

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

CARPENTERS AND JOINERS
WELFARE FUND, UNIVERSAL CARE
INC., NANCY GERDTS individually and
for minor A.G., CINDY SLAVENS
individually and for minor J.S., ALAN and
LAURISSA CHILSON, LEIGH ANN
ENGH, DARCENE and GREG LENSING,
on behalf of themselves and all others
similarly situated,

Plaintiffs

v.

SMITHKLINE BEECHAM
CORPORATION d.b.a.
GLAXOSMITHKLINE and
GLAXOSMITHKLINE plc,
Defendants

CIVIL ACTION

No. CV 04-3500 MJD/SRN

**ORDER ON JOINT MOTION FOR
PRELIMINARY APPROVAL OF PUTATIVE CLASS ACTION
SETTLEMENT**

AND NOW, this 20th day of May, 2008, upon consideration of the Parties' Joint Motion for Preliminary Approval of Putative Class Action Settlement [Doc. No. 150], and all matters of record, it hereby is **Ordered** and **Decreed** that the Motion [Doc. No. 50] is **GRANTED**.

1. The terms of the Settlement are preliminarily APPROVED, for the purpose of conditional certification and notice to the class. This approval is

subject to further consideration at the Final Fairness Hearing described in this Order.

2. The Court hereby certifies the following class for settlement purposes, and appoints the following named plaintiffs as class representatives: Carpenters and Joiners Welfare Fund, and Universal Care, Inc. The class shall consist of Third-Party Payors, defined as all entities that meet the following criteria:

All Third-Party Payors of prescription medicine benefits in the United States and its territories, including administrators and benefit managers, who reimbursed, purchased, or paid for Paxil® (in both tablet and suspended form) or Paxil CR® (as used herein, Paxil® includes all forms) prescribed for consumption by any person under the age of 18, between January 1, 1998 and December 31, 2004. “Third-Party Payors” means an insurance company, employee benefit plan, health and welfare fund, 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.

Excluded from this class are: (i) any federal, state, or local government entity that reimbursed, purchased, or paid for Paxil® prescribed for consumption by any person under the age of 18, including payments made by such an entity under the Medicare or Medicaid programs; (ii) Defendant, including its parents, subsidiaries, and affiliates; (iii) any entity in which Defendant has a controlling interest; and (iv) any potential class member who timely opts out of the Settlement in accordance with the Court’s Orders.

3. This certification is conditional and for the purposes of consideration and implementation of the proposed settlement only.

4. The Court appoints as counsel for the class (“Class Counsel”), the following attorneys and law firms:

Meshbeshier & Spence, Ltd.

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Anthony J. Nemo, Esq. #221351
Andrew Davick, Esq. #332719
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Baum Hedlund, a Professional Corporation

Michael L. Baum, Esq.
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5. The content of the Notice and the Plan for Dissemination of Notice attached to the Joint Motion are hereby approved as providing the best practicable notice to members of the settlement class.

6. Class Counsel are authorized to retain Complete Claim Solutions, LLC to supervise and administer the providing of the notice to the class as ordered herein and US Bank to act as Escrow Agent. The costs and expenses of providing

the notice ordered herein shall be paid out of the Settlement Amount.

7. All Third-Party Payors who do not exclude themselves in accordance with the deadline set forth in the Notice Plan shall be deemed to be members of the class and subject to the jurisdiction of this Court for purposes of implementing the Settlement.

8. The form and manner of giving notice to the class set forth herein, to the extent carried out, is hereby found to be the best notice practicable under the circumstances, and to constitute due and sufficient notice of the conditional certification, the Settlement, and the Final Fairness Hearing to all persons entitled to receive such notice as members of the Class, in full compliance with due process and the notice requirements of the Federal Rules of Civil Procedure.

9. **The Final Fairness Hearing shall be held before the Hon. Michael J. Davis at 9:00 a.m. on September 30, 2008 in Courtroom 14E,** to consider the fairness, reasonableness and adequacy of the Settlement, the dismissal of the Complaint, the request of Class Counsel for attorneys' fees and reimbursement of expenses, an incentive award for the representative plaintiffs from such award of attorney's fees and costs, and objections, if any, made to the terms of the Settlement Agreement.

10. A Third-Party Payor may appear at the Final Fairness Hearing in person or by counsel (if an appearance is filed and served as hereinafter provided) and be heard to the extent allowed by the Court in support of, or in opposition to, the fairness, reasonableness and adequacy of the Settlement, and/or the request for

an award of attorneys' fees and reimbursement of expenses of Class Counsel and the incentive award to the Representative Plaintiffs, provided, however, that no person shall be heard in opposition thereto and no papers or briefs submitted by any such person shall be accepted or considered by the Court unless such person has filed with the Court and served upon Class Counsel and Defendants' counsel, as set forth below, **on or before August 1, 2008**: (a) a written objection, and (b) if such person wishes to appear at the hearing, a notice of such person's intention to appear:

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Dwight J. Davis, Esq.
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*for Representative Plaintiffs and Certified for Defendants
Class*

The written objection served must include (a) 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 in support of their objection(s); (b) the class member's name, address and telephone number, (c) any other supporting papers, materials or briefs the class member wishes the Court to consider when reviewing the objection; (d) a sworn statement verifying membership in the class, (e) the identity of the person who will speak on behalf of the objecting class member. Failure to file a timely written

objection or notice of intent to appear will deem any objection waived. Any arguments, documents, witnesses, or other evidence not disclosed in the written objection and notice of intent to appear will not be considered by the Court. No person other than a member of the class, or his or her counsel, shall be entitled to object or otherwise contest the approval of the Settlement.

11. All proceedings in this suit, other than such as may be necessary to carry out the terms and conditions of the Settlement or the responsibilities related or incidental thereto, are stayed and suspended until further Order of this Court. In addition, all members of the proposed settlement class, or any of them, are enjoined from commencing or prosecuting any actions asserting any of the settled claims, either directly, representatively, derivatively or in any other capacity, against the defendant, pending the final determination of whether the Settlement provided for in this agreement should be approved by the Court;

12. If the Settlement shall not be approved or consummated for any reason whatsoever, all proceedings shall be returned without prejudice to the *status quo ante* rights of the parties to the suit.

13. The dates for performance of this Order are as follows:

a. Plaintiffs shall cause Complete Claims Solutions LLC to commence disseminating the Notice as soon as practicable following this Order, and to complete such dissemination **by June 20, 2008**.

b. **On or before July 1, 2008**, Class Counsel shall file with the Court and serve on GSK proof, by affidavit or declaration, that the Notice

was disseminated in accordance with this Order.

c. Persons who wish to exclude themselves from the class must mail a Request for Exclusion with the settlement administrator and Class Counsel so that it is postmarked **on or before August 1, 2008**.

d. Objections to the Settlement, notices of intention to appear at the fairness hearing, and any papers opposing final approval of the Settlement, shall be deemed timely only if postmarked **on or before August 1, 2008**.

e. All papers in support of final approval of the Settlement shall be filed with the Court and served **on or before September 2, 2008**.

f. The fairness hearing set for **September 30, 2008, at 9:00 a.m.** may be postponed, adjourned, or continued by order of the Court without further notice to the Class.

g. Members of the class who wish to receive money from the Settlement must submit their claim and supporting documents in the manner specified in the Notice **on or before December 12, 2008**.

h. Final funding of the escrow account shall occur **on or before December 15, 2008**.

Dated: May 20, 2008

BY THE COURT:

s/ Susan Richard Nelson
Susan Richard Nelson
U.S. Magistrate Judge