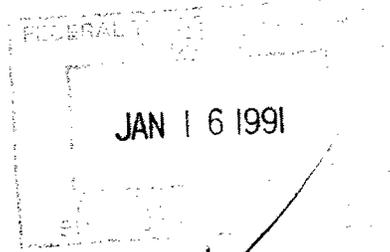


*Office*



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

**FILED**

JAN 14 1991

CLERK, U.S. DISTRICT COURT  
DISTRICT OF COLUMBIA

**91 0025**

UNITED STATES OF AMERICA,

Plaintiff,

v.

SERVICE CORPORATION INTERNATIONAL,

Defendant.

Civil Action No.

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

1. The parties consent 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the Court's own motion, and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the Court.

2. Defendants waive any objection to venue or jurisdiction for purposes of the proposed Final Judgment.

*5*

3. This Stipulation and the Final Judgment to which it relates are for settlement purposes only and do not constitute an admission by defendant in this or any other proceeding that Section 7A of the Clayton Act, 15 U.S.C. § 18a, or any other provision of law has been violated.

4. 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.

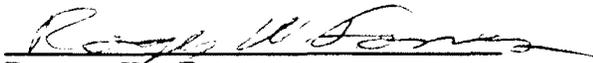
Dated: January 7, 1991

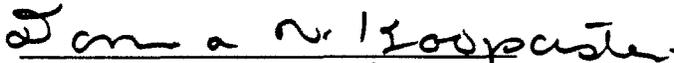
FOR THE PLAINTIFF:

  
James F. Rill  
Assistant Attorney General

  
John W. Clark

  
Mark C. Schechter

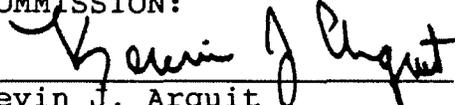
  
Roger W. Fones

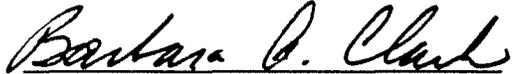
  
Donna N. Kooperstein

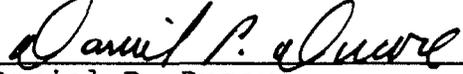
Attorneys

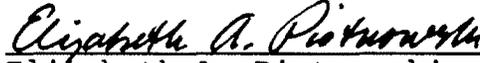
U.S. Department of Justice  
Antitrust Division  
Washington, D.C. 20530  
202/307-6388

FOR THE FEDERAL TRADE  
COMMISSION:

  
Kevin J. Arquit  
Director

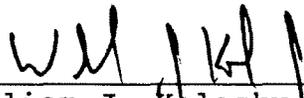
  
Barbara A. Clark  
Director for Litigation  
and Administration

  
Daniel P. DuCore  
Assistant Director

  
Elizabeth A. Piotrowski  
Deputy Assistant Director

Bureau of Competition  
Federal Trade Commission  
Washington, D.C. 20580

FOR THE DEFENDANT:



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William J. Kolasky Jr.  
Wilmer, Cutler & Pickering  
2445 M Street, N.W.  
Washington, D.C. 20037-1420

Attorney for Defendant  
Service Corporation International