

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,)
)
 Plaintiff,)
)
 v.)
)
 HALLIBURTON COMPANY and)
 DRESSER INDUSTRIES, INC.,)
)
 Defendants.)
_____)

Civil Action No.98-CV-2340

STIPULATION AND ORDER

It is hereby STIPULATED by and between the undersigned parties, by their respective attorneys, as follows:

1. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the United States District Court for the District of Columbia.
2. The parties stipulate that a Final Judgment in the form hereto attached may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedure and Penalties Act (15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the Court.
3. Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment by the Court, or until expiration of time for all

appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though they were in full force and effect as an order of the Court.

4. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court.

5. In the event that plaintiff withdraws its consent, as provided in paragraph 2 above, or in the event that the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

6. Defendants represent that the divestiture ordered in the proposed Final Judgment can and will be made, and that the defendants will later raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA:

_____/s/_____
ANGELA L. HUGHES
Member of The Florida Bar No. 211052
Attorney
Antitrust Division
U.S. Department of Justice
325 Seventh St., N.W.
Suite 500
Washington, DC 20530
(202) 307-6410 or (202) 307-6351
Facsimile: (202) 307-2784

Dated: September 29, 1998

FOR DEFENDANT
HALLIBURTON COMPANY:

_____/s/_____
KY P. EWING, JR.
District of Columbia Bar No. 41285
VINSON & ELKINS L.L.P.
The Willard Office Building
1455 Pennsylvania Avenue, N.W.
Washington, DC 20004-1008
(202) 639-6500

FOR DEFENDANT
DRESSER INDUSTRIES, INC.:

_____/s/_____
DAVID A. HICKERSON
District of Columbia Bar No. 414723
WEIL, GOTSHAL & MANGES L.L.P.
1615 L Street, N.W.
Washington, DC 20035
(202) 682-7000

ORDER

It is SO ORDERED, this _____ day of _____, 1998.

United States District Court Judge