

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

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In the matter of:)
)
UNITED STATES OF AMERICA,)
) Civil No.: 96-1415 (PLF)
STATE OF CALIFORNIA,)
by and through its Attorney General)
Daniel E. Lungren,)
STATE OF CONNECTICUT,)
by and through its Attorney General)
Richard Blumenthal,)
STATE OF ILLINOIS,)
by and through its Attorney General)
Jim Ryan,)
COMMONWEALTH OF MASSACHUSETTS,)
by and through its Attorney General)
Scott Harshbarger,)
STATE OF NEW YORK,)
by and through its Attorney General)
Dennis C. Vacco,)
STATE OF WASHINGTON,)
by and through its Attorney General)
Christine O. Gregoire, and)
STATE OF WISCONSIN,)
by and through its Attorney General)
James E. Doyle, Jr.,)
)
Plaintiffs,)
)
vs.)
)
THE THOMSON CORPORATION and)
WEST PUBLISHING COMPANY,)
)
Defendants.)
-----X

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 District 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(15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that the plaintiffs have not withdrawn their consent, which they may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice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) Plaintiffs' consent to the entry of this decree should not be read to suggest that plaintiffs believe that a license is required before a legal publisher may star paginate to defendants' products. Plaintiffs expressly reserve the right to assert their views concerning the extent, validity, or significance of any intellectual property right claimed by defendants, in judicial proceedings or in any other forum. Plaintiffs and defendants agree that this Final Judgment shall have no impact whatsoever on any adjudication concerning these matters.

(4) Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment, and shall, from the date of the signing of

this Stipulation, 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.

(5) Defendants will not consummate their transaction before the Court has signed this Stipulation and Order.

(6) Thomson shall prepare and deliver reports in the form required by the provisions of paragraph B of Section VI of the proposed Final Judgment commencing no later than July 19, 1996, and every thirty (30) days thereafter pending entry of the Final Judgment.

(7) In the event the plaintiffs withdraw their consent, as provided in paragraph 2 above, or if the proposed Final Judgment is not entered pursuant to this Stipulation, this

Stipulation shall be of no effect whatsoever, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

Dated: June ____, 1996.

FOR PLAINTIFF
UNITED STATES OF AMERICA:

FOR DEFENDANT
THE THOMSON CORPORATION:

_____/s/_____
Craig W. Conrath
Attorney
U.S. Department of Justice

_____/s/_____
Wayne D. Collins
Shearman & Sterling
Citicorp Center
153 East 53rd Street
New York, N.Y. 10022
(212) 848-4000
Attorney for The Thomson
Corporation

_____/s/_____
Keith S. Blair (DC Bar # 450252)
Attorney
U.S. Department of Justice
Antitrust Division
Merger Task Force
1401 H Street N.W.
Washington, D.C. 20005
(202) 307-5779

FOR PLAINTIFF
STATE OF CALIFORNIA:

_____/s/_____

FOR PLAINTIFF
STATE OF CONNECTICUT:

_____/s/_____

FOR PLAINTIFF
STATE OF ILLINOIS:

_____/s/_____

FOR PLAINTIFF
COMMONWEALTH OF
MASSACHUSETTS:

_____/s/_____

FOR PLAINTIFF
STATE OF NEW YORK:

_____/s/_____

FOR DEFENDANT
WEST PUBLISHING COMPANY:

_____/s/_____

James E. Schatz
Schatz Paquin Lockridge Grindal &
Holstein P.L.L.P.
Suite 2200
100 Washington Avenue So.
Minneapolis, MN 55401
(612) 339-6900
Attorney for West Publishing
Company

FOR PLAINTIFF
STATE OF WASHINGTON:

_____/s/_____

FOR PLAINTIFF
STATE OF WISCONSIN:

_____/s/_____

SO ORDERED:

United States District Judge