

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,
325 7th Street, N.W. Suite 300
Washington, D.C. 20530,

Plaintiff,

v.

**GEMSTAR-TV GUIDE
INTERNATIONAL, INC.,**
135 North Los Robles Avenue, Suite 800
Pasadena, CA 91101,

and

TV GUIDE, INC.,
7140 South Lewis Avenue
Tulsa, OK 74136,

Defendants.

Civil Action No. 03 0198

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 Gemstar-TV Guide International, Inc. (“GTV”) and TV Guide, Inc. (“TV Guide”) 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 David T.

Beddow, Esq. of O'Melveny & Myers LLP 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Act (15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that Plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with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. GTV and TV Guide 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 GTV, its directors, officers, employees, and agents, under § 7A of the Clayton Act, 15 U.S.C. § 18(a), arising from the acquisition of TV Guide by GTV; and
- (b) Defendant TV Guide, its directors, officers, employees and agents, under § 7A of the Clayton Act, 15 U.S.C. § 18(a), arising from the acquisition of TV Guide by GTV.

Respectfully submitted,

**FOR PLAINTIFF
UNITED STATES OF AMERICA**

**FOR DEFENDANTS
GEMSTAR-TV GUIDE
INTERNATIONAL, INC. AND
TV GUIDE, INC.**

_____/S/
Robert Faulkner (D.C. Bar No. 430163)
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_____/S/
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Dated: February 6, 2003

ORDER

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

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: _____

UNITED STATES DISTRICT COURT JUDGE

Parties Entitled To Notice Of Entry of Order

Counsel for the United States

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