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

UNITED STATES OF AMERICA,

Plaintiff, : Civil Action No.

-against- : OD-COD

FIRST CITY FINANCIAL CORPORATION

LTD.; ROXBORO INVESTMENTS (1976)

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FILED

APR 1 2 1988

CLERK, U.S. DISTRICT COURT DISTRICT OF COLUMBIA

STIPULATION

Defendants.

found from the same

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motion of any party at any time, and without further notice to any party or other proceedings, if plaintiff has not withdrawn its consent, which it may do at any time before the entry of the judgment by serving notice of its withdrawal on defendants and filing that notice with the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

APRIL 1, 1988 DATED:

FOR THE PLAINTIFF:

Assistant Attorney General

FOR THE DEFENDANTS:

Davis Polk & Wardwell 1 Chase Manhattan Plaza

New York, NY 10005

Michael Boudin

Deputy Assistant Attorney General

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