

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No.
)	1:99CV01318
)	
COMPUTER ASSOCIATES)	JUDGE: Gladys Kessler
INTERNATIONAL, INC. and)	
PLATINUM TECHNOLOGY)	DECK TYPE: Antitrust
INTERNATIONAL, INC.,)	
)	DATE STAMP: 05/25/99
Defendants.)	

**UNITED STATES' MEMORANDUM IN SUPPORT OF ENTRY
OF HOLD SEPARATE STIPULATION AND ORDER, AND REGARDING
ANTITRUST CONSENT DECREE PROCEDURES**

The United States files this Memorandum to outline the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h) (the "APPA"), that must be followed before the Court may enter the proposed Final Judgment, which would resolve the antitrust violations that the United States alleges would occur if Computer Associates International, Inc. consummates its proposed acquisition of PLATINUM *technology* International, *inc.* ("Platinum"). The APPA applies only to the settlement of antitrust cases brought by the United States.

The parties have also agreed to and filed with the Court a Hold Separate Stipulation and Order ("Hold Separate"). The APPA does not impose any requirements that must be followed before the Court may enter the Hold Separate, and the United States respectfully requests the Court to enter the Hold Separate at this time. The Hold Separate contains the parties' stipulated

consents to entry of the proposed Final Judgment and establishes procedures that the defendants must immediately observe even though the Final Judgment will not be entered before expiration of a public comment period. The purpose of the Hold Separate is to ensure that, prior to the divestitures of the Platinum assets that is required by the proposed Final Judgment, those assets will continue to be maintained as an independent, economically viable, ongoing business concern.

Following are the procedures that must be followed before the Court may enter the proposed Final Judgment:

1. On May 25, 1999, the United States filed the proposed Final Judgment and the Hold Separate, in which defendants agreed to entry of the Final Judgment, and the plaintiff tentatively agreed to entry of the Final Judgment, subject to the opportunity to withdraw its consent before the Final Judgment is entered (Hold Separate § IV.A).
2. The United States will also file a Competitive Impact Statement relating to the proposed Final Judgment, pursuant to the APPA, 15 U.S.C. § 16(b).
3. The APPA requires the United States to publish the proposed Final Judgment and Competitive Impact Statement in the Federal Register 60 days prior to entry of the Final Judgment. 15 U.S.C. § 16(b).
4. The APPA also requires the United States to publish newspaper notices of the proposed Final Judgment and Competitive Impact Statement 60 days prior to entry of the Final Judgment. 15 U.S.C. § 16(c). The notice will inform members of the public that they may submit comments about the Final Judgment to the United States Department of Justice, Antitrust Division.

5. The United States will consider any comments it receives, respond to them, and publish the comments and responses in the Federal Register. 15 U.S.C. § 16(d).

6. Not later than ten (10) days after the filing of the proposed Final Judgment, each defendant must file with the Court a description of any communications, other than communications solely by defendants' counsel of record solely with the U.S. Department of Justice, by or on behalf of such defendant with the United States concerning or relevant to the Final Judgment. Before entry of the proposed Final Judgment, defendants must certify to the Court that they have complied with this disclosure requirement. 15 U.S.C. § 16(g).

7. Pursuant to the APPA, at the expiration of the public comment period, the United States will file with the Court the comments it receives from the public, its responses, and a Motion For Entry of The Final Judgment, unless it withdraws its consent to entry of the Final Judgment pursuant to Section § IV.A of the Hold Separate. 15 U.S.C. § 16(d).

8. After the United States files its Motion For Entry of The Final Judgment, the Court may enter the Final Judgment with or without further hearing, if the Court determines that entry is in the public interest. 15 U.S.C. § 16(e)-(f).

Dated:

Respectfully submitted,

Kent Brown
Attorney, Antitrust Division
U.S. Department of Justice
Computers & Finance Section
600 E Street, N.W., Suite 9500
Washington, D.C. 20530
(202) 307-6200