

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

COMMISSIONERS: **Jon Leibowitz, Chairman**
 J. Thomas Rosch
 Edith Ramirez
 Julie Brill
 Maureen K. Ohlhausen

In the Matter of

Hertz Global Holdings, Inc.
a corporation

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) **Docket No. C-4376**
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COMPLAINT

Pursuant to the Clayton Act and the Federal Trade Commission Act, and its authority thereunder, the Federal Trade Commission (“Commission”), having reason to believe that Respondent Hertz Global Holdings, Inc. (“Hertz”) and Dollar Thrifty Automotive Group, Inc. (“Dollar Thrifty”), having executed an agreement and plan of merger, which if consummated would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act (“FTC Act”), as amended, 15 U.S.C. § 45, and it appearing to the Commission that a proceeding in respect thereof would be in the public interest, hereby issues its Complaint, stating its charges as follows:

I. RESPONDENT

1. Respondent Hertz is a corporation existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 225 Brae Boulevard, Park Ridge, New Jersey 07656. Among other industries, Hertz is engaged in the car rental business.

2. Respondent is, and at all times relevant herein has been, engaged in commerce, as “commerce” is defined in Section 1 of the Clayton Act as amended, 15 U.S.C. § 12, and are companies whose business is in or affects commerce, as “commerce” is defined in Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

II. THE PROPOSED ACQUISITION

3. Under the terms of an agreement and plan of merger (“Agreement”) signed on August 26, 2012, Hertz will acquire all shares of Dollar Thrifty’s common stock through a cash tender offer of \$87.50 per share, valued at a total of approximately \$2.3 billion (the “Acquisition”).

III. THE RELEVANT PRODUCT MARKET

4. For the purposes of this Complaint, the relevant line of commerce in which to analyze the effects of the Acquisition is airport car rentals. Airport car rentals include all car rentals at airport locations. A narrower alternative relevant product market is non-contracted airport car rentals, which excludes rentals made at pre-negotiated rates and terms.

IV. THE RELEVANT GEOGRAPHIC MARKETS

5. For the purposes of this Complaint, the relevant geographic markets in which to assess the competitive effects of the Acquisition are individual airports serving the following destinations:

- a. Albuquerque, New Mexico (Albuquerque International Sunport Airport)
- b. Atlanta, Georgia (Hartsfield-Jackson International Airport)
- c. Austin, Texas (Austin-Bergstrom International Airport)
- d. Baltimore, Maryland (Baltimore/Washington International Thurgood Marshall Airport)
- e. Boston, Massachusetts (Logan International Airport)
- f. Burbank, California (Burbank Bob Hope Airport)
- g. Burlington, Vermont (Burlington International Airport)
- h. Charleston, South Carolina (Charleston International Airport)
- i. Charlotte, North Carolina (Charlotte Douglas International Airport)
- j. Chicago, Illinois (Chicago Midway International Airport)
- k. Chicago, Illinois (Chicago O’Hare International Airport)
- l. Cincinnati, Ohio (Cincinnati/Northern Kentucky International Airport)
- m. Cleveland, Ohio (Cleveland Hopkins International Airport)
- n. Colorado Springs, Colorado (Colorado Springs Airport)
- o. Dallas, Texas (Dallas Love Field Airport)
- p. Dallas, Texas (Dallas/Fort Worth International Airport)
- q. Detroit, Michigan (Detroit Metro Airport)
- r. Denver, Colorado (Denver International Airport)
- s. Des Moines, Iowa (Des Moines Airport)
- t. El Paso, Texas (El Paso Airport)
- u. Fort Lauderdale, Florida (Fort Lauderdale-Hollywood Airport)
- v. Fort Myers, Florida (Southwest Florida International Airport)
- w. Fort Walton Beach, Florida (Fort Walton Beach Regional Airport)

- x. Harlingen, Texas (Valley International Airport)
- y. Hartford, Connecticut (Bradley International Airport)
- z. Hilo, Hawaii (Hilo International Airport)
- aa. Honolulu, Hawaii (Honolulu International Airport)
- bb. Houston, Texas (George Bush Intercontinental Airport)
- cc. Houston, Texas (William P. Hobby Airport)
- dd. Jacksonville, Florida (Jacksonville International Airport)
- ee. Kahului, Hawaii (Kahului Airport)
- ff. Las Vegas, Nevada (McCarran International Airport)
- gg. Lihue, Hawaii (Lihue Airport)
- hh. Los Angeles, California (Los Angeles International Airport)
- ii. Louisville, Kentucky (Louisville International Airport)
- jj. Manchester, New Hampshire (Manchester-Boston Regional Airport)
- kk. Miami, Florida (Miami International Airport)
- ll. Milwaukee, Wisconsin (Milwaukee International Airport)
- mm. Minneapolis-St. Paul, Minnesota (Minneapolis-St. Paul International Airport)
- nn. Nashville, Tennessee (Nashville International Airport)
- oo. New York, New York (LaGuardia Airport)
- pp. New York, New York (John F. Kennedy International Airport)
- qq. Newark, New Jersey (Newark Liberty International Airport)
- rr. Norfolk, Virginia (Norfolk International Airport)
- ss. Oakland, California (Oakland International Airport)
- tt. Oklahoma City, Oklahoma (Will Rogers World Airport)
- uu. Omaha, Nebraska (Omaha Airport)
- vv. Los Angeles, California (Ontario International Airport)
- ww. Orange County, California (John Wayne Airport)
- xx. Orlando, Florida (Orlando International Airport)
- yy. Pensacola, Florida (Pensacola International Airport)
- zz. Phoenix, Arizona (Sky Harbor Airport)
- aaa. Pittsburgh, Pennsylvania (Pittsburgh International Airport)
- bbb. Portland, Oregon (Portland International Airport)
- ccc. Providence, Rhode Island (T.F. Green Airport)
- ddd. Raleigh-Durham, North Carolina (Raleigh-Durham International Airport)
- eee. Reno, Nevada (Reno-Tahoe International Airport)
- fff. Richmond, Virginia (Richmond International Airport)
- ggg. Sacramento, California (Sacramento International Airport)
- hhh. Salt Lake City, Utah (Salt Lake City International Airport)
- iii. San Antonio, Texas (San Antonio International Airport)
- jjj. San Diego, California (San Diego International Airport)
- kkk. Sanford, Florida (Orlando-Sanford International Airport)
- lll. San Francisco, California (San Francisco International Airport)
- mmm. San Jose, California (Norman Y. Mineta San Jose International Airport)
- nnn. Sarasota, Florida (Sarasota Bradenton International Airport)
- ooo. Seattle, Washington (Seattle-Tacoma International Airport)

- ppp. Tampa, Florida (Tampa International Airport)
- qqq. Tulsa, Oklahoma (Tulsa International Airport)
- rrr. Washington, District of Columbia (Ronald Reagan National Airport)
- sss. Washington, District of Columbia (Washington Dulles International Airport)
- ttt. West Palm Beach, Florida (Palm Beach International Airport)

IV. ENTRY CONDITIONS

6. Entry or expansion into the relevant markets described in Paragraphs 5 and 6 will not occur in a timely, likely or sufficient manner to avert the anticompetitive effects that likely will result from the Acquisition. In order to compete most effectively for airport car rentals, a firm must have on-airport concession locations, a recognized brand, relationships with online travel agencies and other distribution channels, and be of a sufficient size to achieve economies of scale.

V. EFFECTS OF THE ACQUISITION

7. The effects of the Acquisition, if consummated, may be to substantially lessen competition and to tend to create a monopoly in the relevant markets in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, in the following ways, among others:

- a. by eliminating actual, direct, and substantial competition between Hertz and Dollar Thrifty for the sale of the relevant products in each of the relevant markets;
- b. by eliminating future competition between Hertz's Advantage brand and Dollar Thrifty for the sale of the relevant products in several of the relevant markets;
- c. by increasing the likelihood that Respondent Hertz would unilaterally exercise market power in each of the relevant markets for the relevant products;
- d. by increasing the likelihood and degree of coordinated interaction between or among suppliers of the relevant products in each of the relevant markets;
- e. by increasing the likelihood that U.S. customers would be forced to pay higher prices for the relevant products in each of the relevant markets.

VI. VIOLATIONS CHARGED

8. The Acquisition Agreement described in Paragraph 4 constitutes a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

10. The Acquisition described in Paragraph 4, if consummated, would constitute a violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

WHEREFORE, THE PREMISES CONSIDERED, the Federal Trade Commission on this fifteenth day of November, 2012, issues its Complaint against said Respondent.

By the Commission, Commissioner Rosch dissenting.

SEAL

Donald S. Clark
Secretary