

following any practice, plan, program, or device having a similar purpose or effect.

(E) Unless such transaction is otherwise subject to the reporting and waiting period requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, 15 U.S.C. 18a (the "HSR Act"), defendants for a period of five years commencing upon the filing of the complaint in this matter, and without providing advance notification to the Antitrust Division of the United States Department of Justice, shall not directly or indirectly enter into any merger or joint venture involving, or sale of, any of its alternative newsweeklies or national advertising networks or acquire any assets of or any interest, including any financial, security, loan, equity or management interest, in any publication that possesses more than two of the five attributes specified in the definition of "alternative newsweekly" in section II(B) and this final judgment, one of which must be the attribute specified in section II(B)(v). Such notification shall be provided to the Antitrust Division in the same format as, and per the instructions relating to, the notification and report form set forth in the Appendix to part 803 of title 16 of the Code of Federal Regulations as amended, except that the information requested in items 5 through 8 of the instructions must be provided only about alternative newsweeklies. Notification shall be provided at least 30 calendar days prior to acquiring any such interest, and shall include, beyond what may be required by the applicable instructions, the names of the principal representatives of the parties to the agreement who negotiated the agreement, and any management or strategic plans discussing the proposed transaction. If within the 30-day period after notification, representatives of the Antitrust Division make a written request for additional information, defendants shall not consummate the proposed transaction or agreement until 20 calendar days after submitting all such additional information. Early termination of the waiting periods in this paragraph may be requested and, where appropriate, granted in the same manner as is applicable under the requirements and provisions of the HSR Act and rules promulgated thereunder. This section shall be broadly construed and any ambiguity or uncertainty regarding the filing of notice under this section shall be resolved in favor of filing notice.

(F) For any employee involved in the publication of the Cleveland Free Times as of October 1, 2002, any non-compete

provision imposed by Village Voice Media shall be null and void. For a period from the filing of the complaint to one year from the divestiture of the Cleveland Free Times assets, defendants shall not enforce any other non-compete contractual provisions against any of their former or current employees of the Cleveland Free Times or the Cleveland Scene in the Greater Cleveland area. Defendants shall notify in writing all affected former and current employees that such non-compete contractual provisions will not be enforced.

(G) For any employee involved in the publication of the New Times LA as of October 1, 2002, any non-compete provision imposed by New Times shall be null and void. For a period from the filing of the complaint to one year from the divestiture of the New Times LA assets, defendants shall not enforce any other non-compete contractual provisions against any of their former or current employees of the New Times LA or LA Weekly in the Greater Los Angeles area. Defendants shall notify in writing all affected former and current employees that such non-compete contractual provisions will not be enforced.

V. Divestitures

(A) Defendants are ordered and directed, within 30 calendar days after the filing of the complaint in this matter, to divest the divestiture assets in a manner consistent with this final judgment to an acquirer or acquirers acceptable to the United States in its sole discretion, after consultation with the State Attorneys General. The United States, in its sole discretion, after consultation with the State Attorneys General, may agree to an extension of this time period for any divestiture of up to 30 additional calendar days, and shall notify this court in such circumstances.

(B) Defendants agree to use their best efforts to divest the divestiture assets in a manner consistent with this final judgment to an acquirer or acquirers acceptable to the United States in its sole discretion, after consultation with the State Attorneys General, and to effect such divestitures as expeditiously as possible.

(C) In accomplishing the divestitures ordered by this final judgment, each defendant promptly shall make known, by usual and customary means, the availability of the divestiture assets under its possession, custody or control. Defendants shall inform any person making inquiry regarding a possible purchase of the divestiture assets that such assets are being divested pursuant to this final judgment and provide that

person with a copy of this final judgment. Defendants shall offer to furnish to all prospective acquirers, subject to customary confidentiality assurances, all information and documents relating to the divestiture assets customarily provided in a due diligence process except such information or documents subject to the attorney-client privilege or attorney work-product doctrine. Defendants shall make available such information to the United States and the State Attorneys General at the same time that such information is made available to any other person.

(D) Village Voice Media shall provide the acquirers, the United States, and the State Attorneys General information relating to the personnel that were involved in any way in the publication of the Cleveland Free Times to enable the acquirer to make offers of employment. Defendants will not interfere with any negotiations by the acquirer(s) to employ any current or former Village Voice Media employee that was involved in the publication of the Cleveland Free Times.

(E) New Times shall provide the acquirers, the United States, and the State Attorneys General information relating to the personnel that were involved in any way in the publication of the New Times LA to enable the acquirer to make offers of employment. Defendants will not interfere with any negotiations by the acquirer(s) to employ any current or former New Times employee that was involved in the publication of the New Times LA.

(F) Defendants shall permit prospective acquirers of the divestiture assets to have reasonable access to personnel and to make inspections of the physical facilities of the divestiture assets. To the extent that defendants continue to maintain any environmental, zoning or other permits pertaining to the publication of the Cleveland Free Times or the New Times LA, defendants shall permit prospective acquirers access to any and all documents and information associated with those permits. Defendants shall permit prospective acquirers of the divestiture assets to have access to any and all financial, operational, or other documents and information customarily provided as part of a due diligence process.

(G) Defendants shall warrant to the acquirer(s) of the divestiture assets that each asset will be operational on the date of sale.

(H) Defendants shall not take any action that will impede in any way the permitting, operation, or divestiture of