UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,)
Plaintiff,) Case No. 98CV00819 (EGS)
v. CBS CORPORATION and AMERICAN RADIO SYSTEMS CORPORATION,)) CERTIFICATE OF COMPLIANCE) WITH PROVISIONS OF THE) ANTITRUST PROCEDURES AND) PENALTIES ACT)
Defendants.)

Plaintiff, the United States of America, hereby certifies that, in compliance with the Antitrust Procedures and Penalties Act, 15 U.S.C. §§ 16(b)-(h) (the "APPA"), the following procedures have been followed in preparation for entry of a final judgment herein:

- 1. A proposed Final Judgment, and a Stipulation and Order by which the parties have agreed to the Court's entry of the proposed Final Judgment following compliance with the APPA, and a Competitive Impact Statement were filed with the Court in this matter on March 31, 1998.
- 2. Pursuant to 15 U.S.C. § 16(b), the Stipulation, proposed Final Judgment and Competitive Impact Statement were published in the <u>Federal Register</u> on April 13, 1998, Volume 63, at pages 18036 through 18048.
- 3. Pursuant to 15 U.S.C. § 16(b), copies of the Stipulation, proposed Final Judgment and Competitive Impact Statement were furnished to all persons requesting them.
- 4. Pursuant to 15 U.S.C. § 16(b), a summary of the terms of the proposed Final Judgment and the Competitive Impact Statement were published in the <u>Washington Post</u>, a newspaper of general circulation in the District of Columbia, during the period April 7 through April 13, 1998.
 - 5. Defendants have complied with the requirements of 15 U.S.C. § 16(g).

6. Pursuant to 15 U.S.C. §§ 16(b) and (d), the sixty-day comment period for the receipt and consideration of written comments, during which the proposed Final Judgment could

not be entered, terminated on June 12, 1998.

7. As of the date of this Certificate of Compliance, the United States has received no

comments on the proposed Final Judgment.

8. Pursuant to the Stipulation filed on March 31, 1998, and 15 U.S.C. § 16(e), the

Court may enter the Final Judgment after it determines that the Judgment serves the public

interest.

9. The Competitive Impact Statement filed on March 31, 1998 demonstrates that the

proposed Final Judgment satisfies the public interest standard of 15 U.S.C. § 16(e).

10. The United States requests that this Court enter the Final Judgment, and is

authorized to state that defendants join in this request.

Respectfully submitted,

/s/

Allen P. Grunes

Merger Task Force

U.S. Department of Justice

Antitrust Division

1401 H Street, NW, Suite 4000

Washington, D.C. 20530

(202) 307-0001

Dated: June 25, 1998

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Certificate of Service

I, Allen P. Grunes, hereby certify that, on June 25, 1998, I caused the foregoing document to be served on defendants CBS Corporation and American Radio Systems Corporation by having a copy mailed, first-class, postage prepaid, to:

Joe Sims Jones, Day, Reavis & Pogue 1450 G St., N.W. Washington, D.C. 20005 Counsel for CBS Corporation

Timothy J. O'Rourke Dow, Lohnes & Albertson 1200 New Hampshire Ave., N.W. Washington, D.C. 20036 Counsel for American Radio Systems Corporation

> _____/s/___ Allen P. Grunes