

Exhibit 2 to Plaintiffs' Memorandum in Support of the Joint Motion  
for Preliminary Approval of the Class Action Settlement

*Brown v. Medicis Pharmaceutical Corp.*, No. 1:13-cv-01345

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

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Bonnie Brown, Leslie Baginski,	)	)
Lisa Cummings-Gallina, Laurie Introp,	)	)
Lisa Levine, Bridget Oliveto, and Lindsay Pihaly	)	)
on behalf of themselves and all others similarly	)	)
situated,	)	NO. _____
	)	CLASS ACTION
	)	
	)	
Plaintiffs,	)	
v.	)	
	)	
Medicis Pharmaceutical Corporation,	)	
	)	
	)	
Defendant.	)	
<hr/>		)

**NOTICE OF CLASS ACTION, PROPOSED SETTLEMENT AGREEMENT,  
AND SETTLEMENT HEARING**

IF YOU ARE FEMALE AND WERE  
A FIELD SALES EMPLOYEE  
FOR MEDICIS PHARMACUETICAL CORP., OR WORKED  
WITH QUINTILES, INNOVEX OR QFR SOLUTIONS FOR MEDICIS  
AT ANY TIME BETWEEN APRIL 15, 2008, AND DECEMBER 10, 2012,  
A PROPOSED CLASS ACTION SETTLEMENT MAY AFFECT YOUR RIGHTS.

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

*Please read this Notice carefully and fully.  
It describes procedures for claiming money from the Settlement Fund.*

You may visit [www.medicisgendersettlement.com](http://www.medicisgendersettlement.com) for more information.

## Summary

- Seven women, on behalf of themselves and all other current and former women Field Sales Employees employed by Medicis, have sued Medicis for sex discrimination. After extensive negotiations for more than a year and one-half, the Plaintiffs and Medicis have agreed on the terms of a Settlement.
- Medicis denies that it has done anything wrong, and the Court did not make a determination on that issue. However, Medicis has agreed to be bound by the terms of this Settlement.
- The Court has reviewed the Settlement and has given it preliminary approval. Before deciding whether to grant final approval of the Settlement, the Court wishes to inform you of the general terms of the Settlement, what actions you need to take to participate in the Settlement, and of your rights to opt out of the monetary relief portion of the Settlement or to object to the Settlement, if you would like to do so.

- The Court has allowed the following class to assert claims for monetary relief:

All women regularly employed directly by Medicis or by Medicis indirectly through Quintiles, Innovex or QFR Solutions in the Aesthetics Division or Dermatology Division in the following field sales positions at any time from April 15, 2008 up to and including December 10, 2012: Professional Sales Specialist, Senior Sales Specialist, Executive Sales Specialist, Territory Manager, Professional Territory Manager, Senior Territory Manager, Executive Territory Manager, Regional Manager, Senior Regional Manager and Executive Regional Manager. Any women who have previously released sex discrimination claims against Medicis for the entirety of the Class Period during which they were employed directly by Medicis or by Medicis indirectly through Quintiles, Innovex or QFR Solutions, and/or any women who obtained a final judicial determination concerning sex discrimination claims which would otherwise be covered by this Settlement Agreement, are excluded from the definition of the Settlement Class.

- If you fit the above definition, then you are a Class Member. This Notice will explain the terms of the Settlement to be presented to the Court for final approval.
- If you are a Class Member and want to make a claim for money damages, then you must fill out and submit the attached Claim Form by \_\_\_\_\_.
- This Notice also describes the procedures for opting out of the Class, in which case you will not receive any money from this Settlement, or for objecting to the Settlement before the Court.
- If the Court grants final approval of the Settlement, Medicis and its parent corporation Valeant Pharmaceuticals International Inc. will make changes to the Company's policies and practices, known as "programmatically relief." These changes will apply to the

Aesthetics and Dermatology Divisions. It is not possible to opt out of the programmatic relief portion of the Settlement.

- The Court will hold a Settlement Hearing to consider whether the Settlement is fair, reasonable, and adequate, and to decide whether to give final approval to this Settlement. The hearing will be held at \_\_\_\_\_ on \_\_\_\_\_ in the courtroom of the Honorable \_\_\_\_\_ at the United States District Court of the District of Columbia, Courtroom \_\_\_\_\_, U.S. Courthouse, 333 Constitution Avenue, N.W., Washington, DC 20001. The Court may change the date of the hearing. Information about any changes to the date of the hearing will be available at [www.medicisgendersttlement.com](http://www.medicisgendersttlement.com). If the Court grants final approval to the Settlement, the Court's judgment will be final and binding.
- You are not required to appear at the hearing. If you are a Class Member the attorneys for the Class will represent you at no cost to you. If you wish to opt out of the Class, you must submit a written opt-out request, but you do not need to appear at the hearing. If you wish to object to the Settlement, you must submit a written objection and you may, in addition, appear and be heard by the Court, either by yourself or, at your own expense, with an attorney of your choice.
- The attorneys for the Class are called Class Counsel. Class Counsel are Cyrus Mehri and Ellen Eardley of Mehri & Skalet, PLLC, and Sara Wyn Kane of Valli Kane & Vagnini LLP.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS LAWSUIT</b>	
<b>Submit a Claim Form</b>	<p><b>This is the only way to be eligible to receive money from the Settlement Fund.</b></p> <p>You must submit a claim form by _____.</p>
<b>Do Nothing</b>	<p><b>Receive no money from the Settlement Fund. Give up certain rights.</b></p> <p>By doing nothing, you will not receive any money from the Settlement Fund, and you will give up any rights to separately pursue the gender discrimination claims against Medicis covered by the Settlement.</p>
<b>Ask to Be Excluded (Opt Out)</b>	<p><b>Get out of this lawsuit (opt out). Receive no money from the Settlement Fund. Keep any rights you might have to pursue gender discrimination claims against Medicis separately.</b></p> <p>If you ask to be excluded, you will not be eligible to receive any money from the Settlement Fund, but you keep any rights you might have to pursue separately sex discrimination claims against Medicis covered by this Settlement.</p> <p>You must submit your request to opt out by _____.</p> <p>If you opt out, you may not submit a Claim Form.</p>
<b>Object/Comment</b>	<p><b>Write to the Court about why you think the settlement is fair or unfair to the class.</b></p> <p>You must submit your objections or comments by _____.</p>
<b>Go to the Hearing</b>	<p><b>Ask to speak in Court about the fairness of the settlement.</b></p> <p>You must submit your request to speak in Court by _____.</p>

- For additional information, you may visit [www.medicisgendersettlement.com](http://www.medicisgendersettlement.com).

**WHAT THIS NOTICE CONTAINS**

[Insert final table of contents]

## **BASIC INFORMATION**

### **1. Purpose of this Notice**

This Notice is intended to inform you about this litigation, the certification of a class (the “Class”), the terms of a proposed settlement (the “Settlement”), and your rights in connection with a hearing to be held before the Court on \_\_\_\_\_, to consider the fairness, reasonableness, and adequacy of the Settlement. This Notice also describes the steps to be taken by those who wish to be excluded from the Class and, for those who remain Class Members, the steps necessary to seek payment from the Settlement Fund if the Settlement is approved by the Court.

### **2. Background: About the Lawsuit**

Seven women, who are the “Named Plaintiffs” or “Plaintiffs” in this lawsuit, retained attorneys called “Class Counsel” to investigate claims of sex discrimination at Medicis Pharmaceutical Corporation (“Medicis”).

All but one of these Named Plaintiffs filed charges of discrimination with the Equal Employment Opportunity Commission (“EEOC”), alleging that Medicis discriminated against them and a class of similarly situated women throughout the United States on the basis of their gender in several aspects of their employment. The first of the Plaintiffs’ EEOC charges was filed on February 5, 2009.

After Plaintiffs began pursuing their charges of discrimination, Medicis was purchased by Valeant Pharmaceuticals International, Inc. (“Valeant”) on December 10, 2012. This case and settlement only pertain to the employment policies and practices of Medicis, not Valeant. The CEO of Medicis during the class period and several key senior executives are no longer employed by Medicis or Valeant.

On July \_\_, 2013, the Plaintiffs filed a Complaint in the Court on behalf of themselves as individuals and on behalf of a nationwide class of women employees against Medicis pursuant to Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. § 2000(e), *et seq.*, (“Title VII”), and under parallel state and local laws prohibiting sex discrimination. In this Action, the Plaintiffs allege on behalf of themselves and members of the Class that they are women who are or were employed with Medicis (either directly or indirectly through Quintiles, Innovex or QFR Solutions) in Field Sales positions in the Aesthetics and Dermatology Divisions, that they were paid less than comparable male employees, and that they experienced sex discrimination in numerous aspects of their employment including hiring, promotion and leave policies. The Plaintiffs allege that senior management led by the then Chief Executive Officer of Medicis, Jonah Shacknai, controlled policies and practices that discriminated on the basis of sex and that these executives fostered a hostile working environment for female sales employees.

In addition to these class claims, the Named Plaintiffs assert various individual, non-class claims, including some for retaliation, age discrimination and constructive discharge, as set forth in the Complaint. You can read all of the claims in the Complaint, which can be found at [www.medicisgendersettlement.com](http://www.medicisgendersettlement.com).

Medicis denies that it discriminated against women or that it otherwise did anything wrong. By entering into the proposed Settlement, Medicis does not admit any wrongdoing.

The Court has not determined and, if the Settlement is finally approved, will not determine whether Medicis discriminated against women. This Notice should not be regarded as an expression of any opinion by the Court on the merits of any claims or defenses of the Parties. No trial has occurred. There has been no finding or determination by the Court that Medicis has violated any law or obligation or that, in the event that the Settlement does not become effective, a recovery could or could not be made by the Named Plaintiffs or other members of the Class. Because the Named Plaintiffs and the Company came together to ask the Court to approve the Settlement, the Court will examine the Settlement Agreement to determine whether it is fair, adequate and reasonable to the Class. The Court will not otherwise examine the merits of the parties' underlying claims or defenses.

The Settlement resolves sex discrimination claims pertaining to compensation, promotions, pregnancy, maternity leave and caregiver status, termination and sexual harassment under Title VII of the Civil Rights Act of 1964 or any state or local anti-discrimination law. The Settlement also resolves the named Plaintiffs' individual, non-class claims.

The Court has reviewed the Settlement and has preliminarily approved it as being fair, adequate and reasonable. Before deciding whether to give the Settlement final approval, the Court wishes to inform you of the general terms of the Settlement and of your rights to comment on the Settlement or to opt out, i.e., be excluded, from the monetary portion of the Settlement.

**3. Class Definition—You are Part of the Class**

You are a member of the Class affected by the Settlement if you fit within this definition:

all women regularly employed directly by Medicis or by Medicis indirectly through Quintiles, Innovex or QFR Solutions in the Aesthetics Division or Dermatology Division in the following field sales positions at any time from April 15, 2008 up to and including December 10, 2012: Professional Sales Specialist, Senior Sales Specialist, Executive Sales Specialist, Territory Manager, Professional Territory Manager, Senior Territory Manager, Executive Territory Manager, Regional Manager, Senior Regional Manager and Executive Regional Manager. Any women who have previously released sex discrimination claims against Medicis for the entirety of the Class Period during which they were employed directly by Medicis or by Medicis indirectly through Quintiles, Innovex or QFR Solutions, and/or any women who obtained a final judicial determination concerning sex discrimination claims which would otherwise be covered by this Settlement Agreement, are excluded from the definition of the Settlement Class.



If you received this Notice in a mailing addressed to you, then Medicis's records show that you are a Class Member. You have legal rights and options that you may exercise before the Court finally approves the Settlement.

**Do I Have to Be Part of this Lawsuit?**

No. You may exclude yourself from, or "opt out" of, this lawsuit. If you do so, you will not be eligible to receive any money from the Settlement Fund. You will keep any legal rights that you would otherwise have to sue Medicis or Valeant individually. Information about how to opt out is included below.

**4. Summary of Settlement Terms**

**What Are the Terms of the Settlement?**

The Settlement requires Medicis to establish a \$7.15 million Settlement Fund and to implement changes to the Company's policies and practices for three years.

**The Settlement Fund**

Under the Settlement, Medicis will pay \$7.15 million dollars (\$7,150,000) into a Settlement Fund. That amount may be diminished based upon the number of Named Plaintiffs who opt out of the Settlement, but it is anticipated that any possible decrease will be inconsequential. A portion of the Settlement Fund will be used to reimburse costs and expenses of the litigation as well as pay Class Counsel's fees as awarded by the Court. The remainder of the Settlement Fund will be distributed to the Named Plaintiffs and Class Members to compensate them for the asserted claims.

Medicis also will pay up to an additional \$100,000 for the costs of administering the Settlement. If the administrative costs exceed \$100,000, the remainder of the administrative costs will come from the Settlement Fund. Administrative costs are expected to cost less than \$100,000. If class members opt out, Medicis may be reimbursed from the Settlement Fund for its additional payments towards administrative costs, but only up to \$100,000. Additionally, if claimants fail to cash checks paid to them from the Settlement Fund within a year of the Notice of Award, then the amounts that would have been paid to these claimants will be used to reimburse Medicis for administrative costs, but only up to \$100,000.

**What Changes Has Medicis Agreed to Under the Settlement?**

As described more fully in the Settlement Agreement, Medicis has agreed to revise and enhance various policies and practices applicable to field sales employees in its Aesthetics and Dermatology divisions. These changes are intended to improve the workplace for female employees and enhance their opportunities for success.

Under the Settlement, the Company has agreed to the following with regard to its Aesthetics and Dermatology divisions:

- A. Provide comprehensive training on its non-discrimination/harassment policies to all employees, managers and supervisors in its sales force, including one training at the annual sales meeting;
- B. Develop an anonymous hotline for employees for complaints about discrimination and harassment;
- C. Designate a high-level employee in Compliance or Human Resources to investigate sex discrimination and sexual harassment complaints, make recommendations regarding the complaints, provide a written resolution of the matter to the employee, and ensure that any actions required by the resolution are implemented. An employee who disagrees with the Company's written resolution may appeal to the Company Group Chair of Medicis;
- D. Remind employees about the Company's commitment to non-discrimination/harassment and provide access to the discrimination and harassment complaint procedure on the Company Intranet.
- E. Develop a process for employees to register interest in possible advancement to supervisory and management positions. The Company will review the employee registry before advertising any vacancy in such positions outside the Company;
- F. Provide a procedure by which employees may seek review of their sales goals by higher level sales management after first discussing and attempting to resolve any concerns with their immediate managers;
- G. Train managers and supervisors not to ask applicants for employment or candidates for promotions questions about (1) their relationship status, marital status, plans for marriage, or spouse; or (2) their plans for having children;
- H. Ensure that employees' eligibility for consistency bonus compensation is not adversely affected by having taken leaves of absence for three months or less for maternity or paternity reasons;
- I. Analyze employees' compensation by gender on an annual basis; and
- J. Provide annual reports to Class Counsel and an independent third party about fulfilling its obligations under the Settlement.

**5. Settlement Hearing**

The Court will decide whether or not to give final approval to this Settlement after the Settlement Hearing to be held at \_\_\_\_\_, before the Honorable \_\_\_\_\_ at the United States District Court of the District of Columbia, Courtroom \_\_\_\_\_, U.S. Courthouse, 333 Constitution Avenue, N.W., Washington, DC 20001. At this hearing, the Court will determine whether the proposed Settlement is fair, reasonable, and adequate and whether it should be approved. The

Court will also consider whether the motion of the Plaintiffs' attorneys, or "Class Counsel," for an award of attorneys' fees and expenses should be approved, and whether, in accordance with the Settlement, an order and judgment should be entered bringing the litigation to a conclusion.

The Court has the authority to change the date of the hearing. Information about any changes to the date of the hearing will be available at [www.medicisgendersettlement.com](http://www.medicisgendersettlement.com).

### **Do I Have To Come To The Settlement Hearing?**

No. You are not required to appear at the hearing. Class Counsel, who are the attorneys for the Class, will appear at the hearing on behalf of all Class Members at no cost to you. But if you would like to comment on or object to the Settlement, you may be heard at the Settlement Hearing, either by yourself or, at your own expense, through an attorney of your choice. Information about how to comment on or object to the Settlement is included below. If the Court gives final approval to this Settlement, the Court's judgment will be final and bind all Class Members who have not opted out.

### **6. How to Proceed: Your Options**

You have three main options. You must decide whether you want to: (A) remain a Class Member with an opportunity to receive money from the Settlement Fund; (B) opt out and exclude yourself from a payment from the Settlement Fund; or (C) object to or comment on the Settlement.

#### **Option A: Submit a Claim Form for Payment from the Settlement Fund**

In order to be eligible to receive money from the Settlement Fund, you must fill out the Claim Form attached to this Notice and return it to the Claims Administrator by no later than \_\_\_\_\_ [claim form deadline]. The Claim Form must be emailed to \_\_\_\_\_ or postmarked and mailed to the address on the Claim Form by this court-ordered deadline.

If the Settlement is approved, you are a Class Member and you file a timely Claim Form, you will be eligible to obtain money from this Settlement. The Claim Form asks for information about your employment with Medicis. The share of money that you will receive will be determined partly based on your answers to the questions on this Claim Form.

Each Class Member who is eligible to receive money from the Settlement Fund will be required to sign a "release" before receiving the payment. This release will extinguish any sex discrimination claims you have or could have brought against Medicis or Valeant arising out of your employment, or termination of employment, with Medicis through December 10, 2012.

If you are a Class Member but have already signed a document that releases claims against Medicis or Valeant, you may have lost your right to recover any money under the Settlement for the claims you released. If you are unsure if you previously signed a release, you may still submit a Claim Form in this case and the Claims Administrator will determine your eligibility to receive an award.

For the seven Named Plaintiffs who brought this lawsuit, the Named Plaintiff Release will terminate any and all claims they have or could have brought against Medicis or Valeant, not just sex discrimination claims. Thus, Named Plaintiffs who release additional claims will be eligible for an enhanced monetary award.

Even if you do not submit a Claim Form, all sex discrimination claims that you may have through December 10, 2012, arising out of your employment, or termination of employment, with Medicis, will be barred by this Settlement, unless you opt out.

**Option B: Do Nothing and Give Up Your Rights**

If you take no action, you will remain a part of the Class. If you fail to submit a Claim Form and you also fail to submit a request to opt out of the Settlement, all sex discrimination claims that you may have against Medicis or Valeant up through December 10, 2012, arising out of your employment, or termination of employment, with Medicis, will be barred by this Settlement.

**Option C: Opt Out: How Do I Exclude Myself from the Settlement?**

You may request to opt out, or be excluded, from this case. If you opt out, you will ***not be eligible for any payment*** as part of this Settlement. If you wish to pursue your own separate lawsuit regarding your individual sex discrimination claims related to your employment or termination, you must opt out.

Any Class Member who wishes to opt out of the Settlement Class must mail a written, signed statement that she is opting out of the Settlement Class to **both** of the following addresses:

Cyrus Mehri, Esq. and Ellen Eardley, Esq.  
Mehri & Skalet, PLLC  
1250 Connecticut Avenue, NW, Suite 300  
Washington, DC 20036

**AND**

James Nagle, Esq.  
Goodwin Procter LLP  
Exchange Place  
Boston, MA 02109

To be effective as a request for exclusion, the letter must be postmarked to all of the above attorneys on or before \_\_\_\_\_ [45 days after Notice is mailed], and must contain each of the following:

- (a) your name, the last four digits of your social security number, current address and telephone number;
- (b) the name of this case *Brown et al. v. Medicis Pharmaceutical Corp.*, No. \_\_\_\_\_;
- (c) a statement that you wish to be excluded from the Class, including the following language, which must be contained in your request:

“I understand that, by this request to be excluded from the monetary settlement in this case, I am foregoing all monetary benefits from this Settlement and I will receive no money from the Medicis Sex Discrimination Settlement Fund. I understand that I may bring a separate legal action seeking damages, but may receive nothing or less than what I would have received if I had filed a claim form under the class monetary settlement procedures in this case. I also understand that I may not seek exclusion from the class for injunctive relief and that I am bound by the injunctive provisions of the settlement agreement.”

In addition, you have the option of letting the parties know why you are opting out. You may include one of the following statements in your request for exclusion:

1. I do not intend to file a separate lawsuit or claim against Medicis for sex discrimination.

OR

2. I intend to file a separate lawsuit or claim against Medicis for sex discrimination.

Class Members who submit timely and valid requests for exclusion will have no right to object to the Settlement in Court and will no longer be represented by Class Counsel.

If you submit the necessary information to opt out, you may change your mind and rescind your opt-out request. To be effective, such a rescission must be in writing, signed, and postmarked on or before \_\_\_\_ [60 days from the date that the Notice is mailed to the class] to **any one** of the following:

Cyrus Mehri, Esq. or Ellen Eardley, Esq.  
Mehri & Skalet, PLLC  
1250 Connecticut Avenue, NW, Suite 300  
Washington, DC 20036

Sara Wyn Kane, Esq.  
Valli Kane & Vagnini LLP  
600 Old Country Road, #519  
Garden City, NY 11530

OR

James Nagle, Esq.  
Goodwin Procter LLP  
Exchange Place  
Boston, MA 02109

**Option D: Comment on or Object to the Settlement and/or Speak at the Hearing**

The Court must assess the overall fairness and reasonableness of the Settlement to the Class. Class Members who have not opted out of the monetary relief portion of the Settlement may object to or otherwise comment on the Settlement. To have your comment on the Settlement considered by the Court, you must submit the objection/comment in writing. This statement must be signed, and must include the name and number of this case (*Brown et al. v Medicis Pharmaceutical Corporation*, No. \_\_\_\_\_). This statement must be received by Class Counsel on or before \_\_\_\_ [45 days after Notice is mailed to the class] at:

Cyrus Mehri, Esq. and Ellen Eardley, Esq.  
RE: *Brown et al. v Medicis Pharmaceutical Corporation*, No. \_\_\_\_\_  
Mehri & Skalet, PLLC  
1250 Connecticut Avenue, NW, Suite 300  
Washington, DC 20036

Class Counsel will file these objections or comments with the Court.

You need not speak at the Settlement Hearing for your written objection or comments to be considered by the Court, but you may speak if you so desire. If you wish to speak at the Settlement Hearing, you must include with your written objection or comments a notice stating your desire to speak or to have an attorney you may retain at your own expense speak on your behalf. As noted, the objection or comments must be received by Class Counsel on or before \_\_\_\_ [45 days after Notice is mailed to the class] at the above address.

No Class Member may speak at the Settlement Hearing without first having filed and served her objection(s) or comments in writing within the time period described above.

**7. How Will My Payment Be Calculated?**

Each Class Member, including each Named Plaintiff, who files a timely Claim Form (“Claimants”) will have her claim reviewed by a Claims Administrator appointed by the Court. Class Members who submit a Claim Form will be eligible to receive payments based on: (a) the number of weeks worked in eligible positions during the recovery period; and (b) information provided in their Claim Form about gender-based discrimination they experienced while working for Medicis, as described in more detail below. Class Members are not required to provide evidence of gender-based discrimination; if they do not, they will receive a payment based upon the number of weeks worked.

The Claims Administrator will determine monetary awards by allocating points to each Class Member who submits a Claim Form. At this time, it is not possible to predict how much money a particular Claimant will receive. Each claimant will receive points for each week worked for Medicis in an eligible position between February 9, 2007, through December 10, 2012. Your Claim Form lists the dates that Medicis believes you were employed in an eligible position during the recovery period. If you believe the information provided by Medicis is incorrect, you must dispute the information on the Claim Form.

Claimants also will be eligible to receive additional points if they provide information on the Claim Form about any alleged gender-based discrimination they experienced during their employment. In awarding points regarding alleged gender-based discrimination experienced by Claimants, the Claims Administrator will consider detailed descriptions of discrimination during the period between February 9, 2007 and December 10, 2012, in salary, non-base pay, promotions, maternity leave, termination or other discrimination or of harassment suffered during that time frame. Other possible evidence that may support a claim includes whether Claimants made complaints about the alleged discrimination or sought the assistance of a psychological or medical professional in connection with the alleged gender-based

discrimination. The Claims Administrator will be guided by its prior experience in claims administration and relevant case law regarding sex discrimination.

The Claims Administrator may award Claimants additional points if the Claimant contributed substantively to the litigation (for example, being a Named Plaintiff or participating in interviews with Class Counsel). Named Plaintiffs who submit a general release of claims also will receive additional points for releasing any and all claims against Medicis and Valeant in addition to gender discrimination claims.

The Claims Administrator will make all determinations regarding the allocation of Claim Form points and the payment to each claimant based on a formula that will be approved by the Court. You will not have a right to challenge the allocation and distribution determined by the Claims Administrator.

The total amount of awards made to the Claimants shall not exceed the net amount of the Settlement Fund after deduction for Class Counsel's attorney's fees and costs and potential costs associated with the administration of the fund.

Claim Forms must be submitted subject to the penalty of perjury. The information provided on the Claim Form may be verified for accuracy against the Company's computerized personnel and payroll data and any documents provided by Claimants, and information provided by Class Counsel.

The Claim Form may be submitted via email or U.S. Mail to the addresses listed on the form. The Claim Form must be emailed or postmarked by \_\_\_\_\_ [90 days after notice is mailed].

### **What Happens After I Submit My Claim Form?**

After all timely Claim Forms are reviewed and the Court approves the distribution formula, the Claims Administrator will send a Notice of Award to each eligible Claimant disclosing her award payment, along with a Named Plaintiff Release or a Class Member Release, whichever is applicable. You must sign and return the release in order to receive your payment.

Within a reasonable time period after receipt of a signed, executed Named Plaintiff Release from a Named Plaintiff or a signed, executed Class Member Release from a Class Member, the Claims Administrator shall send the Named Plaintiff or Class Member her award payment.

If you do not sign and return the Release to the Claims Administrator within two (2) months of receiving the Notice of Award, you shall be ineligible for, and forever barred from receiving, money under this Settlement Agreement, even if you did not opt out. Regardless of whether you sign the Release, you will have given up your rights to separately pursue sex discrimination claims against Medicis if you have not opted out of the Settlement.

Any undistributed funds that remain after six (6) months from the mailing of the Notice of Award due to failure to return a release and any funds that remain one year from the Notice of Award due to uncashed checks shall be distributed to 501(c)(3) organizations which advance career opportunities for women, including career opportunities in the pharmaceutical industry, as

selected by Class Counsel. Before any distribution to 501(c)(3) organizations, amounts left in the fund due to uncashed checks will be used to reimburse Medicis for its actual payments of claims administration costs, up to \$100,000.

The Claims Administrator will maintain the distribution formula and allocation list for a period of five (5) years.

### **Are There Tax Consequences For Any Money I Might Get?**

Any award you receive from the Settlement Fund will have tax consequences for you. The Claims Administrator will be responsible for withholding, remitting and reporting each Claimant's share of income taxes and payroll taxes, including applicable FICA, FUTA, SUTA and/or Medicare, from the Settlement Fund. Medicis will be responsible to pay for the employer's share of taxes, including FICA, FUTA, SUTA and Medicare. Class Counsel are not tax advisors and cannot give you advice on any tax matters. Class Counsel urge you to consult your tax advisor for answers to any questions you may have about the tax implications of any potential award.

### **8. Confidentiality**

Class Counsel and the Claims Administrator take your confidentiality seriously. The names of the individuals who submit claims in this Settlement will be kept confidential. Medicis will not have access to the names of individuals who submit claims or the amounts paid to Claimants unless (1) it gives notice to Class Counsel and demonstrates good cause for disclosure; or (2) Medicis decides to aggregate the employment tax payments made under the Settlement with other payments Medicis makes to current employees in the same tax year. In the latter case, the information will be disclosed only to such Medicis personnel with a strict business need to know and only after these individuals have signed a confidentiality agreement. In no case will the identity of anyone who submits a Claim Form or signs a Release be provided to any Medicis employee in Dermatology or Aesthetics field sales or field sales management or any equivalent position. It is unlawful for Medicis to retaliate against you for your participation in this case.

If you decide to participate in the case and file a Claim Form, you will be required to sign a release promising to keep your monetary award confidential as well.

### **9. The Lawyers Representing You And The Class**

As a Class Member, you are represented in this litigation by Class Counsel, led by Cyrus Mehri and Ellen Eardley of Mehri & Skalet and Sara Wyn Kane of Valli Kane and Vagnini LLP:

**Mehri & Skalet, PLLC**  
1250 Connecticut Avenue NW, Suite 300  
Washington, DC 20036  
Phone: (202) 822-5100  
Facsimile: (202) 822-4997

**Valli Kane & Vagnini LLP**  
600 Old Country Road  
Garden City, NY 11530  
Phone: (516) 203-7180  
Facsimile: (516) 706-0248



Unless you elect to exclude yourself from the Settlement, you will continue to be represented by Class Counsel in connection with implementation and monitoring of the Settlement throughout the three-year duration of the terms of the Settlement at no cost to you. Although it is not necessary, you may, if you wish to do so, retain your own attorney at your own expense.

### **How Will The Lawyers Be Paid?**

In connection with the Settlement, the Court will award Class Counsel reasonable attorneys' fees and expenses out of the Settlement Fund. If you are a Class Member and receive a payment from the Settlement Fund, you will not owe any fees or expenses to the lawyers who have represented you as part of the Class. The attorneys' fees and expenses of Class Counsel, as awarded by the Court, will be paid from the Settlement Fund only if and after the Settlement has been approved by the Court.

Class Counsel will file a motion for an award of attorneys' fees and expenses already incurred as well as the fees and expenses that will be incurred during the three-year term of the Settlement. In its motion Class Counsel will request that the Court award them reimbursement of out-of-pocket expenses which are approximately \$\_\_\_\_\_ plus attorneys' fees in the amount of 35% of the proposed \$7,150,000 payment by Medicis and an additional payment of \$150,000 plus interest, if any, on the one year anniversary of the Settlement to cover future fees and expenses relating to administering, monitoring and enforcing the Settlement.

The attorneys have pursued these claims on behalf of Plaintiffs and the Class without receiving any compensation for their services or reimbursement of their out-of-pocket expenses. They have undertaken substantial risks in pursuing this matter. They have done so with the understanding that, if they obtained a recovery for the class, their expenses would be reimbursed and they would receive reasonable fees from the fund recovered.

### **10. Getting More Information**

If you have further questions or are still not sure whether you are included, you can get free help at [www.medicisgendersttlement.com](http://www.medicisgendersttlement.com) or by calling or writing to Class Counsel in this case, at the following phone number or address:

Ellen Eardley, Esq.  
Mehri & Skalet, PLLC  
1250 Connecticut Avenue, NW, Suite 300  
Washington, DC 20036  
(202) 822-5100  
E-mail: [Medicis@findjustice.com](mailto:Medicis@findjustice.com)

This Notice contains only a summary of the terms of the Settlement, the provisions of the releases and related matters. For further information, the Settlement Agreement (which includes the complete terms of the Settlement), the Claim Form, the Release, and numerous other documents connected with the Settlement are available for review and/or downloading on the web at: [www.medicisgendersttlement.com](http://www.medicisgendersttlement.com). Other orders that the Court may issue from time to

time regarding the administration of the Settlement will be available on the web at: [www.medicisgendersettlement.com](http://www.medicisgendersettlement.com).

**PLEASE DO NOT CALL OR CONTACT THE COURT, THE OFFICE OF THE CLERK OF COURT, MEDICIS OR VALEANT WITH QUESTIONS REGARDING THIS NOTICE.**

Dated: \_\_\_\_\_, 2013

\_\_\_\_\_  
The Honorable \_\_\_\_\_  
United States District Court Judge  
United States District Court for the  
District of Columbia