

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FILED

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NANCY MAYER WHITTINGTON, CLERK
U.S. DISTRICT COURT

UNITED STATES OF AMERICA,

Plaintiff,

v.

COMPUTER ASSOCIATES
INTERNATIONAL, INC. and
PLATINUM TECHNOLOGY
INTERNATIONAL, INC.,

Defendants.

Civil No. 01-02062 (GK)

Entered: November 20, 2002

STIPULATION AND ORDER

It is hereby stipulated by and between the undersigned parties, through their respective counsel, as follows:

1. The Court has jurisdiction over the subject matter of plaintiff's Complaint alleging defendants Computer Associates International, Inc. ("CA") and Platinum *technology* International, inc. ("Platinum") violated Section 1 of the Sherman Act (15 U.S.C. § 1) and Section 7A of the Clayton Act (15 U.S.C. § 18(a)), 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. The defendants authorize Richard L. Rosen, Esq. of Arnold & Porter to accept service of all process in this matter on their behalf.

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 Procedure and Penalties Act

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(15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that Plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice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

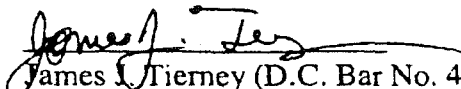
5. In the event that Plaintiff withdraws its consent, as provided in paragraph 2 above, or in the event that the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court 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.

6. The parties' execution of this Stipulation and entry of the Final Judgment settles, discharges, and releases any and all claims of the plaintiff for civil penalties against:

- (a) Defendant CA, its directors, officers, employees, and agents, for failure to comply with the waiting period requirements of § 7A of the Clayton Act, 15 U.S.C. § 18(a), arising from the acquisition of Platinum by CA; and
- (b) Defendant Platinum, its directors, officers, employees and agents, for failure to comply with the waiting period requirements of § 7A of the Clayton Act, 15 U.S.C. § 18(a), arising from the acquisition of Platinum by CA.


Respectfully submitted,

**FOR PLAINTIFF
UNITED STATES OF AMERICA**


James J. Tierney (D.C. Bar No. 434610)
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Dated: April 22, 2002

**FOR DEFENDANTS
COMPUTER ASSOCIATES
INTERNATIONAL, INC. AND
PLATINUM TECHNOLOGY
INTERNATIONAL, INC.**


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ORDER

The Court having considered the parties' Joint Motion for Entry of Stipulation and Order,
and upon consent of the parties,

(none protest)
IT IS HEREBY ORDERED

that defendants shall abide by and comply with all terms and provisions of the proposed Final Judgment pending compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16.

Dated: Nov. 20, 2002

Gladys Kessler
UNITED STATES DISTRICT COURT JUDGE

Parties Entitled To Notice Of Entry of Order

Counsel for the United States

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