

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
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DATE FILED: 4/8/11

04 Civ. 9194 (CM)

CLASS ACTION

**PROPOSED ORDER APPROVING CERTAIN MODIFICATIONS TO CLAIMS
ADMINISTRATION PROCESS AND SETTLEMENT PAYMENTS**

WHEREAS, this matter comes before the Court on the joint request of the Plaintiff class ("Plaintiffs") and Defendant Novartis Pharmaceuticals Corporation ("NPC") for approval of (a) certain modifications to the Claims Administration process set forth in the Settlement Agreement, dated July 14, 2010, to remedy an inadvertent error made in the class member list, and (b) proposed conditional payments by NPC to individuals erroneously included on the class member list who received Notice of their purported right to receive money under the settlement in this matter;

WHEREAS, the parties to this action, by and through their counsel, met and conferred by telephone and email and agreed to modify the Claims Administration process to ensure that all bona fide class members receive accurate settlement awards as required under the Settlement Agreement while permitting the opportunity for individuals erroneously included in the class member list to receive settlement payments in consideration of releasing NPC from potential claims related to their employment by NPC;

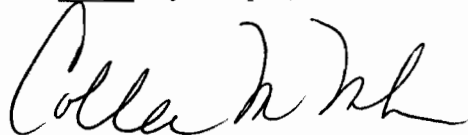
WHEREAS, the parties further agree that the Final Judgment and Order of Approval of Class Action Settlement and Dismissal with Prejudice, dated November 30, 2010, is incorporated by reference here and remains unchanged, except for the modifications below;

THEREFORE, IT IS ORDERED that the Claims Administrator will provide to the parties within the deadline set forth in Settlement Agreement Paragraph 10.32 the list of settlement award recipients based on the current class member list, which includes some individuals who are not class members as defined in the Settlement Agreement. As soon as practicable thereafter, the parties will provide to the Claims Administrator agreed upon adjustments to the individual settlement awards that will ensure correct payments to all bona fide class members based on Part X of the Settlement Agreement ("Individual Monetary Payments to Settlement Class Members and Claims Process"). The Claims Administrator will distribute the adjusted amounts to the bona fide class members within the deadline set forth in Settlement Agreement Paragraph 10.33;

IT IS FURTHER ORDERED that any individual who is not a class member as defined in the Settlement Agreement is not eligible for a compensatory award based on submission of a Rider as described in Settlement Agreement Paragraphs 10.1(iv)(c) and 10.15;

IT IS FURTHER ORDERED that NPC, through the Claims Administrator, will provide notice in a form approved by the Court to all individuals erroneously included in the class with information that the original Notice of Class Action Settlement was sent to that individual in error, but that they may elect to receive a settlement payment for a specific sum if they complete and submit a form releasing NPC from potential claims relating to their employment by NPC. These individuals must execute and return a release to NPC in order to receive a settlement payment. Payments made in exchange for these additional releases will be deducted from the amount that would otherwise revert to NPC pursuant to Settlement Agreement Paragraph 8.7, but will not delay or prevent the portion of the reversionary fund not affected by this process from being transferred to NPC as set forth in Paragraph 8.7. The notice will provide a period of 60 calendar days to execute and return the release.

IT IS SO ORDERED, this 8 day of April, 2011.



HONORABLE COLLEEN MCMAHON
UNITED STATES DISTRICT JUDGE
SOUTHERN DISTRICT OF NEW YORK