

(G) After its appointment, the trustee shall file monthly reports with the United States, the State Attorneys General and the court setting forth the trustee's efforts to accomplish the divestiture ordered under this final judgment. To the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of this court. Such reports shall include the name, address, and telephone number of each person who, during the preceding month, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the divestiture assets the trustee is to divest, and shall describe in detail each contact with any such person. The trustee shall maintain full records of all efforts made to divest the divestiture assets.

(H) If the trustee has not accomplished such divestiture within three months after its appointment, the trustee shall promptly file with this court a report setting forth: (1) The trustee's efforts to accomplish the required divestiture, (2) the reasons, in the trustee's judgment, why the required divestiture has not been accomplished, and (3) the trustee's recommendations. To the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of this court. The trustee shall at the same time furnish such report to the United States and the State Attorneys General who shall have the right to make additional recommendations consistent with the purpose of the final judgment. The court thereafter shall enter such orders as it shall deem appropriate to carry out the purpose of the final judgment, which may, if necessary, include extending the trust and the terms of the trustee's appointment by a period request by the United States.

VII. Notice of Proposed Divestiture

(A) Within two business days following execution of a definitive divestiture agreement, Village Voice Media, New Times, or the trustee, whichever effected the divestiture, shall notify the United States and the State Attorneys General of any proposed divestiture required by section V or VI of this final judgment. If the trustee is responsible, it shall similarly notify the defendant whose divestiture assets the trustee divested. The notice shall set forth the details of the proposed divestiture and list the name, address, and telephone number of each person not previously identified who offered or expressed an interest in or desire to

acquire any ownership interest in the divestiture assets, together with full details of the same.

(B) Within five calendar days of receipt by the United States and the State Attorneys General of such notice, the United States, after consultation with the State Attorneys General, may request from defendants, the proposed acquirer or acquirers, any other third party, or the trustee (if applicable) additional information concerning the proposed divestiture, the proposed acquirer or acquirers, and any other potential acquirer. Defendants and the trustee shall furnish any additional information requested within five calendar days of the receipt of the request, unless the parties shall otherwise agree.

(C) Within fifteen calendar days after receipt of the notice or within five calendar days after the United States and the State Attorneys General have been provided the additional information requested from defendants, the proposed acquirer or acquirers, any third party, and the trustee (if applicable), whichever is later, the United States, after consultation with the State Attorneys General, shall provide written notice to the defendant whose divestiture assets are at issue, and the trustee (if applicable), stating whether or not it objects to the proposed divestiture. If the United States provides written notice that it does not object, the divestiture may be consummated, subject only to defendants' limited right to object to the sale under section VI(D) of this final judgment. Absent written notice that the United States does not object to the proposed acquirer or upon objection by the United States, a divestiture proposed under section V or section VI shall not be consummated. Upon objection by either defendant under section VI(D), a divestiture proposed under section VI shall not be consummated unless approved by this court.

VIII. Financing

Defendants shall not finance all or any part of any purchase made pursuant to section V or VI of this final judgment.

IX. Affidavits

(A) Within fifteen calendar days of the filing of the complaint in this matter, and every thirty calendar days thereafter until the divestiture(s) has been completed under section V or VI, defendants each shall deliver to the United States and the State Attorneys General an affidavit as to the fact and manner of its compliance with section V or VI of this final judgment. Each such affidavit shall include the name,

address, and telephone number of each person who, during the preceding thirty days, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the divestiture assets, and shall describe in detail each contact with any such person during that period. Each such affidavit shall also include a description of the efforts defendants have taken to solicit buyers for the divestiture assets, and to provide required information to prospective purchasers, including the limitations, if any, on such information. Assuming the information set forth in the affidavit is true and complete, any objective by the United States, after consultation with the State Attorneys General, to information provided by defendants, including limitation on information, shall be made within five calendar days of receipt of such affidavit.

(B) Defendants shall keep all records of all efforts made to preserve and divest the divestiture assets until one year after such divestiture has been completed.

X. Compliance Inspection

(A) For the purposes of determining or securing compliance with this final judgment, or of determining whether the final judgment should be modified or vacated, and subject to any legally recognized privilege, from time to time duly authorized representatives of the United States Department of Justice or the State Attorneys General, including consultants and other persons retained or designated thereby, shall, upon written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, or duly authorized representatives of the State Attorneys General, and on reasonable notice to defendants, be permitted:

(1) Access during defendants' office hours to inspect and copy, or at the United States' or State Attorneys General's option, to require defendants to provide copies of, all books, ledgers, accounts, records and documents in their possession, custody, or control relating to any matters contained in this final judgment; and

(2) To interview, either informally or on the record, defendants' officers, employees, or agents, who may have their individual counsel present, regarding such matters. The interviews shall be subject to the reasonable convenience of the interviewee and without restraint or interference by defendants.

(B) Upon the written request of a duly authorized representative of the Assistant Attorney General in charge of