

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.

THIRD POINT OFFSHORE FUND, LTD.  
c/o Walkers 190 Elgin Avenue  
George Town, Grand Cayman KY1-9001  
Cayman Islands,

THIRD POINT ULTRA, LTD.  
c/o Walkers Chambers  
171 Main Street  
P.O. Box 92  
Road Town, Tortola  
British Virgin Islands,

THIRD POINT PARTNERS QUALIFIED  
L.P.  
390 Park Avenue, 19<sup>th</sup> Floor  
New York, NY 10022, and

THIRD POINT LLC  
390 Park Avenue, 19<sup>th</sup> Floor  
New York, NY 10022,

Defendants.

Civil Action No.

**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 after compliance with the requirements of the Antitrust Procedure and Penalties Act ("APPA")

(15 U.S.C. § 16), and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendants Third Point Offshore Fund, Ltd., Third Point Ultra, Ltd., Third Point Partners Qualified L.P., and Third Point LLC (collectively, "Defendants") and filing that notice with the Court;

(2) This Court has jurisdiction over the subject matter of this action. The Defendants consent solely for the purpose of this action and the entry of the proposed Final Judgment that this Court has jurisdiction over each of the parties hereto and that venue of this action is proper in the United States District Court for the District of Columbia;

(3) Defendants agree to arrange, at their expense, publication of the newspaper notice required by the APPA, which shall be drafted by the United States as prescribed by the APPA. The publication shall be arranged no later than five (5) business days after Defendants' receipt from the United States of the text of the notice and the identity of the newspaper within which the publication shall be made. Defendants shall promptly send to the United States (1) confirmation that publication of the newspaper notice has been arranged, and (2) the certification of the publication prepared by the newspaper within which the notice was published;

(4) Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though they were in full force and effect as an order of the Court;

(5) This Stipulation shall apply with equal force and effect to any amended proposed


Final Judgment agreed upon in writing by the parties and submitted to the Court;

(6) In the event Plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation and the submission of the proposed Final Judgment shall be without prejudice to any party in this or any other proceeding; and

(7) The entry of the Final Judgment in accordance with this Stipulation settles, discharges, and releases any and all claims of Plaintiff, the United States, and the Federal Trade Commission, including claims for civil penalties and equitable relief pursuant to Section 7A of the Clayton Act, 15 U.S.C. § 18a, against Defendants for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. §18a, in connection with the acquisition of voting securities of Yahoo! Inc. in 2011 by Defendant Third Point Offshore Fund, Ltd., by Defendant Third Point Ultra, Ltd., and by Defendant Third Point Partners Qualified L.P.

**FOR THE DEFENDANTS:**

Third Point Offshore Fund, Ltd.  
Third Point Ultra, Ltd.  
Third Point Partners Qualified L.P.  
Third Point LLC

By:   
Theodore C. Whitehouse  
D.C. Bar No. 298331  
Willkie Farr & Gallagher LLP  
1875 K Street, N.W.  
Washington, DC 20006-1238

Dated: 25 June 2015

By: \_\_\_\_\_  
William H. Rooney  
D.C. Bar No. 386114  
(Not admitted in the United States District Court  
for the District of Columbia)  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019-6099

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Josh Targoff  
(Admitted only in the Bar of New York)  
Partner, Chief Operating  
Officer and General Counsel  
Third Point LLC  
390 Park Avenue  
New York, NY 10022

Dated: \_\_\_\_\_

**FOR THE DEFENDANTS:**

Third Point Offshore Fund, Ltd.  
Third Point Ultra, Ltd.  
Third Point Partners Qualified L.P.  
Third Point LLC

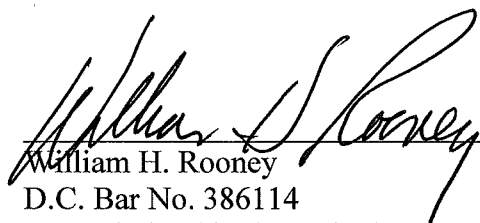
By: \_\_\_\_\_

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D.C. Bar No. 298331  
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Washington, DC 20006-1238

By: \_\_\_\_\_

Dated: \_\_\_\_\_



*June 24, 2015*

William H. Rooney  
D.C. Bar No. 386114  
(Not admitted in the United States District Court  
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Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
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Josh Targoff  
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390 Park Avenue  
New York, NY 10022

**FOR THE DEFENDANTS:**

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Third Point Ultra, Ltd.  
Third Point Partners Qualified L.P.  
Third Point LLC

By: \_\_\_\_\_

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D.C. Bar No. 298331  
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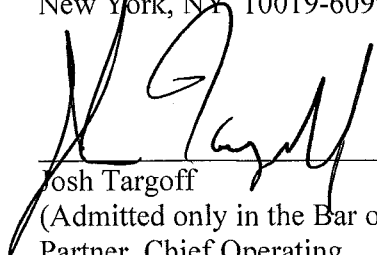
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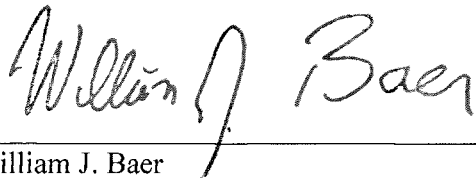
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Josh Targoff  
(Admitted only in the Bar of New York)  
Partner, Chief Operating  
Officer and General Counsel  
Third Point LLC  
390 Park Avenue  
New York, NY 10022

Dated: June 29 2015

**FOR THE PLAINTIFF:**



William J. Baer  
D.C. Bar No. 324723  
Assistant Attorney General  
Department of Justice  
Antitrust Division  
Washington, D.C. 20530  
(202) 514-2401



Deborah Feinstein  
D.C. Bar No. 412109  
Director  
Bureau of Competition  
Federal Trade Commission  
Washington, D.C. 20580  
(202) 326-2151



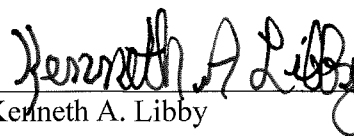
Marian Bruno  
D.C. Bar No. 414126  
Deputy Director



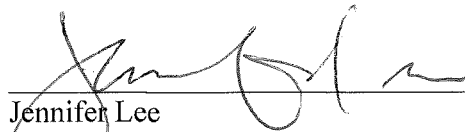
Daniel P. Ducore  
D.C. Bar No. 933721  
Assistant Director



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



Kenneth A. Libby  
Attorney



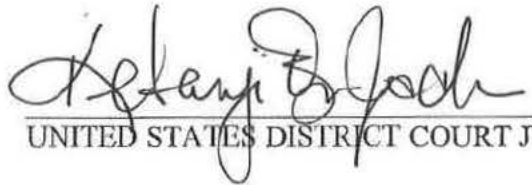
Jennifer Lee  
Attorney  
(202) 326-2246

**ORDER**

The Court having considered the parties' Joint Motion for Entry of Stipulation and Order, and upon the consent of the parties,

**IT IS HEREBY ORDERED** that defendants shall abide by and comply with all terms and provisions of the proposed Final Judgment pending compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16.

Dated: 9/8/15

  
UNITED STATES DISTRICT COURT JUDGE