

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA
U.S. Department of Justice
Antitrust Division
450 Fifth Street, N.W., Suite 7100
Washington, DC 20530,

Plaintiff,

v.

LUCASFILM LTD.
1110 Gorgas Avenue
San Francisco, CA 94129,

Defendant.

10 2220

STIPULATION

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

1. This Court has jurisdiction over the subject matter of this action. For the specific and limited purpose of this Final Judgment, the Defendant waives any objections to venue or personal jurisdiction and waives service of summons on the Complaint.

2. By stipulating to this Final Judgment, the parties agree that the Defendant is not waiving its ability to raise any and all challenges to venue and jurisdiction in the District of Columbia in any future litigation. Except for an action to enforce the Stipulation and Final Judgment, the parties agree that the United States will not use the Stipulation and Final Judgment in this matter as a basis to establish personal jurisdiction over the Defendant in any future action or proceeding of any type in the District of Columbia.

3. The parties stipulate that the Court may file and enter a Final Judgment in the form attached hereto as Exhibit A, 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15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on the Defendant and by filing that notice with the Court. The Defendant agrees to arrange, at its expense, publication as quickly as possible of the newspaper notice required by the APPA. The publication shall be arranged no later than five (5) calendar days after the Defendant's receipt from the United States of the text of the notice and the identity of the newspaper within which the publication shall be made. Defendant 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.

4. In the event: (1) the United States withdraws its consent or (2) 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.

5. From the date of the signing of this Stipulation by the parties, the Defendant shall abide by and 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, 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.

6. 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.

Dated this 21st day of December 2010.

Respectfully submitted,

FOR PLAINTIFF UNITED STATES

FOR DEFENDANT LUCASFILM LTD.



Adam T. Severt, Esq.
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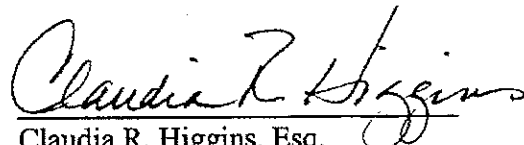
Dated this 16th day of December 2010.

FOR PLAINTIFF UNITED STATES

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Respectfully submitted,

FOR DEFENDANT LUCASFILM LTD.



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CERTIFICATE OF SERVICE

I, Adam Severt, hereby certify that on December 21, 2010, I caused a copy of the Stipulation to be served on Defendant Lucasfilm Ltd. by mailing the document via email to the duly authorized legal representatives of the defendant, as follows:

FOR DEFENDANT LUCASFILM LTD.

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