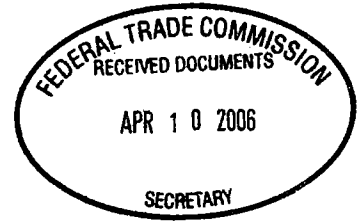


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



In the Matter of)
)
)
KONINKLIJKE AHOLD N.V.,)
a corporation,)
)
and)
)
BRUNO'S SUPERMARKETS, INC.,)
a corporation.)

Docket No. C-4027
PUBLIC VERSION

FEDERAL TRADE COMMISSION
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DOCUMENT PROCESSING

**PETITION OF RESPONDENT KONINKLIJKE AHOLD N.V. TO
REOPEN AND MODIFY DECISION AND ORDER**

Koninklijke Ahold N.V. ("Ahold"), a Respondent *In the Matter of* Koninklijke Ahold, N.V. and Bruno's Supermarkets, Inc., FTC File No. 011-0247, FTC Docket No. C-4027, respectfully requests the Federal Trade Commission (the "Commission") to reopen and modify the Commission's Decision and Order ("Order"), dated January 16, 2002. (Attached as Exhibit 1). Ahold makes this request pursuant to § 5(b) of the Federal Trade Commission Act, 15 U.S.C. §45(b), and §2.51 of the Commission's Rules of Practice and Procedure, 16 C.F.R. §2.51, because of changed conditions of fact and because this request is in the public interest.

A satisfactory showing sufficient to require reopening is furnished when a request to reopen identifies significant changes in circumstances and shows that the changes eliminate the need for the order or make continued application of it inequitable or harmful to competition. *See* S. Rep. No. 96-500, 96th Cong., 2d Sess. 9 (1979). Ahold's reasons for filing the foregoing

Petition to Reopen and Modify the Order (“Petition”) are set forth in the attached affidavit of Brian W. Hotarek, Executive Vice President, Ahold U.S.A., Inc. (Attached as Exhibit 2).

Briefly, in January 2005, Ahold sold all of its Supermarket assets in the areas covered by the Order and therefore does not own or operate any Supermarket assets in the areas. The party that acquired the assets from Ahold was identified to the Commission

Redacted

Therefore, the Order as it relates to Ahold is no longer needed and should be vacated as to Ahold.

I. Procedural History

A. The Transaction

Pursuant to an Agreement and Plan of Merger dated as of September 4, 2001, by and among Ahold; New Bronco Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Ahold U.S.A., Inc.;¹ Bruno’s Supermarkets, Inc., a Delaware corporation (“Bruno’s Supermarkets”); and Elway Advisors, LLC, as stockholders’ representative, Ahold acquired 100% of the outstanding voting securities of Bruno’s Supermarkets for approximately \$500 million in cash by merger of New Bronco with and into Bruno’s Supermarkets, with Bruno’s Supermarkets continuing as the surviving corporation. (See FTC Press Release, attached as Exhibit 3). As a result of this merger, until December 2004, Ahold held 100% of the outstanding voting securities of Bruno’s Supermarkets.

The proposed transaction was investigated by the Commission. On December 7, 2001, the Commission issued a complaint (Attached as Exhibit 4), which culminated in an Agreement Containing Consent Orders signed by the parties. (Attached as Exhibit 5). The Commission

¹ On December 5, 2005, Ahold U.S.A., Inc., a Delaware corporation, merged with and into Ahold U.S.A. Holdings, Inc., a Maryland corporation. On December 5, 2005, Ahold U.S.A. Holdings, Inc. changed its name to Ahold U.S.A., Inc.

