

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

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	Case No. 98CV00819 (EGS)
)	
v.)	
)	CERTIFICATE OF COMPLIANCE
)	WITH PROVISIONS OF THE
CBS CORPORATION and)	ANTITRUST PROCEDURES AND
AMERICAN RADIO SYSTEMS)	PENALTIES ACT
CORPORATION,)	
)	
Defendants.)	

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

1. A proposed Final Judgment, and a Stipulation and Order by which the parties have agreed to the Court's entry of the proposed Final Judgment following compliance with the APPA, and a Competitive Impact Statement were filed with the Court in this matter on March 31, 1998.

2. Pursuant to 15 U.S.C. § 16(b), the Stipulation, proposed Final Judgment and Competitive Impact Statement were published in the Federal Register on April 13, 1998, Volume 63, at pages 18036 through 18048.

3. Pursuant to 15 U.S.C. § 16(b), copies of the Stipulation, proposed Final Judgment and Competitive Impact Statement were furnished to all persons requesting them.

4. Pursuant to 15 U.S.C. § 16(b), a summary of the terms of the proposed Final Judgment and the Competitive Impact Statement were published in the Washington Post, a newspaper of general circulation in the District of Columbia, during the period April 7 through April 13, 1998.

5. Defendants have complied with the requirements of 15 U.S.C. § 16(g).

6. Pursuant to 15 U.S.C. §§ 16(b) and (d), the sixty-day comment period for the receipt and consideration of written comments, during which the proposed Final Judgment could not be entered, terminated on June 12, 1998.

7. As of the date of this Certificate of Compliance, the United States has received no comments on the proposed Final Judgment.

8. Pursuant to the Stipulation filed on March 31, 1998, and 15 U.S.C. § 16(e), the Court may enter the Final Judgment after it determines that the Judgment serves the public interest.

9. The Competitive Impact Statement filed on March 31, 1998 demonstrates that the proposed Final Judgment satisfies the public interest standard of 15 U.S.C. § 16(e).

10. The United States requests that this Court enter the Final Judgment, and is authorized to state that defendants join in this request.

Respectfully submitted,

_____/s/_____
Allen P. Grunes
Merger Task Force
U.S. Department of Justice
Antitrust Division
1401 H Street, NW, Suite 4000
Washington, D.C. 20530
(202) 307-0001

Dated: June 25, 1998

Certificate of Service

I, Allen P. Grunes, hereby certify that, on June 25, 1998, I caused the foregoing document to be served on defendants CBS Corporation and American Radio Systems Corporation by having a copy mailed, first-class, postage prepaid, to:

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_____/s/_____
Allen P. Grunes