

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA

Plaintiff,

v.

RICHARD D. FAIRBANK

Defendant.

Civil Action No.

STIPULATION

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

(1) The parties stipulate that a Final Judgment in the form attached hereto as Exhibit A may be filed with and entered by the Court, on the Court's own motion or on the motion of any party at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act ("APPA") (15 U.S.C. § 16), and without further notice to any party or other proceedings, if United States has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendant and filing that notice with the Court;

(2) Defendant consents to venue and personal jurisdiction for purposes of this action and authorizes Wilmer Cutler Pickering Hale & Dorr LLP to accept service of all process in this matter on his behalf;

(3) Defendant agrees to arrange, at his expense, publication of the newspaper notice required by the APPA, which shall be drafted by the United States in its sole discretion. The publication must be arranged no later than five (5) business days after Defendant's receipt from

the United States of the text of the notice and the identity of the newspaper within which the publication shall be made. Defendant must 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) This Stipulation applies with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court;

(5) In the event the United States has withdrawn its consent or the Court does not enter the proposed Final Judgment, and the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, then this Stipulation will be of no effect whatever and the making of this Stipulation will be without prejudice to any party in this or any other proceeding;

(6) Defendant represents that the actions he is required to perform pursuant to the proposed Final Judgment can and will be performed, and that the Defendant will not later raise a claim of mistake, hardship, or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein; and

(7) The entry of the Final Judgment in accordance with this Stipulation settles, discharges, and releases any and all claims of United States for civil penalties pursuant to Section 7A(g)(1) of the Clayton Act, 15 U.S.C. § 18a(g)(1), against Defendant for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. § 18a, in connection with Defendant's acquisitions of voting securities of the Capital One Financial Corporation in 2018 and in 2019.

FOR THE DEFENDANT:

Richard D. Fairbank

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Dated: 11/02/2020

FOR THE PLAINTIFF:

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