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. INPUT/OUTPUT, INC. 11104 West Airport Blvd., Suite 200 Stafford, TX 77477-2416, and THE LAITRAM CORPORATION 220 Laitram Lane Harahan, LA 70123 Defendants.	Civil Action No. 99 0912

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the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendants, The Laitram Corporation and Input/Output, Inc., and filing that notice with the Court;

(2) Defendants, The Laitram Corporation and Input/Output, Inc., waive any objection to venue or jurisdiction for purposes of this Final Judgment and authorize their respective attorneys, Paul T. Denis of Arnold & Porter and Ronald Breaux of Haynes and Boone, L.L.P., to accept service of all process in this matter on their behalf; and

(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.

Dated: 1/9/97

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