

the company appeared to be qualified to operate the Subway Business, the Trustee was not able to secure the required approval of the Metropolitan Transportation Authority of New York (AMTA@) and was accordingly not able accomplish the divestiture.

4. The parties have filed a motion seeking a modification of the Final Judgment to permit Defendants to divest other assets. The United States believes that the Trustee should have a role in the divestiture of those assets (assuming the Court agrees to the proposed modification). Specifically, the United States believes that the Trustee initially should act in a monitoring capacity with respect to any efforts made by the Defendants to find a buyer for the substitute assets. During the monitoring period, the Defendants would advise the Trustee regarding contacts and negotiations with potential purchasers and grant the Trustee access to any necessary personnel, books, records, and facilities, subject to any applicable privileges. In the event the Defendants have not found a buyer, secured all necessary consents, and divested the substitute assets within a very brief time B 30 days after notice of the entry of an order modifying the Final Judgment B the Trustee would then assume responsibility for the sale of those assets. The Trustee=s authority to sell the assets would be in accordance with (and subject to) the terms of the Final Judgment, as modified.

5. The Trustee's term expired on May 26, 2002. The United States requests that the term be extended for six months from that date, until November 26, 2002, on the terms outlined above, subject to further order of the Court. The United States

understands that the Trustee and the Defendants have reached agreement on an amendment to the Trustee's fee agreement, and the amended fee agreement will be filed with the Court shortly.

6. Defendants have no objection to this motion. The motion is supported by the accompanying memorandum of law.

Respectfully submitted,

FOR PLAINTIFF
THE UNITED STATES OF AMERICA

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Dated: June 19, 2002

Certificate of Service

I, Allen P. Grunes, hereby certify that, on June 19, 2002, I caused the foregoing document to be served on the Defendants and the Trustee by having a copy mailed, first-class, postage prepaid, to:

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