



REPUBLIC OF ALBANIA
-COMPETITION AUTHORITY-
Competition Commission

Decision

No.139, Date: 24. 02. 2010

On

For the authorization of complete gain of control form Procter & Gamble Group on Sara Lee Group through the purchase of 100% of the target company's (Sara Lee Air Care) assets

The competition commission represented by:

- | | |
|----------------------------|--------|
| ▪ Mrs. Lindita Milo (Lati) | Chair |
| ▪ Mrs. Servete Gruda | Member |
| ▪ Mr. Koço Broka | Member |
| ▪ Mrs. Rezana Konomi | Member |

During the meeting on 24.02.2010 went over the case with:

Objective: The authorization of complete gain of control form Procter & Gamble Group on Sara Lee Group through the purchase of the international business assets of the Sara Lee Air Care Company.

Legal Framework: Law no. 9121 dated 28.07.2003 "For the protection of competition" modified article 24 d, article 2, 10-12, chapter IV "Procedures for supervision of control", articles 53-56, Regulation "For the application of control procedures in enterprises", Clause " Control notification procedures:; Annex I- Simplified notification form.

The Competition Commission, after analysis of the Secretariat's review and the Secretary General's report attached to this decision,

OBSERVES THAT:

The parties:

Procter & Gamble Group, referred to as the buyer, is based in Ohio, USA and is involved in the in the production of home, beauty and health care products in the USA and other countries in the world.

Sara Lee Corporation, referred to as the seller, is based in Illinois, USA and is involved in the production and distribution of world-wide products mainly focusing on the categories of meat, bakery, beverages, home care and beauty care.

Sara Lee Air Care, the company the target, is based in Illinois USA, and is involved in the production and distribution of Ambi Pur air fresheners.

The merger

The transaction involves the purchase of 100% of Sara Lee Air Care's business activity of producing and distributing Ambi Pur Air Fresheners in the international markets. This transaction supports the buyers' strategy for expansion in the air freshener markets where its activity is limited to "Febreze" textile fresheners.

Revenues for 2009

The merger will be authorized from the Competition Commission once the following revenue conditions as per article 12, point 1 are met:

- The total revenue in international market is xxxxx billion Lek
- The total revenue in the domestic market is xxxxx billion Lek

Respective markets:

- The product's market: Air fresheners, including the following sub-markets

- Home Air Fresheners
- Car Air Fresheners
- Toilet Air Fresheners
- Textile Air Fresheners

- Geographical market: Territory of the Republic of Albania

Affected Markets: Products which are produced and traded by both companies part of this concentration and those which pertain to the same class (air fresheners) but do not have the same usage, thus are not substitutes.

In conclusion:

The transaction which consist in the gain of control from Procter & Gamble on Sara Lee Corporation by purchasing 100% of its air freshener production, distribution and trading assets does not lead to changes in market structure or market share growth as the two companies operate in different markets. Therefore the realization of this merger will not affect the dominant position of the parties in the market.

FOR THESE REASONS:

The Competition Commission based on article 24d and article 56 point 1 of Law no 9121, dated 28.07.2003 "For the protection of competition", modified,

DECIDED:

1. To authorize the merger for complete gain of control from Procter & Gamble Group on Sara Lee Group, through the purchase of 100% of Sara Lee Air Care's (the target) assets
2. The Secretary General is assigned to notify the parties
3. The decision enters into force immediately

COMPETITION COMMISSION

Servete Gruda

Rezana Konomi

Koço Broka

Member

Member

Member

Lindita Milo (Lati)

Chair