

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

UNITED STATES OF AMERICA,  
c/o Department of Justice  
Washington, D.C. 20530

Plaintiff,

v.

ANOVA HOLDING AG,  
STEPHAN SCHMIDHEINY, and  
UNOTEC HOLDING AG,

Defendants.

93 1852

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motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendants and filing that notice with the Court;

(2) the Defendants waive any objection to venue for purposes of this Final Judgment and authorize Judy Whalley, Esquire, to accept service of all process in this matter on their behalf;

(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; and


(4) the parties' execution of this Stipulation and the entry of Final Judgment settles, discharges, and releases any and all claims of the plaintiff arising from the acquisition by Defendants Anova Holding AG, Stephan Schmidheiny and Unotec Holding AG of voting securities of Landis & Gyr AG and Wild Leitz Holding AG:

(a) against the Defendants for failure to comply with any provision of § 7A of the Clayton Act, 15 U.S.C. § 18a; and

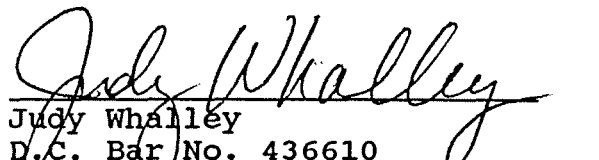
(b) against any officer, director, or partner of the Defendants for failure to comply with any provision of § 7A of the Clayton Act, 15 U.S.C. § 18a.


Dated:


FOR THE PLAINTIFF

  
Anne K. Bingaman  
Assistant Attorney General

FOR THE DEFENDANTS:


  
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Department of Justice  
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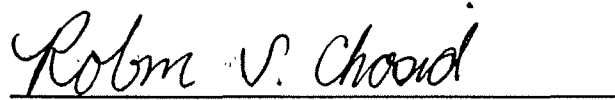
FOR THE FEDERAL TRADE COMMISSION

  
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