

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

UNITED STATES OF AMERICA,

Plaintiff,

No. 1: 98CV03170:
(Antitrust)

v.

AT&T CORP. and
TELE-COMMUNICATIONS, INC.,

Defendants.

STIPULATION

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

A. 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 District for the District of Columbia. B.

The parties to this Stipulation consent that a Final Judgment in the form attached may be filed and entered by the Court, upon the motion of any party or 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Act (15 U.S.C. § 16), without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before entry of the proposed Final Judgment by serving notice on the defendants and by filing that notice with the Court.

C. Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment, and shall, from the date of the filing of this

Stipulation, 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.

D. In the event plaintiff withdraws its consent, as provided in paragraph (B) above, 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.

FOR THE PLAINTIFF:

_____/s/_____
A. DOUGLAS MELAMED
Acting Assistant Attorney General

_____/s/_____
DONALD J. RUSSELL
Chief
Telecommunications Task Force

_____/s/_____
CONSTANCE K. ROBINSON
Director of Operations and Merger Enforcement

_____/s/_____
PETER A. GRAY
Attorney
Telecommunications Task Force

_____/s/_____
DEBORAH A. ROY
Attorney
Telecommunications Task Force

U.S. Department of Justice
Antitrust Division
1401 H Street, N.W., Suite 8000
Washington, DC 20530
(202) 514-5636

DATED: _____ 12/30/98 _____

FOR THE DEFENDANTS:

_____/s/_____
MARC C. ROSENBLUM
Vice President-Law
AT&T Corp.
295 North Maple Avenue
Room 3244J1
Basking Ridge, New Jersey 07920

DATED: ____12/30/98____

_____/s/_____
KATHY FENTON
Counsel for Tele-Communications, Inc.
Jones, Day, Reavis & Pogue
Suite 700
1450 G Street NW
Washington, DC 20005

DATED: ____12/30/98____