Testimony of the

Federal Trade Commission

Concerning

The Effects of Consolidation on the State of Competition

in the Financial Services Industry

Before the

Committee on the Judiciary

United States House of Representatives

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I. Introduction

The Federal Trade Commission ("Commission" or "FTC") is pleased to have this opportunity to testify before the Committee concerning mergers and acquisitions in financial services industries. [(1)] Mergers of firms engaged in some aspect of financial services are increasing, caused in large part by the erosion of traditional barriers that separate industries that provide financial services. As a result, there is an accelerating transformation of financial services markets and the growth of product-based competition (e.g., several types of firms offering similar financial products), rather than competition within traditional industry segments (e.g., banking and insurance). Indeed, H.R. 10, as passed by the House of Representatives, would eliminate regulatory barriers and allow federal regulators to engage in product-based rather than industry-based regulation.

One of the implications of product-based competition is that, while there is a trend toward greater consolidation within the traditional financial services industry, there has been growth in the number of firms outside that industry that provide financial services and products. Opening up markets to new firms has the potential to result in increased competition, but it may also lead to competitive scenarios that are unfamiliar to traditional regulators. It is here that the Commission can provide significant assistance to the deregulatory effort. The Commission has a long history of examining product-based competition and ensuring that consumers are protected in the purchase of all products.

Competition in the banking and financial services industries is vital to the stability and growth of the American economy. Accordingly, any change in regulatory policy should be carefully considered, not only in light of safety and soundness, but also with regard to competition and consumer protection.

II. Background on the FTC

The Commission welcomes the opportunity to provide its perspective on how the evolution of these markets will affect consumers and the need for government enforcement in the areas of competition and consumer protection. The FTC is the sole general jurisdiction federal agency committed to both competition and consumer protection law enforcement.

In this testimony, we first discuss some important competition and consumer protection issues in financial services, followed by a discussion of how increased deregulation will affect the need for government enforcement with respect to both consumer protection and competition. Finally, we comment on the provisions of H.R. 10 which clarify the FTC's jurisdiction. We believe this clarification is important to assure that consumers receive the full benefits of the efforts to deregulate these markets.

As the financial services environment changes, there will be heightened need for vigilant review and enforcement by the FTC of both the antitrust and consumer protection laws. While the Federal Trade Commission Act does not apply directly to banks or savings and loan institutions, [(2)] today's financial services transactions most often involve new combinations of holding companies (bank or otherwise), nonbank companies, or nonbank subsidiaries. In such cases, the Commission has previously played an important role in eliminating unlawful restrictions on competition and in protecting consumers from fraud and deceptive practices in financial services industries. The Commission enforces the Clayton Act and the FTC Act against anticompetitive conduct, both merger and nonmerger. Furthermore, the Commission's Credit Practices Division is almost exclusively devoted to policing unlawful credit practices in the financial services industry. It also enforces a number of federal statutes relating to consumer credit practices of nonbank financial service providers. Finally, the Commission assists the banking agencies in developing consumer protection regulations and addresses issues related to electronic commerce.

III. Competition and Consumer Protection in the Financial Services Industry

The Commission believes that consumer protection and competition enforcement should work together to help ensure that consumers receive the benefits of effectively functioning markets. In the financial services area -- as in all other areas -- consumers are best served when they are able to make free choices in a free market. There are two functional requirements for a market to be free -- that competitors be able to provide a range of options for consumers, and that consumers have the ability to make informed decisions from among those options.

Those two ingredients of a free market define the roles of the Commission's competition and consumer protection functions. The antitrust laws protect the range of options in the market, barring firms from engaging in illegal price fixing, restricting entry, or otherwise limiting the choices available to consumers. The credit statutes enforced by the Commission, as well as Section 5 of the FTC Act, protect consumers' ability to select among those options, so that their choice is not distorted by deception or by incomplete or inaccurate information. Both sets of laws will play a vital role in the financial services industry.

As in many other markets, there has been a tremendous increase in mergers, acquisitions and strategic alliances in the financial services industry. Although in the past, bank to bank acquisitions were common,[3] a vast number of recent acquisitions and alliances in the financial services market involve holding companies or nonbank firms, including nonbank affiliates of banks.[4] One recent example of FTC merger enforcement in the financial services industry was the Commission's 1995 challenge to First Data Corp.'s acquisition of First Financial Management Corp., which would have combined the only two competitors in the consumer money wire transfer market, Western Union and MoneyGram.[5] This case was significant because it involved important product-based analysis of a financial services product. Millions of consumers use wire transfers, often in emergency situations, such as when a person loses a wallet or when a traveler runs out of money. They are also extensively used by consumers without banking relationships, who constitute about 20-25 percent of the total population. By requiring divestiture of MoneyGram, the Commission's enforcement action prohibited First Data from creating a monopoly in this market. We estimate that our enforcement action saved consumers $15 million to $30 million per year.[6]

Similarly, in the consumer protection area, the FTC has played a significant role in enforcement in the financial services market. Indeed, in the credit area alone, the Bureau of Consumer Protection enforces twelve federal credit laws that cover almost every aspect of consumer credit.[7] Under these statutes, the FTC engages in enforcement efforts that include, but are not limited to, preventing discrimination in credit, abusive debt collection tactics, inaccurate data reporting to credit reporting bureaus, failure to provide credit information disclosures, and deception and unfair practices in consumer credit transactions.

The Commission has extensive experience in addressing consumer protection issues that arise in the financial services industry. This experience is invaluable in considering financial industry consolidation and market realignment to reflect product-based competition. For instance, in 1992, Citicorp Credit Services, Inc., a subsidiary of Citicorp, agreed to settle charges that it aided and abetted a merchant engaged in unfair and deceptive activities.[8] In 1993, the Shawmut Mortgage Company, an affiliate of Shawmut Bank Connecticut, N.A., and Shawmut Bank, agreed to pay almost one million dollars in consumer redress to settle allegations that it had discriminated based on race and national origin in mortgage lending.[9] In 1996, the J.C. Penney Company entered into a consent decree and paid a civil penalty to resolve allegations that the company failed to provide required notices of adverse actions to credit applicants.[10] In 1998, in conjunction with the law enforcement efforts of several state attorneys general, the Commission finalized a settlement agreement with Sears, Roebuck and Company, which safeguards $100 million in consumer redress based on allegations that the company engaged in unfair and deceptive practices in its collection of credit card debts after the filing of consumer bankruptcy.[11]

In addition to these enforcement actions, the FTC provides consultation to Congress and to the federal banking agencies about consumer protection issues involving financial services. For example, the Commission has recently reported to or testified in Congress regarding the Fair Credit Reporting Act, the Fair Debt Collection Practices Act, and electronic commerce. In addition, the Commission periodically provides comments to the Federal Reserve Board regarding the Fair Credit Reporting Act, and the implementing regulations for the Truth in Lending Act, the Consumer Leasing Act, the Electronic Funds Transfer Act, and the Equal Credit Opportunity Act.[12]

IV. The Evolving Financial Services Industry

As the financial services industry joins other industries in which competition has replaced extensive regulation due to technological changes and improved understanding of markets, it is important that deregulation should be accompanied by effective antitrust and consumer protection law enforcement, to prevent the anticompetitive accumulation and abuse of private market power and to prevent fraud or deceptive practices.[(13)]

A. Rethinking How We View Financial Services

Where regulatory barriers are eliminated, competition has the potential to benefit consumers through lower prices, more efficient allocation of resources, and greater innovation. However, these potential savings and innovations will not appear automatically once regulation is reduced. Ensuring the benefits of competition requires vigilant enforcement of antitrust and consumer protection laws with a focus on the products and financial services delivered to consumers -- particularly where banks are permitted to join firms in other markets and industries. As the federal banking agencies have relaxed regulations on nonbank activities by banks and their affiliates, for example, banks have acquired securities firms and formed joint ventures with nonbanks. The proposed merger between Citicorp and the Travelers Group brings together a bank holding company and an insurance and securities company. Joint ventures have been created between banks and nonbanks to provide new products in emerging markets of electronic commerce. If some form of financial reorganization legislation is enacted, firms that include both banks and other entities will proliferate. While many mergers and joint ventures represent a sound response to such deregulation; others may be likely to preserve or create anticompetitive power. Accordingly, enforcers must undertake careful and sophisticated analyses to ensure that consumer benefits will not be dissipated by the accumulation of private market power or markets that fail to provide adequate consumer protection.

B. Effective Enforcement of Competition Policies

The antitrust laws were designed by Congress to apply to all industries. However, when the FTC Act was enacted in 1914, Congress excluded banks from FTC jurisdiction, apparently because they already were extensively regulated.[(14)] In banking, jurisdiction over competition issues, including mergers, was given to the federal bank regulatory agencies.[(15)] Competitive review by specialized regulatory agencies may be efficient when the regulatory structure as a whole limits mergers to intraindustry consolidations. In the new environment, however, the antitrust agencies should conduct the appropriate antitrust review.

As one of the two federal agencies responsible for merger enforcement, the FTC has a broad base of experience related to the antitrust analysis of mergers generally. Especially in a period of rapid consolidation and market expansion, it is important that the Commission consider several principles of merger enforcement that apply across all industries.

Effective merger enforcement is necessary to preserve the procompetitive effects of deregulation. In several cases in recent years, the Antitrust Division or the FTC challenged a proposed merger or acquisition to ensure that the competitive benefits of regulatory reform were not frustrated. For example, shortly after the substantially deregulatory Telecommunications Act of 1996 was enacted, the Commission challenged the acquisition of Turner Broadcasting by Time Warner, alleging that the merger would restrict other distributors' access to video programming, as well as program producers' access to distribution outlets.[(16)] The Commission entered a settlement with Time Warner to preserve the opportunity for telephone companies to compete against cable television companies, for cable companies to compete against telephone companies, and for wireless communications companies to compete against both telephone and cable companies -- all objectives of the Telecommunications Act.

As cross-industry expansion occurs; antitrust enforcers should protect against the loss of potential competition. When regulations limited the scope of activity of financial services firms, practically all mergers were horizontal, i.e., between existing competitors. However, recent regulatory changes enable firms to expand their products and services across traditional industry lines so that, for example, bank holding companies may own insurance or securities companies. We have already begun to see proposed mergers among firms engaged in banking, securities, and insurance. When these acquisitions occur, it is important to consider whether potential competition is eliminated. The FTC has expertise in this issue and has challenged several mergers because of the loss of potential competition. For example, competition in the delivery of natural gas has been substantially deregulated. In one recent case involving Questar and Kern River, two western natural gas pipelines, the Commission blocked an acquisition by the only transporter of natural gas into Salt Lake City of a 50 percent interest in the only potential competitive pipeline.[(17)] The acquisition would have eliminated potential competition from a new entrant in the natural gas transportation market.

Merger analysis should focus on whether any group of consumers may be subject to the exercise of market power. When there is a significant trend toward consolidation and the size of mergers increases, the immediate focus of attention may be at a macro level. Such a focus, however, may miss important competitive problems. In merger analysis we look to determine if there is any group of consumers who may end up paying higher prices as a result of the merger. This focus on competitive harm derives directly from Section 7 of the Clayton Act, which prohibits anticompetitive mergers "in any line of commerce," and it allows otherwise procompetitive mergers to proceed once their anticompetitive aspects have been addressed. For instance, in the FTC's First Data case, one could have argued that many consumers had other alternatives to wire transfers, such as credit or ATM cards. However, our investigation found that for those consumers without banking relationships, who were significant users of these services, credit or ATM cards were not a viable alternative.

Competitive problems can exist in markets even where prices are falling. In new or expanding markets, prices often decrease. When firms in those markets merge, they may claim that antitrust scrutiny is unnecessary because prices are falling. Although such mergers typically do not raise competitive concerns, that does not suggest that antitrust scrutiny is unnecessary. In our challenge to the Staples-Office Depot merger last year, the defendants made that argument without success. In enjoining the merger, the court held that, although prices had decreased over time, eliminating competition between Office Depot and Staples would slow that trend, which would result in a price increase to consumers. Consumers deserve the benefit of all economic and competitive forces that are moving in the direction of lower prices and higher quality goods, and competition enforcement can insure that they get these benefits.

Where enforcement action is necessary, settlements should restore the competition that existed before the merger. Our obligation as antitrust enforcers is not only to bring cases but also to ensure that, where settlement is appropriate, sufficient assets are divested to restore competition to the premerger level.

Over the past three years, the Commission has given renewed attention to assuring that divestitures required by our consent agreements effectively restored competition. The Commission implemented a number of reforms to improve the divestiture process. These changes include imposing shorter divestiture periods, identifying up-front buyers, requiring broader asset divestiture packages, appointing interim trustees, and imposing "crown jewel" provisions.[(18)] The Commission now insists that divestitures be accomplished in a shorter time so that competition is restored more quickly and it is less likely that assets will deteriorate in the interim. These reforms have begun to show progress in the divestiture process: the average time to divestiture has fallen by more than a third. Currently, many consent agreements have up-front buyers.

The Bureau of Competition is also engaged in a long-term review of past divestitures to determine whether they are effective in restoring competition. Based on the interim results of that review, we are trying to improve our analysis of how to structure effective consent agreements. Designing divestitures in retail markets can be particularly difficult. It is often critical to require a divestiture of a sufficient set of retail locations to a single buyer. Divestiture to a single buyer is often preferable so that a firm can acquire the full range of distributional and advertising efficiencies.

C. The Importance of Consumer Protection Law Enforcement

Expanding markets, deregulating markets, and markets undergoing rapid technological change attract those who prey on the vulnerable. Consumer protection plays an important role in the development of these markets, especially in financial service markets, where safety and security are crucial to consumers.

One example of how the Commission has addressed the challenges of an evolving environment for financial services is in the area of subprime lending. Subprime loans, the extension of credit to higher-risk borrowers, have typically been made by nonbank lenders and are increasingly being made by large corporations that operate nationwide. Although subprime lenders provide loans to consumers who previously have been underserved by banks and other creditors, questions are increasingly being raised about the abusive practices that are reportedly occurring in the industry and about the effects of these practices on the most vulnerable consumers. These abusive lending practices often involve lower-income, elderly, and minority borrowers who may not have easy access to competing sources of credit. The effects of this type of "predatory lending" are severe -- consumers can lose their homes and all the equity that they have spent years building. The Commission has begun to address reported abuses in the subprime home equity market. In recent testimony before the Senate Select Committee on Aging,[(19)] the

Commission outlined its approach consisting of individual law enforcement actions,[(20)] coordinated enforcement with states,[(21)] and consumer education.[(22)]

Another consumer protection concern relates to the privacy of consumers' commercial transactions. Over the last several years, the Commission has been particularly active on privacy issues and has held workshops, convened public meetings, conducted studies, issued reports, and testified before Congress regarding privacy issues.[(23)]

Cross-industry mergers, such as the Citicorp/Travelers Group transaction, may raise important privacy concerns, in particular over the treatment of consumer information by affiliated companies. Such mergers may allow detailed and sometimes sensitive information about consumers, including medical and financial data, to be shared with relatively few restrictions among newly related corporate entities.[(24)] Consumers might not anticipate that providing information to one entity for insurance underwriting purposes, for example, might later be used for different purposes by a financial institution that is or becomes an affiliate. The Commission is examining a number of issues relating to consumer privacy issues and tomorrow will present Congress with a report and recommendations.[(25)]

V. The Importance of FTC Jurisdiction

As set forth above, the Commission will continue to protect consumers and competition as restrictions applicable to the financial services industries are reduced. We believe the clarification in H.R. 10 will provide greater comfort to consumers as the financial services industry undergoes rapid transformation. As banks or their affiliates are authorized to enter nonbanking arenas in which both competition and consumers have traditionally been protected by the FTC, it is important that the Commission's ability to continue to protect competition and consumers in these nonbank businesses not be restricted. If market forces are to succeed in delivering the benefits of competition and nondeceptive information for consumers, the FTC must continue to bring its expertise to bear in markets in which it is now active. H.R. 10 clarifies the FTC's jurisdiction to ensure that the Commission continues to have the ability to enforce the competition and consumer protection laws with respect to nonbank companies.[(26)]

VI. Conclusion

As the financial services industry undergoes great change, it is important that consumers share in the benefits of consolidation. Technological innovations in electronic commerce, along with service innovations that combine banking, securities, and insurance elements have increased the potential for competition among industries that were once rigidly separated. Many of the legal and regulatory structures erected over the last fifty years are being streamlined or removed. These changes have the potential to increase consumer welfare far into the future.

Our competition enforcement action in First Data and our consumer protection enforcement action in Capital City Mortgage reflect important parallels. The markets in both of these cases were developed by nonbank financial service providers and serve the increasingly expanding population of consumers without banking relationships. Although the general expansion of the financial services industry may suggest more competition and choices for the majority of consumers, there are still a large number of underserved consumers who may not receive the benefits of this expansion. These consumers may have very limited choices in the market and may be particularly vulnerable to the exercise of market power or fraudulent or abusive activities. For these consumers, diligent enforcement of competition and consumer protection laws is particularly important.

These enforcement actions also suggest the value of lodging both competition and consumer protection responsibilities in a single agency. Having a single agency address both issues enables the consumer protection and competition missions to exchange information with each other and develop a unified approach to rapidly evolving markets. This enables the FTC to perform the fundamental function of protecting the basic conditions to effective consumer choice -- options in the marketplace, and an ability to choose freely and knowledgeably among them.

This potential must be protected and nurtured through, among other policies, strong antitrust and consumer protection law enforcement. Commission antitrust enforcement has been effective in the broader financial services market in preventing the anticompetitive accumulation and abuse of private market power. The Commission has developed significant expertise in addressing both competition and consumer protection issues regarding financial services and nonfinancial commercial enterprises. For these reasons, the Commission believes that it should continue to have all the tools necessary to fulfill this vital role into the future.

1. The written testimony represents the views of the Federal Trade Commission. My oral presentation of the testimony and responses to any questions are my own and do not necessarily represent the views of the Commission or any individual Commissioner.

2. 15 U.S.C. §§ 45(a)(2), 46(a).

3. When one bank merges with another bank, jurisdiction is shared by the Antitrust Division of the Justice Department and the federal banking agencies.

4. The FTC retains its general jurisdiction over consolidations involving nonbank firms.

5. First Data Corp., C-3635 (April 8, 1996). First Data and First Financial were also two of the largest participants in the credit card merchant processing business. The Commission conducted an extensive investigation of that market but took no enforcement action respecting it.

6. In addition, the Commission and its staff have examined competition issues in both merger and nonmerger investigations in many other financial services markets and related fields -- industries that may well merge or collaborate with banks under the proposed financial services modernization bill. H.R. 10, *See, e.g.*, LandAmerica Financial Group, Inc., C-3808 (May 20, 1998) (real estate title plants); Ticor Title Ins. Co., 112 F.T.C. 344 (1989), *aff'd sub nom*. Ticor Title Ins. Co. v. FTC, 504 U.S. 621 (1992) (title search and examination services); American General Ins. Co., 97 F.T.C. 339 (1981) (merger of insurance companies); Remarks of Chairman Pitofsky on Competition and Consumer Protection Concerns in the Brave New World of Electronic Money, Department of Treasury Conference on Electronic Money & Banking (Sept. 19, 1996); Comments of Staff of the Bureau of Economics, jointly with the Antitrust Division, to

the Commonwealth of Virginia regarding limitations on who may handle closings of real estate purchases and financing, home equity loans, and refinancings (Sept. 20, 1996, and Jan. 3, 1997).

7. These are the Equal Credit Opportunity Act, Fair Credit Reporting Act, Fair Debt Collection Practices Act, Truth in Lending Act, Consumer Leasing Act, Fair Credit Billing Act, Electronic Fund Transfer Act, Women's Business Ownership Act, Fair Credit and Charge Card Disclosure Act, Home Equity Loan Consumer Protection Act, Competitive Equality Banking Act, and Home Ownership and Equity Protection Act.

8. Citicorp Credit Services, Inc., 116 F.T.C. 87 (1993).

9. United States v. Shawmut Mortgage Co., 3:93CV-2453AVC (D. Conn. Dec. 13, 1993).

10. United States v. J.C. Penney Co., CV964696 (E.D.N.Y. Oct. 8, 1996).

11. Sears, Roebuck and Co., C-3786 (Feb. 27, 1998).

12. Commission staff participates in numerous task forces and groups concerned with, for example, fair lending, leasing, subprime lending, electronic commerce, and commerce on the Internet, all of which have an impact on the financial services industry.

13. The Commission and its staff have provided comments and studies about financial services industries, as well as telecommunications, trucking, electric utilities and other industries undergoing deregulation. Regarding financial services, *see, e.g.,* Testimony of the Commission concerning H.R. 10, before the Subcommittee on Finance and Hazardous Materials, House Commerce Committee, July 17, 1997; Comments of the Staff of the Bureau of Economics to the SEC on Regulations Governing Registration and Reporting Disclosures of Small Business Issuers (1992); Bureau of Economics Staff Report, Minimum Quality Versus Disclosure Regulations: State Regulation of Interstate Open-ended Investment Company and Common Stock Issues (1987).

14. *See* United States v. Philadelphia National Bank, 374 U.S. 321, 336 n.11 (1963) ("the exclusion of banks from the FTC's jurisdiction appears to have been motivated by the fact that banks were already subject to extensive federal administrative controls").

15. *See* Bank Merger Act of 1996, 12 U.S.C. § 1828(c); Bank Holding Company Act, 12 U.S.C. § § 1842-43; and Home Owners' Loan Act, 12 U.S.C. § 1467a(e).

16. Time Warner Inc., C- 3709 (Mar. 11, 1997).

17. Questar Corp., 2:95CV-1127S (C.D. Utah Dec. 27, 1995) (transaction abandoned).

18. A settlement package includes a crown jewel provision when it requires divestiture of a more valuable asset if the agreed-upon divestiture is not accomplished within a set time period.

19. *See* Prepared Statement of the FTC on Home Equity Lending Abuses in the Subprime

Mortgage Industry, before the Senate Special Committee on Aging (Mar. 16, l998).

20. For example, in January 1998, the Commission filed a complaint in the United States District Court for the District of Columbia against Capital City Mortgage Corporation, a Washington, DC-area mortgage lender, and its owner, alleging numerous violations of federal laws resulting in serious injury to borrowers, including the loss of their homes, FTC v. Capital City Mortgage Corp., No. 1:98-CV-00237 (D.D.C. filed Jan. 29, 1998).

21. In 1997, the FTC conducted joint law enforcement sessions on home equity fraud with state regulators and law enforcers in six different cities.

22. *See, e.g.,* FTC Facts for Consumers brochures such as "Home Equity Scams: Borrowers Beware!", "Home Equity Loans: The Three Day Cancellation Rule"; "Reverse Mortgages-Cashing In On Home Ownership."

23. For example, the Commission and its staff have issued reports describing various consumer privacy concerns in the electronic marketplace. These include FTC Report to Congress: *Individual Reference Services*, December 1997; FTC Staff Report: *Public Workshop on Consumer Privacy on the Global Information Infrastructure,* December 1996; FTC Staff Report, *Anticipating the 21st Century: Consumer Protection Policy in the New High-Tech, Global Marketplace,* May 1996. In addition, the Commission presented testimony on September 18, 1997, on the Implications of Emerging Electronic Payment Systems on Individual Privacy before the Subcommittee on Financial Institutions and Consumer Credit, House Committee on Banking and Financial Services; on March 26, 1998, on Internet Privacy before the Subcommittee on Courts and Intellectual Property, House Committee on the Judiciary; and on May 20, 1998, on Identity Theft before the Subcommittee on Technology, Terrorism and Government Information, Senate Committee on the Judiciary.

24. Under the FCRA, the transactions or experiences between a consumer and a company may be communicated among affiliated companies without restriction. The communication of other information to an affiliate may be made if a disclosure is made to the consumer and the consumer is given the opportunity to direct that the information not be communicated.

25. This report focuses on the effectiveness of self-regulation as a means of protecting consumer privacy online. The Commission summarizes and assesses the findings from its March 1998 comprehensive survey of commercial Web sites. The report also includes the Commission's analysis of existing industry guidelines and principles on the online collection and use of consumers' personal information.

26. The House-passed bill recognizes that continued Commission oversight of mergers and acquisitions in the financial services industries would help to insure that the policies behind the antitrust laws will be effectively applied as those industries undergo sweeping restructuring. Title I, Subtitle E of H.R. 10, titled "Preservation of FTC Authority," is designed to confirm that nonbank companies, even if affiliated with banks, continue to be subject to the FTC's jurisdiction. In particular, Title I, Subtitle E ensures that, in financial holding company mergers, those portions not subject to federal banking agency approval are subject to standard premerger

review under the Hart-Scott-Rodino provisions of the Clayton Act. This will assure review by the federal antitrust agencies of the new affiliations permitted under H.R. 10. These provisions will enable the Commission to receive notice of mergers and acquisitions in financial services industries, so that it can take timely enforcement action to protect consumers and competition.