

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

IN RE: BAYER CORP. COMBINATION
ASPIRIN PRODUCTS MARKETING AND
SALES PRACTICES LITIGATION

THIS PLEADING RELATES TO:

ALL CASES

09-md-2023 (BMC)(JMA)

COGAN, District Judge

**DECLARATION OF TRICIA M. SOLORZANO ON BEHALF OF SETTLEMENT
ADMINISTRATOR REGARDING NOTICE AND ADMINISTRATION**

I, TRICIA M. SOLORZANO, declare:

1. I am employed as a case manager by Gilardi & Co. LLC (“Gilardi”), located at 3301 Kerner Blvd., San Rafael, California. Gilardi was retained as the Claims Administrator in this case, and as the case manager, I oversaw the administrative services provided. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto. I submit this Declaration at the request of Plaintiffs’ Counsel regarding the *Bayer Corp. Combination Aspirin Products Marketing & Sales Practices Litigation*. Case No. 09-MD-2023, notice and administration program. Counsel has asked Gilardi to provide detail about the notice and administration program to date.

2. On May 25, 2012, Gilardi mailed notice of the proposed class action settlement of this matter, pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. § 1711 et seq. (“CAFA Notice”), to the United States Attorney General and the Attorneys General of all fifty States and the District of Columbia. In addition to the letter, a CD containing the documents listed on the letter in a PDF format was included in the mailing to each recipient. To date, we have had no objections from service of that CAFA Notice.

3. True and correct copies of the Settlement Notice, Postcard Notice, and Claim Form are attached hereto as Exhibits A, B, and C, respectively. In doing so, I reviewed the Court's Preliminary Approval Order entered on July 23, 2012 and the Stipulation and Agreement of Class Action Settlement and Release ("Settlement Agreement") entered into by the parties. The notice plan in this case complied with these documents and the relevant Court orders.

4. Gilardi, through its in-house advertising agency, Larkspur Design Group ("LDG"), caused the Summary Notice to be published in the following media outlets: *AARP Bulletin* in October 2012; *Cooking Light* in the November 2012 issue; *Good Housekeeping* in the November 2012 issue; *People Magazine* in their October 1 and October 8, 2012 issues; *Reader's Digest* in the October 2012 issue; *TIME Magazine* in their October 2012 issue, *Women's Day* in their November 2012 issue; *USA Today* on September 10, 17, 24, October 1, 8, 15, 22, and 29, 2012; *The Wall Street Journal* on September 7, 2012, *The National Enquirer* on October 1, 8, 15 and 22, 2012, *The Smithsonian Magazine* in their November 2012 issue; and a press release to PR Newswire on September 7, 2012 and November 1, 2012. A true and correct copy of the Summary Notice is attached hereto as Exhibit D.

5. Additionally, Gilardi, through LDG utilized sponsored links and text ads through Google, Yahoo and Bing, Facebook, Google, and contextual banners through PulsePoint to provide Internet notice of the settlement beginning on September 7, 2012. To date, the implemented Notice plan has generated the following statistics:

A. Sponsored Link Advertising

i. 1,297,251 impressions

B. Display Advertising

i. 15,426,009 impressions

C. Contextual Banners

ii. 5,000,394 impressions

6. On or before June 13, 2012, Gilardi caused a copy of the Class Notice to be posted on our website at www.BayerCombinationAspirinSettlement.com. Here, Class Members can view and print copies of the Long-Form Notice, Postcard Notice, Preliminary Approval Order, Settlement Agreement, Master Complaint, and consult Frequently Asked Questions. Class members can also file an electronic claim on the website.

7. On or before September 7, 2012 Gilardi caused a Postcard Notice to be mailed to 454,036 mailing addresses using data received from Wal-Mart's Sam's Club. On or before September 10, 2012, Gilardi caused a Postcard Notice to be mailed to 62,898 mailing addresses using data received from BJ's Wholesale Club. On or before November 5, 2012, Gilardi caused Notice to be mailed to 49,686 mailing addresses using data received from Safeway.

8. To date, Gilardi has received a total of 54,641 Postcard Notices returned by the United States Postal Service with undeliverable addresses. Of those returned Postcard Notices, 49,180 are unique Class Members. To date, Gilardi has performed a "skip trace" search on 49,123 Class Members and found 30,637 new addresses. Gilardi then re-mailed Postcard Notices to the updated addresses.

9. On or before May 8, 2012, Gilardi established a toll free telephone number, 1-877-257-5766, that Class Members could call and listen to Frequently Asked Questions and request a Claim Form and Notice packet. To date, Gilardi has received 6,098 calls.

10. The postmark deadline for submitting a Claim Form is April 29, 2013. To date, Gilardi has received 1,469 mailed Claim Forms.

11. The submission deadline for submitting a Claim online is April 29, 2013. To date, Gilardi has received 15,759 online Claims.

12. The postmark deadline for submitting a Request for Exclusion was December 20, 2012. To date, Gilardi has received 32 timely Requests for Exclusion.

13. The postmark deadline for submitting an Objection is February 5, 2013. To date, Gilardi has received no Objections.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that this declaration was executed this 18th day of January, 2013, at San Rafael, California.



Tricia M. Solórzano

EXHIBIT A

UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF NEW YORK

If you purchased either of the following Bayer Aspirin products in the U.S., you may be entitled to compensation.

Product:	Purchased for personal, family or household uses in the U.S. between:
Bayer® Aspirin With Heart Advantage	January 1, 2008 – July 23, 2012
Bayer® Women’s Low-Dose Aspirin + Calcium	January 1, 2000 - July 23, 2012

A federal court authorized this Notice. This is not a solicitation from a lawyer.

- Consumers sued Bayer HealthCare LLC (“Defendant” or “Bayer”) and claimed that Bayer violated state consumer fraud and deceptive business practices acts, express and implied warranty statutes, and unjust enrichment laws, in connection with the sale and marketing of (1) Bayer® Women’s Low-Dose Aspirin + Calcium, an 81 mg aspirin pill combined with calcium, and (2) Bayer® Aspirin With Heart Advantage, an 81 mg aspirin pill combined with phytosterols. These two products are jointly called the “Combination Aspirin Products.”
- Plaintiffs claim that Bayer overcharged consumers for these products or that these products should not have been sold, because these products were not FDA-approved, could not provide all advertised health benefits and were inappropriate for long-term use.
- Bayer disputes these claims. It denies engaging in any unlawful conduct. No court, or other authority, has found that Bayer engaged in any wrongdoing.
- Judge Brian M. Cogan (the “Court”) has conditionally certified this lawsuit, called *In re Bayer Corp. Combination Aspirin Products Marketing & Sales Practices Litigation*, to proceed as a class action for purposes of settlement on behalf of all persons who purchased one or both of the above products for personal, family or household uses in the U.S. during the specified time periods.
- Bayer has agreed to settle these lawsuits with the Settlement Classes (defined in Paragraph 2.1 below). For the benefit of the Settlement Classes and to resolve all claims, Bayer has agreed to make a payment in the amount of \$15,000,000 (the “Settlement Amount”).

TO DETERMINE WHETHER YOU ARE AFFECTED BY THE PROPOSED SETTLEMENT IN THESE CASES, PLEASE READ THIS NOTICE CAREFULLY.

Your rights and options – **and the deadlines to exercise them** – are explained in this Notice.

Please visit www.bayercombinationaspirinsettlement.com or contact the claims administrator at: Gilardi & Co. LLC, P.O. Box 808061, Petaluma, CA 94975-8061 for court documents about the proposed settlement, frequently asked questions, and more information.

DO NOT CONTACT THE COURT IF YOU HAVE QUESTIONS REGARDING THIS NOTICE

PART 1: GENERAL INFORMATION

WHAT IS THIS NOTICE ABOUT?

1.1 Why have I received this Notice?

This Notice has been sent to notify you:

- a. that a proposed settlement has been reached on behalf of the Settlement Classes with the Defendant;
- b. that an allocation of the Settlement Amount has been proposed regarding how to distribute the settlement funds among members of the Settlement Classes;
- c. that Class Counsel will petition the Court for an award of attorneys’ fees and reimbursement of expenses;
- d. that Class Counsel will petition the Court for service awards for Settlement Class Representatives; and
- e. how to obtain proceeds from the Settlement reached in the case by filing the Claim Form.

Your rights and options regarding these matters are described in this Notice.

1.2 What are these lawsuits about?

On October 29, 2008 the first of thirteen class actions arising out of Bayer's sale and marketing of the Combination Aspirins was filed against Bayer in federal court. On April 14, 2009, all actions were centralized before Judge Brian M. Cogan in the Eastern District of New York by the Judicial Panel on Multidistrict Litigation.

Plaintiffs claim that Bayer overcharged consumers for the Combination Aspirin Products or that these products should not have been sold, because these products were not FDA-approved, could not provide all advertised health benefits and were inappropriate for long-term use. Plaintiffs assert that, as a result of Bayer's alleged conduct, consumers were overcharged for the Combination Aspirin Products. You can read the Plaintiffs' Master Complaint at www.bayercombinationaspirinsettlement.com. Plaintiffs have sought to recover damages that they allege the Defendant's conduct caused, as well as attorneys' fees and costs. Bayer denies that its conduct was unlawful. No court or other authority has found that Bayer participated in any wrongdoing. The Court has not yet resolved the merits of the lawsuit, or determined whether the Plaintiffs' or Bayer's contentions are true.

This lawsuit does not include the two products known as Bayer® Women's Low Dose Aspirin (with a calcium carbonate buffer) or Bayer® Heart Health Advantage.

1.3 What is a Class Action?

In a class action lawsuit, one or more people called "Class Representatives" sue on behalf of people who have similar claims. The people together are called the "Class" or "Class Members." In this lawsuit, Plaintiffs alleged claims on behalf of separate Classes for the two products at issue. Accordingly, the people who sued on behalf of the Class Members are called "Settlement Class Representatives," and the people who purchased a Combination Aspirin Product are considered part of a "Settlement Class" or "Class Members." People who purchased both Combination Aspirin Products will be a member of both Settlement Classes. One court resolves the issues for everyone in the Settlement Classes—except for those people who choose to exclude themselves from the Settlement Classes. U.S. District Court Judge Brian M. Cogan is overseeing these class action lawsuits.

The Court has decided to conditionally certify the Settlement Classes. More information about why the Court allowed the lawsuit to be a class action is in the Court's Orders, which are available at www.bayercombinationaspirinsettlement.com.

1.4 What is the current status of the lawsuits?

Several lawsuits were originally filed in late 2008, and the cases were consolidated by the Judicial Panel for Multidistrict Litigation before Judge Cogan in the Eastern District of New York. Plaintiffs filed a Master Complaint, Defendant moved to dismiss, and following extensive briefing by both parties, the Court denied the motion to dismiss. *See generally In re Bayer Corp. Combination Aspirin Prods. Mktg. & Sales Practices Litig.*, 701 F. Supp. 2d 356 (E.D.N.Y. 2010).

Over the next 20 months, the parties engaged in nearly-complete discovery into the merits of Plaintiffs' lawsuit, including document production and review, depositions of current and former Bayer employees, depositions of Plaintiffs, and expert witness disclosures and depositions. On February 17, 2011, Plaintiffs filed their Motion for Class Certification together with a Proffer of Facts. Defendant filed its opposition to Plaintiffs' motion on June 7, 2011. Plaintiffs filed their reply brief on July 22, 2011. Additionally, on June 15, 2011, Plaintiffs moved to strike and/or exclude the expert reports and testimony of all of Bayer's experts submitted by Bayer in support of its class certification opposition. Bayer filed its opposition to Plaintiffs' motions on July 27, 2011, and Plaintiffs filed their replies on August 19, 2011. The case has essentially been put on hold pending a ruling on Plaintiffs' motion for class certification and Plaintiffs' motion to strike Bayer's experts.

On May 15, 2012, the Plaintiffs reached a settlement agreement with the Defendant. This settlement agreement covers all of the allegations in the lawsuit. On July 23, 2012, the Court granted preliminary approval to the settlement.

Section 2 of this Notice explains your legal rights and options regarding the proposed settlement.

DISTRIBUTION OF SETTLEMENT MONEY

1.5 What purchases qualify me to receive money from the settlement?

Whether you are a member of the Bayer Heart Advantage Class or the Bayer Women's Class (collectively referred to as the "Settlement Classes") – and thus eligible to receive money from the related settlement – depends on (1) which Combination Aspirin Product you purchased, (2) whether you purchased it for personal, family or household uses, in the United States, and (3) when it was purchased. Each Settlement Class only includes purchases of specific Combination Aspirin Products during specific periods of time.

If you purchased one or more of the Combination Aspirin Products in the United States for personal, family or household uses then you are eligible to participate in one or both of the Settlement Classes described in this Notice, provided that your purchase occurred during the time periods specified for each Settlement Class. Please see the chart in Paragraph 2.1 of this Notice for a description of the products and time periods covered by each of the Settlement Classes.

1.6 How will the settlement money be distributed?

Settlement funds will be distributed only after the Court grants final approval to the settlement and proposed allocation method for distributing the funds among the Settlement Classes. As of the date of this Notice, the settlement and proposed allocation await final approval.

Upon preliminary approval of the settlement, Bayer advanced funds adequate to pay for the class notice program and related administrative expenses. Within 10 business days after final approval becomes final (*i.e.*, when time has expired for any appeals from a final approval order of Judge Cogan, or any such appeals have been resolved in favor of the proposed settlement), the remaining settlement funds will be deposited into an interest-bearing escrow account. The settlement funds (reduced by any amounts approved by the Court for settlement notice and claims administration, payment of attorneys' fees, reimbursement of Plaintiffs' litigation expenses, and service awards to Settlement Class Representatives), will be apportioned among the Settlement Classes in accordance with an agreed method of allocating the funds among the Settlement Classes. Each Settlement Class Member will be eligible to receive money from any Settlement Class in which he or she is a member.

For each Settlement Class, the available settlement funds will be distributed to members of that Settlement Class who do not ask to be excluded from the settlement and who file a proper, validly sworn and timely Claim Form ("Authorized Claimant"). Authorized Claimants who do not have documentary proof of purchase, but who complete and timely submit a valid Claim Form, shall be entitled to a one-time cash Settlement Payment of \$4.00 for all purchases of Bayer Women's and/or \$6.00 for all purchases of Bayer Heart Advantage from each Settlement Class fund for which the Claims Administrator has determined they are eligible, subject to pro rata reductions if the claims for payment exceed the settlement fund. Authorized Claimants who submit documents that the Claims Administrator in its sole discretion determines is valid proof of purchase proof(s) of purchase shall be entitled to a payment for \$4.00 for each purchase of Bayer Women's and/or \$6.00 for each purchase of Bayer Heart Advantage, subject to pro rata reductions if the claims for payment exceed the settlement fund. If you are a member of more than one Settlement Class, you are eligible to receive settlement proceeds based on your membership in each Settlement Class.

Once the Court grants final approval to the settlement, the distribution will take place as soon as practicable after (i) the time has expired for any appeals from a final approval order of Judge Cogan, or any such appeals have been resolved in favor of this Agreement and (ii) after review, determination, and audit of the Claim Forms by the Claims Administrator and approval by the Court of the Claims Administrator's recommendations as to the specific amounts to be paid to the Claimants.

Once the time for Settlement Class Members to submit verified Claim Forms has ended, the Claims Administrator will determine if the claims of Authorized Claimants would use all of the funds allocated to each Settlement Class through the distribution plan described above. If there are excess funds allocated to one or both of the Settlement Classes ("Excess Funds"), the Excess Funds will be distributed to charities agreed to by the parties and approved by the Court.

1.7 How do I receive money from the settlement?

In order to obtain money from the Settlement, you need to submit a Claim online at www.bayercombinationaspirinsettlement.com or complete and submit by mail the Claim Form available at www.bayercombinationaspirinsettlement.com. Even if you belong to both Settlement Classes, you need only submit one Claim Form, and the Claims Administrator will determine the Settlement Classes for which you qualify and the Settlement Class allocations from which you will receive money. The Claim Form must be postmarked or submitted online by **April 29, 2013**, to be timely returned. Any member of any Settlement Class that does not complete and timely return the Claim Form will not be entitled to share in any settlement proceeds.

WARNING: There are companies that may contact Settlement Class Members upon learning of a pending class action distribution and offer to help Settlement Class Members file claim forms in exchange for a share of the money that the Settlement Class Members may ultimately recover. Please be advised that you do not need to use one of these companies. Assistance is available from the Claims Administrator at no cost to you.

THE LAWYERS

1.8 Do I have a lawyer in this case and how will they be paid?

The Court appointed the following two individuals to represent both Settlement Classes:

Elizabeth A. Fegan, Esq.
HAGENS BERMAN SOBOL SHAPIRO LLP
(Co-Lead Counsel)
1144 West Lake Street, Suite 400
Oak Park, IL 60301-1043
(708) 628-4949
Fax: (708) 628-4950

Michael A. London, Esq.
DOUGLAS & LONDON, P.C.
(Co-Lead and Liaison Counsel)
111 John Street, 14th Floor
New York, NY 10038
(212) 566-7500
Fax: (212) 566-7501

These individuals and their law firms are referred to as Class Counsel. They are experienced in handling class actions. More information about these law firms, their practices, and their lawyers' experience is available at www.hbsslaw.com and www.douglasandlondon.com.

You will not be personally charged for the services of Class Counsel in litigating these cases. You do not need to hire your own lawyer because Class Counsel is working on your behalf. But, if you want your own lawyer, you may hire one at your own expense. You have the right to enter an appearance in the case through your lawyer if you wish.

To date, Class Counsel have not been paid any attorneys' fees. In compensation for their time and risk in prosecuting the litigation on a wholly contingent fee basis, Class Counsel will petition the Court for an award from the settlement fund of attorneys' fees and for reimbursement of litigation expenses incurred, including costs expended in providing Notice to the Settlement Classes and in administering the settlement fund. After this motion is filed with the Court, a copy of this motion will be available at www.bayercombinationaspirinsettlement.com. Class Counsel will request an award of attorneys' fees that will not exceed 30 percent of the total amount of the settlement. Class Counsel will also petition the Court to provide service awards to Settlement Class Representatives not to exceed \$2,500 each.

Any attorneys' fees, reimbursement of litigation expenses and service awards will be awarded only as approved by the Court in amounts determined to be fair and reasonable. If you wish to object to the petition for attorneys' fees, reimbursement of litigation expenses, and/or service awards, you may do so, but you must do so following the procedures set forth below.

OBJECTING

1.9 May I object to the proposed settlement; the proposed Settlement Class allocations and/or distributions; Class Counsel's requests for an award of attorneys' fees and reimbursement of litigation expenses; or Class Counsel's requests for service awards for the Settlement Class Representatives?

Only members of one or both of the Settlement Classes who do not request exclusion from the Settlement may object to (1) the proposed settlement; (2) the proposed Settlement Class allocations and/or distributions; (3) Class Counsel's request for an award of attorneys' fees and reimbursement of litigation expenses; and/or (4) Class Counsel's request for service awards for Settlement Class Representatives.

If you wish to make an objection, you must mail your written objection, including a statement of your reason(s) for your objection, to, or file it with, the Clerk of the Court at the following address: Clerk of Court, 225 Cadman Plaza East, Brooklyn, New York, 11201. The written objection must be postmarked and sent in writing to the Clerk of Court no later than **February 5, 2013**. Copies of any objections must be sent to counsel for the Plaintiffs and counsel for the Defendant at the addresses provided below:

To Plaintiffs:
Elizabeth A. Fegan, Esq.
HAGENS BERMAN SOBOL SHAPIRO LLP
1144 West Lake Street, Suite 400
Oak Park, IL 60301-1043

To Defendant:
Adam Hoeflich, Esq.
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP
Courthouse Place
54 West Hubbard Street, Suite 300
Chicago, IL 60654

PART 2: THE SETTLEMENT CLASSES

SUMMARY OF YOUR LEGAL RIGHTS AND OPTIONS AS A MEMBER OF THE SETTLEMENT CLASSES:	
Exclude Yourself from One or Both of the Settlement Classes	If you are a member of any of the Settlement Classes but do not want to be bound by the proposed settlement or proposed allocation, you must exclude yourself (“opt-out”) from the Settlement Class(es) to which you belong. To ask to be excluded, you must send a written “Exclusion Request” in the form of a letter sent by mail, postmarked by December 20, 2012 stating that you want to be excluded from <i>Bayer Corp. Combination Aspirin Products Marketing & Sales Practices Litigation</i> , No. 09-MD-2023. (See Paragraphs 2.3 – 2.4 of this Notice for further information about your right to exclude yourself from the Settlement Classes.)
File Claim Form	If you are a member of any of the Settlement Classes, and have not asked to be excluded, you may be eligible to receive a share of the proceeds from the proposed settlement. In order to obtain any money from the settlement, you must submit a Claim Form. The Claim Form must be postmarked or submitted online by April 29, 2013 to be considered for distribution.
Object	If you are a member of any of the Settlement Classes and have not requested exclusion from the Settlement, you have the option to object to: (1) the proposed settlement; (2) the proposed Settlement Class allocations and/or distributions for the Settlement Classes; (3) Class Counsel’s request for an award of attorney’s fees and reimbursement of litigation expenses; and/or (4) Class Counsel’s request for service awards for Settlement Class Representatives. Your written objection to one or more of these matters must be postmarked no later than February 5, 2013 . (See Paragraph 1.9 of this Notice for further information about your right to object.)
Attend the Fairness Hearing	If you are a member of any of the Settlement Classes, and have not requested exclusion, you may ask to speak at the Fairness Hearing regarding the proposed settlement and proposed Settlement Class allocations. However, you may only speak at the hearing if you first follow certain procedures described in Paragraph 2.12 of this Notice.
Hire Your Own Lawyer	If you are a member of any of the Settlement Classes, you may, but are not required to, hire your own lawyer at your expense to advise you of your rights with respect to (1) the proposed settlement; (2) the proposed Settlement Class allocations and/or distributions for the Settlement Classes; (3) Class Counsel’s request for an award of attorney’s fees and reimbursement of litigation expenses; and/or (4) Class Counsel’s request for service awards for Settlement Class Representatives. You have the right to enter an appearance in the lawsuit through your lawyer if you wish.
Do Nothing	If you are a member of any of the Settlement Classes and do nothing, you will not receive money from the Settlement. You must submit a Claim Form to obtain money from the settlement. Even if you do nothing, you will be bound by the Releases and Reservations provisions contained in the Settlement Agreement with the Defendant.

ARE YOU A MEMBER OF THE SETTLEMENT CLASSES?**2.1 How do I know if I am a member of the any of the Settlement Classes?**

You can determine if you are part of one or both of the Settlement Classes by using the following chart:

Master Class Chart

Settlement Class	Date of Purchase	Product Purchased for Personal, Family or Household uses in the U.S.	Percentage Allocation
BAYER ASPIRIN WITH HEART ADVANTAGE CLASS	January 1, 2008 to July 23, 2012	Bayer® Aspirin With Heart Advantage	40%
BAYER WOMEN’S LOW-DOSE ASPIRIN+ CALCIUM CLASS	January 1, 2000 to July 23, 2012	Bayer® Women’s Low-Dose Aspirin + Calcium	60%

RECEIPT OF THIS NOTICE DOES NOT NECESSARILY MEAN THAT YOU ARE A MEMBER OF ANY OF THE SETTLEMENT CLASSES OR ARE ENTITLED TO RECEIVE MONEY FROM THE SETTLEMENT.

2.2 Can I be in more than one Settlement Class and receive money from both Settlement Class allocations?

Yes. If you fit into the definition of both Settlement Classes, then you are a member of each such Settlement Class, unless you exclude yourself from one or more of them. Read Paragraph 2.1 to determine whether you belong to one or both of the Settlement Classes and to learn of your legal rights and options.

2.3 Why would I ask to be excluded from the Settlement Classes?

If you exclude yourself from the Settlement Classes - which also means to remove yourself from the Settlement Classes, and is sometimes called “opting-out” of the Settlement Class - you won’t get any money or benefits from this settlement. However, you may then be able to sue Bayer for claims that would otherwise be released as a result of the Settlement. If you exclude yourself, you will not be legally bound by any terms in the Settlement Agreement. If you start your own lawsuit against Defendant after you exclude yourself, you will have to hire and pay your own lawyer for that lawsuit, and you will have to prove your claims. If you do exclude yourself so you can start your own lawsuit against Defendant, you should talk to your own lawyer soon, because your claims may be subject to a statute of limitations.

You may exclude yourself from the Settlement Classes for any reason.

2.4 How do I ask the Court to exclude me from the Settlement?

To be excluded, you must send a written “Exclusion Request” letter by mail, stating that you want to be excluded from *Bayer Corp. Combination Aspirin Products Marketing & Sales Practices Litigation*. Be sure to include your name, address, and the Settlement Class(es) to which you belong, and sign the letter. Your Exclusion Request must be postmarked by **December 20, 2012**, to: Bayer Combination Aspirin Litigation, c/o Gilardi & Co. LLC, P.O. Box 808061, Petaluma CA 94975-8061.

2.5 What if I still do not know whether I am a member of one or both of the Settlement Classes?

If you still do not know whether you are included in one or both of the Settlement Classes, please visit www.bayercombinationaspirinsettlement.com, call 1-877-257-5766, or write to:

BAYER COMBINATION ASPIRIN PRODUCTS LITIGATION SETTLEMENT

c/o Gilardi & Co. LLC

P.O. Box 808061

Petaluma CA 94975-8061

www.bayercombinationaspirinsettlement.com

claims@bayercombinationaspirinsettlement.com

WHAT THE PROPOSED SETTLEMENT AND ALLOCATION MEAN TO YOU

2.6 Which allocations are members of the Settlement Classes eligible to receive money from?

If you are a member of one or both of the Settlement Classes, you are eligible to receive money from the proposed allocation for each Settlement Class in which you are a member.

2.7 What does the proposed settlement and proposed allocation provide to the Settlement Classes; what does the proposed settlement provide to Bayer?

As part of the proposed settlement, the Defendant has agreed to make payments totaling \$15,000,000. Counsel will propose an allocation based on factors they determine, which would provide the percentage allocation to each of the Settlement Classes as described in the chart in Paragraph 2.1 and as may be adjusted as ordered by the Court.

In exchange, Settlement Class Members give up all legal rights to sue Bayer for any and all claims arising from or related to the Combination Aspirin Products. Bayer, its parent(s) and predecessors, affiliates, assigns, successors, related companies, subsidiary companies, and holding companies (including but not limited to Bayer Corporation, Bayer Healthcare AG, and Bayer AG) and insurance carriers, current and former attorneys, and their current and former members, partners, officers, directors, agents, and employees, and any distributors, retailers, and wholesalers of Bayer Aspirin With Heart Advantage or Bayer Women’s Low-Dose Aspirin + Calcium will be released from all claims of Settlement Class Members for all purchases of relevant Combination Aspirin Products during the respective Settlement Class periods as more fully described in the Releases and Reservations provisions contained in the Settlement Agreement. However, Settlement Class Members retain all legal rights to sue for claims for personal injury. Whether you choose to object, attend the Fairness Hearing, hire your own counsel or do nothing, Settlement Class Members will be bound by the Releases and Reservations provisions contained in the Settlement Agreement.

2.8 Why did the Plaintiffs and Defendant agree to the proposed settlement?

Although the Court has not ruled on the merits of the Plaintiffs' claims, the parties have agreed to settle the lawsuits against Bayer. Based on Class Counsel's extensive investigation of the facts and the law relevant to the lawsuit, the Plaintiffs and Class Counsel have concluded that the settlement with Bayer is in the best interests of the Settlement Classes.

Bayer vigorously denies that it acted unlawfully in any respect and asserted defenses to all of the Plaintiffs' claims. The proposed settlement does not represent an admission of liability or that the Court has reached a final decision with respect to the merits of the *Bayer Corp. Combination Aspirin Products Marketing & Sales Practices Litigation* lawsuit.

2.9 How do I receive money from the proposed Settlement Class allocations resulting from the proposed settlement with Bayer?

In order to obtain money from the Settlement, you need to complete and timely submit a Claim online at www.bayercombinationaspirinsettlement.com or send a written claim, which is also available on the website, to the Claims Administrator at Bayer Combination Aspirin Litigation Settlement, c/o Gilardi & Co. LLC, P.O. Box 808061, Petaluma CA.94975-8061. Even if you belong to more than one Settlement Class, you need only submit one Claim Form. The Claim Form must be postmarked or submitted online by **April 29, 2013** to be considered for distribution. Any member of any Settlement Class that does not complete and timely return the Claim Form will not be entitled to share in any settlement money unless the Court otherwise permits.

2.10 How will the proceeds from the proposed Settlement Class allocations resulting from the proposed settlement with Bayer be distributed?

The Settlement Amount, reduced by any amounts approved by the Court for payment of settlement notice and claims administration, attorneys' fees, reimbursement of litigation expenses and service awards to the Settlement Class Representatives, will be apportioned among the Settlement Classes based upon the proposed allocation described in Paragraphs 1.6, 2.1 and 2.7. Each Settlement Class allocation will be distributed among the members of the respective Settlement Classes that do not request exclusion and file timely and valid Proofs of Claim according to the proposed Settlement Agreement, which is available online at www.bayercombinationaspirinsettlement.com.

2.11 Will I owe any attorney's fees or expenses if I participate in the settlement?

Since they first filed this case in 2008, Class Counsel have not received any payment for their services in prosecuting the lawsuit, nor have they been reimbursed for any out-of-pocket expenses. If the Court approves the proposed settlement, Class Counsel will ask the Court to award them fees of up to 30% of the Settlement Fund, plus reimbursement of litigation expenses actually incurred. Defendant has agreed not to oppose such an award of fees and expenses from the Settlement Fund.

2.12 Are the class representatives receiving anything for the time and effort they contributed to the lawsuit?

As part of the Settlement, and subject to the Court's final approval of the Settlement, Class Counsel will ask the Court to award the Plaintiffs for the time and effort they contributed to the prosecution in an amount not to exceed \$2,500 each. These awards would be paid from the Settlement Fund.

OBJECTING

2.13 How do I object to the proposed settlement; one or both of the proposed Settlement Class allocations and/or distributions; Class Counsel's requests for an award of attorneys' fees and reimbursement of litigation expenses; and/or Class Counsel's requests for service awards for the Settlement Class Representatives?

If you are a member of one or both of the Settlement Classes, you may object to one or more of the following: (1) the proposed settlement with the Defendant; (2) the proposed Settlement Class allocations and/or distributions; (3) Class Counsel's request for an award of attorneys' fees and reimbursement of litigation expenses; and/or (4) Class Counsel's request for service awards for Settlement Class Representatives. If you wish to make an objection, follow the procedures described in Paragraph 1.9 of this Notice.

FAIRNESS HEARING

2.14 Fairness Hearing

Judge Brian M. Cogan will hold a hearing at the United States District Court for the Eastern District of New York, 225 Cadman Plaza East, Brooklyn, New York 11201 on **March 13, 2013**, at 10 a.m. Eastern, for the purpose of determining whether the proposed settlement with Bayer, and the proposed Settlement Class allocations should be approved as fair,

adequate and reasonable. This hearing is known as the Fairness Hearing. The hearing may be rescheduled without further announcement.

You do not have to attend the hearing. Class Counsel will answer any questions Judge Cogan may have. If you send a written objection, you do not have to attend the hearing to discuss it. As long as you mailed your written objection on time, following the instructions in Paragraph 1.9 of this Notice, the Court will consider it. You may also pay your own lawyer to attend.

You may attend the hearing at your own expense. You may speak at the hearing only if you have submitted your objection as provided in Paragraph 1.9 of this Notice and have stated in your objection letter that you wish to be heard at the Fairness Hearing.

IF YOU TAKE NO ACTION

2.15 What happens if I do nothing at all?

If you are a member of one or both of the Settlement Classes and you do nothing, you will be bound by the terms of the Settlement with Bayer, but you will not receive any money from the Settlement. In order to obtain money from the Settlement, you must submit a Claim Form. The Claim Form must be postmarked or submitted online by **April 29, 2013** to be considered for distribution.

GETTING MORE INFORMATION

2.16 How can I get more information on the proposed settlement with Bayer?

This Notice is only a summary of the proposed settlement. You may obtain a copy of the Settlement Agreement by visiting www.bayercombinationaspirinsettlement.com, or writing:

BAYER COMBINATION ASPIRIN PRODUCTS LITIGATION SETTLEMENT

c/o Gilardi & Co. LLC

P.O. Box 808061

Petaluma CA 94975-8061

www.bayercombinationaspirinsettlement.com

1-877-257-5766

claims@bayercombinationaspirinsettlement.com

The Settlement Agreement is also on file with the Clerk of the Court.

Please do not contact the Clerk of the Court or the Judge regarding this Notice. Instead, please direct any inquiries to any of the Class Counsel listed above on page 4 or contact the Claims Administrator.

EXHIBIT B

Bayer Combination Aspirin
Litigation Settlement
c/o Gilardi & Co. LLC
P.O. Box 808061
Petaluma CA 94975-8061

2D

LEGAL NOTICE



Postal Service: Please Do Not Mark Barcode

BYAS1-<<Claim7>>-<<CkDig>>

<<Name1>>
<<Name2>>
<<Name3>>
<<Addr1>> <<Addr2>>
<<City>>, <<State>> <<Zip>>

See other side for details

BYAS1

If you purchased either of the following Bayer Aspirin products in the U.S., you may be entitled to compensation.

Bayer® Aspirin With Heart Advantage 1/1/2008 – 7/23/2012
Bayer® Women's Low-Dose Aspirin + Calcium 1/1/2000 – 7/23/2012

WHAT IS THIS LAWSUIT ABOUT?

Plaintiffs claim that Bayer overcharged consumers for Bayer® Aspirin With Heart Advantage and Bayer® Women's Low-Dose Aspirin + Calcium ("Combination Aspirin Products") or that these products should not have been sold, because these products were not FDA-approved, could not provide all advertised health benefits and were inappropriate for long-term use. Bayer denies it did anything wrong. The Court has not decided who is right and who is wrong.

WHAT ARE THE TERMS OF THE SETTLEMENT?

Under the terms of the proposed settlement, each Settlement Class member who submits a valid claim may be entitled to money. Bayer has agreed to make payments totaling \$15,000,000.00 to settle Plaintiffs' claims, including attorneys' fees and costs. For more details, write to the address or visit the website identified below.

ARE YOU AFFECTED?

If you purchased either of the listed Combination Aspirin Products in the U.S. for personal, family or household uses within the specific time stated, then you are a member of a Settlement Class. Be sure to visit the website for complete class member definitions.

WHAT ARE MY LEGAL RIGHTS?

You have a choice of whether to stay in any Settlement Class or not, and you must decide now. **Stay In:** you will be legally bound by the terms of the settlement, and you won't be able to sue Bayer—as part of any other lawsuit—for any claims arising from or related to the Combination Aspirin Products except for any personal injury claims. **To receive benefits from the settlement, you must submit a valid, sworn Claim Form.** The Claim Form must be postmarked, or submitted online by **April 29, 2013**. Any member of any Settlement Class who does not timely submit a valid, sworn Claim Form will not be entitled to settlement benefits. **To Make a Claim**, you can (1) file online at www.bayercombinationaspirinsettlement.com by **April 29, 2013**; or (2) send a written claim by mail to the Claims Administrator at Bayer Combination Aspirin Litigation Settlement, c/o Gilardi & Co. LLC, P.O. Box 808061, Petaluma CA 94975-8061, postmarked by **April 29, 2013**. **Get Out:** If you get out, you will not receive benefits from the proposed settlement, but you will keep rights to sue Bayer for these claims, and will not be bound by the terms of the settlement. To be excluded from the Settlement Classes, you must act before **December 20, 2012**. If you wish to be excluded from one or more of the Settlement Classes visit www.bayercombinationaspirinsettlement.com. **Object:** If you stay in any settlement class, you can object to the settlement and **MUST** act by **February 5, 2013**.

WHO REPRESENTS ME?

The Court has appointed Hagens Berman Sobol Shapiro LLP and Douglas & London P.C. to represent the Settlement Classes. You may hire your own attorney, if you wish, at your own expense.

THE PROPOSED SETTLEMENT:

The Court will hold a Fairness Hearing on **March 13, 2013, at 10 a.m. Eastern**, to determine whether the proposed settlement is fair, reasonable, and adequate and to approve attorney fees and costs. The Hearing will be at the U.S. District Court for the Eastern District of New York, 225 Cadman Plaza East, Brooklyn, New York 11201. If you are a member of a Settlement Class who did not seek to be excluded, you may write to the Court to object to the proposed settlement, and you may ask to speak at the hearing about the fairness of the proposed settlement.

HOW CAN I GET MORE INFORMATION?

If you have questions, visit www.bayercombinationaspirinsettlement.com, call 1-877-257-5766, or write to Bayer Combination Aspirin Litigation Settlement, c/o Gilardi & Co. LLC, P.O. Box 808061, Petaluma CA 94975-8061.

EXHIBIT C

No Later Than
April 29, 2013

BYAS1

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

In re Bayer Corp. Combination Aspirin Products
Marketing & Sales Practices Litigation

Case No. 09 MD-2023 (BMC)

BAYER COMBINATION ASPIRIN PRODUCTS LITIGATION SETTLEMENT

c/o Gilardi & Co. LLC
P.O. Box 808061
Petaluma CA 94975-8061
1- 877-257-5766
claims@bayercombinationaspirinsettlement.com

**Your Signed Claim Must be Postmarked, or Filed Electronically
To The Claims Administrator No Later than April 29, 2013**

CLAIM FORM

If you purchased Bayer® Women’s Low-Dose Aspirin + Calcium or Bayer® Aspirin With Heart Advantage, you may be entitled to compensation if you complete this Claim Form and follow the instructions to submit the Claim Form.

Please read the Full Notice (available at www.bayercombinationaspirinsettlement.com) regarding the Settlement carefully before filling out this Form.

A. ELIGIBLE PAYMENTS

You may be eligible to recover money for either of the following “Combination Aspirin Products” you purchased in the United States for personal, family, or household uses:

- **Bayer® Women’s Low-Dose Aspirin + Calcium** between January 1, 2000 to July 23, 2012.
- **Bayer® Aspirin With Heart Advantage** between January 1, 2008 to July 23, 2012.

Neither these lawsuits nor this settlement includes the products Bayer® Women’s Low Dose Aspirin (with a calcium carbonate buffer) or Bayer® Heart Health Advantage.

**Questions or Need Help? Call the Claims Administrator at 1-877-257-5766
or visit www.bayercombinationaspirinsettlement.com**



FOR CLAIMS PROCESSING ONLY	<input type="checkbox"/> REV	<input type="checkbox"/> OZ
	<input type="checkbox"/> LC	<input type="checkbox"/> DOC

You may be eligible to recover money for all purchases of Bayer® Women’s Low-Dose Aspirin + Calcium or Bayer® Aspirin with Heart Advantage for which you provide a sworn statement and proof of purchase(s). You may also be eligible to recover money if you provide a sworn statement but do not have proof of purchase(s). Any money available to you may be reduced if the total amount of money due to eligible consumers in this settlement exceeds the total amounts of money available for the settlement. This is described in greater detail in the Full Notice available at www.bayercombinationaspirinsettlement.com.

B. HOW YOU CAN RECEIVE MONEY

To be eligible for and receive compensation under the settlement, you must:

- fill out this Claim Form in its entirety;
- sign the verification statement at the end of the Claim Form;
- return this completed Claim Form with your proofs of purchase, if any, postmarked no later than **April 29, 2013**;

OR

- file a claim online at www.bayercombinationaspirinsettlement.com.

Your information will be kept confidential.

1. Your Information

First Name	M.I.	Last Name
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>
Street Address		
<input style="width: 100%;" type="text"/>		
City		State
<input style="width: 100%;" type="text"/>		<input style="width: 100%;" type="text"/>
Zip Code		
<input style="width: 100%;" type="text"/>		<input style="width: 100%;" type="text"/>
Foreign Province	Foreign Postal Code	Foreign Country Name/Abbreviation
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>
Area code	Telephone number (home)	Area code
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>
	Telephone number (work)	
	<input style="width: 100%;" type="text"/>	
Email Address (optional)		
<input style="width: 100%;" type="text"/>		

2. Combination Aspirin Products Purchase Information

You may be entitled to money for the Combination Aspirin Products you purchased in the United States for personal, family or household uses during the time periods indicated. To recover the maximum amount you can from the Settlement Fund, attach documents showing your purchase of one or more of the products listed above. Acceptable proof of purchase(s) include product packaging, product bottles, receipts, records from a retailer that identify you and your purchases, or other records showing you purchased the Combination Aspirin Products. To allow the Claims Administrator to verify your purchase(s), you must complete one or both of the following charts.

**Questions or Need Help? Call the Claims Administrator at 1-877-257-5766
or visit www.bayercombinationaspirinsettlement.com**



a. Bayer® Aspirin With Heart Advantage. List qualifying purchases of Bayer® Aspirin With Heart Advantage, but not Bayer® Heart Health Advantage.

1. Date of Purchase MM / DD / YYYY Place of Purchase: Store _____ Place of Purchase: City _____ State ____	Purchased OnLine? <input type="radio"/> Yes <input type="radio"/> No	Proof of Purchase Attached <input type="radio"/> Yes <input type="radio"/> No
2. Date of Purchase MM / DD / YYYY Place of Purchase: Store _____ Place of Purchase: City _____ State ____	Purchased OnLine? <input type="radio"/> Yes <input type="radio"/> No	Proof of Purchase Attached <input type="radio"/> Yes <input type="radio"/> No
3. Date of Purchase MM / DD / YYYY Place of Purchase: Store _____ Place of Purchase: City _____ State ____	Purchased OnLine? <input type="radio"/> Yes <input type="radio"/> No	Proof of Purchase Attached <input type="radio"/> Yes <input type="radio"/> No
4. Date of Purchase MM / DD / YYYY Place of Purchase: Store _____ Place of Purchase: City _____ State ____	Purchased OnLine? <input type="radio"/> Yes <input type="radio"/> No	Proof of Purchase Attached <input type="radio"/> Yes <input type="radio"/> No

(Add additional pages, if necessary)

b. Bayer® Women’s Low-Dose Aspirin + Calcium. List qualifying purchases of Bayer® Women’s Low-Dose Aspirin + Calcium, but not Bayer® Women’s Low-Dose Aspirin (with a calcium carbonate buffer).

1. Date of Purchase MM / DD / YYYY Place of Purchase: Store _____ Place of Purchase: City _____ State ____	Purchased OnLine? <input type="radio"/> Yes <input type="radio"/> No	Proof of Purchase Attached <input type="radio"/> Yes <input type="radio"/> No
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**Questions or Need Help? Call the Claims Administrator at 1-877-257-5766
or visit www.bayercombinationaspirinsettlement.com**



2. Date of Purchase MM / DD / YYYY Place of Purchase: Store _____ Place of Purchase: City _____	Purchased OnLine? <input type="radio"/> Yes <input type="radio"/> No	Proof of Purchase Attached <input type="radio"/> Yes <input type="radio"/> No
3. Date of Purchase MM / DD / YYYY Place of Purchase: Store _____ Place of Purchase: City _____	Purchased OnLine? <input type="radio"/> Yes <input type="radio"/> No	Proof of Purchase Attached <input type="radio"/> Yes <input type="radio"/> No
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(Add additional pages, if necessary)

3. Verification

I declare under penalty of perjury of the laws of the United States of America that all the information provided in this Claim Form is, to the best of my knowledge, accurate and correct.

Signature

Date

Please keep a copy of your completed Claim Form and copies of any proof of purchase(s) for your records. Note: if the person executing this Claim Form is acting as a representative for a Settlement Class Member, a certification of current authority to act on behalf of the Settlement Class Member must be included with the Claim Form.

Please mail your completed Claim Form to the claims administrator so that it is postmarked no later than **April 29, 2013**, with any proof of purchase(s), to:

BAYER COMBINATION ASPIRIN PRODUCTS LITIGATION SETTLEMENT

c/o Gilardi & Co. LLC
 P.O. Box 808061
 Petaluma CA 94975-8061
 1- 877-257-5766
claims@bayercombinationaspirinsettlement.com

Or you can file a claim online at www.bayercombinationaspirinsettlement.com

**Questions or Need Help? Call the Claims Administrator at 1-877-257-5766
 or visit www.bayercombinationaspirinsettlement.com**



EXHIBIT D

Legal Notice

If you purchased either of the following Bayer Aspirin products in the U.S., you may be entitled to compensation.

Bayer® Aspirin With Heart Advantage

1/1/08 – 7/23/12

Bayer® Women's Low-Dose Aspirin + Calcium

1/1/00 – 7/23/12

WHAT IS THIS LAWSUIT ABOUT?

Plaintiffs claim that Bayer overcharged consumers for Bayer® Aspirin With Heart Advantage and Bayer® Women's Low-Dose Aspirin + Calcium ("Combination Aspirin Products") or that these products should not have been sold, because these products were not FDA-approved, could not provide all advertised health benefits and were inappropriate for long-term use. Bayer denies it did anything wrong. The Court has not decided who is right and who is wrong.

WHAT ARE THE TERMS OF THE SETTLEMENT?

Under the terms of the proposed settlement, each Settlement Class Member who submits a valid claim may be entitled to money. Bayer has agreed to make payments totaling \$15,000,000.00 to settle Plaintiffs' claims, including attorneys' fees and costs. For more details, write to the address or visit the website identified below.

ARE YOU AFFECTED?

If you purchased either of the listed Combination Aspirin Products in the U.S. for personal, family or household uses within the specific time stated, then you are a member of a Settlement Class. Be sure to visit the website for complete Class Member definitions.

WHAT ARE MY LEGAL RIGHTS?

You have a choice of whether to stay in any Settlement Class or not, and you must decide now.

Stay In: you will be legally bound by the terms of the settlement, and you won't be able to sue Bayer—as part of any other lawsuit—for any claims arising from or related to the Combination Aspirin Products. **To receive benefits from the settlement, you must submit a valid, sworn Claim Form.** The Claim Form must be postmarked or submitted online by April 29, 2013. Any member of any Settlement Class that does not timely submit a valid, sworn Claim Form will not be entitled to settlement benefits.

To file a Claim Form, visit

www.BayerCombinationAspirinSettlement.com.

Get Out: If you get out, you will not receive benefits from the proposed settlement, but you will keep rights to sue Bayer for these claims, and will not be bound by the terms of the settlement. To be excluded from the Settlement Class, you must act before December 20, 2012. If you wish to be excluded from one or more of the Settlement Classes visit

www.BayerCombinationAspirinSettlement.com.

Object: If you stay in any Settlement Class, you can object to the Settlement and must act by February 5, 2013.

WHO REPRESENTS ME?

The Court has appointed Hagens Berman Sobol Shapiro LLP and Douglas & London P.C. to represent the Settlement Classes. You may hire your own attorney, if you wish, at your own expense.

THE PROPOSED SETTLEMENT

The Court will hold a Fairness Hearing on Wednesday, March 13, 2012 at 10:00 a.m. Eastern, to determine whether the proposed settlement is fair, reasonable, and adequate and to approve attorney fees and costs. The Hearing is at the U.S. District Court for the Eastern District of New York, 225 Cadman Plaza East, Brooklyn, New York 11201. If you are a member of a Settlement Class who did not seek to be excluded, you may write to the Court to object to the proposed settlement, and you may ask to speak at the hearing about the fairness of the proposed settlement.

HOW CAN I GET MORE INFORMATION?

If you have questions, visit

www.BayerCombinationAspirinSettlement.com,

call 1-877-257-5766, or write to Bayer Combination Aspirin Litigation Settlement, c/o Gilardi & Co. LLP

P.O. Box 808061,
Petaluma, CA 94975-8061