

any purchase made pursuant to Sections IV or V of this Final Judgment.

IX

Preservation of Assets

Until the divestitures required by the Final Judgment have been accomplished:

A. Defendant shall take all steps necessary to assure that Sabreliner's Cargo and General Aviation Business will be maintained as separate and independent economically viable, ongoing businesses with Midcoast's assets required for the provision of Midcoast's transient fuel services (including leaseholds, contracts, management, operations, and books and records) separate, distinct and apart from those of Sabreliner. The defendant shall use all reasonable efforts on behalf of Sabreliner's Cargo and General Aviation Business to maintain and increase sales of transient fuel and other services to general aviation customers at Lambert Field, and otherwise maintain the business as a viable and active competitor at Lambert Field.

B. The defendant shall not sell, lease, assign, transfer or otherwise dispose of, or pledge as collateral for loans (except such loans as are currently outstanding or replacements of substitutes therefore), assets required to be divested pursuant to Sections IV or V except that any component of such assets as is replaced in the ordinary course of business with a newly purchased component may be sold or otherwise disposed of, provided the newly purchased component is so identified as a replacement component for one to be divested.

C. The defendant shall provide capital and provide and maintain sufficient working capital to maintain Sabreliner's Cargo and General Aviation Business, as viable, ongoing businesses consistent with the requirements of Section IX(A).

D. The defendant shall preserve the assets required to be divested pursuant to Section IV and V, except those replaced with newly acquired assets in the ordinary course of business, in a state of repair equal to their state of repair as of the date of this Final Judgment, ordinary wear and tear excepted. Defendant shall preserve the documents, books and records of Midcoast until the date of divestiture of Sabreliner's Transient Fuel Business and shall preserve the documents, books and records of Sabreliner's Cargo and General Aviation Business until the date of divestiture of that business.

E. Except in the ordinary course of business, or as is otherwise consistent with the requirements of Section IX, the

defendant shall refrain from terminating or altering one or more current employment, salary, or benefit agreements for one or more executive, managerial, sales, marketing, engineering, or other technical personnel of Sabreliner's Cargo and General Aviation Business, including its Transient Fuel Business, and shall refrain from transferring any employee so employed without the prior approval of plaintiff.

F. Defendant shall refrain from taking any action that would jeopardize the sale of Sabreliner's Cargo and General Aviation Business.

X

Compliance Inspection

For the 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 Department of Justice shall, upon written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendant made to its principal office, be permitted:

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

2. Subject to the reasonable convenience of such defendant and without restraint or interference from it, to interview officers, employees, and agents of such defendant, 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 made to defendant's principal office, such defendant 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 X shall be divulged by a representative of the Department of Justice 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 defendant to plaintiff, defendant represents and identifies 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 defendant marks 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) days notice shall be given by plaintiff to defendant prior to divulging such material in any legal proceeding (other than a grand jury proceeding).

XI

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.

XII

Termination

This Final Judgment will expire on the tenth anniversary of the date of its entry.

XIII

Public Interest

Entry of this Final Judgment is in the public interest.

Dated:

United States District Judge

Competitive Impact Statement

United States of America, Plaintiff, v. Sabreliner Corporation, Defendant.
Case Number 1:95CV00241
Judge: Stanley Sporkin
Deck Type: Antitrust
Date Stamp: 02/06/95

Pursuant to Section 2(b) of the Antitrust Procedures and Penalties Act ("APPA"), 15 U.S.C. (b)-(h), the United States of America files this Competitive Impact Statement relating to the proposed Final Judgment submitted for entry with the consent of Sabreliner Corporation in this civil antitrust proceeding.

I

Nature and Purpose of the Proceeding

On February 6, 1995, the United States filed a Complaint alleging that the