

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

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UNITED STATES OF AMERICA, )  
c/o Department of Justice )  
Washington, D.C. 20530, )  
Plaintiff, )  
v. ) Civil Action No. **96 0606**  
AUTOMATIC DATA PROCESSING INC. )  
One ADP Boulevard )  
Roseland, New Jersey 07068-1728, )  
Defendant. )

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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motion of any party at any time, and without **further** notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, **which it may do** at any time before the entry of judgment by serving notice of its withdrawal on Defendant Automatic Data Processing, Inc. and filing that notice with the Court;
- (2) the Defendant Automatic Data Processing, Inc. waives any objection to venue for purposes of this Final Judgment;

(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

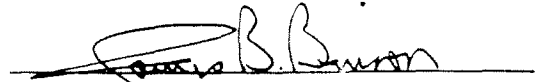
(4) the parties' execution of this Stipulation and the entry of the Final Judgment settles, discharges, and releases any and all claims of the plaintiff:

(a) against the Defendant Automatic Data Processing, Inc. for failure to comply with any provision of § 7A of the Clayton Act, 15 U.S.C. § 18a, arising from Defendant Automatic Data Processing, Inc.'s 1995 acquisition of AutoInfo, Inc. assets and for failure to comply with § 7A of the Clayton Act, 15 U.S.C. § 18a, by Defendant Automatic Data Processing, Inc. failing to submit documents responsive to Item 4(c) in any Premerger Notification and Report Form filed on or before January 1, 1996;

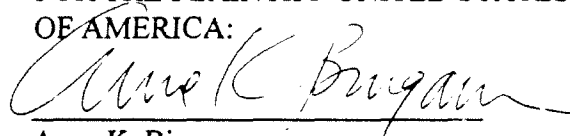
(b) against any officer or director of the Defendant Automatic Data Processing, Inc. for failure to comply with any provision of § 7A of the Clayton Act, 15 U.S.C. § 18a, arising from Defendant Automatic Data Processing, Inc.'s 1995 acquisition of AutoInfo, Inc. assets and for failure to comply with § 7A of the Clayton Act, 15 U.S.C. § 18a, by failing to submit documents responsive to Item 4(c) in any Premerger Notification Report Form filed by Defendant Automatic Data Processing, Inc. on or before January 1, 1996.

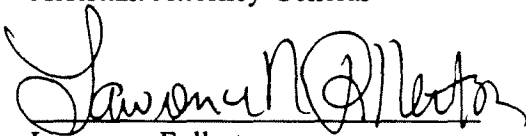
Dated: March 25, 1996.

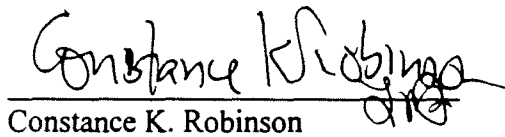
FOR THE DEFENDANT  
AUTOMATIC DATA PROCESSING, INC.

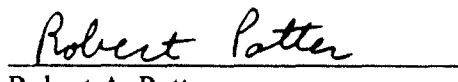
  
James B. Benson  
General Counsel/Corporate Vice President  
Automatic Data Processing, Inc.  
One ADP Boulevard  
Roseland, New Jersey 07068  
(201) 994-5000

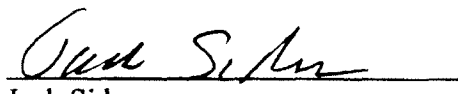
FOR THE PLAINTIFF UNITED STATES  
OF AMERICA:

  
Anne K. Bingaman  
Assistant Attorney General

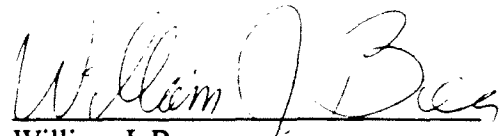
  
Lawrence Fullerton  
Deputy Assistant Attorney General

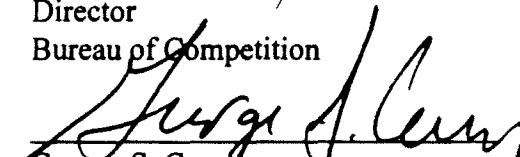
  
Constance K. Robinson  
Director of Operations

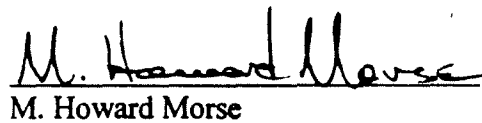
  
Robert A. Potter  
Chief, Legal Policy Section

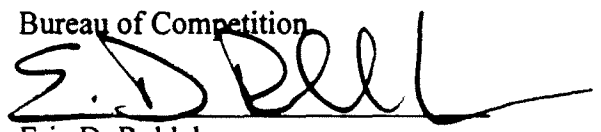
  
Jack Sidorov  
Attorney

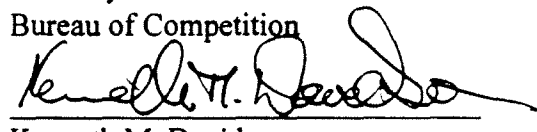
Department of Justice  
Antitrust Division  
Washington, D.C. 20530

  
William J. Baer  
Director  
Bureau of Competition

  
George S. Cary  
Senior Deputy Director  
Bureau of Competition

  
M. Howard Morse  
Assistant Director  
Bureau of Competition

  
Eric D. Rohlck  
Attorney  
Bureau of Competition

  
Kenneth M. Davidson  
Attorney  
Bureau of Competition

Federal Trade Commission  
Washington, D.C. 20580  
(202) 326-2681