$6.75 for that consent decree and all appendices (27 pages).

Joel M. Gross,

Chief, Environmental Enforcement Section, Environment and Natural Resources Division.

[FR Doc. 99–7972 Filed 3–31–99; 8:45 am]

BILLING CODE 4410–15–M

DEPARTMENT OF JUSTICE

Notice of Lodging of Consent Decree Pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as Amended

Consistent with Departmental policy, 28 CFR 507.7, 38 FR 19029, and 42 U.S.C. 9622(d), notice is hereby given that on March 12, 1999, a proposed Consent Decree in *United States* v. *Janssen Ortho LLC*, Civil Action No. 99–1261 SEC, was lodged with the United States District Court for the District of Puerto Rico. The proposed Consent Decree will resolved the United States' claims under the Comprehensive Environmental Response, Compensation, and Liability Act (''CERCLA''), 42 U.S.C. 9601 *et seq.*, on behalf of the U.S. Environmental Protection Agency (''EPA'') against defendant relating to the Janssen, Inc. Superfund Site (''Site'') located in Gurabo, Puerto Rico. The Complaint alleges that the defendant is liable under section 107(a) of CERCLA, 42 U.S.C. 9607(a).

Pursuant to the Consent Decree, the settling defendant will implement the remedy selected in the September 30, 1997 Record of Decision (''ROD'') for the Site, estimated to cost approximately $15 million, reimburse the United States for 100% of its past costs ($865,972.33) and pay all EPA future response costs, as defined in the Consent Decree.

The Department of Justice will receive for a period of thirty (30) days from the date of this publication comments relating to the proposed consent decree. Any comments should be addressed to the Assistant Attorney General of the Environment and Natural Resources Division, Department of Justice, Washington, DC 20530, and should refer to *United States* v. *Janssen Ortho LLC*, Civil Action No. 99–1261 SEC, D.J. Ref. 90–11–3–1768.

The proposed consent decree may be examined at the Office of the United States Attorney, District of Puerto Rico, Federal Building, Chardon Avenue, Hato Rey, Puerto Rico 00918 and at Region II, Office of the Environmental Protection Agency, 290 Broadway, New York, NY 10007–1866 and at the Consent Decree Library, 1120 G Street, NW, 3rd Floor, Washington, DC 20005, (202) 624–0892. A copy of the proposed consent decree may be obtained in person or by mail from the Consent Decree Library, 1120 G Street, NW, 3rd Floor, Washington, DC 20005. In requesting a copy, please enclose a check (there is a 25 cent per page reproduction cost) in the amount of $41.25 payable to the Consent Decree Library.

Bruce S. Gelber,

Deputy Chief, Environmental Enforcement Section, Environmental and Natural Resources Division.

[FR Doc. 99–7973 Filed 3–31–99; 8:45 am]

BILLING CODE 4410–15–M

DEPARTMENT OF JUSTICE

Notice of Lodging of Consent Decree Pursuant to the Comprehensive Environmental Response, Compensation and Liability Act

In accordance with Departmental policy, 28 CFR 50.7, notice is hereby given that a proposed Consent Decree in *United States* v. *Linda Carroll and Carroll Carolina Corp.*, Civil Action No. 7:99–CV–44–F(1) was lodged with the United States District Court for the Eastern District of North Carolina on March 17, 1999. The proposed Consent Decree resolves the United States' claims against Linda Carroll and Carroll Carolina Corp. pursuant to Section 107 of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 (''CERCLA''), as amended. The settling defendants are alleged to be liable under section 107 of CERCLA for costs incurred and to be incurred by the United States Environmental Protection Agency and others during a cleanup of the Old ATC Refinery Site in Wilmington, North Carolina. Under the Consent Decree, the settling defendants agree to reimburse the United States in the amount of $85,000. The timing of such payment is dependent on various events outlined in the Decree.

The Department of Justice will receive, for a period of thirty (30) days from the date of this publication, comments relating to the proposed Consent Decree. Comments should be addressed to the Assistant Attorney General for the Environment and Natural Resources Division, U.S. Department of Justice, P.O. Box 7611, Washington, DC 20044; and refer to *United States* v. *Linda Carroll et al.*, DOJ Ref. # 90–11–2–1192/2.

The proposed settlement agreement may be examined at the Office of the United States Attorney, 310 New Bern Ave., Suite 800, Raleigh, NC 27601; and at the office of the Environmental Protection Agency, Region 4, 61 Forsyth Street, S.W., Atlanta, GA 30303; and at the Consent Decree Library, 1120 G Street, NW, 3rd Floor, Washington, DC 20005, (202) 624–0892. A copy of the proposed Consent Decree may be obtained in person or by mail from the Consent Decree Library, 1120 G Street, NW, 3rd Floor, Washington, DC 20005. In requesting a copy please refer to the referenced case and enclose a check in the amount of $7.50 (25 cents per page reproduction costs), payable to the Consent Decree Library.

Joel M. Gross,

Chief, Environmental Enforcement Section, Environment and Natural Resources Division.

[FR Doc. 99–7974 Filed 3–31–99; 8:45 am]

BILLING CODE 4410–15–M

DEPARTMENT OF JUSTICE

Antitrust Division

United States v. Central Parking Corporation and Allright Holdings, Inc.; Proposed Final Judgment and Competitive Impact Statement

Notice is hereby given pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. section 16(b) through (h), that a proposed Final Judgment, Stipulation and Competitive Impact Statement have been filed with the United States District Court for the District of Columbia in *United States* v. *Central Parking Corporation and Allright Holdings, Inc.*, No. 1:99CV00652. On March 16, 1999, the United States filed a Complaint alleging that the proposed merger of Central Parking and Allright Holdings would violate section 7 of the Clayton Act, 15 U.S.C. 18. The proposed Final Judgment, filed the same time as the Complaint, requires the defendants to divest their interest in certain parking facilities in Cincinnati and Columbus, Ohio; Nashville, Knoxville, and Memphis, Tennessee; Dallas, Houston, El Paso, and San Antonio, Texas; Baltimore, Maryland; Denver, Colorado; Jacksonville, Tampa, and Miami, Florida; San Francisco, California; Kansas City, Missouri; New York, New York; and Philadelphia, Pennsylvania. Copies of the Complaint, proposed Final Judgment and Competitive Impact Statement are available for inspection on the Antitrust Division's web site (www.usdoj.gov/atr/cases.html); at the Antitrust Division, 325 7th Street, NW Room 215, Washington, DC 20530 (telephone: 202–514–2481); and at the Office of the Clerk of the United States District Court for the District of Columbia, Washington, DC.

Public comment is invited within 60 days of the date of this notice. Comments, with Antitrust Division responses, will be published in the **Federal Register** and filed with the Court. Comments should be directed to Craig Conrath, Chief, Merger Task Force, Antitrust Division, 1401 H Street, NW, Suite 4000, Washington, DC 20530 (Tel. 202–307–0001).

Constance K. Robinson,

Director of Operations and Merger Enforcement.

Stipulation

It is stipulated by and between the undersigned parties, by their respective attorneys, as follows:

1. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the District Court for the District of Columbia;

2. The parties stipulate that a Final Judgment in the form hereto attached may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act (15 U.S.C. 16), and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the Court;

3. The defendants (as defined in Section II of the proposed Final Judgment attached hereto) agree to abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment by the Court, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an order of the Court;

4. In the event the United States withdraws its consent, as provided in paragraph 2 above, or if the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, this Stipulation shall be of no effect whatever, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding;

5. Central and Allright represent that the divestitures ordered in the proposed Final Judgment can and will be made, and that Central and Allright will later raise no claims of hardship or difficulty as grounds for asking the court to modify any of the divestiture provisions contained therein;

6. All parties agree that this agreement can be signed in multiple counterparts.

Dated: March 12, 1999.

For Plaintiff United States

Allee A. Ramadhan (162131),

John C. Filippini (165159),

Joseph M. Miller (439965),

U.S. Department of Justice, Antitrust Division, Merger Task Force, 1401 H Street, NW, Suite 4000, Washington, DC 20005, (202) 307–0001.

For Defendant Central Parking Corporation

David Marx, Jr.,

James H. Sneed (194803),

McDermott, Will & Emery, 227 West Monroe Street, Chicago, IL 60606, (312) 984–7668.

For Defendant Allright Holdings, Inc.

Michael L. Weiner,

Charles B. Crisman, Jr. (240135),

Skadden, Arps, Slate, Meagher & Flom L.L.P., 919 Third Avenue, New York, NY 10022, (212) 735–2632.

Final Judgment

Whereas, plaintiff, the United States of America, and defendants Central Parking Corporation (''Central'') and Allright Holdings, Inc. (''Allright''), 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, and without this Final Judgment constituting any evidence against or an admission by any party with respect to any issue of law or fact herein:

And whereas, defendants have agreed to be bound by the provision of this Final Judgment pending its approval by the Court;

And whereas, the essence of this Final Judgment is the prompt and certain divestiture of parking facilities to ensure that competition is not substantially lessened;

And whereas, plaintiff requires defendants to make certain divestitures for the purpose of preserving competition in the off-street parking services markets specified in the Complaint;

And whereas, defendants have represented to the plaintiff that the divestitures ordered herein can and will be made and that defendants will later raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained below;

Now, therefore, before the taking of any testimony, and without trial or adjudication of any issue of fact or law herein, and upon consent of the parties hereto, it is hereby *ordered, adjudged, and decreed* as follows:

I. Jurisdiction

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

II. Definitions

As used in this Final Judgment:

A. ''Central'' means defendant Central Parking Corporation, a Tennessee corporation with its headquarters in Nashville, Tennessee, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, joint ventures, directors, officers, managers, agents, and employees.

B. ''Allright'' means defendant Allright Holdings, Inc., a Delaware corporation with its headquarters in Houston, Texas, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, joint ventures, directors, officers, managers, agents, and employees.

C. ''Owned Parking Facilities'' shall consist of all assets and properties owned by defendants listed in Schedule A.

D. ''Parking Facility Agreements'' shall consist of all agreements between or among the defendants and the owner or manager of the parking facilities listed in Schedule B.

E. ''Acquirer'' means the entity or entities to whom the defendants divest the Parking Facilities, or that succeed to the defendants' interests in any Parking Facility Agreement that is transferred pursuant to this Final Judgment.

F. ''Parking Facilities'' means the properties listed in Schedules A and B.

G. ''Divest'' or ''Divestiture'' means, (1) in connection with the Owned Parking Facilities listed in Schedule A, their sale, and (2), in connection with the Parking Facilities listed in Schedule B, the transfer of the Parking Facility Agreements by termination or assignment.

III. Applicability

A. The provisions of this Final Judgment apply to the defendants, their successors and assigns, subsidiaries, directors, officers, managers, agents, and employees, and 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.

B. Defendant Central shall require, as a condition of the sale of all or substantially all of its assets, that the Acquirer or Acquirers agree to be bound by the provisions of this Final Judgment; however, defendant Central need not obtain such an agreement from an Acquirer in connection with the divestiture of the Parking Facilities.

IV. Divestitures

A. Defendants are hereby ordered and directed, in accordance with the terms of this Final Judgment, within one hundred and fifty (150) calendar days after the filing of the Complaint in this matter, or within five (5) days after notice of entry of the Final Judgment, whichever is later, to divest all Parking Facilities identified in Schedules A and B to this Final Judgment as viable, ongoing parking services businesses. The divestiture of Parking Facilities shall be to an Acquirer or Acquirers acceptable to the United States in its sole discretion.

B. In accomplishing the divestitures ordered by this Final Judgment, defendants promptly shall make known, by usual and customary means, the availability of the Parking Facilities to be divested. Defendants shall inform any person making an inquiry that the divestiture is being made pursuant to this Final Judgment and provide such person with a copy of this Final Judgment. Defendants shall also offer to furnish to all bona fide prospective Acquirers, subject to customary confidentiality assurances, all information regarding the Parking Facilities customarily provided in a due diligence process except such information subject to attorney-client privilege or attorney work-product privilege. Defendants shall make available such information to the United States at the same time that such information is made available to any other person.

C. Defendants shall permit prospective Acquirers of the Parking Facilities to have access to personnel and to any and all zoning, building, and other permit documents and information, and to make inspection of the Parking Facilities and of any and all financial, operational, or other documents and information customarily provided as part of a due diligence process.

D. Defendants shall use their best efforts to accomplish the divestitures ordered by this Final Judgment as expeditiously as possible. The United States, in its sole discretion, may extend the time period for any divestiture for two (2) additional thirty (30) day periods, not to exceed sixty (60) calendar days in total.

E. Defendants shall use all commercially practical means to enable the Acquirer of any Parking Facility to employ any person whose primary responsibility concerns any parking services business connected with the Parking Facilities. Defendants shall not interfere with any negotiations by any Acquirer to employ any Central or Allright (or former Central or Allright) employee where primary responsibility concerns any parking services business connected with the Parking Facilities. Defendants shall provide to any Acquirer information relating to such personnel to enable the Acquirer to make offers of employment, and defendants shall remove any impediments that may deter these employees from accepting such employment, including but not limited to, non-compete agreements.

F. Defendants shall not take any action, direct or indirect, that will impede in any way the operation of any parking business connected with the Parking Facilities, or take any action, direct or indirect, that would impede the divestiture of any Parking Facility.

G. Defendants may not enter into any agreement to operate any parking business at the facilities listed in Scheduled B within two (2) years of divestiture.

H. Unless the United States otherwise consents in writing, the divestitures pursuant to Section IV, or by trustee appointed pursuant to Section VI, shall include all the Parking Facilities and be accomplished by divesting the Parking Facilities to an Acquirer or Acquirers in such a way as to satisfy the United States, in its sole discretion, that the Parking Facilities can and will be used by the Acquirers as viable ongoing off-street parking services businesses, and the divestitures will remedy the harm alleged in the Complaint. The divestitures, whether pursuant to Section IV or Section VI of the Final Judgment, shall be made to an Acquirer or Acquirers that, in the United States' sole judgment, has the intent and capability (including the necessary managerial, operational, and financial capability) of competing effectively with the defendants in providing off-street parking services.

V. Notice of Proposed Divestitures

A. Within two (2) business days following execution of a definitive agreement, contingent upon compliance with the terms of this Final Judgment, to effect, in whole or in part, any proposed divestiture pursuant to Section IV or VI of this Final Judgment, defendants or the trustee, whichever is then responsible for effecting the divestiture, shall notify the United States of the proposed divestiture. If the trustee is responsible, it shall similarly notify defendants. The notice shall set forth the details of the proposed divestiture.

B. The notice of any proposed divestiture shall list the name, address, and telephone number of each person not previously identified who offered to, or expressed an interest in or a desire to, acquire any ownership, management or leasehold interest in the facility to be divested that is the subject of the binding contract, together with full details of same. Within fifteen (15) calendar days of receipt by the United States of a divestiture notice, the United States, in its sole discretion, may request from defendants, the proposed Acquirer, the trustee, or any other third party additional information concerning the proposed divestiture and the proposed Acquirer. Defendants and the trustee shall furnish any additional information requested from them within fifteen (15) calendar days of the receipt of the request, unless the parties shall otherwise agree. Within thirty (30) calendar days after receipt of the notice, or within twenty (20) calendar days after the United States has been provided the additional information requested from the defendants, the proposed Acquirer, the trustee, or any third party, whichever is later, the United States shall provide written notice to defendants and the trustee, if there is one, stating whether or not it objects to the proposed divestiture. If the United States provides written notice to defendants (and the trustee, if applicable) that it does not object, then the divestiture may be consummated, subject only to defendants' limited right to object to the sale under Section VI(F) of this Final Judgment.

C. Absent written notice that the United States does not object to the proposed Acquirer, or upon objection by the United States, a proposed divestiture under Section IV or Section VI may not be consummated. Upon objection by defendants under the provision in Section VI(F), a divestiture proposed under Section VI shall not be consummated unless approved by the Court.

VI. Appointment of Trustee

A. In the event that defendants have not divested the Parking Facilities as specified in Section IV of this Final Judgment, the Court shall appoint, on

application of the United States, a trustee selected by the United States, to effect the divestiture of each such Parking Facility.

B. After the appointment of a trustee becomes effective, only the trustee shall have the right to divest Parking Facilities.

C. The trustee shall have the power and authority to accomplish any and all divestitures of Parking Facilities at the best price then obtainable upon a reasonable effort by the trustee, subject to the provisions of Sections IV, V, and VI of this final Judgment, and shall have such other powers as the Court shall deem appropriate.

D. Subject to Section VI(G) of this Final Judgment, the trustee shall have the power and authority to hire at the cost and expense of the defendants any investment bankers, attorneys, or other agents reasonably necessary in the judgment of the trustee to assist in the divestitures or terminations, and such professionals and agents shall be accountable solely to the trustee. The trustee shall have the power and authority to accomplish the divestitures at the earliest possible time.

E. The trustee shall have the authority to accomplish the divestitures of Parking Facilities to an Acquirer or Acquirers acceptable to the United States, in its sole discretion, and shall have such other powers as this Court shall deem appropriate.

F. Defendants shall not object to a divestiture by the trustee on any ground other than the trustee's malfeasance. Any such objections by defendants must be conveyed in writing to the United States and the trustee within ten (10) calendar days after the trustee has provided the notice required under Section V of this Final Judgment.

G. The trustee shall serve at the cost and expense of defendants, on such terms and conditions as the Court may prescribe, and shall account for all monies derived from the divestiture of each Parking Facility divested by the trustee. The trustee shall also account for all costs and expenses incurred to accomplish the divestitures. After approval by the Court of the trustee's accounting, including fees for its services and those of any professionals and agents retained by the trustee, all remaining money shall be paid to defendants and the trust shall then be terminated. The compensation of such trustee and of any professionals and agents retained by the trustee shall be reasonable in light of the value of the divested facility and based on a fee arrangement providing the trustee with an incentive based on the price and terms of the divestiture, and the speed with which it is accomplished.

H. Defendants shall use their best efforts to assist the trustee in accomplishing the required divestitures, including best efforts to effect all necessary regulatory approvals. The trustee and any consultants, accountants, attorneys, and other persons retained by the trustee shall have full and complete access to the personnel, books, records, and facilities of the Parking Facilities to be divested, and defendants shall develop financial or other information relevant to the businesses to be divested customarily provided in a due diligence process as the trustee may reasonably request, subject to customary confidentiality assurances. Defendants shall take no action to interfere with or impede the trustee's accomplishment of the divestitures. Defendants shall permit bona fide prospective Acquirers of the Parking Facilities to have reasonable access to personnel and to make such inspection of physical facilities and any and all financial, operational or other documents and other information as may be relevant to the divestitures required by this Final Judgment.

I. After its appointment, the trustee shall file monthly reports with the parties and the Court setting forth the trustee's efforts to accomplish the divestitures ordered under this Final Judgment; provided, however, that to the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. Such reports shall include the name, address and telephone number of each person who, during the preceding month, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the Parking Facilities to be divested, and shall describe in detail each contact with any such person during that period. The trustee shall maintain full records of all efforts made to divest the Parking Facilities.

J. If the trustee has not accomplished such divestitures within ninety (90) days after its appointment, the trustee thereupon shall file promptly with the Court a report setting forth (1) the trustee's efforts to accomplish the required divestitures, (2) the reasons, in the trustee's judgment, why the required divestitures have not been accomplished, and (3) the trustee's recommendations; provided, however, that to the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. The trustee shall at the same time furnish such report to the parties, who shall each have the right to be heard and to make additional recommendations consistent with the purpose of the trust. The Court shall enter thereafter such orders as it shall deem appropriate in order to carry out the purpose of the Final Judgment which may, if necessary, include extending the trust and the term of the trustee's appointment by a period requested by the United States.

VII. Affidavits

A. Within twenty (20) calendar days of the filing of the Complaint in this matter and every thirty (30) calendar days thereafter until the divestitures have been completed pursuant to Section IV or VI of this Final Judgment, defendants shall deliver to the United States an affidavit as to the fact and manner of compliance with Section IV or VI of this Final Judgment. Each such affidavit shall include, *inter alia*, the name, address, and telephone number of each person who, at any time after the period covered by the last such report, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the Parking Facilities to be divested, and shall described in detail each contact with any such person during that period. Each such affidavit shall also include a description of the efforts that defendants have taken to solicit an Acquirer for any and all Parking Facilities, to provide required information to prospective Acquirers, including the limitations, if any, on such information. Assuming the information set forth in the affidavit is true and complete, any objection by the United States to information provided by defendants, including limitations on information, shall be made within fourteen (14) days of receipt of such affidavit.

B. Until one year after all the divestitures have been completed, defendants shall preserve all records of all efforts made to effect each divestiture.

VIII. Compliance Inspection

For purposes of determining or securing compliance with the Final Judgment and subject to any legally recognized privilege, from time to time:

A. Duly authorized representatives of the United States Department of Justice, upon written request of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendants made to their principal offices, 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 the matters contained in this Final Judgment; and

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

B. Upon the written request 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 matter contained in the Final Judgment.

C. No information or documents obtained by the means provided in Sections VII or VIII of this Final Judgment shall be divulged by a representative of the United States to any person other than a duly authorized representative of the Executive Branch of the United States, except in the course of legal proceedings to which the United States is a party (including grand jury proceedings), 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 by defendants to United States, 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 (10) calendar days notice shall be given by the United States to defendants prior to divulging such material in any legal proceeding (other than a grand jury proceeding) to which defendants are not a party.

IX. Retention of Jurisdiction

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 or carrying out of this Final Judgment, for the modification of any of the provisions hereof, for the enforcement of compliance herewith, and for the punishment of any violations hereof.

X. Financing

Defendants are ordered and directed not to finance all or part of any divestiture made pursuant to Sections IV or VI of this Final Judgment.

XI. Termination

Unless this Court grants an extension, this Final Judgment will expire upon the tenth anniversary of the date of its entry.

XII. Public Interest

Entry of this Final Judgment is in the public interest.

Dated _____, 1999.

Court approval subject to procedures of Antitrust Procedures and Penalties Act, 15 U.S.C. 16.

_____

United States District Judge

SCHEDULE A

City	Facility
San Antonio, TX	Allright Facility 45 at 408 Martin St.

SCHEDULE B

City	Facility
Baltimore, MD	Central Facility 40 at 1 South Street.
Cincinnati, OH	Allright Facility 81 at 312 Elm St.
	Central Facility 20 at 30 W. 4th St.
Columbus, OH	Allright Facility 33 at 503 S. Front St.
	Central Facility 117 at 329 State St.
Dallas, TX	Allright Facility 381 at 608 N. St Paul St.
	Allright Facility 382 at 2013 San Jacinto St.
	Allright Facility 383 at 502 N. St Paul St.
	Central Facility 61 at Corner of Routh St. and Ross St.
Denver, CO	Allright Facility 108 at 1801 Market St.
	Allright Facility 268 at 1735 Blake St.
	Allright Facility 269 at 1775 Blake St.
	Allright Facility 485 at 1670 Larimer St.
	Central Facility 21 at 17th and Blake St.
	Central Facility 50 at 1627 California St.
El Paso, TX	Allright Facility 208 at 149 Ochoa St.
	Allright Facility 205 at 605 Myrtle Ave.
Houston, TX	Allright Facility 589 at 1110 Lamar St.
	Central Facility 31 at 1111 Fannin St.
	Allright Facility 168 at 1204 Bagby St.
	Allright Facility 501 at 1000 Bell Ave.
Jacksonville, FL	Allright Facility 13 at 425 W. Adams St.
	Allright Facility 21 at 304 N. Pearl St.
	Allright Facility 22 at 325 N. Broad St.
	Allright Facility 82 at SW Corner Clay/Forsyth.
	Central Facility 107 at 213–4 Julie St.
Kansas City, MO	Allright Facility 155 at 714 E. 11th St.
Knoxville, TN	Allright Facility 110 at 505 Locust St S.W.
	Allright Facility 149 at 408 Church Ave. S.W.
	Allright Facility 181 at 508A Clinch Ave.
Memphis, TN	Allright Facility 335 at 215 Jefferson Ave.

SCHEDULE B—Continued

City	Facility
	Allright Facility 333 at 199 Jefferson Ave.
	Allright Facility 381 at 120 Union Ave.
	Allright Facility 141 at 188 South Main St.
	Central Facility 510 at 54 N. 2nd St.
	Central Facility 511 at 160 Court St.
	Central Facility 512 at 20 S. Front St.
	Central Facility 513 at 100 N. Front St.
	Central Facility 517 at 236 Adams St.
	Central Facility 525 at 444 North Main St.
Miami, FL	Allright Facility 161 at 153 SE 2nd St.
	Central Facility 6136 at 300 SE 3rd Ave.
	Central Facility 6137 at 301 SE 3rd Ave.
	Central Facility 6138 at 200 SE 3rd Ave.
Nashville, TN	Allright Facilities 64 and 118 at 210–220 4th Ave. S.
	Allright Facility 11 at 143 7th Ave. No.
	Allright Facility 34 at 719–721 Church St.
	Allright Facility 115 at 217 7th Ave. So.
	Allright Facility 70 at 703 3rd Ave. N.
	Allright Facility 6 at 168 8th Ave. N.
	Allright Facility 114 at SW Corner of 2nd Ave. S and Molloy St.
	Central Facility 89 at 501 Broadway.
	Central Facility 85 at 149 7th Ave. S.
	Central Facility 27 at 128 8th Ave. N.
	Central Facility 109 at 147 4th Avenue N.
	Central Facility 36 at 144 5th Avenue N.
	Central Facility 53 at 116 5th Avenue N.
	Allright Facilities 35 and 48 at 411 Church St.
New York, NY	Central Facility 2227 at 345 W. 58th St.
	Allright Facility 249 at 14–26 S. William St.
	Allright Facility 41 at 136 W. 40th St.
	Allright Facility 282 at 401–471 W. 42nd St.
Philadelphia, PA	Central Facility 27 at 210 W. Rittenhouse Sq.
	Allright Facility 81 at 1215 Walnut St.
San Antonio, TX	Allright Facility 38 at 422 Bonham St.
	Allright Facility 18 at 309 Elm St.
	Allright Facility 42 at 303 Blum St.
	Central Facility 709 at 300 East Houston St.
	Central Facility 789 at 240 Broadway St.
	Central Facility 790 at 110 Broadway St.
	Central Facility 794 at 213 Broadway St.
San Francisco, CA	Central Facility 135 at 3rd. and Brannan St.
Tampa, FL	Allright Facility 415 at 1001 N. Morgan St.

Certificate of Service

I hereby certify that on March 16, 1999, I served a copy of the Complaint, Final Judgment and Stipulation on each of the defendants listed below:

Counsel for Central Parking Corporation

David Marx, Jr., Esq.,

McDermott, Will & Emery, 227 West Monroe Street, Chicago, IL 60606, (312) 984–7668 (By facsimile and express mail).

Counsel for Allright Holdings, Inc.

Michael L. Weiner, Esq.,

Skadden, Arps, Slate, Meagher & Flom L.L.C., 919 Third Avenue, New York, NY 10022, (212) 735–3000 (By facsimile and express mail).

Joseph M. Miller,

DC Bar No. 439965, U.S. Department of Justice, Antitrust Division, 1401 H Street, NW, Suite 4000, Washington, D.C. 20530, (202) 305–8462.

Competitive Impact Statement

The United States, pursuant to Section 2(b) of the Antitrust Procedures and Penalties Act (''APPA''), 15 U.S.C. 16(b)–(h), files this Competitive Impact Statement relating to be proposed Final Judgment submitted for entry in this civil antitrust proceeding.

I. Nature and Purpose of the Proceeding

The plaintiff filed a civil antitrust Complaint in this Court on March 16, 1999, alleging that the proposed merger between Central Parking Corporation (Central) and Allright Holdings, Inc. (Allright) would violate section 7 of the Clayton Act, 15 U.S.C. 18. The Complaint alleges that Central and Allright own, lease, and manage off-street parking facilities for motorists in several cities of the United States, and that they are direct and substantial competitors of each other in certain local parking markets identified in the Complaint. The Complaint also states that Central is the largest parking management company, in terms of parking locations, spaces, and parking revenues, that Allright is the second largest parking management company in

the United States, and that they are two of only four such companies with a nationwide presence. The proposed acquisition would give Central a dominant market share of off-street parking facilities for motorists in local markets identified in the Complaint. In such markets, meaningful entry would be unlikely, untimely, and insufficient to undermine anticompetitive effects likely to result from the proposed merger.

The prayer for relief seeks: (a) adjudication that Central's proposed merger with Allright would violate section 7 of the Clayton Act; (b) permanent injunctive relief preventing the consummation of the proposed acquisition; (c) and such relief as is proper.

A proposed settlement has now been reached which is designed to eliminate the anticompetitive effects likely to result from the proposed merger. Within five months after the filng of the Complaint in this case, the defendants have agreed to divest their parking facilities in those local markets in which they are likely to be able to exert market power as a result of the proposed merger. A Stipulation and proposed Final Judgment embodying the settlement has been filed with the Court.

The proposed Final Judgment orders the defendants to divest certain of their off-street parking facilities which they operate, within five months after the filing of the Complaint in this case, unless the United States grants an extension of time. If the defendants fail to divest these parking properties within the five month period, the Court may appoint a trustee to divest the parking facilities identified in the Final Judgment. The proposed Final Judgment also prohibits the defendants from taking any action that would impede the operation of the parking facilities. The proposed Final Judgment also requires that the divestitures be made to an acquirer or acquirers that have the capability and intent to compete effectively in the provision of off-street parking services.

The plaintiff and the defendants have stipulated that the proposed Final Judgment may be entered after compliance with the APPA. Entry of the proposed Final Judgment would terminate this action, except that the Court would retain jurisdiction to construe, modify, or enforce the provisions of the proposed Final Judgment and to punish violations thereof.

II. The Alleged Violations

A. The Defendants

Central is headquartered in Nashville, Tennessee and provides off-street parking services to motorists in the United States, Canada, Mexico, Germany, Spain, and Malaysia. It is the largest company in the United States offering such services, in terms of the number of facilities. The company operates over 2,400 parking facilities containing over a million spaces. Its portfolio of parking facilities include owned, leased and managed properties. In fiscal year 1997, Central had revenues of $222,976,000.

Allright is headquartered in Houston, Texas and provides off-street parking services to motorists in the United States. The company is currently 44.5% owned by Apollo Real Estate Investment Fund II, L.P., 44.5% owned by AEW Partners L.P., 9.1% owned by management, and 1.9% owned by certain financial advisors to Apollo and AEW and one member of the previous Allright management team. It is the second largest parking company, in terms of the number of locations in the United States. Allright operates over 2,300 parking facilities containing nearly 600,000 spaces. Like Central, its portfolio of parking facilities includes owned, leased and managed properties. In fiscal year 1997, Allright had annual revenues of $178,637,000.

B. Description of the Events Giving Rise to the Alleged Violation

On or about September 21, 1998, Central and Allright entered into an agreement whereby Allright will become a wholly owned subsidiary of Central, which will continue as the surviving entity in structure and in name. Current Central shareholders will own approximately 80% of Central's common stock, and current Allright shareholders will own approximately 20% of Central's common stock. The total value of the proposed merger at the time it was announced was approximately $585 million.

C. Anticompetitive Consequences of the Proposed Merger

The Complaint alleges that off-street parking services for motorists constitutes a line of commerce, or relevant product market, for antitrust purposes. It also alleges that relevant geographic markets in which to measure the effects of the proposed merger are no larger than the central business districts (CBDs) of the cities identified in the Complaint. The Complaint further alleges that Central and Allright are direct and substantial competitors in offering off-street parking services to consumers.

Central and Allright establish parking prices, either unilaternally or in conjunction with the owners of parking facilities, on a location-by-location basis. In determining the appropriate price and service for any location, the defendants consider the prices charged by other providers of off-street parking services in the geographic market, as well as overall demand for parking services, and the availability of other off-street parking locations. The Complaint alleges that the proposed merger threatens competition by substantially increasing Central's market shares in the relevant markets, and accordingly, would allow Central to exercise substantial control over prices and services available to consumers.

Entry into the relevant markets is unlikely to occur in response to a small but significant price increase. To enter a relevant market and discipline a noncompetitive price increase, a firm must add to the supply of parking spaces that motorists view as substitutes. Creation of new parking spaces in a CBD, however, is most often a byproduct of construction or tearing down of buildings. Given the local character of competition, the cost of land, the limited availability of substitutable parking facilities, and the alternative options for the use of convenient land in the market, entry cannot be viewed as a likely and timely response that would undermine an anticompetitive price increase.

III. Explanation of the Proposed Final Judgment

The proposed Final Judgment would preserve competition in the relevant markets identified in the Complaint by reducing Central's market share where Central would be dominant as a result of the proposed merger. To that end, it requires the divestiture of 74 off-street parking facilities owned, leased or managed by Central and Allright in 18 cities. This relief is designed to ensure that the merger does not increase Central's market share in the local markets of the relevant cities to a level likely to lend to the exercise of market power.

Section IV of the proposed Final Judgment requires the defendants to divest those parking facilities identified in Schedules A and B of the Final Judgment as viable, ongoing businesses. Under the proposed Final Judgment, the defendants must take all reasonable steps necessary to accomplish quickly the divestiture of the specified assets, and shall cooperate with bona fide prospective purchasers by supplying all

information relevant to the proposed sale. Unless the United States grants an extension of time, the defendants must divest the parking facilities within 150 days after the Complaint is filed. Until the divestitures take place, the parking properties must continue to be operated as parking facilities.

The defendants are also prohibited from entering into any agreement to operate any of the leased or managed properties divested within two (2) years of the divestiture.

If the defendants fail to divest any of the parking facilities within the time period specified in the Final Judgment, or extension thereof, the Court, upon application of the United States, shall appoint a trustee to effect the required divestitures. If a trustee is appointed, Section VI of the proposed Final Judgment provides that the defendants will pay all costs and expenses of the trustee and any professionals and agents retained by the trustee. The compensation paid to the trustee and any persons retained by the trustee shall be reasonable and shall be based on a fee arrangement providing the trustee with an incentive based on the price and terms of the divestitures and the speed with which they are accomplished. After appointment, the trustee will file monthly reports with the United States, the defendants and the Court, setting forth the trustee's efforts to accomplish the divestitures ordered under the proposal Final Judgment. If the trustee has not accomplished the divestitures within ninety (90) days after its appointment, the trustee shall promptly file with the Court a report setting forth (1) the trustee's efforts to accomplish the required divestitures, (2) the reasons, in the trustee's judgment, why the required divestitures have not been accomplished, and (3) the trustee's recommendations. At the same time, the trustee will furnish such report to the United States and defendants, who will each have the right to be heard and to make additional recommendations consistent with the purpose of the trust.

The relief in the proposed Final Judgment is intended to remedy the likely anticompetitive effects of the proposed merger between Allright and Central. Nothing in the proposed Final Judgment is intended to limit the United States's ability to investigate or bring actions, where appropriate, challenging other past or future activities of the defendants.

IV. Remedies Available to Potential Private Litigants

Section 4 of the Clayton Act, 15 U.S.C. 15, provides that any person who has been injured as a result of conduct prohibited by the antitrust laws may bring suit in federal court to recover three times the damages the person has suffered, as well as costs and reasonable attorneys' fees. Entry of the proposed Final Judgment will neither impair nor assist the bringing of any private antitrust damage action. Under the provisions of Section 5(a) of the Clayton Act, 15 U.S.C. 16(a), the proposed Final Judgment has no *prima facie* effect in any subsequent private lawsuit that may be brought against defendants.

V. Procedures Available for Modification of the Proposed Final Judgment

The United States and the defendants have stipulated that the proposed Final Judgment may be entered by the Court after compliance with the provisions of the APPA, provided that the United States has not withdrawn its consent. The APPA conditions entry upon the Court's determination that the proposed Final Judgment is in the public interest.

The APPA provides a period of at least sixty (60) days preceding the effective date of the proposed Final Judgment within which any person may submit to the United States written comments regarding the proposed Final Judgment. Any person who wishes to comment should do so within sixty (60) days of the date of publication of this Competitive Impact Statement in the **Federal Register**. The United States will evaluate and respond to the comments. All comments will be given due consideration by the Department of Justice, which remains free to withdraw its consent to the proposed Final Judgment at any time prior to its entry. The comments and the response of the United States will be filed with the Court and published in the **Federal Register**.

Any such written comments should be submitted to: Craig W. Conrath, Chief, Merger Task Force, Antitrust Division, United States Department of Justice, 1401 H Street, NW, Suite 4000, Washington, DC 20530.

The proposed Final Judgment provides that the Court retains jurisdiction over this action, and the parties may apply to the Court for any order necessary or appropriate for the modification, interpretation, or enforcement of the Final Judgment.

VI. Alternatives to the Proposed Final Judgment

The United States considered, as an alternative to the proposed Final Judgment, the filing of a complaint and a full trial on the merits of its complaint. The United States is satisfied, however, that the divestitures as called for by the proposed Final Judgment and other relief contained in the proposed Final Judgment will preserve viable competition in the relevant markets. Thus, the proposed Final Judgment would achieve the relief the Government would have sought through litigation, but avoids the time, expense and uncertainty of a full trial on the merits of the complaint.

VII. Standard of Review Under the APPA for Proposed Final Judgment

The APPA requires that proposed consent judgments in antitrust cases brought by the United States be subject to a sixty (60) day comment period, after which the court shall determine whether entry of the proposed Final Judgment ''is in the public interest.'' In making that determination, the court may consider—

(1) The competitive impact of such judgment, including termination of alleged violations, provisions for enforcement and modification, duration or relief sought, anticipated effects of alternative remedies actually considered, and any other considerations bearing upon the adequacy of such judgment;

(2) The impact of entry of such judgment upon the public generally and individuals alleging specific injury from the violations set forth in the complaint including consideration of the public benefit, if any, to be derived from a determination of the issues at trial.

15 U.S.C. 16(e). As the United States Court of Appeals for the D.C. Circuit recently held, this statute permits a court to consider, among other things, the relationship between the remedy secured and the specific allegations set forth in the government's complaint, whether the decree is sufficiently clear, whether enforcement mechanisms are sufficient, and whether the decree may positively harm third parties. *See United States* v. *Microsoft,* 56 F.3d 1448, 1461–62 (D.C. Cir. 1995).

In conducting this inquiry, ''[t]he Court is nowhere compelled to go to trial or to engage in extended proceedings which might have the effect of vitiating the benefits of prompt and less costly settlement through the consent decree process.'' [1] Rather,

[1] 119 Cong. Rec. 24598 (1973). *See United States* v. *Gillette Co.,* 406 F. Supp. 713, 715 (D. Mass. 1975). A ''public interest'' determination can be made properly on the basis of the Competitive Impact Statement and Response to Comments filed pursuant to the APPA. Although the APPA authorizes the use of additional procedures, 15 U.S.C. 16(f), those procedures are discretionary. A court need not invoke any of them unless it believes that the comments have raised significant issues and that further proceedings would aid the court in resolving those issues. *See* H.R. Rep. 93–1463, 93rd

[a]bsent a showing of corrupt failure of the government to discharge its duty, the Court, in making its public interest finding, should . . . carefully consider the explanations of the government in the competitive impact statement and its responses to comments in order to determine whether those explanations are reasonable under the circumstances.

United States v. *Mid-America Dairymen, Inc.*, 1997–1 Trade Cas. ¶ 61,508, at 71.980 (W.D. Mo. 1997).

Accordingly, with respect to the adequacy of the relief secured by the decree, a court may not ''engage in an unrestricted evaluation of what relief would best serve the public.'' *United States* v. *BNS, Inc.*, 858 F.2d 456, 462 (9th Cir. 1988), *citing United States* v. *Bechtel Corp.*, 648 F.2d 660, 666 (9th Cir. 1981); *see also Microsoft*, 56 F.3d at 1460–62. Precedent requires that

the balancing of competing social and political interests affected by a proposed antitrust consent decree must be left, in the first instance, to the discretion of the Attorney General. The court's role in protecting the public interest is one of insuring that the government has not breached its duty to the public in consenting to the decree. The court is required to determine not whether a particular decree is the one that will best serve society, but whether the settlement is ''*within the reaches of the public interest.*'' More elaborate requirements might undermine the effectiveness of antitrust enforcement by consent decree.[2]

The proposed Final Judgment, therefore, should not be reviewed under a standard of whether it is certain to eliminate every anticompetitive effect of a particular practice or whether it mandates certainty of free competition in the future. Court approval of a final judgment requires a standard more flexible and less strict than the standard required for a finding of liability. ''[A] proposed decree must be approved even if it falls short of the remedy the court would impose on its own, as long as it falls within the range of acceptability or is within the reaches of public interest.'' [3]

This is strong and effective relief that should fully address the likely competitive harm posed by the proposed merger.

VIII. Determinative Documents

There are no determinative materials or documents within the meaning of the APPA that were considered by the United States in formulating the proposed Final Judgment.

Dated: March 23, 1999.

Respectfully submitted,

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Cong. 2d Sess. 8–9 (1974), *reprinted in* U.S.C.C.A.N. 6535, 6538.

[2] *Bechtel*, 648 F.2d at 666 (citations omitted)(emphasis added); *see BNS*, 858 F.2d at 463; *United States* v. *National Broadcasting Co.*, 449 F. Supp. 1127, 1143 (C.D. Cal. 1978); *Gillette*, 406 F. Supp. at 716. *See also Microsoft*, 56 F.3d at 1461 (whether ''the remedies [obtained in the decree are] so inconsonant with the allegations charged as to fall outside of the 'reaches of the public interest' '')(citations omitted).

[3] *United States* v. *American Tel, and Tel Co.*, 552 F. Supp. 131, 151 (D.D.C. 1982), *aff'd. sub nom. Maryland* v. *United States*, 460 U.S. 1001 (1983), *quoting Gillette Co.*, 406 F. Supp. at 716 (citations omitted); *United States* v. *Alcan Aluminum Ltd.*, 605 F. Supp. 619, 622 (W.D. Ky. 1985).

DEPARTMENT OF JUSTICE

Drug Enforcement Administration

Manufacturer of Controlled Substances; Notice of Registration

By Notice dated October 1, 1998, and published in the **Federal Register** on October 9, 1998 (63 FR 54490), Ansys Diagnostics, Inc., 25200 Commercentre Drive, Lake Forest, California 92630, made application by renewal to the Drug Enforcement Administration (DEA) to be registered as a bulk manufacturer of the basic classes of controlled substances listed below:

Drug	Schedule
Phencyclidine (7471)	II
1-Piperidinocyclohexane-carbonitrile (PCC) (8603)	II
Benzoylecgonine (9180)	II

The firm plans to manufacture the listed controlled substances to produce standards and controls for in-vitro diagnostic drug testing systems.

DEA has considered the factors in Title 21, United States Code, section 823(a) and determined that the registration of Ansys Diagnostics, Inc. to manufacture the listed controlled substances is consistent with the public interest at this time. DEA has investigated Ansys Diagnostics, Inc. on a regular basis to ensure that the company's continued registration is consistent with the public interest. These investigations have included inspection and testing of the company's physical security systems, audits of the company's records, verification of the company's compliance with state and local laws, and a review of the company's background and history. Therefore, pursuant to 21 U.S.C. 823 and 28 CFR 0.100 and 0.104, the Deputy Assistant Administrator, Office of Diversion Control, hereby orders that the application submitted by the above firm for registration as a bulk manufacturer of the basis classes of controlled substances listed above is granted.

Dated: March 17, 1999.

John H. King,

Deputy Assistant Administrator, Office of Diversion Control, Drug Enforcement Administration.

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DEPARTMENT OF JUSTICE

Drug Enforcement Administration

[Docket No. 97–19]

Cadiz Thrift-T Drug, Inc., Termination of Registration

On June 3, 1997, the Deputy Assistant Administrator, Office of Diversion Control, Drug Enforcement Administration (DEA) issued an Order to Show Cause to Cadiz Thrift-T Drug, Inc. (Respondent) of Cadiz, Kentucky, notifying it of an opportunity to show cause as to why DEA should not revoke its DEA Certificate of Registration BC5009421 pursuant to 21 U.S.C. 824(a)(1), (2) and (4), and deny any applications for renewal of such registration as a retail pharmacy pursuant to 21 U.S.C. 823(f), for reason that the pharmacy ''falsified an application for registration, an owner-operator of the pharmacy was convicted of a felony related to controlled substances, and your continued registration is inconsistent with the public interest. . . .''

By letter dated June 30, 1997, Respondent filed a request for a hearing, and following prehearing procedures, a hearing was held in Nashville, Tennessee on October 29 and 30, 1997, before Administration Law Judge Gail A. Randall. At the hearing, both parties called witnesses to testify and introduced documentary evidence. After the hearing both parties filed proposed findings of fact, conclusions of law and argument. On July 31, 1998, Judge Randall issued her Opinion and Recommended Ruling, recommending that Respondent's DEA registration be revoked, but that the revocation be stayed for three years.

On August 20, 1998 both parties filed exceptions to the Opinion and Recommended Ruling of the Administrative Law Judge. In addition, on August 20, 1998, Respondent filed a Motion to Dismiss arguing that Respondent has ceased doing business