

UNITED STATES DISTRICT COURT  
DISTRICT OF COLUMBIA

_____	)	
UNITED STATES OF AMERICA	)	
	)	
and	)	
	)	
STATE OF TEXAS	)	
	)	
	)	Civil Action No.:
<i>Plaintiffs,</i>	)	
	)	Judge:
v.	)	
	)	Filed:
CINEMARK HOLDINGS, INC.	)	
	)	
	)	
RAVE HOLDINGS, LLC	)	
	)	
and	)	
	)	
ALDER WOOD PARTNERS, L.P.	)	
	)	
	)	
<i>Defendants.</i>	)	
_____	)	

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

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

1. Today, the United States and the State of Texas have filed a Complaint and, attached to this Explanation of Consent Decree Procedures, a proposed Final Judgment

and a Hold Separate Stipulation and Order between the parties by which they have agreed that the Court may enter the proposed Final Judgment after the United States has complied with the APPA. The United States has also filed a Competitive Impact Statement relating to the proposed Final Judgment.

2. The Hold Separate Stipulation and Order is a document that has been agreed to by both the Plaintiffs and the Defendants. The Plaintiffs and the Defendants ask that the Court sign this Order, which ensures that the Defendants preserve competition by complying with the provisions of the proposed Final Judgment and by maintaining the assets to be divested during the pendency of the proceedings required by the Tunney Act. *See* 15 U.S.C. § 16(b)-(h).

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

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

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

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

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

Dated: May 20, 2013

Respectfully submitted,



JUSTIN M. DEMPSEY

(D.C. Bar #425976)

GREGG I. MALAWER

(D.C. Bar #481685)

U.S. Department of Justice

Antitrust Division

450 5<sup>th</sup> Street, NW, Suite 4000

Washington, DC 20530

Phone: Justin Dempsey (202) 307-5815

Phone: Gregg Malawer (202) 616-5943

Fax: (202) 514-7308

E-mail: justin.dempsey@usdoj.gov

E-mail: gregg.malawer@usdoj.gov

Attorneys for Plaintiff the United States

**CERTIFICATE OF SERVICE**

I hereby certify that on May 20, 2013, I caused a copy of the foregoing Complaint, Competitive Impact Statement, proposed Final Judgment, Hold Separate Stipulation and Order, and United States' Explanation of Consent Decree Procedures to be served on counsel for Cinemark Holdings, Inc., Rave Holdings, LLC, Alder Wood Partners, L.P., and the State of Texas as set forth below:


By electronic mail:

Paul B. Hewitt  
Counsel for Defendant Cinemark Holdings, Inc.  
Akin Gump Strauss Hauer & Feld LLP  
1333 New Hampshire Ave., NW  
Washington, DC 20036  
Telephone: (202) 887-4120  
Fax: (202) 887-4288  
E-mail: PHewitt@akingump.com

Marimichael O. Skubel  
Counsel for Defendant Rave Holdings, LLC  
Kirkland & Ellis LLP  
655 15<sup>th</sup> Street, NW  
Washington, DC 20005  
Telephone: (202) 879-5034  
Fax: (202) 879-5200  
E-mail: marimichael.skuble@kirkland.com

Glenn A. Mitchell  
Pat A. Cipollone, P.C.  
Counsel for Defendant Alder Wood Partners, L.P.  
Stein, Mitchell, Muse & Cipollone  
1100 Connecticut Ave., NW  
Washington, DC 20036  
Telephone: (202) 737-7777  
Fax: (202) 296-8312  
E-mail: pcipollone@steinmitchell.com

Kim VanWinkle  
Chief, Antitrust Section  
Office of the Attorney General  
State of Texas  
300 W. 15th Street  
Austin, TX 78701  
Telephone: (512) 463-1266  
Fax: (512) 320-0975  
kim.vanwinkle@texasattorneygeneral.gov

  
JUSTIN M. DEMPSEY  
(D.C. Bar #425976)  
U.S. Department of Justice  
Antitrust Division  
450 5<sup>th</sup> Street, NW, Suite 4000  
Washington, DC 20530  
Tel: Justin Dempsey (202) 307-5815  
Fax: (202) 514-7308  
E-mail: justin.dempsey@usdoj.gov  
Attorney for Plaintiff the United States