

the Cleveland Free Times assets or the New Times LA assets.

(I) 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 warrant to the Acquirer(s) that there are no material defects in those permits. Following the sale of the Cleveland Free Times and/or the New Times LA Assets, defendants will not undertake, directly or indirectly, any challenges to the environmental, zoning, or other permits relating to the publication of the Cleveland Free Times and/or the New Times LA.

(J) Unless the United States, in its sole discretion, after consultation with the State Attorneys General, otherwise consents in writing, the divestiture pursuant to section V, or by trustee appointed pursuant to section VI, or this final judgment, shall include the Divestiture assets, and shall be accomplished in such a way as to satisfy the United States, in its sole discretion, after consultation with the State Attorneys General, that the Cleveland Free Times or the New Times LA can and will be published by the acquirer(s) as viable, ongoing alternative newsweeklies. Divestiture of the divestiture assets may be made to one acquirer or to two acquirers, provided that (1) all the Cleveland Free Times assets are sold to one acquirer, (2) all the New Times LA assets are sold to one acquirer, and (3) in each instance it is demonstrated to the sole satisfaction of the United States, after consultation with the State Attorneys General, that the Cleveland Free Times assets and the New Times LA assets will remain viable and that the divestiture of the divestiture assets will remedy the competitive harm alleged in the complaint. The divestitures, whether pursuant to section V or section VI of this final judgment,

(1) Shall be made to an acquirer (or acquirers) that, in the United States's sole judgment, after consultation with the State Attorneys General, has the intent and capability (including the necessary managerial, operational, technical and financial capability) of competing effectively in the publication of alternative newsweeklies; and

(2) Shall be accomplished so as to satisfy the United States, in its sole discretion, after consultation with the State Attorneys General, that none of the terms of any agreement between an acquirer (or acquirers) and defendants give defendants the ability unreasonably to raise the acquirer's costs, to lower the acquirer's efficiency, or otherwise to interfere in the ability of the acquirer to compete effectively.

(K) With respect to copyrights or trademarks associated specifically with the New Times LA that New Times employs in the publication of other New Times Alternative Newsweeklies, the divestiture pursuant to section V, or by a trustee appointed pursuant to section VI, of this Final Judgment shall be accomplished by means of an exclusive, perpetual, royalty-free, assignable license to those copyrights or trademarks for use by the acquirer and its successors in connection with publishing an alternative newsweekly in the Greater Los Angeles area. New Times is enjoined from using, or granting rights to persons other than the acquirer or its successors to use, such copyrights or trademarks in the publication of an alternative newsweekly in the Greater Los Angeles area. New Times, consistent with the purpose and intent of this final judgment, may include, as part of the license for any valid registered trademark used specifically with New Times's other alternative newsweeklies and New Times LA, the requirement on the acquirer and its successors to take the minimum reasonable measures necessary to prevent New Times from being deemed to have abandoned such shared registered trademarks under the Lanham Act.

VI. Appointment of Trustee

(A) If defendants have not divested the Cleveland Free Times assets within the time period specified in section V(A), they shall notify the United States and the State Attorneys General of that fact in writing. Upon application of the United States, the court shall appoint a trustee selected by the United States in its sole discretion and approved by this court to effect the divestiture of the Cleveland Free Times assets.

(B) If defendants have not divested the New Times LA assets within the time period specified in section V(A), they shall notify the United States and the State Attorneys General of that fact in writing. Upon application of the United States, the court shall appoint a trustee selected by the United States in its sole discretion and approved by this court to effect the divestiture of the New Times LA assets.

(C) After the appointment of a trustee becomes effective, only the trustee shall have the right to sell the divestiture assets. The trustee shall have the power and authority to accomplish the divestiture to an acquirer(s) acceptable to the United States, after consultation with the State Attorneys General, at such price and on such terms as are then obtainable upon reasonable effort by the trustee, subject to the provisions

of sections V, VI, and VII of this final judgment, and shall have such other powers as this court deems appropriate. Subject to section VI(E) of this final judgment, the trustee may hire at the cost and expense of the defendant whose divestiture assets the trustee is to divest any investment bankers, attorneys, or other agents, who shall be solely accountable to the trustee, reasonably necessary in the trustee's judgment to assist in the divestiture.

(D) Defendants shall not object to a sale by the trustee on any ground other than the trustee's malfeasance. Any such objections by defendants must be conveyed in writing to the United States, the State Attorneys General and the trustee within five calendar days after the trustee has provided the notice required under section VII of this final judgment.

(E) The trustee shall serve at the cost and expense of the defendant whose divestiture assets the trustee is to divest, on such terms and conditions as the United States approves, after consultation with the State Attorneys General, and shall account for all monies derived from the sale of the assets sold by the trustee and all costs and expenses so incurred. After approval by this court of the trustee's accounting, including fees for its services and those of any professionals and agents retained by the trustee, all remaining money shall be paid to the defendant whose divestiture assets the trustee divested and the trust shall then be terminated. The compensation of the trustee and any professionals and agents retained by the trustee shall be reasonable in light of the value of the divestiture assets and based on a fee arrangement providing the trustee with an incentive based on the price and terms of the divestiture and the speed with which it is accomplished, but timeliness is paramount.

(F) Defendants shall use their best efforts to assist the trustee in accomplishing the required divestiture. The trustee and any consultants, accountants, attorneys, and other persons retained by the trustee shall have full and complete access to the defendants' personnel, books, records, and facilities, and defendants shall develop financial and other information relevant to such businesses as the trustee may reasonably request, subject to reasonable protection for trade secrets or other confidential research, development, or commercial information. Defendants shall take no action to interfere with or to impede the trustee's accomplishment of the divestiture.