

If you are a Third-Party Payor and made reimbursements for Paxil® or Paxil CR® prescribed to persons under the age of 18—you could receive a payment from this proposed settlement.

*A federal court authorized this Notice.
This is not a solicitation from a lawyer.*

- A nationwide settlement has been proposed in class action litigation concerning prescriptions of Paxil® to persons under 18 years of age. This Notice is for:

Private insurers, employee welfare benefit plans, union health and welfare funds, employer-sponsored health plans, and other third-party payors that reimbursed, purchased, or paid for Paxil® (in both tablet and suspended form) and Paxil CR® (as used herein, Paxil® includes all forms) prescribed to persons under 18 years of age, from January 1, 1998 through December 31, 2004.

- The proposed settlement will pay money to those who submit valid claims. It will also pay fees for the lawyers appointed by the Court, plus expenses and the costs of the notice and settlement administration.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:		
You May:		Due Date:
SUBMIT A CLAIM FORM	The only way to get a payment.	<u>Postmarked On Or Before December 12, 2008</u>
EXCLUDE YOURSELF	Get no payment. This is the only option that allows you to start, or remain part of any other lawsuit against the Defendant about the legal claims in this case.	<u>Postmarked On Or Before August 1, 2008</u>
OBJECT	Write to the Court about why you don't like the proposed settlement.	<u>Postmarked On Or Before August 1, 2008</u>
GO TO A HEARING	Ask to speak in Court about the proposed settlement.	<u>September 30, 2008</u>
DO NOTHING	Get no payment. Give up your rights to be part of any other lawsuit against the Defendant about the legal claims in this case.	

- These rights and options—**and the deadlines to exercise them**—are explained in this Notice.
- The Court in charge of this case has to decide whether to approve the proposed settlement. Payments will be made if the Court approves the settlement, and after any appeals are resolved. Please be patient.

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BASIC INFORMATION

1. Why did I get this Notice?

You received this Notice because you are a Third-Party Payor that may have made reimbursements for Paxil® prescribed to persons under 18 from January 1, 1998 through December 31, 2004.

This Notice explains:

- What the lawsuit and settlement are about.
- What the lawsuit claims and what GSK says about the claims.
- Who is affected by the settlement.
- Who represents the Class in the lawsuit.
- What your legal rights and choices are.
- How to file a claim.
- How and by when you need to act.

2. What is the lawsuit about?

Class Representative Plaintiffs have reached a proposed settlement with Defendant GlaxoSmithKline in a class action lawsuit pending in the U.S. District Court for the District of Minnesota.

The lawsuit involves the drug Paxil® prescribed for persons under the age of 18. Paxil® is manufactured and marketed by Defendant, SmithKline Beecham Corporation d/b/a GlaxoSmithKline (“GSK”). Plaintiffs alleged that Paxil® has not been shown to be safe and effective for persons under the age of 18. GSK denies these claims and any liability.

If the proposed settlement is approved, the settlement will pay claims submitted by Third-Party Payors, such as union health funds, insurance companies and workplace-based health plans. After deducting attorneys’ fees and costs of administering the settlement, the remaining balance will be distributed to Third-Party Payors who made payments or reimbursed for Paxil® prescribed to persons under the age of 18 between January 1, 1998 and December 31, 2004. Third-Party Payors may claim 40% of their actual costs for Paxil® prescribed to persons under the age of 18, where the diagnosis was Major Depressive Disorder. If that diagnosis is not shown, the claim will be 15% of the actual costs for Paxil® prescribed to persons under the age of 18.

3. What does GSK say about the lawsuit?

GSK denies all of these claims and any liability. GSK has many defenses to these claims, and has entered into the settlement to avoid the further expense of this lawsuit. If the case is not settled, or if you exclude yourself from the settlement and pursue your own claim, GSK will oppose any claim.

4. Why is this a class action?

In a class action lawsuit, plaintiff “class representatives” sue on behalf of those who have similar claims. The people together are a “class” or “class members.” A court must determine if it will allow a lawsuit to proceed as a class action. If the court decides to “certify” the case as a class action, a trial of the claims then decides the lawsuit for everyone in the class, or the parties may settle without a trial. In this case, the Parties agreed that the Court may conditionally certify the case as a class action, for purposes of the settlement.

The Parties in this case have agreed to a proposed settlement that includes a national class of Third-Party Payors that paid for or reimbursed for Paxil® prescribed to persons under 18 years of age (“Class”), and the Court has preliminarily approved this settlement. The Class includes Third-Party Payors, such as insurance companies, union-based health and welfare funds and employer sponsored health benefit plans, that paid for or reimbursed for Paxil® prescribed to persons under 18 years of age. Government entities that reimbursed, purchased, or paid for Paxil®, including any payments made under the Medicare or Medicaid programs, are not part of this settlement.

You could be a member of the Class.

5. Why is there a settlement?

A settlement is the resulting agreement between a plaintiff and defendant following extended negotiation. Settlements end litigation, but are not a result of the court ruling in favor of either the plaintiff or defendant. The settlement allows both parties to (a) avoid the cost and risk of a trial, and (b) establish a just, fair and final resolution that is best for all involved.

The Class representatives and their attorneys make the determination that the settlement is the best result for all Class members. The Court then reviews the terms of the settlement and holds a hearing on the fairness and adequacy of the settlement. If the Court approves the settlement, then the payments described herein will be made and the defendants are released from any liability based upon the alleged behavior that is the basis of the lawsuit.

6. How do I know if I am included in the settlement?

The settlement Class consists of Third-Party Payors (“TPPs”) that paid for or reimbursed for Paxil® prescribed to persons under 18 years of age between January 1, 1998 through December 31, 2004.

TPPs include insurance companies, employee benefit plans, health and welfare funds, or any other private entity that purchases, pays for, or reimburses the cost of, prescription medications for qualified persons such as insureds, members, dependants, or beneficiaries. Third-party claim administrators may also file a claim on behalf of a self-funded plan if the third-party claim administrator has legal authority and authorization from the self-funded plan to do so.

If you are a member of the settlement Class, you will be included in the settlement unless you exclude yourself as described in Question 10 of this Notice.

Excluded from the Class are (1) any federal, state, or local government entity that reimbursed, purchased, or paid for Paxil®, including any payments made by such an entity under the Medicare or Medicaid programs; (2) GSK, including its parents, subsidiaries, and affiliates; and (3) any entity in which GSK has a controlling interest.

BENEFITS OF THE SETTLEMENT – WHAT YOU GET

7. What does the settlement provide?

GSK has entered into a proposed settlement with the Plaintiffs and has agreed to pay \$40 million to settle the claims set forth in Plaintiffs' lawsuits as follows:

After attorneys' fees and the costs of administering the settlement are deducted from the \$40 million, the balance will be distributed to Class members who qualify and submit a claim as described below. The Class member's submission must certify, as provided in the attached claim form, that the member is seeking only the member's actual out-of-pocket and unreimbursed cost, based on the amount paid by the Class member, net of any co-pays, rebates, deductibles, discounts, co-insurance, and/or any other amount that must be subtracted to determine your actual costs for Paxil® prescribed for persons under the age of 18, between January 1, 1998 and December 31, 2004. If the records show a diagnosis of Major Depressive Disorder, the claim amount is calculated at 40% of the actual costs. Otherwise, the claim amount will be 15% of the actual costs.

If the total amount of qualified claims exceeds the available funds, claims will be reduced *pro rata*. If there is money left over after all claims are paid, the balance will be donated to a charity involved with childrens' mental health issues.

8. How do I file a claim?

Attached to this Notice is a claim form. You must fill out the claim form and submit it to the Claims Administrator, **postmarked on or before December 12, 2008**, addressed to:

Pediatric Paxil® TPP Administrator
c/o Complete Claim Solutions, LLC
P.O. Box 24662
West Palm Beach, FL 33416

In the claim form, each Class member shall be required to certify the actual costs paid or reimbursed for Paxil® prescribed to persons under 18 years of age between January 1, 1998 through December 31, 2004. This amount must be the net of any co-pays, rebates, deductibles, discounts, co-insurance, and/or any other amount that must be subtracted to determine your actual costs.

REMAINING IN THE CLASS

9. What am I giving up if I do nothing and stay in the Class?

If you do nothing, you will be included in the Class. You will be bound by the terms and conditions of the settlement. You will not be able to pursue any other lawsuit against GSK concerning the payment, purchase, or reimbursement for Paxil® prescribed to persons under 18 years of age. If the settlement is approved, Plaintiffs' claims against GSK will be "released."

This means that Class members will never be able to file a lawsuit for any claim related to this lawsuit. All Class members agree that they will not seek to file a claim against GSK or any released party based, in whole or in part, on any of the claims in this lawsuit.

Class members agree to forever release all claims even if they later discover new facts regarding the claims in the lawsuit. This includes any claims by you related to the subject matter of the lawsuit whether known or unknown, suspected or unsuspected, contingent or non-contingent. All claims by you related to the subject matter of the lawsuit will be released forever whether or not the facts were concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts.

EXCLUDING YOURSELF FROM THE CLASS

10. What do I do if I don't want to be in the Class?

If you don't want to be in the Class and you want to keep the right to sue GSK about the same claims on your own, you must take steps to get out of the Class. This is called excluding yourself. By excluding yourself, you keep the right to file your own lawsuit or join another lawsuit against GSK about the claims in this lawsuit. If you exclude yourself from the Class, you will not be able to file a claim for money or benefits under the proposed settlement.

11. How do I exclude myself from the Class?

To exclude yourself from the Class, you must send a letter signed by you that includes all of the following:

- Your name, organization, address, and telephone number;
- The name and number of the lawsuit: *Carpenters and Joiners Welfare Fund, et al. v. SmithKline Beecham*, United States District Court for Minnesota, No. 04-cv-3500;
- A signed certification containing the following language:

The undersigned individual hereby represents that he/she has authority to sign and submit this notice of exclusion on behalf of the above-named Class member. The undersigned also certifies that he/she has not received any advice from the parties to this litigation

QUESTIONS? CALL 1-800-396-5655 TOLL-FREE, OR VISIT www.PediatricPaxilTPPSettlement.com

or their attorneys concerning him/her or the Class member's fiduciary obligations under the Employee Retirement Income Security Act of 1974, 29 U.S.C. §1100, *et seq.*, or other laws governing their obligations to any Class member. The undersigned understands that by submitting this notice of exclusion, the Class member identified above will not be entitled to receive any proceeds of the class settlement fund. By affixing my signature below, I certify under penalty of perjury that the foregoing is true and correct, 28 U.S.C. §1746;

- If the person providing a certification in the notice of exclusion is not a duly authorized officer, director or employee of the TPP Class member requesting exclusion (if a corporation), or a general partner or duly authorized employee of the TPP Class member requesting exclusion (if a partnership), he/she must attach written evidence of the TPP Class member's grant of authority to him/her to execute the notice of exclusion on its behalf;
- If you have hired your own lawyer, the name, address, and telephone number of your lawyer; *and*
- A statement that you want to be excluded from the Class.

Your exclusion letter must be mailed first class, **postmarked on or before August 1, 2008** to the Claims Administrator and Class Counsel, as follows:

Pediatric Paxil® TPP Administrator
c/o Complete Claim Solutions, LLC
P.O. Box 24662
West Palm Beach, FL 33416

William D. Marvin, Esq.
Cohen, Placitella & Roth, P.C.
Two Commerce Square, Suite 2900
2001 Market Street
Philadelphia, PA 19103

Please remember that you can't exclude yourself by phone, by sending an email, or by facsimile.

COMMENTING ON THE SETTLEMENT

12. Can I object to or comment on the settlement?

If you have comments about, or disagree with, any aspect of the settlement, including the requested attorneys' fees or the expense reimbursement plan, you may file an objection.

The written objection must identify the case name and Civil Action Number: *Carpenters and Joiners Welfare Fund, et al. v. SmithKline Beecham*, No. 04-cv-3500. It also must include:

- a detailed statement of the Class member's objection(s), as well as the specific reasons for each objection, including any evidence and legal authority the Class member wishes to bring to the Court's attention;
- the Class member's name, address and telephone number;
- any other supporting papers, materials or briefs the Class member wishes the Court to consider when reviewing the objection;
- a sworn statement verifying membership in the Class; *and*
- the identity of any person who will speak on behalf of the objecting Class member.

The objection must be **filed with the Court on or before August 1, 2008** at the following address:

Clerk of Court
District Court of Minnesota
United States Courthouse
300 S. 4th Street
Minneapolis, MN 55415

You must also serve a copy of any objections on or before August 1, 2008 upon:

William D. Marvin, Esq.
Cohen, Placitella & Roth, P.C.
Two Commerce Square, Suite 2900
2001 Market Street
Philadelphia, PA 19103
Class Counsel for Plaintiffs

Dwight J. Davis, Esq.
King & Spalding LLP
1180 Peachtree Street, NE
Atlanta, GA 30309
Counsel for Defendant GSK

13. What is the difference between objecting to the settlement and excluding myself from the settlement?

An objection to the settlement is made when you wish to remain a Class member and be subject to the settlement, but disagree with some aspect of the settlement. An objection allows your views to be heard in Court. In contrast, exclusion means that you no longer are a Class member and do not want to be subject to the settlement's terms and conditions. Once excluded, you lose any right to object to the settlement or to the attorneys' fees because the case no longer affects you and you will not receive any proposed settlement payment.

THE LAWYERS REPRESENTING YOU

14. Do I have a lawyer representing my interests in this case?

Yes. The Court has appointed the following law firms to represent you and other Class members:

Meshbeshner & Spence, Ltd.

Paul R. Dahlberg, Esq.
Anthony J. Nemo, Esq.
Andrew Davick, Esq.
416 South Broadway
Rochester, MN 55904

Cohen, Placitella & Roth, P.C.

Stewart L. Cohen, Esq.
William D. Marvin, Esq.
Two Commerce Square, Suite 2900
2001 Market Street
Philadelphia, PA 19103

Swedlow & Associates, LLC

Stephen A. Swedlow, Esq.
205 N. Michigan Avenue
Suite 1940
Chicago, IL 60601

Strange & Carpenter

Brian R. Strange, Esq.
12100 Wilshire Boulevard, Suite 1900
Los Angeles, CA 90025

Larson • King, LLP

Shawn M. Raiter, Esq.
2800 Wells Fargo Place
30 East Seventh Street
Saint Paul, MN 55101

Bailey Perrin Bailey, LLP

Michael W. Perrin, Esq.
Fletcher V. Trammell, Esq.
The Lyric Centre
440 Louisiana Street, Suite 2100
Houston, TX 77002

Pendley, Baudin & Coffin, L.L.P.

Christopher L. Coffin, Esq.
24110 Eden Street – 70764
P.O. Drawer 71
Plaquemine, LA 70765

Baum, Hedlund, Aristei & Goldman, PC

Michael L. Baum, Esq.
12100 Wilshire Boulevard, Suite 950
Los Angeles, CA 90025

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee to be paid out of the Settlement Amount.

15. How will the lawyers be compensated?

Class Counsel will request that the Court award attorneys' fees and reimbursement of expenses, not to exceed \$13 1/3 million. This figure represents one-third (33 1/3%) of the total \$40 million settlement. The Court, at its own discretion, may award more or less than these requested amounts without further notice to the Class members. Again, if you choose to hire your own attorney, you will be responsible for that attorney's fees and expenses.

16. Should I get my own lawyer?

You don't need to hire your own lawyer. If you want your own lawyer to speak for you or appear in Court, you must file a Notice of Appearance (*see* Question 20 to find out how to submit a Notice of Appearance). If you hire a lawyer to appear for you in the lawsuit, you will have to make your own arrangement for that lawyer's compensation.

17. Payments to Class representatives.

The Court may award additional payments to the entities who served as Class representatives and named plaintiffs in this case, to compensate the Class representatives and named plaintiffs for their services. These awards will be paid from Class Counsel's award of attorneys' fees and costs.

THE COURT'S FINAL APPROVAL HEARING

18. When and where will the Court decide on whether to grant final approval of the settlement?

The Court will hold a Final Approval Hearing on **September 30, 2008 at 9:00 a.m.**, to consider whether the settlement is fair, reasonable, and adequate. At the Hearing, the Court will decide whether to approve the settlement and the motion for attorneys' fees and expenses. If comments or objections have been received, the Court will consider them at this time.

Note: The Hearing may be postponed to a different date without additional notice. Updated information will be posted on the Pediatric Paxil® TPP Settlement website at www.PediatricPaxilTPPSettlement.com.

19. Must I attend the Final Approval Hearing?

Attendance is not required, if you do not object to the settlement. Class Counsel is prepared to answer the Court's questions on your behalf. If you or your personal attorney still want to attend the hearing, you may do so at your expense. However, it is not necessary that either of you attend. If you filed an objection, however, the Court will not consider it unless you attend.

QUESTIONS? CALL 1-800-396-5655 TOLL-FREE, OR VISIT www.PediatricPaxilTPPSettlement.com

20. May I speak at the Final Approval Hearing?

If you want to speak or you want your own lawyer instead of Class Counsel to speak at the Final Approval Hearing, you must give the Court a paper that is called a "Notice of Appearance." The Notice of Appearance should include the name and number of the lawsuit, and state that you wish to enter an appearance at the Final Approval Hearing. It also must include your name, address, telephone number, and signature. Your "Notice of Appearance" **must** be postmarked no later than **August 1, 2008**. You cannot speak at the Final Approval Hearing if you asked to be excluded from the settlement Class.

The Notice of Appearance must show the case name and Civil Action Number, *Carpenters and Joiners Welfare Fund, et al. v. SmithKline Beecham*, No. 04-cv-3500, and be filed with the Court at the following address:

Clerk of Court
District Court of Minnesota
United States Courthouse
300 S. 4th Street
Minneapolis, MN 55415

You must also mail a copy of the Notice of Appearance to:

William D. Marvin, Esq.
Cohen, Placitella & Roth, P.C.
Two Commerce Square, Suite 2900
2001 Market Street
Philadelphia, PA 19103
Class Counsel for Plaintiffs

Dwight J. Davis, Esq.
King & Spalding LLP
1180 Peachtree Street, NE
Atlanta, GA 30309
Counsel for Defendant

GETTING MORE INFORMATION

21. Where do I obtain more information?

More details are in the Second Amended Complaint filed by Class Counsel, and the other legal documents that have been filed with the Court in this lawsuit. You can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, 300 S. 4th Street, Minneapolis, MN 55415. Many of the documents may be viewed and downloaded at www.PediatricPaxilTPPSettlement.com.

In addition, if you have any questions about the lawsuit or this Notice, you may:

- Visit the Pediatric Paxil® TPP Settlement website at www.PediatricPaxilTPPSettlement.com;
- Call toll-free 1-800-396-5655 (hearing impaired call 1-561-253-7732); or
- Write to:

Pediatric Paxil® TPP Administrator
c/o Complete Claim Solutions, LLC
P.O. Box 24662
West Palm Beach, FL 33416

DATED: May 20, 2008

BY ORDER OF THE COURT