

UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	
v.)	Civil No.
)	82-260-ORL-CIV-R
TRIBUNE COMPANY and)	
SENTINEL STAR COMPANY,)	Filed: January 20, 1984
)	
Defendants.)	Entered: May 25, 1984

FINAL JUDGMENT

Plaintiff, United States of America, having filed its complaint herein on May 26, 1982, and plaintiff and defendants, by their respective attorneys, having consented to the entry of this final judgment without trial or adjudication of any issue of fact or law herein;

NOW, THEREFORE, before the taking of any testimony, upon consent of the parties hereto, and without this final judgment constituting evidence against or an admission by any party with respect to any issue of fact or law herein, it is hereby ORDERED, ADJUDGED, AND DECREED:

I.

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

II.

As used in this final judgment:

A. "Person" means any natural person or any corporation, partnership, company, sole proprietorship, association, institute, joint venture, firm, or other legal or business entity.

B. "Osceola publications" means the Osceola Shopper (both the Kissimmee and St. Cloud editions), This Week in Osceola County, the Kissimmee Gazette, and the St. Cloud News.

C. "Local advertising" means both retail advertising placed by a merchant or business offering to sell a product or service to the public through one or more retail stores or offices in or near the area to which the advertising is directed, and classified advertising, such as that for employment, sale of real estate, sale of automobiles, purchase or sale of other services or merchandise, and personal messages, that commonly appears in the classified advertising section of a newspaper.

III.

The provisions of this final judgment shall apply to the defendants, Tribune Company and Sentinel Communications Company (formerly Sentinel Star Company); to each of their directors, officers, employees, agents, subsidiaries, divisions, branches, affiliates, successors, and assigns; and to all other persons

in active concert or participation with any of them who shall have received actual notice of this final judgment by personal service or otherwise.

IV.

Defendants shall require, as a condition of the sale or disposition of the Orlando Sentinel or any successor publication, or, of all or substantially all the assets used to publish the Orlando Sentinel or any successor publication, that the acquiring party agree to be bound by the provisions of this final judgment, and that such agreement be filed with the Court.

V.

A. Defendants shall divest their entire interest in the Osceola publications within twelve months of the date of entry of this final judgment. This obligation shall be satisfied if, within the twelve-month period, defendants enter into a binding contract for sale or trade of the Osceola publications that is contingent only upon compliance with the terms of this final judgment and that specifies a prompt and reasonable closing date, and if the sale or trade is completed pursuant to the contract. Divestiture shall be absolute and unconditional and shall be made to a purchaser or purchasers not owned or controlled by defendants. Both the purchaser and the terms and

conditions of sale or trade must be approved by plaintiff or, failing such approval, by the Court. Defendants may satisfy the requirements of this paragraph by divesting less than all of the Osceola publications only if such partial divestiture is specifically approved by plaintiff as constituting substantial compliance with the terms of this final judgment.

B. Upon a showing by defendants that they have vigorously and persistently sought to sell the Osceola publications, that despite their best efforts no reasonable offer has been made, and that appointment of a trustee pursuant to section VI would serve no valid purpose, plaintiff or, if plaintiff does not consent, the Court may extend the period during which defendants must divest the Osceola publications by up to six months.

C. Until the divestiture is completed, defendants shall continue to operate the Osceola publications as going concerns and shall use their best efforts to maintain each publication as a competitive entity.

VI.

A. If defendants have not divested all of the Osceola publications within the period specified in section V, the Court shall, upon application of plaintiff, appoint a trustee to effect the divestiture. The trustee shall have full power and authority to sell the Osceola publications for any

reasonable price and on any reasonable terms and conditions then obtainable, subject to the provisions of section VIII of this final judgment, and shall have such other powers as the Court deems appropriate. Defendants shall use their best efforts to assist the trustee in accomplishing a sale.

B. Following an application to the Court by plaintiff seeking appointment of a trustee, plaintiff and defendant shall promptly seek a mutually acceptable candidate for trustee. Should the parties agree on a candidate, the candidate's name will be submitted to the Court. Should the parties fail to agree on a candidate within fifteen days of the date the application is filed, each party shall propose two candidates for trustee no later than thirty days after the date the application is filed with the Court. The Court shall appoint a trustee from the names submitted.

C. The trustee shall serve at the expense of defendants on such terms and conditions as the Court may prescribe, and shall account for all monies derived from the sale of the Osceola publications and all expenses incurred in the sale. The trustee's compensation shall be structured so as to provide an incentive for the trustee to sell the publications as soon as possible. After approval by the Court of the trustee's accounting, including fees for its services, all remaining monies shall be paid to defendants and the trust shall then be terminated.

VII.

Defendants shall maintain a record of their efforts to divest the Osceola publications, including identification of any person or persons to whom the Osceola publications have been offered or who has expressed an interest in acquiring the publications, the terms and conditions of each offer to purchase or sell, and all correspondence between defendants and prospective purchasers. Plaintiff shall have the right to inspect this information upon request and shall receive a copy of this record every sixty days until divestiture is accomplished.

VIII.

At least fifteen days prior to the closing date of any proposed divestiture pursuant to this final judgment, or two days after execution of a contract for sale or trade of the Osceola publications, whichever is earlier, defendants or the trustee, whichever is then responsible for effecting the divestiture, shall notify the plaintiff of the proposed divestiture. If a trustee is responsible, it shall simultaneously notify defendants. The notice shall set forth the details of the proposed transaction and list the name, address, and telephone number of each person not previously reported who offered or expressed an interest in acquiring the

Osceola publications, together with full details of the offer or expression of interest. Within seven days of receipt by plaintiff of such notice, plaintiff may request additional information concerning the proposed divestiture. Defendants or the trustee, whichever is then responsible for effecting the divestiture, shall furnish the additional information within seven days of receipt of the request. Within fifteen days after receipt of the notice, or within seven days after receipt of the additional information, whichever is later, plaintiff shall notify defendants and the trustee, if there is one, if it objects to the proposed divestiture. If the plaintiff does not object, the sale may be consummated. If plaintiff objects, the proposed sale may not be consummated unless approved by the Court after a hearing. If there is a trustee, the Court shall provide defendants with the opportunity for a hearing on the proposed divestiture should defendants object within fifteen days after the trustee has notified defendants of the proposed sale. If defendants object, the proposed sale may not be consummated unless approved by the Court after a hearing. In the event a hearing is required, the Court shall allow the parties a reasonable period to conduct any necessary discovery.

IX.

Defendants are enjoined from acquiring the stock or assets of any person engaged in publishing, distributing, or selling local advertising in print media in any portion of the primary market area of the Orlando Sentinel, or of any successor publication, as defined by the Audit Bureau of Circulation at the time of the acquisition.

X.

For the purpose of determining or securing compliance with this final judgment, and subject to any legally recognized privilege:

A. Duly authorized representatives of the Department of Justice, upon written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendants, shall be permitted:

1. access during office hours of defendants to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of defendants, who may have counsel present, relating to any matters contained in this final judgment; and

2. subject to the reasonable convenience of defendants and without restraint or interference from them, to interview officers, employees, and agents of defendants, who may have counsel present, regarding any such matters.

B. Upon the written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, defendants shall submit such written reports, under oath if requested, with respect to any of the matters contained in this final judgment as may be requested.

C. No information or documents obtained by the means provided in this section 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 government, 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.

D. If at the time information or documents are furnished to plaintiff, defendants represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and defendants mark each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then ten days notice shall be given by plaintiff to

defendants prior to divulging such material in any legal proceeding to which neither of the defendants is a party, other than a grand jury proceeding.

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, implementation, or modification of any of the provisions of this final judgment, for the enforcement of compliance herewith, and for the punishment of violations hereof.

XII.

This final judgment will expire ten years from its date of entry.

XIII.

Entry of this final judgment is in the public interest.

Dated: May 25, 1984

/s/ Judge John A. Reed, Jr.
United States District Judge