

of extending the Act's provisions limiting the recovery of antitrust plaintiffs to actual damages under specified circumstances. Specifically, Centre of Excellence in Next Generation Networks, Ottawa, Ontario, CANADA; Electronics and Telecommunications Research Institute, Daejeon, REPUBLIC OF KOREA; Openet Telecom Ltd., Dublin, IRELAND; SUSE LLC, Seattle, WA; and University of New Hampshire InterOperability Laboratory, Durham, NH, have been added as parties to this venture.

Also, Array Networks, Inc., Milpitas, CA, has withdrawn as a party to this venture.

No other changes have been made in either the membership or planned activity of the group research project. Membership in this group research project remains open, and Open Platform for NFV Project intends to file additional written notifications disclosing all changes in membership.

On October 17, 2014, Open Platform for NFV Project filed its original notification pursuant to section 6(a) of the Act. The Department of Justice published a notice in the **Federal Register** pursuant to section 6(b) of the Act on November 14, 2014 (79 FR 68301).

The last notification was filed with the Department on November 27, 2015. A notice was published in the **Federal Register** pursuant to section 6(b) of the Act on December 23, 2015 (80 FR 79930).

**Patricia A. Brink,**

*Director of Civil Enforcement, Antitrust Division.*

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## DEPARTMENT OF JUSTICE

### Antitrust Division

#### Notice Pursuant to the National Cooperative Research and Production Act of 1993—National C4/Cyber Consortium (Formerly National Cyberspace Consortium)

Notice is hereby given that, on February 19, 2016, pursuant to section 6(a) of the National Cooperative Research and Production Act of 1993, 15 U.S.C. 4301 *et seq.* ("the Act"), National Cyberspace Consortium ("NCC") has filed written notifications simultaneously with the Attorney General and the Federal Trade Commission disclosing changes in its membership, nature and objectives. The notifications were filed for the purpose of extending the Act's provisions

limiting the recovery of antitrust plaintiffs to actual damages under specified circumstances. National Cyber Space Consortium has changed its name to National C4/Cyber Consortium ("NCC"). In addition, the following members have been added as parties to this venture: 8 Consulting, LLC, Arlington, VA; ARMUS Consulting LLC, Vero Beach, FL; BOLDLogic, Huntsville, AL; COLSA Corporation, Huntsville, AL; Command Decision Systems & Solutions, Inc., Stafford, VA; Cougaar Software, Inc., Vienna, VA; D2|TEAM-Sim, Somerset, NJ; Daniels & Gillespie Group, LLC, Huntsville, AL; Darkblade Systems, Stafford, VA; DIB ISAC, Huntsville, AL; FEDITC, LLC, San Antonio, TX; General Dynamics Advanced Information Systems, Inc. (GDAIS), Fairfax, VA; General Dynamics Land Systems Maneuver Collaboration Center (mc2), Sterling Heights, MI; Goldbelt Falcon, LLC, Chesapeake, VA; Information Analysis Incorporated, Fairfax, VA; International Business Machines (IBM), Armonk, NY; John H. Northrop & Associates, Inc., Clifton, VA; Keysight Technologies, Inc., Santa Rosa, CA; Liberty Business Associates, LLC, North Charleston, SC; Norse Corporation, Saint Louis, MO; Quantum Research International, Inc., Huntsville, AL; Rogue Digital, Northwich, ENGLAND; Sabre Systems, Inc., Warrington, PA; Secursion LLC, Clearfield, UT; Sentar, Inc., Huntsville, AL; SRA International, Inc., Fairfax, VA; SRC Consulting Group LLC, Oakland, CA; SRI International, Princeton, NJ; Thoughtly, Corp., Chicago, IL; University of California, Davis, CA; University of Pittsburgh, Pittsburgh, PA; and Venturi, Inc., Huntsville, AL.

The general area of NCC's planned activity is to develop and mature technologies in the critical fields of command, control, communications, computer, and cyber technologies.

No other changes have been made in either the membership or planned activity of the group research project. Membership in this group research project remains open, and NCC intends to file additional written notifications disclosing all changes in membership.

On December 3, 2015, NCC filed its original notification pursuant to section 6(a) of the Act. The Department of Justice published a notice in the **Federal Register** pursuant to section 6(b) of the Act on January 22, 2016 (81 FR 3822).

**Patricia A. Brink,**

*Director of Civil Enforcement, Antitrust Division.*

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## DEPARTMENT OF JUSTICE

### Antitrust Division

#### Notice Pursuant to the National Cooperative Research and Production Act of 1993—AllSeen Alliance, Inc.

Notice is hereby given that, on February 23, 2016, pursuant to section 6(a) of the National Cooperative Research and Production Act of 1993, 15 U.S.C. 4301 *et seq.* ("the Act"), AllSeen Alliance, Inc. ("AllSeen Alliance") has filed written notifications simultaneously with the Attorney General and the Federal Trade Commission disclosing changes in its membership. The notifications were filed for the purpose of extending the Act's provisions limiting the recovery of antitrust plaintiffs to actual damages under specified circumstances. Specifically, Onbiron Bilişim, Ar-Ge Ltd. Şti, Çankaya, Ankara, TURKEY; Integrated Service Technology, Inc., Hsinchu City, TAIWAN; Y8 studio, Inc., West Hollywood, CA; Enphase Energy, Inc., Petaluma, CA; General Mobile Corporation, Taipei, TAIWAN; and Domotz UK LLP, London, UNITED KINGDOM, have been added as parties to this venture.

Also, 2lemetry LLC, Denver, CO; D-Link Systems, Inc., Fountain Valley, CA; HTC Corporation, Taoyuan County, TAIWAN; Patavina Technologies s.r.l. Padova, ITALY; Silicon Image, Sunnyvale, CA; The Sprosty Network, Fort Lauderdale, FL; GeoPal Solutions, Dublin, IRELAND; and Openmind Networks, Inc., Mountain View, CA, have withdrawn as parties to this venture.

In addition, Beijing HengShengDongYang Technology Co., Ltd., has changed its name to Beijing SmartConn, ChaoYang District, Beijing, PEOPLE'S REPUBLIC OF CHINA.

No other changes have been made in either the membership or planned activity of the group research project. Membership in this group research project remains open, and AllSeen Alliance intends to file additional written notifications disclosing all changes in membership.

On January 29, 2014, AllSeen Alliance filed its original notification pursuant to section 6(a) of the Act. The Department of Justice published a notice in the **Federal Register** pursuant to section 6(b) of the Act on March 4, 2014 (79 FR 12223).

The last notification was filed with the Department on December 18, 2015. A notice was published in the **Federal**

**Register** pursuant to section 6(b) of the Act on January 22, 2016 (81 FR 3821).

**Patricia A. Brink,**

*Director of Civil Enforcement, Antitrust Division.*

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## DEPARTMENT OF JUSTICE

### Antitrust Division

#### **United States et al. v. Springleaf Holdings, Inc., et al.; Public Comment and Response on Proposed Final Judgment**

Pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. 16(b)–(h), the United States hereby publishes below the comment received on the proposed Final Judgment in *United States et. al. v. Springleaf Holdings, Inc., et. al.*, Civil Action No. 15–1992 (RMC), together with the Response of the United States to Public Comment.

Copies of the comment and the United States' Response are available for inspection on the Antitrust Division's Web site at <http://www.justice.gov/atr>, and at the Office of the Clerk of the United States District Court for the District of Columbia. Copies of these materials may be obtained from the Antitrust Division upon request and payment of the copying fee set by Department of Justice regulations.

**Patricia A. Brink,**

*Director of Civil Enforcement.*

#### **United States District Court for the District of Columbia**

*United States of America, State of Colorado, State of Idaho, Commonwealth of Pennsylvania, State of Texas, Commonwealth of Virginia, State of Washington, and State of West Virginia, Plaintiffs, v. Springleaf Holdings, Inc., Onemain Financial Holdings, LLC, and Citifinancial Credit Company, Defendants.* Case No.: 1:15-cv-01992 (RMC)

#### **Response of Plaintiff United States to Public Comment on the Proposed Final Judgment**

Pursuant to the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)–(h) ("APPA" or "Tunney Act"), the United States hereby files the single public comment received concerning the proposed Final Judgment in this case and the United States's response to the comment. After careful consideration of the submitted comment, the United States continues to believe that the proposed Final Judgment provides an effective and appropriate remedy for the antitrust

violations alleged in the Complaint. The United States will move the Court for entry of the proposed Final Judgment after the public comment and this Response have been published in the **Federal Register** pursuant to 15 U.S.C. § 16(d).

#### **I. Procedural History**

On March 2, 2015, Springleaf Holdings, Inc. ("Springleaf") entered into a purchase agreement to acquire OneMain Financial Holdings, LLC ("OneMain") from CitiFinancial Credit Company for \$4.25 billion. On November 13, 2015, the United States and the States of Colorado, Idaho, Texas, Washington and West Virginia and the Commonwealths of Pennsylvania and Virginia (collectively "Plaintiffs") filed a civil antitrust Complaint seeking to enjoin Springleaf from acquiring OneMain. Plaintiffs alleged in the Complaint that the proposed acquisition likely would substantially lessen competition for personal installment loans to subprime borrowers in numerous local areas in violation of Section 7 of the Clayton Act, 15 U.S.C. § 18.

Simultaneously with the filing of the Complaint, Plaintiffs filed a proposed Final Judgment, an Asset Preservation Stipulation and Order, and a Competitive Impact Statement ("CIS"). As required by the Tunney Act, the United States published the proposed Final Judgment and CIS in the **Federal Register** on November 24, 2015, *see* 80 FR 73212, and caused to be published summaries of the proposed Final Judgment and CIS, together with directions for the submission of written comments relating to the proposed Final Judgment, in *The Washington Post* for seven days from November 20 to November 26, 2015. The 60-day period for public comments ended on January 25, 2016. The United States received one comment, which is described below and attached hereto as Exhibit 1.

#### **II. The Investigation and the Proposed Settlement**

The proposed Final Judgment is the culmination of more than six months of investigation by the Antitrust Division of the United States Department of Justice ("Department"), along with Offices of the State Attorneys General of Colorado, Idaho, Texas, Washington, West Virginia, Pennsylvania, and Virginia (collectively "States"). As part of the investigation, the Department issued 21 Civil Investigative Demands for documents and information and collected more than 350,000 documents from the Defendants and third parties. The Department also conducted

interviews with competitors, obtained information from state regulators, and deposed six Springleaf and OneMain business executives. In addition, the Department consulted consumer advocacy groups to solicit their views about the proposed acquisition. The Department carefully analyzed the information it obtained from these sources and thoroughly considered all of the issues presented.

The Department found that the proposed acquisition likely would have eliminated substantial head-to-head competition between Springleaf and OneMain in the provision of personal installment loans to subprime borrowers in local areas within and around 126 towns and municipalities in 11 states. In these areas, Springleaf and OneMain are the largest providers of personal installment loans to subprime borrowers, and face little, if any, competition from other personal installment lenders. Without the benefit of competition between Springleaf and OneMain, the Department concluded that prices and other terms for personal installment loans to subprime borrowers would become less favorable, and access to such loans by subprime borrowers would decrease. For these reasons, the Department, joined by the States, filed a civil antitrust lawsuit to enjoin the merger and alleged that the proposed transaction violated Section 7 of the Clayton Act, 15 U.S.C. § 18.

The proposed Final Judgment eliminates the anticompetitive effects identified in the Complaint by requiring Defendants to divest 127 Springleaf branches to Lendmark Financial Services or to one or more alternative acquirers acceptable to the United States. The branches to be divested are located in the local areas within and around the 126 towns and municipalities identified in the Complaint. The divestitures will establish Lendmark as a new, independent, and economically viable competitor in some states and local areas and allow Lendmark to enhance its competitive presence in others.

Since Plaintiffs submitted the proposed Final Judgment on November 13, 2015, Lendmark has begun the process of obtaining state licenses for the acquisition of the 127 Springleaf branches. In addition, the Court appointed Patricia A. Murphy as Monitoring Trustee on January 19, 2016.

#### **III. Standard of Judicial Review**

The Tunney Act requires that proposed consent judgments in antitrust cases brought by the United States be subject to a 60-day public comment period, after which the court shall