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**UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION**

<p>21 UNITED STATES OF AMERICA,</p> <p style="text-align: center;">22 Plaintiff,</p> <p style="text-align: center;">23 v.</p> <p>24 VA PARTNERS I, LLC, et al.,</p> <p style="text-align: center;">25 Defendants.</p>	
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Case No. 16-cv-01672 (WHA)

**UNITED STATES’
 EXPLANATION OF CONSENT
 DECREE PROCEDURES**

1 The United States submits this short memorandum summarizing the procedures
2 regarding the Court's entry of the proposed Final Judgment. This Judgment would settle
3 this case pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h)
4 (the "APPA"), which applies to civil antitrust cases brought and settled by the United
5 States.

6 1. Today, the United States has filed this Explanation of Consent Decree
7 Procedures, a proposed Final Judgment and a Stipulation and Order between the parties
8 by which they have agreed that the Court may enter the proposed Final Judgment after
9 the United States has complied with the APPA. The United States has also filed a
10 Competitive Impact Statement relating to the proposed Final Judgment.

11 2. The Stipulation and Order is a document that has been agreed to by both
12 the United States and the Defendants. The United States and the Defendants ask that the
13 Court sign this Order, which ensures that the Defendants will comply with the provisions
14 of the proposed Final Judgment during the pendency of the proceedings required by the
15 Tunney Act. *See* 15 U.S.C. § 16(b)-(h).

16 3. The APPA requires that the United States publish the proposed Final
17 Judgment and the Competitive Impact Statement in the *Federal Register* and cause to be
18 published a summary of the terms of the proposed Final Judgment and the Competitive
19 Impact Statement in certain newspapers at least sixty (60) days prior to entry of the
20 proposed Final Judgment. Defendants in this matter have agreed to arrange and bear the
21 costs for the newspaper notices. The notice will inform members of the public that they
22 may submit comments about the proposed Final Judgment to the United States
23 Department of Justice, Antitrust Division, 15 U.S.C. § 16(b)-(c).

24 4. During the sixty-day period, the United States will consider, and at the
25 close of that period respond to, any comments that it has received, and it will publish the
26 comments and the United States' responses in the Federal Register.

27 5. After the expiration of the sixty-day period, the United States will file with
28 the Court the comments and the United States' responses, and it may ask the Court to

1 enter the proposed Final Judgment (unless the United States has decided to withdraw its
2 consent to entry of the Final Judgment, as permitted by Paragraph (1) of the Stipulation,
3 *see* 15 U.S.C. § 16(d)).

4 6. If the United States requests that the Court enter the proposed Final
5 Judgment after compliance with the APPA, 15 U.S.C. § 16(e)-(f), then the Court may
6 enter the Final Judgment without a hearing, provided that it concludes that the Final
7 Judgment is in the public interest.

8
9 Dated: July 12, 2016

Respectfully submitted,

10
11 /s/ Kathleen S. O’Neill

12 Kathleen S. O’Neill

13 U.S. Department of Justice

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