UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division

UNITED STATES OF AMERICA, Plaintiff, v. THE MATHWORKS, INC. and WIND RIVER SYSTEMS, INC., Defendants.	Civil Action No. 02-888-A Chief Judge Claude M. Hilton

UNITED STATES' MEMORANDUM REGARDING
PROCEDURES FOR ENTRY OF FINAL JUDGEMENTS

1. The United States files this Memorandum to outline the procedures of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h) (the "APPA"), that must be followed before the Court may enter the proposed Final Judgment that would resolve the allegations against Defendant The MathWorks, Inc. ("The MathWorks") in the civil antitrust suit filed on June 21, 2002, by the United States. The APPA applies only to antitrust cases brought by the United States.

2. The United States' Complaint alleges that Defendants The MathWorks and Wind River Systems, Inc. ("Wind River") entered into an agreement that violates Section 1 of the Sherman Act, 15 U.S.C. § 1. Contemporaneously with the filing of the Complaint, the United States and Wind River filed a proposed Final Judgment that would settle the case against Wind River on the condition that it fully cooperate with any court order requiring divestiture. The lawsuit, however, continued against The MathWorks. Today, the United States and The

MathWorks filed a Stipulation and Order and a proposed Final Judgment that would resolve the allegations in the Complaint against The MathWorks. The United States will shortly file a Competitive Impact Statement relating to the proposed Final Judgment, pursuant to the APPA. 15 U.S.C. § 16(b).

3. In the Stipulation and Order, The MathWorks agrees to abide by and comply with all terms and provisions of the proposed Final Judgment pending its entry, which cannot occur until after compliance with the requirements of the APPA.

4. The APPA requires the United States to publish the proposed Final Judgment and Competitive Impact Statement in the *Federal Register*, and to publish newspaper notices of the proposed Final Judgment 60 days prior to entry of the Final Judgment. The newspaper notices will inform members of the public that they may submit comments about the Final Judgment to the United States Department of Justice, Antitrust Division. 15 U.S.C. § 16(b) & (c). The United States will consider any comments it receives, respond to them, and publish the comments and responses in the *Federal Register*. 15 U.S.C. § 16(d).

5. Not later than ten days after the filing of the proposed Final Judgment, The MathWorks must file with the Court a description of any communications, other than communications solely by The MathWorks' counsel of record solely with the U.S. Department of Justice, by or on behalf of The MathWorks with the United States concerning matters relevant to the Final Judgment. Before entry of the proposed Final Judgment, The MathWorks must certify to the Court that they have complied with this disclosure requirement. 15 U.S.C. § 16(g).

6. Pursuant to the APPA, at the expiration of the public comment period, the United States will file with the Court any comments that it receives, its responses, and a Motion For

Entry of the Final Judgment, unless it withdraws its consent to entry of the Final Judgment pursuant to Paragraph 2 of the Stipulation. 15 U.S.C. § 16(d).

7. After the United States files its Motion For Entry of the Final Judgment, the Court may enter the Final Judgment with or without further hearing, if the Court determines that entry is in the public interest. 15 U.S.C. § 16(e)-(f).

Dated: August 15, 2002

Respectfully submitted,

FOR PLAINTIFF UNITED STATES

/s/

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CERTIFICATE OF SERVICE

I certify that on August 15, 2002, a true and correct copy of The United States' Memorandum Regarding Procedures for Entry of Final Judgment was served upon counsel for Defendants as follows:

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