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| |) | |
| UNITED STATES OF AMERICA, |) | |
| |) | |
| <i>Plaintiff,</i> |) | |
| |) | Civil: No. 1:99CV01119 |
| v. |) | |
| |) | Filed: 5/7/99 |
| BELL ATLANTIC CORPORATION and |) | |
| GTE CORPORATION, |) | Judge: Louis F. Oberdorfer |
| |) | |
| <i>Defendants.</i> |) | |
| |) | |

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

(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Act, 15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the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: May 7, 1999

FOR PLAINTIFF UNITED STATES OF AMERICA:

_____/s/
Joel I. Klein
Assistant Attorney General

_____/s/
A. Douglas Melamed
Principal Deputy Assistant Attorney General

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

_____/s/
Donald J. Russell
Chief, Telecommunications Task Force

_____/s/
Laury Bobbish
Assistant Chief,
Telecommunications Task Force

_____/s/
Hillary B. Burchuk
D.C. Bar No. 366755
Lawrence M. Frankel
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D.C. Bar No. 142828
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: May 6, 1999

FOR BELL ATLANTIC CORPORATION:

_____/s/_____
John Thorne
D.C. Bar No. 421351
Bell Atlantic Corporation
1320 North Courthouse Road
Eighth Floor
Arlington, Virginia 22201
(703) 974-1600

Date Signed: May 6, 1999

FOR GTE CORPORATION:

_____/s/_____
Steven G. Bradbury
D.C. Bar No. 416430
Kirkland & Ellis
655 15th Street, N.W.
Washington, D.C. 20005
(202) 879-5000

Date Signed: May 6, 1999

STIPULATION APPROVED FOR FILING

Done this ____ day of _____, 1999

United States District Judge