# [***80 FR 5753***](https://advance.lexis.com/api/document?collection=administrative-codes&id=urn:contentItem:5F6Y-CM70-006W-81R5-00000-00&context=)

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Notices

**Reporter**

80 FR 5753 \*

***Federal Register* > *2015* > *February* > *Tuesday, February 3, 2015* > *Notices* > *FEDERAL TRADE COMMISSION (FTC)***

**Title:** **Cerberus Institutional Partners V, L.P., AB Acquisition LLC, and Safeway Inc.; Analysis of Proposed Consent Order To Aid Public Comment**

**Action:**  Proposed Consent Agreement.

**Agency**

FEDERAL TRADE COMMISSION (FTC)

**Identifier:** **[File No. 141 0108]**

**Synopsis**

**SUMMARY:** The consent agreement in this matter settles alleged violations of federal law prohibiting unfair methods of ***competition***. The attached Analysis to Aid Public Comment describes both the allegations in the draft complaint and the terms of the consent order--embodied in the consent agreement--that would settle these allegations.

**Text**

**SUPPLEMENTARY INFORMATION:** Pursuant to Section 6(f) of the Federal Trade Commission Act, [*15 U.S.C. 46(f)*](https://advance.lexis.com/api/document?collection=statutes-legislation&id=urn:contentItem:4YF7-GJ21-NRF4-41JV-00000-00&context=), and FTC Rule 2.34, [*16 CFR 2.34*](https://advance.lexis.com/api/document?collection=administrative-codes&id=urn:contentItem:5HYR-92N0-008G-Y0W0-00000-00&context=), notice is hereby given that the above-captioned consent agreement containing consent order to cease and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of thirty (30) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement, and the allegations in the complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for January 27, 2015), on the World Wide Web, at [*http://www.ftc.gov/os/actions.shtm*](http://www.ftc.gov/os/actions.shtm)*.*

You can file a comment online or on paper. For the Commission to consider your comment, we must receive it on or before February 26, 2015. Write "Albertson's and Safeway Inc.,--Consent Agreement; File No. 141 0108" on your comment. Your comment--including your name and your state--will be placed on the public record of this proceeding, including, to the extent practicable, on the public Commission Web site, at [*http://www.ftc.gov/os/publiccomments.shtm*](http://www.ftc.gov/os/publiccomments.shtm)*.* As a matter of discretion, the Commission tries to remove individuals' home contact information from comments before placing them on the Commission Web site.

Because your comment will be made public, you are solely responsible for making sure that your comment does not include any sensitive personal information, like anyone's Social Security number, date of birth, driver's license number or other state identification number or foreign country equivalent, passport number, financial account number, or credit or debit card number. You are also solely responsible for making sure that your comment does not include any sensitive health information, like medical records or other individually identifiable health information. In addition, do not include any "[t]rade secret or any commercial or financial information which . . . is privileged or confidential," as discussed in Section 6(f) of the FTC Act, [*15 U.S.C. 46(f)*](https://advance.lexis.com/api/document?collection=statutes-legislation&id=urn:contentItem:4YF7-GJ21-NRF4-41JV-00000-00&context=), and FTC Rule 4.10(a)(2), [*16 CFR 4.10(a)(2)*](https://advance.lexis.com/api/document?collection=administrative-codes&id=urn:contentItem:5MH6-6J50-008G-Y1DH-00000-00&context=). In particular, do not include ***competitively*** sensitive information such as costs, sales statistics, inventories, formulas, patterns, devices, manufacturing processes, or customer names.

If you want the Commission to give your comment confidential treatment, you must file it in paper form, with a request for confidential treatment, and you have to follow the procedure explained in FTC Rule 4.9(c), [*16 CFR 4.9(c)*](https://advance.lexis.com/api/document?collection=administrative-codes&id=urn:contentItem:5MH6-6J50-008G-Y0Y0-00000-00&context=). n1 Your comment will be kept confidential only if the FTC General Counsel, in his or her sole discretion, grants your request in accordance with the law and the public interest.

n1 In particular, the written request for confidential treatment that accompanies the comment must include the factual and legal basis for the request, and must identify the specific portions of the comment to be withheld from the public record. *See* FTC Rule 4.9(c), [*16 CFR 4.9(c)*](https://advance.lexis.com/api/document?collection=administrative-codes&id=urn:contentItem:5MH6-6J50-008G-Y0Y0-00000-00&context=).

Postal mail addressed to the Commission is subject to delay due to heightened security screening. As a result, we encourage you to submit your comments online. To make sure that the Commission considers your online comment, you must file it at [*https://ftcpublic.commentworks.com/ftc/albertsonssafewayconsent*](https://ftcpublic.commentworks.com/ftc/albertsonssafewayconsent) by following the instructions on the web-based form. If this Notice appears at [*http://www.****regulations****.gov/#!home*](http://www.regulations.gov/#!home)*,* you also may file a comment through that Web site.

If you file your comment on paper, write "Albertson's and Safeway Inc.,--Consent Agreement; File No. 141 0108" on your comment and on the envelope, and mail your comment to the following address: Federal Trade Commission, Office of the Secretary, 600 Pennsylvania Avenue NW., Suite CC-5610 (Annex D), Washington, DC 20580, or deliver your comment to the following address: Federal Trade Commission, Office of the Secretary, Constitution Center, 400 7th Street SW., 5th Floor, Suite 5610 (Annex D), Washington, DC 20024. If possible, submit your paper comment to the Commission by courier or overnight service.

Visit the Commission Web site at [*http://www.ftc.gov*](http://www.ftc.gov) to read this Notice and the news release describing it. The **[\*5754]** FTC Act and other laws that the Commission administers permit the collection of public comments to consider and use in this proceeding as appropriate. The Commission will consider all timely and responsive public comments that it receives on or before February 26, 2015. You can find more information, including routine uses permitted by the Privacy Act, in the Commission's privacy policy, at [*http://www.ftc.gov/ftc/privacy.htm*](http://www.ftc.gov/ftc/privacy.htm)*.*

**Analysis of Agreement Containing Consent Order To Aid Public Comment**

**I. Introduction and Background**

The Federal Trade Commission ("Commission") has accepted for public comment, subject to final approval, an Agreement Containing Consent Order ("Consent Order") from Cerberus Institutional Partners V, L.P. ("Cerberus"), its wholly owned subsidiary, AB Acquisition, LLC ("Albertson's"), and Safeway Inc. ("Safeway") (collectively, the "Respondents"). On March 6, 2014, Albertson's and Safeway entered into a merger agreement whereby Albertson's agreed to purchase 100% of the equity of Safeway for approximately $ 9.2 billion (the "Acquisition"). The purpose of the proposed Consent Order is to remedy the anticompetitive effects that otherwise would result from the Acquisition. Under the terms of the proposed Consent Order, Respondents are required to divest 168 stores and related assets in 130 local supermarket geographic markets (collectively, the "relevant markets") in eight states to four Commission-approved buyers. The divestitures must be completed within a time-period ranging from 60 to 150 days following the date of the Acquisition. Finally, the Commission and Respondents have agreed to an Order to Maintain Assets that requires Respondents to operate and maintain each divestiture store in the normal course of business, through the date the store is ultimately divested to a buyer.

The proposed Consent Order has been placed on the public record for 30 days to solicit comments from interested persons. Comments received during this period will become part of the public record. After 30 days, the Commission again will review the proposed Consent Order and any comments received, and decide whether it should withdraw the Consent Order, modify the Consent Order, or make it final.

The Commission's Complaint alleges that the Acquisition, if consummated, would violate Section 7 of the Clayton Act, as amended, [*15 U.S.C. 18*](https://advance.lexis.com/api/document?collection=statutes-legislation&id=urn:contentItem:4YF7-GNT1-NRF4-426N-00000-00&context=), and [*Section 5*](https://advance.lexis.com/api/document?collection=statutes-legislation&id=urn:contentItem:4YF7-GR01-NRF4-43MY-00000-00&context=) of the Federal Trade Commission Act, as amended, [*15 U.S.C. 45*](https://advance.lexis.com/api/document?collection=statutes-legislation&id=urn:contentItem:4YF7-GSM1-NRF4-44DS-00000-00&context=), by removing an actual, direct, and substantial supermarket ***competitor*** in the 130 local supermarket geographic markets. The elimination of this ***competition*** would result in significant ***competitive*** harm; specifically the Acquisition will allow the combined entity to increase prices above ***competitive*** levels, unilaterally or by coordinating with remaining market participants. Similarly, absent a remedy, there is significant risk that the merged firm may decrease quality and service aspects of their stores below ***competitive*** levels. The proposed Consent Order would remedy the alleged violations by requiring divestitures to replace ***competition*** that otherwise would be lost in the relevant markets because of the Acquisition.

*The Respondents*

AB Acquisition, LLC, owned by New York-based private equity firm Cerberus Capital Management, L.P., is the parent company of Albertson's LLC and New Albertson's, Inc. (together "Albertson's"). As of March 19, 2014, Albertson's LLC operated 630 supermarkets, primarily under its Albertson's banner. Presently, Albertson's stores are located in Arkansas, Arizona, California, Colorado, Florida, Idaho, Louisiana, Montana, Nevada, New Mexico, North Dakota, Oregon, Texas, Utah, Washington, and Wyoming. Albertson's LLC also operates supermarkets in Texas under the Market Street, Amigos, and United Supermarkets banners. United Supermarkets is a traditional grocery store, while Market Street offers specialty and "whole-health" products, and Amigos has an international and Hispanic format. As of March 19, 2014, New Albertson's, Inc., owned and operated 445 supermarkets under the Jewel-Osco, ACME, Shaw's, and Star Market banners, dispersed throughout Iowa, Illinois, Indiana, Delaware, Maryland, Pennsylvania, New Jersey, Massachusetts, Maine, New Hampshire, Rhode Island, and Vermont.

As of December 2013, Safeway owned 1,332 supermarkets, making it one of the largest food and drug retailers in the United States. Stores are operated under the Safeway banner in Alaska, Arizona, California, Colorado, District of Columbia, Delaware, Hawaii, Idaho, Maryland, Montana, Nebraska, Nevada, New Mexico, Oregon, South Dakota, Virginia, Washington, and Wyoming. Safeway also operates stores under the following banners: Pavilions, Pak 'n Save, and The Market in California; Randall's and Tom Thumb in Texas; Genuardi's in Pennsylvania; Vons in California and Nevada; and Carr's in Alaska.

*Retail Sale of Food and Other Grocery Products In Supermarkets*

The Acquisition presents substantial ***antitrust*** concerns for the retail sale of food and other grocery products in supermarkets. Supermarkets are defined as traditional full-line retail grocery stores that sell, on a large-scale basis, food and non-food products that customers regularly consume at home--including, but not limited to, fresh meat, dairy products, frozen foods, beverages, bakery goods, dry groceries, detergents, and health and beauty products. This broad set of products and services provides a "one-stop shopping" experience for consumers by enabling them to shop in a single store for all of their food and grocery needs. The ability to offer consumers one-stop shopping is a critical differentiating factor between supermarkets and other food retailers.

The relevant product market includes supermarkets within "hypermarkets," such as Wal-Mart Supercenters. Hypermarkets also sell an array of products that would not be found in traditional supermarkets. However, hypermarkets, like conventional supermarkets, contain bakeries, delis, dairy, produce, fresh meat, and sufficient product offerings to enable customers to purchase all of their weekly grocery requirements in a single shopping visit.

Other types of retailers--such as hard discounters, limited assortment stores, natural and organic markets, ethnic specialty stores, and club stores--also sell food and grocery items. These types of retailers, however, are not in the relevant product market because they offer a more limited range of products and services than supermarkets and because they appeal to a distinct customer type. Shoppers typically do not view these other food and grocery retailers as adequate substitutes for supermarkets. n2 Further, although these other types of retailers offer some ***competition***, supermarkets do not view them as providing as significant or close ***competition*** as traditional supermarkets. Thus, consistent with prior Commission precedent, these other types of retailers are excluded from the relevant product market. n3

n2 Supermarket shoppers would be unlikely to switch to one of these other types of retailers in response to a small but significant increase in price or "SSNIP" by a hypothetical supermarket monopolist. *See* U.S. DOJ and FTC Horizontal Merger Guidelines § 4.1.1 (2010).

n3 *See, e.g.,* Bi-Lo Holdings, LLC/Delhaize America, LLC, Docket C-4440 (February 25, 2014); AB Acquisition, LLC, Docket C-4424 (December 23, 2013); Konkinlijke Ahold N.V./Safeway Inc., Docket C-4367 (August 17, 2012); Shaw's/Star Markets, Docket C-3934 (June 28, 1999); Kroger/Fred Meyer, Docket C-3917 (January 10, 2000); Albertson's/American Stores, Docket C-3986 (June 22, 1999); Ahold/Giant, Docket C-3861 (April 5, 1999); Albertson's/Buttrey, Docket C-3838 (December 8, 1998); Jitney-Jungle Stores of America, Inc., Docket C-3784 (January 30, 1998). *But see* Wal-Mart/Supermercados Amigo, Docket C-4066 (November 21, 2002) (the Commission's complaint alleged that in Puerto Rico, club stores should be included in a product market that included supermarkets because club stores in Puerto Rico enabled consumers to purchase substantially all of their weekly food and grocery requirements in a single shopping visit). **[\*5755]**

The relevant geographic markets in which to analyze the effects of the Acquisition are areas that range from a two- to ten-mile radius around each of the Respondents' supermarkets, depending on factors such as population density, traffic patterns, and unique characteristics of each market. Where the Respondents' supermarkets are located in rural, isolated areas, the relevant geographic areas are larger than areas where the Respondents' supermarkets are located in more densely populated suburban areas. A hypothetical monopolist of the retail sale of food and grocery products in supermarkets in each relevant area could profitably impose a small but significant non-transitory increase in price.

The 130 geographic markets in which to analyze the effects of the Acquisition are local areas in and around: (1) Anthem, Arizona; (2) Carefree, Arizona; (3) Flagstaff, Arizona; (4) Lake Havasu, Arizona; (5) Prescott, Arizona; (6) Prescott Valley, Arizona; (7) Scottsdale, Arizona; (8) Tucson (Eastern), Arizona; (9) Tucson (Southwest), Arizona; (10) Alpine, California; (11) Arroyo Grande/Grover Beach, California; (12) Atascadero, California; (13) Bakersfield, California; (14) Burbank, California; (15) Calabasas, California; (16) Camarillo, California; (17) Carlsbad (North), California; (18) Carlsbad (South), California; (19) Carpinteria, California; (20) Cheviot Hills/Culver City, California; (21) Chino Hills, California; (22) Coronado, California; (23) Diamond Bar, California; (24) El Cajon, California; (25) Hermosa Beach, California; (26) Imperial Beach, California; (27) La Jolla, California; (28) La Mesa, California; (29) Ladera Ranch, California; (30) Laguna Beach, California; (31) Laguna Niguel, California; (32) Lakewood, California; (33) Lemon Grove, California; (34) Lomita, California; (35) Lompoc, California; (36) Mira Mesa (North), California; (37) Mira Mesa (South), California; (38) Mission Viejo/Laguna Hills, California; (39) Mission Viejo (North), California; (40) Morro Bay, California; (41) National City, California; (42) Newbury, California; (43) Newport, California; (44) Oxnard, California; (45) Palm Desert/Rancho Mirage, California; (46) Palmdale, California; (47) Paso Robles, California; (48) Poway, California; (49) Rancho Cucamonga/Upland, California; (50) Rancho Santa Margarita, California; (51) San Diego (Clairemont), California; (52) San Diego (Hillcrest/University Heights), California; (53) San Diego (Tierrasanta), California; (54) San Luis Obispo, California; (55) San Marcos, California; (56) San Pedro, California; (57) Santa Barbara, California; (58) Santa Barbara/Goleta, California; (59) Santa Clarita, California; (60) Santa Monica, California; (61) Santee, California; (62) Simi Valley, California; (63) Solana Beach, California; (64) Thousand Oaks, California; (65) Tujunga, California; (66) Tustin (Central), California; (67) Tustin/Irvine, California; (68) Ventura, California; (69) Westlake Village, California; (70) Yorba Linda, California; (71) Butte, Montana; (72) Deer Lodge, Montana; (73) Missoula, Montana; (74) Boulder City, Nevada; (75) Henderson, (East), Nevada; (76) Henderson (Southwest), Nevada; (77) Summerlin, Nevada; (78) Ashland, Oregon; (79) Baker County, Oregon; (80) Bend, Oregon; (81) Eugene, Oregon; (82) Grants Pass, Oregon; (83) Happy Valley/Clackamas, Oregon; (84) Keizer, Oregon; (85) Klamath Falls, Oregon; (86) Lake Oswego, Oregon; (87) Milwaukie, Oregon; (88) Sherwood, Oregon; (89) Springfield, Oregon; (90) Tigard, Oregon; (91) West Linn, Oregon; (92) Colleyville, Texas; (93) Dallas (Far North), Texas; (94) Dallas (Farmers/Branch/North Dallas), Texas; (95) Dallas (University Park/Highland Park), Texas; (96) Dallas (University Park/Northeast), Texas; (97) McKinney, Texas; (98) Plano, Texas; (99) Roanoke, Texas; (100) Rowlett, Texas; (101) Bremerton, Washington; (102) Burien, Washington; (103) Everett, Washington; (104) Federal Way, Washington; (105) Gig Harbor, Washington; (106) Lake Forest Park, Washington; (107) Lake Stevens, Washington; (108) Lakewood, Washington; (109) Liberty Lake, Washington; (110) Milton, Washington; (111) Monroe, Washington; (112) Oak Harbor, Washington; (113) Olympia (East), Washington; (114) Port Angeles, Washington; (115) Port Orchard, Washington; (116) Puyallup, Washington; (117) Renton (East Hill-Meridian), Washington; (118) Renton (New Castle), Washington; (119) Sammamish, Washington; (120) Shoreline, Washington; (121) Silverdale, Washington; (122) Snohomish, Washington; (123) Tacoma (Eastside), Washington; (124) Tacoma (Spanaway), Washington; (125) Walla Walla, Washington; (126) Wenatchee, Washington; (127) Woodinville, Washington; (128) Casper, Wyoming; (129) Laramie, Wyoming; and (130) Sheridan, Wyoming.

Each of the relevant geographic markets is highly concentrated and the Acquisition would significantly increase market concentration and eliminate substantial direct ***competition*** between two significant supermarket operators. The post-Acquisition HHI levels in the relevant markets vary from 2,562 to 10,000 points, and the HHI deltas vary from 225 to 5,000 points. Under the 2010 Department of Justice and Federal Trade Commission Horizontal Merger Guidelines ("Merger Guidelines"), an acquisition that results in an HHI in excess of 2,500 points and increases the HHI by more than 200 points is presumed anticompetitive. Thus, the presumptions of illegality and anticompetitive effects are easily met, and often far exceeded, in the relevant geographic markets at issue.

The relevant markets are also highly concentrated in terms of the number of remaining market participants post-Acquisition. Of the 130 geographic markets, the acquisition will result in a merger-to-monopoly in 13 markets and a merger-to-duopoly in 42 markets. In the remaining markets, the Acquisition will reduce the number of market participants from four to three in 43 markets, five to four in 27 markets, and six to five in five markets. n4

n4 *See* Exhibit A.

The anticompetitive implications of such significant increases in market concentration are reinforced by substantial evidence demonstrating that Albertson's and Safeway are close and vigorous ***competitors*** in terms of price, format, service, product offerings, promotional activity, and location in each of the relevant geographic markets. Absent relief, the Acquisition would eliminate significant head-to-head ***competition*** between Albertson's and Safeway and would increase the ability and incentive of Albertson's to raise prices unilaterally post-Acquisition. The Acquisition would also decrease incentives to ***compete*** on non-price factors, such as service levels, convenience, and quality. Lastly, the high levels of concentration also increase the likelihood of ***competitive*** harm through coordinated interaction in markets in which Albertson's will face only one other traditional supermarket ***competitor*** post-Acquisition. Given the transparency of pricing and promotional **[\*5756]** practices among supermarkets and that supermarkets "price check" ***competitors*** in the ordinary course of business, the Acquisition increases the possibility that Albertson's and its remaining ***competitor*** could simply follow each other's price increases post-Acquisition.

New entry or expansion in the relevant markets is unlikely to deter or counteract the anticompetitive effects of the Acquisition. Moreover, even if a prospective entrant existed, the entrant must secure a viable location, obtain the necessary permits and governmental approvals, build its retail establishment or renovate an existing building, and open to customers before it could begin operating and serve as a relevant ***competitive*** constraint. As a result, new entry sufficient to achieve a significant market impact and act as a ***competitive*** constraint is unlikely to occur in a timely manner.

*The Proposed Consent Order*

The proposed remedy, which requires the divestiture of Albertson's or Safeway supermarkets in the relevant markets to four Commission-approved up-front buyers (the "proposed buyers") will restore fully the ***competition*** that otherwise would be eliminated in these markets as a result of the Acquisition. Specifically, Respondents have agreed to divest:

* 146 stores and related assets in Arizona, California, Nevada, Oregon, and Washington to Haggen, Inc. ("Haggen");

1. Two stores in Washington to Supervalu, Inc. ("Supervalu");
2. 12 stores and related assets in Texas to Associated Wholesale Grocers ("AWG"); and
3. Eight stores and related assets in Montana and Wyoming to Associated Food Stores ("Associated").

The proposed buyers appear to be highly suitable purchasers and are well positioned to enter the relevant geographic markets and prevent the increase in market concentration and likely ***competitive*** harm that otherwise would have resulted from the Acquisition. The supermarkets currently owned by any of the proposed buyers are all located outside the relevant geographic markets in which they are purchasing divested stores.

Haggen is a regional supermarket chain with 18 supermarkets in Washington and Oregon. Haggen will purchase all but two of the divested stores in Washington, because Haggen already operates stores in those two geographic markets. Supervalu will purchase the two stores in Washington that Haggen is not purchasing. Supervalu is a wholesale distributor that also operates 190 corporate-owned supermarkets and previously owned these two Washington stores. AWG is a member-owned cooperative grocery wholesaler supplying nearly 3,000 supermarkets in 33 states. Although AWG does not currently own or operate any supermarkets, AWG has owned and operated corporate-owned supermarkets in the past. Finally, Associated is a member-owned cooperative grocery wholesaler that supplies and operates retail supermarkets. Associated's members operate approximately 424 grocery stores in ten states, and the cooperative, through a subsidiary, owns and operates 43 corporate-owned supermarkets located in Utah and Nevada. It is expected that AWG will assign its operating rights in the 12 Texas stores it is acquiring to RLS Supermarkets, LLC (d/b/a Minyard Food Stores) and that Associated will assign its rights in the eight Montana and Wyoming stores it is acquiring to Missoula Fresh Market LLC, Ridley's Family Markets, Inc., and Stokes Inc.

The Proposed Consent Order requires Respondents to divest: (a) The Arizona, California, Nevada, Oregon, and Washington assets to Haggen within 150 days from the date of the Acquisition; (b) the two stores in Washington to Supervalu within 100 days of the date of the Acquisition; (c) the Texas assets to AWG within 60 days of the date of the Acquisition; and (d) the Montana and Wyoming assets to Associated within 60 days of the date of the Acquisition. If, at the time before the Proposed Consent Order is made final, the Commission determines that any of the proposed buyers are not acceptable buyers, Respondents must immediately rescind the divestiture(s) and divest the assets to a different buyer that receives the Commission's prior approval.

The proposed Consent Order contains additional provisions designed to ensure the adequacy of the proposed relief. For example, Respondents have agreed to an Order to Maintain Assets that will be issued at the time the Proposed Consent Order is accepted for public comment. The Order to Maintain Assets requires Albertson's and Safeway to operate and maintain each divestiture store in the normal course of business, through the date the store is ultimately divested to a buyer. Since the divestiture schedule runs for an extended period of time (potentially up to 150 days following the Acquisition date), the Proposed Consent Order appoints Richard King as a Monitor to oversee the Respondents' compliance with the requirements of the Proposed Consent Order and Order to Maintain Assets. Mr. King has the experience and skill-set to be an effective Monitor, no identifiable conflicts, and sufficient time to dedicate to this matter through its conclusion. Lastly, for a period of ten years, Albertson's is required to give the Commission prior notice of plans to acquire any interest in a supermarket that has operated or is operating in the counties included in the relevant markets.

\* \* \*

The sole purpose of this Analysis is to facilitate public comment on the proposed Consent Order. This Analysis does not constitute an official interpretation of the proposed Consent Order, nor does it modify its terms in any way.

| **Exhibit A** | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  |
| **Area** | **City** | **State** | **Merger** | **HHI** | **HHI** | **Delta** | **Divested** |
| **number** |  |  | **result** | **(pre)** | **(post)** |  | **store(s)** |
| 1 | Anthem | AZ | 4 to 3 | 2768 | 3423 | 655 | SFY 1726. |
| 2 | Carefree | AZ | 5 to 4 | 2298 | 2976 | 678 | ALB 979. |
| 3 | Flagstaff | AZ | 5 to 4 | 2744 | 3365 | 621 | ALB 967. |
| 4 | Lake Havasu | AZ | 4 to 3 | 2609 | 3401 | 792 | ALB 1027. |
| 5 | Prescott | AZ | 4 to 3 | 2675 | 3405 | 730 | ALB 953. |
| 6 | Prescott | AZ | 4 to 3 | 2828 | 3340 | 512 | ALB 965. |
|  | Valley |  |  |  |  |  |  |
| 7 | Scottsdale | AZ | 3 to 2 | 3797 | 5001 | 1204 | ALB 983. |
| 8 | Tucson | AZ | 4 to 3 | 3341 | 4130 | 789 | SFY 234 & |
|  | (Eastern) |  |  |  |  |  | 2611. |
| 9 | Tucson | AZ | 5 to 4 | 2018 | 2909 | 891 | ALB 972. |
|  | (Southwest) |  |  |  |  |  |  |
| 10 | Alpine | CA | 3 to 2 | 3857 | 5002 | 1145 | SFY 2333. |
| 11 | Arroyo | CA | 3 to 2 | 3690 | 6864 | 3174 | ALB 6304. |
|  | Grande/ |  |  |  |  |  |  |
|  | Grover Beach |  |  |  |  |  |  |
| 12 | Atascadero | CA | 3 to 2 | 3456 | 6242 | 2786 | ALB 6390. |
| 13 | Bakersfield | CA | 6 to 5 | 1923 | 2562 | 639 | ALB 6323, |
|  |  |  |  |  |  |  | 6325 & |
|  |  |  |  |  |  |  | 6379. |
| 14 | Burbank | CA | 3 to 2 | 4199 | 5011 | 812 | ALB 6315. |
| 15 | Calabasas | CA | 3 to 2 | 3400 | 5415 | 2015 | SFY 2031. |
| 16 | Camarillo | CA | 5 to 4 | 2950 | 4215 | 1265 | ALB 6385. |
| 17 | Carlsbad | CA | 4 to 3 | 2977 | 3888 | 911 | ALB 6701. |
|  | (North) |  |  |  |  |  |  |
| 18 | Carlsbad | CA | 5 to 4 | 2209 | 3210 | 1001 | ALB 6720. |
|  | (South) |  |  |  |  |  |  |
| 19 | Carpinteria | CA | 2 to 1 | 5012 | 10,000 | 4988 | SFY 2425. |
| 20 | Cheviot | CA | 4 to 3 | 2394 | 3914 | 1520 | ALB 6168 |
|  | Hills/ |  |  |  |  |  | & 6169. |
|  | Culver City |  |  |  |  |  |  |
| 21 | Chino Hills | CA | 4 to 3 | 3596 | 4047 | 451 | SFY 2597. |
| 22 | Coronado | CA | 2 to 1 | 5025 | 10,000 | 4975 | ALB 6747. |
|  | Island |  |  |  |  |  |  |
| 23 | Diamond Bar | CA | 3 to 2 | 4466 | 5231 | 765 | SFY 2062. |
| 24 | El Cajon | CA | 4 to 3 | 2983 | 3597 | 614 | ALB 6771. |
| 25 | Hermosa Beach | CA | 5 to 4 | 2752 | 4371 | 1619 | ALB 6127, |
|  |  |  |  |  |  |  | 6138, |
|  |  |  |  |  |  |  | 6153 & |
|  |  |  |  |  |  |  | 6189. |
| 26 | Imperial | CA | 2 to 1 | 5869 | 10,000 | 4131 | ALB 6228. |
|  | Beach |  |  |  |  |  |  |
| 27 | La Jolla | CA | 3 to 2 | 5505 | 7083 | 1578 | ALB 6788. |
| 28 | La Mesa | CA | 3 to 2 | 3382 | 5997 | 2615 | SFY 2064 |
|  |  |  |  |  |  |  | & 2137. |
| 29 | Ladera Ranch | CA | 2 to 1 | 5081 | 10,000 | 4919 | SFY 2703. |
| 30 | Laguna Beach | CA | 3 to 2 | 3335 | 5799 | 2464 | ALB 6575. |
| 31 | Laguna Niguel | CA | 4 to 3 | 3190 | 3883 | 693 | SFY 1676. |
| 32 | Lakewood | CA | 6 to 5 | 2073 | 2581 | 508 | ALB 6154. |
| 33 | Lemon Grove | CA | 3 to 2 | 3581 | 6059 | 2478 | SFY 2365. |
| 34 | Lomita | CA | 3 to 2 | 3695 | 5040 | 1345 | ALB 6107. |
| 35 | Lompoc | CA | 4 to 3 | 2566 | 3713 | 1147 | ALB 6339. |
| 36 | Mira Mesa | CA | 5 to 4 | 2412 | 3808 | 1396 | ALB 6742 |
|  | (North) |  |  |  |  |  | & 6772. |
| 37 | Mira Mesa | CA | 2 to 1 | 6904 | 10,000 | 3096 | ALB 6770. |
|  | (South) |  |  |  |  |  |  |
| 38 | Mission | CA | 4 to 3 | 3157 | 3784 | 627 | ALB 6517. |
|  | Viejo/ |  |  |  |  |  |  |
|  | Laguna Hills |  |  |  |  |  |  |
| 39 | Mission Viejo | CA | 3 to 2 | 3933 | 5012 | 1079 | SFY 1670. |
|  | (North) |  |  |  |  |  |  |
| 40 | Morro Bay | CA | 5 to 4 | 2965 | 4056 | 1091 | SFY 2312. |
| 41 | National City | CA | 3 to 2 | 3748 | 5013 | 1265 | SFY 2006, |
|  |  |  |  |  |  |  | 2336 & |
|  |  |  |  |  |  |  | 3063. |
| 42 | Newbury Park | CA | 3 to 2 | 3629 | 5833 | 2204 | SFY 1793. |
| 43 | Newport Beach | CA | 5 to 4 | 3160 | 3811 | 651 | ALB 6504. |
| 44 | Oxnard | CA | 4 to 3 | 2939 | 3375 | 436 | ALB 6217. |
| 45 | Palm Desert/ | CA | 6 to 5 | 2196 | 3094 | 898 | SFY 2383 |
|  | Rancho Mirage |  |  |  |  |  | & 3218. |
| 46 | Palmdale | CA | 4 to 3 | 3056 | 4039 | 983 | ALB 6329. |
| 47 | Paso Robles | CA | 4 to 3 | 2851 | 5427 | 2576 | SFY 2317. |
| 48 | Poway | CA | 4 to 3 | 2540 | 3526 | 986 | ALB 6741 |
|  |  |  |  |  |  |  | & 6763. |
| 49 | Rancho | CA | 4 to 3 | 3266 | 4118 | 852 | ALB 6523 |
|  | Cucamonga/ |  |  |  |  |  | & 6589. |
|  | Upland |  |  |  |  |  |  |
| 50 | Rancho Santa | CA | 4 to 3 | 2628 | 4300 | 1672 | ALB 6521. |
|  | Margarita |  |  |  |  |  |  |
| 51 | San Diego | CA | 3 to 2 | 4066 | 6374 | 2308 | ALB 6781. |
|  | (Clairemont) |  |  |  |  |  |  |
| 52 | San Diego | CA | 3 to 2 | 4436 | 6571 | 2135 | ALB 6714 |
|  | (Hillcrest/Un |  |  |  |  |  | & 6715. |
|  | iversity |  |  |  |  |  |  |
|  | Heights) |  |  |  |  |  |  |
| 53 | San Diego, CA | CA | 2 to 1 | 5586 | 10,000 | 4414 | ALB 6760. |
|  | (Tierrasanta) |  |  |  |  |  |  |
| 54 | San Luis | CA | 4 to 3 | 2896 | 5306 | 2410 | ALB 6372 |
|  | Obispo |  |  |  |  |  | & 6409. |
| 55 | San Marcos | CA | 3 to 2 | 5991 | 6282 | 291 | SFY 2174. |
| 56 | San Pedro | CA | 3 to 2 | 3518 | 6442 | 2924 | ALB 6160 |
|  |  |  |  |  |  |  | & 6164. |
| 57 | Santa Barbara | CA | 4 to 3 | 2741 | 3462 | 721 | ALB 6351 |
|  |  |  |  |  |  |  | & 6352. |
| 58 | Santa | CA | 3 to 2 | 3909 | 7469 | 3560 | SFY 2048 |
|  | Barbara/ |  |  |  |  |  | & 2691. |
|  | Goleta |  |  |  |  |  |  |
| 59 | Santa Clarita | CA | 4 to 3 | 2646 | 3732 | 1086 | SFY 1669 |
|  |  |  |  |  |  |  | & 1961. |
| 60 | Santa Monica | CA | 4 to 3 | 3293 | 4879 | 1586 | ALB 6162. |
| 61 | Santee | CA | 3 to 2 | 3477 | 6133 | 2656 | ALB 6727. |
| 62 | Simi Valley | CA | 5 to 4 | 3633 | 7101 | 3468 | ALB 6317 |
|  |  |  |  |  |  |  | & 6363; |
|  |  |  |  |  |  |  | SFY 2163. |
| 63 | Solana Beach | CA | 3 to 2 | 3830 | 6188 | 2358 | ALB 6702. |
| 64 | Thousand Oaks | CA | 3 to 2 | 4057 | 6047 | 1990 | ALB 6369. |
| 65 | Tujunga | CA | 3 to 2 | 3688 | 3969 | 281 | ALB 6397. |
| 66 | Tustin | CA | 4 to 3 | 3474 | 4348 | 874 | SFY 2146 |
|  | (central) |  |  |  |  |  | & 2324. |
| 67 | Tustin/Irvine | CA | 4 to 3 | 3939 | 4485 | 546 | SFY 2822. |
| 68 | Ventura | CA | 4 to 3 | 2732 | 3550 | 818 | ALB 6318. |
| 69 | Westlake | CA | 5 to 4 | 1955 | 3563 | 1608 | ALB 6388. |
|  | Village |  |  |  |  |  |  |
| 70 | Yorba Linda | CA | 4 to 3 | 2803 | 4588 | 1785 | ALB 6510. |
| 71 | Butte | MT | 3 to 2 | 4701 | 5189 | 488 | ALB 2007. |
| 72 | Deer Lodge | MT | 2 to 1 | 5000 | 10,000 | 5000 | SFY 3256. |
| 73 | Missoula | MT | 4 to 3 | 3107 | 4063 | 956 | SFY 1573 |
|  |  |  |  |  |  |  | & 2619. |
| 74 | Boulder City | NV | 2 to 1 | 5051 | 10,000 | 4949 | SFY 2391. |
| 75 | Henderson | NV | 4 to 3 | 2705 | 3356 | 651 | ALB 6014 |
|  | (East) |  |  |  |  |  | & 6019. |
| 76 | Henderson | NV | 3 to 2 | 3653 | 5042 | 1389 | ALB 6028. |
|  | (Southwest) |  |  |  |  |  |  |
| 77 | Summerlin | NV | 4 to 3 | 3107 | 4367 | 1260 | SFY 1688, |
|  |  |  |  |  |  |  | 2392 & |
|  |  |  |  |  |  |  | 2395. |
| 78 | Ashland | OR | 2 to 1 | 5013 | 10,000 | 4987 | SFY 4292. |
| 79 | Baker County | OR | 2 to 1 | 5102 | 10,000 | 4898 | ALB 261. |
| 80 | Bend | OR | 6 to 5 | 2632 | 3824 | 1192 | ALB 587 & |
|  |  |  |  |  |  |  | 588. |
| 81 | Eugene | OR | 5 to 4 | 2392 | 3414 | 1022 | ALB 507 & |
|  |  |  |  |  |  |  | 568. |
| 82 | Grants Pass | OR | 4 to 3 | 2769 | 3537 | 768 | ALB 501 & |
|  |  |  |  |  |  |  | 537. |
| 83 | Happy Valley/ | OR | 2 to 1 | 5006 | 10,000 | 4994 | ALB 503. |
|  | Clackamas |  |  |  |  |  |  |
| 84 | Keizer | OR | 5 to 4 | 2852 | 3367 | 515 | ALB 562. |
| 85 | Klamath Falls | OR | 5 to 4 | 2511 | 2917 | 406 | SFY 1766 |
|  |  |  |  |  |  |  | & 4395. |
| 86 | Lake Oswego | OR | 4 to 3 | 3176 | 5604 | 2428 | ALB 521. |
| 87 | Milwaukie | OR | 3 to 2 | 5729 | 6082 | 353 | ALB 566. |
| 88 | Sherwood | OR | 3 to 2 | 3989 | 5028 | 1039 | ALB 579. |
| 89 | Springfield | OR | 3 to 2 | 4400 | 5197 | 797 | SFY 311. |
| 90 | Tigard | OR | 5 to 4 | 2261 | 2984 | 723 | ALB 559, |
|  |  |  |  |  |  |  | 565 & |
|  |  |  |  |  |  |  | 576. |
| 91 | West Linn | OR | 3 to 2 | 3611 | 6268 | 2657 | ALB 506. |
| 92 | Colleyville | TX | 5 to 4 | 2686 | 3465 | 779 | SFY 3555 |
|  |  |  |  |  |  |  | & 3576. |
| 93 | Dallas (Far | TX | 5 to 4 | 2413 | 2891 | 478 | ALB 4140. |
|  | North) |  |  |  |  |  |  |
| 94 | Dallas | TX | 4 to 3 | 3746 | 5175 | 1429 | ALB 4182. |
|  | (Farmers |  |  |  |  |  |  |
|  | Branch/North |  |  |  |  |  |  |
|  | Dallas) |  |  |  |  |  |  |
| 95 | Dallas | TX | 4 to 3 | 2755 | 4261 | 1506 | ALB 4134 |
|  | (University |  |  |  |  |  | & 4168. |
|  | Park/Highland |  |  |  |  |  |  |
|  | Park) |  |  |  |  |  |  |
| 96 | Dallas | TX | 5 to 4 | 2345 | 3065 | 720 | ALB 4132 |
|  | (University |  |  |  |  |  | & 4297. |
|  | Park/ |  |  |  |  |  |  |
|  | Northeast |  |  |  |  |  |  |
|  | Dallas) |  |  |  |  |  |  |
| 97 | McKinney | TX | 5 to 4 | 2692 | 3613 | 921 | SFY 3573. |
| 98 | Plano | TX | 4 to 3 | 3105 | 3541 | 436 | SFY 2568. |
| 99 | Roanoke | TX | 3 to 2 | 4680 | 5351 | 671 | ALB 4149. |
| 100 | Rowlett | TX | 3 to 2 | 3386 | 5450 | 2064 | ALB 4197. |
| 101 | Bremerton | WA | 4 to 3 | 2721 | 3399 | 678 | ALB 443. |
| 102 | Burien | WA | 5 to 4 | 1979 | 4489 | 2510 | ALB 411 & |
|  |  |  |  |  |  |  | 473. |
| 103 | Everett | WA | 5 to 4 | 2301 | 2586 | 285 | SFY 517. |
| 104 | Federal Way | WA | 5 to 4 | 2312 | 2709 | 397 | ALB 496. |
| 105 | Gig Harbor | WA | 3 to 2 | 3396 | 5235 | 1839 | SFY 2949. |
| 106 | Lake Forest | WA | 5 to 4 | 3889 | 4352 | 463 | ALB 425. |
|  | Park |  |  |  |  |  |  |
| 107 | Lake Stevens | WA | 5 to 4 | 2646 | 3455 | 809 | ALB 477. |
| 108 | Lakewood | WA | 5 to 4 | 2333 | 3170 | 837 | ALB 465. |
| 109 | Liberty Lake | WA | 3 to 2 | 3483 | 5090 | 1607 | SFY 1741. |
| 110 | Milton | WA | 3 to 2 | 3960 | 5010 | 1050 | ALB 472. |
| 111 | Monroe | WA | 4 to 3 | 2911 | 3352 | 441 | ALB 476. |
| 112 | Oak Harbor | WA | 3 to 2 | 4296 | 6446 | 2150 | SFY 3518. |
| 113 | Olympia | WA | 6 to 5 | 2205 | 2566 | 361 | ALB 415. |
|  | (East) |  |  |  |  |  |  |
| 114 | Port Angeles | WA | 3 to 2 | 3773 | 5588 | 1815 | ALB 404. |
| 115 | Port Orchard | WA | 4 to 3 | 2747 | 3362 | 615 | SFY 1082. |
| 116 | Puyallup | WA | 3 to 2 | 4160 | 5072 | 912 | ALB 468. |
| 117 | Renton (East | WA | 4 to 3 | 3304 | 3719 | 415 | ALB 470. |
|  | Hill- |  |  |  |  |  |  |
|  | Meridian) |  |  |  |  |  |  |
| 118 | Renton (New | WA | 4 to 3 | 4417 | 5274 | 857 | SFY 1468. |
|  | Castle) |  |  |  |  |  |  |
| 119 | Sammamish | WA | 2 to 1 | 5761 | 10,000 | 4239 | ALB 403. |
| 120 | Shoreline | WA | 4 to 3 | 3792 | 4017 | 225 | SFY 442. |
| 121 | Silverdale | WA | 4 to 3 | 2845 | 3516 | 671 | ALB 492. |
| 122 | Snohomish | WA | 2 to 1 | 5595 | 10,000 | 4405 | ALB 401. |
| 123 | Tacoma | WA | 4 to 3 | 3260 | 3727 | 467 | ALB 498. |
|  | (Eastside) |  |  |  |  |  |  |
| 124 | Tacoma | WA | 5 to 4 | 2707 | 3360 | 653 | SFY 551. |
|  | (Spanaway) |  |  |  |  |  |  |
| 125 | Walla Walla | WA | 5 to 4 | 2624 | 3417 | 793 | ALB 225. |
| 126 | Wenatchee | WA | 3 to 2 | 3744 | 5047 | 1303 | ALB 244. |
| 127 | Woodinville | WA | 3 to 2 | 3568 | 5192 | 1624 | ALB 459. |
| 128 | Casper | WY | 4 to 3 | 3816 | 4353 | 537 | SFY 433 & |
|  |  |  |  |  |  |  | 2468. |
| 129 | Laramie | WY | 3 to 2 | 3793 | 5000 | 1207 | ALB 2063. |
| 130 | Sheridan | WY | 3 to 2 | 4802 | 5421 | 619 | SFY 2664. |

By direction of the Commission.

**Donald S. Clark,**

*Secretary.*

[FR Doc. 2015-01971 Filed 2-2-15; 8:45 am]

BILLING CODE 6750-01-P

**Dates**

**DATES:** Comments must be received on or before February 26, 2015.

**Contacts**

**ADDRESSES:** Interested parties may file a comment at [*https://ftcpublic.commentworks.com/ftc/albertsonssafewayconsent*](https://ftcpublic.commentworks.com/ftc/albertsonssafewayconsent) online or on paper, by following the instructions in the Request for Comment part of the **SUPPLEMENTARY INFORMATION** section below. Write "Albertson's and Safeway Inc.,--Consent Agreement; File No. 141 0108" on your comment and file your comment online at [*https://ftcpublic.commentworks.com/ftc/albertsonssafewayconsent*](https://ftcpublic.commentworks.com/ftc/albertsonssafewayconsent) by following the instructions on the web-based form. If you prefer to file your comment on paper, write "Albertson's and Safeway Inc.,--Consent Agreement; File No. 141 0108" on your comment and on the envelope, and mail your comment to the following address: Federal Trade Commission, Office of the Secretary, 600 Pennsylvania Avenue NW., Suite CC-5610 (Annex D), Washington, DC 20580, or deliver your comment to the following address: Federal Trade Commission, Office of the Secretary, Constitution Center, 400 7th Street SW., 5th Floor, Suite 5610 (Annex D), Washington, DC 20024.

**FOR FURTHER INFORMATION CONTACT:** Alexis Gilman, Bureau of ***Competition***, (202-326-2579) or Dan Ducore, Bureau of ***Competition***, (202-326-2526), 600 Pennsylvania Avenue NW., Washington, DC 20580.

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