



**IN THE DISTRICT COURT OF CLEVELAND COUNTY
STATE OF OKLAHOMA**

STATE OF OKLAHOMA, ex rel.,
MIKE HUNTER,
ATTORNEY GENERAL OF OKLAHOMA,

Plaintiff,

vs.

- (1) PURDUE PHARMA L.P.;
- (2) PURDUE PHARMA, INC.;
- (3) THE PURDUE FREDERICK COMPANY;
- (4) TEVA PHARMACEUTICALS USA, INC.;
- (5) CEPHALON, INC.;
- (6) JOHNSON & JOHNSON;
- (7) JANSSEN PHARMACEUTICALS, INC.;
- (8) ORTHO-McNEIL-JANSSEN
PHARMACEUTICALS, INC., n/k/a
JANSSEN PHARMACEUTICALS, INC.;
- (9) JANSSEN PHARMACEUTICA, INC.,
n/k/a JANSSEN PHARMACEUTICALS, INC.;
- (10) ALLERGAN, PLC, f/k/a ACTAVIS PLC,
f/k/a ACTAVIS, INC., f/k/a WATSON
PHARMACEUTICALS, INC.;
- (11) WATSON LABORATORIES, INC.;
- (12) ACTAVIS LLC; and
- (13) ACTAVIS PHARMA, INC.,
f/k/a WATSON PHARMA, INC.;

Defendants.

STATE OF OKLAHOMA } S.S.
CLEVELAND COUNTY }
FILED In The
Office of the Court Clerk

MAR 27 2018

In the office of the
Court Clerk MARILYN WILLIAMS

Case No. CJ-2017-816

The Honorable Thad Balkman

JURY TRIAL DEMANDED

**PLAINTIFF’S NOTICE OF THE PARTIES’ AGREEMENT ON THE
SELECTION OF A SETTLEMENT MASTER AND A PROPOSED ORDER
REGARDING THE SETTLEMENT MASTER’S DUTIES AND POWERS**

On February 22, 2018, the Court granted the Motion for Appointment of Settlement Master, filed by Plaintiff, the State of Oklahoma (“Plaintiff” or the “State”), and ordered the parties to cooperate in the selection of a settlement master and a proposed settlement process and

framework. *See* Summary Order (Feb. 22, 2018). Accordingly, pursuant to the Court's Order, the State submits this notice to inform the Court of the following:

1. The parties have agreed to a proposed settlement process framework for the settlement master, which is reflected in the Proposed Order Appointing Settlement Master, attached hereto as Exhibit 1; and
2. The parties have agreed to the Court's appointment of the Honorable Layn R. Phillips to serve as settlement master in this action, which also is reflected in the Proposed Order attached hereto as Exhibit 1.

I. The Parties Have Agreed to a Proposed a Workable Settlement Process Framework

The parties have agreed to a settlement process and framework for this case. This agreed-upon framework is set forth in the parties' Proposed Order Appointing Settlement Master, which is attached hereto as Exhibit 1. The Proposed Order outlines the duties and powers of the Settlement Master and the obligations of the Parties related thereto. The Parties respectfully ask the Court to enter the Proposed Order.

II. The Parties Have Agreed to the Court's Appointment of the Honorable Layn R. Phillips to Serve as Settlement Master

The Parties similarly have agreed to the appointment of the Honorable Layn R. Phillips to serve as Settlement Master in this action. Based on his unique credentials, qualifications and familiarity with Oklahoma law, Judge Phillips is qualified to serve as Settlement Master in this case.

Judge Phillips is a native Oklahoman. He obtained his undergraduate and law degrees from the University of Tulsa,¹ and previously served as a United States Attorney and United States District Judge for the for the Western District of Oklahoma in Oklahoma City. After serving as an Assistant United States Attorney for the Central District of California in Los Angeles,

¹ Judge Phillips also is a member of the University of Tulsa Athletic Hall of Fame.

California, Judge Phillips returned to Oklahoma, where he was nominated to serve as a United States Attorney at age 31. Three years later, President Ronald Reagan nominated Judge Phillips to serve as United States District Judge for the Western District of Oklahoma in Oklahoma City. President Reagan's nomination of Judge Phillips was confirmed by the United States Senate. While on the federal bench, Judge Phillips presided over more than 140 federal trials and sat by designation on the United States Court of Appeals for the Tenth Circuit, where he participated in numerous panel decisions and published multiple opinions.

In 1991, Judge Phillips resigned from the federal bench and joined a nationally-prominent complex litigation firm, Irell & Manella, where he specialized in complex civil litigation, internal investigations and alternative dispute resolution for 23 years. During this time period, Judge Phillips was named as one of the 10 Outstanding Young Americans by the U.S. Junior Chamber of Commerce, was elected into the American College of Trial Lawyers, and received the dual honor of being named by LawDragon as one of the "Leading Judges in America" and one of the "Leading Litigation Attorneys in America."

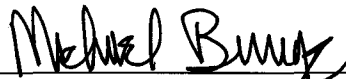
Following his time with Irell & Manella, Judge Phillips founded Phillips ADR Enterprises—one of most reputable alternative dispute resolution and mediation offices for highly complex, multiparty litigation in the country. Indeed, Judge Phillips has been selected by courts and litigants to manage the settlement processes in some of the most high-profile cases in U.S. history in which billions of dollars were at stake and any resolution required the efficient management of numerous parties, stakeholders and constituencies. And, Phillips ADR consists of several former federal judges, as well as law clerks, who are available to assist and work on this case. A short biography of Judge Phillips' work is attached hereto as Exhibit 2.

III. Conclusion

The Parties respectfully request that the Court sign the Proposed Order attached hereto as Exhibit 1.

DATED: March 27, 2018

Respectfully submitted,



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CERTIFICATE OF SERVICE

I certify that a true and correct copy of the above and foregoing was mailed, postage prepaid, on March 27, 2018, to:

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Michael Burrage

Exhibit 1

**IN THE DISTRICT COURT OF CLEVELAND COUNTY
STATE OF OKLAHOMA**

STATE OF OKLAHOMA, ex rel., §
MIKE HUNTER, §
ATTORNEY GENERAL OF OKLAHOMA, §

Plaintiff, §

vs. §

- (1) PURDUE PHARMA L.P.; §
- (2) PURDUE PHARMA, INC.; §
- (3) THE PURDUE FREDERICK COMPANY; §
- (4) TEVA PHARMACEUTICALS USA, INC.; §
- (5) CEPHALON, INC.; §
- (6) JOHNSON & JOHNSON; §
- (7) JANSSEN PHARMACEUTICALS, INC.; §
- (8) ORTHO-McNEIL-JANSSEN §
- PHARMACEUTICALS, INC., n/k/a §
- JANSSEN PHARMACEUTICALS, INC.; §
- (9) JANSSEN PHARMACEUTICA, INC., §
- n/k/a JANSSEN PHARMACEUTICALS, INC.; §
- (10) ALLERGAN, PLC, f/k/a ACTAVIS PLC, §
- f/k/a ACTAVIS, INC., f/k/a WATSON §
- PHARMACEUTICALS, INC.; §
- (11) WATSON LABORATORIES, INC.; §
- (12) ACTAVIS LLC; and §
- (13) ACTAVIS PHARMA, INC., §
- f/k/a WATSON PHARMA, INC., §

Defendants. §

Case No. CJ-2017-816

The Honorable Thad Balkman

JURY TRIAL DEMANDED

ORDER APPOINTING SETTLEMENT MASTER

This matter is before the Court on: (i) the Motion for Appointment of Settlement Master (“Motion”), filed on January 30, 2018 by Plaintiff, the State of Oklahoma (“Plaintiff” or the “State”); (ii) the Opposition to the Motion, filed on February 19, 2018 by Defendants;¹ and (iii)

¹ “Defendants” refers to Purdue Pharma L.P., Purdue Pharma, Inc., The Purdue Frederick Company, Teva Pharmaceuticals USA, Inc., Cephalon, Inc., Johnson & Johnson, Janssen

the State's Reply in support of the Motion, filed on February 21, 2018. On February 22, 2018, the Court held a hearing on the State's Motion and heard argument from counsel for the parties. At the conclusion of the hearing, and following the Court's review and analysis of the briefs, exhibits and oral argument submitted to the Court, the Court **granted** the State's Motion to appoint a qualified individual to serve as settlement master (hereinafter, the "Settlement Master") in this complex action, for reasons stated on the record and as confirmed in the Court's Summary Order, dated February 22, 2018. The Court further ordered the parties to cooperate in the selection of a settlement master and settlement process framework and submit their proposals to the Court within thirty (30) days, after which the Court would appoint an individual to serve as Settlement Master.

Having reviewed the parties' submissions and pursuant to Rule 5 of the Rules for District Courts of Oklahoma, 12 OKLA. STAT., Ch. 2, Appx., Rule 5 ("Rule 5") and the Court's inherent authority to efficiently manage the matters on the Court's docket, the Court finds the circumstances of this case warrant the early appointment of a Settlement Master to begin conducting and administering settlement conferences in this litigation. As explained below, the Settlement Master will have no authority to decide or resolve any question of law or fact at issue in the case but, instead, will serve the necessary and important function of facilitating and administering the settlement process in this litigation.

IT IS THEREFORE ORDERED THAT:

A. The Court hereby APPOINTS the Honorable Layn R. Phillips as Settlement Master in this proceeding to facilitate, administer, and oversee the settlement negotiations and procedure in this action. The Court finds Judge Phillips' substantial experience in mediating complex

Pharmaceuticals, Inc., Janssen Pharmaceutica, Inc., n/k/a Janssen Pharmaceuticals, Inc., Watson Laboratories, Inc., Actavis LLC, and Actavis Pharma, Inc., f/k/a Watson Pharma, Inc.

litigation throughout the country demonstrate that Judge Phillips is amply qualified to serve as Settlement Master in this action.

B. The Settlement Master shall proceed with all reasonable diligence in performing the Settlement Master's appointed duties.

C. The Settlement Master shall possess and may exercise the full authority to take such actions as the Settlement Master, in his/her sole discretion, reasonably believes will advance and facilitate the meaningful resolution of all or any part of this action, specifically including, but not limited to, the authority to schedule, set, conduct, mediate, and/or preside over any meetings, conferences, negotiations, mediations, and/or information sessions with the parties and their counsel that the Settlement Master reasonably determines will facilitate the meaningful resolution of this action. The Settlement Master further may make such other and additional requirements of the parties as to him shall seem proper in order to expedite an amicable resolution of the case.

D. The Settlement Master shall conduct a settlement meeting or other conference with the parties and their counsel each month during the pendency of this action. This meeting or conference must be attended (either in person or telephonically, subject to the Settlement Master's discretion and the provisions of Rule 5(L)) by at least one lead attorney representing each named party to the action. The Settlement Master shall endeavor to coordinate the scheduling of any such meetings or conferences for dates when the parties are appearing before the Court or Discovery Master. To the extent such meetings or conferences are not coordinated, they may be held outside of Oklahoma.

E. The Settlement Master shall have the full and complete authority to require the submission of briefing or other information from the parties in any format regarding the parties' positions related to a potential settlement or resolution of this action, and to set reasonable briefing

schedules for any such submissions at the Settlement Master's sole discretion. Further, the parties shall make readily available to the Settlement Master any and all individuals, documents, materials, programs, files, databases, services, facilities, filings and premises under their control that the Settlement Master reasonably requires to perform the Settlement Master's duties or functions under this Order, except nothing in this Order shall require a party to make individuals, materials, programs, files, databases, services, facilities, filings or premises available to the Settlement Master over the party's good faith objection based on privilege, relevancy, or undue burden.

F. The Settlement Master shall have the authority to meet separately and together with various groups of the Settlement Master's choosing to facilitate communications between and amongst the parties and the Court. This authority includes the authority to engage in *ex parte* communications with the parties and the parties' counsel, if the Settlement Master determines such communications will properly and orderly expedite an amicable resolution of the case. Specifically, the Settlement Master shall have the authority to communicate *ex parte*: (i) with the Court at the Settlement Master's discretion, without providing notice to the parties, regarding logistics, the nature of the Settlement Master's activities, management of the litigation, the status and/or progress of the Settlement Master's efforts and activities, and any other appropriate procedural matters related to the Settlement Master's duties and authorities set forth in this Order; and (ii) with any party or the party's counsel, as the Settlement Master deems appropriate, for the purpose of mediating or negotiating a resolution of part or all of any dispute related to this case. However, pursuant to Rule 5(L), the Settlement Master shall not discuss with anyone, including the Court, the substance of any settlement discussions or conferences, or communications between and/or among the Settlement Master and any of the parties.

G. The Settlement Master shall not file any materials, reports or other submissions publicly with the Court, nor shall the parties file with the Court any submissions, briefing or other materials requested from the parties by the Settlement Master, except that nothing in this Order shall preclude the parties from filing discovery materials, transcripts, or other documents or information simply because it was separately requested by or submitted to the Special Master.

H. The Settlement Master need not preserve for the record any documents received by the Settlement Master from counsel or the parties to this action.

I. The parties and their counsel, including their successors in office, agents, and employees, shall provide full cooperation with the Settlement Master, and any staff or consultant employed by the Settlement Master, and observe faithfully the requirements of this Order and any instructions or requests from the Settlement Master. Specifically, as set forth in Rule 5(L), the parties, their representatives and attorneys are required to be completely candid with the Settlement Master so that the Settlement Master may properly guide settlement discussions, and the failure to attend a settlement conference or the refusal to cooperate fully within the spirit of Rule 5 may result in the imposition of any of the sanctions mentioned in Rule 5(J).

J. The Settlement Master will have no authority to decide any issues of law or fact pertaining to this action, make any findings of fact or conclusions of law, or issue any opinions, reports or recommendations regarding any substantive questions of fact or law.

K. The Settlement Master shall be paid for work done pursuant to this Order, and shall be reimbursed for all reasonable expenses incurred. The Settlement Master shall incur only such fees and expenses as may reasonably be necessary to fulfill the Settlement Master's duties under this Order, or such other Orders as the Court may issue.

L. The Settlement Master's fees and expenses shall be divided equally amongst the sides, each responsible for fifty (50) percent of the Settlement Master's fees and expenses. The Settlement Master shall bill the sides in equal amounts on a monthly basis for fees and expenses, and the sides shall pay the Settlement Master's bills promptly.

M. The Court may amend this Order at any time after notice to the parties and opportunity to be heard.

N. The Settlement Master shall execute and file an oath, stating that the Settlement Master will faithfully execute the duties imposed by this Order and any amendments thereto.

O. The Settlement Master shall be immune from civil liability to the same extent as a judge of a court of this state acting in a judicial capacity.

P. Unless otherwise provided herein, all communications made or information exchanged relating to the subject matter of this case among the parties, their counsel, or the Settlement Master, during the course of and pursuant to settlement meetings or other conferences conducted by the Settlement Master shall be considered confidential and shall be maintained in confidence. No admission, representation, statement, or other confidential communication made in connection with settlement meetings or other conferences conducted by the Settlement Master, or information provided or disclosed therein, shall be disclosed outside of settlement discussions, or admissible as evidence or subject to discovery, except that no fact independently discoverable shall be nondiscoverable solely by virtue of having been disclosed in such confidential communication. No participant in settlement meetings or other conferences conducted by the Settlement Master, including the Settlement Master, shall be subpoenaed or otherwise compelled to disclose any matter disclosed in the process of setting up or conducting the aforementioned proceedings.

Q. This Order shall become effective upon the later of the filing of (i) this Order, or
(ii) the Settlement Master's oath, and shall remain in effect until further Order of the Court.

IT IS SO ORDERED.

THE HONORABLE THAD BALKMAN
OKLAHOMA DISTRICT COURT OF CLEVELAND COUNTY

APPROVED AS TO FORM:



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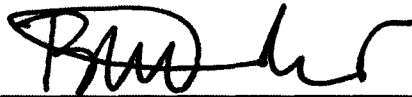
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Exhibit 2

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LAYN PHILLIPS

CEO / MEDIATOR / ARBITRATOR

Layn R. Phillips, founder of Phillips ADR Enterprises (PADRE), is both a former United States Attorney and a former United States District Judge.



Judge Phillips joined the United States Attorney's office in Los Angeles in 1980 as an Assistant United States Attorney, serving as a federal prosecutor in the Central District of California for four years. During the Reagan administration, he returned to his home state of Oklahoma, where, at age 31, he was nominated to serve as a United States Attorney.

At age 34, he again was nominated by President Reagan to serve as a United States District Judge in Oklahoma City. During his tenure on the bench, he presided over more than 140 federal trials in Oklahoma, New Mexico, and Texas. He also sat by designation on the United States Court of Appeals for the Tenth Circuit in Denver, Colorado, where he participated in numerous panel decisions and published multiple opinions.

In 1991, he resigned from the federal bench and joined Irell & Manella, where for 23 years he specialized in complex civil litigation, internal investigations,

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and alternative dispute resolution. For his years of commitment to public service, he was named as one of the 10 Outstanding Young Americans by the U.S. Junior Chamber of Commerce. As a result of his trial work, Judge Phillips was elected into the American College of Trial Lawyers. He has the dual honor of being named by LawDragon as one of the "Leading Judges in America" and as one of the "Leading Litigation Attorneys in America."

Judge Phillips received both his B.S. and J.D. from the University of Tulsa. He also completed two years of an LLM program at Georgetown University Law Center in the field of antitrust and economic regulation of industry.

Judge Phillips has also been inducted into the University of Tulsa Athletic Hall of Fame. He was a four-year letter winner in tennis, serving as the captain of the men's varsity team and winning the NCAA Missouri Valley Conference Championship at #1 singles.

Judge Phillips has a passion for travel and has visited every continent. He currently resides in Laguna Beach, California with his wife, Kathryn. He has three grown children Amanda, Parker and Graham and a granddaughter, Stella and a grandson, Owen Layn.