

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

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... ORDER, ADDGED,

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§ 8a

II. DEFINIS

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B. " ...

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... 945 B ... 300, H ... 7024,

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C. "

11/19/24 BH100, H07024,

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D. “An ”

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E. A.C. 15 IS. §

41 A.C. 15 IS. § 1 C.A. 15 IS. § 2 a d

Ha -S -Ac , 15 IS. § 8a .

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G. Fm -igFm -ta gn 'ig

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11/19/24 , dp s s. gn ' Fm -ia g m ”

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H. N -F

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I. P ~~Illinois~~

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803.

K ~~Illinois~~

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~~Illinois~~ 7 A.C.A. § 15 ISC. § 8a

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d in ~~Illinois~~

III. AWCABILITY

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IV. INCIDENT

A. ~~Illinois~~

s,

~~Illinois~~ 7 A.C.A. § 15 ISC. § 8a(1), ~~Illinois~~

~~Illinois~~ 1996, BL104134 § 1001(s) (~~Illinois~~

~~Illinois~~ 1990, 28 ISC. § 2461), ~~Illinois~~

~~Illinois~~ 2015, BL114-

74 § 701 (~~Illinois~~

~~Illinois~~ 1990),

~~Illinois~~ .98, 16

C.F.R. § .98, 89 Fed. Reg. 9764 (~~Illinois~~ Feb 2, 2024)

, ~~Illinois~~

~~Illinois~~ \$2,842,188.50, ~~Illinois~~

ordered to pay a civil penalty in the amount of \$2,842,188.50, for a total among all Defendants of \$5,684,377.00. Payment of the civil penalty ordered hereby shall be made by wire transfer of funds or cashier's check. If the payment is to be made by wire transfer, prior to making the transfer, Defendant will contact the Budget and Fiscal Section of the Antitrust Division's Executive Office at ATR.EXGFiscalInquiries@usdoj.gov for instructions. If the payment is made by cashier's check, the check must be made payable to the United States Department of Justice— Antitrust Division and delivered to:

Chief, Budget & Fiscal Section
Executive Office, Antitrust Division
United States Department of Justice

2. require one party to the Reportable Transaction to obtain approval from another party to the Reportable Transaction for any ordinary course business activities or expenses, including planned capital expenditures;
3. delay or suspend ordinary course sales or development efforts; or
4. disclose or seek the disclosure of the following information for any

Competing Product:

- a. current or future prices or contract offers;
- b. Non-Public Information relating to customers, current or future drilling and comp9 (rs(e)4 (T)1 (i)-2 (on r)-7(, c)4 (poduc)4 (t)-2 (:)]TJ(on r)-7,

VI. PERMITTED CONDUCT

Nothing in this Final Judgment prohibits Defendants from:

A. Agreeing that a party to a transaction shall continue to operate in the ordinary course of business during the Preconsummation Period;

B. Agreeing that a party to a transaction forgo conduct that would cause a material adverse change in the value of the acquired assets during the Preconsummation Period;

C. Negotiating, agreeing to, or participating in joint operating, joint development, Farm-in, or Farm-out agreements,

Provided, however, that the joint operating, joint development, Farm-in, or Farmout

agreements do not relate to assets included as part of the BDC or FIF to a Transaction shall the c 0.

Judgment may result in conviction for criminal contempt of court; and ~~is not~~
aware of any violation of the Final Judgment; and

6. provide a copy of this Final Judgment ~~or a hyperlink to a copy of this Final Judgment~~ to each party to a Reportable Transaction no later than signing of the definitive agreement

B. Within 60 days of entry of this Final Judgment, Defendants shall certify to Plaintiff that they ~~have~~ (1) designed, established, ~~and~~ maintaining an antitrust compliance program; (2) designated an Antitrust Compliance Officer, specifying ~~their~~ name, business address and telephone number; (3) distributed ~~the~~ Final Judgment as required in Paragraph ~~(A)~~(2); and (4) provided training as required in Paragraph ~~(A)~~(4).

C. For the term of this Final Judgment, on or before its anniversary date, Defendants shall file with Plaintiff an annual statement verifying that they are complying with the requirements of this Final Judgment and describing in detail ~~the~~ manner of their compliance with the provisions of Sections V and IV

D. If any of Defendants' directors or officers, or the Antitrust Compliance Officer, learns of any violation of this Final Judgment, Defendants shall within three (3) business days take appropriate action to assure continued compliance with this Final Judgment, and shall notify the Plaintiff in writing of the violation within 10 business days ~~of~~ learning of the violation.

VIII. COMPLIANCE INSPECTION

A. For the purposes of determining or securing compliance with this Final Judgment, or

authorized representative of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to Defendants, is permitted:

- (1) access during Defendants' office hours to inspect and copy, or at the option of the United States, to require Defendants to provide electronic copies of all books, ledgers, accounts, records, data, and documents in the possession, custody, or control of Defendants relating to any matters contained in this Final Judgment; and
- (2) to interview, either informally or on the record, Defendants' officers, employees, or agents, who may have their individual counsel present, regarding such matters. The interviews shall be subject to the reasonable convenience of the interviewee and without restraint or interference by Defendants

B. Upon the written request of an authorized representative of the Assistant Attorney General in charge of the Antitrust Division, Defendants shall submit written reports or response to written interrogatories, under oath if requested, relating to any of the matters contained in this Final Judgment as may be requested.

C. No information or documents obtained pursuant to any provision of this Final Judgment may be divulged by the United States to any person other than an 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, for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. In the event of a request by a third party, pursuant to the Freedom of Information Act, 5 U.S.C. § 552, for disclosure of information obtained pursuant to any provision of this Final Judgment, the Antitrust Division will act in accordance with that statute and the Department of Justice regulations at 28 C.F.R. part 16, including the provision on confidential commercial information, at 28 C.F.R. § 16.7. Designations of confidentiality expire 10 years after

submission, “unless the submitter requests and provides justification for a longer designation period.” See 28 C.F.R. § 16.7(b).

E. If at the time that Defendants furnish information or documents to the United States pursuant to any provision of this Final Judgment, Defendants represent and identify in writing information or documents for which a claim of protection may be asserted under Rule 26(c)(1)(G)

B. The Final Judgment should be interpreted to give full effect to the procompetitive purposes of the antitrust laws including Section 7A of the Clayton Act and Regulations promulgated thereunder. Defendants agree that they may be held in contempt of, and that the Court may enforce, any provision of this Final Judgment that, as interpreted by the Court in light of these procompetitive principles and applying ordinary tools of interpretation, ~~is~~ states specifically and in reasonable detail, whether or not it is clear and unambiguous on its face. In any such interpretation, the terms of this Final Judgment should not be construed against either party as the drafter.

C. In any enforcement proceeding in which the Court finds that a Defendant has violated this Final Judgment, the United States may apply to the Court for ~~an~~ extension of this Final Judgment for that Defendant, together with such other relief as ~~may be~~ appropriate. In connection with any successful effort by the United States to enforce this Final Judgment against a Defendant, whether litigated or resolved prior to litigation, each Defendant agrees to reimburse the United States for ~~the~~ fees and expenses of its attorneys, as well as any other costs including experts' fees, incurred in connection with that enforcement effort, including in the investigation of the potential violation.

D. For a period of four (4) years after the expiration of ~~Final~~ Judgment pursuant to Section XI, if the United States has evidence that a Defendant violated this Final Judgment before it expired, the United States may file an action against that Defendant in this Court requesting that the Court order (1) Defendant to comply with the terms of this Final Judgment for an additional term of at least four years following the filing of the enforcement action under this Section, (2) any appropriate contempt remedies, and any additional relief needed to ensure the

