



Office of the Secretary

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

February 9, 2015

Scott Johnson
State of Ohio

Re: *In the Matter of Schering-Plough Corporation and Merck & Co., Inc.,
Docket No. C-4268*

Dear Mr. Johnson:

Thank you for your comments regarding the application by Merck & Co. seeking Commission approval for the sale of Merck's Barceloneta Manufacturing Facility to Meriel Barceloneta LLC, a subsidiary of Meriel Inc. ("Meriel"). As we understand your comment, you object to the sale because you believe it will "cost people their jobs."

The Order in this matter resolved competitive concerns regarding the merger of Schering-Plough and Merck & Co. The Order required Merck & Co. to sell its interest in the Meriel animal health business to Sanofi-Aventis, which is now the sole owner of Meriel. The purpose of the prior notice was to "preserve the remedial benefits of the Meriel animal health divestiture to Sanofi-Aventis."¹ Merck's application to sell the Barceloneta Manufacturing Facility is posted on the FTC website.² As explained in the application, the Barceloneta facility will continue to make the same products before and after the proposed sale. The only products manufactured at the Barceloneta facility are Heartgard® and Heartgard Plus® which Merck manufactures and then sells to Meriel. If Meriel buys the Barceloneta plant it will be able to take over manufacturing the products itself.

The Commission has reviewed your comments in connection with its decision concerning whether to approve Merck's application to sell the Barceloneta facility to Meriel. The Commission has evaluated whether the proposed sale will promote or diminish the remedial benefits of the Order. Taking into account your concerns, among other things, the Commission

¹ Press Release, "FTC Order Restores Competition Lost Through Schering-Plough's Acquisition of Merck," (October 29, 2009), available at <http://www.ftc.gov/news-events/press-releases/2009/10/ftc-order-restores-competition-lost-through-schering-ploughs>.

² Application for Approval of the Sale of the Barceloneta Manufacturing Facility to Meriel Barceloneta LLC. (filed Dec. 23, 2014), available at <http://www.ftc.gov/system/files/documents/cases/141223scheringapplication.pdf>.

has determined to approve the sale of the Barceloneta facility to Meriel. A copy of the approval letter 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.

Donald S. Clark
Secretary