UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,	:	
Plaintiff,	:	
v.	:	Civil Action No. 1:98CV02876
	:	Judge Colleen Kollar-Koetelly
CHANCELLOR MEDIA CORPORATION	:	
and	:	
WHITECO INDUSTRIES, INC.	:	
and	:	
METRO MANAGEMENT ASSOCIATES	:	
Defendants.	:	

STIPULATION AND ORDER

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 United States 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proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any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.   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 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.   Defendants shall not consummate the transaction sought to be enjoined

by the Complaint herein before the Court has signed this stipulation and order.

5.   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.

6.   In the event (a) the plaintiff withdraws its consent, as provided in paragraph

2 above, or (b) 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, 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.

7.   Defendants represent that the divestitures ordered in the proposed Final Judgment can and will be made, and that defendants will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

Dated: November 25 , 1998.

FOR PLAINTIFF UNITED STATES
AMERICA:

FOR DEFENDANT CHANCELLOR OF
MEDIA CORPORATION

_____/s/_____
Renée Eubanks

_____/s/_____
Bruce Prager
Steven Schulman

U.S. Department of Justice
Antitrust Division
Merger Task Force
1401 H Street, N.W., Suite 4000
Washington, D.C. 20005
(202) 307-0001

Latham and Watkins
1001 Pennsylvania Avenue, Suite 1300
Washington, DC 20004
(202) 537-2200

FOR DEFENDANTS WHITECO
INDUSTRIES, INC. AND METRO
MANAGEMENT ASSOCIATES

SO ORDERED:

_____/s/_____
Charles Biggio

_____
United States District Judge

Akin, Gump, Strauss, Hauer & Feld, L.L.P.
590 Madison Avenue, 20th Floor
New York, NY 10022
(212) 672-1000

Certificate of Service

I, Renée Eubanks, hereby certify that, on November 25, 1998, I caused the

foregoing document to be served on defendants Chancellor Media Corporation, Whiteco

Industries and Metro Management Associates having a copy mailed, first-class, postage

prepaid, to:

Bruce Prager
Steve Shulman
Latham and Watkins
1001 Pennsylvania Avenue NW
Suite 1000
Washington, D.C. 20006
Counsel for Chancellor Media Corporation

Charles Biggio
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
590 Madison Avenue, 20th Floor
New York, NY 10022
Counsel for Whiteco Industries, Inc. and
Metro Management Associates

_____/s/_____
Renée Eubanks