

the Antitrust Division, or upon written request of duly authorized representatives of the State Attorneys General, defendants shall submit written reports, under oath if requested, relating to any of the matters contained in this final judgment as may be requested.

(C) No information or documents obtained by the means provided in this section shall be divulged by plaintiffs to any person other than an authorized representative of the executive branch of the United States, or of the State Attorneys General, except in the course of legal proceedings to which the United States or State Attorneys General is a party (including grand jury proceedings), or for the purpose of securing compliance with this final judgment, or as otherwise required by law.

(D) If at the time defendants furnish information or documents to the United States, they represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and mark each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then the United States shall give defendants ten calendar days notice prior to divulging such material in any legal proceeding (other than a grand jury proceeding).

XI. No Reacquisition

Defendants may not reacquire any part of the divestiture assets during the term of this final judgment.

XII. Retention of Jurisdiction

This Court retains jurisdiction to enable any party to this final judgment to apply to this court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this final judgment, to modify any of its provisions, to enforce compliance, and to punish violations of its provisions.

XIII. Expiration of Final Judgment

Unless this court grants an extension, this final judgment shall expire ten years from the date of its entry.

XIV. Notice

For purposes of this final judgment, any notice or other communication shall be given to the persons at the addresses set forth below (or such other addresses as the United States or State Attorneys General may specify in writing to New Times or Village Voice Media):

For the United States: James R. Wade, Chief, Litigation III Section, U.S. Department of Justice, Antitrust Division, 325 Seventh Street, NW., Suite 300, Washington, DC 20530.

For the Ohio Attorney General: Alan C. Witten, Antitrust Section, Ohio Attorney General's Office, 140 East Town Street, 12th Floor, Columbus, Ohio 43215.

For the California Attorney General: Winston H. Chen, Deputy Attorney General, Office of the California Attorney General, 300 South Spring Street, Los Angeles, California 90013.

XV. Public Interest Determination

Entry of this final judgment is in the public interest.

Dated: _____

Court approval subject to procedures of Antitrust Procedures and Penalties Act, 15 U.S.C. 16.

United States District Judge.

Competitive Impact Statement

The United States, pursuant to section 2(b) of the Antitrust Procedures and Penalties Act ("APPA"), 15 U.S.C. 16(b), files this competitive impact statement relating to the proposed final judgment submitted for entry in this civil antitrust proceeding.

On January 27, 2003, the United States filed a civil antitrust complaint pursuant to section 4 of the Sherman Act, as amended, 15 U.S.C. 4, against defendants Village Voice Media, LLC, ("Village Voice Media") and NT Media, LLC, ("New Times"), the nation's two largest chains of alternative newsweeklies. The complaint alleges that defendants entered into and engaged in a combination and conspiracy to suppress and eliminate advertising and editorial competition by allocating the markets for advertising in, and readers of, alternative newsweeklies in Cleveland, Ohio and Los Angeles, California. Defendants' market allocation agreement, as the complaint further alleges, is an unreasonable restraint of interstate trade that is per se illegal under section 1 of the Sherman Act, 15 U.S.C. 1.

The complaint seeks an order to terminate defendants' illegal agreement, to enjoin future conduct in furtherance of any such agreement, and to obtain such other equitable relief necessary to restore competition for the benefit of advertisers and readers in Cleveland and Los Angeles.

The United States filed simultaneously with the complaint a proposed final judgment and a hold separate stipulation and order, which constitute the parties' settlement.

This proposed final judgment, as explained more fully below, (i) enjoins Village Voice Media and New Times from taking any actions in furtherance of, or required under, their per se illegal market allocation agreement; (ii) requires defendants to divest all the assets used in connection with the publication of the New Times Los Angeles ("New Times LA"), New Times's alternative newsweekly in Los Angeles, and the Cleveland Free Times, Village Voice Media's alternative newsweekly in Cleveland, for the purpose of establishing a viable competitive alternative newsweekly in both geographic markets; (iii) permits any advertiser that entered into an advertising or promotion contract after October 1, 2002, with Village Voice Media's alternative newsweekly, the LA Weekly, or New Times's alternative newsweekly, the Cleveland Scene, for a specified time and solely at the advertiser's option, to terminate such contract without penalty or threat of retaliatory action; (iv) requires Village Voice Media and New Times to notify the United States for the next five years of any future acquisitions or sales of alternative newsweeklies; (v) prevents both defendants from enforcing any non-compete contractual provisions against any current or former employees involved in their Cleveland or Los Angeles alternative newsweeklies; and (vi) prevents each defendant and its officers, directors, agents, and employees, from entering into, continuing, maintaining, or renewing any market or customer allocation agreement.

The hold separate stipulation and order, which were filed with this Court on January 27, 2003, and the proposed final judgment require New Times and Village Voice Media to maintain and preserve the assets to be divested under the proposed final judgment to ensure that the assets remain economically viable until divested.

The United States, New Times, and Village Voice Media have stipulated that the proposed final judgment may be entered after compliance with the APPA, unless the United States withdraws its consent. Entry of the proposed final judgment would terminate this action, except that this court would retain jurisdiction to construe, modify, and enforce the proposed final judgment and to punish violations thereof.