

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

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

Plaintiff,

v.

ESL PARTNERS, L.P.  
200 Greenwich Avenue  
Greenwich, CT 06830,

and

ZAM HOLDINGS, L.P.  
350 Park Avenue  
11<sup>th</sup> Floor  
New York, NY 10022,

Defendants.

Case: 1:08-cv-02175  
Assigned To : Bates, John D.  
Assign. Date : 12/15/2008  
Description: Antitrust

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motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendants ESL Partners, L.P. and ZAM Holdings,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

(2) Defendant ESL Partners, L.P. waives any objection to venue or jurisdiction for purposes of this Final Judgment and authorizes Joseph F. Tringali of Simpson Thacher & Bartlett LLP to accept service of all process in this matter on its behalf; Defendant ZAM

Holdings, L.P. waives any objection to venue or jurisdiction for purposes of this Final Judgment and authorizes Erica Cheng Lee, Principal & Deputy General Counsel, Ziff Brothers Investments, to accept service of all process in this matter on its behalf;

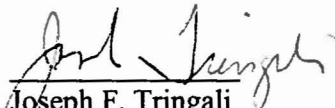
(3) in the event Plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding; and


(4) the entry of the 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, and any affiliates or subsidiaries of Defendants, for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. § 18a, in connection with Defendants' acquisitions of voting securities of AutoZone, Inc. from 2001 through 2004.

**FOR THE DEFENDANTS:**

ESL Partners, L.P.

ZAM Holdings, L.P.  
by PBK Holdings Inc., its General Partner

By:   
Joseph F. Tringali  
Simpson Thacher & Bartlett, LLP  
425 Lexington Avenue  
New York, NY 10017-3954  
Counsel for Defendant ESL Partners, L.P.

By:   
David Gray  
Vice President  
350 Park Avenue, 11<sup>th</sup> Floor  
New York, NY 10022  
Counsel for Defendant ZAM Holdings, L.P.

Dated: December 15, 2008

**FOR THE PLAINTIFF:**

*Deborah A. Garza*

Deborah A. Garza  
Acting Assistant Attorney General  
D.C. Bar No. 395259

*[Signature]*

David P. Wales, Jr.  
D.C. Bar No. 456894  
Acting Director

*Elizabeth A. Piotrowski*

Elizabeth A. Piotrowski  
D.C. Bar No. 348052  
Deputy Assistant Director

*[Signature]*

Kenneth A. Libby  
Attorney

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