IN UNITED STATES DISTRICT COURT FOR
THE DISTRICT OF THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA, c/o Department of Justice Antitrust Division

Washington, D.C. 20530

Plaintiff,

v.

AERO LIMITED PARTNERSHIP,
c/o Trans World Airlines, Inc.
100 South Bedford Road
Mt. Kisco, New York 10549

Defendant.

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Civil Action No.: 91-1315

Filed: May 3D, 1991

Judge Oberdorfer

COMPLAINT FOR CIVIL PENALTY FOR VIOLATION OF PREMERGER REPORTING REQUIREMENTS OF THE HART-SCOTT-RODINO ACT

The United States of America, plaintiff, by its attorneys,

acting under the direction of the Attorney General of the

United States, brings this civil action to obtain monetary

relief in the form of a civil penalty against the defendant

named herein, and alleges as follows:

I.

JURISDICTION AND VENUE

1. This Complaint is filed and this action is

1976 ("Hart-Scott-Rodino Act"), to recover a civil penalty for violation of that Act.
2. This Court has jurisdiction over the defendant and
over the subject matter of this action pursuant to 15 U.S.C.
§ 18a(g), and 28 U.S.C. §§ 1331, 1337, 1345, and 1355.
3. Venue in this District is proper by virtue of
defendant's consent, in the Stipulation relating hereto, to the maintenance of this action and the entry of Final Judgment in this District.

II.
THE DEFENDANT

4. Aero Limited Partnership ("Aero") is made a defendant
herein. Aero is a partnership that owns the majority interest in Trans World Airlines ("TWA"), a passenger airline serving locations in the United States and throughout the world. Aero's address is 100 South Bedford Road, Mt. Kisco, New York.

III.

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IV.

VIOLATION ALLEGED

6. The Hart-Scott-Rodino

an aggregate total amount of voting securities of USAir in excess of $15 million.
12. Thereafter, beginning on August 14, 1986, and through March 6, 1987, TWA made additional purchases of USAir voting securities.
13. On March 25, 1987, TWA sold four million shares of its USAir voting securities and thereafter held an aggregate amount of USAir voting securities of less than $15 million.
14. The transaction described in paragraph 11 and the transactions described in paragraph 12 were subject to the notification and waiting period requirements of the Hart-Scott-Rodino Act and the regulations promulgated thereunder, 16 C.F.R. § 800 et seq. The Hart-Scott-Rodino Act and regulations promulgated thereunder required Aero, as the ultimate parent entity of TWA, to file a notification and observe a waiting period before TWA acquired an aggregate total amount of voting securities of USAir in excess of $15 million.
15. Defendant Aero did not comply with the notification
and waiting period requirements of the Hart-Scott-Rodino Act before the acquisitions described in paragraphs 11 and 12 above were made.
16. Section (c) of the Hart-Scott-Rodino Act exempts
certain classes of acquisitions from the reporting and waiting

requirements of the Act. One class of exempted acquisitions . . consists of acquisitions of votihg securities made solely for
the purpose of investment, if the securities acquired or held

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do not exceed 10 percent of the outstanding securities of the issuer.

17. The acquisitions described in paragraphs 11 and 12
above were not made solely for the purpose of investment within the meaning of the Hart-Scott-Rodino Act, and therefore did not qualify for the exemption from the reporting and waiting period requirements provided by Section (c) of the Act, 15 U.S.C.
§ 18a(c), and by the rules promulgated thereunder, 16 C.F.R.
§ 800 et seq.
18. Defendant Aero was continuously in violation of the Hart-Scott-Rodino Act during the period from August 13, 1986,

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the Hart-Scott-Rodino' Act, 15 U.S.C. § 18a, and that defendant

was in violation of that Act each day of the period from August

13, 1986, through March 24, 1987;

2. That defendant be ordered to pay to the united States

an appropriate civil penalty as provi?ed by Section (g)(l) of

the Hart-Scott-Rodino Act, 15 U.S.C. § 18a(g)(1);

3. That the plaintiff have such other and further relief

as the Court may deem just and proper; and

4. That the Court award plaintiff its costs of this suit.

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Attorney General

J6irfi W. Clark

Mark C. Schechter

Roger W. Fones

DATED:

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Jay B. Stephens, D.C. Bar #177840 United States Attorney

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Respectfully submitted,

Burney P. Clark
D.C. Bar #181818

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