

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

UNITED STATES OF AMERICA,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil Action No. 1:98CV02876
	:	Judge Colleen Kollar-Koetelly
CHANCELLOR MEDIA CORPORATION	:	
	:	
and	:	
	:	
WHITECO INDUSTRIES, INC.	:	
	:	
and	:	
	:	
METRO MANAGEMENT ASSOCIATES	:	
	:	
Defendants.	:	

STIPULATION AND ORDER

It is 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 Procedures

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Act (15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with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 the same were in full force and effect as an Order of the Court.

4. Defendants shall not consummate the transaction sought to be enjoined by the Complaint herein before the Court has signed this stipulation and order.

5. 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.

6. In the event (a) the plaintiff withdraws its consent, as provided in paragraph 2 above, or (b) 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.

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

Dated: November 25, 1998.

FOR PLAINTIFF UNITED STATES
AMERICA:

_____/s/
Renée Eubanks

U.S. Department of Justice
Antitrust Division
Merger Task Force
1401 H Street, N.W., Suite 4000
Washington, D.C. 20005
(202) 307-0001

SO ORDERED:

United States District Judge

FOR DEFENDANT CHANCELLOR OF
MEDIA CORPORATION

_____/s/
Bruce Prager
Steven Schulman

Latham and Watkins
1001 Pennsylvania Avenue, Suite 1300
Washington, DC 20004
(202) 537-2200

FOR DEFENDANTS WHITECO
INDUSTRIES, INC. AND METRO
MANAGEMENT ASSOCIATES

_____/s/
Charles Biggio

Akin, Gump, Strauss, Hauer & Feld, L.L.P.
590 Madison Avenue, 20th Floor
New York, NY 10022
(212) 672-1000

Certificate of Service

I, Renée Eubanks, hereby certify that, on November 25, 1998, I caused the foregoing document to be served on defendants Chancellor Media Corporation, Whiteco Industries and Metro Management Associates having a copy mailed, first-class, postage prepaid, to:

Bruce Prager
Steve Shulman
Latham and Watkins
1001 Pennsylvania Avenue NW
Suite 1000
Washington, D.C. 20006
Counsel for Chancellor Media Corporation

Charles Biggio
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
590 Madison Avenue, 20th Floor
New York, NY 10022
Counsel for Whiteco Industries, Inc. and
Metro Management Associates

_____/s/_____
Renée Eubanks