

IN THE UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN.

SOUTHERN DIVISION

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U.S. DISTRICT COURT
EAST DIST. MICH.
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FRANK J. DINGELL
CLERK /s/ P.D.D.

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| UNITED STATES OF AMERICA, |) | |
| |) | |
| Plaintiff, |) | |
| |) | |
| v. |) | CIVIL ACTION |
| |) | No. 13135 |
| R. L. POLK & COMPANY; |) | |
| H. A. MANNING COMPANY; |) | |
| THE PRICE & LEE CO.; |) | |
| C. B. PAGE DIRECTORY COMPANY; |) | |
| and ASSOCIATION OF NORTH |) | |
| AMERICAN DIRECTORY PUBLISHERS; |) | |
| |) | |
| Defendants. |) | |

FINAL JUDGMENT

Plaintiff United States of America, having filed its complaint herein on January 8, 1954; the defendants, and each of them, having severally appeared herein, and the parties hereto, by their respective attorneys, having severally 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 or admission with respect to any issue of fact or law herein,

NOW, THEREFORE, upon the consent of the parties hereto, by their respective attorneys, and without any trial or adjudication of any issue of fact or law herein, it is;

ORDERED, ADJUDGED AND DECREED as follows:

I

This Court has jurisdiction of the subject matter herein and of all the parties hereto. The complaint states a cause of action against the defendants, and each of them, under Sections 1 and 2 of the Act of Congress of July 2, 1890, entitled "An Act to protect trade and commerce against unlawful restraints and monopolies", commonly known as the Sherman Act, as amended.

II

As used in this Final Judgment:

(A) "Person" means an individual, partnership, corporation, association or other legal entity;

(B) "Publisher" means any person engaged in the business of compiling, publishing, selling or distributing a city directory;

(C) "City directory" means a book containing the names and addresses of persons within a given geographical area, such information being compiled principally from but not limited to original information obtained by an actual canvass of residences and business places within such area;

(D) "Directory exchange" means an office operated or controlled by defendant Association of North American Directory Publishers, or any member thereof, which engages in the exchange of city directories between publishers thereof;

(E) "Directory library" means a collection of directories taken from more than one city throughout the United States;

(F) "Corporate defendants" means each and all of the defendants R. L. Polk & Company; H. A. Manning Company; The Price & Lee Co.; C. B. Page Directory Company, and any subsidiary of any such defendant;

(G) "Association" shall mean the defendant Association of North American Directory Publishers.

III

The provisions of this Final Judgment applicable to any defendant shall apply to such defendant, its officers, directors, agents, servants, employees, attorneys, subsidiaries, successors and assigns, and to those persons in active concert or participation with any defendant who shall have received actual notice of this Final Judgment by personal service or otherwise.

IV

(A) Defendant Association is ordered and directed to grant, upon request, and upon reasonable and nondiscriminatory terms and conditions,

membership in said Association to any person who shall have published a city directory in two or more cities or towns having a population of 5,000 or more persons;

(B) Defendant Association is enjoined and restrained from requiring, as a condition to membership in said Association or otherwise, that any publisher agree to refrain from competition with any person engaged in the publication, sale or distribution of city directories;

(C) Defendant Association is, so long as it shall operate a library exchange, ordered and directed to make such library exchange and the facilities thereof available, upon request, to any publisher who is a member of said Association upon reasonable and nondiscriminatory terms and conditions.

V

The corporate defendants are jointly and severally enjoined and restrained from, directly or indirectly:

(A) Permitting any of their officers, agents, servants or employees to serve, at the same time, as an officer, agent, servant or employee of any other publisher except a wholly-owned or controlled subsidiary. Nothing in this subsection (A) shall prevent a defendant from permitting any of its officers, agents, servants or employees, to serve also as an officer, agent, servant or employee of the Association, but only, in so doing, on clearly revealing his dual capacity of officer, agent, servant or employee for both the publisher and the Association. This subsection shall not apply to relations between defendant H. A. Manning Company and H. A. Manning Co. of New York, Inc.;

(B) Giving, loaning or otherwise making available to any person any directory library upon the condition, agreement or understanding that the recipient of such directory library will not support, endorse or sponsor any other publisher or any other city directory. In the event a publisher should lose the sponsorship, endorsement or support of any

person to whom such publisher shall have given, loaned or made available a directory library, then, and in that event, such publisher shall not be prohibited by this Section from demanding from the succeeding publisher, reimbursement for his costs of such directory library and upon failure or refusal of the succeeding publisher to pay said costs from repossessing or otherwise removing said directory library;

(C) Discriminating or attempting to discriminate against any publisher in the sale or distribution to publishers of city directories for use in any directory library;

(D) Knowingly selling, offering for sale or causing to be sold city directories below cost for the purpose or with the effect of destroying a competitor or eliminating competition.

VI

(A) The corporate defendants are jointly and severally enjoined and restrained from, directly or indirectly, entering into, adhering to, maintaining or claiming any rights under, any contract, agreement, understanding, plan or program with any defendant or with any other publisher, or with any central agency of or for publishers, to:

(1) designate or allocate any city, territory or market as the exclusive city, territory or market of any publisher for the publication, sale or distribution of city directories;

(2) hinder, restrict, limit or prevent any publisher from publishing a city directory or from soliciting or obtaining the sponsorship of any Chamber of Commerce, Board of Trade or other similar civic or trade organization in connection with the publication, sale or distribution of city directories;

(3) refrain from competing or to leave any publisher free from competition in the publication, sale or distribution of city directories in any city, territory or market, except under a reasonable covenant not to compete contained in a directory business sale-and-purchase agreement not

otherwise prohibited by this Final Judgment;

(B) The defendants are jointly and severally enjoined and restrained from, directly or indirectly, giving, loaning or otherwise making available to any person any directory library unless copies of any or all of the directories contained therein are available to any other publisher upon reasonable and nondiscriminatory terms. This provision shall not apply to a directory library maintained by a defendant at its own place of business and under its exclusive control and supervision.

VII

For a period of ten years after the date of this Final Judgment the defendant R. L. Polk & Company is enjoined and restrained from, directly or indirectly, purchasing or acquiring any of the physical assets, business or good will of any other publisher except upon application to this Court and a showing that such acquisition may not tend substantially to lessen competition or to create a monopoly in the publication, sale or distribution of city directories in any section of the United States.

VIII

The defendant Association is ordered and directed forthwith to:

(A) Mail a copy of this Final Judgment to each person who within five years prior to the date of its entry has been a member of, or has applied for membership in, said Association, and

(B) Publish and make known generally to the trade the fact that any publisher may participate in the activities and benefits of the Association and of the library exchange during its existence upon reasonable and nondiscriminatory terms and conditions.

IX

For the purpose of securing compliance with this Final Judgment duly authorized representatives of the Department of Justice shall, on written request of the Attorney General, or the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to any defendant made to its principal office, be permitted:

(A) Access, during the office hours of said defendant, to all books, ledgers, accounts, correspondence, memoranda and other records and documents in the possession or under the control of said defendant relating to any matters contained in this Final Judgment;

(B) Subject to the reasonable convenience of said defendant, and without restraint or interference from it, to interview officers or employees of said defendant, who may have counsel present, regarding any such matters;

(C) To require any defendant to submit such written reports relating to any of the matters contained in this Final Judgment as from time to time may become necessary for the purpose of enforcement of this Final Judgment.

No information obtained by means provided in this Section IX shall be divulged by any representative of the Department of Justice to any person other than a duly authorized representative of such Department, except in the course of legal proceedings to which the United States is a party for the purpose of securing compliance with this Final Judgment or as otherwise required by law.

X

Jurisdiction is retained 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,

or the modification of any of the provisions thereof, for the enforcement of compliance therewith or for the punishment of violations thereof.

Dated: March 16, 1955

/s/ Frank A. Picard
United States District Judge

We hereby consent to the entry of this Final Judgment:

For the Plaintiff:

/s/ Stanley N. Barnes
STANLEY N. BARNES
Assistant Attorney General

/s/ Harry N. Burgess
HARRY N. BURGESS

/s/ Worth Rowley
WORTH ROWLEY
Special Assistant to the
Attorney General

/s/ William H. McManus
WILLIAM H. McMANUS

/s/ W. D. Kilgore, Jr.
W. D. KILGORE, JR.
Attorney

/s/ Donald Ferguson
DONALD FERGUSON
Attorneys

For the Defendants:

/s/ Everett H. Wells
Everett H. Wells
Attorney for R. L. Polk & Company;
The Price & Lee Co.; C. B. Page
Directory Company, and Association
of North American Directory
Publishers

/s/ Robert V. Johnson
Robert V. Johnson
Attorney for H. A. Manning Company