

SUPREME COURT OF THE UNITED STATES

OCTOBER TERM, 1944

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No. 57

THE ASSOCIATED PRESS, PAUL BELLAMY, GEORGE FRANCIS  
BOOTH, ET AL., APPELLANTS,

vs.

THE UNITED STATES OF AMERICA

No. 58

TRIBUNE COMPANY AND ROBERT RUTHERFORD McCORMICK,  
APPELLANTS,

vs.

THE UNITED STATES OF AMERICA

No. 59

THE UNITED STATES OF AMERICA, APPELLANT,

vs.

THE ASSOCIATED PRESS, PAUL BELLAMY, GEORGE FRANCIS  
BOOTH, ET AL.

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APPEALS FROM THE DISTRICT COURT OF THE UNITED STATES FOR THE SOUTHERN  
DISTRICT OF NEW YORK

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VOL. I

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**IN THE DISTRICT COURT OF THE UNITED STATES  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

Civil Action No. 19-163

UNITED STATES OF AMERICA, Plaintiff,

v.

THE ASSOCIATED PRESS, PAUL BELLAMY, GEORGE FRANCIS BOOTH, John Cowles, William Hutchinson Cowles, Edward King Gaylord, Houston Harte, Josh L. Horne, Clark Howell, Jr., Joseph Russell Knowland, George Baker Longan, Robert Rutherford McCormick, Robert McLean, Leonard Kimball Nicholson, Frank Brett Noyes, Paul Patterson, Stuart Hoffman Perry, E. Lansing Ray, Edward Hubert Butler; and The Adrian Telegram, The A. S. Abell Company, Bulletin Company, The Cleveland Company, The Constitution Publishing Company, [fol. 9] Cowles Publishing Company, The Evening Star Newspaper Company, The Kansas City Star Company, The Oklahoma Publishing Co., The Register and Tribune Company, Rocky Mount Publishing Co., Globe Democrat Publishing Co., San Angelo Standard, Inc., The Times-Picayune Publishing Company, Tribune Company, The Tribune Publishing Co., Worcester Telegram Publishing Co., Inc., Individually and as Representing a Class Consisting of All the Members of The Associated Press, Defendants

COMPLAINT—Filed August 28, 1942

To the Honorable the Judges of the District Court of the United States for the Southern District of New York:

The United States of America, plaintiff, by its attorneys, acting under the direction of the Attorney General of the United States, brings this action against the defendants and complains as follows:

**Jurisdiction and Venue**

1. This complaint is filed and this action is instituted against the defendants under Section 4 of the Act of Congress of July 2, 1890, c. 647, 26 Stat. 209, as amended, en-



titled "An Act to Protect Trade and Commerce against Unlawful Restraints and Monopolies", commonly known as the "Sherman Antitrust Act", and under Section 15 of the Act of Congress of October 15, 1914, c. 323, 38 Stat. [fol. 10] 730, as amended, commonly known as the "Clayton Act"; in order to prevent and restrain continuing violations of said defendants, as hereinafter alleged, of Sections 1 and 2 of the Sherman Antitrust Act and Section 7 of the Clayton Act.

2. Defendant The Associated Press (hereinafter sometimes referred to as AP) is incorporated under the laws of the State of New York and is an inhabitant of the Southern District of New York. It transacts business within the Southern District of New York and at various places throughout the world and has its principal place of business at No. 50 Rockefeller Plaza, New York, New York, in the Southern District of New York. It is engaged in the commercial business of collecting and distributing news, information and intelligence in interstate and foreign commerce.

3. The acts and conduct of the defendants and their co-participants hereinafter referred to constitute a combination and conspiracy in restraint of trade and commerce in news, information and intelligence among the several States, the monopolizing of a part of such trade and commerce, an attempt to monopolize a part of such trade and commerce, and a combination and conspiracy to monopolize the same.

#### The Defendants

4. Defendant The Associated Press is a cooperative association of newspaper owners, incorporated in the year 1900 under the membership Corporations Law of the State of New York.

[fol. 11] 5. Defendant Paul Bellamy is a resident of Cleveland, Ohio, and is, and has been since April 1934, a member of the board of directors of The Associated Press.

6. Defendant George Francis Booth is a resident of Worcester, Massachusetts, and is now, and has been since April 1941, a member of the board of directors of The Associated Press.

7. Defendant John Cowles is a resident of Minneapolis, Minnesota, and is now, and has been since April 1934, a member of the board of directors of The Associated Press.

8. Defendant William Hutchinson Cowles is a resident of Spokane, Washington, and is now, and has been since April 1911, a member of the board of directors of The Associated Press.

9. Defendant Edward King Gaylord is a resident of Oklahoma City, Oklahoma, and is now, and has been since April 1940, a member of the board of directors of The Associated Press.

10. Defendant Houston Harte is a resident of San Angelo, Texas. He is First Vice-President of The Associated Press and is now, and has been since April 1937, a member of its board of directors.

11. Defendant Josh L. Horne is a resident of Rocky Mount, North Carolina, and is now, and has been since April 1937, a member of the board of directors of The Associated Press.

12. Defendant Clark Howell, Jr. is a resident of Atlanta, Georgia, and is now, and has been since April 1937, a member of the board of directors of The Associated Press.

[fol. 12] 13. Defendant Joseph Russell Knowland is a resident of Oakland, California, and is now, and has been since April 1937 a member of the board of directors of The Associated Press.

14. Defendant George Baker Longan is a resident of Kansas City, Missouri, and is now, and has been since April 1933, a member of the board of directors of The Associated Press.

15. Defendant Robert Rutherford McCormick is a resident of Chicago, Illinois, and is now, and has been since April 1937, a member of the board of directors of The Associated Press.

16. Defendant Robert McLean is a resident of Philadelphia, Pennsylvania. He is President of The Associated Press and is now, and has been since April 1924, a member of its board of directors.

17. Defendant Leonard Kimball Nicholson is a resident of New Orleans, Louisiana, and is now, and has been since April 1933, a member of the board of directors of The Associated Bress.

18. Defendant Frank Brett Noyes is a resident of the District of Columbia, and is now, and has been since 1900, a member of the board of directors of The Associated Press.

19. Defendant Paul Patterson is a resident of Baltimore, Maryland, and is now, and has been since April 1932, a member of the board of directors of The Associated Press.

20. Defendant Stuart Hoffman Perry is a resident of Adrian, Michigan, and is now, and has been since April 1933, a member of the board of directors of The Associated Press.

[fol. 13] 21. Defendant E. Lansing Ray is a resident of St. Louis, Missouri, and is now, and has been since April 1922, a member of the board of directors of The Associated Press.

22. Defendant Edward Hubert Butler is a resident of Buffalo, New York, and is now, and has been since April 1940, a member of the board of directors of The Associated Press. He is, and has been for many years, a member of The Associated Press and is engaged in publishing at Buffalo, New York, a daily newspaper entitled the "Buffalo Evening News," and in gathering and disseminating news in interstate commerce.

23. Defendant The Adrian Telegram is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Orian, Michigan, a daily newspaper entitled the "Adrian Telegram", and in gathering and disseminating news in interstate commerce.

24. Defendant The A. S. Abell Company is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Baltimore, Maryland, a daily newspaper entitled "The Sun", and in gathering and disseminating news in interstate commerce.

25. Defendant Bulletin Company is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Philadelphia, Pennsylvania, a daily newspaper entitled "The Evening Bulletin", and in gathering and disseminating news in interstate commerce.

[fol. 14] 26. Defendant The Cleveland Company is a corporation which is now, and has been for many years a member of The Associated Press. It is engaged in publishing at Cleveland, Ohio, a daily newspaper entitled "Cleveland Plain Dealer," and in gathering and disseminating news in interstate commerce.

27. Defendant The Constitution Publishing Company is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Atlanta, Georgia, a daily newspaper entitled "The Constitution," and in gathering and disseminating news in interstate commerce.

28. Defendant Cowles Publishing Company is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Spokane, Washington, a daily newspaper entitled "The Spokesman-Review," and in gathering and disseminating news in interstate commerce.

29. Defendant The Evening Star Newspaper Company is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Washington, D. C., a daily newspaper entitled "The Evening Star," and in gathering and disseminating news in interstate commerce.

30. Defendant The Kansas City Star Company is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Kansas City, Missouri, a daily newspaper entitled "The Kansas City Star," and in gathering and disseminating news in interstate commerce.

[fol. 15] 31. Defendant The Oklahoma Publishing Co. is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Oklahoma City, Oklahoma, a daily newspaper

entitled "The Daily Oklahoma," and in gathering and disseminating news in interstate commerce.

32. Defendant The Register and Tribune Company is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Des Moines, Iowa, a daily newspaper entitled "The Des Moines Register," and in gathering and disseminating news in interstate commerce.

33. Defendant Rocky Mount Publishing Co. is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Rocky Mount, North Carolina, a daily newspaper entitled "Rocky Mount Telegram," and in gathering and disseminating news in interstate commerce.

34. Defendant Globe Democrat Publishing Co. is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at St. Louis, Missouri, a daily newspaper entitled "St. Louis Globe-Democrat," and in gathering and disseminating news in interstate commerce.

35. Defendant San Angelo Standard, Inc., is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at [fol. 16] San Angelo, Texas, a daily newspaper entitled "San Angelo Evening Standard," and in gathering and disseminating news in interstate commerce.

36. Defendant The Times-Picayune Publishing Company is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at New Orleans, Louisiana, a daily newspaper entitled "The Times-Picayune," and in gathering and disseminating news in interstate commerce.

37. Defendant Tribune Company is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Chicago, Illinois, a daily newspaper entitled "Chicago Daily Tribune," and in gathering and disseminating news in interstate commerce.

38. Defendant The Tribune Publishing Co. is a corporation which is now, and has been for many years, a mem-

ber of The Associated Press. It is engaged in publishing at Oakland, California, a daily newspaper entitled "Oakland Tribune," and in gathering and disseminating news in interstate commerce.

39. Defendant Worcester Telegram Publishing Co., Inc., is a corporation which is now, and has been for many years, a member of The Associated Press. It is engaged in publishing at Worcester, Massachusetts, a daily newspaper entitled "Worcester Telegram," and in gathering and disseminating news in interstate commerce.

40. The present members of The Associated Press other than those members specifically named parties defendant [fol. 17] are hereby sued as a class. They constitute a class of persons having identical interests in the subject matter of this action and are so numerous as to make it impracticable to bring them all before the court. In so far as the character of the right sought to be enforced against them by this action is several, the questions of law and fact affecting their several rights are common, and common relief is sought against them. The joinder of The Associated Press and of the members of The Associated Press hereinbefore specifically named as parties defendant will fairly insure the adequate representation of all other members of The Associated Press.

41. Various persons not made defendants herein participated with the defendants in the offenses hereinafter charged, and performed acts and made statements in furtherance of the effectuation thereof. These co-participants include all of the persons who have been members of The Associated Press and the individuals who from time to time acted as the representatives of such members in meetings and other activities of The Associated Press.

#### The Importance of Newspapers

42. Newspapers supply a necessity and their business vitally affects the national interest. Public opinion largely motivates and determines both public policies and private actions in a democracy like the United States. Such opinion tends to be unified, and wisely and effectively exerted in the national interest, in proportion to the extent that it is based upon current, accurate and complete information [fol. 18] of those events and conditions throughout

the world which are materially related to the concerns of this nation and its people. The extent of such information has increased with the growth in number, range and complexity of public issues and with their increasing interdependence upon conditions and happenings throughout the United States and other parts of the world. Recent events culminating in the present world-wide conflict have greatly accentuated the need for this type of information. Newspapers are the chief media for its dissemination. Many private actions of the people of the United States are likewise determined by newspaper reports of day-to-day events. Many business transactions are conducted in reliance upon such reports. The widest possible dissemination among the American people of fresh, accurate, and world-wide news of current events and conditions, through the instrumentality of newspapers, is therefore of vital importance to the national welfare.

43. The national policy in favor of freedom of the press requires that newspapers engaged in disseminating news be unhampered and unrestrained in selecting the particular news they choose to publish, in emphasizing it, and in expressing any accompanying viewpoint or opinion. A corollary of such national policy is that newspapers be unhampered by any artificial or unnecessary restraints, public or private, upon their choice of, and free competitive access to, the various sources of news, including agencies engaged in assembling and transmitting daily news reports of world events. It is a further corollary of such national policy that the public interest is promoted by the establishment, [fol. 19] and continued availability to the public, of as many responsible newspapers, representing differing and varied points of view, as can successfully participate in the business of disseminating news and related comment.

#### The Importance of News-Agencies

44. No daily newspaper can exist in this country today without access to the service of a news-agency. By news-agency is meant an organization engaged in gathering and transmitting the news of the world to multiple newspapers which jointly contribute to the expense of this undertaking, whether by way of assessments of proportionate shares of the total expense or by way of a flat charge for the service. No single newspaper, however large and powerful, could

independently and by means of its own staff gather and transmit currently the outstanding news events of the entire world. Not only would the cost of such undertaking be prohibitive and the end product—the news received—be inferior, but any such attempt, if generally undertaken, would result in wholly needless and wasteful duplications of wire and cable facilities and of trained personnel.

45. News-agencies, which are thus creatures of necessity born of the fundamental economics of the newspaper business, have operated in this country for more than a century. At least for the last fifty years, their absolute indispensability to the life of any newspaper has been universally recognized. Access to the service of a news-agency is therefore essential to the survival of any newspaper.

[fol. 20] 46. There are in this country today only three news-agencies. Furthermore, there are material differences in the character and extent of the services furnished by these three agencies. It is of primary concern to the individual newspaper, and may be determinative of its success or failure, that it have access to the service of the particular agency best adapted, or believed by it to be best adapted, to supply its own special news requirements. Denial of such access directly restrains interstate commerce in news to and from such newspaper and the agency to which it is denied access and likewise constitutes a burden and restraint upon the newspaper's own interstate circulation.

47. The business of gathering news on a world-wide basis and its transmission to the country's newspapers can be performed efficiently and economically by only a few such news-agencies, which necessarily tend to become large and powerful organizations with the ability to dictate and determine the character of news available to newspapers. The economic nature of the business of news-agencies is such that there is no present likelihood that any other organization comparable to any of the said three existing news-agencies will undertake to serve American newspapers with news gathered on a comprehensive basis.

48. The business of news-agencies in collecting news and distributing the same to newspapers is affected with a national public interest. This is true for the reasons hereinbefore alleged with respect to the public importance of



newspapers and for the additional reason that the service rendered by news-agencies is indispensable to the success [fol. 21] of any individual newspaper. Furthermore, the national importance of the product of The Associated Press in particular; its purpose to continue a business which has been recognized as affected with a public interest; the number and character of the newspapers which it expressly holds itself out to serve; the requirement of large size and financial resources for its effective operation; its dominant bargaining position in comparison to any individual newspaper in need of its service; the extent of its coverage; the collective power of the group of newspapers which compose it; its tendency and growth toward achieving monopolistic power, enhanced by its exclusive contracts with its members and by the fact that others, in order to render the same service, would have to engage in wasteful duplication of its facilities; and its freedom from rivalry with many competitors, as hereinafter set forth, are factors which justify the requirement that The Associated Press serve newspapers needing or desiring its service without undue discrimination, and free from restraints imposed by it as hereinafter charged in the interests of its individual members. These factors, among others, render the particular restraints of trade and other activities charged herein undue and unreasonable.

#### The Associated Press

49. Defendant The Associated Press has at present approximately 1274 members, being individuals, corporations, partnerships, limited liability corporations, joint stock and other associations, owning newspapers published through [fol. 22] out the various States and dependencies of the United States and in certain other parts of the world. These members have combined in and with The Associated Press for the cooperative collection, interchange and distribution of news, information and intelligence for publication in newspapers. The members publishing newspapers in the United States are severally engaged in the commercial business of collecting and distributing, in interstate commerce, news, information and intelligence for profit. The Associated Press acts as an instrumentality for the constant exchange between its said members, in the channels of interstate and foreign communication, of news, informa-

tion and intelligence supplied to it by its respective members, and it also acts as a supplier to its members of news, information and intelligence gathered by its own activities.

50. The original Certificate of Incorporation of The Associated Press filed May 23, 1900; a statement of the subsequent amendments to the Certificate of Incorporation; the original by-laws of The Associated Press adopted September 19, 1900; a statement of all significant changes made in the by-laws between September 19, 1900, and April 20, 1942; and the by-laws now in effect, as last amended April 20, 1942, are attached hereto and made a part hereof, marked Exhibits A, B, C, D, and E, respectively.

51. In addition to its principal place of business located in The Associated Press Building, No. 50 Rockefeller Plaza, New York City, which it claims to be "known popularly [fol. 23] as 'the news center of the world,'" The Associated Press maintain offices in more than 250 cities of the world and 94 news bureaus in the United States alone, usually one in each State and two or more in some. Of these bureaus in the United States, seven have staffs of 50 or more full-time employees; five have staffs of 30 to 49; 26 have staffs from 10 to 29; and 56 have staffs of 9 or under. A total of approximately 100,000 persons contribute, directly or indirectly, to the carrying on of its business. Its own staff of 7,200 employees (1940 being full-time), including 2,500 correspondents located in foreign countries, is augmented by the staffs of all of its member newspapers and by the staffs of affiliated news agencies in foreign countries. Its reporting staff at Washington, D. C., comprises approximately 150 reporters. Over 65,000 workers are employed to cover the AP news of national elections. For its financial news service alone, The Associated Press employs 200 writers, editors and statisticians. It leases a transatlantic cable and leases and operates a network of telegraph wires in this country connecting at least 727 domestic cities. Every twenty-four hours it distributes basic news reports of at least 1,000,000 words and also supplementary reports and services. Its news report supplied each day in Chicago to morning newspaper members consists of 273,000 words, to evening papers 246,000 words. In Washington its news reports consist of 276,000 words for both morning and evening members. In the year 1941,

The Associated Press expended approximately \$12,000,000 (about \$8,450,000 in the United States alone) for the actual gathering and distributing of world news.

[fol. 24] 52. The Associated Press has entered into contracts with the leading foreign news-agencies such as Reuters Limited, The Press Association Limited, and the Telegraph Agency of the Union of Soviet Socialist Republics (Tass), whereby it has become entitled to receive the news gathered by these agencies, and under similar contracts it has become entitled exclusively to receive all the news gathered by its subsidiaries, Press Association, Inc., La Prensa Asociada and The Associated Press of Great Britain Ltd.

53. The income of The Associated Press consists almost entirely of weekly assessments levied upon its members according to a formula of assessment and payable in advance. This formula, while adjusted by the Board of Directors of The Associated Press to the type and amount of service received by each member, is based fundamentally upon the plan of distributing the total cost of AP's operation among its members in proportion to the population of the community served by each member. The amount of assessments is the same for each newspaper published in the same community and "field" (morning or evening), regardless of their respective circulations.

54. The principal sources of the domestic news which The Associated Press gathers and distributes are (1) its 1200-odd members, each of which collects, by its individual reporting staff, and transmits to The Associated Press the news of its locality, and (2) its offices and news bureaus, with their reporting staffs, maintained throughout the United States. The principal sources of its foreign news are (1) its bureaus and reporting staffs located normally [fol. 25] in practically all countries and in all principal foreign cities, whose "contact with news sources everywhere interlaces the world," and (2) independent foreign news-agencies which supply The Associated Press with news under contract. This news is sent from these various sources, principally by telephone, telegraph or cable, to new assembly points established by The Associated Press at its main office in New York City and at division offices located in AP territorial divisions of the United States,

known as the eastern, southern, central and western divisions. At each of these assembly points The Associated Press breaks down the news received, and classifies, edits and allots it for transmission to the other AP distributing offices and to its members. The Associated Press distributes such news from these assembly points to its members primarily over telegraph wires leased from the various telegraph companies and operated by The Associated Press as such lessee, although all instrumentalities of communication—wireless, telephone, mail and messenger—are sometimes utilized. Trunk telegraph wires carry the news from the various assembly points to the principal cities of the United States and serve directly the AP members located in those cities. Regional and state wire circuits are leased to relay the news distributed to the AP members located in the smaller cities and outlying districts. The primary wire circuits are continually available to The Associated Press throughout twenty-four hours a day to carry the important news report without interruption and parallel circuits are also leased to carry respectively supplementary [fol. 26] data—news pictures, financial news, sport news, news features, and the like.

55. While the news collected by The Associated Press generally appears in all newspapers published in foreign countries, in the United States, under restrictions imposed by the AP by-laws, only members of The Associated Press can obtain its news reports. It has itself recently published the following statement:

Through facilities which it has created, the news of America collected by The Associated Press appears in virtually every newspaper in the world outside of the United States. In the United States its domestic and world news appears in a select and exclusive group of newspapers which are members of the association.

56. Complete control over the affairs of The Associated Press is vested in a Board of Directors. The by-laws broadly vest in the Board "the control and management of all the affairs" of The Associated Press. They also specifically confer upon the Board the following powers:

(a) To select and fix the compensation of, and to remove or discharge, all officers, agents and employees of The Associated Press;

(b) To change from time to time the "nature and extent of the news service to any member," except that the Board shall not "omit" the news service to any member other than for "cause" as provided in the by-laws;

(c) To apportion all expenses among members "in such manner as it [the Board] may deem equitable"; to levy upon the members assessments for such expenses and as-[fol. 27] sessments for the accumulation of "a surplus fund for emergency purposes"; to change from time to time such apportionment and assessment—all such action by the Board being "final and conclusive," not subject to question by appeal to a meeting of members or otherwise;

(d) To permit withdrawal from membership (a member being liable, if such permission is refused, to pay assessments for two years after his notice of withdrawal);

(e) To impose upon any member found by the Board to have violated any provision of the by-laws a fine not exceeding \$1,000, or suspension from the privileges of membership (involving discontinuance of news service) or presentation of the violator to a meeting of members for expulsion—all such action by the Board being "final and conclusive", not subject to appeal or review;

(f) To "provide for all matters in respect to which no provision is made" by the by-laws.

57. The Board of Directors, exercising such plenary power, has, in practice, proved to be self-perpetuating. The directors have, almost without exception, continued in office until death, sale of their newspaper interest, or other necessary reason for relinquishing the office. Apart from these circumstances, the Directors, at the end of each three-year term during the whole life of The Associated Press have been renominated and reelected; out of more than 200 cases in which a retiring director has been renominated, in only five cases has he failed of reelection (and in one such case he was elected the following year).

[fol. 28] 58. The average term of service of the Directors reelected in 1942 (apart from those representing cities of less than 50,000) is 14 years and the average service is 18 years, if a father-son successorship in office is regarded as continuous. On the latter basis, there have been two continuous directorships since 1900 and one since 1901. Nor was the situation different in the early years of the organi-

zation. The Directors elected or serving in 1902 served average terms of 15½ years and, counting a father-son successorship as continuous, of 17 years.

59. Bonds of The Associated Press were originally issued to members who had been stockholders of a predecessor corporation of the same name organized in 1892 under the laws of the State of Illinois in the same proportion in which they had held stock in that corporation, such stockholders being "the more important papers" of the organization though "some smaller papers in key positions" had been "allowed" stock. As a result of dissatisfaction expressed by members—as one put it, The Associated Press "is only mutual in name,"—in 1928 a proposal was made and carried out to permit each member to subscribe for \$50 of bonds for each \$25 of his weekly assessment, and, regardless of the amount of the weekly assessment, a minimum subscription of \$100 and a maximum of \$1,000 was allowed. Notwithstanding this change, the larger newspaper proprietors, those holding not less than \$1,000 of bonds, own at present a majority of the outstanding bonds, and 42% of the present members do not hold any bonds at all.

[fol. 29] 60. The vote of the bondholders of The Associated Press, rather than the membership vote, has always completely controlled the selection of Directors. The bonds issued by The Associated Press give one vote for the election of Directors for each \$25 of bonds (provided interest has been waived), except that no one member can cast more than 40 votes on account of his bond holdings. The ratio of bondholder vote to membership vote was more than 4 to 1 for the years 1900 to 1923, inclusive; more than 3 to 1 for the years 1924 to 1927, inclusive; and more than 6 to 1 since 1927. At present it is approximately 8 to 1.

#### A Description and Comparison of Existing News-Agencies

61. The three existing American news-agencies are The Associated Press, United Press Associations (hereinafter referred to as UP), and International News Service (hereinafter referred to as INS). The organization and general operations of The Associated Press have already been set forth in paragraphs 49 to 60, inclusive. Those of UP and INS are set forth in the four following paragraphs.

62. UP is a New York corporation, organized for profit, formed in 1907 by uniting three comparatively small news-

agencies which had been operating for some years prior thereto under an agreement for division of territory and exchange of news. At this time, when AP was spending approximately \$2,500,000 for news gathering, UP's entire staff consisted of 12 persons, including the office force. Twenty years after its organization, approximately 90% [fol. 30] of UP's clients were afternoon papers and today a very high percentage of its newspaper subscribers are afternoon papers. At the present time every exclusively morning paper which UP serves and which has a daily average circulation of over 25,000 is, with one exception, a member of The Associated Press and receives its news service. The one exception is The Chicago Sun, to which reference will later be made.

63. In 1941 UP's total expenditures devoted to the actual gathering of news and its distribution to newspapers amounted to \$5,929,638. It employed a total of 1,326 full-time employees distributed among its principal office in New York City and 94 domestic and foreign bureaus. Of its 60 bureaus located in the United States, only 9 had staffs of over 9 such employees. Of these 9 bureaus, only 2 had staffs of over 29 employees—62 located in Washington, D. C. and 30 at Chicago, Illinois. A total of 438 full-time employees engaged in reporting and editing news composed the staffs of its 34 foreign bureaus. UP furnishes its news service to approximately 900 newspapers in the United States and to numerous radio stations and other concerns. It furnishes no news picture service. Its news report supplied each day in Chicago to morning newspapers subscribing for its service consists of 264,400 words, to evening papers of 126,000 words. In Washington its news report supplied to morning papers consists of 115,200 words and to evening papers of 93,600 words. Approximately 600 newspapers in the United States are obligated to supply UP with the local news of their respective territories but [fol. 31] all of them are free to furnish the same news to other news-agencies.

64. INS was originally furnished by International News Service, Inc., a New Jersey corporation organized in 1909 to supply a news service to newspapers owned or controlled by William Randolph Hearst. In 1934 this corporation was merged with King Features Syndicate, Inc., a New York corporation, and since that time the latter has furnished

INS, operating the news service as a separate department of its own business. The expenditures of INS for news gathering and the number of papers served by it are now, and generally speaking always have been, less than one-half those of The Associated Press. \* \* \* Of the approximately 300 newspapers published in the United States having a daily average circulation of over 25,000, there is not a single one served by INS which does not also receive AP or UP news service, or both. Furthermore, of the 17 American newspapers under the same ownership or control as INS, all but two receive AP news reports and those two receive UP reports.

65. In 1941 the total expenditures of INS devoted to the actual gathering of news and its distribution to newspapers amounted to \$2,371,379. It employed a total of 382 full-time employees distributed among its principal office in [fol. 32] New York City and 31 bureaus. Of its 31 bureaus located in the United States, only 3 had staffs of over 9 employees—29 located at Washington, D. C., 24 at Chicago, Illinois, and 10 at San Francisco, California. INS furnishes its service to approximately 325 newspapers in the United States. In certain of its contracts INS agrees with subscribers not to furnish its service to their competitors, and, under the provisions of certain other of its contracts, its subscribers are entitled to receive large money payments from competitors when granted INS service. Its news report supplied each day in Chicago, Illinois, and Washington, D. C. to morning newspapers subscribing for its service consists of 32,400 words and to evening papers 62,000 words. Approximately 77 newspapers in the United States are obligated to supply INS with the local news of their respective territories but all of them are free to furnish the same news to other news-agencies.

66. Of the news services supplied by these three, that of The Associated Press ranks in the forefront in public reputation and esteem. One reason for this is that The Associated Press exceeds its competitors in expenditures for collecting and transmitting news, in the length of news reports it furnishes, in physical facilities, in size of staff, in number and geographical distribution of news bureaus, in number and geographical distribution of newspapers supplying it with news of their localities and in the unique



requirement hereinafter set forth that these newspapers must serve The Associated Press exclusively. A second reason is that the character of the organization of The Associated Press—a membership corporation composed of [fol. 33] persons representing every shade of economic, political, and religious opinion and every section of the country—is an invaluable guarantee that the promise and claim made by each news-agency—that it presents the news without any political or sectional bias—will in fact be fulfilled. A third reason is the good will resulting from the fact that in the mind of the general public the name “Associated Press” has long been regarded as synonymous with the highest standards of accurate, nonpartisan, and comprehensive news-reporting.

67. To the extent that many newspaper readers prefer or demand AP news, a newspaper which is denied such news is deprived of freedom in determining the character of its publication and freedom in determining those elements of the newspaper-reading public to which it will particularly address its appeal. To obtain the widest reader appeal and to insure adequate coverage on all news, many newspapers find it desirable to utilize the services furnished by both The Associated Press and UP, and are consequently handicapped if denied either. Restraints imposed by denial of AP membership and service are peculiarly burdensome because in that event the newspaper must rely on the services of UP alone or as supplemented by INS. Furthermore, it is forced to accept whatever terms are demanded by these agencies.

68. The goodwill attaching to the name “Associated Press” is due, in part, to the fact that there has been long and continuous operation under this name. Not only [fol. 34] has the defendant The Associated Press rendered service under this name since its incorporation in 1900, but at all times since 1848 the phrase “Associated Press” has formed part of the title of one or more active news-agencies (and defendants’ immediate predecessors used this phrase continuously since 1865). Within the past year The Associated Press has publicly represented, through a wholly-owned subsidiary, that AP’s “superior performance in all categories of the news” is “based on 93 years of experience and effort \* \* \* performance which has built up a tradition of reliability and integrity.”

69. For the above and other reasons, the ability of a newspaper to publish AP news is an important factor in winning and retaining reader acceptance, particularly in the case of a newspaper which has been newly launched. Conversely, a newspaper which is barred from AP news operates under a competitive disadvantage with AP members. At the present time every exclusively morning paper published in the United States having an average daily circulation of over 25,000 except The Chicago Sun (average week day circulation about 269,000 and average Sunday about 327,000) is a member of The Associated Press and receives its news reports.

70. The Associated Press is bound by contract to furnish its news exclusively to its own members. No one can become a member of The Associated Press without first agreeing to observe the requirements of its by-laws. Ever since its original incorporation in 1900 the AP by-laws have [fol. 35] provided, among other things, that every regular member must promptly furnish to The Associated Press, and must not furnish to anyone not a member of The Associated Press, "all the news of such member's district" which is "spontaneous in its origin." Of the 1247 members of The Associated Press in continental United States on March 1, 1942, all but 12, or over 99%, were regular members, so obligated by these exclusive-dealing agreements. These regular members are located in every state of the union, ranging from one in Nevada to 75 in Pennsylvania. A roster of the regular AP members in continental United States as of March 1, 1942, so obligated to furnish The Associated Press with news, with the names and places of publication of their respective newspapers and their AP representatives, is attached hereto and made a part hereof, marked Exhibit F. All of the 1235 regular members are obligated to furnish such news from their respective cities and the territory contiguous thereto within a radius of at least 30 miles; a large number are so obligated for a wider territory, at least 74 members being obligated for their cities and contiguous territory within a radius of 60 miles.

71. The effect of these exclusive-dealings agreements is to prevent UP and INS from obtaining local news of spontaneous origin from any of AP's regular members, and this

exclusory agreement is binding even though the member may also be receiving UP or INS service, or both. The agreements not only bar UP and INS, and all newspapers not admitted to the AP group, from these important news [fol. 36] sources but create a situation where the staffs of more than 1200 domestic newspapers are constantly furnishing The Associated Press, without cost to it, news coverage all over the United States respecting unanticipated noteworthy events occurring in remote regions or small communities, such as airplane accidents, train wrecks, tornadoes, or mine disasters. The effect of these agreements is to "make each member paper reporter also a reporter for The Associated Press." To obtain news coverage as to such events, UP and INS must largely rely upon scattered part-time correspondence, called "string men." Thus, the exclusive-dealing provisions of the AP membership contract compel AP's competitors to employ more costly and less efficient and complete means for gathering domestic news events of spontaneous origin. These provisions have been and are an important factor contributing to the unsurpassed merit of AP's service as to coverage and speedy reporting of domestic news events. They supply a feature of AP service which is unique.

72. The importance which adheres to the exclusive-dealing obligations resting upon AP members by reason of their membership contracts is evidenced by the following excerpt from the annual report of its Board of Directors for the year 1916:

Each member binds himself in assenting to the by-laws, not only to pay his assessment, but to furnish The Associated Press, *and to it exclusively*, his local news. The latter contribution is quite as valuable as the weekly sum he pays as his share of the expenses of the organization.

[fol. 37] 73. The restraints imposed upon the interstate trade in news, and the circulation, of a newspaper denied membership in The Associated Press are not confined to those flowing from denial of access to its daily news reports. The Associated Press furnishes, exclusively to its members, a wirephoto picture service. It has the only network of news photo wire transmission in the world regularly maintained and transcontinental in character, sending news pictures "to member papers with telegraphic

speed over a circuit 16,000 miles long." It owns picture transmitting devices protected by letters patent. In recent years picture news has become a major competitive factor in the newspaper business. The Board of Directors in its annual report for the year 1937 asserted that the AP picture service "maintained superiority in speed of delivery and quality of photographs on every major event during the year." AP's General Manager, in his report to the Directors for the year 1938, said that The Associated Press was the owner of the "world's greatest news photo service" and that "with twenty-four hour news photo wire equipment at hand, it is not likely that any competitor can compete in any serious way with The Associated Press News Photo Service." The Associated Press has also represented that it "supplies the fastest known dispatch of news pictures in mat form."

74. In addition to regular news reports and news pictures, The Associated Press supplies its members "with a complete feature budget, comprising news feature stories with and without illustrations, news cartoons, comic strips, and a full budget of departmental features."

[fol. 38] 75. The Associated Press claims that "it is the greatest clearing house for news in the world." During the past year it has, through a wholly-owned subsidiary, publicly represented that it surpasses "all other American news agencies combined" in each of the following respects:

- (a) In number of words in its daily news report;
- (b) In number of miles in this country of "leased news wires";
- (c) In expenditures made for "the actual gathering and distribution of world news";
- (d) In size of staff "contributing, directly or indirectly, to each day's news effort";
- (e) In operating "the only state-by-state news circuits in existence";
- (f) In volume of "state and regional news" furnished daily;
- (g) In number of cities in this country connected with "leased news wires";
- (h) In operating "the only leased news cable in the world";
- (i) In being "ahead" of other news agencies "on 82 percent of *all* important news events" during the past year.

76. If the services of all news-agencies were freely open to any newspaper willing to pay the cost or charge therefor, no premium would be paid in order to obtain any particular service. Since the sole value of an AP membership consists in the right which it gives to obtain AP service, the large sums which have been paid or offered for such membership evidence the great competitive advantage conferred by AP service, at least in the judgment of many practical newspaper proprietors, and the corresponding restraint and burden imposed by the denial of such service. Within the last 10 years the controlling interests of a newspaper having an AP membership paid more than \$300,000 to acquire a second membership and suppress it. The sole purpose of this transaction was to prevent the newspaper's principal competitor from obtaining AP membership and service. Several newspapers have paid or offered to pay \$250,000 or more to obtain AP membership. A Special Committee appointed by AP's president to recommend changes in the AP by-laws stated in its report, mailed to all members shortly before the 1942 annual membership meeting:

In the early history of the Associated Press the limitation upon admission of additional members provided by the By-Laws brought about an enhancement in the values of Associated Press memberships. In metropolitan centers Associated Press memberships were often carried on the books of member newspapers at values upwards of a million dollars; and in the early '20's, transfers of such memberships were made upon considerations well into the hundreds of thousands.

#### The Offenses Committed by Defendants and Their Co-participants

77. Throughout the period from the formation of The Associated Press in the year 1900 to the date of the filing of this complaint defendant The Associated Press and the defendant directors and members of The Associated Press [fol. 40] on that date, and the other defendants from the times they respectively became directors or members, have been continuously engaged in a combination and conspiracy in restraint of trade and commerce among the several States, in news, information and intelligence; they have been, and are now, parties to contracts in restraint of such

trade and commerce; all in violation of Section 1 of the Act of Congress of July 2, 1890; c. 647, 26 Stat. 209, as amended, entitled "An Act to Protect Trade and Commerce Against Unlawful Restraints and Monopolies" commonly known as the "Sherman Antitrust Act." They have continuously during said period monopolized a part of such trade and commerce; have continuously attempted to monopolize a part of such trade and commerce; and have been continuously engaged in a combination and conspiracy to monopolize the same, all in violation of Section 2 of the said Sherman Antitrust Act. They have violated Section 7 of the Clayton Act. Defendants threaten to continue said offenses and will do so unless the relief hereinafter prayed for in this complaint is granted.

78. By contracting to observe, and by observing, the by-laws of The Associated Press, as amended from time to time, and by performing the acts and engaging in the conduct hereinbefore and hereinafter alleged, defendants, and their co-participants have, during the 42 years of the existence of The Associated Press, continuously planned and acted together (a) to restrain the competitors of members of The Associated Press from obtaining access to [fol. 41] AP's services, (b) to restrain competitors of The Associated Press and non-members of The Associated Press from obtaining access to the local news gathered by AP members, (c) to monopolize for The Associated Press and its members the trade and commerce in the news gathered by The Associated Press through its own activities and in the local news gathered by each of its members, and (d) to foster and contribute to the formation by members of AP of monopolies of the business of disseminating news by newspapers in the various localities where they engage in business. In carrying out said offenses, defendants and their co-participants, in addition to the acts and conduct hereinbefore alleged, have performed the acts and engaged in the conduct hereinafter set forth. While the purposes and effects of their offenses have remained the same throughout the period aforesaid, certain changes have occurred in the means employed to effectuate them.

Action Taken to Carry Out the Offenses During the Years  
1900 to 1928

79. The offenses had their origin in the Illinois corporation which was the predecessor of the defendant The Associated Press. Only proprietors of newspapers could be members of the Illinois corporation but its members were divided into two classes, "A" members and "B" members. The by-laws conferred upon each "A" member the right to veto the admission of any new member in the city in which such member's newspaper was published and in such additional territory contiguous thereto as might be specified in its membership contract.

[fol. 42] 80. In 1900 the Supreme Court of Illinois rendered a decision which, in the words of the Board of Directors of the Illinois corporation in a report to stockholders, held "that the business of the Associated Press has become so impressed with a public interest that it becomes our duty to admit to membership any newspaper applying, and that the rule enforced for many years \* \* \* providing for an alliance, offensive and defensive, between member and association, *was void as in restraint of trade.*" To evade the effect of this decision, the Board of Directors arranged for the reincorporation of their exclusive association as The Associated Press under the Membership Corporations Law of the State of New York, for transfer to it of all the assets of the Illinois corporation, and for continuation by it of the existing news service without hiatus.

81. The purpose and effect of organizing the New York membership corporation was to continue, upon substantially the same basis but in different guise, the offensive and defensive alliance between member and association which the Supreme Court of Illinois had condemned as an illegal restraint of trade. The president of the Illinois corporation reported that the New York corporation had "undertaken to admit all members of the Illinois corporation with rights and privileges as nearly as practicable exactly the same as those they now enjoy."

82. By virtue of the foregoing reorganization, the veto power held by certain members of the Illinois corporation was converted into a "right of protest." The members of [fol. 43] the defendant The Associated Press at their first

meeting conferred upon all those previously enjoying veto powers "protest rights" exactly corresponding thereto. The by-laws of The Associated Press as set forth in Exhibit C provided that no applicant for membership representing a paper subject to any member's "protest right" could be elected by the Directors unless all applicable "protest rights" had first been waived. Where "protest rights" had not been waived, the only possibility of election lay in obtaining the affirmative vote of four-fifths of all the members of The Associated Press at the annual membership meeting or at a special meeting called for that purpose. The bars thus set up against giving competitors of members access to AP service represented, in the opinion of counsel for the incorporators, "the extreme limit to which an embodiment of the old veto power could be safely attempted."

83. Under the AP by-laws the Directors were free to elect any new member if no "protest right" was involved or if all applicable "protest rights" had been waived, but no standards were set up to govern the Board in acting upon membership applications.

84. The by-laws carefully provided for continuation of membership upon sale or other change in the ownership of any newspaper represented in membership. When this occurs, the purchaser or transferee becomes automatically entitled to succeed to membership, subject to giving his assent to the by-laws. In this way, any newspaper, however lacking in merit from the viewpoint of the public interest or [fol. 44] of the prestige of The Associated Press, can simply buy its way into AP membership if it can find a seller and is able and willing to pay the price. This circumstance demonstrates the total lack of connection between the restraints imposed by the defendants upon applicants for AP service and any criteria of the merits of the applicant, the public interest, or the effect the admission would have upon the business of The Associated Press.

85. Of the 603 original members of defendant The Associated Press, 278 were given "protest rights" when the corporation was organized. The "protest rights" could be invoked against applicants representing both morning and afternoon papers in all the 25 largest cities in the country except Newark, N. J. The "protest rights" had a wide territorial sweep. They usually embraced not only the city of



publication of the protest holder but territory adjacent thereto. In over 100 instances the "protest right" covered territory within a radius of 60 miles of the city of publication and in one instance a radius of 150 miles.

86. The purpose of the provisions relating to "protest rights"—to bar competitors of members from access to AP service—has been effectively achieved. Both the members of The Associated Press and its Directors have continuously manifested the disposition to exclude, and by concerted action have in fact excluded, from AP service competitors of individual members. During the years 1900-1928, inclusive, more than 100 applications for membership [fol. 45] subject to outstanding "protest rights" were submitted to the vote of the members. In only six instances was there the requisite affirmative four-fifths vote. Moreover, in each of these six instances the favorable vote was due to special circumstances. No existing AP member holding a "protest right" published a newspaper in any of the cities in which the applicants' newspapers were published, which cities were comparatively small. In each case the Directors had concluded that admission to membership would result in "no substantial injury" to the protesting member or members and had therefore, as individuals, recommended election.

#### Action Taken to Carry Out the Offenses During the Years 1928 to 1942

87. In 1928 the AP by-laws were changed so as to provide that, in addition to the "rights of protest" originally conferred in 1900, every member should, after membership for five years, have a "right of protest" against election of a member representing a paper published in the same city and in the same "field", i. e., morning or afternoon. The provisions of the by-laws thus extending the "right of protest" to all members of five years' standing appear in Exhibit D.

88. After the principle of excluding competitors of members had thus been made as broad as the membership itself, the hopelessness of securing admission, as against a "right of protest", became so patent a deterrent that during the 13-year period, 1929-1941 inclusive, only four applications [fol. 46] involving "protest rights" were submitted to a

vote of the members. Each of these four applicants failed of election.

89. The policy of excluding competitors of members from AP service has been followed by the Directors in passing upon applications for membership even where no "protest right" was involved. The Directors have always in such cases given careful consideration to the question whether the individual interests of any existing member would be adversely affected by election of a competitor and they have always denied election if they concluded that it would result in any "real injury" to any present member.

90. The economic self-interest of The Associated Press and of its members as a whole, as distinguished from the interests of its individual members to protect themselves against competition in their various territories, is in favor of expanding AP membership freely. The greater the number of members, the more complete the news sources on which the AP draws and the better the service it can provide. The greater the number of members, the smaller the pro rata cost to each. Nevertheless, The Associated Press has subordinated its own advantage to the advantage of its individual members. It has abdicated to other members of the combination its own corporate powers. Its practice of permitting any person to become a member of The Associated Press by simply buying up an existing membership permits no increase in the total number of members. It has restricted its growth to territories not already preempted by [fol. 47] existing members. These policies have tended to create a static AP membership and to limit the number of newspapers in the United States.

91. The purpose and effect of the policy which the members and Directors have enforced have been to protect the AP members against competition, by denying to their competitors access to the AP news service and by denying to them access to the news gathered by any of its 1200-odd members and participation in the interchange of news carried on among AP members through it as a medium.

#### Recent Action Taken to Carry Out the Offenses

92. Early in the year 1942, the Government notified The Associated Press in writing that it regarded the exclusion of applicants from AP service, based upon no other stand-

ards except the competitive effect upon the business of individual AP members, to be violative of the antitrust laws. At the 1942 annual membership meeting, the members of The Associated Press, following such notification by the Government, materially amended Article III of the by-laws, which deals with admission of members, as appears from Exhibit E. The Board of Directors in proposing such amendment adopted the following preamble which was read at the membership meeting:

Whereas, the Department of Justice has declared, through a series of communications to the officers of this corporation and in personal interviews following an [fol. 48] examination of the By-Laws of The Associated Press, that they are in violation of the provisions of the Sherman Anti-Trust Law.

And Whereas, this corporation through its officers and directors, has been placed on notice that certain changes must be made in its method of electing members or that it will incur the risk of proceedings in the courts which, if successful, could have the effect of bringing about the dissolution of the corporation, thus jeopardizing the existing rights of all members and impairing the value of their newspaper properties, therefore

Be It Resolved, that this Board of Directors, having in mind the protection and the best interests of the entire membership, and in order to attempt to meet the objections raised by the Department of Justice, unanimously adopted the following amendments to the corporation's By-Laws which it recommends to the entire membership for ratification.

93. The amended by-laws, while in form they eliminate the prior "right of protest" against the admission of any new member competitive with an existing member, in substance achieve the same result by means even more objectionable than the abolished "right of protest." The by-laws, both before and after the 1942 amendment, make a sharp distinction between membership applications which do not affect the competitive interest of any existing member and those which do. In the former case, that is, where there is no existing membership in the "field" (morning, evening or Sunday) and city in which the applicant publishes its newspaper, the by-laws, both before and

after the recent amendment, authorize the Directors to elect to membership. But where there was an existing membership in such "field" and city, under the earlier by-laws any member competitive with the applicant could bar election by the Directors, by exercising (i. e., by failing to waive) his "protest right." Under the amended by-laws any such competitive member can likewise bar election by the Directors by similar exercise of the "right", which the by-laws give him, to receive a large money payment from the applicant. Thus not only do the amended by-laws continue the previous inducement to block election by the Directors, namely, the members' self-interest in protecting themselves against competition, but they add a new inducement for causing such result, namely, the self-interest in not foregoing a large money payment. Under the amended by-laws the previous simple "right of protest" is converted into the precise equivalent of the "right of protest" plus the "right" to exact a money payment as well.

94. Under the earlier by-laws the barrier against admission to membership of an applicant competitive with any existing member was the requirement that he obtain the affirmative vote of four-fifths of the members voting on the question of admission. This barrier, as previously stated, proved to be practically insurmountable. Under the amended by-laws the barriers against admission to membership are three-fold and equally prohibitive. They are—

[fol. 50] (1) That the applicant obtain the affirmative vote of a majority of the regular members voting on his membership application;

(2) That the applicant pay a large sum of money to the AP members competitive with him;

(3) That if the applicant has any exclusive right to a news or news-picture service, he shall, if any competitive AP member so requests, compel the person or corporation supplying this service to furnish it on the same terms to such AP member.

95. The affirmative majority vote required to elect a new member if he is competitive with an existing member tends to constitute a prohibitive condition on admission to membership and thus serves to effectuate the combination and conspiracy to which AP members have been parties from

the time of the organization of The Associated Press—to deny to competitors of the individual members access to AP service. One factor which tends to make this condition prohibitive in practice is the mutual self-interest of the members, or their imagined mutual self-interest, in preventing any breach of the principle that exclusion of competitors from AP service is one of the privileges attaching to AP membership. Another important factor contributing to the prohibitive effect of this condition is the capacity and opportunity to influence votes which the affected member or members may exercise, either by virtue of the ties created through long association in a common enterprise or by virtue of direct and tangible inducements or pressures.

[fol. 51] 96. The second barrier against admission to membership which the by-laws erect is the requirement that the applicant pay a large sum (which ordinarily would prove prohibitive) to the AP members competitive with the applicant. The amended by-laws provide that if there are one or more existing memberships in the field and city of publication the applicant, even if he has received the required affirmative majority vote, shall not be admitted to membership until he shall have complied with the following requirement:

The applicant shall pay to this Corporation a sum equal to ten (10%) per cent of the total amount of the regular assessments received by the Corporation from members in the field (morning, evening or Sunday) in the city in which the applicant has been elected to membership, during the period from October 1, 1900, to the first day of the month preceding the date of the election of the applicant, provided, however, that such payment shall in no case be less than three times the current annual regular assessments.

97. The by-laws further provide that any amount paid to The Associated Press under the above provision shall be distributed by it among its members in the field and city in which the applicant is elected, in proportion to the regular assessments of such members since October 1, 1900. According to figures supplied the Government by The Associated Press, the respective amounts which are payable thereunder to competitors in order to obtain AP membership and service for a morning paper, or AP mem-

[fol. 52]

bership and service for an evening paper, are as follows as of July 1, 1942, for the 11 largest cities of the country:

	Morning	Evening
New York .....	\$1,432,142.73	\$1,095,003.21
Chicago .....	416,631.90	595,772.31
Philadelphia .....	391,173.12	427,918.20
Detroit .....	273,929.91	300,702.16
Los Angeles .....	493,266.24	156,652.37
Cleveland .....	200,721.33	204,561.66
Baltimore .....	209,199.75	293,248.83
St. Louis .....	233,923.29	271,802.49
Boston .....	336,759.45	310,025.82
Pittsburgh .....	191,703.24	185,195.79
Washington, D. C. ....	184,421.49	182,974.50

98. The money payments for the benefit of competitors required by the amended by-laws cannot be justified as being simply recompense for values which these competitors have contributed to The Associated Press. The AP news which they have received constituted full and commensurate return for such contributions as they have made to it (by furnishing local news or by payment of annual assessments). The value attaching to the exclusory feature of AP membership is the product of the unlawful provisions of the membership contract, and the requirement of payment to competitors contained in the present by-laws thus represents an attempt by defendant members to profit by their own wrong. In so far as The Associated Press, by accumulating a reserve, has assets in excess of liabilities, it has never demanded of new members that they make a proportionate contribution. In any event, such contribution could not properly be computed arbitrarily, without reference to actual net worth, nor could it properly be demanded [fol. 53] on behalf of the particular competitors of the new member, but only on behalf of all AP members alike.

99. The third barrier against admission to membership which the by-laws erect is the provision that if there are one or more existing memberships in the field in the city of publication the applicant, even if he has received the required affirmative majority vote and has paid over, for the benefit of competitors, the amount stipulated by the by-laws, shall not be admitted to membership until he shall have complied with the following requirement:

The applicant shall relinquish any exclusive right that he or it may have, by contract or otherwise, to

any news or news picture services that are being made available to the applicant at the time of the filing of his application for membership, by any other person, firm or corporation, and, when requested to do so by any member or members in the field in the city in which the applicant has been elected to membership, the applicant shall require the said news or news picture services, or any of them, to be furnished to such member or members, upon the same terms as they are made available to the applicant.

100. Under the above provision an applicant, if he has any exclusive right to a news or news-picture service, may be barred from membership unless he is able to induce the person or corporation furnishing such service to supply the same upon equal terms to competitive AP members. An AP member who avails himself of the benefit resulting [fol. 54] from enforcement of this requirement is under no reciprocal obligation, if he himself has any exclusive right to a news or news-picture service, to make this available to the applicant for admission.

#### Recent Exclusion of Applicants for Membership

101. The combination and conspiracy and other illegal concerted action hereinbefore described were not materially altered or in any respect abandoned as the result of the change in the by-laws at the 1942 annual membership meeting, which change, as previously stated, was made in the light of possible proceedings by the Government attacking the legality of the by-laws. Defendants continued their policy and practice of excluding competitors of AP members from AP service solely because of the competition offered. At this meeting, after the by-laws had been changed, they applied this policy by rejecting by a vote of more than two to one, three applications for membership which were then submitted to the vote of the members. The vote on one was 684 opposed, 287 favorable; the vote on the other two, presented by the same applicant, was 514 opposed, 242 favorable.

102. The first of these applications for membership had been filed in September 1941 by Marshall Field as the sole owner of a morning paper to be published in Chicago (which began publication December 4, 1941, under the name of The

Chicago Sun). Two AP members holding "protest rights" in the morning field in Chicago, the defendant Tribune Company, publisher of the Chicago Daily Tribune, and the Illinois Publishing & Printing Company, publisher of [fol. 55] the Chicago Herald-American, refused to waive their "protest rights." The Associated Press advised the applicant that in this situation the Board of Directors had, under the by-laws, no authority to elect and that the application would be referred to the next annual membership meeting to be held on April 20, 1942.

103. In connection with this application for membership the applicant informed The Associated Press that it was "absolutely necessary to acquire an AP membership in order that the contemplated newspaper shall be in a position to serve the interests of the people of Chicago with maximum effectiveness and shall be able to compete with other newspapers having AP services." He transmitted to The Associated Press an opinion of his counsel that "the power given to the members of the AP to exclude persons from its unique facilities" is in violation of the federal anti-trust laws. He also transmitted to it a copy of a letter in which he had offered to pay \$250,000 in cash for the AP morning membership held by the Illinois Publishing & Printing Company for its newspaper Chicago Herald-American but which it did not utilize except for its Sunday edition.

104. The owner of The Chicago Sun is a responsible person, qualified in all respects to be a member of The Associated Press and possessed of sufficient resources to pay assessments and to assume all of the legitimate obligations of AP membership. By the denial of the application The Chicago Sun has been seriously handicapped and restrained in the conduct of its business.

[fol. 56] 105. Exclusion from AP membership denies to The Chicago Sun access to AP's news-picture service as well as to its news reports. This has proved a great competitive disadvantage not only because of the merits of this service but also because exclusive regional contracts made with competing newspapers by the only two other services furnishing newspapers with national coverage in news pictures have prevented The Chicago Sun from obtaining news pictures from these other agencies.



106. At the time that The Chicago Sun began publication, as well as for two years prior thereto, The Chicago Daily Tribune, which has the second largest circulation of any American newspaper, was the only daily morning newspaper published in Chicago, except the specialized Chicago Journal of Commerce (average circulation in 1941, 21,170). This newspaper therefore had, prior to the advent of The Chicago Sun, a monopoly of the morning field not only in the second largest city in the country but also in that large area of the Middle West which is tributary to Chicago in respect to morning delivery of a metropolitan newspaper. There was therefore available to newspaper readers in this important territory only one morning metropolitan paper. No alternative choice was offered this vast reader audience however deficient or biased such newspaper might be, or might be thought to be, in its treatment of the news and in the viewpoint set forth in its news and editorial columns. Defendants' combination serves to perpetuate these un-[fol. 57] wholesome monopoly conditions to the extent that withholding AP's news service from the Chicago Daily Tribune's competitor prevents that competitor from winning circulation among members of the public who, justifiably or not, prefer to read a newspaper which receives AP news.

107. The two other applications for membership which were presented at the 1942 annual meeting were filed in November 1941 by Eleanor Medill Patterson as sole owner of the Washington Times-Herald. One was filed on behalf of the morning edition and the other on behalf of the evening edition of that paper. The member holding right of protest in the morning field, the partnership Eugene Meyer & Co., publisher of The Washington Post, and the member holding right of protest in the evening field, the defendant The Evening Star Newspaper Company, publisher of The Evening Star, failed to waive their protest rights. The applications were, as required by the by-laws under these circumstances, referred to the next annual membership meeting and they were then, as previously stated, rejected by an adverse vote of more than two to one. This action restrained The Washington Times-Herald in the conduct of its business. In addition, the effect of defendants' combination is that in the capital of the country (and the 11th largest city) there is only one paper in the morning and

only one paper in the evening which can offer its readers the news service which The Associated Press proclaims to be superior to any other news service.

[fol. 58] The Acquisition of Wide World Photos, Inc.

108. In the year 1941 The Associated Press acquired the capital stock of Wide World Photos, Inc. (now Wide World News & Photos, Inc.) a New York corporation, which was then, and for a number of years prior to that time had been, engaged in furnishing news pictures in interstate commerce to newspapers which were not members of The Associated Press and also to certain AP members, in competition with The Associated Press. Thereupon, The Associated Press augmented its own news picture service furnished only to AP members and discontinued the news picture service of Wide World Photos, Inc. available to non-members of The Associated Press, except as required to carry out existing contracts. For example, The Federated Press, an organization furnishing the only daily labor news service in this country, and having more than 125 newspaper clients, which had been receiving Wide World picture service for six years, was cut off from this service by this action of The Associated Press. The effect of this acquisition was substantially to lessen competition between The Associated Press and Wide World Photos, Inc., to restrain interstate commerce in news pictures and to tend to create a monopoly in The Associated Press of such interstate commerce in news pictures. Said acquisition was in violation of Sections 1 and 2 of the Sherman Antitrust Act and Section 7 of the Clayton Act.

[fol. 59] Demands for Relief

Wherefore Plaintiff Demands Judgment as Follows:

I. That the acts of the defendants hereinbefore described constitute a combination and conspiracy in restraint of interstate trade and commerce in violation of the Act of July 2, 1890, entitled "An Act to Protect Trade and Commerce against Unlawful Restraints and Monopolies";

II. That the acts of the defendants hereinbefore described constitute a monopolization of a part of interstate trade and commerce, an attempt to monopolize the same and a combination and conspiracy to monopolize the same in violation of the said Act of July 2, 1890;

III. That the defendants and each of them, and each and all of their respective agents and employees, and all persons acting or claiming to act on behalf of them or any of them, be perpetually enjoined from further engaging in or carrying out said combination and conspiracy in restraint of interstate trade and commerce, said combination and conspiracy to monopolize a part of said interstate trade and commerce, said monopolization and attempt to monopolize, or from doing any act in furtherance thereof, or from engaging in any similar combination or conspiracy, monopolization or attempt to monopolize having the same general purpose and effect;

IV. That each and every provision of the by-laws of The Associated Press which imposes any condition, limitation, [fol. 60] or requirement upon admission to membership in The Associated Press is illegal, null, and void, and in violation of said Act of July 2, 1890, except provisions of said by-laws to the extent that they require every member to be the sole owner of a newspaper, or require that every applicant for membership, before becoming a member, file proof of such ownership and proof of the "field" in which his or its newspaper is published (i. e., morning, afternoon, Sunday and/or weekly), or that the applicant sign the membership roll of The Associated Press and assent in writing to its by-laws (other than the provisions of such by-laws herein adjudged to be illegal);

V. That each and every provision of the by-laws of The Associated Press which prohibits a member from furnishing to anyone not a member of The Associated Press news which he or it is required by the by-laws to supply to The Associated Press is illegal, null, and void, and in violation of said Act of July 2, 1890;

VI. That the defendants and each of them, and each and all of their respective agents and employees, and all persons acting or claiming to act on behalf of them or any of them, be perpetually enjoined from further carrying out any provision of the by-laws of The Associated Press which is herein adjudged to be illegal, and from making, becoming a party to, or carrying out any subsequent provision of such by-laws of like character, effect, or purpose to any provision of such by-laws which is herein adjudged to be illegal;

VII. That the acquisition by The Associated Press of the stock of Wide World Photos, Inc. is illegal, null and [fols. 61-62] void, and in violation of Sections 1 and 2 of said Act of July 2, 1890, and of Section 7 of the Act of October 15, 1914, known as the Clayton Act, and that The Associated Press be required to divest itself of said stock and of all interest in Wide World Photos, Inc.;

VIII. That the plaintiff have such other, further, general and different relief as the case may require and the court may deem proper in the premises;

IX. That the plaintiff recover its taxable costs.

John Henry Lewin, Charles H. Weston, Special Assistants to the Attorney General, Department of Justice, Antitrust Division, 233 U. S. Court House, Foley Square, New York, N. Y.

Francis Biddle, Attorney General. Thurman Arnold, Assistant Attorney General.

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[fol. 63] IN THE DISTRICT COURT OF THE UNITED STATES FOR  
THE SOUTHERN DISTRICT OF NEW YORK

[Title omitted]

**Exhibits to Complaint**

EXHIBIT A

Certificate of Incorporation of The Associated Press—Filed  
May 23, 1900

We, the undersigned, all being persons of full age, and all being citizens of the United States, and at least one of whom is a resident of the State of New York, desiring to form a corporation for the purposes hereinafter set forth, pursuant to the provisions of the Membership Corporations Law, entitled, "An Act Relating to Membership Corporations," approved May 8, 1895, as since from time to time amended, Do Hereby Make, Sign, and Acknowledge this Certificate, and we accordingly do hereby Certify:

I. The name of the proposed corporation is "The Associated Press."

II. The said corporation is an association of certain persons, who, owning or representing certain newspapers, unite

in a mutual and co-operative organization for the collection and interchange, with greater economy and efficiency, of information and intelligence for publication in the newspapers owned or represented by them. Other owners or representatives of newspapers, from time to time, may be elected to membership in such manner and upon and subject to such conditions, regulations and limitations as may be prescribed by the By-Laws, and no person not so elected shall have any right or interest in the corporation or enjoy any of the privileges or benefits thereof.

The objects and purposes for which the said corporation is formed are to gather, obtain and procure by its own instrumentalities, by exchange with its members and by any other appropriate means, any and all kinds of information [fol. 64] and intelligence, telegraphic and otherwise, for the use and benefit of its members and to furnish and supply the same to its members for publication in the newspapers owned or represented by them, under and subject to such regulations, conditions and limitations as may be prescribed by the By-Laws; and the mutual cooperation, benefit and protection of its members. In furtherance of its said objects and purposes it shall have power to purchase and acquire in the State of New York and elsewhere such real and personal estate and property as may be necessary or proper, and to mortgage the same to secure the payment of any bonds which may be issued by the corporation, and generally to do any and all things which may be necessary or proper in connection with its objects and purposes, which may not be contrary to law.

The corporation is not to make a profit nor to make or declare dividends and is not to engage in the business of selling intelligence, nor traffic in the same.

III. The territory in which the operations of the corporation are to be principally conducted is within the limits of the United States of America and its Territories and Canada, but it is also to have power to conduct such operations in part outside of the limits of the United States, so far as may be necessary in accomplishing the objects and purposes of its organization.

IV. The principal office of the corporation is to be located in the City of New York, in the State of New York.

V. The duration of such corporation is to be perpetual.

VI. The number of Directors of such Corporation is to be six.

The names and places of residence of the persons who are to be its Directors until its first annual meeting are:

Name	Place of Residence
Stephen O'Meara .....	262 Washington Street, Boston, Mass.
Adolph S. Ochs .....	41 Park Row, Borough of Manhattan, New York City.
St. Clair McKelway .....	Corner Washington and Johnson Streets, Borough of Brooklyn, New York City.
William L. McLean.....	612 Chestnut Street, Philadelphia, Pennsylvania.
Frank B. Noyes .....	1101 Pennsylvania Avenue, Washington, D. C.
Alfred H. Belo .....	Corner Lamar and Commerce Streets, Dallas, Texas.

VII. The date for holding its annual meeting shall be the third Wednesday in September of each year.

In Witness Whereof, we, the subscribers, have made, signed and acknowledged this Certificate in duplicate, and have hereunto subscribed our names, this twenty-second day of May, 1900.

Stephen O'Meara, Adolph S. Ochs, St. Clair McKelway, William L. McLean, Frank B. Noyes, A. H. Belo.

[fol. 65]

EXHIBIT B

Statement of Amendments to Certificate of Incorporation  
of the Associated Press

The number of directors was increased from six to 15 by a certificate duly filed with the Secretary of State of New York on October 1, 1900.

The time of the annual meeting was changed from the third Wednesday in September of each year to the Tuesday preceding the fourth Thursday in April of each year, and was changed from that time to the Monday preceding the fourth Thursday in April of each year, by certificate duly filed with the Secretary of the State of New York on September 21, 1907, and July 9, 1926, respectively.

The number of directors was increased from 15 to 18 by a certificate duly filed with the Secretary of State of New York on April 9, 1937.

By a certificate duly filed with the Secretary of State of New York on April 25, 1939, Article II of the Certificate of Incorporation, which sets forth the purposes, powers, and provisions of the Corporation, was amended by substituting therefor the following:

The members of this corporation are certain individuals, corporations, partnerships, limited liability companies, joint-stock and other associations united in a mutual and corporative organization. Other individuals, corporations, partnerships, limited liability companies, joint stock and other associations from time to time may be elected to membership, either regular or associate, in the manner and upon and subject to such conditions, regulations and limitations as may be prescribed by the By-Laws of the corporation, and no individuals, corporations, partnerships, limited liability companies, joint stock or other associations not so elected shall have any right or interest in the corporation.

The objects and purposes for which the corporation is formed are to gather, obtain and procure, by its own, instrumentalities, by exchange with its members and others, and by any other appropriate means, any and all kinds of news, information and intelligence; literary property of all kinds including that which is informative, educational or otherwise of public interest; news pictures, pictorial news and art of any and all kinds and to furnish and supply the same to its members and others entitled to the use thereof under and subject to such regulations and conditions as may be prescribed [fol. 66] by the By-Laws and the mutual cooperation benefit and protection of its members. In furtherance of its said objects and purposes, the corporation shall have power to purchase and acquire in the State of New York, and elsewhere such real and personal estate and property as may be necessary or proper, and to mortgage the same to secure the payment of any bonds which may be issued by the corporation, and generally to do any and all things which may be necessary or proper in connection with its objects and purposes, which may not be contrary to law.

The corporation is not to make a profit nor to make or declare dividends.

[fol. 67]

## EXHIBIT C

Original by-laws of the Associated Press, Adopted September 19, 1900

## Article I

## Objects

The incorporators of this Association are certain persons, who, owning or representing newspapers, unite in a mutual and co-operative organization for the collection and interchange, with greater economy and efficiency, of intelligence for publication in the newspapers owned or represented by them. Other owners or representatives of newspapers, from time to time, may be elected to membership in the manner and upon and subject to the conditions, regulations and limitations prescribed by these By-Laws, and no persons not so elected shall have any right or interest in the Corporation or enjoy any of the privileges or benefits thereof.

The objects and purposes for which the Corporation is formed are to gather, obtain and procure by its own instrumentalities, by exchange with its members, and by any other appropriate means, any and all kinds of information and intelligence, telegraphic and otherwise, for the use and benefit of its members, and to furnish and supply the same to its members for publication in the newspapers owned or represented by them, under and subject to such regulations, conditions, and limitations, as may be prescribed by the By-Laws; and the mutual co-operation, benefit and protection of its members. In furtherance of its said objects and purposes it shall have power to purchase and acquire in the State of New York and elsewhere such real and personal estate and property as may be necessary or proper, and to mortgage the same to secure the payment of any bonds which may be issued by the Corporation, and generally to do any and all things which may be necessary or proper in connection with its objects and purposes, which may not be contrary to law.

The Corporation is not to make a profit, nor to make or declare dividends, and is not to engage in the business of selling intelligence nor traffic in the same.



## Article II

*Membership*

Section 1. *Who Are Eligible.*—The sole or part owner of a newspaper, or an executive officer of a corporation, [fol. 68] limited liability company, or joint stock or other association which is the owner of a newspaper, shall be eligible to election as a member of this Corporation, in the way and upon and subject to the conditions and limitations hereinafter specified, provided that not more than one person at a time shall be eligible by reason of connection with any one newspaper. No other person shall be eligible.

Sec. 2. *Proof of Ownership or Representation to be Filed.*—Every applicant for membership in this Corporation shall file with the Secretary of the Corporation such proof as may be required by its Board of Directors of his ownership or part ownership, or of the ownership by a corporation, limited liability company, or joint stock or other association of which he is an executive officer, or a specified newspaper. In case he shall be only a part owner, he shall file also the consent of his co-owners to his election. In case he shall be an executive officer of a corporation, limited liability company, or joint stock or other association, he shall file also a certificate to that effect under its seal in such form as may be required by the Board of Directors.

Sec. 3. *Change of Ownership.*—In case any member shall cease to be the owner, or part owner, of the newspaper specified in his certificate of membership or shall cease to be an executive officer of a corporation, limited liability company, or joint stock or other association which is the owner of the newspaper specified in his certificate of membership, he shall *ipso facto*, and without action by this Corporation, cease to be a member, and he shall no longer enjoy any of the privileges of the Corporation. He may, however, in that case (provided that he is not then under process of discipline for violation of any by-law, rule or regulation of the Corporation) assign his certificate of membership to any other owner or part owner or executive officer of the corporation, limited liability company, or joint stock or other association which is the owner of such newspaper, who shall thereupon become a member upon signing the roll of members, and assenting to the By-Laws, and,

even without such assignment, such other executive officer, owner or part owner, thereupon shall become entitled to membership, and upon filing the certificate or satisfactory proof that he is such officer, owner or part owner, hereinbefore mentioned, and upon signing the roll of members, and assenting to the By-Laws, he shall at once become and be a member with all the privileges and subject to all the duties of membership, *provided*, however, that the predecessor was not, at the time when he ceased to be a member, under any process of discipline for violation of any By-Law, rule or regulation of this Corporation. In case of the death of any member who is the sole owner of the newspaper specified in his certificate of membership his legal representative may assign his certificate of membership to his successor in the ownership of said newspaper, who shall thereupon become a member upon signing the roll of members and assenting to the By-Laws. In case of the death of any member who is the part owner of the newspaper specified in his certificate of membership, a co-owner of said [fol. 69] newspaper shall be entitled to succeed to his membership upon signing the roll of members and assenting to the By-Laws.

*Sec. 4. Transfer of Certificate with Sale of Paper.*—When a change shall be made in the ownership of any newspaper for which a member of the Corporation is entitled to receive a news service, the member may transfer his certificate of membership with his newspaper, and the new owner shall be constituted a member by virtue of such assignment upon complying with the requirements prescribed by the next succeeding article of these By-Laws.

*Sec. 5. Change of Name.*—Whenever the name of any newspaper mentioned in any membership certificate shall be changed in any respect, the member holding such certificate shall thereupon give written notice of the change to the Secretary and shall return his certificate of membership to be cancelled, whereupon a new certificate in like terms shall be issued, designating the newspaper by its new name.

*Sec. 6. Termination of Membership.*—All rights and interest of any member in the property and privileges of the corporation shall cease with the termination of his membership.

Sec. 7. *Relations of Members to Newspapers.*—Every member shall be eligible to election and to enjoy the privileges of membership solely by virtue of his relation to the newspaper named in his certificate of membership, and shall be held responsible for any violation of the By-Laws by himself or by any other person connected with such newspaper to the same extent that he would have been responsible had the violation been committed by him personally.

### Article III

#### *Admission of Members*

Sec. 1. *Election by the Corporation.*—Members may be elected by the affirmative vote of not less than four-fifths of all the members of the Corporation at any regular meeting of the members of the Corporation or at a special meeting called for that purpose. Such votes may be cast in person or by proxy.

Sec. 2. *Election by Directors.*—Members may also be elected by the Board of Directors, when no meeting of the members of the Corporation is in session, provided that whenever any member of the Corporation is entitled as hereinafter specified to protest against election of any new member by the Board of Directors, the Board shall have no power to elect such new member unless it shall have received a waiver in writing of such right of protest from all members entitled thereto, but no right of protest shall be held to prevent the Board of Directors from electing to membership the owner, part owner or executive officer of any corporation, limited liability company, joint stock or other association, which is the owner of any newspaper which was entitled to a service of news under an existing [fol. 70] contract with the Associated Press (of Illinois), on the 13th day of September, 1900.

Sec. 3. *Admission of successor.*—When any person shall have ceased to be a member and his successor shall have become entitled to membership as provided in the last preceding article, such successor, upon filing with the Secretary proper proof that he is entitled to membership, and signing the roll of members and in writing assenting to the By-Laws, shall forthwith become and be a member, and be entitled to all the privileges and subject to all the duties

and obligations of membership, and the Board of Directors at the next meeting held thereafter shall formally elect such successor and ratify his admission as a member.

Sec. 4. *Written assent to By-Laws essential to admission to membership.*—A person elected or entitled to become a member in any of the ways hereinbefore provided shall not be admitted to membership, nor shall he be a member, nor shall he be entitled to any of the rights or privileges of membership, until, either in person or by proxy duly constituted in writing, he shall have signed the roll of members and in writing shall have assented to the By-Laws and agreed to be bound thereby and by any amendments thereto which may be thereafter regularly adopted.

Sec. 5. *Form of certificate.*—To each member there shall be issued a certificate of membership signed by the President and by the Secretary of this Corporation, and bearing its seal. The certificate shall designate the newspaper for which the member shall be entitled to receive the news report of this Corporation, until he shall cease to be a member or until his right shall be suspended or terminated under the By-Laws; it shall specify the language in which the newspaper is to be printed; whether it is a morning or an afternoon newspaper, and the place of its publication; it shall state whether the member is to receive a day or a night report; it shall state the extent and nature of the member's right of protest, if such right shall have been accorded to him under the By-Laws as hereinafter set forth; it shall state the obligation of the member to furnish the news of a prescribed district, and to pay the regular weekly dues and other assessments as they may be, from time to time, fixed by the Board of Directors; it shall state that the holder thereof has assented to and is in all respects subject to and bound by the By-Laws; in other respects it shall be in such form and shall contain such provisions as shall be prescribed by the Board of Directors; it shall not be transferable except to the extent and in the way hereinbefore provided.

Sec. 6. *Right of protest.*—The members of this corporation may, by an affirmative vote of seven-eighths of all the members, confer upon a member (with such limitations as may be at the time prescribed) a right of protest against the admission of new members by the Board of Directors.

The right of protest, within the limits specified at the time it is conferred, shall empower the member holding it to demand a vote of the members of the Corporation on all applications for the admission of new members within the [fol. 71] district for which it is conferred except as provided in Section 2 of this Article.

Sec. 7. *Waiver of right of protest.*—If a member having a right of protest makes a waiver subject to specified conditions, such waiver shall be effective only as stated herein.

#### Article IV

##### *Meetings of Members*

Section 1. *Annual Meetings.*—The annual meeting of the members of The Associated Press shall be held in the City of New York, at 11 o'clock A. M., on the third Wednesday of September in the year 1900, and in each year thereafter, for the election of Directors and such other business as may be presented.

Sec. 2. *Special Meetings.*—Special meetings of the members shall be called by the President and Secretary upon the order of the Board of Directors or the Executive Committee, or whenever a request in writing therefor shall be received by the Secretary bearing the signature of fifty of the members of the Corporation. No business shall be transacted at a special meeting except such as may be embraced in the call therefor.

Sec. 3. *Notice of Meetings.*—The Secretary shall give notice of all meetings of the members by mailing to each member at his given address a written or printed notice stating the time and place of meeting, and the business to be considered, if a special meeting. Such notices shall be mailed thirty days before the annual meeting, and fifteen days before special meetings. Special meetings may, however, be held for any purpose, without notice, at any time when all the members are present or duly represented by proxy.

Sec. 4. *Proxies.*—A member may be represented at any meeting by a properly authorized proxy, who shall file a lawful power of attorney with the Secretary. No salaried officer or employee of the Corporation shall hold a proxy or vote upon the same.

Sec. 5. *Quorum*.—To constitute a quorum for the transaction of business, at least a majority of the members must be present either in person or by proxy except as otherwise provided by Section 25 of the General Corporation Law of the State of New York in the case of special elections of Directors. A majority may adjourn from time to time until a quorum shall be present.

## Article V

### *Board of Directors*

Sec. 1. *Number of Directors*.—The affairs of the Corporation shall be managed by fifteen Directors, at least two of whom shall be residents of the State of New York.

Sec. 2. *Who may be Directors*.—Each Director shall be a member of this Corporation, and any Director who shall cease to be so qualified shall thereby cease to be a Director.

[fol. 72] Sec. 3. *Three Classes*.—The six Directors to hold office until the first annual meeting of the members of this Corporation shall be those named in the Certificate of Incorporation. The Directors elected at such first annual meeting shall forthwith divide themselves by lot into three classes of equal number. The Directors of the first class shall hold office until the first annual meeting after their election. The Directors of the second class shall hold office until the second annual meeting after their election, and those of the third class shall hold office until the third annual meeting after their election.

Sec. 4. *Election of Directors*.—At each annual meeting the members and those entitled to vote upon bonds, as hereinafter provided, shall elect Directors to succeed those whose terms expire at such meeting, and also to fill any vacancies in the Board of Directors which may have occurred since their last annual meeting. At each annual meeting after the first the Directors elected to fill the places of those whose terms have expired, shall be elected for a term of three years, and Directors shall in all cases continue in office until their successors are elected.

Sec. 5. *Powers of Board*.—The Board of Directors shall, in addition to the powers elsewhere granted by the By-Laws, or otherwise conferred by law, have power to make

contracts; to fill vacancies in their own number until the next annual meeting; to elect and remove officers and agents; to engage and discharge employees; to fix the compensation of officers, agents and employees; to borrow money; to issue bonds; to authorize a mortgage or mortgages; to expend the money of the Corporation for its lawful purposes, and to do all acts, not inconsistent with the Certificate of Incorporation, or the By-Laws, which it may deem for the best interests of the Corporation, and in general shall have the control and management of all the affairs of the Corporation, except as otherwise provided in the By-Laws. The votes of a majority of all the Directors shall be required to elect or remove an officer.

Sec. 6. *Executive Committee.*—The Board of Directors shall annually appoint an Executive Committee of not less than five of its own number, who shall hold office for one year or during the pleasure of the Board and shall have the same powers as the Board except the powers in respect to the election and discipline of members as specified in Article III and X of these By-Laws, and except the powers conferred on the Board of Directors by Section 7 of Article VIII of these By-Laws. The Executive Committee shall keep a full record of its acts and proceedings, and report all actions taken by it to the next meeting of the Board. Vacancies therein shall be filled by the Board of Directors.

Sec. 7. *Auditing Committee.*—The Board of Directors shall annually appoint an auditing committee of not less than two persons, not of its own number, to examine the accounts of the Corporation.

Sec. 8. *Other Committees.*—The Board of Directors from time to time may, by resolution, appoint other committees for special purposes, designating their duties and powers.

[fol. 73] Sec. 9. *Reports.*—The Board of Directors shall make a report of all its doings and of the affairs of the Corporation for each fiscal year, a copy of which shall be sent to each member at least twenty days prior to each annual meeting. Such fiscal year shall end on June 30th in each year. The Board of Directors shall also cause to be mailed to each member a report of the proceedings of each meeting of the Corporation and of the Board of Directors as soon after the holding of such meeting as practicable.

Sec. 10. The Board of Directors shall have power to adopt a corporate seal and alter the same at its pleasure.

Sec. 11. *Meetings.*—The Board of Directors shall hold at the City of New York a meeting on the day preceding the annual meeting of the members, and also another meeting for the election of officers and for other purposes, on the day succeeding the annual meeting of the members. It shall fix, by resolution from time to time, the dates of the other regular meeting of the Board, of which there shall be not less than two in every year, in addition to the two herein provided for. Special meetings of the Board may be called by the President or any three Directors. Notice of all meetings shall be given by telegraphing or by mailing a notice thereof to each Director at least five days before the date of the meeting, which notice shall be sent either by the Secretary, the President or the Directors calling the meeting. A majority of the Board shall constitute a quorum, but in case a quorum shall not be present, a minority may adjourn from time to time until a quorum shall be obtained. The meetings of the Board of Directors—except as hereinbefore provided—shall be held either in the City of New York, or elsewhere, as may be specified in the resolutions of the Board fixing the dates of regular meetings, and in the notices calling special meetings.

Sec. 12. *General Authority.*—The Board of Directors, from time to time, by resolution, may provide for all matters in respect to which no provision is made by these By-Laws.

## Article VI

### Officers

Section 1. *Election.*—The officers of the Corporation shall be a President, a First Vice President, a Second Vice President, a Secretary, an Assistant Secretary, and a Treasurer, who shall be elected annually by ballot by the Board of Directors at its first meeting after the annual meeting of members. The President shall be selected from among the Directors; the Vice Presidents shall be selected from the membership of the Corporation; the other officers need not be members of the Corporation.

Sec. 2. *Term of Office.*—All officers shall hold their respective offices for one year after their election and until



their successors are elected and qualified, unless removed by the Board of Directors.

Sec. 3. The President shall preside over all meetings of [fol. 74] the members and Board of Directors at which he may be present, and shall exercise general supervision and control over the affairs of the Corporation, subject to the direction of the Board.

Sec. 4. It shall be the duty of the First Vice President, in case of the absence of the President, or his inability to act, to exercise all his powers and discharge all his duties; in case of the absence or disability of both the President and First Vice President, it shall be the duty of the Second Vice President to exercise all the powers and discharge all the duties of the President; and in case of the absence or disability of the President, the First Vice President and the Second Vice President, a President *pro tempore* shall be chosen by the Board.

Sec. 5. The Secretary shall attend all meetings of the members, of the Board of Directors and of the Executive Committee, and shall keep a true record of the proceedings thereof; he shall cause to be kept in the office of the Corporation all contracts, leases, assignments, other instruments in writing, and documents not properly belonging to the office of Treasurer; he shall execute all certificates of membership, bonds, contracts and other instruments authorized to be made or executed by or on behalf of the Corporation; *provided*, that all instruments requiring the corporate seal shall also be executed by the President or a Vice President. He shall also perform such other duties as may be assigned to him by the Board of Directors.

Sec. 6. It shall be the duty of the Assistant Secretary, in case of the absence of the Secretary, or his inability to act, to exercise all his powers and discharge all his duties.

Sec. 7. The Treasurer shall receive all moneys of the Corporation, safely keep the same; and pay out such sums as may be authorized by the Board of Directors. He shall give a bond in such amount as the Board may require.

Sec. 8. The officers may receive such compensation as may from time to time be prescribed by the Board of Directors.

## Article VII

### Rights and Privileges of Members

Section 1. At all meetings of the members of the Corporation, each member may cast one vote by virtue of his membership, and such additional votes as he may be entitled to cast as the holder of bonds issued by the Corporation.

Sec. 2. Each member shall be entitled, upon compliance with the provisions of the By-Laws, to receive a service of news for the purpose of publication in the newspaper specified in his certificate of membership, and for that purpose only. The nature and extent of the news service to be so received by the member shall be determined by the Board of Directors, upon his admission, and the initial dues or assessment shall be fixed at the same time and by the same authority, subject, however, to change as hereinafter provided in Article IX.

Sec. 3. The nature and extent of the news service to any member may be changed from time to time by the Board of Directors; *provided*, that this section must not be construed to give the Board of Directors authority to grant a news service in violation of the right of protest as hereinbefore specified, or to omit the news service to any member except for cause as provided in these By-Laws.

Sec. 4. The news service of this Corporation shall be furnished only to the members thereof, or to the newspapers represented by them and specified in their certificates of membership.

Sec. 5. A member shall publish the news of The Associated Press only in the newspaper, the language, and the place specified in his certificate of membership and he shall not permit any other use to be made of the news furnished by the Corporation to him or to the newspaper which he represents.

Sec. 6. The time limits for the receipt and the publication of news by members shall be (standard time in all cases at place of publication) as follows: Morning papers to receive not later than 5 A. M., and to publish between 11 P. M. and 11 A. M., afternoon papers to receive not later than 4 P. M., and to publish between 11 A. M. and 11 P. M.; *provided*, that the Board of Directors may authorize, that upon extraordi-

nary occasions, The Associated Press dispatches may be used in extra editions or for bulletins outside of the hours named.

Sec. 7. By the vote of a majority of the Board of Directors, a member may be permitted to withdraw upon payment of all dues, assessments and other obligations, and upon the surrender and cancellation of his certificate of membership and upon such other terms as the Board of Directors may fix. If any member shall apply to the Board of Directors for permission to withdraw, and the same shall be refused, he may nevertheless give written notice to the Secretary of his intention to withdraw, and six months after such notice shall have been received, he may terminate his membership upon payment of all dues, assessments and other obligations to the date of his final withdrawal.

Sec. 8. No news furnished to the Corporation by a member shall be supplied by the Corporation to any other member publishing a newspaper within the district which the Board of Directors shall have described in defining the obligations of such member to furnish news to the Corporation.

### Article VIII

#### Duties and Obligations of Members

Section 1. Each member shall comply with all the provisions of the By-Laws and such amendments as may be adopted from time to time.

[fol. 76] Sec. 2. During the term of his membership or until his right to the receipt of the news report of this Corporation shall be terminated in the manner hereinafter provided for, each member shall pay all dues, assessments and other obligations as the same may be fixed and apportioned by the Board of Directors.

Sec. 3. Each member shall take the news service of the Corporation and publish the news regularly in whole or in part in the newspaper named in his Certificate of Membership. He shall also furnish to the Corporation, all the news of his district, the area of which shall be determined by the Board of Directors.

Sec. 4. *How News Shall Be Furnished.*—In places where the Corporation has a correspondent the members shall af-

ford to such correspondent convenient access at all times to the news in their possession, which they are required to furnish as aforesaid, and in places where the Corporation has no correspondent the members shall supply the news required to be furnished by them in such manner as may be required by the Board of Directors.

Sec. 5. *What News to Be Furnished.*—The news which a member shall furnish as herein required shall be all such news as is spontaneous in its origin, but shall not include any news that is not spontaneous in its origin, or which has originated through deliberate and individual enterprise on the part of such member or of the newspaper specified in his certificate of membership.

Sec. 6. *To Guard News Report.*—No member shall furnish, or permit any one in his employ or connected with the newspaper specified in his certificate of membership to furnish, to any person who is not a member, the news of the Corporation in advance of publication, or to another member any news received from the Corporation which the Corporation is itself debarred from furnishing to such member, nor conduct his business in such a manner that the news furnished by the Corporation may be communicated to any person, firm, corporation or association not entitled to receive the same.

Sec. 7. *Endangering Inviolability of News Service.*—Experience having shown that it is very difficult, if not impossible, to avoid or prevent violation of the rules prescribed by the last preceding section, or to detect or prove any such violation, if the members are permitted to purchase news from other associations, and that such purchase news may be seriously prejudicial to the interest and welfare of the Corporation and its members, the Board of Directors may, in their discretion, forbid the members to purchase intelligence from any other such association.

When the Board of Directors by a vote of two-thirds of all its members shall decide and notify any members that the purchase or receipt of news from any other person, firm, corporation or association not a member of this Corporation or represented in this Corporation by a member, or any other action by such member, establishes a condition that will be likely to permit the news of this Corporation to be [fol. 77] disclosed to unauthorized persons, such members

shall immediately discontinue purchasing or receiving such news, or such other objectionable action. The decision of the Board of Directors as to the establishment of such condition shall be final, and the fact shall not thereafter be open to question by a member.

Sec. 8. *Sale of News By Members.*—No member shall furnish, or permit any one to furnish, to any one not a member of this Corporation, the news which he is required by the By-Laws to supply to this Corporation.

Sec. 9. *To Print Credits.*—Members shall print in their newspapers such credit to the Corporation, or to any paper or other source from which news may be obtained, as shall be required from time to time, by the Board of Directors.

Sec. 10. *Public Documents.*—No member shall anticipate the publication of any document of public concern, confided to this Corporation for use on a stipulated date, however said member may have secured said document.

## Article IX

### Apportionment of Expenses

Section 1. *How Apportioned.*—The cost of collecting, exchanging and transmitting the news service, as well as all other expenses of the Corporation, shall be apportioned among the members by the Board of Directors, in such manner as it may deem equitable, and the Board shall levy assessments upon the members therefor. The Board of Directors may change such apportionment and assessment from time to time, and may also levy assessments upon the members in order to accumulate a surplus fund for emergency purposes; *provided* that any increase of assessment exceeding 50 per cent. shall require the affirmative vote of two-thirds of all the Directors. There shall be no right to question the action of the Board of Directors in respect to such apportionment or assessments, either by appeal to a meeting of members or otherwise, but the action of the Directors, when taken, shall be final and conclusive.

Sec. 2. *Payable Weekly in Advance.*—All regular assessments levied against members shall be payable weekly in advance, and the Treasurer or other authorized agent of the Corporation shall draw on each member therefor. Such as-

assessment shall be paid promptly, and, if any assessment draft shall be unpaid at the end of three days after presentation, a penalty of 10 per cent. thereon shall be added thereto, and it shall be the duty of the Secretary thereupon to notify the member in default that the news service will be discontinued at the expiration of two weeks from the date of the notice, unless all overdue assessments and penalties shall have been paid to the Treasurer of the Corporation before that date, and, if the same are not so paid, such news service shall thereupon be discontinued.

[fol. 78]

## Article X

### Fines, Suspensions, Etc.

Section 1. *Powers of Board to Fine, Suspend or Present for Expulsion.*—When the Board of Directors shall decide that a member has violated any of the provisions of the By-Laws, it may, by a two-thirds vote of all the Directors, impose upon such member a fine not exceeding one thousand dollars, or suspend his privileges and present him for expulsion as hereinafter provided, or it may both suspend his privileges and present him for expulsion. Before any such action shall be taken, however, it shall give to the member affected an opportunity to be heard in his own defence upon ten days' notice in writing of the time and place at which he will be so heard.

Sec. 2. *Effect of Suspension.*—When the privileges of a member are suspended, his news service shall be discontinued, and notice of the suspension shall be sent at once by the Secretary to all the members. Any order of suspension may be repealed by the affirmative vote of a majority of the whole Board of Directors, and notice thereof shall be sent at once by the Secretary to all the members.

Sec. 3. *Terms of Suspension.*—Any member so suspended may, at his option, retain his membership, and, at the expiration of the period for which he shall have been suspended, or upon the repeal of the suspension as hereinbefore provided for, he shall again become entitled to receive the news service as called for in his certificate of membership, or such member may withdraw from the Corporation upon paying all dues, assessments and other obligations then due or incurred and unpaid.

Sec. 4. *Action Conclusive.*—The action of the Board of Directors on any of the foregoing matters mentioned in this article shall be final and conclusive. No members shall have any right to question the same.

## Article XI

### Expulsion of Members

Section 1. *Right to Expel.*—The members of the Corporation, at any regular meeting, or at a special meeting called for that purpose, shall have the right to expel a member for any violation of these By-Laws, or for any conduct on his part, or on the part of any one in his employ or in the employ of or connected with the newspaper designated in his certificate of membership which in its absolute discretion it shall deem of such a character as to be prejudicial to the interests and welfare of the Corporation and its members, or to justify such expulsion. The action of the members of the Corporation in such regard shall be final and there shall be no right of appeal against or review of such action.

Sec. 2. *Formal presentation.*—Before the Corporation may entertain a motion to expel a member there shall be a [fol. 79] formal presentation of such member either by the order of the Board of Directors after hearing as hereinbefore provided, or through a written notification signed by five members. The member affected shall have a right to be heard in his own behalf before the motion to expel is put to a vote.

Sec. 3. *Notice to the member to be presented.*—If a member is to be presented for expulsion without previous hearing by the Board of Directors, the notice of presentation shall be filed with the Secretary of the Corporation at least three weeks prior to the meeting of the members at which action is to be taken, and the Secretary shall forward a certified copy to the member affected within three days after receiving such notice.

Sec. 4. *Vote required to expel.*—When a member shall be presented by the order of the Board of Directors he may be expelled by the affirmative vote of a majority of all the votes cast on the question. When a member shall be presented through a notification signed by five members and without the order of the Board of Directors, he may be expelled

only by the affirmative vote of four-fifths of all the members.

Sec. 5. *Readmission.*—A member who has been expelled shall be eligible for readmission only upon the terms and conditions applicable to new members.

## Article XII

### Bonds

Section 1. *Right to issue bonds.*—This Corporation shall have power to borrow money, and to make and issue bonds as evidences of indebtedness therefor, and to secure the same by mortgage upon its property; provided that such bonds shall not be issued to an amount exceeding the aggregate sum of \$150,000.

Sec. 2. *How Issued.*—The Board of Directors, at any regular meeting or at any special meeting called for that purpose, may authorize the execution and issue of such bonds in such amounts not exceeding the aggregate principal sum of \$150,000, to such persons, including themselves, payable at such times and with such rate of interest and in such form as it may deem advisable *provided*, that every bond so issued shall contain a provision that the Corporation shall have the right to redeem the same at its face value, with the interest due or accrued thereon, whenever it shall come into the possession of any one not a member of this Corporation. And it shall be the duty of the Board of Directors, whenever bonds are presented for registration in the name of any one not a member of this Association, to exercise the right of redemption herein provided for and pay for such bonds out of any funds in the Treasury available for the purpose or out of an assessment to be levied upon members in proportion to the weekly assessment paid by them. The Board of Directors may make such provisions for the registration [fol. 80] of such bonds as it may deem best. The Board of Directors may also authorize the execution of a mortgage upon the property of the Corporation to secure the payment of such bonds.

Sec. 3. *Voting power of bonds.*—The registered owner and holder of any such bonds may file with the Secretary a waiver of any claim to interest on the bonds held by him, and he shall thereupon become entitled at any meeting of



the members of this Corporation for the election of Directors to cast one vote, either in person or by proxy, for Directors upon each \$25 of such bonds registered in his name for not less than twenty days prior to such meeting, provided that no bondholder shall have the right to vote upon more than \$1,000 of said bonds, and shall not have the right to vote on any bond that shall have been called for redemption at any time before such election.

### Article XIII

#### Publication

Section 1. *What constitutes.*—The publication required to be made by every member shall be that of a *bona fide* newspaper, continuously issued, as specified in the membership certificate, to a list of genuine paid subscribers. A publication conducted for the purpose of preserving a membership, and not for public sale and distribution, shall not be or be regarded as a sufficient compliance with the By-Laws. The irregular publication of his newspaper shall be sufficient ground for suspension of a member, in the discretion of the Board of Directors.

Sec. 2. *Six or seven-day publication optional.*—A membership certificate which authorizes publication on seven days in a week shall be held to be fully complied with by publication on six days, and such cessation of publication on one day shall not affect the member's right to receive and publish the news service on seven days whenever he may elect to do so.

### Article XV

#### Disclaimer of Liability

Section 1. *No Right for Damages.*—Neither the Corporation nor its officers nor Directors nor any of them shall in any event be liable to a member for any loss or damage arising by reason of the publication of any of the news received by him from the Corporation, or by reason of his suspension or expulsion, and his signature to the roll of members and assent to the By-Laws shall constitute a waiver of any such claim.

[fol. 81]

## Article XVI

## Amendments to By-Laws

Section 1. *How Amended.*—These By-Laws may be amended only by the Board of Directors at any regular meeting of said Board by an affirmative vote of two-thirds of all the Directors of the Corporation, but no amendment shall become operative or take effect until the same shall have been recommended or ratified by a vote of four-fifths of all the members of the Corporation at a meeting, regularly convened.

[fol. 82]

## EXHIBIT D

Statement of Changes in the By-Laws of the Associated Press Made Between September 19, 1900, and April 20, 1942<sup>1</sup>

## Article I

## Objects

Par. 2. The declaration of the objects and purposes of the Corporation was broadened to include the gathering and furnishing to members of all kinds of "pictures," in addition to all kinds of "information and intelligence." (1931)

Par. 2. The declaration of the objects and purposes of the Corporation was broadened so as to include the gathering of "any and all kinds of news, information and intelligence; literary property of all kinds including that which is informative, educational or otherwise of public

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<sup>1</sup> This statement does not refer to changes in language made merely for the purpose of clarifying the meaning, such as many of the changes made when the by-laws were completely revised in 1931. It also does not set forth relatively trivial changes in substantive provisions. Where a substantive change is shown under a particular section or sections, the statement does not refer to changes in other sections made merely to bring them into conformity with such substantive change.

The year in which each change was made is shown in italics at the end of each paragraph

interest; news pictures, pictorial news and art of any and all kinds." The declaration of purposes was also broadened to include furnishing the foregoing both to members and to "others entitled to the use thereof under and subject to such regulations and conditions as may be prescribed by these By-Laws." (1941)

## Article II

### Membership

Section 1. Membership was limited to the "sole owner" of a newspaper, whereas previously a "part owner" of a newspaper or an "executive officer" of a corporation or other company or association owning a newspaper had been eligible for membership. (1931)

Section 1. Members, who theretofore had been all of one class, were divided into two classes, regular and associate. Associate members were denied any voting rights, right of protest, or the right to vote on bonds of the Corporation. It was providing that all existing memberships were to be deemed regular memberships. The Board of Directors was authorized, upon application by a member, to change a membership from regular to associate or from associate to regular. (1937)

[fol. 83] Sec. 3. The provision that membership should cease when a member ceases to be the owner of the newspaper specified in the certificate of membership was supplemented by providing that membership should also cease if the newspaper represented by membership stopped "regular publication." It was also provided that if the newspaper represented by membership ceases regular publication or if the successor to the ownership of the newspaper shall not become a member, the former owner whose membership has terminated shall pay to the Corporation a sum equal to as many weeks' assessment, not exceeding 104, as the Board of Directors may specify. (1931)

## Article III

### Admission of Members

Section 1. A new provision was adopted that no application for membership shall be voted on at a membership meeting unless the application shall have been filed with

the Corporation at least 60 days prior to such meeting. The secretary of the Corporation was also directed to give notice by mail to each member at least 30 days prior to any meeting of members of all applications for membership to be voted on at such meeting. (1923)

Sec. 5 (*new*). This new section provides that when the owner of a newspaper elected to membership is not an individual, the owner shall file with the Corporation, in writing, authority for an individual to represent the owner in all matters specified in the by-laws, except resignation of membership. The section also provides that if an owner has membership for more than one newspaper, he shall designate a separate individual for each such newspaper. Each individual so designated is declared to be eligible to election as an officer or director of the Corporation. (1931)

Sec. 5. Renumbered Section 6. (1931)

Sec. 6. This section (renumbered Section 7 in 1931) was amended to read as follows:

Each member of this Corporation representing a newspaper printed in the English language, which has been represented in membership for more than five years in continental United States and entitled under such membership to receive a news service six or seven days a week, and upon whom no right of protest had been conferred in the year 1900, shall have the right of protest as defined herein against the election of new members by the Board of Directors. Such right of protest shall, except as provided in Section 2 of this Article, empower the member holding it to demand a vote of the members of the Corporation on all applications for the admission of new members on behalf of newspapers published in the same field (morning or afternoon), on the same days and in the same city wherein any newspaper represented by membership [fol. 84] entitled to such right of protest herein conferred is regularly published, provided, however, that a member representing an evening newspaper, the membership of which includes the right to a news service for a Sunday morning edition, shall not be entitled to protest against the election of a member representing a morning newspaper.

No application for admission to membership in a field where a protest right granted under the terms of this Section is not waived shall be admitted as a member except in accordance with Section 1 of this Article. Members upon whom rights of protest were conferred in the year 1900 shall continue to enjoy such rights of protest only as are defined in their certificates of membership, with such waivers as may have been subsequently given. (1928)

Sec. 7. Renumbered Section 8 in 1931.

#### Article IV

##### Meeting of Members

Section 1. The time of the annual membership meeting was changed from the third Wednesday in September to the Tuesday preceding the fourth Thursday in April and was later changed to the Monday preceding the fourth Thursday in April. (1907, 1931)

#### Article V

##### Board of Directors

Section 1. One Director, instead of two, was required to be a resident of the State of New York. (1919)

Section 1. The number of Directors was increased from 15 to 18. It was provided that each of the three additional Directors shall own or represent a newspaper which is published in a city of less than 50,000 population and which is not owned or controlled by, or affiliated with, any newspaper or owner of a newspaper published in a city of more than 50,000 population. It was provided that the Directors representing newspapers in cities of less than 50,000 shall be chosen by separate nomination and vote, and their terms of office were so arranged that one would expire each year. (1936)

Sec. 9. The end of the Corporation's fiscal year was changed from June 30th to December 31st. (1907)

#### Article VI

##### Officers

No material change.

[fol. 85]

## Article VII

## Rights and Privileges of Members

Sec. 6. Changes were made in the time limits for the receipt and publication of news by members, as to both morning and afternoon papers. (1915, 1941)

Sec. 7. The original provision, that membership shall terminate, if the Directors have refused to grant permission to withdraw, six months after the member gives the Corporation notice of withdrawal, was changed so as to make membership terminate, under these circumstances, two years after giving notice of withdrawal. The earlier and later provision each required payment of all dues and assessments to the date of final withdrawal. (1928)

Sec. 7. It was provided that in the event that a member continued to take and publish the news service and pay the assessments therefor after the expiration of such two-year period the notice of intention to withdraw should be deemed to have been waived and membership would continue as if such notice had not been given. (1936)

## Article VIII

## Duties and Obligations of Members

Sec. 4. Omitted in the 1931 revision.

Sec. 5. Renumbered Section 4 in 1931.

Sec. 6. Renumbered Section 5 in 1931.

Sec. 7. Repealed in its entirety. (1915)

Sec. 8. There was added to this section (renumbered Section 6 in 1931) a proviso that associate members may furnish to nonmembers any news which they are required by the by-laws to furnish to the Corporation. (1937)

Sec. 9. Renumbered Section 7 in 1931.

Sec. 10. Renumbered Section 8 in 1931.

## Article IX

## Apportionment of Expenses

Sec. 2. The provision that service to any member shall be suspended if he fails to pay any overdue weekly assessment

within two weeks after the Corporation gives notice of default was supplemented by providing that where service is suspended because of such default the member shall lose all rights and privileges of membership and shall immediately pay assessments for a period of 104 weeks from time of discontinuance of service, except that the Board of Directors may, in its discretion, restore membership rights and privileges and refund or waive any part of such payment. (1936, 1937)

[fol. 86]

Article X

Fines, Suspensions, etc.

No material change.

Article XI

Expulsion of Members

No material change.

Article XII

Bonds

Section 1. The maximum authorized bond issue was changed from \$150,000 to \$500,000. (1928)

Article XIII

Publication

No material change.

Article XIV

Disclaimer of Liability

No material change.

Article XV

Amendments to Bylaws

No material change.

[fol. 87]

## EXHIBIT E

The By-Laws of the Associated Press  
As Amended April 20, 1942

## Article I

## Objects

The members of this corporation are certain individuals, corporations, partnerships, limited liability companies, joint stock and other associations united in a mutual and cooperative organization. Other individuals, corporations, partnerships, limited liability companies, joint stock and other associations from time to time may be elected to membership, either regular or associate, in the manner and upon and subject to such conditions, regulations and limitations as may be prescribed by these By-Laws of the corporation, and no individuals, corporations, partnerships, limited liability companies, joint stock or other associations not so elected shall have any right or interest in the corporation.

The objects and purposes for which the corporation is formed are to gather, obtain and procure, by its own instrumentalities, by exchange with its members and others, and by any other appropriate means, any and all kinds of news, information and intelligence; literary property of all kinds including that which is informative, educational or otherwise of public interest; news pictures, pictorial news and art of any and all kinds and to furnish and supply the same to its members and others entitled to the use thereof under and subject to such regulations and conditions as may be prescribed by these By-Laws and the mutual cooperation benefit and protection of its members. In furtherance of its said objects and purposes, the corporation shall have power to purchase and acquire in the State of New York, and elsewhere such real and personal estate and property as may be necessary or proper, and to mortgage the same to secure the payment of any bonds which may be issued by the corporation, and generally to do any and all things which may be necessary or proper in connection with its objects and purposes, which may not be contrary to law.

The corporation is not to make a profit nor to make or declare dividends.



## Membership

Section 1. (a) There shall be two classes of members, to wit, regular members who shall have all the rights and privileges hereinafter specified; associate members who shall have only the rights and privileges hereinafter specifically set forth and shall not have any voting rights, or the right to vote on bonds of the Corporation. Unless otherwise specified, when the term member or members is herein used, it shall include both regular members and associate members, but the rights and privileges of such member shall depend on whether he is a regular member or an associate member. All memberships existing on April 19, 1937, shall be deemed regular memberships.

(b) The sole owner of a newspaper whether an individual or corporation, partnership, limited liability company, or joint stock or other association, shall be eligible to election as a member of this Corporation, in the way and upon and subject to the conditions and limitations hereinafter specified. No others shall be eligible.

(c) Upon application by a member the Board of Directors shall have authority to change his or its membership from regular to associate membership, and to restore an associate membership to regular membership.

Sec. 2. Every applicant for membership in this Corporation shall file with the Secretary of the Corporation such proof as may be required by its Board of Directors of his or its sole ownership of a specified newspaper, describing the "field" in which the applicant's newspaper is published (i. e. morning, afternoon, Sunday and/or weekly.) The application shall state whether it is for regular or associate membership.

Sec. 3. In case (a) any member shall cease to be the owner of the newspaper specified in his or its certificate of membership, or (b) the newspaper represented by membership ceases regular publication, he or it shall *ipso facto* and without action by this Corporation, cease to be a member, and shall no longer enjoy any of the privileges of the Corporation; but if the newspaper represented by membership ceases regular publication or if the successor to the ownership of such newspaper shall not qualify and

be admitted to membership, on behalf of such newspaper, the former owner whose membership is thereby terminated shall pay to this Corporation the equivalent of as many weeks assessment as the Board of Directors of this Corporation may specify, except that he or it shall not be required to pay in excess of the sum of the assessments for one hundred and four (104) weeks, the computation to be based upon the rate of the weekly assessment at the time the retiring member's ownership ceases, or at the time the newspaper ceases regular publication. Such retiring owner may, however, (provided that such member is not then under process of discipline for violation of any by-law, [fol. 89] rule or regulation of the Corporation) assign his or its certificate of membership to the succeeding owner of such newspaper, and such succeeding owner shall thereupon become a member of the same class as the predecessor upon signing the roll of members, and assenting to the By-Laws, and, even without such assignment, such succeeding owner, thereupon shall become entitled to membership of the same class as the predecessor, and upon filing certificate of satisfactory proof of ownership, and upon signing the roll of members, and assenting to the By-Laws, such owner shall at once become and be a member of the same class as the predecessor, with all the privileges and subject to all the duties of membership, provided, however, that the predecessor was not, at the time when such predecessor ceased to be a member, under any process of discipline for violation of any by-law, rule or regulation of this Corporation. When such succeeding owner shall have thus fully qualified as herein specified, such former owner shall thereupon cease to be liable for the assessments specified herein.

Sec. 4. When a change shall be made in the ownership of any newspaper for which a member of this Corporation is entitled to receive a news service, the member may transfer his or its certificate of membership with his or its newspaper, and the new owner shall be constituted a member of the same class as the predecessor by virtue of such assignment upon complying with the requirements prescribed by the next succeeding article of these By-laws.

Sec. 5. Whenever the name of any newspaper mentioned in any membership certificate shall be changed in any respect, the member holding such certificate shall thereupon give written notice of the change to the Secretary and shall

return the certificate of membership to be cancelled, whereupon a new certificate in like terms shall be issued, designating the newspaper by its new name.

Sec. 6. All rights and interest of any member in the property and privileges of the Corporation shall cease with the termination of his or its membership.

Sec. 7. Every member shall be eligible to election and to enjoy the privileges of membership, solely by virtue of his or its ownership of the newspaper named in his or its certificate of membership, and shall be held responsible for any violation of the Bylaws by himself or itself or by any other person connected with such newspaper to the same extent that he or it would have been responsible had the violation been committed by him or it personally.

### Article III

#### Admission of Members

Section 1. An owner of a newspaper, as defined in Article II, Section 1, subdivision (b) of these Bylaws, may be elected to membership by the affirmative vote of not less than the majority of the regular members of the Corporation [fol. 90] voting on the application, in person or by proxy, at any regular meeting of the members of the Corporation, or at a special meeting called for that purpose, but where there are one or more existing memberships in the field (morning, evening, or Sunday) in the city in which an applicant has been so elected, he or it shall not be admitted to membership or become a member until he or it shall have complied with the requirements of the next succeeding section of this article. No vote shall be taken at any regular or special meeting of the members of the Corporation upon any application for membership unless the same shall have been filed with the Secretary at least sixty days prior to such meeting, and it shall be the duty of the Secretary to give notice by mail to each regular member of the Corporation at least thirty days prior to such regular or special meeting of any and all applications for membership which are to be voted on thereat.

Sec. 2. An applicant for membership elected, as provided in Section 1 hereof, shall not be admitted to membership

or become a member, where there are one or more existing memberships in the field (morning, evening or Sunday) in the city in which the applicant has been elected, until

(a) The applicant shall pay to this Corporation a sum equal to ten (10%) per cent of the total amount of the regular assessments received by the Corporation from members in the field (morning, evening or Sunday) in the city in which the applicant has been elected to membership, during the period from October 1, 1900, to the first day of the month preceding the date of the election of the applicant, provided, however, that such payment shall in no case be less than three times the current annual regular assessments, and,

~~(b) The applicant shall relinquish any exclusive right that he or it may have, by contract or otherwise, to any news or news picture services that are being made available to the applicant at the time of the filing of his application for membership, by any other person, firm or corporation, and, when requested to do so by any member or members in the field in the city in which the applicant has been elected to membership, the applicant shall require the said news or news picture services, or any of them, to be furnished to such member or members, upon the same terms as they are made available to the applicant.~~

The moneys payable to the Corporation by an applicant for membership, as herein provided shall be paid over by the Treasurer of the Corporation to the member in the Field in the city in which the applicant is elected, and where there is more than one member in such field, the moneys so paid shall be distributed among such members in proportion to the regular assessments paid by them over the period from October 1, 1900. The member or members entitled to receive the moneys so payable, or a portion thereof, may waive, individually, the payment of such moneys, [fol. 91] or portion thereof, in which event the amount payable by the applicant, as hereinbefore provided, shall be reduced by the amount of the payment so waived.

Sec. 3. Applicants for membership may also be elected by the Board of Directors, when no meeting of the members of the Corporation is in session, in a field in a city where

there is no existing membership at the time the application is filed. The Board of Directors may also elect applicants for membership, when no meeting of the members of the Corporation is in session, in a field in a city where there are one or more existing memberships at the time the application is filed, provided that such member or members in such field and city shall have waived the payment, in whole or in part, of the moneys payable to them as provided in Section 2 of this Article.

Sec. 4. When any owner shall have ceased to be a member and his or its successor shall have become entitled to membership as provided in the last preceding article, such successor, upon filing with the Secretary proper proof that he or it is entitled to membership, and signing the roll of members and in writing assenting to the By-Laws, shall forthwith become and be a member of the same class as the predecessor, and be entitled to all the privileges and subject to all the duties and obligations of such class of membership, and the Board of Directors at the next meeting held thereafter shall formally elect such successor and ratify his or its admission as a member.

Sec. 5. An owner elected or entitled to become a member in any of the ways hereinbefore provided, shall not be admitted to membership, nor be a member, nor be entitled to any of the rights or privileges of membership until, either in person or by proxy duly signed in writing, he or it shall have signed the roll of members and in writing shall have assented to the By-Laws and agreed to be bound thereby and by any amendments thereto, which may be thereafter regularly adopted. Such signing of the roll of membership in person or by proxy, by such owner of a newspaper who has been elected to membership, shall evidence such owner's full acceptance, assent and agreement to these By-Laws and as they may be amended from time to time; and such signature shall establish the contract between such owner and this Corporation, the By-Laws of this Corporation and any amendments thereof constituting and being the terms and conditions of said contract.

Sec. 6. When the owner of a newspaper elected to membership in this Corporation shall have conformed with Section 5 hereof, such owner shall thereupon, if such owner be not an individual, file with the Secretary of this Corpo-

ration in writing, in such form as the Board of Directors of this Corporation may require, authority for an individual, to be named by such owner, to represent the owner in all respects specified in these By-Laws, except that he shall not have authority to resign the membership held by such owner. If an owner has membership for more than one [fol. 92] newspaper he shall designate a separate individual for each such newspaper. Until his successor shall have qualified, each such individual shall be eligible to attend the meetings of the Corporation in person or by proxy; and, if a representative of a regular member, in person or by proxy cast the vote or votes to which such owner is entitled, and be eligible to election as an officer or director of the Corporation, and to serve on committees. Representatives of regular and associate members shall continue to be eligible to serve as and for the owner only until such owner shall have, in the manner specified herein, designated their successors. In case the sole owner is an individual he shall in all respects serve as the member in person or by proxy, or, if he chooses so to do, he may designate an individual to serve for him in person or by proxy as specified herein.

Sec. 7. For each newspaper which is entitled to the news service of this Corporation there shall be issued to the owner a certificate of membership signed by the President and by the Secretary of this Corporation, and bearing its seal. The certificate shall designate the newspaper for which the owner shall be entitled to receive the news report of this Corporation, until such owner shall cease to be a member or until such owner's right shall be suspended or terminated under the By-Laws; it shall specify the language in which the newspaper is to be printed; whether it is a morning, afternoon, Sunday or weekly newspaper, and the place of its publication; it shall state whether the member is to receive a day or a night report; it shall state the obligation of the member to furnish the news of a prescribed district, and to pay the regular weekly dues and other assessments as they may be, from time to time, fixed by the Board of Directors; it shall state that the holder thereof has assented to and is in all respects subject to and bound by the By-Laws; in other respects it shall be in such form and shall contain such provisions as shall be prescribed by the Board of Directors; it shall not be transferable except to the extent and in the way hereinbefore pro-

vided. If the certificate is issued after April 19, 1937, it shall also state the class of membership.

#### Article IV

##### Meeting of Members

Section 1. The annual meeting of the members of The Associated Press shall be held in the City of New York, at eleven o'clock A. M. on the Monday preceding the fourth Thursday in April of each year, for the election of Directors and such other business as may be presented.

Sec. 2. Special meetings of the members shall be called by the President and Secretary upon the order of the Board of Directors or the Executive Committee, or whenever a request in writing therefor shall be received by the Secretary bearing the signatures of fifty of the regular members of the Corporation. No business shall be transacted at a special meeting except such as may be embraced in the call therefor.

Sec. 3. The Secretary shall give notice of all meetings of the members by mailing to each regular member at his or its given address a written or printed notice stating the time and place of meeting, and the business to be considered, if a special meeting. Such notices shall be mailed thirty days before the annual meeting, and fifteen days before special meetings. Special meetings may, however, be held for any purpose, without notice, at any time when all the regular members are present or duly represented by proxy.

Sec. 4. A member may be represented at any meeting either by the individual regularly designated by the member as specified in Article III, Section 6, or by such individual's properly authorized proxy, or, if the member himself be an individual, he may be represented by a properly authorized proxy. Such proxies shall file a lawful power of attorney with the Secretary. No salaried officer or employee of this Corporation shall hold a proxy or vote upon it.

Sec. 5 To constitute a quorum for the transaction of business, at least a majority of the regular members must be present either in person or by proxy, except as other-

wise provided by law. A minority may adjourn from time to time until a quorum shall be present.

## Article V

### Board of Directors

Section 1. The affairs of the Corporation shall be managed by eighteen Directors, at least one of whom shall be a resident of the state of New York. At least three of such Directors shall each own or represent a newspaper published in a city of less than 50,000 population according to the last United States census, which newspaper shall not be owned, controlled or operated by, or affiliated with, any newspaper or owner of a newspaper published in a city of more than 50,000 population.

Candidates for the office of Director resident in the state of New York, and candidates for the office of Director owning or representing a newspaper published in a city of less than 50,000 population, shall be separately nominated and separate ballots shall be cast for such offices.

Sec. 2. Each Director shall be an individual owner of a regular member newspaper or an individual regularly designated by a regular member, as specified in Article III, Sec. 6, and any Director who shall cease to be so qualified shall thereby cease to be a Director.

Sec. 3. At each annual meeting the regular members and those entitled to vote upon bonds, as hereinafter provided, shall elect six Directors to succeed the six whose terms expired at such meeting, and also fill any vacancies in the Board of Directors which may have occurred since their last annual meeting. At each annual meeting, the Directors elected to fill the places of those whose terms have expired, shall be elected for a term of three years, and Directors shall in all cases continue in office until their successors are elected provided that no director shall be elected to hold office for more than three consecutive terms, served after April 20, 1942, unless during his term of office as director he shall have served as president of the Corporation.

Sec. 4 The Board of Directors shall, in addition to the powers elsewhere granted by the By-Laws, or otherwise conferred by law, have the power to make contracts; to



fill vacancies in their own number until the next annual meeting; to elect and remove officers and agents; to engage and discharge employees; to fix the compensation of officers, agents and employees; to borrow money; to issue bonds; to authorize a mortgage or mortgages in conformity with law; to expend the money of the Corporation for its lawful purposes, and to do all acts not inconsistent with the Certificate of Incorporation, or the By-Laws, which it may deem for the best interests of the Corporation, and in general shall have the control and management of all the affairs of the Corporation, except as otherwise provided in the By-Laws. The votes of a majority of all the Directors shall be required to elect or remove an officer.

Sec. 5. The Board of Directors shall annually appoint an Executive Committee of not less than five of its own number, who shall hold office for one year or during the pleasure of the Board and shall have the same powers as the Board except the powers in respect to the election and discipline of members as specified in Articles III and X of these By-Laws. The Executive Committee shall keep a full record of its acts and proceedings, and report all action taken by it to the next meeting of the Board. Vacancies therein shall be filled by the Board of Directors.

Sec. 6. The Board of Directors shall annually appoint an auditing committee of not less than two persons, not of its own number, to examine the accounts of the Corporation.

Sec. 7. The Board of Directors from time to time may, by resolution, appoint other committees for special purposes designating their duties and powers.

Sec. 8. The Board of Directors shall make a report of the affairs of the Corporation for each fiscal year, a copy of which shall be sent to each member at least twenty days prior to each annual meeting. Such fiscal year shall end on December 31st in each year. The Board of Directors shall also cause to be mailed to each member a report of the proceedings of each meeting of the Corporation and of the Board of Directors as soon after the holding of such meeting as practicable.

Sec. 9. The Board of Directors shall have power to adopt a corporate seal and alter the same at its pleasure.

[fol. 95] Sec. 10. The Board of Directors shall hold, at the City of New York, a meeting on the Friday preceding the annual meeting of the members, and also another meeting for the election of officers and for other purposes, immediately after adjournment of the annual meeting of the members. It shall fix, by resolution from time to time, the dates of the other regular meetings of the Board, of which there shall be not less than two, in every year, in addition to the two herein provided for. Special meetings of the Board may be called by the President or any three Directors. Notice of all meetings shall be given by telegraphing or by mailing a notice thereof to each Director at least five days before the date of the meeting, which notice shall be sent either by the Secretary, the President or the Directors calling the meeting. A majority of the Board shall constitute a quorum, but in case a quorum shall not be present a minority may adjourn from time to time until a quorum shall be obtained. The meetings of the Board of Directors—except as hereinbefore provided—shall be held either in the City of New York, or elsewhere, as may be specified in the resolutions of the Board fixing the dates of regular meetings, and in the notices calling special meetings.

Sec. 11. The Board of Directors, from time to time, by resolution may provide for all matters in respect to which no provision is made by these By-Laws.

## Article VI

### Officers

Section 1. The officers of the Corporation shall be a President, a First Vice President, a Second Vice President, a Secretary, an Assistant Secretary, and a Treasurer, who shall be elected annually by ballot by the Board of Directors at its first meeting after the annual meeting of members. The Directors, from time to time, may appoint other officers with such duties as the Board may fix. The President shall be selected from among the Directors; the Vice Presidents shall be selected from individual owners in the regular membership of the Corporation or from individuals designated by a regular member as specified in Article III, Sec. 6; the other officers need not be so qualified.

Sec. 2. All officers shall hold their respective offices for one year after their election and until their successors are

elected and qualified, unless removed by the Board of Directors.

Sec. 3. The President shall preside over all meeting of the members and Board of Directors at which he may be present, and shall exercise general supervision and control over the affairs of the Corporation, subject to the direction of the Board.

Sec. 4. It shall be the duty of the First Vice President, in case of the absence of the President, or his inability to act, to exercise all his powers and discharge all his duties; in case of the absence or disability of both the President and [fol. 96] First Vice President, it shall be the duty of the Second Vice President to exercise all the powers and discharge all the duties of the President; and in the case of the absence or disability of the President, the First Vice President and the Second Vice President, a President *pro tempore* shall be chosen by the Board.

Sec. 5. The Secretary shall attend all meetings of members, of the Board of Directors and of the Executive Committee, and shall keep a true record of the proceedings thereof; he shall cause to be kept in the office of the Corporation all contracts, leases, assignments, other instruments in writing, and documents not properly belonging to the office of Treasurer; the Secretary or Assistant Secretary shall execute all certificates of membership, bonds, contracts and other instruments authorized to be made or executed by or on behalf of the Corporation; provided, that all instruments requiring the corporate seal shall also be executed by one other officer of the Corporation. The Secretary shall also perform such other duties as may be assigned to him by the Board of Directors.

Sec. 6. It shall be the duty of the Assistant Secretary, in case of the absence of the Secretary, or his inability to act, to exercise all his powers and discharge all his duties.

Sec. 7. The Treasurer shall receive all moneys of the Corporation, safely keep the same, and pay out such sums as may be authorized by the Board of Directors. He shall give a bond in such amount as the Board may require.

Sec. 8. The officers may receive such compensation as may from time to time be prescribed by the Board of Directors.

## Article VII

## Rights and Privileges of Members

Section 1. At all meetings of the members of the Corporation, each regular member may cast one vote by virtue of his or its membership, and such additional votes as he or it may be entitled to cast as the holder of bonds issued by the Corporation. Associate members may attend such meetings, but shall have no voting rights.

Sec. 2. Each member shall be entitled, upon compliance with the provisions of the By-Laws, to receive a service of news for the purpose of publication in the newspaper specified in such member's certificate of membership and for that purpose only. The nature and extent of the news service to be so received by the member shall be determined by the Board of Directors, upon the member's admission, and the initial dues or assessment shall be fixed at the same time and by the same authority, subject, however, to change as hereinafter provided in Article IX.

Sec. 3. The nature and extent of the news service to any member may be changed from time to time by the Board of Directors; *provided* that this section must not be construed [fol. 97] to give the Board of Directors authority to omit the news service to any member except for cause as provided in these By-Laws.

Sec. 4. The news service of this Corporation shall be furnished only to the members thereof, or to newspapers owned by them and specified in their certificates of membership.

Sec. 5. A member shall publish the news of The Associated Press only in the newspaper, the language, and the place specified in such member's certificate of membership and shall not permit any other use to be made of the news furnished by the Corporation to the newspaper which such member owns. Only the place specified in the certificate of membership shall appear in the title, name or heading of the newspaper wherein the news of The Associated Press is published.

Sec. 6. The time limits for the receipt and publication of news by members shall be (Standard Time in all cases at the place of publication) as follows: Morning papers to re-

ceive not later than 9 A. M. and to publish not earlier than 7 P. M., except that for editions to be circulated only outside of the city of publication not earlier than the following morning, morning papers may publish not earlier than 5 P. M.; afternoon papers to receive not later than 7 P. M. and to publish not earlier than 9 A. M.; provided that the Board of Directors may authorize that upon extraordinary occasions The Associated Press dispatches may be used in extra editions or for bulletins outside of the hours named.

Sec. 7. By the vote of a majority of the Board of Directors, a member may be permitted to withdraw from membership upon payment of all dues, assessments and other obligations, and upon the surrender and cancellation of such member's certificate of membership and upon such other terms as the Board of Directors may fix. If any member shall apply for permission to withdraw from membership in The Associated Press to the Board of Directors, and the same shall be refused, such member may nevertheless give written notice to the Secretary of intention to withdraw, and two years after the date such last named notice shall have been received, and upon payment of all assessments and other obligations to the date of final withdrawal, such membership shall terminate, but until the expiration of said two years, unless the membership is sooner terminated by vote of a majority of the Board of Directors as specified herein, the member shall continue to take and publish the news service of the Corporation, and pay assessments in the manner specified in these By-Laws and in all respects comply with these By-Laws, and failure so to do in any particular shall thereupon cause the membership to terminate and the assessments for a period of one hundred and four (104) weeks immediately to become due and payable in one aggregate sum, the computation thereof to be based upon the rate of the weekly assessment in effect at the time of the refusal of the Board of Directors to accept the member's application for permission to withdraw, and the said period of 104 weeks also to be computed from that time. In [fol. 98] the event that the member continues to take and publish the news service of the Corporation and pay the assessments therefor after the expiration of said period of 104 weeks, such member shall be deemed to have waived his or its notice of intention to withdraw and the membership

shall *ipso facto* continue with the same force and effect as if no notice of intention to withdraw had been given.

Sec. 8. No news furnished to the Corporation by a member shall be supplied by the Corporation to any other member publishing a newspaper within the district which the Board of Directors shall have described in defining the obligations of such member to furnish news to the Corporation.

### Article VIII

#### Duties and Obligations of Members

Section 1. Each member shall comply with all the provisions of the By-Laws and such amendments as may be adopted from time to time.

Sec. 2. During the term of membership or until the right to the receipt of the news report of this Corporation shall be terminated in the manner her-inafter provided for, each member shall pay all dues, assessments and other obligations as the same may be fixed and apportioned by the Board of Directors.

Sec. 3. Each member shall take the news service of the Corporation and publish the news regularly in whole or in part in the newspaper named in the Certificate of Membership. Each member shall also promptly furnish to the Corporation, through its agents or employees, all the news of such member's district, the area of which shall be determined by the Board of Directors.

Sec. 4. The news which a member shall furnish as herein required shall be all such news as is spontaneous in its origin, but shall not include any news that is not spontaneous in its origin, or which has originated through deliberate and individual enterprise on the part of such member of the newspaper specified in such member's certificate of membership.

Sec. 5. No member shall furnish, or permit anyone in his or its employ or connected with the newspaper specified in his or its certificate of membership to furnish, to any person who is not a member, the news of the Corporation in advance of publication, or to another member any news received from the Corporation which the Corporation is itself debarred from furnishing to such member, nor conduct

his or its business in such a manner that the news furnished by the Corporation may be communicated to any person, firm, corporation, or association not entitled to receive the same.

Sec. 6. No member shall furnish, or permit anyone to furnish to anyone not a member of this Corporation, the news which he or it is required by the By-Laws to supply to this [fol. 99] Corporation or which he or it obtains from the Corporation or from any other member by virtue of his membership. Provided, however, that associate members may furnish or permit to be furnished to non-members any news which they are required by the By-Laws to furnish to the Corporation.

Sec. 7. Members shall print in their newspapers such credit to the Corporation, or to any paper or other source from which news may be obtained, as shall be required, from time to time, by the Board of Directors.

Sec. 8. No member shall anticipate the publication of any document of public concern, confided to this Corporation for use on a stipulated date, however said member may have secured said document.

## Article IX

### Apportionment of Expenses

Section 1. The cost of collecting, exchanging and transmitting the news service, as well as all other expenses of the Corporation, shall be apportioned among the members by the Board of Directors, in such manner as it may deem equitable, and the Board shall levy assessments upon the members therefor. The Board of Directors may change such apportionment and assessment, from time to time and may also levy assessments upon the members in order to accumulate a surplus fund for emergency purposes, provided that any increase of assessment exceeding 50 per cent, shall require the affirmative vote of two-thirds of all the Directors. There shall be no right to question the action of the Board of Directors in respect to such apportionment or assessments, either by appeal to a meeting of members, or otherwise, but the action of the Directors, when taken, shall be final and conclusive.

Sec. 2. All regular assessments levied against members shall be payable weekly in advance, and the Treasurer or other authorized agent of the Corporation shall draw on each member therefor. Such assessments shall be paid promptly, and, if any assessment draft shall be unpaid at the end of three days after presentation, a penalty of 10 per cent thereon shall be added thereto, and it shall be the duty of the Secretary or Treasurer thereupon to notify the member in default that the news service will be discontinued at the expiration of two weeks from the date of the notice, unless all overdue assessments and penalties shall have been paid to the Treasurer of the Corporation before that date, and, if the same are not so paid, such news service shall thereupon be discontinued. Where the news service is discontinued because of the member's default in the payment of assessments, the member shall lose all the rights and privileges of membership in this Corporation *ipso facto* and without action by the Corporation and the assessments for a period of one hundred and four (104) weeks from the time the news service is discontinued shall immediately [fol. 100] become due and payable in one aggregate sum, the computation thereof to be based upon the rate of the weekly assessment of the member in effect at the time of the discontinuance of the news service, and the Secretary or Treasurer of the Corporation may draw one draft for the total amount due the Corporation and present it for payment. The Board of Directors of this Corporation at a subsequent meeting may in its discretion restore the rights and privileges of membership and refund or waive any part of such payment.

## Article X

### Fines, Suspensions, Etc.

Section 1. When the Board of Directors shall decide that a member has violated any of the provisions of the By-laws, it may, by a two-thirds vote of all the Directors, impose upon such member a fine not exceeding one thousand dollars, or suspend such member's privileges of membership or present such member for expulsion as hereinafter provided, or it may both suspend such member's privileges and present such member for expulsion. Before any such action



shall be taken, however, it shall give to the member affected an opportunity to be heard upon ten days' notice in writing of the time and place at which such member will be so heard.

Sec. 2. When the privileges of a membership are suspended, his or its news service shall be discontinued. Any order of suspension may be repealed by the affirmative vote of a majority of the whole Board of Directors.

Sec. 3. The term for which a member may be suspended by the Board of Directors shall not extend beyond the next annual meeting of the members.

Sec. 4. At the expiration of the period for which a member shall have been suspended, or upon the repeal of the suspension as hereinbefore provided for, such member shall again become entitled to receive the news service as called for in such member's certificate of membership, or such member may withdraw from the Corporation upon paying immediately all assessments and other obligations then due or incurred and unpaid, and for such additional term as the Board of Directors of this Corporation may specify, except that he or it shall not be required to pay additionally in excess of the sum of the assessment for a period of one hundred and four (104) weeks beginning the first week after the Board of Directors shall have specified the additional term, the computation of the weekly assessments to be based upon the rate of the weekly assessment of the member in effect at the time suspension is ordered.

Sec. 5. The action of the Board of Directors on any of the foregoing matters mentioned in this article shall be final and conclusive. No member shall have any right to question the same.

[fol. 101]

## Article XI

### Expulsion of Members

Section 1. The regular members of the Corporation, at any regular meeting, or at a special meeting called for that purpose, shall have the right to expel a member for any violation of these By-Laws, or for any conduct on the part of said member, or on the part of any one in said member's employ or in the employ of or connected with the newspaper designated in the certificate of membership, which in its

absolute discretion it shall deem of such a character as to be prejudicial to the interests and welfare of the Corporation and its members, or to justify such expulsion. The action of the regular members of the Corporation in such regard shall be final and there shall be no right of appeal against or review of such action.

Sec. 2. Before the Corporation may entertain a motion to expel a member there shall be a formal presentation of such member either by the order of the Board of Directors after a hearing as hereinbefore provided, or through a written notification signed by five regular members. The member affected shall have a right to be heard before the motion to expel is put to a vote.

Sec. 3. If a member is to be presented for expulsion without previous hearing by the Board of Directors the notice of presentation shall be filed with the Secretary of the Corporation at least three weeks prior to the meeting of the members at which action is to be taken, and the Secretary shall forward a certified copy to the member affected within three days after receiving such notice.

Sec. 4. When a member shall be presented by the order of the Board of Directors such member may be expelled by the affirmative vote of a majority of all the votes cast on the question. When a member shall be presented through a notification signed by five regular members and without the order of the Board of Directors such member may be expelled only by the affirmative vote of four-fifths of all the regular members.

Sec. 5. A member who has been expelled shall be eligible for readmission only upon the terms and conditions applicable to new members.

## Article XII

### Bonds

Section 1. This Corporation shall have power to borrow money, and to make and issue bonds, as evidence of indebtedness therefor, and to secure the same by mortgage upon its property; provided that such bonds shall not be issued to an amount exceeding the aggregate sum of \$500,000.

Sec. 2. The Board of Directors, at any regular meeting or at any special meeting called for that purpose, may au- [fol. 102] thorize the execution and issue of such bonds in such amounts not exceeding the aggregate principal sum of \$500,000 to such persons including themselves, payable at such times and with such rate of interest and in such form as it may deem advisable, *provided*, that every bond, so issued, shall contain the following provisions: that this Corporation shall have the right to redeem the same at its face value, with the interest due or accrued thereon whenever it shall come into the possession of anyone not a member of this Corporation; that it shall be the duty of the Board of Directors, whenever bonds are presented for registration in the name of anyone not a member of this Corporation, to exercise the right of redemption herein provided for and pay for such bonds out of any funds in the Treasury available for the purpose or out of an assessment to be levied upon members in proportion to the weekly assessment paid by them; that if such bonds are not promptly presented for registration by such nonmember holder thereof, the Secretary shall forthwith give notice to the holder that the bond must be presented for redemption, such notice to be mailed by registered letter to the last known address of such holder, and if such bonds are not submitted for redemption within thirty (30) days thereafter, the interest on such bonds shall cease and all liability thereon and any rights thereunder, except to receive the principal amount thereof, shall terminate; that this Corporation may set off against any amount due under the bond any arrearages of assessments which the owner may owe to the Corporation. The Board of Directors may make such provision for the registration of such bonds as it may deem best. The Board of Directors may also authorize the execution of a mortgage upon the property of the Corporation to secure the payment of such bonds.

Sec. 3. The registered owner and holder of any such bonds, if a regular member, may file with the Secretary a waiver of any claim to interest thereon, and shall thereupon become entitled at any meeting of the members of this Corporation for the election of Directors to cast one vote, in person or by proxy, if the owner be an individual, or if the owner be not an individual, then through the individual regularly designated by the owner as specified in Article

III, Sec. 6, or such individual's proxy, for Directors upon each \$25 of such bonds registered in such owner's name for not less than twenty days prior to such meeting, provided that no bondholder shall have the right to vote upon more than \$1,000 of said bonds for any single membership held by such bondholder and shall not have the right to vote on any bond that shall have been called for redemption at any time before such election.

### Article XIII

#### Publication

Section 1. The publication required to be made by every member shall be that of a *bona fide* newspaper, continuously [fol. 103] issued, as specified in the membership certificate, to a list of genuine paid subscribers. A publication conducted for the purpose of preserving a membership, and not for public sale and distribution, shall not be or be regarded as a sufficient compliance with the By-Laws. The irregular publication of his or its newspaper shall be sufficient ground for suspension of a member, in the discretion of the Board of Directors.

Sec. 2. A Membership Certificate which authorizes publication on seven days in a week shall be held to be fully complied with by publication on six days, and such cessation of publication on one day shall not affect the member's right to receive and publish the news service on seven days whenever the member may elect to do so.

### Article XIV

#### Disclaimer of Liability

Section 1. Neither the Corporation nor its Officers nor Directors nor any of them shall in any event be liable to a member for any loss or damage arising by reason of the publication of any of the news received by a member from the Corporation, or by reason of a member's suspension or expulsion, and the member's signature to the roll of members and assent to the By-Laws shall constitute a waiver of any such claim.

**Article XV**

**Amendments to By-Laws**

Section 1. These By-Laws may be amended only by the Board of Directors at any regular meeting of said Board by an affirmative vote of two-thirds of all the Directors of the Corporation, but no amendment shall become operative or take effect until the same shall have been recommended or ratified by a vote of two-thirds of all the regular members of the Corporation present in person or by proxy at a meeting, regularly convened.

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## EXHIBIT F

Regular Members of The Associated Press in Continental United States as of March 1, 1942, with Newspapers Represented in Membership and Individuals Designated as AP Representatives of Members.

## ALABAMA

Newspaper	Representative	Member
Birmingham Age-Herald	James E. Chappell	The Birmingham News Co.
Birmingham News	Victor H. Hanson	Do.
Decatur Daily	Barrett C. Shelton	Tennessee Valley Printing Co.
Dothan Eagle	Horace Hall	The Dothan Eagle.
Florence Times-News	Lois E. Meeks	The Florence Times.
Gadsden Times	W. S. Mudd	The Gadsden Times Publishing Co.
Huntsville Times	Henry P. Johnston	The Huntsville Times Company.
Montgomery Advertiser	R. F. Hudson	The Advertiser Company.
Montgomery Journal	R. F. Hudson, Jr.	Do.
Opelika Daily News	W. C. Wear	W. C. Wear and W. H. Wilson.
Selma Times-Journal	Mrs. F. T. Raiford	The Selma Times-Journal Publishing Co.
Sheffield Tri-Cities Daily	J. L. Meeks, Jr.	The Tri-Cities Daily.
Troy Messenger	M. N. Dodson	The Troy Messenger, Inc.
Tuscaloosa News	Bruce Shelton	The Tuscaloosa Newspaper Publishing Co.

## ARIZONA

Bisbee Review	John M. Ross	Cochise Publishing Company.
Douglas Dispatch	James Logie	Dispatch Publishing Company.
Flagstaff Sun	M. Hutchinson	C. P. Giragi.
Holbrook Tribune News	C. P. Giragi	Do.
Nogales Herald	H. R. Sisk	H. R. Sisk.
Phoenix Phoenix Gazette	W. W. Knorpp	Arizona Publishing Company.
Phoenix Arizona Republic	Charles A. Stauffer	Do.
Prescott Daily Courier	W. P. Stuart	Prescott Courier, Inc.
Tucson Daily Citizen	Wm. H. Johnson	Citizen Publishing Company.
Tucson Arizona Star	Wm. R. Mathews	State Consolidated Publishing Co.
Winslow Mail	Louis J. Giragi	Giragi Brothers.

## ARKANSAS

Camden Evening News	A. Roy Allen	The Camden News Publishing Company.
Conway Log Cabin Democrat	Frank E. Robbins	Conway Printing Company.
El Dorado Daily News	C. E. Palmer	News-Times Publishing Company.
El Dorado Evening Times	Robert T. Hays	Do.
Fayetteville Northwest Arkansas Times	Mrs. R. W. Fulbright	Fayetteville Democrat Publishing Co.
Fort Smith Southwest American	Donald W. Reynolds	Fort Smith Newspaper Publishing Co.
Fort Smith Times-Record	J. S. Parks	Do.
Helena World & Record	Charles M. Young	The Helena World Publishing Co.
Hope Star	Alex H. Washburn	Star Publishing Company.
Hot Springs New Era	Charles Goslee	Associated Arkansas Newspaper, Inc.
Hot Springs Sentinel Record	Robert S. Dean	Southern Newspapers, Inc.

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Jonesboro Sun	W. O. Troutt	W. O. Troutt & Sons.
Little Rock Arkansas Democrat	K. A. Engel	Arkansas Democrat Co.
Little Rock Arkansas Gazette	J. N. Heiskell	Gazette Publishing Co.
Magnolia Banner News	Ray Kimball	Banner-News Publishing Company, Inc.

## ARKANSAS—Continued

Newspaper	Representative	Member
Malvern Daily Record	J. H. Beerstecher	J. H. Beerstecher.
Paragould Press	Rupert C. Wright	Rupert C. Wright.
Pine Bluff Commercial	E. W. Freeman	E. W. Freeman & Sons.
Russellville Courier Democrat	J. A. Livingston	J. A. Livingston.
Searcy Citizen	M. P. Jones, Jr.	M. P. Jones, Jr. & Jamie B. Jones.
Stuttgart Daily Leader	F. L. Anderson	Grand Prairie Leader, Inc.
Texarkana Daily News	Walter E. Hussman	Texarkana Newspapers, Inc.

## CALIFORNIA

Alhambra Post-Advocate	P. E. Ritcha	So. Calif. Ass'd Newspapers.
Bakersfield Californian	Alfred Harrell	Alfred Harrell.
Burbank News-Press	F. M. James	So. Calif. Ass'd Newspapers.
Chico Enterprise	F. J. O'Brien	Enterprise Publishing Co., Inc.
Colton Daily Courier	F. S. Hosfelt	F. S. Hosfelt.
Culver City Star News	William Shea	So. Calif. Ass'd Newspapers.
Eagle Rock News-Press	James S. Copley	Do.
Eureka Humboldt Times	J. H. Crothers	Eureka Newspapers, Inc.
Fresno Bee Republican	H. R. McLaughlin	James McClatchy Publishing Co.
Fresno Bee Republican	Geo. L. Engstrom	Do.
Glendale News-Press	H. C. Burkheimer	So. Cal. Newspapers, Inc.
Grass Valley Union	E. G. Kinyon	Union Publishing Company.
Hermosa Beach Daily Breeze	C. C. Welland	So. Calif. Ass'd Newspapers.
Hollywood Citizen News	Harland G. Palmer	The Citizen News Company.
Laguna Beach South Coast News	Arthur C. Peterson	Arthur C. Peterson.
Lodi Times	George E. Moore	Clifton H. and Geo. E. Moore.
Long Beach Press-Telegram	W. F. Prisk	Press-Telegram Publishing Co.
Los Angeles Examiner	R. A. Carrington, Jr.	Hearst Publications, Inc.
Los Angeles Herald & Express	F. F. Barham	Do.
Los Angeles Times	Norman Chandler	The Times-Mirror Company.
Marysville Appeal Democrat	H. E. Thomas	Marysville Yuba City Publishing, Inc.
Modesto Bee	Harry Conway	James McClatchy Company.
Modesto Bee	William B. O'Shea	Do.
Monrovia News-Post	Charles F. Davis	So. Calif. Ass'd Newspapers.
Oakland Tribune	J. R. Knowland	The Tribune Publishing Company.
Palo Alto Daily Times	George E. Morell	Peninsula Newspapers, Inc.
Pasadena Star-News	Charles W. Paddock	Pasadena Star-News Publishing Company.
Petaluma Argus Courier	J. A. Olmsted	The Olmsted Co., Inc.
Pomona Progress Bulletin	A. T. Richardson	Progress-Bulletin Publishing Co.
Redding Record-Searchlight	Paul C. Bedenhamer	Redding Record, Inc.
Redondo Daily Breeze	John J. Berry	So. Calif. Ass'd Newspapers.
Redwood City Tribune	Dallas E. Wood	Peninsula Newspapers, Inc.
Riverside Enterprise	Howard H. Hays	Enterprise Corporation.
Riverside Daily Press	Harry W. Hammond	Riverside Daily Press, Inc.
Sacramento Bee	Walter P. Jones	James McClatchy Company.
Sacramento Union	Wm. H. Dodge	Sacramento Publishing Company, Ltd.
San Bernardino Sun	James A. Guthrie	The Sun Co. of San Bernardino.
San Bernardino Telegram	Arthur J. Brown	Do.
San Diego Tribune-Sun	F. B. Goodman	The Union-Tribune Publishing Co.
San Diego Union	Arthur K. Whyte	Do.
San Fernando Valley News	Orlando T. Palmer	The Citizen News Company.
San Francisco Call-Bulletin	E. D. Coblentz	Hearst Publications, Inc.
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San Francisco Chronicle	George T. Cameron	The Chronicle Publishing Co.
Napa Register	Theodore M. Marois	Geo. H. Francis & Theodore M. Marois.

## CALIFORNIA—continued

Newspaper	Representative	Member
San Francisco Examiner	William R. Hearst	Hearst Publications, Inc.
San Jose Mercury Herald	Jay O. Hayes	The Mercury Publishing Company.
San Jose News	George H. Payne	Estate of G. Logan Payne.
San Pedro News-Pilot	Clark F. Waite	San Pedro Printing & Publishing.
Santa Ana Register	C. H. Hoiles	Register Publishing Company, Inc.
Santa Barbara News	T. M. Storke	News Press Publishing Company.
Santa Barbara Morning Press	R. G. Fernald	Do.
Santa Cruz Sentinel-News	F. D. McPherson, Jr.	Sentinel Publishing Company.
Santa Monica Outlook	J. D. Funk	Santa Monica Publishing Company.
Santa Rosa Press-Democrat	Ernest L. Finley	Press-Democrat Publishing Company.
Stockton Daily Evening Record	Irving Martin	Stockton Daily Evening Record.
Tulare Advance Register	Percy M. Whiteside	Percy M. Whiteside.
Vallejo Evening News	Robert Letts Jones	Robert Letts Jones.
Visalia Delta Times	M. M. Maddock	The Visalia Publishing Co., Inc.
Venice Evening Vanguard	Robert Henderson	So. Calif. Ass'd Newspapers.
Tulare Times	Mrs. Maxine Whiteside.	Percy M. Whiteside.

## COLORADO

Boulder Camera	L. C. Paddock	Boulder Publishing, Inc.
Colorado Springs Gazette and Sunday Gazette-Telegraph	T. E. Nowels	Gazette & Telegraph Co.
Colorado Springs Telegraph	T. W. Ross	Do.
Denver Post	W. C. Shepherd	Post Printing & Publishing Co.
Durango Herald Democrat	J. H. McDevitt	The Herald Publishing Co.
Fort Collins Express Courier	Earle V. Hitch	Fort Collins Newspapers, Inc.
Fort Morgan Times	R. B. Spencer	R. B. Spencer.
Grand Junction Sentinel	Walter Walker	The Sentinel Publishing & Printing Co.
Greeley Tribune-Republican	Chas. Hansen	The Tribune-Republican Pub. Co.
La Junta Daily Tribune	Charles E. Nelson	La Junta Daily Tribune, Inc.
Leadville Herald-Democrat	Joe McConnell	Joe McConnell.
Longmont Times-Call	Ray Lanyon	Times-Call Publishing Co.
Pueblo Chieftain	Frank S. Hoag, Jr.	The Star-Journal Publishing Corp.
Pueblo Star-Journal	F. S. Hoag	Do.
Sterling Advocate	Allen Biggerstaff	Advocate Publishing Co.
Trinidad Chronicle-News	Jos. G. Wheeler	The Chronicle-News Publishing Co.

## CONNECTICUT

Ansonia Sentinel	Howard F. Emerson	The Emerson Bros., Inc.
Bridgeport Post	Geo. C. Waldo, Jr.	The Post Publishing Company.
Bridgeport Telegram and Sunday Post	Ray Flicker	Do.
Bristol Press	Arthur S. Barnes	Bristol Press Publishing Company.
Danbury News-Times	Frank E. Rollins	The Danbury News-Times Co.
Hartford Courant	Henry H. Conland	The Hartford Courant Company.
Hartford Times	Francis S. Murphy	The Hartford Times, Inc.
Meriden Journal	Frank E. Sands	The Journal Publishing Company.
Meriden Record	Wayne C. Smith	The Republican Publishing Company.
New Britain Herald	Johnstone Vance	Herald Publishing Company.
New Haven Register	John Day Jackson	John Day Jackson.
New Haven Journal-Courier	do.	The Carrington Publishing Co.
New London Day	O. G. Andrews	The Day Publishing Company.



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## CONNECTICUT—continued

Newspaper	Representative	Member
Norwalk Hour . . . . .	Charles E. Kellogg . . . . .	The Hour Publishing Company.
Norwich Bulletin . . . . .	William H. Oat . . . . .	The Bulletin Company.
Norwich Evening Record . . . . .	Harrison C. Noyes . . . . .	Do.
So. Manchester Evening Herald . . . . .	Thomas Ferguson . . . . .	The Herald Publishing Co., Inc.
Stamford Advocate . . . . .	Kingsley Gillespie . . . . .	The Gillespie Bros., Inc.
Torrington Register . . . . .	George W. Peterson . . . . .	Torrington Publishing Company.
Waterbury American . . . . .	E. R. Stevenson . . . . .	American-Republican, Inc.
Waterbury Republican . . . . .	William J. Pape . . . . .	Do.

## DELAWARE

Wilmington Journal & Every Evening . . . . .	Henry T. Claus . . . . .	The News-Journal Company.
Wilmington Morning News . . . . .	Clement B. Hallam . . . . .	Do.

## DISTRICT OF COLUMBIA

Washington Post . . . . .	Eugene Meyer . . . . .	Eugene Meyer & Co.
Washington Evening Star . . . . .	Frank B. Noyes . . . . .	The Evening Star Newspaper Company.
Washington Sunday Star . . . . .	Newbold Noyes . . . . .	Do.

## FLORIDA

Bartow Polk County Record . . . . .	Roy T. Callemore . . . . .	Roy T. and Mrs. J. G. Callemore.
Bradenton Herald . . . . .	A. H. Chapmen . . . . .	The R. W. Page Corporation.
Clearwater Sun . . . . .	Victor H. Morgan . . . . .	The Clearwater Publishing Company.
Daytona Beach Evening News & Sunday News Journal . . . . .	Herbert M. Davidson . . . . .	News-Journal Corporation.
Daytona Beach Morning Journal . . . . .	do . . . . .	Do.
Fort Lauderdale Daily News & Evening Sentinel . . . . .	Robert H. Gore . . . . .	Gore Publishing Company.
Fort Myers News Press . . . . .	Barron Collier, Jr. . . . .	News Press Publishing Company.
Fort Pierce News Tribune . . . . .	Paul G. Enns . . . . .	News Printing Co. of Fort Pierce.
Gainesville Sun . . . . .	L. C. Pepper . . . . .	Pepper Printing Company.
Jacksonville Journal . . . . .	John H. Perry . . . . .	The Metropolis Co.
Jacksonville Times-Union . . . . .	Willis M. Ball . . . . .	The Florida Publishing Company
Key West Citizen . . . . .	L. P. Artman . . . . .	The Citizen Publishing Company.
Lakeland Ledger & Star Telegram . . . . .	A. W. Smith . . . . .	Ledger Publishing Co., Inc.
Live Oak Swanee Democrat . . . . .	C. P. Helfenstein . . . . .	C. P. Helfenstein.
Miami Herald . . . . .	John S. Knight . . . . .	The Miami Herald Publishing Company.
Miami Daily News . . . . .	R. A. Reeder . . . . .	The Miami Daily News, Inc.
Ocala Star . . . . .	H. D. Leavengood . . . . .	Star Publishing Company.
Orlando Reporter-Star . . . . .	Cy Meanor . . . . .	Orlando Daily Newspapers, Inc.
Orlando Sentinel . . . . .	Martin Anderson . . . . .	Orlando Daily Newspapers, Inc.
Palatka Daily News . . . . .	A. Bev. Baker . . . . .	Palatka Publishing Company.
Panama City News Herald . . . . .	J. H. Perry, Jr. . . . .	The News-Journal Co., Inc.
Pensacola Journal . . . . .	Norvin S. Veal . . . . .	The News-Journal Company.
Pensacola News . . . . .	John H. Perry, Jr. . . . .	Do.
St. Augustine Record . . . . .	J. A. Cawthon . . . . .	The Record Company.
St. Petersburg Independent . . . . .	L. C. Brown . . . . .	The Evening Independent, Inc.
St. Petersburg Times . . . . .	Paul Poynter . . . . .	Times Publishing Company.
Sanford Herald . . . . .	R. L. Dean . . . . .	The Sanford Herald, Inc.

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Sarasota Herald-Tribune & Sunday Herald Tribune . . . . .	Geo. D. Lindsay . . . . .	Sarasota Newspapers, Inc.
Stuart Daily News . . . . .	Edwin A. Menninger . . . . .	Stuart Daily News, Inc.

## FLORIDA—continued

Newspaper	Representative	Member
Tallahassee Daily Democrat	Lloyd C. Griscom	Capital City Publishing Company.
Tallahassee State News	John M. Tapers	State News Publishing Company.
Tampa Times	David E. Smiley	Tampa Times Company.
Tampa Tribune	S. E. Thomason	The Tribune Company.
West Palm Beach Post & Sunday Post Times.	C. Barry Shannon	The Palm Beach Publications, Inc.
West Palm Beach Times	Don Morris	Do.
Winter Haven Chief	M. M. Lee	Florida Chief Publishing Company.

## GEORGIA

Albany Herald	H. T. McIntosh	Herald Publishing Company.
Americus Times-Recorder	James R. Blair	The Times-Recorder Company.
Athens Banner-Herald	E. B. Braswell	Athens Publishing Company.
Atlanta Constitution	Clark Howell	Constitution Publishing Company.
Atlanta Journal	John A. Brice	The Atlanta Journal Company.
Augusta Chronicle	W. S. Morris	The Herald Publishing Company.
Augusta Herald	G. R. Boswell	The Chronicle Publishing Company.
Brunswick News	C. H. Leavy	News Publishing Company.
Columbus Enquirer-Sun & Sunday Ledger Enquirer.	M. R. Ashworth	The R. W. Page Corporation.
Columbus Ledger	R. M. Page	Do.
Cordele Dispatch	John W. Greer, Jr.	Cordele Dispatch Publishing Company.
Griffin News	Quimby Melton	Quimby Melton.
Macon News	Martin Anderson	Macon Telegraph Publishing Company.
Macon Telegraph	W. T. Anderson	Do.
Milledgeville Union Recorder	Jere N. Moore	Jere N. and R. B. Moore.
Moultrie Observer	C. B. Allen	Observer Publishing Company.
Rome News Tribune	C. B. Wright	News Publishing Company.
Savannah Morning News	Herschel V. Jenkins	The Morning News, Inc.
Savannah Press	J. P. Miller	Do.
Thomasville Times-Enterprise	E. R. Jerger	Times-Enterprise Company.
Tifton Gazette	J. G. Herring	Gazette Publishing Company.
Valdosta Times	E. L. Turner	The Valdosta Press, Inc.
Waycross Journal-Herald	Jack Williams	Jack Williams.

## IDAHO

Blackfoot Bulletin	E. H. Payson	E. H. Payson & John L. Rider.
Boise Idaho Statesman	Margaret Cobb Ailshie	Statesman Printing Company.
Burley Bulletin	Henry C. Dworshak	Harry C. Dworshak.
Caldwell News-Tribune	J. T. LaFond	The Caldwell News-Tribune Company.
Idaho Falls Post Register (A. M.)	E. F. McDermott	The Post Company.
Idaho Falls Post Register (P. M.)	Edwin F. McDermott	Do.
Kellogg Evening News	William Penney	Mrs. Christine Penney.
Lewiston Tribune	E. L. Alford	Tribune Publishing Company.
Moscow Daily Idahonian	W. T. Marineau	The News-Review Publishing Company.
Nampa Idaho Free Press	Bernard Mainwaring	The Idaho Free Press Company.
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Pocatello Idaho State Journal	W. S. Cady	The Tribune Journal Co., Inc.
Pocatello Tribune	Nicholas Ifft	Do.
Rupert Minidoka County News	Albert H. Lee	Albert H. Lee.
Twin Falls Times News	R. S. Tomemire	Times & News Publishing Company.
Wallace Press-Times	Harry L. Day	Press Times Publishing Company

## ILLINOIS

Newspaper	Representative	Member
Alton Telegraph	Paul B. Cousley	Alton Telegraph Printing Company.
Aurora Beacon-News	Charles W. Hoefer	The Copley Press, Inc.
Belleville Daily Advocate	Miss Anna L. Stolle	Belleville Advocate Printing Company.
Benton Evening News	F. D. Whittington	The Benton Evening News, Inc.
Bloomington Pantagraph	Davis Merwin	The Daily Pantagraph, Inc.
Do.	Loring C. Merwin	Do.
Cairo Citizen	Mrs. John C. Fisher	The Citizen Company.
Canton Daily Ledger	H. R. Winsor	H. R. Winsor.
Carbondale Free Press	Robert W. Davis	Free Press Publishing Company.
Centralia Evening Sentinel	V. E. Joy	Verne E. Joy.
Champaign News-Gazette (P. M.)	J. A. McDermott	The Champaign News-Gazette, Inc.
Champaign News Democrat (A. M.)	N. B. Jacquin	Do.
Charleston Daily News	John B. Rardin	John B. Rardin.
Chicago Herald American (A. M.)	J. D. Gortatowsky	Illinois Printing and Publishing Co.
Chicago Herald American (P. M.)	T. J. White	Do.
Chicago Daily Times	Richard J. Finnegan	Chicago Times, Inc.
Chicago Daily News	Frank Knox	The Chicago Daily News Company.
Chicago Tribune	Robert R. McCormick	The Tribune Company.
Danville Commercial-News	E. C. Hewes	Northwestern Publishing Company.
Decatur Herald, Sunday Herald & Review	Edward E. Lindsay	Decatur Newspapers, Inc.
Decatur Daily Review	H. C. Schaub	Do.
Dixon Telegraph	Mrs. Mabel S. Shaw	B. F. Shaw Printing Company.
DuQuoin Evening Call	Miss E. E. Weinberg	Call Publishing Company.
Elgin Courier News	R. Eaton Fedou	The Copley Press, Inc.
Flora Daily News Record	C. Earl Wood	Flora Record Publishing Co., Inc.
Freeport Journal Standard	Donald L. Breed	Freeport Journal-Standard Publicity Co.
Galena Gazette	Miss Harriet J. Grimm	The Galena Gazette, Inc.
Galesburg Register-Mail	Omer N. Custer	Galesburg Printing & Publishing Co.
Jacksonville Courier	William A. Fay	Jacksonville Journal-Courier Company.
Jacksonville Journal	J. W. Walton	Do.
Joliet Herald-News	John F. Lux	The Copley Press, Inc.
Kankakee Republican	Leslie Small	Kankakee Republican Company.
Kewanee Star-Courier	Philip D. Adler	The Star Courier Co.
LaSalle Post-Tribune	Preston F. Grandon	The Daily Post Company.
Lincoln Evening Courier	Mrs. Allyne Carpenter Nugent	The Courier Herald Co., Inc.
Macomb Journal	Andrew L. Hainline	Journal Printing Company.
Moline Dispatch	L. R. Blackman	Moline Dispatch Publishing Company.
Monmouth Review-Atlas	Hugh R. Moffet	Review-Atlas Printing Co.
Mount Vernon Register-News	Edwin Rackaway	Mount Vernon Register-News Co.
Ottawa Daily Republican Times	Fred A. Sapp	The Republican-Times Printing Co.
Peoria Journal-Transcript (A. M.)	Carl P. Slane	Peoria Journal-Transcript, Inc.
Peoria Journal-Transcript (P. M.)	do	Do.
Peru News-Herald	Ira J. Williams	Daily News-Herald, Inc.
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Quincy Herald-Whig	{ C. F. Eichenauer Ray M. Oakley	{ Quincy Newspapers, Inc. Do.
Rockford Register-Republic	Mrs. Ruth Hanna Simms	Rockford Consolidated Newspapers, Inc.

## ILLINOIS—continued

Newspaper	Representative	Member
Rockford Morning Star	T. Barney Thompson	Do.
Rock Island Argus	J. W. Potter	The J. W. Potter Company.
Springfield Illinois State Journal	A. W. Shipton	Ira C. Copley.
Springfield Illinois State Register	Geo. M. Clendenin	State Register Publishing Company.
Sterling Daily Gazette	D. W. Grandon	The Sterling Gazette Company.
Streator Daily Times Press	John R. Fornof	The Times-Press Publishing Company.
Taylorville Breeze-Courier	C. F. Jewell	Breeze Printing Company.
Urbana Illini	A. R. Knight	Illini Publishing Company.
Urbana Evening Courier	Edward E. Lindsay	Courier Publishing Company.
Waukegan News-Sun	Frank H. Just	Keystone Printing Co., Inc.

## INDIANA

Anderson Bulletin	Geo. D. Crittenberger	Bulletin Printing and Mfg. Co.
Anderson Herald	William M. Toner	Herald Publishing Co.
Attica Ledger Tribune	J. Frank McDermond, Jr.	J. Frank McDermond, Jr.
Bedford Times Mail	Stewart Riley	J. Stewart Riley, Genevieve H. Riley, & George J. Wise.
Bicknell Daily News	W. D. Murray	W. D. Murray.
Bloomington World	Geo. W. Purcell	Purcell Publishing Company.
Columbus Republican	Raymond S. Brown	Raymond S. Brown.
Connersville News Examiner	Geo. S. Tatman	News-Examiner Co.
Crawfordsville Journal Review	{ A. M. Smith Foster Fudge	{ Journal Review, Inc. Do.
Elkhart Truth	C. D. Greenleaf	Truth Publishing Company.
Evansville Courier	Edward J. Fehn	The Evansville Courier, Inc.
Fort Wayne Journal Gazette	Wm. A. Kunkel, Jr.	The Journal-Gazette Co.
Fort Wayne News-Sentinel	Miss Helene R. Foelinger.	News Publishing Company.
Frankfort Times	Max Fowler	G. Y. Fowler's Sons.
Gary Post Tribune	H. B. Snyder	Gary Printing Publishing Company.
Indianapolis News	Richard Fairbanks	Indianapolis News Publishing Co.
Indianapolis Star	J. C. Shaffer	Star Publishing Company.
Kokomo Tribune	{ Richard H. Blacklidge Robert J. Hamp, Jr.	{ John Arthur Kautz, Estate. Do.
Lafayette Courier	Henry W. Marshall, Jr.	Journal Courier Publishing Company.
Lafayette Journal	Henry W. Marshall	Do.
Logansport Press	Mrs. Mary A. Kerrigan.	Six County Publishing Company.
Madison Courier	M. E. Garber	The Courier Company.
Marion Leader-Tribune	David B. Lindsay	Chronicle Publishing Company.
Marion Chronicle	Gardner J. Thomas	Chronicle Publishing Co., Inc.
Michigan City News-Dispatch	R. C. Averitt	The Dispatch Publishing Company, Inc.
Muncie Evening Press	Gordon B. Lockwood	The Press Publishing Company.
Muncie Star	B. F. Lawrence	Star Publishing Company.
Newcastle Courier Times	Walter S. Chambers	New Castle Printing Company.
Richmond Palladium-Item & Sun Telegram	Luther M. Feeger	Palladium Publishing Company.
Rushville Republican	Louis C. Hiner	Republican Company, Inc.
Rushville Telegram	Wilber L. Kendall	Do.
Seymour Tribune	John H. Conner	Seymour Tribune Company, Inc.