

Filed: June 19, 1996

STATE OF WISCONSIN)
by and through its Attorney General)
James E. Doyle, Jr.,)
123 West Washington)
Madison, Wisconsin 53707)
(608) 266-8986)
)
Plaintiffs,)
vs.)
)
THE THOMSON CORPORATION, and)
One Station Place)
Stamford, Connecticut 06902)
(203) 328-9400)
WEST PUBLISHING COMPANY)
620 Opperman Drive)
Eagan, Minnesota 55123)
1-800-328-9352)
)
Defendants.)
)

COMPLAINT

The United States of America, acting under the direction of the Attorney General of the United States, and the States of California, Connecticut, Illinois, Massachusetts, New York, Washington, and Wisconsin, acting by and through their Attorneys General, bring this civil action to obtain equitable relief against the defendants and allege as follows:

1. The plaintiffs bring this antitrust action to prevent the proposed acquisition of West Publishing Company ("West") by The Thomson Corporation ("Thomson"). Thomson and West are two of the nation's largest publishers of law books and legal research materials. Thomson publishes such materials under such

names as Lawyers Cooperative Publishing, Bancroft-Whitney, and Clark Boardman Callaghan. Thomson and West compete in several markets for research-enhanced cases and statutes ("enhanced primary law"), and they are competing providers of electronic case law citators and many secondary (analytical and/or topical) law products.

2. If consummated, the proposed transaction would place Thomson's products and West's products under common ownership. This would harm consumers in at least two ways. First, the transaction would reduce competition in the markets in which Thomson and West are direct competitors. Thomson and West are the only print publishers of nine enhanced codes or case law reporters. Thomson and West are also the only publishers, or two of very few publishers, of a number of competing secondary law products. In the case of each such code reporter, case law reporter, or secondary law product there is now competition between the parties that would end after the acquisition, risking price increases and reduced product quality for consumers.

3. Second, this acquisition is likely to reduce competition in the provision of comprehensive online legal research services by reducing Thomson's incentive to continue providing products, including its electronic case law citator, Auto-Cite, to Lexis-Nexis, a division of Reed Elsevier, Inc. ("Lexis-Nexis"), at current levels of price and quality. Lexis-Nexis, a major provider of comprehensive online legal research services, depends upon its access to some of these products to compete effectively against the only other online legal research service, WESTLAW, which is

now owned by West and would be owned by Thomson following the transaction. Reduced competition in the provision of comprehensive online legal research services would mean higher prices and reduced product quality for consumers of those services.

I.

Jurisdiction, Venue, and Standing

4. This action is filed under Sections 15 and 16 of the Clayton Act, as amended, 15 U.S.C. § 25, 26, and Section 4 of the Sherman Antitrust Act, 15 U.S.C. § 4, to restrain the defendant from violating Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 1 of the Sherman Antitrust Act, 15 U.S.C. § 1.

5. Thomson and West sell their legal materials in interstate commerce. Defendants' activities in developing, producing and selling legal materials also substantially affect interstate commerce. The Court has jurisdiction of this action and jurisdiction over the parties pursuant to Section 12 of the Clayton Act, 15 U.S.C. § 22, and 28 U.S.C. §§ 1331 and 1337.

6. Defendant West transacts business in this District. Venue is proper in this District under 15 U.S.C. § 22, and 28 U.S.C. § 1391(c).

7. Defendant Thomson is a foreign corporation that transacts business in this District. Venue is proper in this District under U.S.C. § 22, and 28 U.S.C. § 1391(d) (an alien may be sued in any district).

8. The Attorney General of the State of California, Daniel E. Lungren, brings this action on behalf of the State of California, on behalf of its courts,

agencies, departments, divisions, and political subdivisions that purchase goods and services sold by the defendants, and on behalf of the State of California's economy and general welfare.

9. The Attorney General of the State of Connecticut, Richard Blumenthal, brings this action on behalf of the State of Connecticut, on behalf of its courts, agencies, departments, and divisions that purchase goods and services sold by the defendants, and on behalf of the State of Connecticut's economy and general welfare.

10. The Attorney General of the State of Illinois, Jim Ryan, brings this action on behalf of the State of Illinois, on behalf of its courts, agencies, departments, divisions, and political subdivisions that purchase goods and services sold by the defendants, and on behalf of the State of Illinois' economy and general welfare.

11. The Attorney General of the Commonwealth of Massachusetts, Scott Harshbarger, brings this action on behalf of the Commonwealth of Massachusetts, on behalf of its courts, agencies, departments, divisions, and political subdivisions that purchase goods and services sold by the defendants, and on behalf of the Commonwealth of Massachusetts' economy and general welfare.

12. The Attorney General of the State of New York, Dennis C. Vacco, brings this action on behalf of the State of New York, on behalf of its courts, agencies, departments, divisions, and political subdivisions that purchase goods and services sold by the defendants, and on behalf of the State of New York's economy

and general welfare.

13. The Attorney General of the State of Washington, Christine O. Gregoire, brings this action on behalf of the State of Washington, on behalf of its courts, agencies, departments, divisions, and political subdivisions that purchase goods and services sold by the defendants, and on behalf of the State of Washington's economy and general welfare.

14. The Attorney General of the State of Wisconsin, James E. Doyle, Jr., brings this action on behalf of the State of Wisconsin, on behalf of its courts, agencies, departments, divisions, and political subdivisions that purchase goods and services sold by the defendants, and on behalf of the State of Wisconsin's economy and general welfare.

II.

Defendants and the Transaction

15. The Thomson Corporation is a corporation organized and existing under the laws of the Province of Ontario, Canada, with its principal office in Toronto, Ontario, Canada. Its United States headquarters are located in Stamford, Connecticut. It is the world's largest publisher of information for professional markets, and it is one of the largest publishers of legal research materials in the United States. The Thomson family collectively owns about 70 percent of the Thomson Corporation's common shares. The Thomson Corporation owns Lawyers Cooperative Publishing, located in Rochester, New York, publisher of a broad range of legal analytical works, as well as enhanced primary law; Bancroft-Whitney,

located in San Francisco, California, a legal publisher specializing in California law; and Clark Boardman Callaghan, located in Deerfield, Illinois, publisher mainly of topical legal treatises.

16. West Publishing Company is a corporation organized and existing under the laws of the State of Minnesota, with its principal office in Eagan, Minnesota. West is the largest publisher of legal research materials in the United States, notably of court decisions contained in its National Reporter System.

17. Thomson and West reached an agreement on February 25, 1996, that provides for Thomson, through a wholly owned subsidiary, TTC Key Acquisition Corp., to acquire all of the stock of West for a purchase price of approximately \$3.42 billion.

III.

Relevant Geographic Market

18. The relevant geographic market is the United States. There are no significant producers of United States legal materials published outside of the United States. Although Thomson is a Canadian corporation, the facilities used to produce and publish its legal materials are located in the United States. The demand for such products outside of the United States is *de minimis*.

IV.

Reduced Competition in Enhanced Primary Law

A. Relevant Product Markets

19. Thomson and West compete directly against each other for print and/or CD-ROM sales in the following nine enhanced primary law product markets: United States code, United States Supreme Court case law, California code, California case law, Massachusetts code, Michigan code, New York code, Washington case law, and Wisconsin case law. Each of these enhanced primary law markets is a relevant product market for purposes of analyzing this acquisition under the Clayton Act. The titles of the competing Thomson and West publications in each market are identified in Appendix A.

20. Enhanced codes in the markets identified in Paragraph 19 are distinguishable from all other legal research products for two principal reasons: (1) each code contains the entire code for its jurisdiction, and (2) each code contains comprehensive written summaries, known as "annotations," of relevant case law interpreting the code sections. Each product also contains cross-references to relevant secondary law products or relevant case law in the same or other jurisdictions. West and Thomson publish the dominant enhanced codes in the jurisdictions listed in Paragraph 19.

21. Enhanced case law reporters in the markets identified in Paragraph 19 are distinguishable from all other legal research products for two principal reasons: (1) each reporter contains the entire body of case law for its jurisdiction and (2) each

reporter contains comprehensive written descriptions of points of law within the opinions, also known as "headnotes" and "summaries." Each product also offers cross-references to relevant secondary law products or relevant case law in the same or other jurisdictions. West and Thomson publish the dominant enhanced case law reporters in the jurisdictions listed in Paragraph 19.

22. Full-text searching of primary law on an online legal research service or a CD-ROM is a partial substitute for the enhanced primary law products sold by each of the parties. It is not a good substitute, for most users and most uses, because full text searching does not provide users with the editorial analysis of the West or Thomson enhanced primary law products. Nevertheless, because full-text searching could be considered a form of enhancement, primary law on a searchable online legal research service or CD-ROM is included in the relevant product market for enhanced primary law.

23. Unenhanced codes sold in print are not substitutes for enhanced codes. Attorneys use unenhanced codes generally for different purposes than they use the enhanced codes. For example, unenhanced codes are useful to identify the correct wording of a known statute, or to obtain a brief overview of the relevant statutes on a particular topic. Enhanced codes, however, are necessary when the researcher needs promptly to identify and evaluate any judicial interpretations of relevant statutory language, or how statutes may apply to a particular factual situation -- the typical steps that must be taken to provide legal advice relating to statutes. Furthermore, the prices of unenhanced codes are significantly less than the prices

for enhanced codes.

24. Unenhanced case law publications sold in print are not substitutes for enhanced case law. Attorneys use unenhanced case law generally for different purposes than they use enhanced case law. For example, unenhanced case law is useful to identify the correct language in a known case, or to obtain a brief overview of the relevant cases from a particular term of a court. Enhanced case law, however, is necessary when the researcher needs promptly to identify and evaluate judicial interpretation of points of law within an opinion, what case law may apply to a particular factual situation, or how case law can be used to support a particular legal position -- the typical steps that must be taken to provide legal advice relating to case law. Furthermore, the prices of unenhanced case law publications are significantly less than the prices for enhanced case law publications.

25. Purchasers desiring to purchase enhanced codes for any jurisdiction listed in Paragraph 19 would not turn to any alternative product in sufficient numbers to defeat a small but significant increase in price. In addition, purchasers desiring to purchase enhanced case law reporters for any jurisdiction listed in Paragraph 19 would not turn to any alternative product in sufficient numbers to defeat a small but significant increase in price.

B. Competition and Entry

26. Products in the enhanced primary law markets identified in Paragraph 19 are offered only by Thomson, West, and (to the limited extent that full-text searching of primary law in electronic form is also a form of enhancement) by Lexis-

Nexis and a few CD-ROM publishers. West's and Thomson's products in these markets are substitutes for one another. Indeed, Thomson and West have been each other's closest competitors. The proposed acquisition would eliminate this competition and result in highly concentrated markets.

27. In each of these markets, Thomson and West have competed against each other on price, product quality, and product innovation.

28. Using a measure of market concentration called the HHI, defined and explained in Appendix B, a combination of Thomson and West would substantially increase concentration in each of the markets identified in Paragraph 19. The post-merger HHIs and increases in the HHIs for each market are listed in Appendix B. Post-merger HHIs range between 4521 and 9019; increases range from 959 to 4234.

29. There is unlikely to be entry by any company offering enhanced primary law in any of the relevant product markets identified in Paragraph 19 within two years that would be sufficient to deter or counteract a small but significant price increase resulting from Thomson's acquisition of West's enhanced primary law products, or that would spur continuing innovation in the production of such products.

30. Entry would be difficult for three reasons. First, successful entry would require access to past and current court opinions and statutes. Past and/or current opinions simply are not available from many courts, and in many others, obtaining access is costly and time-consuming.

31. Second, a sophisticated editorial staff would be needed to create the

headnotes and summaries, as well as to identify relevant cross-references to other sources of authority on issues presented in each statute or current or historical case. The development of such enhancements requires substantial resources in capital and time.

32. Third, West claims that a copyright is infringed by use of what is commonly referred to as "star pagination," the insertion of symbols in the text of decisions to indicate where internal page breaks are in West's National Reporter System, and the placement nearby of the corresponding West reporter's page number. West has granted few, if any, licenses to employ star pagination to anyone other than Lexis-Nexis. Thus, existing or potential participants in the markets for primary law products cannot offer products with star pagination without the threat of costly infringement litigation. Because citations to the National Reporter System are commonly required or expected by courts, and thus sought by users, West's copyright claim chills potential entry into these markets.

C. Harm to Competition

33. But for the proposed acquisition, Thomson would continue to compete aggressively against West for sales of each of its products in each of the nine relevant product markets identified in Paragraph 19.

34. Thomson and West are currently the most significant constraints on each other's pricing. The proposed transaction would eliminate this constraint. Following the merger, the combined Thomson/West entity could thus raise prices unilaterally for these products, both in print and on CD-ROM.

35. In addition, the acquisition would reduce incentives to improve the products. Competition between Thomson and West is currently the most significant incentive for each to maintain and improve quality.

36. Unless restrained, the proposed acquisition will violate Section 7 of the Clayton Act by eliminating competition between Thomson and West in the production and sale of each of the products sold in each of the relevant product markets identified in Paragraph 19.

V.

Reduced Competition in Secondary Law Products

A. Relevant Product Markets

37. Thomson and West compete directly against each other for print and/or CD-ROM sales of national secondary law products (such as contract, bankruptcy and insurance treatises), and state-oriented secondary law products (such as state criminal procedure manuals, state law treatises, and practice guides) in a number of markets. One product in each such secondary law product market is identified in Appendix C. Each of these products, together with similar competing products, is contained within a relevant secondary law product market for purposes of analyzing this acquisition under the Clayton Act ("relevant secondary law product markets"). In each relevant secondary law product market, West and Thomson are either dominant or significant competitors.

38. Secondary sources of law are publications that quickly educate a researcher on a point of law and lead him or her to relevant case law, statutes, and

other secondary law products. The products also provide clarification of primary law.

39. Purchasers desiring to purchase any of the secondary law products in the relevant secondary law product markets would not turn to any alternative product in sufficient numbers to defeat a small but significant increase in price.

B. Competition and Entry

40. In each relevant secondary law product market, Thomson and West compete against each other on price, product quality, and product innovation.

41. A combination of Thomson and West would eliminate this competition and substantially increase concentration in each of the relevant secondary law product markets.

42. Entry into each relevant secondary law product market is difficult, such that if the price of any of these products were to increase by a small but significant amount, new entry would not be timely or sufficient to defeat the price increase. Thomson's and West's titles are established resources. It would take a long period of time for a putative entrant to overcome West's and Thomson's acceptance by consumers.

43. Furthermore, West claims that a copyright is infringed by use of what is commonly referred to as "star pagination," the insertion of symbols in the text of decisions to indicate where internal page breaks are in West's National Reporter System, and the placement nearby of the corresponding West reporter's page number. West has granted few, if any, licenses to employ star pagination to anyone

other than Lexis-Nexis. Particularly for CD-ROM products, where it is possible to include both primary and secondary law products on the same CD-ROM, the ability to include star pagination is an important competitive factor. Because citations to the National Reporter System are commonly required or expected by courts, and thus sought by users, West's copyright claim chills potential entry into these markets.

C. Harm to Competition

44. But for the proposed acquisition, Thomson would continue to compete aggressively against West for sales of each of its products in each of the relevant secondary law product markets.

45. Following the merger, the combined Thomson/West entity could raise prices unilaterally and reduce quality for its print and CD-ROM products offered in the relevant secondary law product markets.

46. There is unlikely to be entry by any company offering products in any of the relevant secondary law product markets that would be timely or sufficient to deter or counteract a small but significant price increase resulting from Thomson's acquisition of West's secondary law products, or that would spur continuing innovation in the production of such products.

47. Unless restrained, the proposed acquisition will violate Section 7 of the Clayton Act by eliminating competition between Thomson and West in the production and sale of the products sold in each of the relevant secondary law product markets.

VI.

Reduced Competition in Comprehensive Online Legal Research Services

A. Relevant Product Market

48. Comprehensive online legal research services are electronic databases of primary law and secondary law products that allow the user to identify and read relevant portions of these various sources of law through the use of software that enables the user to search the text. They may also make available other resources such as legal citators, business and legal periodicals, and newspapers.

49. Lexis-Nexis and WESTLAW are the two largest comprehensive online legal research services. They both offer a broad range of legal materials and nonlegal materials useful to attorneys. Lexis-Nexis and West compete directly against each other in this market.

50. Print versions of the law, enhanced or not, are not adequate substitutes for comprehensive online legal research services. Online purchasers who have the necessary computer hardware and the necessary skills to use this product value the timeliness and speed of comprehensive online legal research services.

51. Full-text word searching of primary law on CD-ROMs is not an adequate substitute for online services. Most CD-ROMs are limited to a particular jurisdiction or topic. The topical or limited jurisdictional focus of many CD-ROMs means that their primary appeal is to smaller law firms or specialist firms, which are not heavy users of comprehensive online legal research services. Moreover,

many CD-ROMs are updated only on a quarterly basis. Since the materials on CD-ROMs are not current, lawyers still have to use online databases to complete their research.

52. The Internet is a useful tool for downloading current case law that the user knows has been released. It is not a substitute for comprehensive online legal research services for several reasons. First, it does not match the universal coverage of comprehensive online services, particularly Lexis-Nexis and WESTLAW. The Internet does not have the same historical depth in the court decisions; it does not have every jurisdiction's statutes, or a similar amount of secondary law products, to that of Lexis-Nexis and WESTLAW. Second, search mechanisms available on the Internet are not as sophisticated or effective as those on comprehensive online legal research services. Third, Internet case law does not provide sufficient information for the user to create citations that are accepted by courts or are relied on by attorneys.

53. Purchasers of comprehensive online legal research services would not turn to any alternative product in sufficient numbers to defeat a small but significant increase in price. Comprehensive online legal research services is thus a relevant product market for purposes of analyzing this acquisition under the Clayton Act.

B. Competition and Entry

54. The comprehensive online legal research services provided by WESTLAW and Lexis-Nexis are substitutes for one another. Both have engaged in

vigorous price and quality competition in the market.

55. West places its own primary and secondary law products on WESTLAW. Lexis-Nexis places its own and third parties' materials on its service, including some Thomson enhanced primary and secondary law products. Thomson licenses to Lexis-Nexis, among other products, the Auto-Cite electronic citator service. Auto-Cite is used to gather negative commentary on a case and quickly determine case history for use in correct citation. Thomson also licenses to Lexis-Nexis the United States Code Service, as well as several other Thomson enhanced primary law materials.

56. Thomson licenses nonlegal databases, including Investext, ASAP, and Predicasts, to both Lexis-Nexis and WESTLAW (through Dialog). Investext is a collection of approximately 200 brokerage house reports regarding individual equities and industries. ASAP is an indexed consolidation of approximately 450 specialized industry publications. Predicasts includes the following three databases: 1) PROMT, an indexed database of over 1,100 trade and business publications; 2) MARS, an indexed database that includes information relating to advertising and marketing of consumer products and services; and 3) Newsletter, an indexed international database including 650 different newsletters from 165 publishers.

57. Although there are smaller specialty law databases such as Congressional Quarterly for legislative information, they do not participate in the market for comprehensive online legal research services, nor do they constrain

prices in that market.

58. Timely and sufficient entry into comprehensive online legal research services is difficult, if not impossible. No other legal research commercial database has been able to establish a presence in the market, or is likely to be able to do so.

C. Harm to Competition

59. The acquisition is likely to lessen substantially competition in the market for comprehensive online legal research services by increasing Thomson's incentive to exercise market power by increasing prices for, reducing quality and innovation of, or withholding access to the following products now licensed to Lexis-Nexis: United States Code Service, Deering's California Code Annotated, Annotated Laws of Massachusetts, New York Consolidated Laws Service, and Michigan Statutes Annotated; Auto-Cite; and the important nonlegal materials discussed in Paragraph 56.

60. Such a price increase, reduction in quality and innovation, or loss of access to these Thomson-supplied enhanced codes, Auto-Cite, or the important nonlegal materials discussed in Paragraph 56, would materially injure Lexis-Nexis' ability to compete effectively in the comprehensive online legal research services market, and thus injure competition in that market.

61. In the event of such an exercise of market power by Thomson, Lexis-Nexis would be unable or unlikely to replace the licensed Thomson products in such a way, or within such time, as to maintain the level of competition that existed before the merger in the comprehensive online legal research services market.

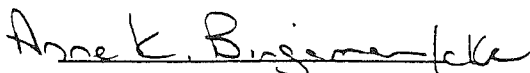
62. This acquisition may substantially reduce price competition, product quality, and product innovation in the comprehensive online legal research services market. Accordingly, the proposed acquisition is likely to reduce competition in the comprehensive online legal research services market and therefore violates Section 7 of the Clayton Act.

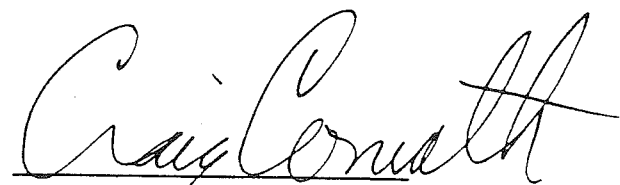
VII.

Request for Relief

63. The plaintiffs request (a) adjudication that Thomson's proposed acquisition of West would violate Section 7 of the Clayton Act, (b) preliminary and permanent injunctive relief preventing the consummation of the proposed acquisition, (c) an award to the plaintiffs of the costs of this action, and (d) such other relief as is just and proper.

Dated: June __, 1996


Anne K. Bingaman
Assistant Attorney General


Craig W. Conrath
Chief, Merger Task Force

Lawrence R. Fullerton / cke

Lawrence R. Fullerton
Deputy Assistant
Attorney General

Reid B. Horwitz

Reid B. Horwitz
Assistant Chief,
Merger Task Force

Constance K. Robinson

Constance K. Robinson
Director of Operations

James K. Foster

James K. Foster
Trial Attorney


Keith S. Blair

Keith S. Blair
Trial Attorney
DC Bar # 450252

Eric H. Holder, Jr.
United States Attorney

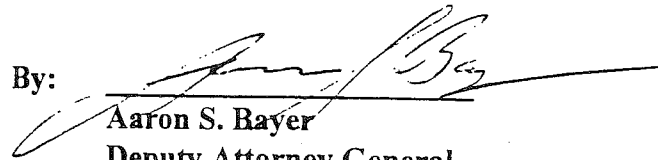
Donna L. Alberts
Minaksi Bhatt
Patricia A. Brink
Gabriela M. Materassi
Mark S. Popofsky
Anne M. Purcell
Alexander Y. Thomas
Rocky N. Unruh
Susan Wittenberg
Bruce Yamanaga

DANIEL E. LUNGREN
Attorney General of the
State of California
RODERICK E. WALSTON
Chief Assistant Attorney
General
THOMAS GREENE
Senior Assistant Attorney
General
KATHLEEN E. FOOTE
Deputy Attorney General


KATHLEEN E. FOOTE
1300 I Street
Sacramento, CA 95814
(916) 324-7874

RICHARD BLUMENTHAL
Attorney General of the
State of Connecticut

By:

A handwritten signature in black ink, appearing to read "Aaron S. Bayer", is written over a horizontal line.

Aaron S. Bayer

Deputy Attorney General

Steven M. Rutstein

William M. Rubenstein

Assistant Attorneys General

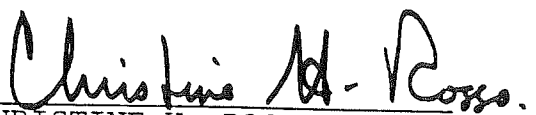
Office of the Attorney General

110 Sherman Street

Hartford, Connecticut 06105

(860) 566-5374

JIM RYAN
Attorney General of the
State of Illinois
CHRISTINE H. ROSSO
Chief, Antitrust Bureau


CHRISTINE H. ROSSO
100 W. Randolph St., 12th Fl.
Chicago, Illinois 60601
(312) 814-5610

COMMONWEALTH OF MASSACHUSETTS

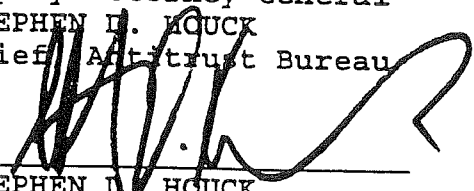
Scott Harshbarger,
Attorney General

By:



George K. Weber
Assistant Attorney General
Chief, Consumer Protection and
Antitrust Division
Pasqua Scibelli
J Leib Dodell
Assistant Attorneys General
Consumer Protection and
Antitrust Division
Public Protection Bureau
One Ashburton Place
Boston, MA 02109
(617) 727-2200

DENNIS C. VACCO
Attorney General of the
State of New York
JOHN H. CARLEY
Deputy Attorney General
STEPHEN D. HOUCK
Chief, Antitrust Bureau



STEPHEN D. HOUCK
120 Broadway, Suite 2601
New York, New York 10271
(212) 416-8275


Of Counsel
EDWARD D. CAVANAGH
JOHN A. IOANNOU

STATE OF WASHINGTON

Christine O. Gregoire
Attorney General of the
State of Washington
Jon P. Ferguson
Antitrust Section Chief

By: Tina E. Kondo by *Janak Foste*
Tina E. Kondo
Assistant Attorney General
900 Fourth Avenue
Suite 2000
Seattle, WA 98164
(206) 464-6293

JAMES E. DOYLE
Attorney General of the
State of Wisconsin
KEVIN J. O'CONNOR
Assistant Attorney
General



KEVIN J. O'CONNOR
123 West Washington Ave.
Madison, Wisconsin 53717
(608) 266-8986

APPENDIX A

The market for:	West product	Thomson product
Enhanced United States Supreme Court case law	Supreme Court Reporter	U. S. Reports, Lawyers' Edition
Enhanced United States statutory law	U.S. Code Annotated (USCA)	United States Code Service (USCS)
Enhanced California statutory law	West's Annotated California Code	Deering's California Code Annotated
Enhanced California case law	California Reporter Pacific Reporter	California Reports California Appellate Reports
Enhanced New York statutory law	McKinney's Consolidated Laws of New York Annotated	New York Consolidated Laws Service
Enhanced Massachusetts statutory law	Massachusetts General Laws Annotated	Annotated Laws of Massachusetts
Enhanced Michigan statutory law	Michigan Compiled Laws Annotated	Michigan Statutes Annotated
Enhanced Washington case law	Washington Reporter Pacific Reporter	Washington Appellate Court Reports Washington Supreme Court Reports
Enhanced Wisconsin case law	Wisconsin Reporter North Western Reporter	Wisconsin Official Reports

APPENDIX B
DEFINITION OF HHI AND
CALCULATIONS FOR NINE MARKETS

"HHI" means the Herfindahl-Hirschman Index, a commonly accepted measure of market concentration. It is calculated by squaring the market share of each firm competing in the market and then summing the resulting numbers. For example, for a market consisting of four firms with shares of thirty, thirty, twenty, and twenty percent, the HHI is 2600 ($30^2 + 30^2 + 20^2 + 20^2 = 2600$). The HHI takes into account the relative size and distribution of the firms in a market and approaches zero when a market consists of a large number of firms of relatively equal size. The HHI increases both as the number of firms in the market decreases and as the disparity in size between those firms increases.

Markets in which the HHI is between 1000 and 1800 are considered to be moderately concentrated, and those in which the HHI is in excess of 1800 points are considered to be concentrated. Transactions that increase the HHI by more than 100 points in concentrated markets presumptively raise antitrust concerns under the Guidelines. See *Guidelines* § 1.51.

The HHIs for the nine enhanced primary law markets are as follows:

The market for:	Post Merger	HHI Increase
Enhanced United States Supreme Court case law	5023	959
Enhanced United States statutory law	9019	3964
Enhanced California statutory law	8088	3866
Enhanced California case law	4762	1540
Enhanced New York statutory law	8686	3792
Enhanced Massachusetts statutory law	8954	4234
Enhanced Michigan statutory law	8702	4196
Enhanced Washington case law	4521	996
Enhanced Wisconsin case law	5535	2424

APPENDIX C
Secondary Law Products

U.S. Digest	Illinois Jurisprudence
Manual of Federal Practice, 4th Ed.	Indiana Appellate Handbook 2d
Bankruptcy Law & Practice, 6th Ed.	Kentucky Probate PSL
Bankruptcy (Epstein, Nickels & White)	Kentucky Workers' Compensation PSL
Corbin on Contracts	Louisiana Code of Evidence -- Annotated
Insurance Law (Appleman)	Louisiana Successions
Search & Seizure (Thomson)	Louisiana Workers' Compensation
Ballantine's Law Dictionary	Massachusetts Corporations PSL
California ADR Practice Guide	Massachusetts Domestic Relations PSL
California Civil Practice Handbook: Choice Between State and Federal Courts	Massachusetts Landlord-Tenant Law
California Civil Trialbook	Massachusetts Real Estate PSL
California Litigation By the Numbers Court Rules Companion	Michigan Criminal Law
California Negligence & Settlement	Michigan Digest
California Products Liability Law & Practice	Michigan Law & Practice
California Digest	New Jersey Criminal Procedure
California Trial	New York Wills & Trusts
California Tort Law	New York Estate Administration
Modern California Discovery	Ohio Family Law
Colorado Trial Handbook	Ohio Probate
Trial Handbook for Connecticut Lawyers	Pennsylvania Law Encyclopedia
Florida Criminal Practice & Procedure	Modern Texas Discovery
Florida Evidence 2d	Texas Civil Pre-Trial Procedure
	Texas Trial and Appellate Practice
	Washington Trial Handbook
	Wisconsin Digest