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IN THE UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF LOUISIANA

TONY R. MOORE, CLERK
WESTERN DISTRICT OF LOUISIANA
LAFAYETTE, LOUISIANA

IN RE ACTOS (PIOGLITAZONE-
PRODUCTS LIABILITY LITIGATION

MDL No. 6:11-md-2299

JUDGE DOHERTY

This Document Applies to:
All Cases

MAGISTRATE JUDGE HANNA

CASE MANAGEMENT ORDER:
JOINT EXPENSES

This Court having previously found it necessary to appoint Special Masters to provide the Court with support in management of these proceedings, having allowed input by the Defendants and the Plaintiffs (by way of the Plaintiffs' Steering Committee), and being aware of the potential that additional expenses might be incurred during the course of these proceedings,

IT IS HEREBY ORDERED that:

1. The parties shall be cast with certain costs of these proceedings, in the manner described below.
2. The designated costs shall be cast 50% to the Plaintiffs collectively, and 50% to the Defendants collectively.
3. Special Master Russo shall open a checking account (to be named "In re Actos (Pioglitazone) Products Liability Litigation Joint Expenses Account") in Mid-South Bank, NA, whose home office is in Lafayette, Louisiana (the "Joint Expense Account"), for the purpose of serving as holder of funds collected from the parties until such time as funds are disbursed.

4. Special Master Russo shall engage the accounting firm of Arsement, Redd, and Morella, LLC for the purpose of auditing and administering the Joint Expense Account pursuant to the terms of this order.
5. The Plaintiffs and Defendants shall provide funds in the following amounts, on the following schedule, to cover those costs, fees, and joint expenses that have been incurred since December 29, 2011, as well as those costs, fees and joint expenses that might be incurred in future:
 - \$100,000 each, to be paid no later than October 29, 2012;
 - \$100,000 each, to be paid no later than November 26, 2012;
 - thereafter, \$100,000 each, per quarter, to be paid no later than 15 days after each quarter has ended, *e.g.*, for 4th quarter of 2012, payment is due by January 15, 2013; for 1st quarter of 2013, payment is due by April 15, 2013, etc. This schedule shall remain in place until further notice. These amounts will be adjusted (either increased or decreased) as necessary.
6. Funds in the Joint Expense Account will be used to pay Special Masters' fees and costs, banking fees, accounting fees, travel costs for the Court (or for state court judges), as well as any other unusual out of pocket expenses related to these proceedings that might be incurred by this Court or the Special Masters, with full and transparent notice given by the Court and/or the Special Masters. In the event that the Court anticipates charging the Joint Expense Account for its own expenditures, notice will be given to co-lead counsel or their designee, in advance of the expenditure, where possible, and counsel will be given an opportunity to

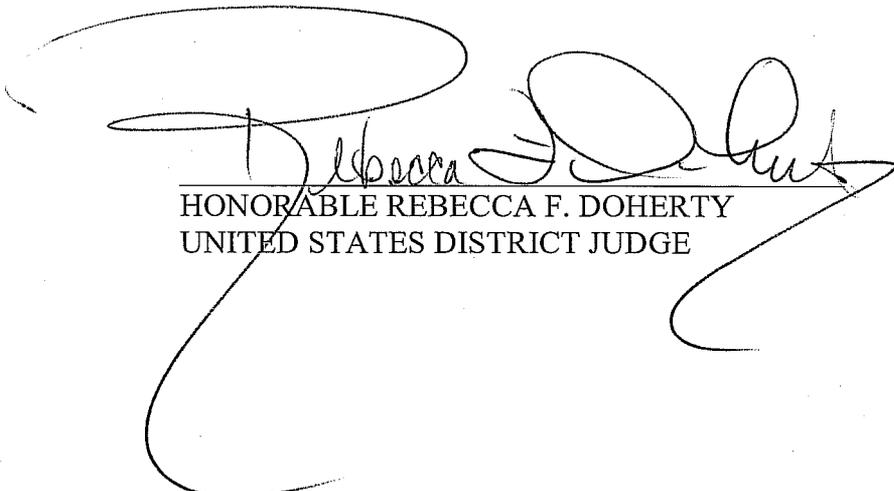
submit objections by way of the co-lead counsel for Plaintiffs and Defendants, or their designee.

7. Should the Defendants and Plaintiffs, by way of co-lead counsel or their designee, wish to use the Joint Expense Account to fund joint expenses such as a court reporting firm hired on behalf of all parties in the case, or for any other expenses incurred jointly, they should jointly draft an agreed amendment to this Order for signature by the Court, prior to submission of the expenses.
8. At the end of these proceedings, any funds remaining in the Joint Expense Account shall be returned, 50% to the Plaintiffs and 50% to the Defendants.
9. Funds in the Joint Expense Account shall be distributed in accordance with the following procedures:
 - A Request for Distribution of Funds shall be submitted to this Court, and filed into the record, with a copy provided to Magistrate Judge Hanna.
 - The parties shall have seven (7) days to file objections with Magistrate Judge Hanna to any Request for Distribution of Funds.
 - Magistrate Judge Hanna shall review each such Request, together with any objection filed, and issue a recommendation for payment in full, partial payment, or denial of the request in its entirety. The parties shall have seven (7) days to file objections with the Court, to Magistrate Judge Hanna's recommendation. This Court shall consider Magistrate Judge Hanna's recommendation, together with all objections made to such recommendation, and thereafter order payment, modified payment, or denial of payment.

- Only upon order issued by this Court shall the accounting firm issue payment and only in the amount ordered by the Court.
- No funds shall be distributed, except upon order of this Court for any purpose, whatsoever.

10. The accounting firm shall issue to this Court, directed to Magistrate Judge Hanna with a copy to this Court, a quarterly report of the activity in the account since the last report, including the current balance and all distributions made and to whom.

THUS DONE AND SIGNED in Lafayette, Louisiana, this 9 day of October, 2012.



HONORABLE REBECCA F. DOHERTY
UNITED STATES DISTRICT JUDGE