

If you are a Third-Party Payor and made reimbursements for Paxil CR® between April 1, 2002 and March 4, 2005, 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 payments for Paxil CR® between April 1, 2002 and March 4, 2005. This Notice is for:

Private insurers, employee welfare benefits plans, union health and welfare funds, employer-sponsored health plans, and other third-party payors in the United States and its territories that reimbursed, purchased, or paid for (in whole or in part) Paxil CR® between April 1, 2002 and March 4, 2005.

- 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><i>Postmarked By August 10, 2009</i></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 Defendants about the legal claims in this case.	<u><i>Postmarked By May 15, 2009</i></u>
OBJECT	Write to the Court about why you don't like the Proposed Settlement.	<u><i>Postmarked By July 1, 2009</i></u>
SPEAK AT HEARING	If you want to speak at the Final Approval Hearing about the Proposed Settlement, you must file a Notice of Appearance.	<u><i>Postmarked By July 1, 2009</i></u>
GO TO THE HEARING	The Court will hold a Final Approval Hearing on July 10, 2009 at 9:00 a.m. in Courtroom 5.	<u><i>July 10, 2009</i></u>
DO NOTHING	Get no payment. Give up your rights to be part of any other lawsuit against the Defendants 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.

QUESTIONS? CALL 1-866-458-3186 TOLL FREE, OR VISIT <http://www.SimonetPaxilCRSettlement.com>

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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 CR® between April 1, 2002 and March 4, 2005.

This Notice explains:

- What the lawsuit and settlement are about.
- What the lawsuit claims and what defendant GlaxoSmithKline 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 SmithKline Beecham Corporation, d/b/a GlaxoSmithKline (“GSK”) in a class action lawsuit pending in the U.S. District Court for the District of Puerto Rico.
- The lawsuit involves the drug Paxil CR® paid for (in whole or in part) between April 1, 2002 and March 4, 2005. Paxil CR® is manufactured and marketed by Defendant GSK. Plaintiffs allege that Paxil CR® tablets were defective in that some of the tablets were split during the above time period. GSK denies these claims and any liability.
- If the Proposed Settlement is approved, 40% of the Settlement Amount of \$28 million (that is, \$11.2 million) will be allocated to resolve third-party payor (“TPP”) claims made by TPPs such as union health funds, insurance companies and workplace-based health plans. After deducting the Third-Party Payor’s share of attorneys’ fees and expenses, payments made to the named TPP class representative, 40% of the costs of administering the settlement and an amount to cover “opt-outs” (if any), the remaining balance of this \$11.2 million will be distributed to third-party payors in the class who purchased, paid for or reimbursed for (in whole or in part) Paxil CR® between April 1, 2002 and March 4, 2005 and who make valid claims under the Settlement Agreement.

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. These 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 class of third-party payors in the United States and its territories that purchased, paid for or reimbursed for (in whole or in part) Paxil CR® between April 1, 2002 and March 4, 2005 (“Third-Party Payor Class” or “TPP Class”), and the Court has preliminarily approved this settlement. The Third-Party Payor Class includes, among others, third-party payors, such as insurance companies, union-based health and welfare funds and employer sponsored health benefit plans, that purchased, paid for or reimbursed for (in whole or in part) Paxil CR® between April 1, 2002 and March 4, 2005. Defendants, their officers, directors, management, employees, subsidiaries, and affiliates are excluded from the settlement, as are the United States government and its agencies and departments, Medicare, Medicaid and all other governmental entities that made payments pursuant to any state’s Medicaid program.

You could be a member of the Third-Party Payor 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 Third-Party Payor Class consists of third-party payors (“TPPs”) in the United States and its territories that purchased, paid for or reimbursed for (in whole or in part) Paxil CR® between April 1, 2002 and March 4, 2005.

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 Third-Party Payor Class, you will be included in the settlement unless you exclude yourself as described in Question 11 of this Notice.

Excluded from the Third-Party Payor Class are (1) Defendants, their officers, directors, management, employees, subsidiaries, and affiliates, and (2) the United States government and its agencies and departments, Medicare, Medicaid and all other governmental entities that made payments pursuant to any state’s Medicaid program.

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 up to \$28 million to settle the claims set forth in Plaintiffs’ lawsuit as follows:

The settlement amount will be allocated between the Third-Party Payor Class and the Consumer Class. A total of \$11.2 million, which is 40% of the \$28 million, will be allocated to settle the Third-Party Payor Class Claims. A maximum of \$16.8 million, which is 60% of \$28 million, will be allocated to settle the Consumer Class Claims.

After the Third-Party Payor’s share of attorneys’ fees and expenses, any payment to the named TPP class representative and 40% of the costs of administering the settlement are deducted from the \$11.2 million, up to the balance will be distributed to Third-Party Payor Class members who qualify and submit a claim as described below. The total available for distribution to the TPP Class members may be reduced if more than 10% of the TPP Class (measured by covered lives) opts out of the settlement, in which case GSK will receive a refund based on the volume of TPP opt-outs (the “GSK Refund Amount”).

In order to recover under the settlement, a Third-Party Payor Class member’s submission must (a) truthfully attest, under penalty of perjury, that it purchased, paid for or reimbursed for (in whole or in part) Paxil CR® tablets on at least one occasion between April 1, 2002 and March 4, 2005, and (b) set forth the number of the TPP Class member’s covered lives as of December 31, 2004.

After entry of the Order and Final Judgment in the Action and after the time to submit TPP Class Claims has ended, and after all TPP Class members’ claims have been subject to validation by the Claims Administrator and all disputes, if any, concerning such claims have been resolved, the Claims Administrator shall calculate the amount of each validated TPP Class member’s claim as follows:

1. Each TPP Claimant's Validated Covered Lives Number shall be divided by the number that is the total of *all* of the TPP Claimant's Validated Covered Lives Numbers (which does not include any TPP Opt-Outs). The result for each TPP Class member that filed a valid claim, expressed as a percentage, shall be known as the "TPP Class Claimant's Recovery Percentage."
2. The amount of each valid TPP Class Claimant's recovery under the settlement shall be determined by the Claims Administrator, subsequent to the Effective Date, by multiplying the TPP Claimant's Recovery Percentage by the total amount remaining in the TPP Class Escrow Fund after payment of (a) the GSK Refund Amount (if any), (b) all attorneys' fees and expenses awarded for litigation of the TPP Class claims, (c) 40% of all notice costs, claims administration fees, taxes, and other administrative costs associated with the settlement, and (d) any incentive payment awarded to the named TPP Class Plaintiff, which total remaining amount shall be referred to herein as the "TPP Claims Payment Pool." The product of each valid TPP Claimant's Recovery Percentage times the TPP Claims Payment Pool shall be the amount of payment to be made to that TPP Class Claimant.

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 by August 10, 2009**, addressed to:

Simonet Paxil CR® Claims Administrator
c/o Rust Consulting, Inc.
P.O. Box 24661
West Palm Beach, FL 33416

In the claim form, each Third-Party Payor Class member must, among other things, (a) truthfully attest, under penalty of perjury, that it purchased, paid for or reimbursed for (in whole or in part) Paxil CR® tablets on at least one occasion between April 1, 2002 and March 4, 2005, and (b) set forth the number of the TPP Class Member's covered lives as of December 31, 2004.

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 alleging claims for adulterated and/or defective Paxil CR® purchased, paid for or reimbursed for (in whole or in part) between April 1, 2002 and March 4, 2005. If the Proposed Settlement is approved, these claims against GSK and related entities will be "released," as more fully set forth in the Settlement Agreement.

This means that Class members will never be able to file a lawsuit for any claim relating to Paxil CR® purchased during the relevant period that was or could have been asserted as part of this lawsuit. This lawsuit does not cover personal injury claims. 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 this lawsuit whether known or unknown, suspected or unsuspected, contingent or non-contingent. All claims by you related to the subject matter of this 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 SETTLEMENT CLASS

10. What do I do if I don't want to be in the Settlement 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, the organization that wants to be excluded, your address, and your telephone number;
- the name and number of the lawsuit: *Simonet v. SmithKline Beecham Corporation*, United States District Court for the District of Puerto Rico, Case No. 06-1230;

- 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 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.

In addition, if available, please provide the number of covered lives as of December 31, 2004 for the organization that wants to be excluded.

Your exclusion letter must be mailed first class, **postmarked no later than May 15, 2009** to:

Simonet Paxil CR® Claims Administrator
c/o Rust Consulting, Inc.
P.O. Box 24661
West Palm Beach, FL 33416

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. You may not file an objection if you have excluded yourself from the settlement.

The written objection must identify the case name and Civil Action Number: *Simonet v. SmithKline Beecham Corporation*, United States District Court for the District of Puerto Rico, Case No. 06-1230. 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 **postmarked no later than July 1, 2009** and mailed to:

Clerk of Court
United States District Court
District of Puerto Rico
Clemente Ruiz-Nazario U.S. Courthouse
Federico Degetau Federal Building
150 Carlos Chardon Street
Hato Rey, PR 00918

You must also mail a copy of any objection to:

Brian R. Strange, Esq.
Strange & Carpenter
12100 Wilshire Blvd.
Suite 1900
Los Angeles, CA 90025
Counsel for Plaintiffs

Frederick G. Herold, Esq.
Dechert, LLP
2440 W. El Camino Real
Suite 700
Mountain View, CA 94040
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:

Strange & Carpenter
Brian R. Strange, Esq.
12100 Wilshire Blvd., Suite 1900
Los Angeles, CA 90025

John F. Nevares & Associates
John F. Nevares, Esq.
P.O. Box 13667
San Juan, PR 00908-3667

Quinn Emanuel Urquhart Oliver &
Hedges, LLP
J.D. Horton, Esq.
865 S. Figueroa Street, 10th Floor
Los Angeles, CA 90017

Salas & Co., L.C.
Camilo K. Salas III, Esq.
650 Poydras Street, Suite 1660
New Orleans, LA 70130

Baum, Hedlund, Aristei, & Goldman, PC
Michael L. Baum, Esq.
12100 Wilshire Blvd., Suite 950
Los Angeles, CA 90025

These lawyers are called Class Counsel. You will not 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 \$9,333,333.33. This figure represents one-third (33 1/3%) of the total \$28 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. What are the payments to Class representatives?

The named TPP Class Plaintiff in this Action may ask the Court to award it an incentive payment for its services of the TPP Class Claims, up to \$20,000, to the named TPP Class representative.

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 **July 10, 2009 at 9:00 a.m.** in Courtroom 5, 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 Simonet v. Paxil CR® Settlement website at <http://www.SimonetPaxilCRSettlement.com>.

19. Must I attend the Final Approval Hearing?

Attendance is not required if you do not object to the Proposed Settlement. Class Counsel is prepared to answer the Court's questions on your behalf. If you or your personal attorney still wants 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.

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 **July 1, 2009**. 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, *Simonet v. SmithKline Beecham Corporation*, United States District Court for the District of Puerto Rico, Case No. 06-1230, and be filed with the Court at the following address:

Clerk of Court
United States District Court
District of Puerto Rico
Clemente Ruiz-Nazario U.S. Courthouse
Federico Degetau Federal Building
150 Carlos Chardon Street
Hato Rey, PR 00918

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

Brian R. Strange, Esq.
Strange & Carpenter
12100 Wilshire Blvd.
Suite 1900
Los Angeles, CA 90025
Counsel for Plaintiffs

Frederick G. Herold, Esq.
Dechert, LLP
2440 W. El Camino Real
Suite 700
Mountain View, CA 94040
Counsel for Defendant GSK

GETTING MORE INFORMATION

21. Where do I obtain more information?

More details are in the Second Amended Complaint filed by Class Counsel, the Settlement Agreement and Release 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, United States District Court, District of Puerto Rico, Clemente Ruiz-Nazario U.S. Courthouse, Federico Degetau Federal Building, 150 Carlos Chardon Street, Hato Rey, PR 00918. Many of the documents may be viewed and downloaded at <http://www.SimonetPaxilCRSettlement.com>.

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

- Visit the Simonet v. Paxil CR® Settlement at <http://www.SimonetPaxilCRSettlement.com>
- Call toll free 1-866-458-3186
- Write to: Simonet Paxil CR® Claims Administrator
c/o Rust Consulting, Inc.
P.O. Box 24661
West Palm Beach, FL 33416
- Email: info@SimonetPaxilCRSettlement.com

DATED: March 2, 2009

BY ORDER OF THE COURT