

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

UNITED STATES OF AMERICA,	:	
	:	
Plaintiff,	:	CASE NUMBER 1:99CV03212
	:	JUDGE: THOMAS F. HOGAN
v.	:	DECK TYPE: Antitrust
	:	DATE STAMP: 12/06/1999
CBS CORPORATION;	:	
	:	
	:	
INFINITY BROADCASTING	:	
CORPORATION;	:	
	:	
and	:	
	:	
OUTDOOR SYSTEMS, INC.,	:	
	:	
	:	
Defendants.	:	

FINAL JUDGMENT

WHEREAS, plaintiff, the United States of America, filed its Complaint in this action on December 6, 1999, and Plaintiff and Defendants by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein, and without this Final Judgment constituting any evidence against or an admission by any party with respect to any issue of law or fact herein;

AND WHEREAS, Defendants have agreed to be bound by the provisions of this Final Judgment pending its approval by the Court;

AND WHEREAS, the essence of this Final Judgment is prompt and certain divestiture of the

out-of-home advertising assets in the Three Metropolitan Areas, as defined below, to ensure that competition is substantially preserved;

AND WHEREAS, plaintiff requires Defendants to make the divestitures for the purpose of maintaining the current level of competition in the sale of out-of-home advertising;

AND WHEREAS, Defendants have represented to the plaintiff that the divestitures ordered herein can and will be made and that Defendants will not later raise claims of hardship or difficulty as grounds for asking the Court to modify any of the divestitures contained below;

NOW, THEREFORE, before the taking of any testimony, and without trial or adjudication of any issue of fact or law herein, and upon consent of the parties hereto, it is hereby ORDERED, ADJUDGED, AND DECREED as follows:

I. JURISDICTION

This Court has jurisdiction over each of the Defendants hereto and over the subject matter of this action. The Complaint states a claim upon which relief may be granted against the Defendants, as hereinafter defined, under Section 7 of the Clayton Act, as amended (15 U.S.C. § 18).

II. DEFINITIONS

As used in this Final Judgment:

- A. “CBS” means Defendant CBS Corporation, a Pennsylvania corporation with its headquarters in New York, New York, and its successors, assigns, subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and directors, officers, managers, agents, and employees, including but not limited to, Infinity Broadcasting Corporation, and TDI Worldwide Inc., a subsidiary CBS-owned Infinity Broadcasting Corporation.
- B. “Infinity” means Defendant Infinity Broadcasting Corporation, a Delaware corporation with its headquarters in New York, New York, and its successors, assigns, subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and directors, officers, managers, agents, and employees.
- C. “OSI” means Defendant Outdoor Systems, Inc., a Delaware corporation with its headquarters in Phoenix, Arizona, and its successors, assigns, subsidiaries, divisions, groups, affiliate partnerships and joint ventures, and directors, officers, managers, agents, and employees.
- D. “Defendants” means CBS, Infinity, and OSI.
- E. “Net Revenues” means gross revenues minus agency commissions as those terms are ordinarily and customarily calculated with respect to the assets covered by this Final Judgment.
- F. “Out-of-Home Advertising Display Assets” means:
- (1) CBS’s business of selling advertising displays that appear on or in public buses in the New Orleans Metropolitan Area, the rights to place and sell advertising on such faces having been awarded to TDI through contract by the Regional Transit Authority in New Orleans or any

other governing authority;

- (2) either (a) CBS's business of selling advertising displays that appear on or in public buses in the Phoenix Metropolitan Area, the rights to place and sell advertising on such faces having been awarded to TDI through contract by the Phoenix Transit System or any other governing authority, or (b) a combination of out-of-home advertising display faces in the Phoenix Metropolitan Area, to be approved by the United States in its sole discretion, consisting of mix of Bulletins, Thirty-sheet posters, Walls, and Spectaculars that yielded Net Revenues in 1998 of no less than the Net Revenues generated in 1998 from the sale of the outdoor advertising display faces described in Section II(F)(2)(a); and
- (3) a combination of out-of-home advertising display faces owned and/or operated by the Defendants in the New York City Area, to be approved by the United States in its sole discretion, consisting of a mix of Bulletins, Thirty-sheet posters, Walls, and Spectaculars that yielded Net Revenues in 1998 of no less than twenty-five point three (\$25.3) million dollars.

Out-of-Home Advertising Display Assets includes all tangible and intangible assets used in the sale of advertising on each of the display faces described above including, but not limited to, all real property (owned or leased); all licenses, permits and authorizations issued by any governmental organization relating to the operation of the display faces; all contracts, agreements, leases, licenses, commitments and understandings pertaining to the sale of advertising on those display faces; all applicable customer lists, contracts, accounts, promotional materials, and credit records pertaining to the sale of advertising on those display faces; all applicable logs and other records maintained by Defendants in connection with the display faces; and maps or other documents depicting the location of the display faces.

G. "New York City Subway Business" means OSI's business of selling advertising on displays within the subway transit system of the New York City Area, including, but not limited to, subway car interior displays, platform postings and lighted platform displays, the rights to place and sell advertising on such displays pursuant to contract awarded by the Metropolitan Transit Authority of New York to OSI. The New York City Subway Business includes all tangible and intangible assets

used in the sale of advertising on each of the display faces described above including, but not limited to, all real property (owned or leased); all licenses, permits and authorizations issued by any governmental organization relating to the operation of the display faces; all contracts, agreements, leases, licenses, commitments and understandings pertaining to the sale of advertising on those display faces; all applicable customer lists, contracts, accounts, promotional materials, and credit records pertaining to the sale of advertising on those display faces; all applicable logs and other records maintained by Defendants in connection with the display faces; and maps or other documents depicting the location of the display faces.

H. “New York City Bus Shelter Business” means OSI’s business of selling advertising on display faces mounted in glass in or on bus shelters and often backlit for 24-hour visibility, found along public bus routes in the New York City Area, the rights to place and sell advertising such displays, pursuant to contract awarded by the New York City Department of Transportation to OSI . The New York City Bus Shelter Business includes all tangible and intangible assets used in the sale of advertising on each of the display faces described above including, but not limited to, all real property (owned or leased); all licenses, permits and authorizations issued by any governmental organization relating to the operation of the display faces; all contracts, agreements, leases, licenses, commitments and understandings pertaining to the sale of advertising on those display faces; all applicable customer list contracts, accounts, promotional materials, and credit records pertaining to the sale of advertising on those display faces; all applicable logs and other records maintained by Defendants in connection with the display faces; and maps or other documents depicting the location of the display faces.

I. “Acquirer” or “Acquirers” means the entity or entities to whom CBS and OSI divest

the assets required to be divested pursuant to this Final Judgment.

J. “Bulletins” are defined as structures typically sized 14' x 48' or larger, located primarily on major highways, expressways or principal arterials.

K. “Thirty-sheet posters” are defined as poster panels, typically of lithographed or silk-screened material, typically measuring 12' x 25' or 300 square feet or larger and located primarily on primary and secondary arterials.

L. “Walls” are defined as painted or computer generated vinyl advertisements found directly on building walls.

M. “Spectaculars” are defined as non-standard sized structures which are custom designed to gain maximum attention at key locations with mass consumer exposure.

N. “Metropolitan Areas” means: (1) with respect to New York, New York, the five boroughs of Brooklyn, Queens, Manhattan, the Bronx and Staten Island (“New York City Area”); (2) with respect to New Orleans, Louisiana, the parishes of St. Tammany, Orleans and Jefferson, (“New Orleans Metropolitan Area”) and (3) with respect to Phoenix, Arizona, Maricopa County (“Phoenix Metropolitan Area”).

O. “Three Metropolitan Areas” means the New York City Area, the Phoenix Metropolitan Area; and the New Orleans Metropolitan Area.

III. APPLICABILITY

A. The provisions of this Final Judgment apply to the Defendants, their successors and assigns, their subsidiaries, directors, officers, managers, agents, and employees, and all other persons active concert or participation with any of them who shall have received actual notice of this Final

Judgment by personal service or otherwise.

B. Each Defendant shall require, as a condition of the sale or other disposition of all or substantially all of their out-of-home advertising business in any of the Three Metropolitan Areas, that the purchasing party or parties agree(s) to be bound by the provisions of this Final Judgment.

IV. DIVESTITURE

A. Defendants are hereby ordered and directed in accordance with the terms of this Final Judgment, within one hundred fifty days (150) after the filing of the Complaint in this matter or five (5) days after notice of the entry of this Final Judgment by the Court, whichever is later, to divest the Out-of-Home Advertising Display Assets to an Acquirer (or Acquirers) acceptable to the United States in its sole discretion.

B. If, as of February 1, 2000, (1) CBS or OSI is deriving revenue from the sale of advertising on displays within the subway transit system of the New York City Area, in accordance with any franchise, contract, agreement with, understanding, or condition imposed by the Metropolitan Transit Authority, **and** (2) CBS or OSI is deriving revenue from the sale of advertising on display face found along public bus routes in the New York City Area, in accordance with any franchise, contract, agreement with, understanding, or condition imposed by the New York City Department of Transportation, then CBS and/or OSI must divest, by the terms of this Final Judgment, at their option, either the New York City Subway Business or the New York City Bus Shelter Business; and inform the United States on February 1, 2000 which of the two businesses they intend to divest. The divestitures required under this subsection shall also be accomplished within one hundred fifty (150) calendar days after the filing of the Complaint in this matter or five (5) days after notice of the entry o

this Final Judgment by the Court, whichever is later, to an Acquirer acceptable to the United States in its sole discretion.

C. Defendants shall use their best efforts to accomplish the divestitures as expeditiously and timely as possible and shall use their best efforts to obtain all transit or other governing authority consents and approvals necessary to complete the divestitures. The United States, in its sole discretion, may extend the time period for any divestiture for two (2) additional thirty (30) day periods of time, not to exceed sixty (60) calendar days in total.

D. In accomplishing the divestitures ordered by this Final Judgment, Defendants promptly shall make known, by usual and customary means, the availability of the assets required to be divested pursuant to Section IV (A) and (B) of this Final Judgment (“Divestiture Assets”). Defendants shall inform any person making an inquiry regarding a possible purchase that the sale is being made pursuant to this Final Judgment and provide such person with a copy of this Final Judgment. Defendants shall also offer to furnish to all prospective Acquirers, subject to customary confidentiality assurances, all information regarding the Divestiture Assets, customarily provided in a due diligence process except such information subject to attorney-client privilege or attorney work-product privilege. Defendants shall make available such information to the United States at the same time that such information is made available to any other person.

E. Defendants shall permit prospective Acquirers of the Divestiture Assets to have reasonable access to personnel and to make such inspection of the physical facilities associated with the assets and any and all financial, operational, or other documents and information customarily provided as part of a due diligence process.

F. Defendants shall not interfere with any negotiations by any Acquirer to employ any of Defendants' employees who work at, or whose principal responsibilities relate to, the Divestiture Assets.

G. Defendants shall take no action, direct or indirect, that will impede in any way the operation of Divestiture Assets.

H. Unless the United States otherwise consents in writing and whether pursuant to Section IV or Section V of this Final Judgment:

(1) the divestitures in the Phoenix Metropolitan Area shall be made to a single Acquirer;

(2) the divestitures in the New Orleans Metropolitan Area shall be made to a single Acquirer; and

(3) the divestitures in the New York City Area of the New York City Subway Business or New York City Bus Shelter Business, and those assets described in Section II (F)(3) of this Final Judgment, shall be made to a single Acquirer. If, after making a reasonable, good faith effort, Defendants are unable to effect a sale to a single Acquirer, they may submit more than one Acquirer for approval by the United States which, in its sole discretion, may determine whether to permit such a sale.

I. Unless the United States otherwise consents in writing, the divestitures pursuant to Section IV, or by trustee appointed pursuant to Section V of this Final Judgment, shall include all of the Divestiture Assets and be accomplished in such a way as to satisfy the United States, in its sole discretion, that the Divestiture Assets can and will be used by an Acquirer or Acquirers as viable, ongoing commercial businesses engaged in the sale of out-of-home advertising and that the divestiture of such advertising assets will remedy the competitive harm alleged in the Complaint. The divestiture whether pursuant to Section IV or Section V of this Final Judgment: (1) shall be made to an Acquirer (or Acquirers) who it is demonstrated to the United States' sole satisfaction has or have the intent and

capability (including the necessary managerial, operational, and financial capability) of competing effectively in the sale of out-of-home advertising; and (2) shall be accomplished so as to satisfy the United States, in its sole discretion, that none of the terms of any agreement between an Acquirer (or Acquirers) and CBS or OSI give CBS or OSI the ability unreasonably to raise the Acquirer's (or Acquirers') costs, to lower the Acquirer's (or Acquirers') efficiency, or otherwise to interfere with the ability of the Acquirer (or Acquirers) to compete effectively.

V. APPOINTMENT OF TRUSTEE

A. In the event that Defendants have not divested the Divestiture Assets within the time specified in Section IV(A) of this Final Judgment, the Court shall appoint, on application of the United States, a trustee selected by the United States in its sole discretion to effect the divestiture of the Divestiture Assets.

B. After the appointment of a trustee becomes effective, only the trustee shall have the right to sell the Divestiture Assets. In the event that divestitures are required under Section IV(B), the trustee shall have the right in, in its sole discretion, to divest either the New York City Subway Business or the New York City Bus Shelter Business. The trustee shall also have the right, in its sole discretion, to divest either the assets described in Section II(F)(2)(a) or the assets described in Section II(F)(2)(b). The trustee shall have the power and authority to accomplish the divestitures at the best price then obtainable upon a reasonable effort by the trustee, subject to the provisions of Sections IV and VII of this Final Judgment, and shall have such other powers as the Court shall deem appropriate. Subject to Section V(C) of this Final Judgment, the trustee shall have the power and authority to hire at the cost and expense of Defendants any investment bankers, attorneys, or other

agents reasonably necessary in the judgment of the trustee to assist in the divestitures, and such professionals and agents shall be accountable solely to the trustee. The trustee shall have the power and authority to accomplish the divestitures of Divestiture Assets at the earliest possible time to an Acquirer (or Acquirers) acceptable to the United States in its sole discretion, and shall have such other powers as this Court shall deem appropriate. Defendants shall not object to a sale by the trustee on any grounds other than the trustee's malfeasance. Any such objections by Defendants must be conveyed in writing to plaintiff and the trustee within ten (10) calendar days after the trustee has provided the notice required under Section VII of this Final Judgment.

C. The trustee shall serve at the cost and expense of Defendants, on such terms and conditions as the Court may prescribe, and shall account for all monies derived from the sale of the assets sold by the trustee and all costs and expenses so incurred. After approval by the Court of the trustee's accounting, including fees for its services and those of any professionals and agents retained by the trustee, all remaining money shall be paid to Defendants as appropriate according to ownership of the assets and the trust shall then be terminated. The compensation of such trustee and of any professionals and agents retained by the trustee shall be reasonable in light of the value of the divested business and based on a fee arrangement providing the trustee with an incentive based on the price and terms of the divestitures and the speed with which they are accomplished.

D. Defendants shall use their best efforts to assist the trustee in accomplishing the required divestitures, including best efforts to effect all necessary consents and regulatory approvals. The trustee, and any consultants, accountants, attorneys and other persons retained by the trustee, shall have full and complete access to the personnel, books, records, and facilities of the businesses to be

divested, and Defendants shall develop financial or other information relevant to the businesses to be divested customarily provided in a due diligence process as the trustee may reasonably request, subject to customary confidentiality assurances. Defendants shall permit prospective Acquirers of the Divestiture Assets to have reasonable access to personnel and to make such inspection of physical facilities associated with the displays and any and all financial, operational or other documents and other information as may be relevant to the divestitures required by this Final Judgment.

E. After its appointment, the trustee shall file monthly reports with the parties and the Court setting forth the trustee's efforts to accomplish the divestitures ordered pursuant to this Final Judgment; provided, however, that to the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. Such reports shall include the name, address and telephone number of each person who, during the preceding month, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the businesses to be divested, and shall describe in detail each contact with any such person during that period. The trustee shall maintain full records of all efforts made to divest the businesses to be divested.

F. If the trustee has not accomplished such divestitures within six (6) months after its appointment, the trustee thereupon shall file promptly with the Court a report setting forth: (1) the trustee's efforts to accomplish the required divestitures; (2) the reasons, in the trustee's judgment, why the required divestitures have not been accomplished; and (3) the trustee's recommendations; provided, however, that to the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. The trustee shall at the

same time furnish such report to the plaintiff and the Defendants, each of whom shall have the right to be heard and to make additional recommendations consistent with the purpose of the trust. The Court shall enter thereafter such orders as it shall deem appropriate in order to carry out the purpose of the trust which may, if necessary, include extending the trust and the term of the trustee's appointment by period requested by the United States.

VI. NOTICE

Unless such transaction is otherwise subject to the reporting and waiting period requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, 15 U.S.C. § 18a (the "HSR Act"), Defendants shall give thirty (30) days notice to the United States prior to acquiring any assets or any interest, including any financial, security, loan, equity or management interest, in any out-of-home display advertising business, that owns and/or operates any out-of-home displays that have a similar advertising purpose as the out-of-home displays currently held by the Defendants:

- (1) in the New Orleans Metropolitan Area and the Phoenix Metropolitan Area that generates Net Revenues of \$250,000 or greater over a twelve-month period (beginning when this Final Judgment is entered and continuing for the term of the Final Judgment); for the purposes of this limitation, acquisitions during each twelve-month period shall be aggregated; and
- (2) in the New York City Area that generates Net Revenues of \$3.9 million or greater over a twelve-month period (beginning when this Final Judgment is entered and continuing for the term of the Final Judgment); for the purposes of this limitation, acquisitions during each twelve-month period shall be aggregated.

Defendants are not required, however, to give notice for any acquisition derived from Defendants' successful bid on any public contract. This Section shall be broadly construed and any ambiguity or uncertainty regarding the filing of notice under this Section shall be resolved in favor of

filing notice.

VII. NOTIFICATION

Within two (2) business days following execution of a definitive agreement, contingent upon compliance with the terms of this Final Judgment, to effect, in whole or in part, any proposed divestitures pursuant to Sections IV or V of this Final Judgment, Defendants or the trustee, whichever then responsible for effecting the divestitures, shall notify the United States of the proposed divestiture. If the trustee is responsible, it shall similarly notify Defendants. The notice shall set forth the details of the proposed transaction and list the name, address, and telephone number of each person not previously identified who offered to, or expressed an interest in or a desire to, acquire any ownership interest in the businesses to be divested that are the subject of the binding contract, together with full details of same. Within fifteen (15) calendar days of receipt by the United States of notice, the United States may request from Defendants, the proposed Acquirer (or Acquirers), or any other third party additional information concerning the proposed divestitures and the proposed Acquirer or Acquirers. Defendants and the trustee shall furnish any additional information requested from them within fifteen (15) calendar days of the receipt of the request, unless the parties shall otherwise agree. Within thirty (30) calendar days after receipt of the notice or within twenty (20) calendar days after the United States has been provided the additional information requested from Defendants, the proposed Acquirer (or Acquirers), and any third party, whichever is later, the United States shall provide written notice to Defendants and the trustee, if there is one, stating whether or not it objects to the proposed divestiture. If the United States provides written notice to Defendants and the trustee that the United States does not object, then the divestitures may be consummated, subject only to Defendants' limited right to

object to the sale under Section V(B) of this Final Judgment. Absent written notice that the United States does not object to the proposed Acquirer (or Acquirers) or upon objection by the United States, a divestiture proposed under Section IV or Section V shall not be consummated. Upon objection by Defendants under the provision in Section V(B), a divestiture proposed under Section V shall not be consummated unless approved by the Court.

VIII. AFFIDAVITS

A. Within twenty (20) calendar days of the filing of the Complaint in this matter and every thirty (30) calendar days thereafter until the divestitures have been completed whether pursuant to Section IV or Section V of this Final Judgment, Defendants shall deliver to the United States an affidavit as to the fact and manner of compliance with this Final Judgment. Each such affidavit shall include, inter alia, the name, address, and telephone number of each person who, at any time after the period covered by the last such report, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the businesses to be divested, and shall describe in detail each contact with any such person during that period. Each such affidavit shall also include a description of the efforts that Defendants have taken to solicit a buyer for the Divestiture Assets and to provide required information to prospective Acquirers.

B. Within twenty (20) calendar days of the filing of the Complaint in this matter, Defendants shall deliver to the United States an affidavit that describes in detail all actions they have taken and all steps they have implemented on an on-going basis to preserve the Divestiture Assets pursuant to Section IX of this Final Judgment. The affidavit also shall describe, but not be limited to,

the efforts of Defendants to maintain and operate the Divestiture Assets as active competitors; maintain the management, staffing, sales, and marketing of the Divestiture Assets; and maintain the Divestiture Assets in operable condition. Defendants shall deliver to the United States an affidavit describing any changes to the efforts and actions outlined in their earlier affidavit(s) filed pursuant to this Section within fifteen (15) calendar days after the change is implemented.

C. Until one year after such divestiture has been completed, Defendants shall preserve all records of all efforts made to preserve the business to be divested and effect the divestitures.

IX. PRESERVATION OF ASSETS

Until the divestitures required by the Final Judgment have been accomplished, Defendants shall take all steps necessary to maintain and operate the Divestiture Assets in each of the Three Metropolitan Areas, as active competitors; maintain the management, staffing, sales and marketing of the Divestiture Assets; and maintain the Divestiture Assets in operable condition. Defendants shall take no action that would jeopardize the divestitures required under this Final Judgment.

X. FINANCING

The Defendants are ordered and directed not to finance all or any part of any purchase by an Acquirer (or Acquirers) made pursuant to Sections IV or V of this Final Judgment.

XI. COMPLIANCE INSPECTION

For purposes of determining or securing compliance with the Final Judgment or of determining whether the Final Judgment should be modified or vacated, and subject to any legally recognized privilege, from time to time:

A. Duly authorized representatives of the plaintiff, upon the written request of the Assistant

Attorney General in charge of the Antitrust Division of the United States Department of Justice, and on reasonable notice to the Defendants made to their principal offices, shall be permitted:

- (1) Access during office hours of the Defendants to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of the Defendants, who may have counsel present, relating to the matters contained in this Final Judgment; and
- (2) Subject to the reasonable convenience of the Defendants and without restraint or interference from any of them, to interview, either informally or on the record, their officers, employees, and agents, who may have counsel present, regarding any such matters.

B. Upon the written request of the Assistant Attorney General in charge of the Antitrust Division, made to the Defendants' principal offices, the Defendants shall submit such written reports, under oath if requested, with respect to any matter contained in the Final Judgment.

C. No information or documents obtained by the means provided in Sections VIII or XI of this Final Judgment shall be divulged by a representative of the plaintiff to any person other than a duly authorized representative of the Executive Branch of the United States, except in the course of legal proceedings to which the plaintiff is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by the Defendants to the plaintiff, the Defendants represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and the Defendants mark each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then ten (10) calendar days

notice shall be given by the plaintiff to the Defendants prior to divulging such material in any legal proceeding (other than a grand jury proceeding) to which the Defendants are not a party.

XII. RETENTION OF JURISDICTION

Jurisdiction is retained by this Court for the purpose of enabling any of the parties to this Final Judgment to apply to this Court at any time for such further orders and directions as may be necessary or appropriate for the construction or carrying out of this Final Judgment, for the modification of any of the provisions hereof, for the enforcement of compliance herewith, and for the punishment of any violations hereof.

XIII. TERMINATION

Unless this Court grants an extension, this Final Judgment will expire upon the tenth anniversary of the date of its entry.

XIV. PUBLIC INTEREST

Entry of this Final Judgment is in the public interest.

Dated: _____

United States District Judge