

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,)	Civil Action No. 1: 99-CV3212
)	Filed: June 19, 2002
Plaintiff,)	Judge: Thomas Hogan
)	
v.)	
)	
CBS CORPORATION;)	
INFINITY BROADCASTING)	
CORPORATION; and)	
OUTDOOR SYSTEMS, INC.,)	
)	
Defendants)	
)	

MOTION TO EXTEND TERM OF TRUSTEE'S APPOINTMENT

Plaintiff United States of America hereby moves this Court for entry of an order extending the Trusteeship of Gordon J. Davis for an additional six months. In support of this motion, the United States states as follows:

1. On November 26, 2001, this Court appointed Gordon J. Davis as Trustee to effect the divestiture of either the New York City Subway Business or the New York City Bus Shelter Business in accordance with the terms of the Final Judgment entered in this matter.

2. After determining that there were significant obstacles to an efficient sale of the Bus Shelter Business, the Trustee elected to focus his efforts on the sale of the Subway Business.

3. In January, the Trustee sent out offering packages to prospective purchasers of the Subway Business who had responded to a request for written expressions of interest and signed confidentiality agreements. The Trustee received an offer from a company with significant out-of-home advertising experience. Although

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

_____/s/_____
R. Hewitt Pate
D.C. Bar # 473598
Acting Assistant Attorney General

_____/s/_____
J. Robert Kramer, II
PA Bar # 23963
Chief
Litigation II Section

_____/s/_____
Constance K. Robinson
D.C. Bar # 244806
Director of Operations

_____/s/_____
Allen P. Grunes
OH Bar # 0001028
Attorney
Litigation III Section
U.S. Department of Justice
Antitrust Division
325 7th Street, N.W., Room 300
Washington, D.C. 20530
(202) 514-8338

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:

Kathryn M. Fenton, Esq.
Jones, Day, Reavis & Pogue
51 Louisiana Avenue, N.W.
Washington, D.C. 20001

Counsel for Defendants

Gordon J. Davis, Esq.
LeBoeuf, Lamb, Greene & MacRae
125 West 55th Street
New York, NY 10019

Trustee

/s/
Allen P. Grunes