

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
(DALLAS DIVISION)**

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| UNITED STATES OF AMERICA, and the | |) |
| STATE OF TEXAS, | |) |
| | |) |
| Plaintiffs, | |) |
| | |) |
| v. | |) |
| | |) |
| AETNA INC., and | |) |
| THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, | |) |
| | |) |
| Defendants. | |) |
| <hr/> | |) |

Civil Action No.:
3-99-CV 1398-H

Filed: June 21, 1999

STIPULATION

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

- (1) This Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue is proper in this Court.
- (2) The proposed Final Judgment attached hereto may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that the plaintiffs have not withdrawn their consent, which it may do at any time before entry of the proposed Final Judgment by serving notice thereof on all other parties and by filing that notice with the Court.
- (3) 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, comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an order of the Court.

(4) 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.

(5) In the event the plaintiffs withdraw their consent, as provided in paragraph (2) above, or in the event that the Court declines to enter the proposed Final Judgment 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 shall be without prejudice to any party in this or any other proceeding.

(6) Defendants represent that the divestitures ordered in the proposed Final Judgment can and will be made, and that defendants will later raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

Dated: June 21, 1999

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA

FOR DEFENDANT
AETNA INC.

_____/S/_____
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FOR PLAINTIFF
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FOR DEFENDANT
THE PRUDENTIAL INSURANCE
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