

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS

UNITED STATES OF AMERICA,	)	
	)	
Plaintiff,	)	Civil No. CA 3-81-0157-H
	)	
v.	)	Filed: February 6, 1981
	)	Entered: June 2, 1981
REVCO D.S., INC., and	)	
ZALE CORPORATION,	)	
	)	
Defendants.	)	

FINAL JUDGMENT

Plaintiff, United States of America, having filed its Complaint herein on February 2, 1981, and the plaintiff and the defendants, Revco D.S., Inc., and Zale Corporation, by their respective attorneys, having consented 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 against or admission by any party with respect to any such issue;

NOW, THEREFORE, before any testimony has been taken 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.

This Court has jurisdiction of the subject matter of this action and of each of the parties consenting hereto. The Complaint states a claim upon which relief may be granted against the defendants under Section 7 of the Clayton Act (15 U.S.C. § 18).

II.

As used in this Final Judgment:

(A) Revco D.S., Inc. (Revco) is a corporation organized and existing under the laws of the State of Michigan with its principal place of business in Twinsburg, Ohio.

(B) Zale Corporation (Zale) is a corporation organized and existing under the laws of the State of Texas with its principal place of business in Dallas, Texas.

(C) "Assets" means those certain drug stores acquired by Revco from Zale and those certain drug stores operated by Revco which are to be divested as identified and in the manner prescribed in Appendix A to this Final Judgment. More specifically, "Assets" means the leasehold estates created by and all rights conveyed under or by virtue of the leases, the fixed assets and the inventories of the drug stores.

(D) "Eligible purchaser" means any entity or entities approved by the plaintiff or, failing such approval, by the Court to acquire any or all of the Assets as defined in Section II(C) herein.

### III.

Zale is hereby dismissed as a named defendant in this Final Judgment.

### IV.

The provisions of this Final Judgment applicable to Revco shall also apply to each of its officers, directors, agents, employees, affiliates, subsidiaries, successors and assigns, and to all other persons in active concert or participation with any of them who receive actual notice of this Final Judgment by personal service or otherwise. The provisions of this Final Judgment shall not apply to any eligible purchaser which in fact purchases Assets.

### V.

(A) Revco is ordered and directed within nine months from the effective date of this Final Judgment or by January 31, 1982, whichever occurs later, to divest itself of the Assets.

(B) The divestiture required by this Section V shall be absolute and unconditional to an eligible purchaser or purchasers upon terms and conditions approved by the plaintiff or, failing such approval by the plaintiff, by the Court.

(C) Within 15 days after Revco presents to the plaintiff at the offices of the Antitrust Division in Dallas, Texas, a letter of intent by a prospective purchaser to acquire any of the Assets, and such other information which Revco supplies for evaluating the competitive effects of the transaction, the plaintiff shall indicate its approval or disapproval in writing to Revco at its principal office in Twinsburg, Ohio and to its attorney at his office in Cleveland, Ohio. If plaintiff requires supplementary information concerning the proposed sale, it shall request such information within seven days after receipt of the said letter of intent and must indicate its approval or disapproval in writing within 15 days after receipt of the supplementary information. Failure to respond within the required time under either circumstance shall be deemed to be approval by the plaintiff. **If plaintiff objects to the proposed divestiture, then such divestiture shall not be consummated unless approved by the Court or unless plaintiff notifies Revco in writing that its objection has been withdrawn.**

(D) The period set forth in Section V(A) shall be tolled during any period or periods utilized by the plaintiff pursuant to Section V(C) and during the pendency of any proceedings in this Court under this Final Judgment relating to approval of a proposed divestiture.

## VI.

(A) If Revco is unable to complete the divestiture required by this Final Judgment within the period set forth

in Section V hereof, the Court shall, upon application of the plaintiff, appoint a trustee who shall have authority to divest those Assets that Revco has been unable to divest.

(B) The trustee shall have full power and authority to dispose of the Assets, subject to the prior approval of this Court. The Court shall provide the parties with an opportunity for a hearing prior to granting its approval. The trustee shall serve at the cost and expense of Revco, on such terms and conditions as this Court may set, and shall account for all monies derived from the disposal of the Assets and all expenses so incurred. After approval by this Court of the trustee's account, including fees for his services, all remaining monies shall be paid to Revco, and the trust shall be terminated. Each sale by the trustee shall be in accordance with the provisions of this Final Judgment.

#### VII.

Except as hereinafter provided, Revco is prohibited from reacquiring any of the Assets that are sold pursuant to this Final Judgment, including negotiating for a lease after the expiration of the current lease. Revco may reacquire Assets only to reassume its obligations on leaseholds should any buyer default on its lease obligations, or to enforce any bona fide security interest on any or all of the Assets to be divested to secure payment of any unpaid portion of the purchase price or performance of any term of any contract or contracts required by Section V(A) herein. If Revco should reacquire any Assets pursuant to this Section VII within two years, it shall notify the plaintiff within 10 days and thereafter, in consultation with the plaintiff, use its best efforts to resell the Assets as drug stores. Failing such resale, Revco agrees it shall not operate such Assets as drug stores and shall be relieved of any requirement to further divest such Assets.

#### VIII.

Revco is ordered and directed to file with the plaintiff at the offices of the Antitrust Division in Dallas, Texas within one month after the effective date of this Final Judgment, and every month thereafter, a written report setting forth the steps taken by it to accomplish the divestiture required by this Final Judgment. Such report shall include, but not be limited to, an identification of any person or persons to whom the Assets have been offered, the terms and conditions of each offer to sell, the identification of any person or persons expressing interest in acquiring the Assets, and the terms and conditions of each offer to purchase. Such reports shall be treated as confidential by the plaintiff.

#### IX.

Until the divestiture of the Assets, Revco is ordered and directed to maintain the Assets listed in Appendix A as going businesses. Revco shall provide such financial, business, promotion and management assistance as necessary to maintain the Assets as going businesses.

#### X.

(A) For the purpose of determining or securing compliance with this Final Judgment duly authorized representatives of the Department of Justice shall, upon written request of the Attorney General, or the Assistant Attorney General in charge of the Antitrust Division, and upon reasonable notice to Revco made to its principal office, be permitted, subject to any legally recognized privilege:

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

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

(B) Upon the written request of the Attorney General or the Assistant Attorney General in charge of the Antitrust Division, made to its principal office, Revco shall submit such written reports, under oath if requested, with respect to any of the matters contained in this Final Judgment as from time to time may be requested.

(C) No information or documents obtained by the means provided in this Section X 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 United States except in the course of legal proceedings to which the United States is a party, or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

XI.

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 thereof, for enforcement or compliance therewith and for punishment of violations thereof.

XII.

Entry of this Final Judgment is in the public interest.

Judge Barefoot Sanders  

---

United States District Judge

Dated: June 2, 1981

APPENDIX A

1. In the Dallas-Fort Worth area the Assets to be divested shall consist of the following:

(a) Each drug store listed below:

Skillern's Store 6003  
2703 South Lancaster  
Dallas, Texas 75216

Skillern's Store 6007  
4900 Ross Avenue  
Dallas, Texas 75206

Skillern's Store 6029  
326 East Main  
Grand Prairie, Texas 75050

Skillern's Store 6056  
1343 Camp Wisdom  
Dallas, Texas 75237

Skillern's Store 6072  
3065 Josey Lane  
Carrollton, Texas 75006

Skillern's Store 6084  
7602 Campbell Road  
Dallas, Texas 75248

Revco Store 267  
3401 Mansfield Highway  
Fort Worth, Texas 76119

Revco Store 295  
8433 Lake June Road  
Dallas, Texas 75217

(b) One drug store from each of the following groups of drug stores:

(1) Skillern's Store 6020  
975 Irving Boulevard  
Irving, Texas 75060

Skillern's Store 6140  
3624 N. Belt Line  
Irving, Texas 75062

Revco Store 296  
1019 W. Rochelle  
(Pandy Town Shopping Center)  
Irving, Texas 75062

(2) Skillern's Store 6039  
1511 New York Avenue  
Arlington, Texas 76010

Revco Store 271  
1600 E. Abrams Street  
Arlington, Texas 76010

- (3) Skillern's Store 6139  
2424 South Collins  
Arlington, Texas 76014
- Revco Store 273  
2212 New York Avenue  
Arlington, Texas 76010
- (4) Skillern's Store 6089  
724 East Pipeline Road  
Hurst, Texas 76053
- Skillern's Store 6129  
510 I Harwood Village  
Bedford, Texas 76021
- Revco Store 270  
1307 Brown Trail  
Bedford, Texas 76021
- (5) Skillern's Store 6049  
2737 West Park Row  
Arlington, Texas 76010
- Revco Store 265  
1530 Bowen Road  
Pantego, Texas 76013
- (6) Skillern's Store 6034  
4701 East Lancaster  
Fort Worth, Texas 76103
- Revco Store 280  
1111 Oakland Boulevard  
Fort Worth, Texas 76103
- (7) Skillern's Store 6006  
3177 Denton Highway  
Haltom City, Texas 76117
- Revco Store 263  
4100 Denton Highway  
Haltom City, Texas 76117
- (8) Skillern's Store 6027  
4401 River Oaks Boulevard  
Fort Worth, Texas 76114
- Revco Store 298  
2254 Jacksboro Highway  
Fort Worth, Texas 76114
- (9) Skillern's Store 6009  
504 West Rosedale  
Fort Worth, Texas 76104
- Revco Store 268  
1729 Eighth Avenue  
Fort Worth, Texas 76110
- (10) Skillern's Store 6078  
2720 West Seminary Drive  
Fort Worth, Texas 76133
- Revco Store 264  
5205 McCart  
Fort Worth, Texas 76115



- (11) Skillern's Store 6060  
3001 Walton  
Fort Worth, Texas 76133
- Revco Store 285  
3838 Alta Mesa Boulevard  
Fort Worth, Texas 76133
- (12) Skillern's Store 6008  
4808 Camp Bowie Boulevard  
Fort Worth, Texas 76107
- Revco Store 269  
4601 Camp Bowie Boulevard  
Fort Worth, Texas 76107
- (13) Skillern's Store 6066  
8133 Highway 80 West  
Fort Worth, Texas 76116
- Revco Store 2816  
Las Vegas Trail  
Fort Worth, Texas 76116
- (14) Skillern's Store 6127  
319 South Cedar Ridge  
Duncanville, Texas 75116
- Revco Store 282  
267 West Camp Wisdom Road  
Redbird Village Shopping Center  
Duncanville, Texas 75116
- (15) Skillern's Store 6050  
1806 Avenue K  
Plano, Texas 75074
- Skillern's Store 6097  
2109 Parker Road #100  
Plano, Texas 75074
- Skillern's Store 6109  
3045 West 15th  
Plano, Texas 75074
- Revco Store 4102  
907 W. Parker Road  
Plano, Texas 75023
- (16) Revco Store 242  
5006 N. Jupiter Road  
Garland, Texas 75042
- Revco Store 2815  
1332 S. Plano Road  
Richardson, Texas 75081
- (17) Skillern's Store 6024  
Saturn/Northwest Highway  
Garland, Texas 75041
- Skillern's Store 6030  
408 Casa Linda Plaza  
Dallas, Texas 75218
- Skillern's Store 6092  
3106 N. Buchner  
Dallas, Texas 75228
- Revco Store 291  
4402 Gus Thomass Road  
Oates Park Shopping Center  
Mesquite, Texas 75150

2. In the El Paso area, the Assets to be divested shall consist of one of the following:

(a) One drug store from each of the following groups of drug stores to a drug store chain (four or more stores) competitor presently in the El Paso area, other than the leading competitor in that area:

(1) Skillern's Store 6474  
3333-B North Yarborough  
El Paso, Texas 79925

Revco Store 690  
10780 North Pebble Hills Blvd.  
El Paso, Texas 79935

(2) Skillern's Store 6456  
5579 Alameda (Fox Plaza)  
El Paso, Texas 79905

Revco Store 671  
5516 Alameda  
El Paso, Texas 79905

(b) One from each of the above groups of drug stores and two other drug stores located in the El Paso area to a new entrant into that area.

3. In the Tyler area, the Assets to be divested shall consist of one of the following:

(a) One drug store from the following group of drug stores to a drug store competitor presently in the Tyler area other than the two leading competitors in that area:

Skillern's Store 6098  
813 North Broadway  
Tyler, Texas 75701

Revco Store 289  
1103 East Gentry  
Tyler, Texas 75702

(b) One drug store from the above group and one other drug store located in the Tyler area to a new entrant into that area.