

United States v. The Walt Disney Company et al., 18 Civ. 5800 (CM) (KNF)

Exhibit B
Certificate of Compliance

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,

Plaintiff,

v.

THE WALT DISNEY COMPANY, and
TWENTY-FIRST CENTURY FOX, INC.,

Defendants.

18 Civ. 5800 (CM) (KNF)

**CERTIFICATE OF COMPLIANCE WITH PROVISIONS
OF THE ANTITRUST PROCEDURES AND PENALTIES ACT**

Plaintiff United States of America, by the undersigned attorney, hereby certifies that, in compliance with the Antitrust Procedures and Penalties Act (“APPA”), 15 U.S.C. § 16(b)-(h), the following procedures have been followed in preparation for the entry of the final judgment in the above-captioned matter herein:

1. The Complaint, proposed Final Judgment, and Hold Separate Stipulation and Order (“Hold Separate”), by which the parties have agreed to the Court’s entry of the Final Judgment following compliance with the APPA, were filed with the Court on June 27, 2018. The United States filed its Competitive Impact Statement (“CIS”) with the Court on August 7, 2018.
2. As required by 15 U.S.C. § 16(b), the proposed Final Judgment and CIS were published in the *Federal Register* on August 15, 2018, *see* 83 Fed. Reg. 40,553 (2018).

3. As required by 15 U.S.C. § 16(c), a summary of the terms of the proposed Final Judgment and CIS was published in the following general circulation newspapers: *The Washington Post*, in the District of Columbia, for seven days, from August 13, 2018, through August 19, 2018, and *The New York Times*, in New York, for seven days, from August 13, 2018, through August 19, 2018.
4. Pursuant to 15 U.S.C. § 16(b), copies of the Hold Separate, proposed Final Judgment, Complaint, and CIS were furnished to all persons requesting them and made available on the Department of Justice, Antitrust Division's website.
5. As noted in the CIS, there were no determinative materials or documents within the meaning of 15 U.S.C. § 16(b) that the United States considered in formulating the proposed Final Judgment, so none were furnished to any person pursuant to 15 U.S.C. § 16(b) or listed pursuant to 15 U.S.C. § 16(c).
6. As required by 15 U.S.C. § 16(g), The Walt Disney Company and Twenty-First Century Fox, Inc., on September 12, 2018, filed with the Court their respective descriptions of written or oral communications by or on behalf of the defendants, or any other person, with any officer or employee of the United States concerning the proposed Final Judgment.
7. The sixty-day comment period prescribed by 15 U.S.C. §16(b) and (d) for the receipt and consideration of written comments, during which the proposed Final Judgment could not be entered, commenced on August 19, 2018, and ended on October 18, 2018. During that period, the United States received one comment on the proposed settlement.

8. As required by 15 U.S.C. § 16(d), the United States filed a Response to Comment on April 5, 2019, and published the comment, along with the United States' response, in the *Federal Register*, see 84 Fed. Reg. 17,425 (2019).
9. The parties have now satisfied all the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h), as a condition for entering the proposed Final Judgment, and it is now appropriate for the Court to make the necessary public interest determination required by 15 U.S.C. § 16(e) and to enter the proposed Final Judgment.

Dated: September 4, 2019

Respectfully submitted,

/s/ Lauren G.S. Riker

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