

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

100 CIV 1911 C

UNITED STATES OF AMERICA,

Plaintiff,

v.

KEYSPAN CORPORATION,

Defendant.

Civil Action No.

STIPULATION BY THE UNITED STATES AND KEYSPAN

It is hereby stipulated by and between the undersigned parties that:

1. The Court has jurisdiction over the subject matter of this action and over defendant KeySpan Corporation ("KeySpan"); KeySpan waives service of summons on the Complaint; and venue is proper in the Southern District of New York.
2. A proposed Final Judgment in the form attached hereto as Exhibit A may be filed with this Court by the United States and may be 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Act, 15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on KeySpan and by filing that notice with the Court.
3. KeySpan represents that the payment ordered in the proposed Final Judgment can and will be made, and that KeySpan 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.

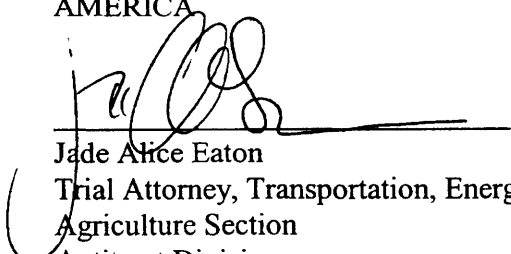
4. The parties' execution of this Final Judgment settles any and all claims of the United States against KeySpan arising from the specific events giving rise to the allegations described in the Complaint.

5. In the event that the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall become null and void and 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.

Dated this 18th day of February 2010.

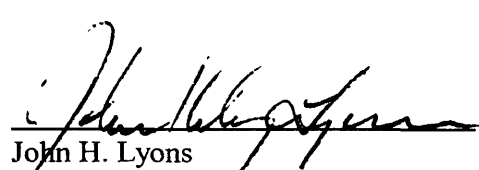
Respectfully submitted,

FOR PLAINTIFF UNITED STATES OF
AMERICA

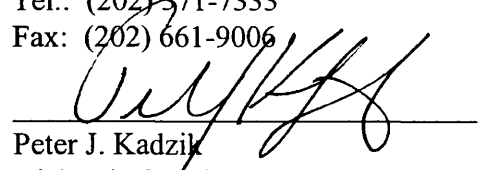


Jade Alice Eaton
Trial Attorney, Transportation, Energy, &
Agriculture Section
Antitrust Division
U.S. Department of Justice
450 Fifth Street, NW, Suite 8000
Washington, DC 20530
Tel.: (202) 307-6316
Fax: (202) 307-2784

FOR DEFENDANT KEYSpan



John H. Lyons
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111
Tel.: (202) 371-7333
Fax: (202) 661-9006



Peter J. Kadzik
Dickstein Shapiro LLP
1825 Eye Street, N.W.
Washington, D.C. 20006
Tel.: (202) 420-4704
Fax: (202) 379-9313