

**UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,)	
<i>Plaintiff,</i>)	
)	Civil Action No.
v.)	
)	
ENOVA CORPORATION,)	
<i>Defendant.</i>)	
)	

STIPULATION AND ORDER

It is stipulated by and between the undersigned parties, through their respective attorneys, that:

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 of Columbia.

2. The parties consent 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§ 16, and without further notice to any party or other proceedings, provided that Plaintiff United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on Defendant and by filing that notice with the Court.

3. Defendant shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment, 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 signing

of this Stipulation, comply with all 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 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 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. Defendant represents that the divestiture ordered in the proposed Final Judgment can and will be made, and that they will later raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

Respectfully submitted,

FOR PLAINTIFF

FOR DEFENDANT

UNITED STATES OF AMERICA:

ENOVA CORPORATION:

JADE ALICE EATON
DC Bar # 939629

STEVEN C. SUNSHINE
DC Bar # 450078
SHEARMAN & STERLING
801 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 508-8022

ANDREW K. ROSA
HI Bar # 6366
Attorneys
Antitrust Division
U.S. Department of Justice
325 Seventh St., N.W.
Washington, DC 20004
(202) 307-6316
(202) 307-0886

Dated: _____

ORDER

It is SO ORDERED, this _____ day of _____, 1998.

United States District Court Judge