

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

UNITED STATES OF AMERICA,

and

STATE OF NEW YORK,

Plaintiffs,

v.

VERIZON COMMUNICATIONS INC.,
CELLCO PARTNERSHIP d/b/a VERIZON
WIRELESS,
COMCAST CORP.,
TIME WARNER CABLE INC.,
COX COMMUNICATIONS, INC., and
BRIGHT HOUSE NETWORKS, LLC,

Defendants.

Civil Action No.:

STIPULATION AND ORDER

It is hereby stipulated and agreed by and between the undersigned parties, subject to approval and entry by the Court, that:

1. 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 this Court.

2. The parties stipulate that a Final Judgment in the form attached hereto as Exhibit A may be filed with 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 ("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proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with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. Defendants agree to arrange, at their expense, publication as quickly as possible of the newspaper notice required by the APPA, which shall be drafted by the United States in its sole discretion. The publication shall be arranged no later than three (3) business days after 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 the notice was published.

3. Defendants shall abide by and comply with the provisions of the proposed Final Judgment, 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, and shall, from the date of the signing of this Stipulation by the parties, 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.

4. Defendant Cox Communications, Inc. ("Cox") and the State of New York agree that entry of this Final Judgment does not waive any jurisdictional defenses that Cox may have regarding any other investigation, claim or action brought by the State of New York.

5. 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.

6. In the event (a) the United States has withdrawn its consent, as provided in Paragraph 2 above, or (b) 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.

7. Defendants represent that the actions that Defendants are required to perform pursuant to the proposed Final Judgment can and will be performed, and that 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 this 16th day of August 2012.

Dated this 16th day of August 2012.

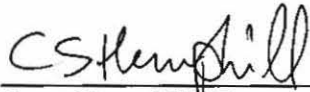
Respectfully submitted,

FOR PLAINTIFF UNITED STATES:

A handwritten signature in black ink, reading "Jared A. Hughes". The signature is written in a cursive style with a horizontal line extending from the end of the name.

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FOR PLAINTIFF STATE OF NEW YORK

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A handwritten signature in black ink, appearing to read "David E. Wheeler", with a long horizontal flourish extending to the right.

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Verizon

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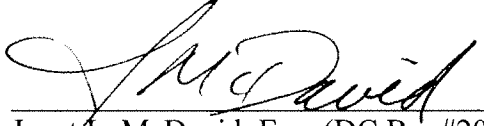
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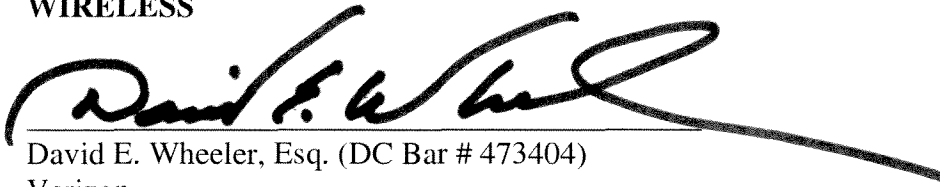
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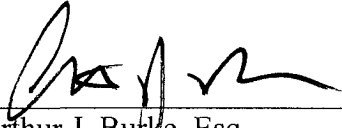
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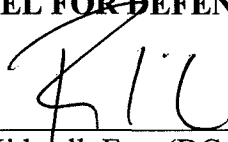
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A handwritten signature in cursive script, reading "Parker Erkmann", written in black ink.

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ORDER

IT IS SO ORDERED by the Court, this ____ day of _____ 2012.

United States District Judge