

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

UNITED STATES OF AMERICA,	:
	:
Plaintiff,	: No. 98CV00819
	:
v.	:
	:
	:
CBS CORPORATION and	:
AMERICAN RADIO SYSTEMS	:
CORPORATION,	:
	:
Defendants.	:

STIPULATION AND ORDER

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

- (1) The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the United States District Court for the District of Columbia.
- (2) The parties stipulate that a Final Judgment in the form hereto attached may be filed and entered by the Court, 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Act (15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with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) The parties recognize that there could be a delay in obtaining approval by or a ruling of a government agency related to the divestitures required by Section IV of the Final Judgment, notwithstanding the good faith efforts of the defendants and any prospective Acquirer, as defined in the Final Judgment. In this circumstance, plaintiff will, in the exercise of its sole discretion, acting in good faith, give special consideration to forbearing from applying for the appointment of a trustee pursuant to Section V of the Final Judgment, or from pursuing legal remedies available to it as a result of such delay, provided that: (i) Defendants have entered into one or more definitive agreements to divest the WOCT-FM Assets, the WEGQ-FM Assets, the WAAF-FM Assets, the WEEI-AM Assets, the WRKO-AM Assets, the KSD-FM Assets, and the KLOU-FM Assets, as defined in the Final Judgment, and such agreements and the Acquirer or Acquirers have been approved by plaintiff; (ii) All papers necessary to secure any governmental approvals and/or rulings to effectuate such divestitures (including but not limited to FCC, SEC and IRS approvals or rulings) have been filed with the appropriate agency; (iii) Receipt of such approvals are the only closing conditions that have not been satisfied or waived; and (iv) Defendants have demonstrated that neither they nor the prospective Acquirer or Acquirers are responsible for any such delay.

(5) 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.

(6) In the event plaintiff withdraws its consent, as provided in paragraph 2 above, or in the event 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.

(7) 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: March 31, 1998

FOR PLAINTIFF UNITED STATES
OF AMERICA:

_____/s/
Allen P. Grunes

U.S. Department of Justice
Antitrust Division
Merger Task Force
1401 H Street, N.W., Suite 4000
Washington, D.C. 20005
(202) 307-0001

FOR DEFENDANT CBS CORPORATION

_____/s/
Joe Sims

Jones, Day, Reavis & Pogue
1450 G Street, N.W.
Washington, D.C. 20005
(202) 879-3939

FOR DEFENDANT AMERICAN
RADIO SYSTEMS CORPORATION:

_____/s/
Timothy J. O'Rourke

Dow, Lohnes & Albertson
1200 New Hampshire Avenue, N.W.
Washington, D.C. 20036
(202) 776-2000

SO ORDERED:

United States District Judge

Certificate of Service

I, Allen P. Grunes, hereby certify that, on March 31, 1998, I caused the foregoing document to be served on defendants CBS Corporation and American Radio Systems Corporation by having a copy mailed, first-class, postage prepaid, to:

Joe Sims
Jones, Day, Reavis & Pogue
1450 G St., N.W.
Washington, D.C. 20005
Counsel for CBS Corporation

Timothy J. O'Rourke
Dow, Lohnes & Albertson
1200 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Counsel for American Radio Systems Corporation

_____/s/_____
Allen P. Grunes