

and paperback books, located in Philadelphia, Pennsylvania, among

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other things to divest itself of certain acquisitions challenged as anti-competitive by the Commission. Respondent is further prohibited from acquiring any corporate stock or assets without prior Federal Trade Commission approval and required to cease coercing and intimidating its competitors.

COMPLAINT

The Federal Trade Commission, having reason to believe that the respondent named above has violated and is now violating the provisions of Section 7 of the Clayton Act, as amended, (U.S.C. Title 15, Section 18) and/or Section 5 of the Federal Trade Commission Act (U.S.C. Title 15, Section 45) through the acquisition of the stock or assets of various firms described herein, hereby issues its complaint pursuant to the provisions of Section 7 of the aforesaid Clayton Act and Section 5 of the Federal Trade Commission Act stating its charges in this respect as follows:

DEFINITIONS

1. For the purposes of this complaint, the following definitions shall apply:

(a) "Wholesaler"—any person or firm engaged in the business of purchasing and reselling periodicals or paperbacks to newsstands, bookstores, variety stores and other retail outlets. Includes any such person or firm, whether designated as wholesaler, wholesale agency, wholesale distributor, rack jobber, or otherwise. Includes both "city operation" and "reship operation wholesalers."

(b) "City operation"—a wholesale operation whereby delivery to retail outlets is effected by the use of vehicles operated by the wholesaler.

(c) "Reship operation"—a wholesale operation whereby delivery to retail outlets is effected by mail or common carrier and the wholesaler is paid a special rate by the publishers for incurring this added expense.

(d) "Periodicals"—paper cover magazines and comic books. Excludes newspapers. Excludes hard cover materials.

(e) "Paperbacks"—paperbound books. Excludes hard cover publications.

ARA Services, Inc.

2. Respondent, ARA Services, Inc., formerly Automatic Retailers of America, Inc., is a corporation organized in February 1959, *sub nomine*, Davison Automatic Merchandising Co., Inc., and existing under the laws of the State of Delaware. Its principal office is located at Lombard at 25th Street, Philadelphia, Pennsylvania. The executive offices are located at 10889 Wilshire Boulevard, Los Angeles, California.

3. Respondent and its subsidiaries and affiliates (collectively designated herein as "ARA") is the largest wholesaler in the United States of periodicals and paperbacks for resale through newsstands and other retail outlets. ARA is one of the largest suppliers of vending and manual food services in the United States and is also engaged in such business in the Dominion of Canada and in Puerto Rico. ARA also is engaged in supplying retailer promotional services and professional management and technical consulting services, including professional construction contract management and consulting.

4. ARA's total revenue, net income, and total assets have increased in each year at least since 1962. In 1967, the year preceding the first of the acquisitions, described in Paragraphs 11 through 22 hereof, ARA's consolidated domestic revenue was \$366,012,000; net income, after tax, was \$9,545,000; and total assets at year's end were \$159,882,000. In 1970, ARA's consolidated domestic sales were \$648,399,000; net income after taxes was \$18,610,000; and total assets at year's end amounted to \$285,707,000.

5. At least since September 1968, respondent regularly has purchased and received from out-of-state sources a substantial amount of goods purchased by it for resale in the United States. In the course and conduct of its business, ARA is engaged in commerce, as "commerce" is defined in the Clayton Act and in the Federal Trade Commission Act, and has been continuously so engaged, at least since September 1968.

Trade and Commerce

6. The distribution and sale by wholesalers of periodicals and paperbacks to retail outlets, such as newsstands, drug stores

and variety stores, represents more than \$500 million in sales annually. Although such publications are on occasion purchased by retailers directly from publishers, the overwhelming majority of periodicals and the majority of paperbacks are purchased by retail outlets from wholesalers.

7. In the United States, there are approximately 600 local wholesalers which service retail accounts with periodicals and paperbacks in urban areas by use of the wholesalers' own vehicles. Retail accounts in rural areas, and areas where direct delivery by a city operation wholesaler are not feasible, are often serviced by reship operations which utilize mail and common carrier to accomplish delivery. There are presently about 11 reship operations in the United States.

8. Most paperback and periodical publishers use the services of "national distributors" in their dealings with the wholesalers. These national distributors may handle only paperbacks and periodicals they publish themselves or they may represent as many as 60 outside publishers. There are about 16 national distributors which supply most of the periodicals and paperbacks that are handled by the wholesalers in the United States.

9. Local wholesalers constitute the most convenient and sometimes the only feasible source of supply for most periodicals and paperbacks of a type sold by most newsstands, variety stores, drug stores and other retail outlets. One wholesaler usually serves all retailers in any given geographic area.

10. ARA's growth in wholesale periodical and paperback distribution has come about through a series of acquisitions, hereinafter specified, beginning in or about September 1968, with its first acquisition in this field. By the year 1969, ARA accounted for about 9.4 percent of the sales by all wholesalers in the United States. As a result of additional acquisitions, in 1970 it raised its national market share to about 12 percent and to about 16 percent in 1971. ARA's acquisitions of city and reship operation wholesale agencies enabled it in 1971 to account for about 50 percent of the sales by all wholesalers for the State of California, almost 100 percent for the States of Hawaii and Oklahoma, and about 80 percent of sales to rural areas in the United States which are serviced by reship operations.

The Acquired Companies

11. In or about September 1968, ARA acquired all or substantially all of the stock of twelve affiliated companies (hereinafter referred to as the "District News Group"), including the following named companies:

(a) District New Company, Inc. (a Delaware corporation)—a city operation engaged in publication distribution in and around Washington, D.C.

(b) Norfolk News Agency, Inc. (a Virginia corporation)—a city operation engaged in publication distribution in and around Norfolk, Virginia.

(c) Peninsula News Company, Inc. (a Virginia corporation)—a city operation engaged in publication distribution in and around Newport News, Virginia.

(d) Milwaukee News Company, Inc. (a Virginia corporation)—a city operation engaged in publication distribution in and around Milwaukee, Wisconsin.

The District News Group also operated newsstands and ancillary food and gift shop services at seven different airports and at one major hotel.

Sales in 1967 for the District News Group were about \$22,170,000, and profits were about \$817,000.

12. In or about April 1969, ARA acquired all or substantially all of the stock of Sunset News Company (a California corporation)—a city operation engaged in publication distribution in and around Los Angeles, California. For the period of from January 28, 1968 to December 28, 1968, this company had sales of \$8,703,515, net earnings of \$986,761 and total assets of \$902,768.

Upon consummation of the acquisitions described in this Paragraph 12 and in Paragraph 11 above, ARA had acquired approximately 5 percent of the annual sales by all wholesalers in the United States. The acquisitions specified in those paragraphs provided ARA with bases of operation in the wholesale periodical and paperback distribution business on both the east and west coast and in the Northern Midwest areas of the United States.

13. In or about April 1969, ARA acquired all or substantially

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all of the stock of Golden Gate Magazine Company and affiliated companies (hereinafter referred to as the "Golden Gate Group"). At the time of acquisition, the group, all California corporations, included:

(a) Golden Gate Magazine Company—a city operation engaged in publication distribution in and around San Francisco, California. For the year ending February 28, 1969, this company had sales of \$4,039,426, retained earnings of \$158,478, and total assets of \$1,180,294.

(b) Western News Supply Company—a reship operation located in Fresno, California, engaged in publication distribution in the States of California and Nevada. For the year ended March 31, 1969, this company had sales of \$2,682,888, retained earnings of \$57,062, and total assets of \$777,951.

(c) Independent Magazine Distributing Company—a city operation engaged in publication distribution in and around San Pedro, California. For the year ended March 31, 1969, this company had sales of \$1,984,088, net profit of \$60,365, and total assets of \$740,612.

(d) Redwood News Agency, Inc.—a city operation engaged in publication distribution in and around Healdsburg, California.

(e) Redding Red Bluff News Agency—a city operation engaged in publication distribution in and around Redding, California.

14. In or about September 1969, ARA acquired all or substantially all of the stock of Downs News Agency (a sole proprietorship)—a city operation engaged in publication distribution in and around Fredericksburg, Virginia.

15. In or about October 1969, ARA acquired all or substantially all of the stock of Inter-City Magazine Company, Ltd. and affiliated companies (hereinafter referred to as the "Inter-City Group"). Companies acquired included:

(a) Capital News, Inc. (a California corporation)—a city operation engaged in publication distribution in and around Sacramento, California. For the year ended May 31, 1969, this company had sales of \$2,219,750, net income of \$119,499, and net assets of \$1,023,026.

(b) Hawaiian Magazine Distributors (a limited partnership)—a city operation engaged in publication distribution in and around Honolulu, Hawaii. For the year ended January 31, 1969,

this company had sales of \$4,114,168, profits of \$738,820, and assets of \$1,916,725.

(c) Inter-City Magazine Co., Ltd. (a partnership)—a city operation engaged in publication distribution in and around Burbank, California. For the year ended March 31, 1969, this company had sales of \$7,409,511, profits of \$580,912, and assets of \$2,899,565.

(d) Keenan News, Inc. (a corporation)—a city operation engaged in publication distribution in and around Spokane, Washington. For the year ended June 30, 1969, this company had sales of \$1,077,098, retained earnings of \$186,474 and assets of \$381,819.

(e) Yakima News, Inc. (a corporation)—a city operation engaged in publication distribution in and around Yakima, Washington. For the year ended May 31, 1969 this company had sales of \$516,934, net income of \$44,016 and assets of \$171,220.

(f) Buchanon News Agency, Inc. (a corporation)—a wholesale agency engaged in publication distribution in and around Pasco, Washington.

16. In or about January 1970, ARA acquired all or substantially all of the stock of Northwest Magazine Distribution Company (a Washington corporation)—a reship operation located in Seattle, Washington and engaged in publication distribution in the States of Washington, Idaho, Montana, Oregon and Alaska. For the year ended September 30, 1969, this company had sales of \$2,457,489, net income of \$223,684, and total assets of \$598,344.

17. In or about March 1970, ARA acquired all or substantially all of the stock of Pioneer News Company (a California corporation)—a city operation engaged in publication distribution in and around Roseville, California. For the year 1969, this company had sales of \$905,268, profits of \$21,709, and total assets of \$214,917.

18. In or about April 1970, ARA acquired all or substantially all of the stock of Davinroy News Agency (a sole proprietorship)—a city operation engaged in publication distribution in and around Stockton, California. For the year ended May 8, 1970, this company had sales of about \$900,000 and profits of about \$27,000.

19. In or about June 1970, ARA acquired all or substantially

all of the stock of Blue Ridge News Agency (a sole proprietorship)—a city operation engaged in publication distribution in and around Frederick, Maryland. For the year ended April 23, 1970, this company had sales of about \$360,000.

20. In or about September 1970, ARA acquired all or substantially all of the stock of Harris County News, Inc. (a Texas corporation)—a city operation engaged in publication distribution in and around Houston, Texas. For the year ended December 31, 1969, this company had sales of \$4,362,896, net income of \$248,252, and assets of \$1,157,024.

21. In or about September 1970, ARA acquired all or substantially all of the stock of San Diego Periodical Distributors (a California corporation)—a city operation engaged in publication distribution in and around San Diego and Imperial Counties, California. For the year ended May 1, 1970, this company had sales of \$6,243,102, net profits of \$260,674, and assets of \$2,174,077.

22. In or about April 1971, ARA acquired all or substantially all of the stock of Mid-Continent News Company, and affiliated corporations, partnerships, and proprietorships (hereinafter referred to as the "Mid-Continent Group"). At the time of acquisition, this group's main business activity was publication distribution, but to a more limited extent it also distributed records, record tapes, and players, and, in addition to its wholesale operations, it operated some retail outlets. The Mid-Continent Group were:

(a) Mid-Continent News Company, a Delaware corporation, comprised of the following city and reship operations:

1. A reship operation (d/b/a Everest News Company) located in Oklahoma City, Oklahoma;
2. A city operation (d/b/a Oklahoma News Agency) engaged in publication distribution in and around Oklahoma City, Oklahoma;
3. A reship operation (d/b/a Mid-Continent Reship of Rome, Georgia) located in Rome, Georgia;
4. A reship operation (d/b/a Temtex News Company) located in Temple, Texas;
5. A city operation (d/b/a Mid-Missouri News Agency, Inc., a Missouri corporation) engaged in publication distribution in and around Columbia, Missouri;

6. A reship operation (d/b/a Missouri-Kansas Reship or Mo-Kan Reship) located in Columbia, Missouri.

For the year ended March 31, 1970, Mid-Continent News Company had sales of \$9,839,623, net profits of \$89,665, and assets of \$3,153,480.

(b) Publishers News Company of Dakota, a Dakota corporation, comprised of the following city and reship operations:

1. A reship operation (formerly Publishers News Company of Minnesota, a Minnesota corporation) located in Brainerd, Minnesota. For the year ended June 30, 1970, this operation had sales of \$1,615,411, net profits of \$56,062, and assets of \$961,650.

2. A reship operation located in Aberdeen, South Dakota. For the year ended June 30, 1970, this operation had sales of \$801,103, net profits of \$61,194, and assets of \$859,939.

3. A reship operation (formerly Northeast News Company, Inc., a Pennsylvania corporation) located in Kingston, New York. For the year ended December 31, 1969, this operation had sales of \$1,131,607, net profit of \$1,078, and assets of \$419,877.

4. A reship operation (formerly Publishers News Company of Nebraska, a Nebraska corporation, and Publishers News Company of Iowa, an Iowa corporation) located in Atlantic, Iowa. For the year ended June 30, 1970, Publishers News Co. of Nebraska has sales of \$692,750, net profits of \$43,431, and assets of \$385,520. For the year ended June 30, 1970, Publishers News Co. of Iowa had sales of \$1,884,617, net profits of \$84,455, and assets of \$1,446,589.

5. A city operation (formerly Pikes Peak News Agency, a Colorado corporation) engaged in publication distribution in and around Colorado Springs, Colorado. For the year ended December 31, 1969, this operation had sales of \$1,040,331, net profit of \$54,424 and assets of \$328,647.

6. A city operation (d/b/a Illinois and Iowa News Agency) engaged in publication distribution in and around Davenport, Iowa.

(c) Beck News Agency (a sole proprietorship)—a city operation engaged in publication distribution in and around Albuquerque, New Mexico. As of June 30, 1970, this operation had assets of \$600,893.

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(d) Oklahoma News Company, a general partnership, comprised of the following city operation agencies:

1. A city operation (d/b/a Oklahoma News Company) engaged in publication distribution in and around Tulsa, Oklahoma.

2. A city operation (d/b/a Whites News Agency) engaged in publication distribution in and around Ponca City, Oklahoma.

For the year ended December 31, 1969, Oklahoma News Company had sales of \$4,638,490, profits of \$396,733, and assets of \$140,865.

(e) Oklahoma News Company, Ltd. (a Texas corporation)—a reship operation located in Texarkana, Texas. As of June 30, 1970 this operation had assets of \$140,865.

(f) White Operating Companies, Inc., an Oklahoma corporation whose sole business asset at the time of acquisition was a 40 percent interest in the general partnership known as Oklahoma News Company.

23. At the time of ARA's acquisition of the Mid-Continent Group, the Mid-Continent Group reship operations were engaged in publication distribution by means of reshipping in about forty-three states including Alabama, Arkansas, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kentucky, Kansas, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Mississippi, Nebraska, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, West Virginia, Wisconsin, Wyoming, and in the District of Columbia.

24. At all times relevant herein, the aforesaid acquired firms described in Paragraphs 11 through 22 were engaged in commerce within the meaning of the Federal Trade Commission Act and the Clayton Act and, except for Harris County News Inc., constituted monopolies or near monopolies of wholesale periodical and paperback distribution business in their respective markets. After the acquisitions took place, a substantial part, if not all, of the assets obtained by ARA became a part of the interstate business of ARA and have been used for the benefit and enhancement of its interstate operations. At the time of the acquisitions, each of these firms regularly purchased and

received from out-of-state sources a substantial amount of goods purchased by it for resale.

COMPETITIVE EFFECTS OF THE ACQUISITIONS

25. The effect of respondent's acquisitions, both individually and collectively, of the firms described in Paragraphs 13 through 22, may be substantially to lessen competition or to tend to create a monopoly in the purchase at wholesale and in the wholesale distribution of periodicals and/or paperbacks in the United States and in various geographic markets thereof, in the following ways, among others:

(a) ARA has obtained or may obtain substantial economic power over publishers and national distributors and over the sale of periodicals and paperbacks by them.

(b) ARA has obtained or may obtain decisive economic power in the various geographic markets in which it operates over actual or potential competing wholesalers of periodicals and paperbacks.

(c) ARA has or may have further entrenched the economic power of acquired firms in the various geographic markets in which they operated and has or may have enhanced and increased barriers to entry in local geographic markets in which ARA operates wholesale periodical and paperback businesses.

(d) The emergence of new competition generally in ARA markets has been or may be inhibited or restrained.

(e) Potential competition between ARA and the acquired companies, and among the acquired companies, has been eliminated.

THE VIOLATIONS CHARGED

26. The acquisition by ARA of the stock and assets of the aforesaid firms described in Paragraphs 13 through 22 together with the cumulative effect thereof as hereinbefore alleged in this Count I constitute violations of Section 7 of the Clayton Act (U.S.C. Title 15, Section 18), and Section 5 of the Federal Trade Commission Act (U.S.C. 15, Section 45) as amended.

DECISION AND ORDER

The Commission having heretofore determined to issue its complaint charging the respondent named in the caption hereto

with violation of Section 7 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, and the respondent having been served with notice of said determination and with a copy of the complaint the Commission intended to issue, together with a proposed form of order; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondent of all the jurisdictional facts set forth in the complaint to issue herein, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondent that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's rules; and

The Commission having considered the agreement and having provisionally accepted same, and the agreement containing consent order having thereupon been placed on the public record for a period of thirty (30) days, now in further conformity with the procedure prescribed in Section 2.34(b) of its rules, the Commission hereby issues its complaint in the form contemplated by said agreement, makes the following jurisdictional findings, and enters the following order:

1. Respondent ARA Services, Inc., is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at Independence Square, West, 6th at Walnut Street, in the city of Philadelphia, State of Pennsylvania.

2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the respondent, and the proceeding is in the public interest.

ORDER

I

It is ordered, That respondent, ARA Services, Inc., (hereafter "ARA"), a corporation, and its successors and assigns, shall divest all stocks, assets, properties, rights, privileges and interests of whatever nature, tangible and intangible, acquired by ARA as the result of its acquisitions of stock or assets of the following periodical and paperback book wholesaling operations:

- (1) Mid-Continent Reship of Rome, Georgia;

(2) Illinois and Iowa News Agency of Davenport, Iowa; together with all additions and improvements to said operations which have been added to them since the acquisitions of such operations by respondent; and

(3) a portion of its territory in the Los Angeles metropolitan area totaling net sales of paperbacks and periodicals of at least three million dollars (\$3,000,000) based upon 1972 fiscal year figures: *Provided, however*, That the sale of such territory shall include all assets necessary to establish a viable periodical and paperback book wholesale operation.

All said divestitures shall be to a party who will utilize said stocks, assets, properties, rights, privileges and interests of whatever nature, in the wholesaling of periodicals and paperback books.

All said divestitures shall be absolute, shall be subject to prior approval by the Federal Trade Commission, and shall be accomplished no later than one year from the date of service of this order on respondent.

II

It is further ordered, That the divestiture required by Paragraph I of this order shall not be effected directly or indirectly to any person who is an officer, director, employee or agent of or otherwise under the control or influence of respondent, or who owns or controls directly or indirectly, more than one (1) percent of the outstanding capital stock of respondent.

III

It is further ordered, That, within sixty (60) days from the date of service of this order upon respondent, and every thirty (30) days thereafter until all divestitures pursuant to Paragraph I of this order are accomplished, respondent shall submit, in writing, to the Federal Trade Commission a report setting forth in detail the manner and form in which respondent intends to comply, is complying, or has complied with the order. All compliance reports shall include, among other things that are from time to time required, (a) the steps taken to accomplish the required divestiture; and, (b) copies of all documents, reports, memoranda, communications and correspondence concerning or relating to the divestitures.

IV

It is further ordered, That respondent shall make no acquisition, directly or indirectly, of any concern, or any interest in any concern, engaged in periodical and paperback book wholesaling operations until the divestiture required by this order shall have been completed.

Pending completion of such divestiture respondent shall maintain and operate the business of each operation to be divested pursuant hereto in the same manner and form as of the date the complaint herein issued, and shall not commingle any assets, properties, financing, business or operations of such assets with its own, and shall take no steps to impair or otherwise adversely affect the economic, competitive and financial strength of any such operation.

V

It is further ordered, That, for a period of ten (10) years from the date of approval of the last divestiture required by this order, respondent shall, without prior Commission approval, cease and desist from acquiring, directly or indirectly, (1) any concern, or any interest in any concern, engaged in any periodical and paperback book wholesale operation where the principal service area of such concern is located in California, District of Columbia, Hawaii or Oklahoma; (2) any periodical and paperback book wholesale operation in the United States where the business of such concern is 25 percent or more reship sales; (3) any city operation for the sale of periodicals and paperbacks at wholesale, including any secondary distributors, where the principal service area of such concern is adjacent to, or in whole or in part co-extensive with the principal service area or areas of any city operation owned or controlled by respondent.

VI

It is further ordered, That, for a period of ten (10) years from the date of approval of the last divestiture required by this order, respondent shall not acquire, without prior Commission approval, any wholesaler of periodicals or paperback books, *Provided* That prior approval shall not be required if at the time of any acquisition of a wholesaler of periodicals or paperback books respondent has previously and subsequent to the date of

service of this order made sales or other divestitures (in addition to those divestitures enumerated in Paragraph I of this order) to an eligible purchaser or purchasers of one or more of respondent's periodical and paperback book wholesaling operations accounting for a total annual volume of net wholesale sales at least equal to the annual volume of net wholesale sales of periodicals and paperback books of the acquired wholesalers; and *Provided Further* That any acquisition for which prior Commission approval shall not be required shall be preceded by sixty (60) days notice to the Federal Trade Commission. Said notice shall be accompanied by a complete special merger report, describing the operation or operations to be acquired and the operations divested and the market shares of each and the dollar asset size and gross and net dollar and unit sales of each such operation, the geographic area served by each, and such additional information as may be required by the Federal Trade Commission.

Provided, however, That nothing in this paragraph shall be construed as having application to, or limiting in any manner whatsoever, any other proceeding or investigation initiated by the Federal Trade Commission, and that the Federal Trade Commission reserves the right to take further action including the issuance of a complaint with respect to transactions of the nature described in this paragraph in the event that it shall at any time in the future have reason to believe that any of such transactions may violate any of the statutes administered by it.

VII

It is further ordered, That, respondent, ARA Services, Inc., a corporation, its officers, agents, representatives and employees, successors and assigns, directly or through any corporation, subsidiary, division or other device, shall not:

(1) Exclude or attempt to exclude actual or potential competition for the sale of periodical and paperback publications by agreement or understanding, expressed or implied, between respondent and its competitors or potential competitors, or by threats, expressed or implied, made by respondent to its competitors or potential competitors.

(2) Exclude or attempt to exclude actual or potential competition for the sale of periodical and paperback publications by attempting to influence publishers and/or na-

tional distributors of periodicals and paperbacks not to supply their publications to its competitors or potential competitors.

VIII

Eligible Purchaser, for purposes of Paragraph VI of this order shall, unless specifically approved by the Commission, exclude:

- (1) any company in which respondent has a one (1) percent or more legal or equitable interest;
- (2) any city operation in the United States, including any secondary distributor, whose principal service area is adjacent to, contiguous with, or in whole or in part co-extensive with the principal service area of any of respondent's wholesale distribution operations;
- (3) any company owned in whole or in part by respondent within a period of seven (7) years prior to the date of this order; and
- (4) any company which for the last annual reporting period prior to the acquisition, has or controls at the date of the agreement for the sale of said ARA wholesale operations, \$25,000,000 of annual net wholesale sales of periodicals and paperback books.

IX

It is further ordered, That respondent shall not repurchase any wholesale distributor sold by it within ten (10) years preceding the date of approval of the last divestiture required by this order.

X

It is further ordered, That respondent shall forthwith distribute a copy of this order to each of its operating divisions.

XI

It is further ordered, That respondent notify the Commission at least thirty (30) days prior to any proposed change which may affect compliance obligations arising out of this order, such as dissolution, assignment or sale resulting in the emergence of a successor corporation, the creation or dissolution of subsidiaries or any change in respondent, and that this order shall be binding upon any successor.

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It is further ordered, That respondent shall within sixty (60) days after service upon it of this order, file with the Commission a report in writing setting forth in detail the manner and form in which it has complied with this order.
