

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

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**UNITED STATES OF AMERICA,**  
Department of Justice, Antitrust Division  
1401 H Street, NW  
Suite 4000  
Washington, DC 20530

Plaintiff,

v.

**MANULIFE FINANCIAL CORPORATION**  
200 Bloor St. East  
Toronto, Ontario M4W 1E5, Canada

Defendant.

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Civil Action No. 04 0722 RBW

Filed: March 31, 2004

**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the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on defendant Manulife Financial Corporation, and filing that notice with the Court;
2. Defendant Manulife waives any objection to venue or jurisdiction for purposes of this Final Judgment and authorizes Aimee H. Goldstein, Esq. of Simpson Thacher & Bartlett LLP to accept service of all process in this matter on its 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.

4. The entry of Final Judgment in accordance with this Stipulation settles, discharges, and releases any and all claims of Plaintiff, the United States, for civil penalties pursuant to Section 7A(g)(1) of the Clayton Act, 15 U.S.C. § 18a(g)(1), against Defendant and any officer, director, employee or trustee of Defendant, for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. §18a, in connection with Defendant's 2003 acquisition of voting securities of John Hancock Financial, Inc.

Dated: March 31, 2004

**FOR THE DEFENDANT:**

\_\_\_\_\_/s/\_\_\_\_\_  
Aimee H. Goldstein, Esq.  
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Counsel for Defendant

**FOR THE PLAINTIFF:**

\_\_\_\_\_/s/\_\_\_\_\_  
R. Hewitt Pate  
Assistant Attorney General

\_\_\_\_\_/s/\_\_\_\_\_  
J. Bruce McDonald  
Deputy Assistant Attorney General

\_\_\_\_\_/s/\_\_\_\_\_  
J. Robert Kramer II  
Director of Operations

\_\_\_\_\_/s/\_\_\_\_\_  
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\_\_\_\_\_/s/\_\_\_\_\_  
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