

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

UNITED STATES OF AMERICA)
Department of Justice)
Antitrust Division)
Washington, D.C. 20530,)

Plaintiff,

v.

THE HEARST TRUST)
c/o The Hearst Corporation)
959 Eighth Avenue)
New York, N.Y. 10019,)

and)

THE HEARST CORPORATION)
959 Eighth Avenue)
New York, N.Y. 10019,)

Defendants.)
_____)

CASE NUMBER 1:01CV02119

JUDGE: Thomas Penfield Jackson

DECK TYPE: Antitrust

DATE STAMP: 10/11/2001

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the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by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, The Hearst Trust and The Hearst Corporation, and filing that notice with the Court;

(2) Defendants, The Hearst Trust and The Hearst Corporation, waive any objection to venue or jurisdiction for purposes of this Final Judgment and authorize Kenneth A. Gallo, Esq., of Clifford Chance Rogers & Wells 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.

(4) The entry of Final Judgment in accordance with this Stipulation settles, discharges, and releases any and all claims of Plaintiff, the United States, for civil penalties pursuant to Section 7A(g)(1) of the Clayton Act, 15 U.S.C. § 18a(g)(1), against Defendants and any officer, director, employee or trustee of Defendants, for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. §18a, in connection with Defendants' 1998 acquisition of Medi-Span.

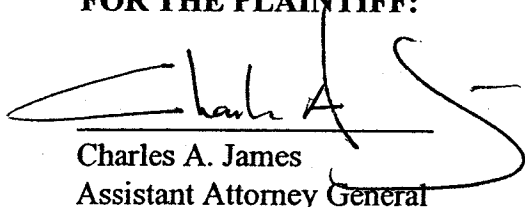
Dated: 10/10/01

FOR THE DEFENDANTS:



Kenneth A. Gallo
Clifford Chance Rogers and Wells
2001 K Street, NW
Washington, D.C. 20006
Counsel for Defendants The Hearst Trust and The Hearst Corporation

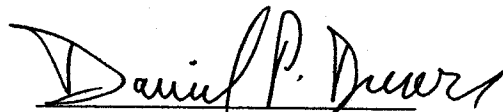
FOR THE PLAINTIFF:



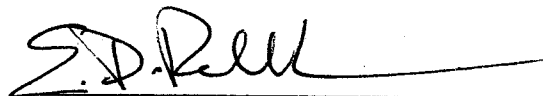
Charles A. James
Assistant Attorney General



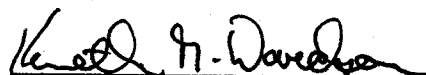
~~Michael E. Antalies~~ Melvin H. Orleans
Deputy Director



Daniel P. Ducore
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Assistant Director



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