

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

ENTERPRISE RENT-A-CAR COMPANY OF
PITTSBURGH,

Plaintiff,

v.

THOMAS W. BROWN,

Defendant.

No. 08-CV-579

Honorable Gary L. Lancaster

ELECTRONICALLY FILED

STIPULATED STANDSTILL AGREEMENT

This Stipulated Standstill Agreement (hereinafter “the Agreement”) is entered into by and between Enterprise Rent-A-Car Company of Pittsburgh (“Enterprise”) and Thomas W. Brown (“Brown”) (hereinafter each a “Party” and, collectively, the “Parties”).

A. Enterprise filed a Complaint and a Motion for Temporary Restraining Order and Preliminary Injunction on April 25, 2008, seeking, *inter alia*, to enjoin Brown from misusing Enterprise’s confidential and proprietary information and trade secrets.

B. In response to Enterprise’s Motion, the Court will schedule a preliminary injunction hearing on a date to be determined.

C. Brown denies the allegations and further denies that the Court has jurisdiction over the proceedings.

D. After engaging in court-directed negotiations, the parties have agreed upon the terms set forth pending the preliminary injunction hearing.

E. The following being the stipulated terms of the Parties’ agreement,

1. Neither of the parties makes any admission or denial as to liability or otherwise stipulates whether or not any information, material or documents constitute confidential or proprietary information or trade secrets of Enterprise.
2. Brown agrees not to disclose or use any confidential, proprietary or trade secret business information obtained by Brown from Enterprise during Brown's employment with Enterprise, and while expressly reserving the right to challenge what constitutes such information will not disclose or use: (i) customer names, customer contact information, and other customer-related information; (ii) pricing information, price lists, quotes, proposals, and margin information; (iii) non-public financial information and business data; (iv) management tools and reports for Enterprise's Fleet Management business; (v) marketing techniques and materials, and business development plans; and (vi) business methods, discoveries, patentable and nonpatentable ideas, designs, models, and technology; as well as any information similar to that listed which Enterprise treats as proprietary or confidential information.
3. Brown represents that he has provided to his attorney, for return to Enterprise, all documents (electronic or otherwise), management tools, and/or reports relating to Enterprise, including without limitation, documents concerning Enterprise's clients, that Brown obtained, learned, created, or was made aware of during his employment with Enterprise, to be held by his counsel, for his attorneys' eyes only, pending further agreement of the parties or order of Court.
4. Brown agrees that, pending the meeting before the Court scheduled for May 1, 2008, he will not solicit or have contact with clients of Enterprise's Fleet Management business or representatives of such clients.
5. Nothing in this Stipulated Standstill Agreement, nor any acts taken pursuant to this Agreement, shall be deemed to act as a release or waiver of any Party's claims or defenses against the other party, including but not limited to, a challenge to the jurisdiction of the Court in which this action was filed.
6. Brown agrees to immediately preserve and not destroy any and all computers, including desk models and laptop models, cell phones, pda's, and any and all computer storage media including floppy disks, compact disks, media storage cards, DVDs, memory sticks, hard drives, or similar storage media.

This Stipulated Standstill Agreement shall remain in effect through the Parties' meeting with the Court on May 1, 2008, at 2:30 PM, at which time a further agreement by the Parties and/or Order shall be entered by the Court.

Date: April 28, 2008

By: s/Carl J. Rychcik

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On Behalf of:
Enterprise Rent-A-Car Company of
Pittsburgh

Date: April 28, 2008

By: s/Vicki Kuftic Horne

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On Behalf of:
Thomas W. Brown

SO ORDERED, this 28th day of April, 2008.


_____, J.
Garv L. Lancaster, U.S. District Judge