

# **EXHIBIT 2**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA

Plaintiff,

v.

ZF FRIEDRICHSHAFEN AG

and

WABCO HOLDINGS, INC.

Defendants.

Case No.: 1:20-cv-00182 (KBJ)

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

Plaintiff United States of America hereby certifies that it has complied with the provisions of the Antitrust Procedures and Penalties Act (“APPA”), 15 U.S.C. § 16(b)–(d) and states:

1. The Complaint, proposed Final Judgment, Hold Separate Stipulation and Order, and Competitive Impact Statement were filed with the Court on January 23, 2020. In the Hold Separate Stipulation and Order, the parties agreed to the Court’s entry of the Final Judgment following compliance with the APPA.

2. Pursuant to 15 U.S.C. § 16(b), the proposed Final Judgment and Competitive Impact Statement were published in the *Federal Register* on January 31, 2020 at 85 Fed. Reg. 5707-5719.

3. Pursuant to 15 U.S.C § 16(b), copies of the proposed Final Judgment and Competitive Impact Statement were made available to all persons requesting them and made available on the Department of Justice, Antitrust Division's website, as were the Complaint and Hold Separate Stipulation and Order. No persons requested copies of the proposed Final Judgment or the Competitive Impact Statement from the United States.

4. Pursuant to 15 U.S.C. § 16(c), a summary of the terms of the proposed Final Judgment and Competitive Impact Statement were published in *The Washington Post*, a newspaper of general circulation in the District of Columbia, during the seven-day period from January 26, 2020 to February 1, 2020.

5. As noted in the Competitive Impact Statement, there were no determinative materials or documents within the meaning of 15 U.S.C. § 16(b) that were considered by the United States in formulating the proposed Final Judgment. As a result, no such document was furnished to any person pursuant to 15 U.S.C. § 16(b) or listed pursuant to 15 U.S.C. § 16(c).

6. The 60-day comment period specified in 15 U.S.C. § 16(b) commenced on February 1, 2020 and terminated on April 1, 2020.

7. The United States received no comments from members of the public concerning the proposed Final Judgment.

8. Defendants have complied with the requirements of 15 U.S.C. § 16(g) and filed with the Court descriptions of their written or oral communications by or on behalf of the Defendants with any officer or employee of the United States concerning the proposed Final Judgment.

9. The parties have satisfied all of the requirements of the APPA that were conditions for entering the proposed Final Judgment. Pursuant to 15 U.S.C. § 16(e) and the Hold Separate Stipulation and Order filed on January 23, 2020 and signed by the Court on January 28, 2020, the Court may enter the Final Judgment after it determines that the Judgment serves the public interest.

10. Plaintiff's Competitive Impact Statement demonstrates that the proposed Final Judgment satisfies the public interest standard set forth in 15 U.S.C. § 16(e).

11. Plaintiff requests that this Court enter the Final Judgment without further proceedings and is authorized by counsel for Defendants to state that Defendants join in this request.

Dated: April 21, 2020

Respectfully submitted,

/s/

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