UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,

Plaintiff

v.

GOOGLE INC.

and

ITA SOFTWARE, INC.

Defendants.

11 0688

STIPULATION AND ORDER

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

1. For the specific and limited purpose of this Final Judgment, Defendants waive any objections to venue or jurisdiction and waive service of summons on the Complaint.

2. By stipulating to this Final Judgment, the parties agree that Defendants are not waiving their ability to raise any and all challenges to venue and jurisdiction in the District of Columbia in any future litigation. Except for an action to enforce the Stipulation and Final Judgment, the parties agree that the United States will not use the Stipulation and Final Judgment in this matter as a basis to establish personal jurisdiction over Defendants in any future action or proceeding of any type in the District of Columbia.

3. The parties stipulate that the Court may file and enter a Final Judgment in the form attached hereto as Exhibit A, 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 ("APPA"), 15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on Defendants and by filing that notice with the Court. The Defendants agree to arrange, at their expense, publication as quickly as possible of the newspaper notice required by the APPA. The publication shall be arranged no later than five (5) calendar days after the Defendants' receipt from the United States of the text of the notice and the identity of the newspaper within which the publication shall be made. Defendants shall promptly send to the United States (1) confirmation that publication of the newspaper notice has been arranged, and (2) the certification of the publication prepared by the newspaper within which notice was published.

4. The Defendants stipulate that they shall not consummate the transaction sought to be enjoined by the Complaint herein before the Court has signed this Stipulation and Order.

5. In the event: (1) the United States withdraws its consent or (2) 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. From the date of the signing of this Stipulation by the parties, Defendants shall abide by and 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, pending the Judgment's entry by

the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment.

7. 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.

8. The Defendants represent that the actions the Defendants are required to perform pursuant to the proposed Final Judgment can and will be performed, and that the Defendants will later raise no claim of mistake, hardship or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein.

Dated: April 8, 2011

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA

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ORDER

IT IS SO ORDERED by the Court, this ____ day of _____, 2011

_____
United States District Judge

CERTIFICATE OF SERVICE

I, Aaron D. Hoag, hereby certify that on April 8, 2011, I caused a copy of the Stipulation and Order to be served on defendants Google Inc. and ITA Software, Inc. by mailing the document via email to the duly authorized legal representatives of the defendants, as follows:

For Google:

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