

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NEW YORK

UNITED STATES OF AMERICA,

Plaintiff,

- vs -

97-CV-6294T

ROCHESTER GAS AND ELECTRIC CORPORATION,

Defendant.

STIPULATION

IT IS STIPULATED by and between the undersigned parties, by their respective attorneys, that:

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 Western District of New York.

1. The parties consent that a Consent 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(15 U.S.C. § 16(b)-(h)), and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Consent Judgment by serving notice thereof on defendant and by filing that notice with the Court.

2. Plaintiff is instructed to file and publish its competitive impact statement pursuant to 15 U.S.C. § 16(b) within 30 days of the filing of this stipulation.

3. The parties shall abide by and comply with the provisions of the proposed Consent Judgment pending entry of the Consent Judgment, and from the date of the filing of this Stipulation, shall comply with all the terms and provisions of the Consent Judgment as though they were in full force and effect as an order of the Court.

4. In the event plaintiff withdraws its consent, or if the proposed Consent Judgment is not entered pursuant to this Stipulation, this Stipulation and the Consent Judgment shall be of no effect whatever and shall be without prejudice to any party in this or any other proceeding.

Dated: February 20, 1998

FOR PLAINTIFF UNITED STATES
OF AMERICA:

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O R D E R

It is SO ORDERED, this 20th day of February, 1998.

United States District Judge