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UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	Civil Action No. 99 0652
)	
v.)	Judge Robertson
)	
CENTRAL PARKING CORPORATION, and)	Filed: March 16,1999
ALLRIGHT HOLDINGS, INC.)	
Defendants.)	
)	

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 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(15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the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. The defendants (as defined in Section II of the proposed Final Judgment attached hereto) agree to abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment by the Court, 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. In the event the United States withdraws its consent, as provided in paragraph 2 above, or if 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, 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;

5. Central and Allright represent that the divestitures ordered in the proposed Final Judgment can and will be made, and that Central and Allright will later raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein;

6. All parties agree that this agreement can be signed in multiple counterparts.

Dated: March 12, 1999

FOR PLAINTIFF UNITED STATES:

_____/s/
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John C. Filippini (165159)
Joseph M. Miller (439965)
U.S. Department of Justice
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FOR DEFENDANT CENTRAL PARKING CORPORATION:

_____/s/
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FOR DEFENDANT ALLRIGHT HOLDINGS, INC.:

_____/s/
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