

that to the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. The trustee shall at the same time furnish such reports to the parties, who shall each have the right to be heard and to make additional recommendations consistent with the purpose of the trust. The Court shall thereafter enter such orders as it shall deem appropriate in order to carry out the purpose of the trust, which shall, if necessary, include augmenting the assets to be divested, and extending the trust and term of the trustee's appointment.

#### VI. Notification

Within two (2) business days following execution of a definitive agreement, contingent upon compliance with the terms of this Final Judgment, to effect, in whole or in part, any proposed divestiture pursuant to Sections IV or V of this Final Judgment, defendants or the trustee, whichever is then responsible for effecting the divestiture, shall notify plaintiffs of the proposed divestiture. If the trustee is responsible, it shall similarly notify defendants. The notice shall set forth the details of the proposed transaction and list the name, address, and telephone number of each person not previously identified who offered to, or expressed an interest in or desire to, acquire any ownership interest in the assets that are the subject of the finding contract, together with full details of same. Within fifteen (15) calendar days of receipt by plaintiffs of such notice, plaintiffs may request additional information concerning the proposed divestiture and the proposed purchaser. Defendants and the trustee shall furnish any additional information requested within twenty (20) calendar days of the receipt of the request, unless the parties shall otherwise agree. Within thirty (30) calendar days after receipt of the notice or within twenty (20) calendar days after plaintiffs have been provided the additional information requested (including any additional information requested of persons other than defendants or the trustee), whichever is later, plaintiffs shall provide written notice to defendants and the trustee, if there is one, stating whether or not it objects to the proposed divestiture. If plaintiffs provided written notice to defendants and the trustee that it does not object, then the divestiture may be consummated, subject only to defendant's limited right to object to the sale under the provisions in Section V(C). Absent written notice that the plaintiffs do not object to the proposed purchaser, a divestiture proposed under

Section IV shall not be consummated. Upon objection by either plaintiff, a divestiture proposed under Section IV shall not be consummated. Upon objection by either plaintiff, or by defendants under the proviso in Section V(C), a divestiture proposed under Section V shall not be consummated unless approved by the Court.

#### VII. Affidavits

Within ten (10) calendar days of the filing of this Final Judgment and every thirty (30) calendar days thereafter until the divestiture has been completed or authority to effect divestiture passes to the trustee pursuant to Section V of this Final Judgment, defendants shall deliver to plaintiffs an affidavit as to the fact and manner of compliance with Section IV and V of this Final Judgment. Each such affidavit shall include, *inter alia*, the name, address, and telephone number of each person who, at any time after the period covered by the last such report, 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 Relevant Wet Wipes Assets or Relevant Facial Tissue Assets, and shall describe in detail each contact with any such person during that period. Defendants shall maintain full records of all efforts made to divest these operations.

#### VIII. Financing

With prior written consent of the plaintiffs, defendants may finance all or any part of any purchase made pursuant to Sections IV or V of this Final Judgment.

#### IX. Preservation of Assets

Until the divestitures required by the Final Judgment have been accomplished:

A. Defendants shall take all steps necessary to ensure that the Relevant Wet Wipes Assets will be maintained as an independent, ongoing, economically viable and active competitor in the sale of baby wipes in the United States, with proprietary technology, management operations, books, records and competitively-sensitive sales, marketing and pricing information and decision-making kept separate and apart from, and not influenced by, that of Kimberly-Clark's Huggies baby wipes business.

B. Defendants shall operate the Relevant Facial Tissue Assets to ensure a distinct and economically viable product line, which actively competes in the sale of facial tissue in the United States, with competitively-sensitive sales, marketing and pricing information and decision-making kept separate and

apart from, and not influenced by, that of Kimberly-Clark's Kleenex facial tissue business.

C. Defendants shall use all reasonable efforts to maintain and increase sales of baby wipes under any label required to be divested pursuant to Sections II(C) and IV(A) and facial tissue under the Scotties label, and they shall maintain at 1995 or previously approved levels, whichever is higher, promotional, advertising, marketing and merchandising support for baby wipes under labels in the Relevant Wet Wipes Assets and facial tissue under the Scotties label.

D. Defendants shall take all steps necessary to ensure that the Relevant Wet Wipes Assets and Relevant Facial Tissue Assets are fully maintained in operable condition at their current capacity configurations, and shall maintain and adhere to normal repair and maintenance schedules for such assets.

E. Defendants shall not, except as part of a divestiture approved by plaintiffs, sell any Relevant Wet Wipes Assets or Relevant Facial Tissue Assets, other than in the ordinary course of business.

F. Defendants shall take no action that would jeopardize the sale or license of the Relevant Wet Wipes Assets or the Relevant Facial Tissue Assets. Within 21 days after filing of the Final Judgment, defendants shall discontinue making and selling facial tissue under the Scott label and make and sell facial tissue under the Scotties label; provided, however, that defendants may sell inventory of facial tissue produced under the Scott Label until such inventory is depleted.

#### X. Compliance Inspection

Only for the purposes of determining or securing compliance with the Final Judgment and subject to any legally recognized privilege from time to time.

A. Duly authorized representatives of the United States Department of Justice, upon written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, or of the Attorney General of the State of Texas, and on reasonable notice to defendants made to their principal offices, shall be permitted:

(1) Access during office hours of defendants to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of defendants, who may have counsel present, relating to enforcement of this Final Judgment; and

(2) Subject to the reasonable convenience of defendants and without