



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

March 30, 2012

Clifford Aronson
Counsel for Express Scripts, Inc.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036

Re: *Proposed Acquisition of Medco Health Solutions, Inc.
by Express Scripts, Inc., File No. 111 0210*

Dear Mr. Aronson:

The Commission has conducted an investigation to determine whether the proposed acquisition of Medco Health Solutions, Inc. by Express Scripts, Inc. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it now appears that no further action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission, Commissioner Brill dissenting.

Donald S. Clark
Secretary