



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Austin
State of Maryland

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comments regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). As we understand your comment, you have concerns about whether the Decision and Order would affect the ability of veterinarians to perform on-call or "relief" work for multiple clinics, including those of Mars, Incorporated and clinics divested pursuant to the Order. The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

In order to address concerns related to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies, Paragraph III.F. of the Proposed Order has been amended to add the following language: "Respondent Mars may offer part-time contract hours to a Specialty Veterinarian at a Divestiture Clinic who has been working as a part-time contract Specialty Veterinarian for Respondent Mars or VCA in the Relevant Notice Areas of that Divestiture Clinic, if the part-time contract hours offered by Respondent Mars would not, in any way, interfere with the Specialty Veterinarian's ability to fulfill his or her employment responsibilities to the Acquirer." 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Russ Bailey
Commonwealth of Virginia

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of September 1 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Dustin Beauchamp
State of Maryland

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comments regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). As we understand your comment, you have concerns about whether the Decision and Order would affect the ability of veterinarians to perform on-call or "relief" work for multiple clinics, including those of Mars, Incorporated and clinics divested pursuant to the Order. The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

In order to address concerns related to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies, Paragraph III.F. of the Proposed Order has been amended to add the following language: "Respondent Mars may offer part-time contract hours to a Specialty Veterinarian at a Divestiture Clinic who has been working as a part-time contract Specialty Veterinarian for Respondent Mars or VCA in the Relevant Notice Areas of that Divestiture Clinic, if the part-time contract hours offered by Respondent Mars would not, in any way, interfere with the Specialty Veterinarian's ability to fulfill his or her employment responsibilities to the Acquirer." 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Heidi Brenegan
State of Minnesota

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of September 18 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Karin Davies
State of Illinois

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of September 26 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Edward Feinberg
State of New York

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of September 3 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Ron Gaskin
State of Minnesota

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of September 1 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Herrold
State of Arizona

Re: Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057

Thank you for your comment of September 3 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Parameshwara Kurapati
State of Ohio

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of September 29 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Holly Lemaire
State of Oregon

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of September 29 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Melinda March
State of Illinois

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of August 31 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Sonya Ricketts
Commonwealth of Virginia

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of September 8 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

November 30, 2017

Shannon Sullivan
State of California

Re: **Proposed Acquisition of VCA Inc. by Mars, Incorporated, File No. 171-0057**

Thank you for your comment of September 5 regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. 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). The Commission has carefully reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order.

The investigation examined all of the markets in which the transaction was likely to have a competitive impact. As explained in the Analysis to Aid Public Comment, the proposed consent order remedies competitive concerns related to twelve specialty clinics within particular areas of the United States. In response to public comments, the Commission has revised the consent order to address concerns relating to potential disruption of third-party "on-call" or relief veterinarians' practices and coverage levels in the relevant geographies. 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.

Donald S. Clark
Secretary