

**IN UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

FEDERAL TRADE COMMISSION,)	
)	
Plaintiff,)	
)	
v.)	No. ____-CV-_____
)	
CCC HOLDINGS INC.)	
)	
and)	
)	
AURORA EQUITY PARTNERS III L.P.,)	
)	
Defendants.)	

**PLAINTIFF FEDERAL TRADE COMMISSION’S UNOPPOSED MOTION AND
SUPPORTING MEMORANDUM FOR LEAVE TO FILE MOTION FOR TEMPORARY
RESTRAINING ORDER AND PRELIMINARY INJUNCTION, MEMORANDUM
OF POINTS AND AUTHORITIES, AND EXHIBITS UNDER SEAL**

1. Plaintiff, the Federal Trade Commission (FTC), pursuant to Rules 5 and 7(b) of the Federal Rules of Civil Procedure and Local Rule 5.1(j), respectfully requests the Court to accept for filing under seal: (1) Plaintiff Federal Trade Commission’s Motion for Temporary Restraining Order and Preliminary Injunction Pursuant to Section 13(b) of the Federal Trade Commission Act; (2) all Plaintiff’s Exhibits attached to that motion; and (3) Plaintiff Federal Trade Commission’s Memorandum in Support of Motion for Temporary Restraining Order and Preliminary Injunction.

2. In accordance with Local Rule 7(m), counsel for the Commission has discussed this motion with counsel for defendants CCC Holdings Inc. and Aurora Equity Partners III L.P. Defendants are unopposed.

3. The FTC is asking the Court to enjoin defendants’ imminent merger to maintain the status quo long enough for the Commission to review the merger administratively. Attached to and referenced in the Commission’s moving papers are documents containing sensitive business

information provided to the Commission by defendants and third parties during its investigation of the proposed merger.

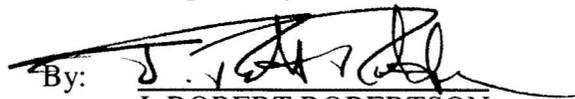
4. This information was provided to the Commission in confidence and has been protected from disclosure as required by the Federal Trade Commission Act and other statutes and regulations. *See* 15 U.S.C. §§ 18a(h), 46(f), 57-b(2)(b), (c); 16 C.F.R. § 4.10(d).

5. Under these circumstances, the Commission's practice is to (1) file the documents under seal and (2) notify the producing parties of the filing. After those parties have had an opportunity to review the documents, the Commission may move to unseal some or all of them.

6. Accordingly, the Commission respectfully requests the Court to enter the attached proposed order sealing the referenced documents.

November 26, 2008

Respectfully submitted,

By: 

DAVID P. WALES
Acting Director
NORMAN ARMSTRONG, JR.
Acting Deputy Director
Bureau of Competition

WILLIAM BLUMENTHAL
General Counsel
Federal Trade Commission

CATHARINE M. MOSCATELLI
Assistant Director
ROBERT S. TOVSKY
MORRIS A. BLOOM
Deputy Assistant Directors
Bureau of Competition
Mergers II Division

J. ROBERT ROBERTSON
D.C. Bar No. 501873
CASEY R. TRIGGS
ERIC M. SPRAGUE
DONALD R. GORDON
DAVID E. MORRIS
KYLE CHADWICK
VICTORIA L. LIPPINCOTT
SEAN HUGHTO
CECELIA WALDECK
ANGELIKE ANDRINOPOULOS MINA
Attorneys
Federal Trade Commission
Bureau of Competition
600 Pennsylvania Ave., NW
Washington, DC 20580
Telephone: (202) 325-2008

Attorneys for Plaintiff

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 26th day of November, 2008, I filed the attached document with the clerk of the court.

I FURTHER CERTIFY that on such date I served the attached on the following counsel by electronic mail (PDF) and U.S. Mail delivery:

John A. Herfort
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166-0193
JHerfort@gibsondunn.com

Counsel for Defendant CCC Holdings Inc.

Richard G. Parker
O'Melveny & Myers LLP
1625 Eye Street, NW
Washington, DC 20006
Rparker@omm.com

Counsel for Defendant Aurora Equity Partners, III L.P.



J. Robert Robertson
Counsel for Plaintiff
Federal Trade Commission