IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA
c/o Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530,
Plaintiff,

v.

VALUEACT CAPITAL PARTNERS, L.P.
435 Pacific Avenue, 4th Floor
San Francisco, California 94133,
Defendant.

Case: 1:07-cv-02267
Assigned To : Kennedy, Henry H.
Assign. Date : 12/19/2007
Description: Antitrust

STIPULATION

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

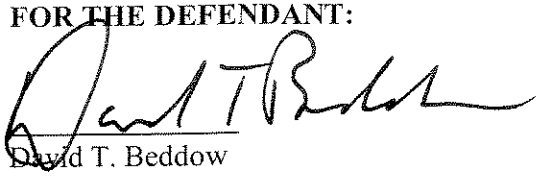
(1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendant ValueAct Capital Partners, L.P. and filing that notice with the Court;

(2) Defendant ValueAct Capital Partners, L.P. waives any objection to venue or jurisdiction for purposes of this Final Judgment and authorizes Bilal Sayyed of O'Melveny & Myers LLP to accept service of all process in this matter on its behalf; and

(3) in the event Plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation 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: July 30, 2007

FOR THE DEFENDANT:



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FOR THE PLAINTIFF:

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December 18, 2007

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