

thereof on defendants and by filing that notice with the Court.

3. Defendants 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 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. 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.

5. In the event (a) the plaintiff withdraws 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.

6. Defendants represent that the divestitures ordered in the proposed Final Judgment can and will be made, and that defendants will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

Dated: December 6, 1999.

FOR PLAINTIFF UNITED STATES
FOR DEFENDANT CBS CORPORATION
AND INFINITY BROADCASTING
CORPORATION

_____/s/_____
Renée Eubanks

U.S. Department of Justice
Antitrust Division
Litigation II
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Washington, D.C. 20005
(202) 307-0001

_____/s/_____
Helene Jaffe

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(212) 310-8000

FOR DEFENDANTS OUTDOOR SYSTEMS
INC.

SO ORDERED:

United States District Judge

~~Mitchell Raup~~
~~Mayer, Brown & Platt~~
~~1909 K Street, NW~~
~~Washington, D.C. 20006-1101~~
~~(202) 263-3300~~

_____/s/_____
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