

IN RE: PENNSYLVANIA BAYCOL
THIRD-PARTY PAYOR LITIGATION

COURT OF COMMON PLEAS
PHILADELPHIA COUNTY

SEPTEMBER TERM, 2001
NO. 001874

CLASS ACTION

PRELIMINARY APPROVAL ORDER RE CLASS ACTION SETTLEMENT

AND NOW, this 16th day of March, 2006, upon consideration of the Parties' Joint Motion for Preliminary Approval of Class Action Settlement, and all matters of record, it hereby is **Ordered** and **Decreed** that the Motion is **GRANTED**. The terms of the Stipulation of Settlement, and the settlement provided for therein, are preliminarily approved, solely for the purpose of sending notice, and subject to further consideration thereof at the Settlement Hearing described in this Order.

1. No later than April 17, 2006 (the "Mailing Date"), the Settlement Administrator shall mail by first class mail the Notice of Proposed Settlement of Class Action and Hearing ("Notice"), substantially in the form attached as Exhibit 2 to the parties' Joint Motion for Preliminary Approval of Proposed Settlement, to all Class Members who did not submit a timely request for exclusion from the Class at their last known addresses. The Notice shall state that the Claim Bar Date is Sept. 16, 2006. The parties shall use reasonable efforts to locate Class Members. In addition, Class Counsel shall post on its website, www.chimicles.com, copies of the Stipulation of Settlement, the Notice and a copy of this Order.

2. No later than twenty (20) days after the Mailing Date, Bayer shall cause to be filed with the Prothonotary of this Court an affidavit or declaration of the person or

persons under whose general direction the mailing of the Notice to Class Members was accomplished, showing that such mailings, as well as the posting on the www.chimicles.com website, have been made in accordance with this Order.

3. 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 settlement and the Settlement Hearing to all persons entitled to receive such Notice as Class Members, in full compliance with due process and the notice requirements of Rules 1714(a) and 1714(c) of the Pennsylvania Rules of Civil Procedure.

4. A hearing (the "Settlement Hearing") shall be held before the undersigned *at June 9, 2006 at 9:30 a.m.* ~~on~~ 2006 in Courtroom 246 City Hall, Philadelphia, Pennsylvania, 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, and other related matters.

5. Briefs in support of the settlement and in support of the request for attorneys' fees and reimbursement of expenses of Class Counsel shall be filed with the Prothonotary on or before May 30, 2006.

6. Any Class Member may appear at the Settlement 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, 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, on or before May 17, 2006, such person: (a) has filed with the Prothonotary of the Court and served upon Class Counsel and Defendants' counsel, as set forth below, the papers containing such person's opposition, and, (b) if such person wishes to appear at the hearing, a notice of such person's intention to appear:

CHIMICLES & TIKELLIS LLP
Steven A. Schwartz
361 W. Lancaster Avenue
Haverford, PA 19041

SIDLEY AUSTIN LLP
Eugene A. Schoon
One S. Dearborn
Chicago, IL 60603

COHEN, PLACITELLA & ROTH, P.C.
Stewart L. Cohen
1705 Two Penn Center
Philadelphia, PA 19102

ECKERT SEAMANS CHERIN &
MELLOTT, LLC
Carol L. Press
1515 Market Street
Philadelphia, PA 19102

DECHERT LLP
Fred T. Magaziner
Cira Centre
2929 Arch Street
Philadelphia, PA 19104-2808

*Attorneys for Representative Plaintiffs
and the Certified Class*

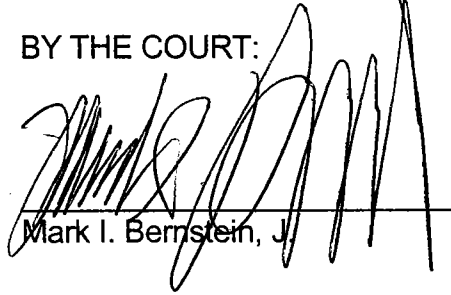
Attorneys for Defendants

7. The Court reserves the right to adjourn the Settlement Hearing from time to time without further notice by adjournment announced in open court, and to approve the settlement and/or to award attorneys' fees and reimbursement of expenses to Class Counsel at or after the Settlement Hearing.

8. All proceedings in the Action other than such as may be necessary to carry out the terms and conditions of the Stipulation of Settlement or the responsibilities related or incidental thereto, are stayed and suspended until further Order of this Court.

9. If the settlement shall not be approved or consummated for any reason whatsoever, the settlement and all proceedings had in connection therewith shall be returned without prejudice to the *status quo ante* rights of the parties to the Action.

BY THE COURT:

A handwritten signature in black ink, appearing to read 'Mark I. Bernstein, J.', is written over a horizontal line. The signature is stylized and somewhat illegible.

Mark I. Bernstein, J.