

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK:**

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THE PEOPLE OF THE STATE OF NEW YORK,
by ELIOT SPITZER, Attorney General of the
State of New York,

Plaintiffs,

- against -

MEDCO HEALTH SOLUTIONS, INC., _____
and MERCK-MEDCO MANAGED
CARE, L.L.C.,

Defendants.

CONSENT AND
STIPULATION

Index No.
RJI No.

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WHEREAS the Attorney General believes such resolution to be in the public interest;

**IT IS HEREBY ACKNOWLEDGED, STIPULATED, CONSENTED TO, AND
AGREED**, by and between Eliot Spitzer, Attorney General of the State of New York, attorney
for plaintiffs herein, Shirley Stark, Assistant Attorney General, of counsel, defendants Medco
Health Solutions, Inc. and Merck-Medco Managed Care, L.L.C, and attorneys for defendants,
Shearman & Sterling, LLP, by James P. Tallon, Esq. that:

1. Defendants have appeared in this proceeding and received a copy of the
Complaint, the Consent and Stipulation and the annexed Order and Judgment (“Order”), and
know the contents thereof and understand the obligations and duties imposed by such Order;

2. This Consent and Stipulation is entered into by defendants as their own free and
voluntary act with full knowledge and understanding of the nature of this action and the
obligations and duties imposed upon them by the Order and consent to the entry thereof without
further notice;

3. Respondents enter into this Consent and Stipulation solely for the purposes of settling the above-entitled proceeding and do not admit any violation of law;

4. Entry into this Consent and Stipulation by the Attorney General shall not be deemed approval by the Attorney General of any of defendants' business practices and defendants shall not make any representation to the contrary;

5. No promises(s), offer(s), agreements(s), or inducements(s) of any nature whatsoever have been made to defendants by plaintiffs or their attorneys or any employee of the Office of the Attorney General of the State of New York to procure this Consent and Stipulation.

6. This Consent and Stipulation may be executed in counterparts.

Dated: April , 2004
New York, New York

ELIOT SPITZER
Attorney General of the State of New York
Attorney for Plaintiffs

MEDCO HEALTH SOLUTIONS, INC.,
and MERCK-MEDCO MANAGED CARE,
L.L.C.

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David B. Snow, Jr.
Chairman, President, CEO
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Merck-Medco Managed Care, L.L.C.)

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