

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,)	
)	
)	
<i>Plaintiff,</i>)	Civil No.: 1:99CV01119(LFO)
)	
v.)	
)	Filed:
)	
BELL ATLANTIC CORPORATION,)	
GTE CORPORATION,)	
and VODAFONE AIRTOUCH PLC,)	
)	
)	
<i>Defendants.</i>)	
_____)	

STIPULATION

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 this Court.

(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has not withdrawn its consent, which it may do at any time before entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the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, 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) 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 plaintiff withdraws its consent, as provided in paragraph (2) above, or in the event that the Court declines to enter the proposed Final Judgment 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 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.

Dated: December __, 1999

FOR PLAINTIFF UNITED STATES OF AMERICA:

Joel I. Klein
Assistant Attorney General

A. Douglas Melamed
Principal Deputy Assistant Attorney General

Constance K. Robinson
Director of Operations and Merger Enforcement

Donald J. Russell
Chief, Telecommunications Task Force

Laury Bobbish
Assistant Chief, Telecommunications
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_____/s/_____
Hillary B. Burchuk
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Lawrence M. Frankel
D.C. Bar No. 441532
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Attorneys
Telecommunications Task Force

U.S. Department of Justice
Antitrust Division
1401 H Street, N.W.
Suite 8000
Washington, D.C. 20530
(202) 514-5621

Date Signed: _____

FOR BELL ATLANTIC CORPORATION:

John Thorne
D.C. Bar No. 421351
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Arlington, Virginia 22201
(703) 974-1600

Date Signed: _____

FOR GTE CORPORATION:

Steven G. Bradbury
D.C. Bar No. 416430
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(202) 879-5000

Date Signed: _____

FOR VODAFONE AIRTOUCH PLC :

Megan Pierson
AirTouch Communications, Inc.
One California Street
San Francisco, CA 94111
(415) 658-2157

Date Signed: _____

STIPULATION APPROVED FOR FILING

Done this ____ day of December, 1999

United States District Judge