

UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK

AMY VELEZ, PENNI ZELINKOFF, MINEL
HIDER TOBERTGA, MICHELLE
WILLIAMS, JENNIFER WAXMAN-RECHT,
KAREN LIGGINS, LORI HORTON, HOLLY
WATERS, WENDY PINSON, ROBERTA
VONLINTEL, ASHLEY NARMOUR,
CATHERINE WHITE, KELLY CORBETT,
SUE EARL, JAMIE HOLLAND, JOAN
DURKIN, SIMONA LOPES, MARYANNE
JACOBY, and MARTA DEYNE,

Individually and on Behalf of Others Similarly
Situated,

Plaintiffs,

v.

NOVARTIS PHARMACEUTICALS
CORPORATION,

Defendant.

USDS SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 7/14/2010

04 Civ. 9194 (CM)

CLASS ACTION

PKC
~~PROPOSED~~ ORDER PRELIMINARILY APPROVING SETTLEMENT

Upon consideration of the parties' joint "Motion for Preliminary Approval of Settlement Agreement," under Rule 23 of the Federal Rules of Civil Procedure, and upon the Court's review of exhibits annexed to such motion, including the Settlement Agreement and exhibits thereto, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Court preliminarily approves the Settlement Agreement as being fair, reasonable and adequate, subject to the right of any Class Member to challenge the fairness, reasonableness or adequacy of the Settlement Agreement and to show cause, if any exists,

why a final judgment dismissing this case and all released claims and awarding attorneys' fees and expenses to Class Counsel, should not be entered following a Final Fairness Hearing.

2. The Class is certified for settlement purposes pursuant to Federal Rules of Civil Procedure 23(b)(2) and (b)(3) as follows:

All women who are currently holding, or have held, a sales-related position with Novartis Pharmaceuticals Corporation, including those who have held positions as Sales Representatives, Sales Consultants, Senior Sales Consultants, Executive Sales Consultants, Sales Associates, Sales Specialists, Senior Sales Specialists and District Managers I, from the start of the class period, July 15, 2002, through the Preliminary Approval Date (i.e. July 14, 2010).

3. Pursuant to Rule 23(g) of the Federal Rules of Civil Procedure, the Court appoints as Class Counsel, David Sanford, Esq., Katherine M. Kimpel, Esq., Steven L. Wittels, Esq., and Grant Morris, Esq., of Counsel, of SANFORD WITTELS & HEISLER, LLP to represent the Settlement Class for purposes of the Settlement.

4. The Court hereby approves the substance, form and manner of the Notice of Proposed Class Action Settlement (the "Notice"), including the Claim Form, attached respectively, as Exhibits A and B to the Settlement Agreement. The Claims Administrator is directed to mail the Notice and Claim Form to the Class, pursuant to the Settlement Agreement following the entry of this Order, no later than September 9, 2010.

5. Based on the terms of the Settlement Agreement, a Class Member shall be eligible to receive a monetary award from the "Claim Form" under Paragraph 2.6 of the Settlement Agreement if the Class Member submits a Claim Form to the Claims Administrator postmarked by December 12, 2010. The exclusive way of determining whether a Claim Form is timely is detailed in the Settlement Agreement.

6. Based on the deadlines set forth in the Settlement Agreement, a Final Fairness

Hearing ("Settlement Hearing") shall take place on Friday, November 19, 2010 at the United States District Court for the Southern District of New York, United States Courthouse, Courtroom 14C, 500 Pearl St., New York, NY 10007, before the Honorable Colleen McMahon, to determine whether the proposed settlement of this action on the terms and conditions provided for in the Settlement Agreement are fair, reasonable, and adequate and should be finally approved by the Court pursuant to Rule 23(e) of the Federal Rules of Civil Procedure and whether this action should be dismissed pursuant to the Settlement.

7. Counsel for both parties shall jointly file a proposed final order and judgment in support of Final Approval of the Settlement Agreement immediately following the Final Fairness Hearing.

will be appointed by Judge McMahon

PKC
8. ~~[TO BE DETERMINED]~~ ^A is hereby appointed Claims Administrator and shall perform the duties set forth in the Settlement Agreement. The Honorable William A. Wetzel is hereby appointed as Claims Adjudicator and shall perform the duties set forth in the Settlement Agreement.

9. Class Members shall be bound by the judgments in this case unless such Class Members request exclusion from the Settlement Class in a timely and proper manner, as herein provided. A Proposed Settlement Class Member requesting exclusion shall send a written request for exclusion by mail, postmarked within thirty-five (35) days after the postmark date of the Notice, to the Claims Administrator at the addresses designated in the Notice. Such written request for exclusion must contain the name, address and telephone number of the person requesting exclusion. The opt-out must be personally signed by the Proposed Settlement Class Member who seeks to opt out. The request for exclusion shall not

be effective unless it provides the required information and is made within the time stated above, or the exclusion is otherwise accepted by the Court.

10. The Court will consider objections to the Settlement if such written objections are filed with the Clerk of the Court, United States District Court for the Southern District of New York, 500 Pearl Street, New York, New York 10007, postmarked within forty-five (45) days after the postmark date of the Notice, and copies of all such objections are mailed and postmarked by the same date to both (i) the Claims Administrator, (ii) Class Counsel, and (iii) Counsel for Novartis at the addresses designated in the Notice. Any objection must detail the specific reason for the objection. Class Members who fail to submit objections in the manner specified above shall be deemed to have waived any objections and shall be foreclosed from making any objection to the Settlement Agreement.

11. The Court orders that, pending Final Approval, each member of the Settlement Class is preliminarily enjoined from commencing, prosecuting or maintaining in any court other than this Court any claim, action or other proceeding that challenges or seeks review of or relief from any order, judgment, act, decision or ruling of this Court in connection with this Settlement Agreement.

12. As of the date hereof, all proceedings in this case are stayed until further order of this Court, except as may be necessary to implement the Settlement Agreement.

IT IS SO ORDERED, this 14th day of July, 2010.



HONORABLE P. KEVIN CASTEL
UNITED STATES DISTRICT JUDGE
SOUTHERN DISTRICT OF NEW YORK
PART ONE

for Honorable Colleen Mc Mahon, U.S.D.J.