

Trade Regulation Reporter - Trade Cases (1932 - 1992), United States v. Thomson-Brush-Moore Newspapers, Inc., U.S. District Court, N.D. Ohio, 1967 Trade Cases ¶72,295, (Jan. 10, 1968)

United States v. Thomson-Brush-Moore Newspapers, Inc.

1967 Trade Cases ¶72,295. U.S. District Court, N.D. Ohio, Eastern Division. Civil Action No. C 67-904. Entered January 10, 1968. Case No. 1979 in the Antitrust Division of the Department of Justice.

Clayton Act

Mergers—Injunctive Relief—Divestiture of Prior-owned Newspaper as Condition to Acquiring Chain.—

A newspaper chain, in order to acquire another chain, was required by a consent judgment to divest itself of a newspaper which it already owned. If the acquiring chain is unable to carry out divestiture, the government will be entitled to an appropriate order to remove the alleged anticompetitive effect of the acquisition, without opposition by the chain.

For the plaintiff: Ramsey Clark, Atty. Gen.; Donald F. Turner, Asst. Atty. Gen.; Baddia J. Rashid, Charles D. Mahaffie, Jr., Carl L. Steinhouse and Robert N. Kaplan, Dept. of Justice, Washington, D. C.; Merle M. McCurdy and Bernard J. Stuplinski, Cleveland, Ohio.

For the defendant: John A. Tory of Tory, Tory, Des Laurics and Binnington, Toronto, Canada.

Final Judgment

KALBFLEISCH, D. J.: Plaintiff, United States of America, having filed its complaint herein, the defendant having appeared, and plaintiff and defendant by their respective attorneys, having each consented simultaneously with the filing of the complaint to the making and 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 an admission by any party hereto with respect to any such issue, and the Court having considered the matter and being duly advised,

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 of the subject matter of this action and of the parties hereto. The complaint states a claim upon which relief may be granted against the defendant under Section 7 of the Act of Congress of October 14, 1914 (15 U. S. C. Section 18), commonly known as the Clayton Act, as amended.

II

[Applicability]

The provisions of this Final Judgment shall apply to defendant and shall also apply to its directors, officers, agents and employees, and to its affiliates, subsidiaries, successors and assigns, and to all other persons in active concert or participation with it who have received actual notice of this Final Judgment by personal service or otherwise. The term "affiliates" as used above includes, but is not limited to Thomson Newspapers, Inc., a Delaware corporation, which has specifically consented to be bound by this Final Judgment.

III

[Divestiture]

Thomson Newspapers, Inc., is ordered and directed to divest or cause to be divested within twelve (12) months from the date of entry of this Final Judgment all of its right, title and interest in Alliance Publishing Company, Inc., Alliance, Ohio. Divestiture shall be accomplished in such a manner as will enable the purchaser to continue the operation of Alliance Publishing Company, Inc., as a publisher of a daily newspaper in substantially the same manner it has heretofore been operating. Divestiture shall be to a person or persons and on terms and conditions first approved by the plaintiff or by the Court if plaintiff objects. The defendant and Thomson Newspapers, Inc., are ordered to take such reasonable steps as are necessary and appropriate in making known the availability for sale of the interest in Alliance Publishing Company, Inc., and shall render to plaintiff on a monthly basis reports in reasonable detail as to the efforts which they have taken to accomplish the required divestiture.

IV

[*Anticompetitive Effect—Removal*]

In the event Thomson Newspapers, Inc., is unable to carry out the requirements of Section III, plaintiff shall upon application to this Court be entitled to an appropriate order to remove the alleged anticompetitive effect of the acquisition referred to in paragraph 10(a) of the complaint; defendant having agreed that it will not oppose the entry of such an order.

V

[*Inspection and Compliance*]

For the purpose of securing or determining 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 defendant made to its principal office, be permitted, subject to any legally recognized privilege:

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

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

Upon written request of the Attorney General, or the Assistant Attorney General in charge of the Antitrust Division, defendant shall submit such reports in writing with respect to the matters contained in this Final Judgment as may from time to time be requested,

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

VI

[*Jurisdiction Retained*]

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 contained herein, for the enforcement of compliance therewith and for the punishment of violations thereof.