IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA c/o Department of Justice Washington, D.C. 20530, Plaintiff, v. BLACKSTONE CAPITAL PARTNERS II MERCHANT BANKING FUND L.P. 345 Park Avenue New York, N.Y. 10154, and HOWARD ANDREW LIPSON 345 Park Avenue New York, N.Y. 10154, Defendants.	Civil Action No. 99 0795 Filed: March 30, 1999

STIPULATION

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

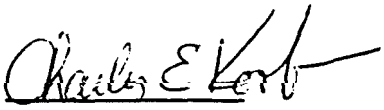
(1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendants, Blackstone Capital Partners II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

(2) Defendants, Blackstone Capital Partners II Merchant Banking Fund L.P. and Howard Andrew Lipson, waive any objection to venue or jurisdiction for purposes of this Final Judgment and authorize Charles E. Koob of Simpson Thacher & Bartlett to accept service of all process in this matter on their 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.

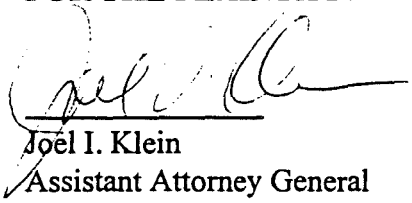
Dated: 3/30/99

FOR THE DEFENDANTS:

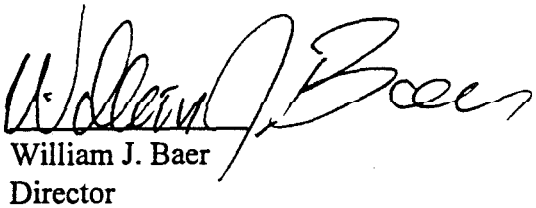


Charles E. Koob
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, N.Y. 10017-3903
Counsel for Defendants

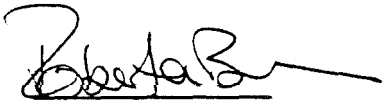
FOR THE PLAINTIFF:



Joel I. Klein
Assistant Attorney General

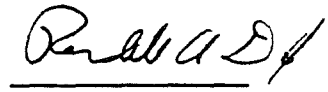


William J. Baer
Director



Roberta S. Baruch
D.C. Bar No. 269266
Deputy Assistant Director

Kenneth M. Davidson
D.C. Bar No. 970772
Attorney



Rendell A. Davis, Jr.
Attorney

Department of Justice
Antitrust Division
Washington, D.C. 20530
(202) 514-2401

Bureau of Competition
Federal Trade Commission
6th Street and Pennsylvania Ave., N.W.
Washington, D.C. 20580
(202) 326-2687

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UNITED STATES OF AMERICA c/o Department of Justice Washington, D.C. 20530, Plaintiff, v. BLACKSTONE CAPITAL PARTNERS II MERCHANT BANKING FUND L.P. 345 Park Avenue New York, N.Y. 10154, and HOWARD ANDREW LIPSON 345 Park Avenue New York, N.Y. 10154, Defendants.	Civil Action No. 99 0795 Filed: March 30, 1999

FINAL JUDGMENT

Plaintiff, the United States of America ("United States"), having commenced this action by filing its Complaint herein for violation of Section 7A of the Clayton Act, 15 U.S.C. § 18a, commonly known as the Hart-Scott-Rodino Antitrust Improvements Act of 1976, and Plaintiff and Defendants, Blackstone Capital Partners II Merchant Banking Fund L.P. and Howard Andrew Lipson, by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein and without this Final Judgment constituting any evidence against or an admission by the Defendants with respect to any such issue:

Now, therefore, before the taking of any testimony and without trial or adjudication of any issue of fact or law herein, and upon the consent of the parties hereto, it is hereby

Ordered, Adjudged, and Decreed as follows:

I.

The Court has jurisdiction of the subject matter of this action and of the Plaintiff and the Defendants. The Complaint states a claim upon which relief can be granted against the Defendants under Section 7A of the Clayton Act, 15 U.S.C. § 18a.

II.

Judgment is hereby entered in this matter in favor of Plaintiff United States of America and against Defendants, and, pursuant to Section 7A(g)(1) of the Clayton Act, 15 U.S.C. § 18a(g)(1), the Debt Collection Improvement Act of 1996, Pub. L. 104-134 § 31001(s) (amending the Federal Civil Penalties Inflation Adjustment Act of 1990, 28 U.S.C. § 2461), and Federal Trade Commission Rule 1.98, 16 C.F.R. § 1.98, 61 Fed. Reg. 54549 (Oct. 21, 1996), Defendant Blackstone Capital Partners II Merchant Banking Fund L.P. is hereby ordered to pay a civil penalty in the amount of $2,785,000 and Defendant Howard Andrew Lipson is hereby ordered to pay a civil penalty in the amount of $50,000. Payment of the civil penalties ordered hereby shall be made by wire transfer of funds to the United States Treasury through the Treasury Financial Communications System or by cashier's check made payable to the Treasurer of the United States and delivered to Chief, FOIA Unit, Antitrust Division, Department of Justice, Liberty Place, 325 7th Street, Suite 200, N.W., Washington, D.C., 20530. Defendants shall pay the full

amount of the civil penalties within thirty (30) days of entry of this Final Judgment. In the event of a default in payment, interest at the rate of eighteen (18) percent per annum shall accrue thereon from the date of default to the date of payment.

III.

Each party shall bear its own costs of this action.

IV.

Entry of this Final Judgment is in the public interest.

Dated: _____, 1999.

_____

United States District Judge