UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA Department of Justice, Antitrust Division 325 7th Street, N.W., Suite 300 Washington, DC 20530, Plaintiff, v. **BAIN CAPITAL, LLC** 111 Huntington Ave. Boston, MA 02199, and **THOMAS H. LEE PARTNERS, L.P.** 100 Federal St. 35th Fl. Boston, MA 02110, and **CLEAR CHANNEL COMMUNICATIONS, INC.** 200 E. Basse Rd. San Antonio, TX 78209, Defendants.	Civil Action No. Filed:

PLAINTIFF UNITED STATES'
EXPLANATION OF CONSENT DECREE PROCEDURES

Plaintiff United States of America ("United States") submits this memorandum summarizing the procedures for entry of the proposed Final Judgment as set forth by the Antitrust Procedures and Penalties Act, 15 U.S.C. §§ 16(b)-(h) (the "APPA"), which applies in

civil antitrust cases brought and settled by the United States. As described below, the APPA provides that certain events must occur prior to the Court signing and entering the proposed Final Judgment to resolve this case.

1. Today, Plaintiff has filed a Complaint, proposed Final Judgment, Competitive Impact Statement, and Hold Separate Stipulation and Order between the parties ("Stipulation and Order").

2. Defendants have agreed in the Stipulation and Order that they will abide by the terms of the proposed Final Judgment in the interim and also follow certain procedures described in the Stipulation and Order between consummation of their merger and the divestitures required by the proposed Final Judgment. At this time, we ask that the Court sign only the Stipulation and Order.

3. The Stipulation and Order also contains the parties' agreement that, after compliance with the APPA, the Court may enter the proposed Final Judgment. The APPA requires that Plaintiff publish the proposed Final Judgment and the Competitive Impact Statement in the *Federal Register* and in certain newspapers at least sixty (60) days prior to entry of the proposed Final Judgment. The notice will inform members of the public that they may submit comments about the proposed Final Judgment to the United States Department of Justice, Antitrust Division (*see* 15 U.S.C. §§ 16(b)-(c)).

4. During the sixty-day period, Plaintiff will consider, and at the close of that period respond to, any comments that it has received, and it will publish the comments and Plaintiff's responses in the *Federal Register*.

5. After the expiration of the sixty-day period, Plaintiff will file with the Court the comments and Plaintiff's responses, and Plaintiff either will ask the Court to enter the Final Judgment (subject to any proposed revisions) or will withdraw its consent to entry of the Final Judgment, as provided in Paragraph IV(A) of the Stipulation and Order (*see* 15 U.S.C. § 16(d)).

6. If Plaintiff requests that the Court enter the Final Judgment after compliance with the APPA, 15 U.S.C. §§ 16(e)-(f), then the Court may enter the Final Judgment without a hearing, provided that the Court concludes that the Final Judgment is in the public interest.

Dated: February 13, 2008

Respectfully submitted,

FOR PLAINTIFF:

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