

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

RECEIVED
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UNITED STATES DISTRICT COURT

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| _____) | |
| UNITED STATES OF AMERICA,) | |
|) Plaintiff,) | |
|)) | Civil Action No. 92 C 1071 |
|) v.) | Judge Brian Barnett Duff |
|)) | Executive Magistrate |
| WILLIAM F. FARLEY,) | Judge Joan H. Lefkow |
|) Defendant.) | |
| _____) | |

STIPULATION

Whereas, the above-captioned action was commenced on February 12, 1992 in the United States District Court for the Northern District of Illinois, Eastern Division;

Whereas, Plaintiff United States of America ("United States"), by its Complaint, alleges that Defendant William Farley ("Farley") failed to observe the notification and waiting requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("HSR Act"), 15 U.S.C. § 18a, in connection with purchases of voting securities of West Point-Pepperell, Inc. ("West Point") from March 24, 1988 through April 11, 1988 and that Farley was continuously in violation of the HSR Act through June 22, 1988;

Whereas, Farley, by his Answer and Affirmative Defenses to Complaint, alleges that he was exempt from the HSR Act's notification and waiting requirements because he was acting solely for the purpose of investment within the meaning of 15 U.S.C. § 18a(c)(9); and

Whereas, the United States alleges that Farley could not have been acting solely for the purpose of investment because he was considering the possibility of seeking to acquire

control of West Point at the time of the purchases of West Point voting securities alleged to have been in violation of the HSR Act;

Now, Therefore, it is hereby stipulated and agreed by and between the parties, by their respective counsel, 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Court's own motion, without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice on Farley and by filing that notice with the Court;

2. In the event the United States 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;

3. This Stipulation and the proposed Final Judgment attached hereto are for settlement purposes only and do not constitute an admission by Farley in this or any other proceeding that he has violated the HSR Act or any other provision of law; and

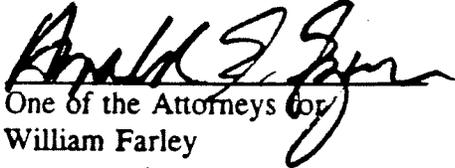
4. The entry of Final Judgment in the form attached to this Stipulation settles, discharges, and releases any and all claims of the United States against Farley for failure to comply with any provision of the HSR Act in connection with Farley's acquisition of West

Point voting securities during March and April, 1988.

December

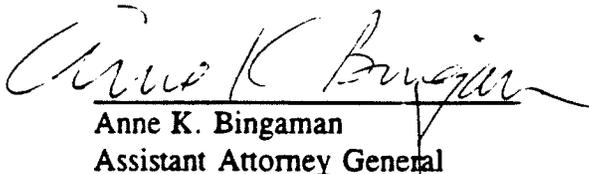
Dated: ~~October~~ __, 1994.

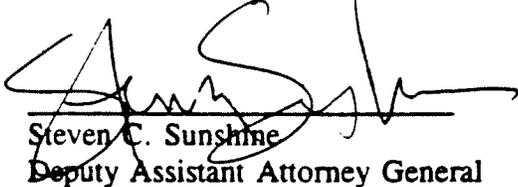
FOR THE DEFENDANT:

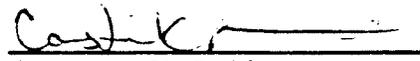

One of the Attorneys for
William Farley

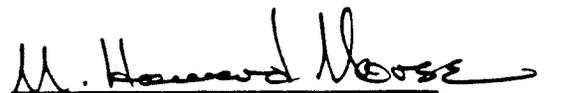
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