

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

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|--|---|--------------------------------|
| UNITED STATES OF AMERICA c/o Department of Justice Washington, D.C. 20530, |) | |
| |) | |
| |) | |
| Plaintiff, |) | Civil Action No. 98 0815 |
| |) | |
| v. |) | Entered: April 15, 1998 |
| |) | |
| |) | Filed: April 15, 1998 |
| |) | NANCY MAYER-WHITTINGTON, CLERK |
| THE LOEWEN GROUP INC. 4126 Norland Avenue Burnaby, B.C. V5G 3S8 Canada, |) | U.S. DISTRICT COURT |
| |) | |
| and |) | |
| |) | |
| LOEWEN GROUP INTERNATIONAL, INC. 50 East River Center Blvd. Suite 820 Covington, KY 41011, |) | |
| |) | |
| Defendants. |) | |

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys,
that:

(1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendants, The Loewen Group Inc. and Loewen Group International, Inc., and filing that notice with the Court;

(2) Defendants, The Loewen Group Inc. and Loewen Group International, Inc., waive any objection to venue or jurisdiction for purposes of this Final Judgment and authorize Tom D. Smith, Esq., of Jones, Day, Reavis & Pogue to accept service of all process in this matter on their behalf; and

(3) in the event Plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

Dated: 2/10/98

FOR THE DEFENDANTS:

_____/s/_____
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Washington, D.C. 20005-2088
Counsel for Defendants

FOR THE PLAINTIFF:

_____/s/_____
Joel I. Klein
Assistant Attorney General

_____/s/_____
Constance K. Robinson
Director of Merger Enforcement

_____/s/_____
William J. Baer
Director
Bureau of Competition

_____/s/_____
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_____/s/_____
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