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FILED OCT 18th pt

**UNITED STATES DISTRICT COURT
DISTRICT OF OREGON**

UNITED STATES OF AMERICA,

Plaintiff,

v.

CV. 70-310

**GREATER PORTLAND CONVENTION
ASSN., INC., HILTON HOTELS CORP.,
ITT SHERATON CORP. OF AMERICA,
AND COSMOPOLITAN INVESTMENT, INC.,**

**STIPULATION BETWEEN PARTIES
IN SUPPORT OF DEFENDANT HILTON
AND STARWOOD HOTELS' MOTION TO
TERMINATE THE PARTIAL FINAL
JUDGMENT AND FINAL JUDGMENT**

Defendants.

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

1. Defendant Hilton Hotels Corp. ("Hilton") and Starwood Hotels and Resorts

Worldwide, Inc. ("Starwood"), a successor in interest to both defendant ITT Sheraton

Corporation of America ("Sheraton") and defendant Western International Hotels Company

(“Westin”), will file a motion requesting that the Court terminate the Partial Final Judgment entered by this Court on November 29, 1971 (“Partial Final Judgment”) and the Final Judgment entered by this Court on September 14, 1973 (“Final Judgment”) in the above-captioned matter. The United States tentatively has agreed to the termination of the Partial Final Judgment and the Final Judgment.

2. Hilton and Starwood shall jointly publish at their own expense a notice of the proposed terminations, in the form attached hereto as Exhibit A, in (a) two consecutive issues of The Wall Street Journal and (b) two consecutive publications in Hotel Business – a biweekly journal. An Order, in the form attached hereto as Exhibit B, directing such publication, may be filed and entered by the Court forthwith, without further notice to any party or any other proceedings.

3. The United States will publish in the Federal Register a notice, in the form attached hereto as Exhibit D, announcing the motion to terminate the Partial Final Judgment and the Final Judgment and the United States’ tentative consent to the motion, summarizing the Complaint, the Partial Final Judgment, and the Final Judgment, describing the procedures for inspection and obtaining copies of relevant papers, and inviting the submission of comments.

4. A period for public comment shall end thirty days after the last publication of the notices required by this Stipulation. Within a reasonable time after the conclusion of the thirty-day public comment period, the United States will file with the Court copies of all comments that it receives and its response to those comments.

5. An Order, a proposed form of which is attached hereto as Exhibit C, terminating the Partial Final Judgment and the Final Judgment, may be filed and entered by the Court upon

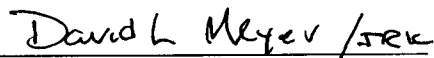
the request of any party or by the Court *sua sponte*, at any time after the United States has filed with the Court any comments that it receives and any responses thereto and without further notice to any party or any other proceedings, provided that the United States has not withdrawn its tentative consent. The United States may withdraw its tentative consent at any time before the entry of an Order terminating the Partial Final Judgment and the Final Judgment by filing a notice of withdrawal of its consent with the Court and serving a copy of said notice upon all other parties.

6. In the event that the United States withdraws its consent, or if the proposed Order terminating the Partial Final Judgment and the Final Judgment is not entered pursuant to this Stipulation, then this Stipulation shall be of no effect whatsoever; the making of this Stipulation shall be without prejudice to any party in this or any other proceeding; and the Stipulation shall not thereafter be used in this or any other action or for any other purpose.

Dated: October 11, 2007



THOMAS O. BARNETT
Assistant Attorney General



DAVID L. MEYER
Deputy Assistant Attorney General



PATRICIA A. BRINK
Deputy Director of Operations




JOHN READ
Chief, Litigation III Section
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Assistant Chief, Litigation III Section

FOR PLAINTIFF
UNITED STATES OF AMERICA



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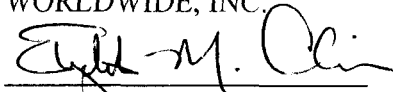
FOR DEFENDANT
HILTON HOTELS CORP.

A handwritten signature in black ink, appearing to read "Christopher L. Rieve", written over a horizontal line.

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Dated: October 16, 2007

FOR DEFENDANT
STARWOOD HOTELS
AND RESORTS
WORLDWIDE, INC.



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Dated: October 16, 2007

CERTIFICATE OF SERVICE

I hereby certify that on this 17th day of October, 2007, I caused a copy of the foregoing Stipulation Between Parties to be served on the defendant and successors in interest to the Partial Final Judgment and the Final Judgment that still have active operations in the United States at the addresses given below:

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Attorney for the United States of America

**UNITED STATES DISTRICT COURT
DISTRICT OF OREGON**

UNITED STATES OF AMERICA,

Plaintiff,

v.

CV. 70-310

**GREATER PORTLAND CONVENTION
ASSN., INC., HILTON HOTELS CORP.,
ITT SHERATON CORP. OF AMERICA,
AND COSMOPOLITAN INVESTMENT, INC.,**

Defendants.

**NOTICE
OF THE PROPOSED TERMINATION OF
THE PARTIAL FINAL JUDGMENT
AND THE FINAL JUDGMENT**

PLEASE TAKE NOTICE that a motion has been filed asking this Court to enter an Order terminating the Partial Final Judgment entered on November 29, 1971 (“Partial Final Judgment”) and the Final Judgment entered on September 14, 1973 (“Final Judgment”) in the above-captioned matter.

The United States has filed with the Court a responsive memorandum setting forth the reasons it believes that termination of the Partial Final Judgment and the Final Judgment would serve the public interest. Copies of the motion to terminate, the stipulation containing the United States' tentative consent, the United States' memorandum, and all further papers filed with the Court in connection with the termination motion will be available for inspection at the Antitrust Documents Group, Antitrust Division, 325 7th Street, N.W., Room 215, Washington, DC 20004, on the website at www.usdoj.gov/atr, and at the Office of the Clerk of the United States District Court for the District of Oregon. Copies of these materials may be obtained from the Antitrust Division upon request and payment of the copying fee set by Department of Justice regulations.

Interested persons may submit comments regarding the proposed termination of the Partial Final Judgment and the Final Judgment to the United States. Such comments must be received by the Antitrust Division within thirty (30) days and will be filed with the Court by the United States. Comments should be addressed to John R. Read, Chief, Litigation III Section, Antitrust Division, U.S. Department of Justice, 325 7th Street, N.W., Suite 300, Washington, DC 20530.

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Attorney for the United States of America

**UNITED STATES DISTRICT COURT
DISTRICT OF OREGON**

UNITED STATES OF AMERICA,

Plaintiff,

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CV. 70-310

**GREATER PORTLAND CONVENTION
ASSN., INC., HILTON HOTELS CORP.,
ITT SHERATON CORP. OF AMERICA,
AND COSMOPOLITAN INVESTMENT, INC.,**

Defendants.

ORDER

**ESTABLISHING NOTICE AND PUBLIC
COMMENT PROCEDURES FOR
HILTON AND STARWOOD'S MOTION
TO TERMINATE THE PARTIAL FINAL
JUDGMENT AND THE FINAL JUDGMENT**

Defendant Hilton Hotels Corp. ("Hilton") and Starwood Hotels and Resorts Worldwide, Inc. ("Starwood"), a successor in interest to both defendant ITT Sheraton Corporation of America ("Sheraton") and defendant Western International Hotels Company ("Westin"), having moved for an Order terminating the Partial Final Judgment entered by this Court on November 29,

1971 (“Partial Final Judgment”) and the Final Judgment entered by this Court on September 14, 1973 (“Final Judgment”) in the above-captioned matter, and Plaintiff, the United States, having tentatively consented to the motion, and Plaintiff having proposed, and Defendants Hilton and Starwood having agreed, that notice of the motion and the United States’ tentative consent to it be published at the expense of Defendants Hilton and Starwood, and that all interested persons be given an opportunity to submit comments concerning the proposed termination of the Partial Final Judgment and the Final Judgment, and it appearing to the Court desirable to invite such comments, and in consideration of the Stipulation of the parties dated October ____, 2007, it is

ORDERED that Defendants Hilton and Starwood shall publish at their own expense a notice in the form attached hereto as Exhibit A in (a) two consecutive issues of The Wall Street Journal and (b) two consecutive publications in Hotel Business – a biweekly journal – and file proof of such publications with the Court; and it is

FURTHER ORDERED, that copies of all comments received by Plaintiff within thirty (30) days after the last publication of the notices required by this Order shall be filed with this Court by Plaintiff promptly after it receives such comments; and it is

FURTHER ORDERED, that this Court will not rule upon Defendant's motion until at least the fortieth (40th) day after the last publication of the notices required by this Order and the publication by the United States of a notice in the Federal Register announcing these proceedings.

DONE, this _____ day of _____, 2007.

United States District Court Judge
District of Oregon

Christopher M. Ries
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**UNITED STATES DISTRICT COURT
DISTRICT OF OREGON**

UNITED STATES OF AMERICA,

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**GREATER PORTLAND CONVENTION
ASSN., INC., HILTON HOTELS CORP.,
ITT SHERATON CORP. OF AMERICA,
AND COSMOPOLITAN INVESTMENT, INC.,**

Defendants.

**ORDER
TERMINATING THE PARTIAL FINAL
JUDGMENT AND THE FINAL JUDGMENT**

The Court having received the motion of defendant Hilton Hotels Corp. ("Hilton") and Starwood Hotels and Resorts Worldwide, Inc. ("Starwood"), a successor in interest to both defendant ITT Sheraton Corporation of America ("Sheraton") and defendant Western International Hotels Company ("Westin"), for termination of the Partial Final Judgment entered in

this case on November 29, 1971 (“Partial Final Judgment”) and the Final Judgment entered in this case on September 14, 1973 (“Final Judgment”), and the United States having represented to the Court that it has no objection to the motion, and notice of the motion having been published in the Federal Register, The Wall Street Journal, and Hotel Business, and all interested parties having been given an opportunity to submit comments concerning the proposed termination of the Partial Final Judgment and the Final Judgment, and the Court having considered all papers and comments filed in connection with this motion, and the Court finding that it is in the public interest to terminate the Partial Final Judgment and the Final Judgment, it is

ORDERED, ADJUDGED, AND DECREED:

That said Partial Final Judgment and Final Judgment are hereby terminated.

Dated: _____

United States District Court Judge
District of Oregon

FEDERAL REGISTER NOTICE

U.S. Department of Justice
Antitrust Division

Proposed Termination of Judgment

Notice is hereby given that defendant Hilton Hotels Corp. ("Hilton") and Starwood Hotels and Resorts Worldwide, Inc. ("Starwood"), a successor in interest to both defendant ITT Sheraton Corporation of America ("Sheraton") and defendant Western International Hotels Company ("Westin"), have filed a motion to terminate the Partial Final Judgment entered in *United States v. Greater Portland Convention Association, Inc., et al.*, Civil No. 70-310, 1971 Trade Cas. (CCH) ¶73,731 (D.Or. 1971) on November 29, 1971 ("Partial Final Judgment") and the Final Judgment entered in *United States v. Greater Portland Convention Association, Inc., et al.*, Civil No. 70-310, 1973 Trade Cas. (CCH) ¶74,614 (D.Or. 1973) on September 14, 1973 ("Final Judgment"). Notice is also hereby given that the Antitrust Division of the United States Department of Justice ("the Department"), in a stipulation also filed with the Court, has tentatively consented to termination of the Partial Final Judgment and the Final Judgment, but has reserved the right to withdraw its consent pending receipt of public comments.

On May 12, 1970, the United States filed a complaint alleging the defendants had conspired to restrain trade and commerce in the distribution and sale of hotel supplies. Essentially, the complaint charged the defendants with agreeing (i) to assess an amount of money fixed by the hotels to be paid to the Greater Portland Convention Association ("GPCA") as contributions by hotel suppliers, (ii) to give preference in the purchase of hotel supplies to any

hotel supplier who did so contribute, and (iii) to curtail purchases from any hotel supplier who failed or refused to contribute money to the GPCA.

Prior to trial, four of the five defendants, Hilton, GPCA, Sheraton, and Cosmopolitan Investment Inc., settled the charges by accepting entry of the Partial Final Judgment on November 29, 1971. The fifth hotel defendant, Westin, was tried by jury from November 30 - December 4, 1970. The jury found that Westin had violated § 1 of the Sherman Act, and Westin appealed this decision to the Ninth Circuit. *United States v. Hilton Hotels Corporation., et al.* 467 F.2d 1000 (9th Cir. 1972) *cert. denied*, 93 S.Ct. 938 (1973). On September 26, 1972, the Ninth Circuit affirmed. Westin entered into the Final Judgment on September 14, 1973.

The Department has filed with the Court a memorandum setting forth the reasons why the United States believes that termination of the Partial Final Judgment and Final Judgment would serve the public interest. Copies of the motion to terminate, the stipulation containing the United States' tentative consent, the United States' memorandum, and all further papers filed with the Court in connection with the motion to terminate will be available for inspection at the Antitrust Documents Group, Antitrust Division, Room 215, 325 7th Street, N.W., Washington, DC 20004, on the website at www.usdoj.gov/atr, and at the Office of the Clerk of the United States District Court for the District of Oregon. Copies of these materials may be obtained from the Antitrust Division upon request and payment of the copying fee set by Department of Justice regulations.

Interested persons may submit comments regarding the proposed termination of the Partial Final Judgment and the Final Judgment to the United States. Such comments must be received by the Antitrust Division within thirty (30) days and will be filed with the Court by the

United States. Comments should be addressed to John R. Read, Chief, Litigation III Section,
Antitrust Division, U.S. Department of Justice, 325 7th Street, N.W., Suite 300, Washington, DC
20530, (202) 307-0468.



J. ROBERT KRAMER II
Director of Operations