

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UNITED STATES OF AMERICA,)	
)	
and)	
)	
STATE OF ILLINOIS)	
)	
and)	
)	
STATE OF NEW YORK)	
)	
and)	
)	
COMMONWEALTH OF MASSACHUSETTS)	
)	
<i>Plaintiffs,</i>)	
)	Civil Action No.05 CV 10722
v.)	
)	Judge Kimba Wood
MARQUEE HOLDINGS, INC.)	
)	Filed: December 22, 2005
and)	
)	
LCE HOLDINGS, INC.)	
)	
<i>Defendants.</i>)	

UNITED STATES' EXPLANATION OF CONSENT DECREE PROCEDURES

The United States submits this short memorandum summarizing the procedures regarding the Court's entry of the proposed Final Judgment. This Judgment would settle this case pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h) (the "APPA"), which applies to civil antitrust cases brought and settled by the United States.

1. Today, the United States has filed a Complaint, a proposed Final Judgment, and a Hold Separate Stipulation and Order between the parties by which they have agreed that the Court may enter the proposed Final Judgment after the United States has complied with the APPA. The United States has also filed a Competitive Impact Statement relating to the proposed Final Judgment.

2. The APPA requires that the United States 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, 15 U.S.C. § 16(b)-(c).

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

4. After the expiration of the sixty-day period, the United States will file with the Court the comments and the United States' responses, and it may ask the Court to enter the proposed Final Judgment (unless the United States has decided to withdraw its consent to entry of the Final Judgment, as permitted by Paragraph 2 of the Stipulation, *see* 15 U.S.C. § 16(d)).

5. If the United States requests that the Court enter the proposed 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 it concludes that the Final Judgment is in the public interest.

Dated: December 20, 2005

Respectfully submitted,

_____/s/_____

William H. Jones II (WJ 2563)
Trial Attorney, Litigation III
U.S. Department of Justice
Antitrust Division
325 Seventh St. NW, Suite 300
Washington, DC 20530
Tel: (202) 514-0230

CERTIFICATE OF SERVICE

I, Avery Gardiner, hereby certify that on December 20, 2005, I caused a copy of the foregoing Explanation of Consent Decree Procedures to be served on defendants Marquee Holdings Inc. and LCE Holdings, Inc. by mailing the document first-class, postage prepaid, to the duly authorized legal representatives of the defendants, as follows:

Damian G. Didden
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
Tel: (212) 403-1113
Fax: (212) 403-2113

Deborah L. Feinstein
Arnold & Porter
555 Twelfth Street, NW
Washington, DC 20004
Tel: (202) 942-5015
Fax: (202) 942-5999

/s/
Avery W. Gardiner (AG 2011)
Trial Attorney
U.S. Department of Justice
Antitrust Division
325 Seventh St. NW, Suite 300
Washington, DC 20530
Tel: (202) 307-2328