

**APPENDIX A:**

UNITED STATES v. TIMES MIRROR CO.

CIVIL NO. 65-366-WJF

JUDGMENT ENTERED: JUNE 27, 1968

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ENTERED

JUN 23 1968

CLERK, U. S. DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
By Deputy

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA

UNITED STATES OF AMERICA,  
  
Plaintiff,  
  
vs.  
  
THE TIMES MIRROR COMPANY,  
  
Defendant.

Civil No. 65-366-WJF

FINAL JUDGMENT

This action having come on for trial before the Court, the issues having been duly tried, evidence having been adduced both oral and documentary, argument having been heard, the Court on October 11, 1967, having rendered its Opinion, Findings of Fact and Conclusions of Law, and having entered its Judgment; the Court having on November 27, 1967, fully considered and denied plaintiff's Motion to Alter or Amend the Judgment; the defendant having appealed to the Supreme Court of the United States; the Supreme Court having affirmed this Court's decision on April 22, 1968, and denied a rehear on June 3, 1968, it is hereby

ORDERED, ADJUDGED AND DECREED that:

I

As used in this Final Judgment:

(A) "Person" shall mean any individual, partnership, firm, corporation, association or other business or legal entity;

1 (B) "Times Mirror" shall mean The Times Mirror Company and  
2 its subsidiaries and affiliates;

3 (C) "Sun Company" shall mean The Sun Company as acquired  
4 by Times Mirror, together with all additions and accretions thereto  
5 since the acquisition;

6 (D) "The 10 counties of Southern California" shall mean  
7 the counties of Los Angeles, Orange, Riverside, San Bernardino,  
8 Ventura, Imperial, San Diego, Santa Barbara, San Luis Obispo, Kern,  
9 and each of them.

10 II

11 The provisions of this Final Judgment applicable to Times  
12 Mirror shall apply also to each of its officers, agents, servants,  
13 employees, subsidiaries, successors and assigns, and to those persons  
14 in active concert or participation with any of them who receive actual  
15 notice of this Final Judgment by personal service or otherwise.

16 III

17 Pursuant to the Court's judgment of October 11, 1967,  
18 Times Mirror is ordered and directed to divest itself of the stock  
19 of the Sun Company within thirteen (13) months from the date of  
20 entry of this Final Judgment in accordance with the following plan  
21 for divestiture.

22 (A) The entire business of the Sun Company shall be  
23 divested, as a single, strong and viable company (except that Acme  
24 Colorprint Co., a subsidiary of the Sun Company, may be divested  
25 separately) by a good-faith, absolute and unqualified sale to a  
26 person who

27 (1) Does not own, control, or have any  
28 material interest in two or more daily newspapers,  
29 one of which is published in the 10 counties of  
30 Southern California;

31 (2) Is not ineligible as a purchaser by  
32 virtue of Section IV of this Final Judgment;

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(3) Does not control, or is not controlled by, and is not under common control with, any of the foregoing.

(B) Times Mirror shall furnish to bona fide prospective purchasers all appropriate information regarding the Sun Company and shall permit them to make such inspection of the facilities and operations of the Sun Company as is reasonably necessary for a prospective purchaser to properly advise himself.

(C) At least sixty (60) days in advance of the closing date specified in any contract for the sale of the Sun Company, or of Acme Colorprint Co., Times Mirror shall supply the plaintiff with the name and address of the proposed purchaser and with the complete details concerning the terms and conditions of the proposed sale, together with any other pertinent information. At the same time, Times Mirror shall make known to the plaintiff the names and addresses of all other persons who have made an offer of purchase, together with the terms and conditions thereof. Plaintiff must make known to Times Mirror and to the Court any objection to such sale within thirty (30) days following receipt of the aforementioned information. Within said 30-day period, Times Mirror will furnish any additional pertinent information requested by plaintiff.

(D) Any contract of sale pursuant to this Final Judgment shall require the purchaser to file with this Court its representation that it intends to continue the business of the Sun Company as a going concern engaged primarily in the publication, distribution and sale of daily newspapers, and at the same time to submit to the jurisdiction of the Court and to be bound by the applicable terms of this Final Judgment. In the event Acme Colorprint Co. is separately divested, the terms of this Paragraph (D) shall be equally applicable to its purchaser, as appropriate.

(E) If divestiture is accomplished in whole or in part by an exchange of the stock of the Sun Company, or of the stock of

1 Acme Colorprint Co., or their assets, for the stock of the person  
2 who will thereafter own or control the Sun Company, or Acme Colorpri  
3 Co., Times Mirror is enjoined from voting such stock and Times Mir  
4 will divest itself of such stock within three (3) years from its  
5 acquisition either by way of public offering or to a person or perso  
6 who would otherwise have been eligible under this Final Judgment to  
7 have purchased the stock of the Sun Company. In the event such  
8 divestiture of stock is not accomplished by a public offering, Times  
9 Mirror shall notify plaintiff of the name of the prospective purchas  
10 at least thirty (30) days in advance of the sale of the shares.

11 (F) No divestiture under this Final Judgment shall be  
12 upon terms and conditions or to a person not approved by the Court

13 (G) Within five (5) days of its filing, Times Mirror shall  
14 release this Final Judgment to the trade and financial Press.

15 IV

16 Times Mirror is enjoined and restrained from knowingly  
17 disposing of any shares of stock in the Sun Company or in Acme  
18 Colorprint Co. <sup>OR ANY of their Assets</sup> to any person

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19 (A) Who is an officer or director of Times  
20 Mirror, or who is related to anyone holding such  
21 office;

22 (B) In which Times Mirror owns any material  
23 amount of capital stock or any material financial  
24 interest except as may arise out of divestiture  
25 under Paragraph III of this Final Judgment; or

26 (C) Beneficially owning or having an unrestricted  
27 discretionary power to vote common stock of Times  
28 Mirror in excess of five (5) percent of the total  
29 shares outstanding.

30 V

31 For the purpose of determining or securing compliance with  
32 this Final Judgment and for no other purpose:

1 (A) Duly authorized representatives of the Department of  
2 Justice shall, upon written request of the Attorney General or the  
3 Assistant Attorney General in charge of the Antitrust Division,  
4 and on reasonable notice to Times Mirror made to its principal office,  
5 be permitted, subject to any legally recognized privilege:

6 1. Access during the office hours of Times  
7 Mirror to all books, ledgers, accounts, correspondence,  
8 memoranda and other records and documents in the  
9 possession, custody or control of Times Mirror  
10 which relate to any matters contained in this  
11 Final Judgment; and

12 2. Subject to the reasonable convenience of  
13 Times Mirror, but without restraint or interference  
14 from it, to interview officers, directors, agents  
15 or employees of Times Mirror, who may have counsel  
16 present, regarding any such matters.

17 (B) Upon written request of the Attorney General or the  
18 Assistant Attorney General in charge of the Antitrust Division,  
19 Times Mirror shall submit such reports in writing with respect to the  
20 matters contained in this Final Judgment as may from time to time  
21 be requested; provided, however, that no information obtained by the  
22 means provided in this Section V shall be divulged by any representa-  
23 tive of the Department of Justice to any person other than a duly  
24 authorized representative of the Executive Branch of plaintiff, except  
25 in the course of legal proceedings in which the Department of Justice  
26 is a party for the purpose of securing compliance with this Final  
27 Judgment, or as otherwise required by law.

28 VI

29 Jurisdiction of this cause is retained by this Court for  
30 the purpose of enabling either party to this Final Judgment to apply  
31 to this Court at any time for such further orders and directions as  
32 may be necessary or appropriate for the modification, construction,

1 or carrying out of the provisions of this Final Judgment and for the  
2 enforcement of compliance therewith and the punishment of violations  
3 thereof.

4 VII

5 Times Mirror shall pay all taxable costs herein.

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7 Dated: June 27, 1968.

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9 Warren G. Ferguson  
10 Judge, United States District Cou

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12 **This Final Judgment is approved as to content**  
13 **and form and may be entered forthwith.**

14 Dated: June 27, 1968.

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16 **BERNARD M. HOLLANDER**  
17 **STANLEY E. BIRNEY**

18 By Bernard M. Hollander  
19 **Attorneys, United States**  
20 **Department of Justice**

21  
22 **GLENN, BUSH & CHUTECHER,**  
23 **JULIAN O. VON KALINOWSKI,**  
24 **ROBERT F. HANSEN**

25 By Julie O von Kalinowski  
26 **Attorneys for Times Mirror Co.**