Undertaking and single economic doctrine of the European Court of Justice in sanction or damages liability cases, for infraction of the articles 101 and 102 TFEU. Prof. Dr. Juan Ignacio Ruiz Peris (UVEG)

Tags: Undertaking, Single economic unit doctrine, Control, Economic entity, Economic continuity, Undertaking succession

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1. About the single economic unit doctrine.

In last years, some judgments of the Court of Justice in the Case T-677/14 *Biogaran* (2018), C-724/17 *Skanska* (2019), C-823/18 P *GEA* (2020) and C-595/18 P *Goldman Sachs* (2021) cases have once again brought the debate on the interrelationships of these three concepts in EU competition law to the forefront.

National courts sometimes have problems applying these three concepts of European Union competition law in cases involving the application of Articles 101 to 109 TFEU.

The reasons for these difficulties stem both from the confrontation of these autonomous concepts of European law with the equivalent concepts of national law, and from the relative obscurity of some of them, such as the concept of economic unit and its application requirements, as well as the differences in their use by the Commission and the Court of Justice.

On the other side, the recognition of the undertaking as an addressee of legal norms poses special problems in those jurisdictions whose national law does not recognize them as an addressee of legal norms.

In these legal systems, the irrelevance of the differentiated legal personality as opposed to the economic unity established for the purposes of application of European rules is difficult to accept and understand by national judges trained in the recognition of differentiated legal personality, who only know the lifting of the veil of legal personality as an exception.

This leads to inadequate application of European competition law and an unconscious and unconscious opposition to the "peculiarities" of European competition law.

In this regard, it must always be borne in mind that the concept of undertaking is an autonomous European Union legal concept and the Court of Justice is the sole interpreter of European Union law.

As stated in paragraph 47 of the Skanska judgment:

> *the concept of 'undertaking', within the meaning of Article 101 TFEU,… constitutes an autonomous concept of EU law*

It shall be remembering that as is constant doctrine of the Court of Justice, the meaning and scope of autonomous concepts of Union law must be uniform in all the Member States, and it is therefore that the Court of Justice is responsible for giving them a single interpretation which the national courts are obliged to use when applying European competition law.

Last but not least, it is necessary to highlight the polysemy of the term undertaking in European law, since it is used to designate both a natural or legal person that carries out an economic activity for the market autonomously, and several of them that make up an economic unit.

As stated in paragraphs 36 and 37 *Skanska*, confirmed by *GEA* at 64

> *That being said, it must be recalled that the concept of an 'undertaking', within the meaning of Article 101 TFEU covers any entity engaged in an economic activity, irrespective of its legal status and the way in which it is financed (judgment of 11 December 2007, ETI and Others, C-280/06, EU:C:2007:775, paragraph 38 and the case-law cited).*
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> *That concept, placed in that context, must be understood as designating an economic unit even if in law that economic unit consists of several persons, natural or legal (judgment of 27 April 2017, Akzo Nobel and Others v Commission, C-516/15 P, EU:C:2017:314, paragraph 48 and the case-law cited).*

On the other hand, the terminology used by the Court of Justice to decide on the basis of the *single economic unit* doctrine is in evolution in accordance with its new uses. In addition to this classic terminology, the Court of Justice uses others more recent, such as *economic entity*, what being very evocative seems an conceptual oxymoron, see paragraph 36, Case C-90/09 P *General Química* (2011), Case T - 677.14 *Biogaran* (2018) or *economic continuity test*, Case C - 724.17 (2019) *Skanska* .

Moreover, it shall be note that the automatic subconscious association between control and single economic unit doctrine may induce to an erroneous discourse. From the origin agent/principal economic unit, up today Case C 294/98 P *Mëtsa* (2000), sales central, Case C - 724.17 (2019) *Skanska* economic continuity, single economic doctrine has been applied in cases in which facts don't show the possession or exercise of the control.

In my opinion what unify both kind of cases and justify the consideration of one and only undertaking of the plural companies is the common or share interest of all the components in the unlawful conduct in the case. This subconscious line of reasoning may be appreciating in both kind of decisions of the Court, for instance in the subsidiary's limitation of liability in *Biogaran* (2018) 231 only for the conduct in which it had participated directly and for the conduct planned or put into effect by the other participants, in pursuit of the same objectives as those pursued by the undertaking itself, where it has been shown that the undertaking was aware of that conduct or was able reasonably to foresee it and prepared to take the risk. As we may see in the argumentation of the Court this community of interest is expressed as community of objectives or purposes.

We will try to analyze the most recent doctrine of the Court of Justice in this regard, incorporating, with the due separation, some of our own approaches in this respect.

2. **Uses of the single economic unit doctrine in European competition law**.

The judicial application of the construct *single economic unit* by the European courts is already half a century old. The doctrine is applied for various purposes: to aggregate market shares, to exonerate conduct or to impute liability. The legal or judicial requirements for recognizing the existence of a single economic unit vary according to the purpose for which it is recognized. In the first case, companies integrated in a group, formed by several entities under a single control, with a share of the relevant market, are taken into consideration. This happens in cases where we take into consideration the market shares for the purposes of concentrations or state aids evaluation, for the determination of the dominant position or for the application of the thresholds established in the block exemption regulations or in the *de minimis* notice. In the case of group privilege or single economic unit liability, is need something more. The mere fact of belonging to the same group under a single control does not determine the application of the single economic unit doctrine in either case.

We will limit our analysis of the European courts application of the single economic unit doctrine to the sanctions and damages liability cases.

In order to do so, we must start from the concept of company used by the court of justice, its relationship with the single economic unit doctrine, and its use in public and private enforcement.

3. Same concept of undertaking for public and private application and import of the Court of Justice's doctrine from public application to private application.

As stated in paragraph 47 *Skanska*

> *47. It follows that the concept of 'undertaking', within the meaning of Article 101 TFEU, which constitutes an autonomous concept of EU law, cannot have a different scope with regard to the imposition of fines by the Commission under Article 23(2) of Regulation No 1/2003 as compared with actions for damages for infringement of EU competition rules*.

This implies that the doctrine created over decades by the Court of Justice in matters of public enforcement is directly transferable to private enforcement.

4. Single economic unit liability: sanctions and damages cases by infringement of articles 101 and 102 TFEU.

As stated in paragraph 31 *Skanska*

> *31. Since the liability for damage caused by infringements of EU competition rules is personal in nature, the undertaking which infringes those rules must answer for the damage caused by the infringement.*

Not only when such an undertaking has a single legal personality, but also when several different legal entities constitute a single economic unit.

As stated in paragraphs 35 and 36 Case C-90/09 P *General Química*

> *35. The Court has also stated that, in the same context, the term 'undertaking' must be understood as designating an economic unit even if in law that economic unit consists of several persons, natural or legal (Case C-217/05 Confederación Española de Empresarios de Estaciones*

de Servicio [2006] ECR I-11987, paragraph 40; Akzo Nobel and Others v Commission, paragraph 55; and Case C-407/08 P Knauf Gips v Commission [2010] ECR I-6375, paragraph 64).

36 When such an economic entity infringes the competition rules, it falls, according to the principle of personal responsibility, to that entity to answer for that infringement (Akzo Nobel and Others v Commission, paragraph 56 and the case-law cited).

4.1. Parent company is reliable by the conduct of the subsidiary.

The classic case is this in which the parent company is reliable by the conduct of the subsidiary. As stated in paragraphs 37 to 40 Case C-90/09 P *General Química*. In this kind of cases exists a rebutable presumption – *iuris tantum* – of existence of a single economic unit in the cases in which the parent company owned the 100% of the capital or can exercise the 100% the rights of vote of the subsidiary - case *Goldman Sachs* 2021-. As cited paragraphs of *General Química* said

37 As regards the question whether, in those circumstances, a legal person who is not the perpetrator of the infringement may none the less be penalised, it is apparent from the settled case-law that the conduct of a subsidiary may be imputed to the parent company in particular when, although having a separate legal personality, that subsidiary does not decide independently upon its own conduct on the market, but carries out, in all material respects, the instructions given to it by the parent company, having regard in particular to the economic, organisational and legal links which tie As regards the question whether, in those circumstances, a legal person who is not the perpetrator of the infringement may none the less be penalised, it is apparent from the settled case-law that the conduct of a subsidiary may be imputed to the par ent company in particular when, although having a separate legal personality, that subsidiary does not decide independently upon its own conduct on the market, but carries out, in all material respects, the instructions given to it by the parent company, having regard in particular to the economic, organisational and legal links which tie those two legal entities (Akzo Nobel and Others v Commission, paragraph 58 and the case-law cited).

38 In such a situation, since the parent company and its subsidiary form a single economic unit and therefore form a single undertaking for the purposes of Article 81 EC, the Commission may address a decision imposing fines on the parent company, without having to establish the personal involvement of the latter in the infringement (see, to that effect, Akzo Nobel and Others v Commission, paragraph 59).

39 In that regard, the Court has stated that, in the specific case where a parent company has a 100% shareholding in a subsidiary which has infringed the competition rules of the European Union, first, the parent company can exercise a decisive influence over the conduct of the subsidiary and, second, there is a rebuttable presumption that the parent company does in fact exercise such a decisive influence (see Akzo Nobel and Others v Commission, paragraph 60 and the case-law cited).

40 In those circumstances, it is sufficient for the Commission to prove that the subsidiary is wholly owned by the parent company in order to assume that the parent exercises a decisive influence over the commercial policy of the subsidiary. The Commission will then be able to

regard the parent company as jointly and severally liable for the payment of the fine imposed on its subsidiary, unless the parent company, which has the burden of rebutting that presumption, adduces sufficient evidence to show that its subsidiary acts independently on the market (see Stora Kopparbergs Bergslags v Commission, paragraph 29, and Akzo Nobel and Others v Commission, paragraph 61).

In order to the extension of the presumption, see paragraph 35 *Goldman Sachs* (2021)

35… a parent company which holds all the voting rights associated with its subsidiary's shares is, in that regard, in a similar situation to that of a company holding all or virtually all the capital of the subsidiary, so that the parent company is able to determine the subsidiary's economic and commercial strategy.

The presumption has been extended by the Court of Justice to cases in which the percentage of shares owned by parent company and voting rights conferred by them was next to 100%, as in Cases C-702/19 P (2020) and T-582/15 (2019) *Silver Plastics*, following the classic doctrine of case C-107/82 *AEG-Telefunken* (1983), continued by case C155/14 P *Evonik Degussa* (2016).

4.2. Parent and subsidiary coopered in the infraction

In the Case T-677/14 *Biogaran*, the parent company, a manufacturer of chemical-pharmaceutical products, entered into a competitive moratorium with several generic manufacturers, agreeing with them on contracts that benefit them in exchange for waiting for the launching of their generics, privileging one of them, without the knowledge of the others, by means of an agreement between its subsidiary and the former, conferring a benefit to the latter.

The General Court, in a judgment subsequently confirmed by the Court of Justice, considered that the benefit granted by the subsidiary was conduct attributable to the economic unit formed by the parent company and its subsidiary, whether or not the latter was aware of its anti-competitive purpose, which was perhaps quite obvious in the absence of any economic interest for the subsidiary in the conclusion and implementation of the agreement. The Commission imposes a sanction to the economic unit and the legal entities that form it, for which they become jointly and severally liable. The General Court confirms the decision, affirming the undisputed presumption of the existence of an economic unit as a consequence of the fact that the parent company held 100% of the subsidiary's capital, but in this case was the parent company who commit the more part of the infraction conducts imputed to the single economic unit, as stated in paragraphs 218, 221 and 225 Case T-677/14 *Biogaran* (2018).

218 If it is possible to impute to a parent company liability for an infringement committed by its subsidiary and, consequently, to make both companies jointly and severally liable for the infringement committed by the undertaking which they comprise, without infringing the principle of personal responsibility, the same applies a fortiori where the infringement committed by the economic entity comprising a parent company and its subsidiary results from the combined conduct of both those companies.

221 Biogaran cannot claim that it should not be found jointly and severally liable for the infringement on the ground that it was unaware of the conduct of its parent company.

225 …As the Court of Justice has held, the condition for the attribution of various anticompetitive acts constituting the cartel as a whole to all the parts of the undertaking is satisfied where each part of that undertaking has contributed to its implementation, even in a subsidiary, accessory or passive role (see, to that effect, judgments of 26 January 2017, Duravit and Others v Commission, C-609/13 P, EU:C:2017:46, paragraphs 117 to 126, and of 8 July 2008, AC-Treuhand v Commission, T-99/04, EU:T:2008:256, paragraph 133).

About the awareness of the subsidiary of the fact that its conduct cooperates to the unlawful conduct, there is no need to prove the subsidiary's knowledge of the parent company's unlawful conduct, in cases where rebuttable presumption ox single economic unit acts, but the unawareness limits the liability of the subsidiary paragraphs 225, 226, 230 and 231 Case T-677/14 *Biogaran* (2018). The Commission is entitled to attribute liability to the subsidiary only for the conduct in which it had participated directly and for the conduct planned or put into effect by the other participants, in pursuit of the same objectives as those pursued by the undertaking itself, where it has been shown that the undertaking was aware of that conduct or was able reasonably to foresee it and prepared to take the risk

225 In the third place, if, as the applicant claims, the Commission had to prove that the subsidiary was aware of the parent company's conduct in order to impute the infringement to the group, this would have an effect on the concept of economic unit. It would be necessary to establish, for each component of the infringement resulting from the conduct of one or other of those two companies, that the subsidiary was aware of the objectives pursued by the parent company, whereas the very concept of undertaking within the meaning of EU competition law presupposes, through the presumption that the parent company exercises a decisive influence over the wholly owned subsidiary, that the subsidiary acts within the framework of the objectives pursued by the parent company, under the parent company's direction and control.

226 If the applicant's argument were accepted, the finding of infringements of competition law in groups of companies would be made more difficult, whereas the presumption of control by the parent company of its wholly owned subsidiary seeks to prevent unlawful conduct from being attributed only to the subsidiaries which are directly responsible for it and from thereby going unpunished at the level of the group. It would be sufficient for a parent company to apportion the unlawful conduct between itself and its subsidiary and to argue that the subsidiary was unaware of the parent company's conduct in order for the part of the infringement resulting from the subsidiary's direct participation in the infringement to be imputed only to the subsidiary. This would render action to combat anticompetitive practices less effective, which cannot be justified by observance of the principle of personal responsibility for infringements.

230 It should first be recalled that the undertaking may have participated directly in only some of the forms of anticompetitive conduct comprising the single and continuous infringement, but have been aware of all the other unlawful conduct planned or put into effect by the other participants in the cartel in pursuit of the same objectives, or could reasonably have foreseen

that conduct and have been prepared to take the risk. In such cases, the Commission is also entitled to attribute liability to that undertaking in relation to all the forms of anticompetitive conduct comprising such an infringement and, accordingly, in relation to the infringement as a whole (see judgment of 24 June 2015, Fresh DelMonte Produce v Commission and Commission v Fresh Del Monte Produce,C-293/13 P and C-294/13 P, EU:C:2015:416, paragraph 158 and the case-law cited; judgment of 26 January 2017, Duravit and Others v Commission,C-609/13 P, EU:C:2017:46, paragraph 119).

231 On the other hand, if an undertaking has directly taken part in one or more of the forms of anticompetitive conduct comprising a single and continuous infringement, but it has not been shown that that undertaking intended, through its own conduct, to contribute to all the common objectives pursued by the other participants in the cartel and that it was aware of all the other offending conduct planned or put into effect by those other participants in pursuit of the same objectives, or that it could reasonably have foreseen all that conduct and was prepared to take the risk, the Commission is entitled to attribute to that undertaking liability only for the conduct in which it had participated directly and for the conduct planned or put into effect by the other participants, in pursuit of the same objectives as those pursued by the undertaking itself, where it has been shown that the undertaking was aware of that conduct or was able reasonably to foresee it and prepared to take the risk (see judgment of 24 June 2015, Fresh Del Monte Produce v Commission and Commission v Fresh Del Monte Produce, C-293/13 P and C-294/13 P, EU:C:2015:416, paragraph 159 and the case-law cited; judgment of 26 January 2017, Duravit and Others v Commission, C-609/13 P, EU:C:2017:46, paragraph 120).

4.3 Single economic doctrine and control in liability cases

Control or exercise of control as a source of liability is an easier and economical way to establish liability than single economic doctrine under which it shall be determined the existence of grounds for it, as Case C-595/18 P, *Goldman Sachs* (2021), at 67 saids

it is settled case-law of the Court that, in examining whether the parent company is able to exercise decisive influence over the market conduct of its subsidiary, account must be taken of all the relevant factors relating to the economic, organisational and legal links which tie the subsidiary to its parent company and, therefore, account must be taken of the economic reality. Moreover, the actual exercise of decisive influence by a parent company over its subsidiary's conduct may be inferred from a body of consistent evidence, even if some of that evidence, taken in isolation, is insufficient to establish the existence of such influence (judgment of 18 January 2017, Toshiba v Commission, C 623/15 P, not published, EU:C:2017:21, paragraphs 46 and 47 and the case-law cited

Control and control exercise has been used as a ground of liability of parent company by Commission decisions and national legislations. Jurisprudence of the Court of Justice has relied more in the *single economic unit doctrine*, today, *economic entity* or *economic continuity doctrines*-. Control doctrine has the inconvenient that let outside cases of undertaking succession or undertaking cooperation that *single economic unit doctrine* catch.

At least so far, the Court of Justice has not used single economic unit doctrine to make reliable the subsidiary or other companies of the group that not participate in the conduct but benefit of it. The discussion today is focused in the reliability of a subsidiary that has participated in the conduct, in the degree of participation needed - following *Biogaran* at 225, even in a subsidiary, accessory or passive role -, and in cases where single economic unit doctrine is applicable and control doctrine not. In this last sense the Court of Justice or has use single economic unity – entity – doctrine to make jointly and several liable the components of a sales center for the acts of instrumental company that coordinate the sales - *Metsä* Case C-294/98 P (2000) - with specific mention of the non-existence of an own economic interest of the instrumental company with respect to the companies integrated in the sales center (*Metsä* at 57) and in cases of undertaking succession (*Skanska*).

4.4 No parent subsidiary cases.

4.3.1. Undertaking Succession

It will be other cases of continuity of the liability after the extinction of the author of the conduct legal personality as happens in *Skanska* or with subsistence of the author, onetime the branch has been acquired by a second company as happens in *Prysmian* Case C-601/18 P (2020).

In *Skanska* the Court of Justice ruled that

> *Article 101 TFEU must be interpreted as meaning that, in a case such as that in the main proceedings, in which all the shares in the companies which participated in a cartel prohibited by that article were acquired by other companies which have dissolved the former companies and continued their commercial activities, the acquiring companies may be held liable for the damage caused by the cartel in question.*

Paragraphs 86, 87 and 88 of Case C601/18 P, *Prysmian, focuses* on cases of undertaking succession by structural modifications with subsistence of the transferor company.

> *86 However, it also follows from the Court's case-law that, when an entity that has committed an infringement of EU competition law is subject to a legal or organisational change, this change does not necessarily create a new entity free of liability for the unlawful conduct attributable to its predecessor in law provided that, at the least, from an economic point of view, the two entities are identical. If undertakings could escape penalties by simply changing their identity through restructurings, sales or other legal or organisational changes, the objective of suppressing conduct that infringes EU competition law and preventing its reoccurrence by means of deterrent penalties would be jeopardised (see, to that effect, judgment of 18 December 2014, Commission v Parker Hannifin Manufacturing and Parker-Hannifin,C-434/13 P, EU:C:2014:2456, paragraph 40 and the case-law cited).*
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> *87 The Court has thus held that where two entities constitute one economic entity, the fact that the entity that committed the infringement still exists does not per se preclude imposing a penalty on the entity to which its economic activities were transferred, in particular, where those entities have been under the control of the same person and have, given the close economic and organisational links between them, carried out, in all material respects, the same commercial instructions (see, to that effect, judgment of 18 December 2014, Commission v Parker Hannifin*

Manufacturing and Parker-Hannifin, C-434/13 P, EU:C:2014:2456, paragraph 41 and the case-law cited).

88 It is on the basis of that case-law and on those facts, the findings of the latter falling within the unfettered prerogative of that court, that the General Court upheld the view, in paragraphs 130 to 133 of the judgment under appeal, that PirelliCSE should be regarded as the economic successor of PirelliCS as of 27 November 2001 and that the Commission was entitled to find, in accordance with the principle of economic continuity, that liability for PirelliCS's participation in the infringement at issue had been transferred to PirelliCSE.

In my opinion all these single economic unit doctrine may be applied to all other cases of succession of undertaking where acquisition doesn't succeed in a public sale context, as it happens in auctions. Bankruptcy procedure acquisitions shall be studied case by case. Public acquisitions by general interest reasons are cases about we shall reflect. The members were jointly and severally liable for undertakings given on behalf of the Association as if it were for their own debt.

4.3.2. Undertaking cooperation

Single economic unit doctrine has been applied also to cases in which the relationship between companies implied was cooperative and the relations between them were not founded in control (*Mëtsa*).

In the case an association – Finnboard - markets the cartonboard and paper goods produced by several companies. Each of the members had one representative on the Board of Directors, responsible, inter alia, for the adoption of guidelines for the operations of the association; confirmation of the budget, the financing plan and principles regarding the division of expenses among the member companies; and the appointment of the "Managing Director".

The members had given to the Association, acting as a sales central, the authority to make all their sales of cartonboard, with the sole exception of the intra-group sales of each applicant company and sales of small quantities to occasional customers in Finland.

The Association was authorised to negotiate conditions of sale, including prices, with each potential customer, the applicants having drawn up general guidelines for such individual negotiations. Each order had none the less to be submitted to the applicant company concerned, which decided whether or not to accept it.

The Association acts as Commission agent for the principals, invoicing in its own name on behalf of each Principal. The Association's turnover in its annual reports, covered only expenses connected with the sales it effected on behalf of its member companies, such as transport or financing costs.

As *Mëtsa* saids at 57

It follows that the Association

had no economic interest of its own in taking part in collusion on prices, since the price increases announced and implemented by the undertakings meeting in the bodies of the PG Paperboard

could not generate any profit for it. On the other hand, the applicants had a direct economic interest in Finnboard's participation in such collusion.

In consequence the Court of Justice apply single entity doctrine at paragraph 58,

58. In the circumstances of the present case, the economic and legal links between Finnboard and each of the applicants were thus such that, in marketing cartonboard for the benefit of the applicants, Finnboard merely acted as an auxiliary organ of each of those companies. In the light of those links and the fact that it was bound to follow the instructions issued by each of the applicants and could not adopt conduct on the market independently of any of them, Finnboard in practice formed an economic unit with each of its cartonboard-producing member companies (see, by analogy, Suiker Unie and Others v Commission, cited above, paragraphs 538 to 540).

following its traditional opinion about agent and principal relationships. And in consequence, as paragraph 59 states

59 Accordingly, the Commission correctly considered, in the statement of reasons for the Decision, that the applicants were liable for the anticompetitive actions of Finnboard, with the result that it would have been possible to find that each of them had intentionally infringed Article 85(1) of the Treaty. It was thus entitled, instead of imposing a fine directly on each of the applicant companies, to decide to hold each of them jointly and severally liable with Finnboard for payment of part of the fine imposed on that trade association.

In my opinion the *Mëtsa* case doctrine may be applied to other cases of collaborative business networks in which there is an agency principal relationship between an instrumental entity of any kind and its members and its not recognizable an own and distinct interest of the instrumental company in the conduct.

5. Relevance of the absence of an own and distinct interest of the subsidiary or the instrumental company.

The doctrine of the European Court of Justice, as we have seen, give relevance to the absence of an own and distinct interest in the conduct both in the subsidiary – *Biogaran* at 231 -and the instrumental entity not controlled – *Mëtsa* at 57-cases.

In my opinion we should reflect about the relevance of the inexistence of an own and differentiate interest in the conduct by the Parent company, the subsidiary or the instrumental entity as a ground of application of the *single economic unit* doctrine.

6. Harmonic application of single economic doctrine and control or exercise of control doctrine.

Nationals courts shall follow European Court of Justice interpretation of autonomous concepts of European competition law as “undertaking” as addressee of the duties of articles 101 and 102 TFEU. So them shall apply single economic doctrine in cases of control or in cases as succession of undertakings or instrumental entities, acting as an agent for its members, that don’t owe an own and distinct interest in the conduct than this of its members.

National Courts may be confronted to cases in which it shall be applied both European competition law and national competition law, and this last content a legal rule that makes reliable a parent company for sanctions or damages as a consequence of the control of the subsidiary.

In my opinion the application of this kind of rules don´t undermine the effectivity of European law and are compatible with it. Only a national rule that exclude the liability in other cases would be contrary to the single economic doctrine of the European Court of Justice. The same may be said about the decisional practice of the Commission that in last cases start to be open to other cases of liability distinct from this of vertical ascendant liability from subsidiary to parent company.