UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division

UNITED STATES OF AMERICA, Plaintiff, v. THE MATHWORKS, INC. and WIND RIVER SYSTEMS, INC., Defendants.	Civil Action No. 02-888-A Filed: June 21, 2002

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 Wind River Systems, Inc. ("Wind River") and The MathWorks, Inc. ("The MathWorks) entered into an agreement that violates Section 1 of the Sherman Act (15 U.S.C. § 1), and over each of the parties hereto, and venue of this action is proper in the United States District Court for the Eastern District of Virginia. Wind River authorizes Richard L. Rosen, Esq. of Arnold & Porter to accept service of all process in this matter on its behalf.

2. The United States and Wind River stipulate that a Final Judgment in the form hereto attached may be filed and entered by the Court, upon the motion of either 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 either 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proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on Wind River and by filing that notice with the Court.

3. Wind River 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, 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 both parties and submitted to the Court.

5. In the event that the United States 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 either party in this or any other proceeding.

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA

/s/

N. Scott Sacks
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FOR DEFENDANT
WIND RIVER SYSTEMS, INC.

/s/

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Dated: June 21, 2002

ORDER

IT IS SO ORDERED by this Court, this _____ day of _____, 2002

_____
UNITED STATES DISTRICT COURT JUDGE

CERTIFICATE OF SERVICE

The undersigned certifies that the Stipulation and Order was served by fax and U.S. Mail on the following counsel this 21st day of June, 2002:

Counsel for The MathWorks, Inc.

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/s/
James J. Tierney