	6	-	6	3	-	-	3
53	5	-	-	-	-	-	-	-
54	27	6	-	6	-	-	-	-
55	20	3	-	3	1	-	-	1
56	5	-	-	-	-	-	-	-
57	6	-	-	-	-	-	-	-
58	3	2	-	2	-	-	-	-
59	12	-	-	-	-	-	-	-
60	13	-	-	-	-	-	-	-
61	16	-	-	-	-	-	-	-
62	20	-	-	-	-	-	-	-
63	25	1	-	1	-	-	-	-
64	52	-	-	-	-	-	-	-
65	5	-	-	-	-	-	-	-
67	49	-	-	-	-	-	-	-
70	93	2	-	2	-	-	-	-
	19	-	-	-	-	-	-	-

FISCAL YEAR 1966 1/
 INDUSTRY GROUP OF ACQUIRING PERSONS

DIGIT
 CODE 14/
 INDUSTRY DESCRIPTION

	NUMBER <u>4</u> / -----	ACQUIRING PERSON				SECOND REQUEST	
		CLEARANCE GRANTED TO FTC OR DOJ		INVESTIGATIONS ³ / TOTAL		FTC	DOJ
		FTC	DOJ	FTC	DOJ		
73	49	2	2	4	1	1	2
75	7	-	-	-	-	-	-
78	14	-	3	3	-	1	1
79	11	-	-	-	-	-	-
80	49	3	4	7	1	3	4
82	3	-	-	-	-	-	-
83	1	-	-	-	-	-	-
87	1	-	-	-	-	-	-
89	2	-	-	-	-	-	-
99	1	-	-	-	-	-	-
DV	896	109	29	138	17	12	29
00	74	1	2	3	-	-	-
	2391	215	67	282	39	29	68
ALL TRANSACTIONS							

TABLE XI

FISCAL YEAR 1988 1/
INDUSTRY GROUP OF ACQUIRED ENTITY

2-DIGIT SIC CODE 14/	INDUSTRY DESCRIPTION	NUMBER 4/	CLEARANCE GRANTED TO FTC OR DOJ			ACQUIRED ENTITY			NUMBER OF 2-DIGIT INTRA-INDUSTRY TRANSACTIONS
			FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	
01	Agricultural Production-Crops	5	-	-	-	-	-	-	-
07	Agricultural Services	2	-	-	-	-	-	-	-
08	Forestry	6	-	-	-	-	-	-	-
10	Metal Mining	10	-	-	-	-	-	-	1
12	Bituminous Coal and Lignite Mining	9	1	-	1	-	-	-	6
13	Oil and Gas Extraction	108	1	2	3	-	-	-	6
14	Mining and Quarrying of Nonmetallic Minerals, Except Fuels	9	1	2	3	-	1	1	41
15	Building Construction-General Contractors and Operative Builders	11	-	-	-	-	-	-	1
16	Construction other than Building Construction-General Contractors	5	-	1	1	-	-	-	1
17	Construction-Special Grade Contractors	7	1	-	1	-	-	-	3
20	Food and Kindred Products	159	13	5	18	5	1	6	102
21	Tobacco Products	4	1	-	1	-	-	-	1
22	Textile Mill Products	30	5	-	5	-	-	-	8
23	Apparel and other Finished Products made from Fabrics and Similar Materials	4	-	-	-	-	-	-	-
24	Lumber and Wood Products, Except Furniture	17	-	-	-	-	-	-	7
25	Furniture and Fixtures	9	-	-	-	-	1	1	2
26	Paper and Allied Products	22	2	-	2	-	-	-	10

FISCAL YEAR 1988 1/
INDUSTRY GROUP OF ACQUIRED ENTITY

DIGIT
C CODE 14/
INDUSTRY DESCRIPTION

	NUMBER 4/ -----	ACQUIRED ENTITY						NUMBER OF 2-DIGIT INTRA-INDUSTRY TRANSACTIONS -----
		CLEARANCE GRANTED TO FTC OF DOJ			SECOND REQUEST INVESTIGATIONS ³ /			
		FTC	DOJ	TOTAL	FTC	DOJ	TOTAL	
27	71	2	1	3	-	1	1	37
28	96	14	4	18	4	3	7	38
29	11	2	1	3	-	1	1	2
30	46	7	-	7	-	-	-	10
32	31	6	5	11	-	2	2	16
33	35	4	2	6	-	2	2	11
34	29	4	-	4	1	-	1	7
35	106	20	6	26	4	2	6	41
36	86	29	7	36	6	3	9	32
37	35	3	-	3	2	-	2	10
38	31	13	-	13	2	1	3	7
39	14	1	-	1	-	-	-	7

INDUSTRY GROUP OF ACQUIRED ENTITY

1-DIGIT SIC CODE 14/	INDUSTRY DESCRIPTION	ACQUIRED ENTITY			NUMBER OF 2-DIGIT INTRA-INDUSTRY TRANSACTIONS			
		CLEARANCE GRANTED TO FTC OF DOJ		SECOND REQUEST INVESTIGATIONS ^{3/}				
		NUMBER 4/	FTC	DOJ	TOTAL	FTC	DOJ	TOTAL
40	Railroad Transportation	3	-	-	-	-	-	-
41	Local and Suburban Transit and Interurban Highway Passenger Transportation	2	-	-	-	-	-	-
42	Motor Freight Transportation and Warehousing	9	-	1	1	-	-	3
44	Water Transportation	14	1	4	5	-	1	1
45	Transportation by Air	9	-	-	-	-	-	-
46	Pipe Lines, Except Natural Gas	5	-	-	-	-	-	-
47	Transportation Services	10	-	-	-	-	-	-
48	Communication	147	1	1	2	-	-	103
49	Electric, Gas, and Sanitary Services	37	6	1	7	3	1	4
50	Wholesale Trade-Durable Goods	64	4	-	4	-	-	-
51	Wholesale Trade-Nondurable Goods	77	5	-	5	4	-	4
52	Building Materials, Hardware, Garden Supply and Mobile Home Dealers	6	-	-	-	-	-	-
53	General Merchandise Stores	33	6	-	6	-	-	18
54	Food Stores	40	5	-	5	1	-	1
55	Automotive Dealers and Gasoline Service Stations	15	-	-	-	-	-	-
56	Apparel and Accessory Stores	9	-	-	-	-	-	-
57	Furniture, Home Furnishing, and Equipment Stores	9	2	-	2	-	-	3

DIGIT
C CODE 14/
INDUSTRY DESCRIPTION

	NUMBER 4/	ACQUIRED ENTITY				NUMBER OF 2-DIGIT INTRA-INDUSTRY TRANSACTIONS
		CLEARANCE GRANTED TO FTC OF DOJ		SECOND REQUEST INVESTIGATIONS ^{3/}		
		FTC	DOJ	FTC	DOJ	
58	20	-	-	-	-	8
59	34	1	-	-	-	8
60	12	-	-	-	-	3
61	55	1	-	-	-	12
62	31	-	1	-	-	18
63	57	-	1	-	-	30
64	5	-	-	-	-	3
65	62	-	-	-	-	20
67	24	-	-	-	-	8
70	57	-	-	-	-	16
72	6	-	-	-	-	3
73	85	9	4	1	1	35
75	16	3	-	-	-	6
76	1	-	-	-	-	-
78	34	-	4	-	1	13
79	19	-	-	-	-	6

Eating and Drinking Places
Miscellaneous Retail
Banking
Credit Agencies other than Banks
Security and Commodity Brokers,
Dealers, Exchanges, and Services
Insurance
Insurance Agents, Brokers,
and Services
Real Estate
Holding and other Investment Offices
Hotels, Rooming Houses, Camps,
and other Lodging Places
Personal Services
Business Services
Automotive Repair, Services,
and Garages
Miscellaneous Repair Services
Motion Pictures
Amusement and Recreation Services,
Except Motion Pictures

FISCAL YEAR 1988 1/
INDUSTRY GROUP OF ACQUIRED ENTITY

-DIGIT IC CODE 14/	INDUSTRY DESCRIPTION	ACQUIRED ENTITY						NUMBER OF 2-DIGIT INTRA-INDUSTRY TRANSACTIONS	
		CLEARANCE GRANTED TO FTC OF DOJ		SECOND REQUEST INVESTIGATIONS		TOTAL			
		NUMBER 4/ FTC	DOJ	TOTAL	FTC	DOJ	TOTAL		
80	Health Services	66	5	4	9	1	3	4	47
82	Educational Services	1	-	-	-	-	-	-	1
83	Social Services	2	-	-	-	-	-	-	-
87	Engineering, Accounting, Research, Management, and Related Services	1	-	-	-	-	-	-	-
89	Miscellaneous Services	7	-	-	-	-	-	-	2
99	Nonclassifiable Establishments	1	1	-	1	-	-	-	-
DV	Diversified Companies	236	32	3	35	5	1	6	151
00	Not Available 16/	62	3	7	10	-	3	3	2
	ALL TRANSACTIONS	2391	215	67	282	39	29	68	1048

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.

Based on the date the second request was issued.

During fiscal year 1988, 2746 transactions were reported under the Hart-Scott-Rodino premerger notification program. Smaller number, 2391, reflects adjustments to eliminate the following types of transactions: (1) 14 transactions reported under Section (c)(6) and 187 transactions reported under Section (c)(8) (transactions involving certain related industries and financial businesses); (2) 86 transactions which were followed by separate notifications for or more additional transactions between the same parties during fiscal 1988 (such transactions are listed here as a single consolidated transaction); (3) 33 transactions found to be non-reportable; (4) 13 incomplete transactions (only party in each transaction filed a compliant notification); (5) 15 transactions withdrawn before the waiting period began; and (6) 7 secondary acquisitions (filed pursuant to Section 801.4 reported as a result of reportable primary transactions). The table does not, however, exclude 51 competing offers or 185 multiple-party primary transactions involving two or more acquiring or acquired persons).

Percentage of total transactions.

Percentage of transaction range group.

Percentages also appear in TABLE I.

This category is composed of newly-formed acquiring persons and transactions withdrawn before staff could make a detailed analysis of the acquisition.

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. The assets of the acquired entity were taken from responses to Item 2(d)(1) (Assets to be Acquired) or from Items (a) or (b) (SEC documents and annual reports) of the premerger notification and report form.

The assets were not available primarily because the acquired firms' financials were consolidated with those of each parentive acquired ultimate parent.

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.

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 revenues during year prior to filing the notification and report form.

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. SIC groupings used in this table were determined from responses submitted by filing parties to Item 5 of the premerger notification and report form.

Transactions included in this category represent newly-formed companies, companies with no United States operations, individuals, and filings withdrawn before the industry classification could be determined.

Transactions in this category include filings withdrawn before an industry group could be determined and newly-