



Office of the Secretary

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

December 17, 2013

Response to October 28 Comment

Thank you for the letter dated October 28, 2013, which you submitted in connection with Polypore International, Inc.'s ("Polypore") Application for Approval of the Divestiture of Microporous ("Application"), filed on September 24, 2013. Pursuant to the order in Docket No. 9327, Polypore requested prior Commission approval of its proposal to divest Microporous to Seven Mile Capital Partners ("Seven Mile"). In your letter, you expressed concerns with a divestiture to Seven Mile because you believe that Seven Mile has too many ties to Polypore, and would be a weak competitor. You also expressed concerns with Seven Mile's CEO choice for the new business, and the fact that Polypore will profit from the divestiture.

In connection with its evaluation of this proposed transaction, the Commission received information from numerous sources, including the parties to the transaction and third parties, in addition to letters submitted by commenters during the public comment period.

The purpose of the divestiture is to restore competition lost through the transaction. In evaluating Polypore's Application, the Commission analyzed all of the information available to it against that standard, including the public comments. In particular, the Commission thoroughly reviewed Seven Mile's finances, investment history, and financial incentives, as well as its independence from Polypore. Seven Mile's proposed CEO, Mr. Koch, has successfully worked with and overseen manufacturing operations around the world, including in the United States, and intends to move his family to Tennessee and work closely with the employees there. Finally, so long as a respondent subject to a divestiture order completes the required transaction on time, and to a buyer and in a manner that receives the Commission's prior approval, nothing in the Commission's Order prevents Polypore from making a profit on the divestiture of Microporous, since that does not interfere with the remedial goals of the Order. The Commission has, thus, determined to approve the proposed transaction.

It helps the Commission's analysis to hear from a variety of sources in its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

By direction of the Commission, Commissioner Wright not participating.

Donald S. Clark
Secretary