



Office of the Secretary

United States of America  
FEDERAL TRADE COMMISSION  
Washington, D.C. 20580

**January 13, 2015**

**The Honorable Bill Proctor, Commissioner  
Leon County Board of County Commissioners  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have concerns that a closure of Harvey's #2364 in Tallahassee, Florida, will result in a loss of choice for the local community and a monopoly for Winn-Dixie. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Tallahassee, Florida, and found no competitive concerns arising from a violation of federal antitrust law, such as the creation of a monopoly through the Acquisition. Walmart and Publix have a significant competitive presence in Tallahassee, and other grocery store operators also provide consumers with alternatives. Moreover, a post-acquisition store closure is not, by itself, a violation of federal antitrust law even though a store closure can be a significant loss to the immediate local community it serves.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary



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**January 13, 2015**

**Sundiata Ameh-El  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment and petition, you have concerns that a closure of Harvey's #2364 in Tallahassee, Florida will result in a loss of choice and an increase in the travel burden associated with grocery shopping to the detriment of the Southside communities in Tallahassee, Florida. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Tallahassee, Florida, and found no competitive concerns arising from a violation of federal antitrust law. Walmart and Publix have a significant competitive presence in Tallahassee, and other grocery store operators also provide consumers with meaningful alternatives. Moreover, a post-acquisition store closure is not, by itself, a violation of federal antitrust law even though a store closure can be a substantial loss to the immediate local community it serves.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
Secretary



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**January 13, 2015**

**Richard Bennett**  
**State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you would like Bi-Lo to re-open a closed Sweetbay store on Ehrlich Road. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Sweetbay store on Ehrlich Road in Tampa, Florida, was closed by Delhaize prior to the Acquisition; therefore, it is not one of the Delhaize stores Bi-Lo will acquire. Consequently, the former Sweetbay store was not part of the Commission's review of the Acquisition. Moreover, the closure of a store is not, by itself, a violation of federal antitrust law even though a store closure can be a significant loss to the local community it serves.

After considering your comment and others, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
Secretary



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**January 13, 2015**

**Bergens  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have concerns that the Acquisition will cause you to lose your preferred grocery store, the Sweetbay in Sebring, Florida. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Sebring, Florida, and found no competitive concerns arising from a violation of federal antitrust law. In Sebring, a Walmart Supercenter and a Publix are adjacent to the Winn Dixie, and a Publix is adjacent to the Bi-Lo. Moreover, a post-acquisition store closure is not, by itself, a violation of federal antitrust law even though a store closure can be a significant loss to the local community it serves.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
Secretary



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**January 13, 2015**

**Diane Blake**  
**State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have concerns that a store closing will limit your choices of grocery stores and increase the distance you will have to travel for groceries. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Dade City and Zephyrhills, Florida, and found no competitive concerns arising from a violation of federal antitrust law in these areas because Walmart and Publix have a significant competitive presence in those areas. Moreover, a post-acquisition store closure is not, by itself, a violation of federal antitrust law even though a store closure can be a significant loss to the local community it serves.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
Secretary



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**January 13, 2015**

**Clancy  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have concerns that the Acquisition will result in less choices for consumers in the Tampa Bay, Florida area and unduly benefit national businesses to the detriment of local businesses. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Tampa, Florida, and found no violation of federal antitrust law. The loss of a choice of retailer, by itself, is not a violation of federal antitrust law. In Tampa, Publix, Walmart, Target, and several other grocery store operators will provide consumers with several supermarket choices. Furthermore, the Commission cannot resolve issues relating to a local business competing against a national business when there is no associated violation of federal antitrust law.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
Secretary



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**January 13, 2015**

**Eva DeHart  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you will not shop at Winn-Dixie because of the history of Winn-Dixie facility maintenance and real estate patterns in Pinellas County, Florida. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition and found no competitive concerns arising from a violation of federal antitrust law other than those described in the proposed Consent Order. Although the Commission considers the effect of mergers on quality of services and products, poor facility maintenance or a real estate pattern as you describe is not, by itself, a violation of federal antitrust law.

After considering your comment and others, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
Secretary





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**January 13, 2015**

**Debbie Ganoung  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have concerns that the Acquisition will stifle competition in Belleview, Florida. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Belleview, Florida, and found no competitive concerns arising from a violation of federal antitrust law because both Publix and Walmart have a significant presence in and around the Belleview, Florida area.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
Secretary



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**January 13, 2015**

**Sandra George  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have concerns that the Acquisition will cause you to lose your preferred grocery store and will limit your choices of grocery stores. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Lake Placid and Dunnellon, Florida, and found competitive concerns arising from a violation of federal antitrust law in these areas. To fix the competitive concerns, the Commission crafted the proposed Decision and Order to require a remedy in the form of a store divestiture to a third-party buyer in both areas. However, after an extensive process, the Sweetbays in Dunnellon and Lake Placid were unsellable because no buyer was willing to purchase either at any price. Accordingly, the final Decision and Order does not require divestitures in Dunnellon and Lake Placid.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
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**January 13, 2015**

**Jo Ann Gounaud  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you are very disappointed that Bi-Lo has switched or will switch the Sweetbay store to a Winn-Dixie store. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The issue you describe—a post-acquisition switch in store ownership—is not, by itself, a violation of federal antitrust law even though it results in the loss of a well-regarded grocery store banner. The Commission evaluated how the Acquisition might lead to diminished supermarket competition and found no competitive concerns arising from a violation of federal antitrust law other than those described in the proposed Consent Order.

After considering your comment and others, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
Secretary



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**January 13, 2015**

**Larry Hendricks**  
**State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment and petition, you have concerns that a closure of Harvey's #2364 in Tallahassee, Florida will result in an increase of grocery-related prices and a decrease in grocery-related quality, selection, and services in the Southside communities in Tallahassee, Florida. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Tallahassee, Florida, and found no competitive concerns arising from a violation of federal antitrust law. Walmart and Publix have a significant competitive presence in Tallahassee, and other grocery store operators provide consumers with meaningful alternatives. Moreover, a post-acquisition store closure is not, by itself, a violation of federal antitrust law even though a store closure can be a significant loss to the immediate local community it serves.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
Secretary



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**January 13, 2015**

**Susan Hiza**  
**State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you would like Sweetbay stores to remain open and you are concerned that Publix may have a monopoly. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition and found no competitive concerns arising from a violation of federal antitrust law other than those described in the proposed Consent Order. Publix is not a party to the Acquisition, therefore the Commission did not review whether Publix would become a monopolist as a result of the Acquisition. The Commission reviewed markets where both a Bi-Lo store and a Delhaize store operated. Where the Commission found that the Acquisition would result in a monopoly for Bi-Lo, the Commission required a divestiture. Moreover, a post-acquisition store closure is not, by itself, a violation of federal antitrust law even though a store closure can be a significant loss to the local community it serves.

After considering your comment and others, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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By direction of the Commission, Commissioner McSweeney not participating.

Donald S. Clark  
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**January 13, 2015**

**Pam Howard  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you support a Winn-Dixie store replacing a Sweetbay store. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission appreciates your comments supportive of the outcome of the Acquisition in your local area.

After considering all public comments, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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Donald S. Clark  
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**January 13, 2015**

**Mark Isenberg  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you would like Bi-Lo management to improve its stores, including the stores it acquires through the Acquisition. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The issue you describe is a valid consumer concern, but it is not a violation of federal antitrust law. Whether Bi-Lo management improves its store operations does not give rise to a violation of federal antitrust law and the Commission does not have authority to dictate how Bi-Lo manages its stores or the stores it acquires from Delhaize. The Commission evaluated how the Acquisition might lead to diminished supermarket competition and found no competitive concerns arising from a violation of federal antitrust law other than those described in the proposed Consent Order.

After considering your comment and others, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary



United States of America  
FEDERAL TRADE COMMISSION  
Washington, D.C. 20580

Office of the Secretary

**January 13, 2015**

**Elba Otero Lopez  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have concerns that the Acquisition will cause you to lose your preferred grocery store, the Sweetbay in Lake Placid, Florida. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Lake Placid and found competitive concerns arising from a violation of federal antitrust law. To fix the competitive concerns, the Commission crafted the Decision and Order to require a remedy in the form of a store divestiture to a third-party buyer. However, after an extensive process, the Sweetbay in Lake Placid was unsellable because no buyer was willing to purchase it at any price. Accordingly, the final Decision and Order does not require a divestiture in Lake Placid.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary





United States of America  
FEDERAL TRADE COMMISSION  
Washington, D.C. 20580

Office of the Secretary

**January 13, 2015**

**A. Marie Lopez  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have concerns that the Acquisition will cause you to lose your preferred grocery store, the Sweetbay in Lake Placid, Florida. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Lake Placid and found competitive concerns arising from a violation of federal antitrust law. To fix the competitive concerns, the Commission crafted the Decision and Order to require a remedy in the form of a store divestiture to a third-party buyer. However, after an extensive process, the Sweetbay in Lake Placid was unsellable because no buyer was willing to purchase it at any price. Accordingly, the final Decision and Order does not require a divestiture in Lake Placid.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary



Office of the Secretary

United States of America  
FEDERAL TRADE COMMISSION  
Washington, D.C. 20580

**January 13, 2015**

**Robert Naumes**  
**State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you feel strongly that the Sweetbay must not become a Winn-Dixie and that a monopoly will result in the immediate area. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. Because the Commission does not know the specific area to which your comment applies, the Commission must address your comment generally. The Commission evaluated how the Acquisition might lead to diminished supermarket competition and found no competitive concerns arising from a violation of federal antitrust law other than those described in the proposed Consent Order. The Commission reviewed markets where both a Bi-Lo store and a Delhaize store operated in close proximity to each other. Where the Commission found that the Acquisition would result in a monopoly for Bi-Lo, the Commission required a divestiture.

After considering your comment and others, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary



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Washington, D.C. 20580

Office of the Secretary

**January 13, 2015**

**Ryan Porter**  
**State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you believe that prices will increase in the combined Riverview, Ruskin, and Apollo Beach area in Florida because there will be several Winn-Dixie stores and only a few Publix stores after the Acquisition. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission is aware that the Acquisition will result in a higher number of Winn-Dixie stores than Publix stores in the combined Riverview, Ruskin, and Apollo Beach area in Florida. The Commission, however, applies a multi-factored test to evaluate whether the acquisition might lead to diminished supermarket competition, in which total store-count is only one factor among many. Considering a variety of factors, including the presence of a Walmart Supercenter, the Commission determined that no remedy is required in this area.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary



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Washington, D.C. 20580

Office of the Secretary

**January 13, 2015**

**Herbert Powell**  
**State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have a question regarding whether a Sweetbay store in Trinity, Florida will open as a Winn-Dixie. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. Because the Commission's review of the Acquisition is non-public, the Commission may not reveal the confidential business plans of the merging parties. Moreover, the loss of a well-regarded grocery store banner is not, by itself, a violation of federal antitrust law. The Commission evaluated how the Acquisition might lead to diminished supermarket competition and found no competitive concerns arising from a violation of federal antitrust law other than those described in the proposed Consent Order.

After considering your comment and others, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary



United States of America  
FEDERAL TRADE COMMISSION  
Washington, D.C. 20580

Office of the Secretary

**January 13, 2015**

**Stephanie Rosa  
State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC;  
Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and  
Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you support the Acquisition because you prefer Winn-Dixie to Sweetbay. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission appreciates your comment supportive of the outcome of the Acquisition in your local area.

After considering all public comments, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary



Office of the Secretary

United States of America  
FEDERAL TRADE COMMISSION  
Washington, D.C. 20580

**January 13, 2015**

**Stroble  
State of South Carolina**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you have concerns that the Acquisition will cause you to lose your preferred grocery store, the Reid's in Walterboro, South Carolina. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Walterboro, South Carolina, and found no competitive concerns arising from a violation of federal antitrust law, in part because Walterboro has a Walmart Supercenter and an IGA supermarket that provide alternatives to the Bi-Lo and Delhaize stores. Moreover, a post-acquisition store closure is not, by itself, a violation of federal antitrust law even though a store closure can be a significant loss to the local community it serves.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary



United States of America  
FEDERAL TRADE COMMISSION  
Washington, D.C. 20580

Office of the Secretary

**January 13, 2015**

**Randall Tomlinson**  
**State of Florida**

Re: *In the Matter of Lone Star Fund V (U.S.), L.P.; Bi-Lo Holdings, LLC; Etablissements Delhaize Freres et Cie "Le Lion" (Group Delhaize) SA/NV; and Delhaize America, LLC, File No. 131-0162, Docket No. C-4440*

Thank you for your comments regarding the proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. As we understand your comment, you are concerned that the quality of the Sweetbay store in Wesley Chapel, Florida will decrease if converted to a Winn-Dixie store. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii), and it has been given careful consideration.

The Commission conducted its non-public review of the Acquisition pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission has jurisdiction only to fashion remedies that are required to fix the competitive concerns that arise from violations of federal antitrust law. Accordingly, the Consent Order is designed to address the competitive issues raised by the Acquisition. The Commission evaluated how the Acquisition might lead to diminished supermarket competition in Wesley Chapel, including competition resulting in higher quality. The Commission found no competitive concerns arising from a violation of federal antitrust law in Wesley Chapel because the nearest Winn-Dixie to the Sweetbay in Wesley Chapel was over five miles driving distance, which is typically beyond the distance where there is significant competition between two grocery stores. Moreover, a post-acquisition change in store ownership is not, by itself, a violation of federal antitrust law even though it results in the loss of a preferred grocery store banner.

After considering your comment and others in light of these factors, the Commission has determined that the public interest would best be served by issuing the Decision and Order as final. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

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 McSweeney not participating.

Donald S. Clark  
Secretary