

M. "Relating to" or "relate to" means containing, constituting, considering, comprising, concerning, discussing, regarding, describing, reflecting, studying, commenting or reporting on, mentioning, analyzing, or referring, alluding, or pertaining to, in whole or in part.

N. "Selling" means offering for sale or actual sales of any problem gambling services.

O. "Year" means calendar year or the twelve-month period on which business records are based.

III. Applicability

A. Final Judgment applies to defendant and to those persons in active concert or participation with defendant who receive actual notice of this Final Judgment by personal service or otherwise, including each of defendant's officers, directors, agents, employees, successors, and assigns.

B. Defendant shall require, as a condition of any merger, reorganization, or acquisition by any other organization, that the organization to which defendant is to be merged or reorganized, or by which it is to be acquired, agree to be bound by the provisions of this Final Judgment.

C. Nothing contained in this Final Judgment is intended to suggest or imply that any provision herein is or has been created or intended for the benefit of any third party and nothing herein shall be construed to provide any right to any third party.

IV. Prohibited Conduct

Defendant is hereby enjoined from directly or indirectly:

A. Initiating, adopting, or pursuing any agreement, program, or policy that has the purpose or effect of prohibiting or restraining any PGSP from engaging in the following practices: (1) selling problem gambling services in any state or territory or to any customer; or (2) submitting competitive bids in any state or territory or to any customer.

B. Adopting, disseminating, publishing, seeking adherence to, facilitating, or enforcing any agreement, code of ethics, rule, bylaw, resolution, policy, guideline, standard, certification, or statement that has the purpose or effect of prohibiting or restraining any PGSP from engaging in any of the practices identified in Section IV(A) above, or that states or implies that any of these practices are, in themselves, unethical, unprofessional, or contrary to the policy of the NCPG.

C. Adopting, disseminating, publishing, seeking adherence to, facilitating, or enforcing any standard or policy that has the purpose or effect of:

(1) Requiring that any PGSP obtain permission from, inform, or otherwise consult with any other PGSP before selling problem gambling services or submitting bids for the provision of problem gambling services in any state or territory or to any customer;

(2) requiring that any PGSP contract with, provide a fee or a portion of revenues to, or otherwise remunerate any other PGSP as a result of selling problem gambling services in any state or territory or to any customer;

(3) sanctioning, penalizing or otherwise retaliating against any PGSP for competing with any other PGSP; or

(4) creating or facilitating an agreement not to compete between two or more PGSPs.

V. Permitted Conduct

A. Nothing in this Final Judgment shall prohibit any NCPG member, acting alone and not on behalf of or in common with defendant or any of defendant's officers, directors, agents, employees, successors, or assigns, from negotiating any lawful terms of its business relationship with any national, state, or local government entity, or any private entity.

B. Provided that such activities do not violate any provision contained in Section IV above, nothing in this Final Judgment shall prohibit any NCPG member from working with another person in a valid joint venture.

C. Provided that such activities do not violate any provision contained in Section IV above, nothing in this Final Judgment shall prohibit the NCPG from sanctioning or terminating a member according to a process described in the NCPG by-laws.

VI. Notification Provisions

Defendant is ordered and directed to:

A. Publish the Final Judgment and a written notice, in the form attached as Appendix A to this Final Judgment, in Card Player magazine within 60 days of the entry of this Final Judgment.

B. Send a written notice, in the form attached as Appendix A to this Final Judgment, to each current member of NCPG within 30 days of the entry of this Final Judgment.

C. Send a written notice, in the form attached as Appendix A to this Final Judgment, to each person who becomes a member of NCPG within 10 years of entry of this Final Judgment. Such notice shall be sent within 30 days after the person becomes a member of NCPG.

VII. Compliance Program

Defendant is ordered to establish and maintain an antitrust compliance program which shall include

designating, within 30 days of entry of this Final Judgment, an Antitrust Compliance Officer with responsibility for implementing the antitrust compliance program and achieving full compliance with this Final Judgment. The Antitrust Compliance Officer shall not be an officer or a director of an affiliate of the NCPG. The Antitrust Compliance Officer shall, on a continuing basis, be responsible for the following:

A. Furnishing a copy of this Final Judgment and the related Competitive Impact Statement within 30 days of entry of the Final Judgment to each of defendant's officers, directors, and employees, except for employees whose functions are purely clerical or manual and do not address issues related to the provision of problem gambling services.

B. Furnishing within 30 days a copy of this Final Judgment and the related Competitive Impact Statement to any person who succeeds to a position described in Section VII(A).

C. Arranging for an annual briefing to each person designated in Section VII(A) or VII(B) on the meaning and requirements of this Final Judgment and the antitrust laws.

D. Obtaining from each person designated in Section VII(A) or VII(B), certification that he or she: (1) Has read and, to the best of his or her ability, understands and agrees to abide by the terms of this Final Judgment; (2) is not aware of any violation of the Final Judgment that has not been reported to the Antitrust Compliance Officer; and (3) understands that any person's failure to comply with this Final Judgment may result in an enforcement action for civil or criminal contempt of court against NCPG.

E. Maintaining: (1) A record of certifications received pursuant to this Section; (2) a file of all documents related to any alleged violation of this Final Judgment; and (3) a record of all communications related to any such violation, which shall identify the date and place of the communication, the persons involved, the subject matter of the communication, and the results of any related investigation.

F. Conducting a program at each annual meeting of the NCPG on this Final Judgment and the antitrust laws.

G. Reviewing codes of ethics, rules, bylaws, resolutions, guidelines, agreements, and policy statements to ensure adherence with this Final Judgment.

H. Reviewing the purpose for the information or creation of each committee and subcommittee of the NCPG in order to ensure its adherence with this Final Judgment.