

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

UNITED STATES OF AMERICA,	)	
	)	
Plaintiff,	)	
	)	
v.	)	No. 1;98-CV-02836
	)	Judge James Robertson
PEARSON plc,	)	
PEARSON INC., and	)	
VIACOM INTERNATIONAL INC.	)	
	)	
Defendants.	)	
	)	

**STIPULATION AND ORDER**

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

A. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the District for the District of Columbia.

B. 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 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Act (15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the Court.

C. Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the 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 the same were in full force and effect as an order of the Court.

D. Defendants will not consummate their transaction before the Court has signed this Stipulation and Order.

E. Pearson shall prepare and deliver affidavits in the form required by the provisions of Section IX of the proposed Final Judgment commencing no later than twenty (20) calendar days after the filing of the Complaint in this action, and every thirty (30) days thereafter pending entry of the Final Judgment.

F. In the event plaintiff withdraws its consent, as provided in paragraph B above, or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatsoever, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

Dated: November 23, 1998

FOR PLAINTIFF  
UNITED STATES OF AMERICA:

FOR DEFENDANTS  
PEARSON plc and PEARSON INC.

\_\_\_\_\_/S/  
Mary Jean Moltenbrey, Chief  
United States Department of Justice  
Antitrust Division  
Civil Task Force  
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Attorney for Defendants Pearson plc and  
Pearson Inc.

FOR DEFENDANT  
VIACOM INTERNATIONAL INC.

\_\_\_\_\_/S/\_\_\_\_\_  
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Attorney for Defendant Viacom International Inc.

SO ORDERED:

\_\_\_\_\_  
United States District Judge