

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA
c/o Department of Justice
Washington, D.C. 20530,

Plaintiff,

v.

ESL PARTNERS, L.P.
200 Greenwich Avenue
Greenwich, CT 06830,

and

ZAM HOLDINGS, L.P.
350 Park Avenue
11th Floor
New York, NY 10022,

Defendants.

Case: 1:08-cv-02175

Assigned To : Bates, John D.

Assign. Date : 12/15/2008

Description: Antitrust

STIPULATION

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

(1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendants ESL Partners, L.P. and ZAM Holdings, L.P. and filing that notice with the Court;

(2) Defendant ESL Partners, L.P. waives any objection to venue or jurisdiction for purposes of this Final Judgment and authorizes Joseph F. Tringali of Simpson Thacher & Bartlett LLP to accept service of all process in this matter on its behalf; Defendant ZAM

Holdings, L.P. waives any objection to venue or jurisdiction for purposes of this Final Judgment and authorizes Erica Cheng Lee, Principal & Deputy General Counsel, Ziff Brothers Investments, to accept service of all process in this matter on its behalf;

(3) in the event Plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, 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; and

(4) the entry of the Final Judgment in accordance with this Stipulation settles, discharges, and releases any and all claims of Plaintiff, the United States, for civil penalties pursuant to Section 7A(g)(1) of the Clayton Act, 15 U.S.C. § 18a(g)(1), against Defendants and any officer director, employee or trustee of Defendants, and any affiliates or subsidiaries of Defendants, for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. § 18a, in connection with Defendants' acquisitions of voting securities of AutoZone, Inc. from 2001 through 2004.

FOR THE DEFENDANTS:

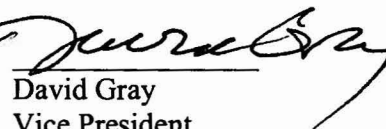
ESL Partners, L.P.

By:


Joseph F. Tringali
Simpson Thacher & Bartlett, LLP
425 Lexington Avenue
New York, NY 10017-3954
Counsel for Defendant ESL Partners, L.P.

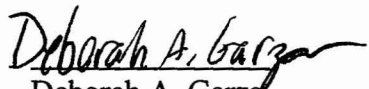
ZAM Holdings, L.P.
by PBK Holdings Inc., its General Partner

By:

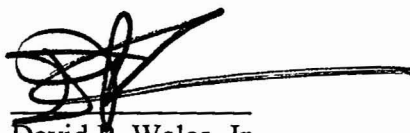

David Gray
Vice President
350 Park Avenue, 11th Floor
New York, NY 10022
Counsel for Defendant ZAM Holdings, L.P.

Dated: December 15, 2008

FOR THE PLAINTIFF:



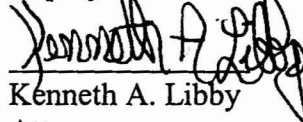
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D.C. Bar No. 395259



David P. Wales, Jr.
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Acting Director



Elizabeth A. Piotrowski
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