

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.

MACANDREWS & FORBES HOLDINGS INC.
35 East 62nd Street
New York, NY 10065
Defendant.

Civil Action No.

STIPULATION

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

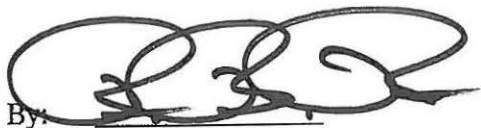
(1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendant MacAndrews & Forbes Holdings Inc. and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

(2) Defendant MacAndrews & Forbes Holdings Inc. waives any objection to venue or jurisdiction for purposes of this Final Judgment and authorizes Robert B. Barnett of Williams & Connolly 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.

FOR THE DEFENDANT:

MacAndrews & Forbes Holdings Inc.

By: 

Robert B. Barnett

D.C. Bar No. 155424

Williams & Connolly LLP

725 Twelfth Street, NW

Washington, DC 20005-5901


Counsel for Defendant MacAndrews & Forbes Holdings Inc.

Dated: 12/5/12

FOR THE PLAINTIFF:



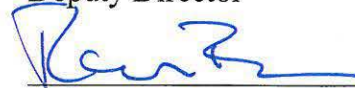
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