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JANSSEN SETTLEMENT AGREEMENT

This settlement agreement dated as of July 21, 2021 (the “Agreement”) sets forth the terms of settlement between and among the Settling States, Participating Subdivisions, and Janssen (as those terms are defined below). Upon satisfaction of the conditions set forth in Sections II and VIII, this Agreement will be binding on the Settling States, Janssen, and Participating Subdivisions. This Agreement will then be filed as part of Consent Judgments in the respective courts of each of the Settling States, pursuant to the terms set forth in Section VIII.

I. Definitions

Unless otherwise specified, the following definitions apply:

1. “Abatement Accounts Fund” means a component of the Settlement Fund described in subsection VI.E.

2. “Additional Restitution Amount” means the amount available to Settling States listed in Exhibit N of $67,307,692.

3. “Agreement” means this agreement as set forth above, inclusive of all exhibits.

4. “Alleged Harms” means the alleged past, present, and future financial, societal, and related expenditures arising out of the alleged misuse and abuse of opioid products, non-exclusive examples of which are described in the documents listed on Exhibit A, that have allegedly arisen as a result of the physical and bodily injuries sustained by individuals suffering from opioid-related addiction, abuse, death, and other related diseases and disorders, and that have allegedly been caused by Janssen.

5. “Allocation Statute” means a state law that governs allocation, distribution, and/or use of some or all of the Settlement Fund amounts allocated to that State and/or its Subdivisions. In addition to modifying the allocation, as set forth in subsection VI.D.2, an Allocation Statute may, without limitation, contain a Statutory Trust, further restrict expenditure of funds, form an advisory committee, establish oversight and reporting requirements, or address other default provisions and other matters related to the funds. An Allocation Statute is not required to address all three (3) types of funds comprising the Settlement Fund or all default provisions.

6. “Annual Payment” means the total amount payable to the Settlement Fund by Janssen on the Payment Date each year in 2023 and onward, as calculated by the Settlement Fund Administrator pursuant to Section V. For the avoidance of doubt, this term does not include the Additional Restitution Amount or amounts paid pursuant to Section XI.

7. “Appropriate Official” means the official defined in subsection XIII.E.
8. “Attorney Fee Fund” means an account consisting of funds allocated to pay attorneys’ fees and costs pursuant to the agreement on attorneys’ fees and costs attached as Exhibit R.

9. “Bar” means either (1) a ruling by the highest court of the State or the intermediate court of appeals when not subject to further review by the highest court of the State in a State with a single intermediate court of appeals setting forth the general principle that no Subdivisions or Special Districts in the State may maintain Released Claims against Released Entities, whether on the ground of the Agreement (or the release in it) or otherwise; (2) a law barring Subdivisions and Special Districts in the State from maintaining or asserting Released Claims against Released Entities (either through a direct bar or through a grant of authority to release claims and that authority is exercised in full); or (3) a Settlement Class Resolution in the State with full force and effect. For the avoidance of doubt, a law or ruling that is conditioned or predicated upon payment by a Released Entity (apart from payments by Janssen incurred under the Agreement) shall not constitute a Bar.

10. “Case-Specific Resolution” means either (1) a law barring specified Subdivisions or Special Districts from maintaining Released Claims against Released Entities (either through a direct bar or through a grant of authority to release claims and that authority is exercised in full); (2) a ruling by a court of competent jurisdiction over a particular Subdivision or Special District that has the legal effect of barring the Subdivision or Special District from maintaining any Released Claims at issue against Released Entities, whether on the ground of the Agreement (or the release in it) or otherwise; or (3) in the case of a Special District, a release consistent with Section IV below. For the avoidance of doubt, a law, ruling, or release that is conditioned or predicated upon a post-Effective Date payment by a Released Entity (apart from payments by Janssen incurred under the Agreement or injunctive relief obligations incurred by it) shall not constitute a Case-Specific Resolution.

11. “Claim” means any past, present or future cause of action, claim for relief, cross-claim or counterclaim, theory of liability, demand, derivative claim, request, assessment, charge, covenant, damage, debt, lien, loss, penalty, judgment, right, obligation, dispute, suit, contract, controversy, agreement, parens patriae claim, promise, performance, warranty, omission, or grievance of any nature whatsoever, whether legal, equitable, statutory, regulatory or administrative, whether arising under federal, state or local common law, statute, regulation, guidance, ordinance or principles of equity, whether filed or unfiled, whether asserted or unasserted, whether known or unknown, whether accrued or unaccrued, whether foreseen, unforeseen or unforeseeable, whether discovered or undiscovered, whether suspected or unsuspected, whether fixed or contingent, and whether existing or hereafter arising, in all such cases, including but not limited to any request for declaratory, injunctive, or equitable relief, compensatory, punitive, or statutory damages, absolute liability, strict liability, restitution, subrogation, contribution, indemnity, apportionment, disgorgement, reimbursement, attorney fees, expert
fees, consultant fees, fines, penalties, expenses, costs or any other legal, equitable, civil, administrative, or regulatory remedy whatsoever.

12. “Claim Over” means a Claim asserted by a Non-Released Entity against a Released Entity on the basis of contribution, indemnity, or other claim-over on any theory relating to a Non-Party Covered Conduct Claim asserted by a Releasor.

13. “Compensatory Restitution Amount” means the aggregate amount of payments by Janssen hereunder other than amounts paid as attorneys’ fees and costs or identified pursuant to subsection VI.B.2 as being used to pay attorneys’ fees and investigation costs or litigation costs.

14. “Consent Judgment” means a state-specific consent judgment in a form to be agreed upon by the Settling States, Participating Subdivisions, and Janssen prior to the Initial Participation Date that, among other things, (1) approves this Agreement and (2) provides for the release set forth in Section IV, including the dismissal with prejudice of any Released Claims that the Settling State has brought against Released Entities.

15. “Court” means the respective court for each Settling State to which the Agreement and the Consent Judgment are presented for approval and/or entry as to that Settling State, or the Northern District of Ohio for purposes of administering the Attorney Fee Fund and any related fee and cost agreements.

16. “Covered Conduct” means any actual or alleged act, failure to act, negligence, statement, error, omission, breach of duty, conduct, event, transaction, agreement, misstatement, misleading statement or other activity of any kind whatsoever from the beginning of time through the Reference Date (and any past, present, or future consequence of any such act, failure to act, negligence, statement, error, omission, breach of duty, conduct, event, transaction, agreement, misstatement, misleading statement or other activity) relating in any way to (a) the discovery, development, manufacture, packaging, repackaging, marketing, promotion, advertising, labeling, recall, withdrawal, distribution, delivery, monitoring, reporting, supply, sale, prescribing, dispensing, physical security, warehousing, use or abuse of, or operating procedures relating to any Product, or any system, plan, policy, or advocacy relating to any Product or class of Products, including but not limited to any unbranded promotion, marketing, programs, or campaigns relating to any Product or class of Products; (b) the characteristics, properties, risks, or benefits of any Product; (c) the reporting, disclosure, non-reporting or non-disclosure to federal, state or other regulators of orders for any Product placed with any Released Entity; (d) the selective breeding, harvesting, extracting, purifying, exporting, importing, applying for quota for, procuring quota for, handling, promoting, manufacturing, processing, packaging, supplying, distributing, converting, or selling of, or otherwise engaging in any activity relating to, precursor or component Products, including but not limited to natural, synthetic, semi-synthetic or chemical raw materials, starting materials, finished
active pharmaceutical ingredients, drug substances, or any related intermediate Products; or (e) diversion control programs or suspicious order monitoring related to any Product.


18. “Effective Date” means April 2, 2022.

19. “Enforcement Committee” means a committee consisting of representatives of the Settling States and of the Participating Subdivisions. Exhibit B contains the organizational bylaws of the Enforcement Committee. Notice pursuant to subsection XIII.O shall be provided when there are changes in membership or contact information.

20. “Global Settlement Abatement Amount” means the abatement amount of $4,534,615,385.

21. “Global Settlement Amount” means $5 billion, which shall be divided into the Global Settlement Abatement Amount, the Additional Restitution Amount, and the Global Settlement Attorney Fee Amount.

22. “Global Settlement Attorney Fee Amount” means the attorney fee amount of $398,076,923.

23. “Incentive A” means the incentive payment described in subsection V.E.4.

24. “Incentive B” means the incentive payment described in subsection V.E.5.


27. “Incentive Payment Final Eligibility Date” means, with respect to a Settling State, the date that is the earliest of (1) three years after the Effective Date; (2) the date of completion of opening statements in a trial of any action brought by a Subdivision in that State that includes a Released Claim against a Released Entity when such date is more than two (2) years after the Effective Date; or (3) two (2) years after the Effective Date in the event a trial of an action brought by a Subdivision in that State that includes a Released Claim against a Released Entity began after the Initial Participation Date but before two (2) years after the Effective Date.

28. “Initial Participating Subdivision” means a Subdivision that meets the requirements set forth in subsection VII.D.

29. “Initial Participation Date” means January 26, 2022, as extended by written agreement of Janssen and the Enforcement Committee on December 29, 2021.
30. “Initial Year Payment” means the total amount payable to the Settlement Fund by Janssen on each of the two Payment Dates in 2022, as calculated by the Settlement Fund Administrator pursuant to Section V. For the avoidance of doubt, this term does not include the Additional Restitution Amount or amounts paid pursuant to Section XI.

31. “Injunctive Relief Terms” means the terms described in Section III and set forth in Exhibit P.


33. “Later Litigating Special District” means a Special District (or Special District official asserting the right of or for the Special District to recover for alleged harms to the Special District and/or the people thereof) that is not a Litigating Special District and that files a lawsuit bringing a Released Claim against a Released Entity, or that adds such a claim to a pre-existing lawsuit, after the Preliminary Agreement Date. It may also include a Litigating Special District whose claims were resolved by a judicial Bar or Case-Specific Resolution which is later revoked following the execution date of this Agreement, when such Litigating Special District takes any affirmative step in its lawsuit other than seeking a stay or removal.

34. “Later Litigating Subdivision” means a Subdivision (or Subdivision official asserting the right of or for the Subdivision to recover for alleged harms to the Subdivision and/or the people thereof) that is not a Litigating Subdivision and that files a lawsuit bringing a Released Claim against a Released Entity, or that adds such a claim to a pre-existing lawsuit, after the Trigger Date. It may also include a Litigating Subdivision whose claims were resolved by a judicial Bar or Case-Specific Resolution which is later revoked following the execution date of this Agreement, when such Litigating Subdivision takes any affirmative step in its lawsuit other than seeking a stay or removal.

35. “Later Participating Subdivision” means a Participating Subdivision that meets the requirements of subsection VII.E but is not an Initial Participating Subdivision.

36. “Litigating Special District” means a Special District (or Special District official) that brought any Released Claims against any Released Entities on or before the Preliminary Agreement Date that were not separately resolved prior to that date. A list of Litigating Special Districts will be agreed to by the parties and attached hereto as of the Preliminary Agreement Date.

37. “Litigating Subdivision” means a Subdivision (or Subdivision official asserting the right of or for the Subdivision to recover for alleged harms to the Subdivision and/or the people thereof) that brought any Released Claim against any Released Entity prior to the Trigger Date that were not separately resolved prior to that
Trigger Date. A Prior Litigating Subdivision shall not be considered a Litigating Subdivision. Exhibit C is an agreed list of the Litigating Subdivisions. Exhibit C will be updated (including with any corrections) periodically, and a final version of Exhibit C will be attached hereto as of the Reference Date.

38. “National Arbitration Panel” means the panel described in subsection XII.F.
39. “National Disputes” means the disputes described in subsection XII.F.
40. “Non-Litigating Special District” means a Special District that is neither a Litigating Special District nor a Later Litigating Special District.
41. “Non-Litigating Subdivision” means a Subdivision that is neither a Litigating Subdivision nor a Later Litigating Subdivision.
42. “Non-Participating Subdivision” means a Subdivision that is not a Participating Subdivision.
43. “Non-Party Covered Conduct Claim” means a Claim against any Non-Released Entity involving, arising out of, or related to Covered Conduct (or conduct that would be Covered Conduct if engaged in by a Released Entity).
44. “Non-Party Settlement” means a settlement by any Releasor that settles any Non-Party Covered Conduct Claim and includes a release of any Non-Released Entity.
45. “Non-Released Entity” means an entity that is not a Released Entity.
46. “Non-Settling State” means a State that is not a Settling State.
47. “Opioid Remediation” means care, treatment, and other programs and expenditures (including reimbursement for past such programs or expenditures except where this Agreement restricts the use of funds solely to future Opioid Remediation) designed to (1) address the misuse and abuse of opioid products, (2) treat or mitigate opioid use or related disorders, or (3) mitigate other alleged effects of the opioid abuse crisis, including on those injured as a result of the opioid abuse crisis. Exhibit E provides a non-exhaustive list of expenditures that qualify as being paid for Opioid Remediation. Qualifying expenditures may include reasonable related administrative expenses.
48. “Overall Allocation Percentage” means a Settling State’s percentage as set forth in Exhibit F. The aggregate Overall Allocation Percentages of all States (including Settling States and Non-Settling States) shall equal 100%.
49. “Participating Special District” means a Special District that executes a release consistent with Section IV below and meets the requirements for becoming a Participating Special District under Section VII.
50. “Participating Subdivision” means a Subdivision that meets the requirements for becoming a Participating Subdivision under Section VII. Participating Subdivisions include both Initial Participating Subdivisions and Later Participating Subdivisions.

51. “Participation Tier” means the level of participation in this Agreement as determined pursuant to subsection VIII.C using the criteria set forth in Exhibit H.

52. “Parties” means Janssen and the Settling States (each, a “Party”).

53. “Payment Date” means the date on which Janssen makes its payments pursuant to Section V and Exhibit M.

54. “Payment Year” means the calendar year during which the applicable Initial Year Payments or Annual Payments are due pursuant to subsection V.B. Payment Year 1 is 2022, Payment Year 2 is 2023 and so forth. References to payment “for a Payment Year” mean the Initial Year Payments or Annual Payment due during that year. References to eligibility “for a Payment Year” mean eligibility in connection with the Initial Year Payments or Annual Payment due during that year.

55. “Preliminary Agreement Date” means the date on which Janssen gives notice to the Settling States and MDL PEC of its determination that a sufficient number of States have agreed to be Settling States. This date shall be no more than fourteen (14) days after the end of the notice period to States, unless it is extended by written agreement of Janssen and the Enforcement Committee.

56. “Primary Subdivision” means a Subdivision that has a population of 30,000 or more. A list of Primary Subdivisions in each State is provided in Exhibit I.

57. “Prior Litigating Subdivision” means a Subdivision (or Subdivision official asserting the right of or for the Subdivision to recover for alleged harms to the Subdivision and/or the people thereof) that brought any Released Claim against any Released Entity prior to the Trigger Date and all such Released Claims were separately settled or finally adjudicated prior to the Trigger Date; provided, however, that if the final adjudication was pursuant to a Bar, such Subdivision shall not be considered a Prior Litigating Subdivision. Notwithstanding the prior sentence, Janssen and the State of the relevant Subdivision may agree in writing that such Subdivision shall not be considered a Prior Litigating Subdivision.

58. “Product” means any chemical substance, whether used for medicinal or non-medicinal purposes, and whether natural, synthetic, or semi-synthetic, or any finished pharmaceutical product made from or with such substance, that is an opioid or opiate, as well as any product containing any such substance. It also includes: 1) the following when used in combination with opioids or opiates: benzodiazepine, carisoprodol, zolpidem, or gabapentin; and 2) a combination or “cocktail” of any stimulant or other chemical substance prescribed, sold, bought, or dispensed to be used together that includes opioids or opiates. For the
avoidance of doubt, “Product” does not include benzodiazepine, carisoprodol, zolpidem, or gabapentin when not used in combination with opioids or opiates. “Product” includes but is not limited to any substance consisting of or containing buprenorphine, codeine, fentanyl, hydrocodone, hydromorphone, meperidine, methadone, morphine, naloxone, naltrexone, oxycodone, oxymorphone, tapentadol, tramadol, opium, heroin, carfentanil, any variant of these substances, or any similar substance. “Product” also includes any natural, synthetic, semi-synthetic or chemical raw materials, starting materials, finished active pharmaceutical ingredients, drug substances, and any related intermediate products used or created in the manufacturing process for any of the substances described in the preceding sentence.

59. “Reference Date” means the date on which Janssen is to inform the Settling States and MDL PEC of its determination whether there is sufficient resolution of claims and potential claims at the Subdivision level to go forward with the settlement. The Reference Date is February 25, 2022, as extended by written agreement of Janssen and the Enforcement Committee on December 29, 2021.

60. “Released Claims” means any and all Claims that directly or indirectly are based on, arise out of, or in any way relate to or concern the Covered Conduct occurring prior to the Reference Date. Without limiting the foregoing, “Released Claims” include any Claims that have been asserted against the Released Entities by any Settling State or any of its Litigating Subdivisions or Litigating Special Districts in any federal, state or local action or proceeding (whether judicial, arbitral, or administrative) based on, arising out of or relating to, in whole or in part, the Covered Conduct, or any such Claims that could be or could have been asserted now or in the future in those actions or in any comparable action or proceeding brought by a State, any of its Subdivisions or Special Districts, or any Releasors (whether or not such State, Subdivision, Special District, or Releasor has brought such action or proceeding). Released Claims also include all Claims asserted in any proceeding to be dismissed pursuant to the Agreement, whether or not such claims relate to Covered Conduct. The Parties intend that “Released Claims” be interpreted broadly. This Agreement does not release Claims by private individuals. It is the intent of the Parties that Claims by private individuals be treated in accordance with applicable law. Released Claims is also used herein to describe Claims brought by a Later Litigating Subdivision or other non-party Subdivision or Special District that would have been Released Claims if they had been brought by a Releasor against a Released Entity.

61. “Released Entities” means Janssen and (1) all of Janssen’s past and present direct or indirect parents, subsidiaries, divisions, predecessors, successors, assigns, including Noramco, Inc. and Tasmanian Alkaloids PTY. LTD.; (2) the past and present direct or indirect subsidiaries, divisions, and joint ventures, of any of the foregoing; (3) all of Janssen’s insurers (solely in their role as insurers with respect to the Released Claims); (4) all of Janssen’s, or of any entity described in subsection (1), past and present joint ventures; and (5) the respective past and present officers, directors, members, shareholders (solely in their capacity as
shareholders of the foregoing entities), partners, trustees, agents, and employees of any of the foregoing (for actions that occurred during and related to their work for, or employment with, Janssen). Any person or entity described in subsections (3)-(5) shall be a Released Entity solely in the capacity described in such clause and shall not be a Released Entity with respect to its conduct in any other capacity. For the avoidance of doubt, the entities listed in Exhibit Q are not Released Entities; and provided further that any joint venture partner of Janssen or Janssen’s subsidiary is not a Released Entity unless it falls within subsections (1)-(5) above. A list of Janssen’s present subsidiaries and affiliates can be found at https://johnsonandjohnson.gcs-web.com/static-files/f61ae5f3-ff03-46c1-bfc9-174947884db2. Janssen’s predecessor entities include but are not limited to those entities listed on Exhibit J. For the avoidance of doubt, any entity acquired, or joint venture entered into, by Janssen after the Reference Date is not a Released Entity.

62. “Releasors” means (1) each Settling State; (2) each Participating Subdivision; and (3) without limitation and to the maximum extent of the power of each Settling State’s Attorney General and/or Participating Subdivision to release Claims, (a) the Settling State’s and Participating Subdivision’s departments, agencies, divisions, boards, commissions, Subdivisions, districts, instrumentalities of any kind and attorneys, including its Attorney General, and any person in their official capacity whether elected or appointed to serve any of the foregoing and any agency, person, or other entity claiming by or through any of the foregoing, (b) any public entities, public instrumentalities, public educational institutions, unincorporated districts, fire districts, irrigation districts, water districts, law enforcement districts, emergency services districts, school districts, hospital districts and other Special Districts in a Settling State, and (c) any person or entity acting in a parens patriae, sovereign, quasi-sovereign, private attorney general, qui tam, taxpayer, or other capacity seeking relief on behalf of or generally applicable to the general public with respect to a Settling State or Subdivision in a Settling State, whether or not any of them participate in the Agreement. The inclusion of a specific reference to a type of entity in this definition shall not be construed as meaning that the entity is not a Subdivision. In addition to being a Releasor as provided herein, a Participating Subdivision shall also provide the Subdivision Settlement Participation Form or the Election and Release Form referenced in Section VII providing for a release to the fullest extent of the Participating Subdivision’s authority, which shall be attached as an exhibit to the Agreement. Each Settling State’s Attorney General represents that he or she has or has obtained (or will obtain no later than the Initial Participation Date) the authority set forth in the Representation and Warranty subsection of Section IV.

63. “Revocation Event” means with respect to a Bar, Settlement Class Resolution, or Case-Specific Resolution, a legislative amendment or a revocation, rescission, reversal, overruling, or interpretation that in any way limits the effect of such Bar, Settlement Class Resolution, or Case-Specific Resolution on Released Claims or any other action or event that otherwise deprives the Bar, Settlement Class Resolution or Case-Specific Resolution of force or effect in any material respect.
64. “Settlement Class Resolution” means a class action resolution in a court of competent jurisdiction in a Settling State with respect to a class of Subdivisions and Special Districts in that State that (1) conforms with that Settling State’s statutes, case law, and/or rules of procedure regarding class actions; (2) is approved and entered as an order of a court of competent jurisdiction in that State and has become final as defined in “State-Specific Finality”; (3) is binding on all Non-Participating Subdivisions and Special Districts in that State (other than opt outs as permitted under the next sentence); (4) provides that all such Non-Participating Subdivisions or Special Districts may not bring Released Claims against Released Entities, whether on the ground of the Agreement (or the releases herein) or otherwise; and (5) does not impose any costs or obligations on Janssen other than those provided for in the Agreement, or contain any provision inconsistent with any provision of the Agreement. If applicable state law requires that opt-out rights be afforded to members of the class, a class action resolution otherwise meeting the foregoing requirements shall qualify as a Settlement Class Resolution unless Subdivisions collectively representing more than 1% of the total population of all of that State’s Subdivisions listed in Exhibit G opt out. In seeking certification of any Settlement Class, the applicable State and Participating Subdivisions shall make clear that certification is sought solely for settlement purposes and shall have no applicability beyond approval of the settlement for which certification is sought. Nothing in this Agreement constitutes an admission by any Party that class certification would be appropriate for litigation purposes in any case.

65. “Settlement Fund” means the interest-bearing fund established under the Agreement into which all payments by Janssen are made other than amounts paid as attorneys’ fees and costs or identified pursuant to subsection VI.B.2 as being used to pay attorneys’ fees and costs. The Settlement Fund comprises the Abatement Accounts Fund, State Fund, and Subdivision Fund.

66. “Settlement Fund Administrator” means the entity that determines the Annual Payments (including calculating Incentive Payments pursuant to Section V) and any amounts subject to suspension or offset pursuant to Sections V and IX), determines the Participation Tier, and administers and distributes amounts into the Settlement Fund. The duties of the Settlement Fund Administrator shall be governed by this Agreement. Prior to the Initial Participation Date, the Parties shall agree to selection and removal processes for and a detailed description of the Settlement Fund Administrator’s duties, including a detailed mechanism for paying the Settlement Fund Administrator’s fees and costs, all of which shall be appended to the Agreement as Exhibit L.

67. “Settlement Fund Escrow” means the interest-bearing escrow fund established pursuant to this Agreement to hold disputed or suspended payments made under this Agreement.

68. “Settlement Payment Schedule” means the schedule of payments attached to this Agreement as Exhibit M. A revised Settlement Payment Schedule will be
substituted for Exhibit M after any offsets, reductions, or suspensions under Sections V and IX are determined.

69. “Settling State” means any State that has entered the Agreement.

70. “Special District” means a formal and legally recognized sub-entity of a State that is authorized by State law to provide one or a limited number of designated functions, including but not limited to school districts, fire districts, healthcare & hospital districts, and emergency services districts. Special Districts do not include sub-entities of a State that provide general governance for a defined area that would qualify as a Subdivision.

71. “State” means any state of the United States of America, the District of Columbia, American Samoa, Guam, the Northern Mariana Islands, Puerto Rico, and the U.S. Virgin Islands. Additionally, the use of non-capitalized “state” to describe something (e.g., “state court”) shall also be read to include parallel entities in commonwealths, territories, and the District of Columbia (e.g., “territorial court”).

72. “State Fund” means a component of the Settlement Fund described in subsection VI.C.

73. “State-Specific Finality” means, with respect to the Settling State in question:

a. the Agreement and the Consent Judgment have been approved and entered by the Court as to Janssen, including the release of all Released Claims against Released Entities as provided in this Agreement;

b. for all lawsuits brought by the Settling State against Released Entities for Released Claims, either previously filed or filed as part of the entry of the Consent Judgment, the Court has stated in the Consent Judgment or otherwise entered an order finding that all Released Claims against Released Entities asserted in the lawsuit have been resolved by agreement; and

c. (1) the time for appeal or to seek review of or permission to appeal from the approval and entry as described in subsection (a) hereof and entry of such order described in subsection (b) hereof has expired; or (2) in the event of an appeal, the appeal has been dismissed or denied, or the approval and entry described in (a) hereof and the order described in subsection (b) hereof have been affirmed in all material respects (to the extent challenged in the appeal) by the court of last resort to which such appeal has been taken and such dismissal or affirmance has become no longer subject to further appeal (including, without limitation, review by the United States Supreme Court).

74. “State-Subdivision Agreement” means an agreement that a Settling State reaches with the Subdivisions in that State regarding the allocation, distribution, and/or use of funds allocated to that State and to Participating Subdivisions in that State.
A State-Subdivision Agreement shall be effective if approved pursuant to the provisions of Exhibit O or if adopted by statute. Preexisting agreements addressing funds other than those allocated pursuant to this Agreement shall qualify if the approval requirements of Exhibit O are met. A State and its Subdivisions may revise, supplement, or refine a State-Subdivision Agreement if approved pursuant to the provisions of Exhibit O or if adopted by statute.

75. “Statutory Trust” means a trust fund established by state law to receive funds allocated to a State’s Abatement Accounts Fund and restrict their expenditure to Opioid Remediation purposes subject to reasonable administrative expenses. A State may give a Statutory Trust authority to allocate one or more of the three Settlement Funds, but this is not required.

76. “Subdivision” means a formal and legally recognized sub-entity of a State that provides general governance for a defined area, including a county, parish, city, town, village, or similar entity. Unless otherwise specified, “Subdivision” includes all functional counties and parishes and other functional levels of sub-entities of a State that provide general governance for a defined area. Historic, non-functioning sub-entities of a State (such as Connecticut counties) are not Subdivisions, unless the entity has filed a lawsuit that includes a Released Claim against a Released Entity in a direct, parens patriae, or any other capacity. For purposes of this Agreement, the term Subdivision does not include Special Districts. A list of Subdivisions by state will be agreed to prior to any Subdivision sign-on period.

77. “Subdivision Allocation Percentage” means for Subdivisions in a Settling State that are eligible to receive an allocation from the Subdivision Fund pursuant to subsection VI.C or subsection VI.D, the percentage as set forth in Exhibit G. The aggregate Subdivision Allocation Percentage of all Subdivisions receiving a Subdivision Allocation Percentage in each State shall equal 100%. Immediately upon the effectiveness of any State-Subdivision Agreement, Allocation Statute, Statutory Trust, or voluntary redistribution allowed by subsection VI.D.3 (or upon the effectiveness of an amendment to any State-Subdivision Agreement, Allocation Statute, Statutory Trust, or voluntary redistribution allowed by subsection VI.D.3) that addresses allocation from the Subdivision Fund, or upon any, whether before or after the Initial Participation Date, Exhibit G will automatically be amended to reflect the allocation from the Subdivision Fund pursuant to the State-Subdivision Agreement, Allocation Statute, Statutory Trust, or voluntary redistribution allowed by Section V.D.3. The Subdivision Allocation Percentages contained in Exhibit G may not change once notice is distributed pursuant to subsection VII.A, except upon the effectiveness of any State-Subdivision Agreement, Allocation Statute, Statutory Trust, or voluntary redistribution allowed by subsection VI.D.3 (or upon the effectiveness of an amendment to any State-Subdivision Agreement, Allocation Statute, Statutory Trust, or voluntary redistribution allowed by subsection VI.D.3) that addresses allocation from the Subdivision Fund. For the avoidance of doubt, no Subdivision
78. “Subdivision Fund” means a component of the Settlement Fund described in subsection VI.C.

79. “Subdivision Settlement Participation Form” means the form attached as Exhibit K that Participating Subdivisions must execute and return to the Settlement Fund Administrator, and which shall (1) make such Participating Subdivisions signatories to this Agreement, (2) include a full and complete release of any and of such Subdivision’s claims, and (3) require the prompt dismissal with prejudice of any Released Claims that have been filed by any such Participating Subdivision.

80. “Threshold Motion” means a motion to dismiss or equivalent dispositive motion made at the outset of litigation under applicable procedure. A Threshold Motion must include as potential grounds for dismissal, any applicable Bar or the relevant release by a Settling State or Participating Subdivision provided under this Agreement and, where appropriate under applicable law, any applicable limitations defense.

81. “Trigger Date” means, in the case of a Primary Subdivision, the Reference Date, or, in the case of all other Subdivisions, the Preliminary Agreement Date.

II. Participation by States and Condition to Preliminary Agreement

A. Notice to States. On July 22, 2021 this Agreement shall be distributed to all States. The States’ Attorneys General shall then have a period of thirty (30) days to decide whether to become Settling States. States that determine to become Settling States shall so notify the National Association of Attorneys General and Janssen and shall further commit to obtaining any necessary additional State releases prior to the Reference Date. This notice period may be extended by written agreement of Janssen and the Enforcement Committee.

B. Condition to Preliminary Agreement. Following the notice period set forth in subsection II.A above, Janssen shall determine on or before the Preliminary Agreement Date whether, in its sole discretion, enough States have agreed to become Settling States to proceed with notice to Subdivisions as set forth in Section VII below. If Janssen determines that this condition has been satisfied, and that notice to the Litigating Subdivisions should proceed, it will so notify the Settling States by providing notice to the Enforcement Committee and Settlement Fund Administrator on the Preliminary Agreement Date. If Janssen determines that this condition has not been satisfied, it will so notify the Settling States by providing notice to the Enforcement Committee and Settlement Fund Administrator, and this Agreement will have no further effect and all releases and other commitments or obligations contained herein will be void.

C. Later Joinder by States. After the Preliminary Agreement Date, a State may only become a Settling State with the consent of Janssen, in its sole discretion. If a State becomes a
Settling State more than sixty (60) days after the Preliminary Agreement Date, but on or before January 1, 2022, the Subdivisions and Special Districts in that State that become Participating Subdivisions and Participating Special Districts within ninety (90) days of the State becoming a Settling State shall be considered Initial Participating Subdivisions or Initial Participating Special Districts. A State may not become a Settling State after January 1, 2022.

III. **Injunctive Relief**

A. *Entry of Injunctive Relief.* As part of the Consent Judgment, the Parties agree to the injunctive relief terms attached as Exhibit P.

IV. **Release**

A. *Scope.* As of the Effective Date, the Released Entities will be released and forever discharged from all of the Releasors’ Released Claims. Each Settling State (for itself and its Releasors) and Participating Subdivision (for itself and its Releasors) will, on or before the Effective Date, absolutely, unconditionally, and irrevocably covenant not to bring, file, or claim, or to cause, assist in bringing, or permit to be brought, filed, or claimed, or to otherwise seek to establish liability for any Released Claims against any Released Entity in any forum whatsoever. The releases provided for in the Agreement are intended by the Parties to be broad and shall be interpreted so as to give the Released Entities the broadest possible bar against any liability relating in any way to Released Claims and extend to the full extent of the power of each Settling State and its Attorney General to release claims. The Release shall be a complete bar to any Released Claim.

B. *Claim Over and Non-Party Settlement.*

1. *Statement of Intent.* It is the intent of the Parties that:
   a. Released Entities should not seek contribution or indemnification (other than pursuant to an insurance contract) from other parties for their payment obligations under this Settlement Agreement;
   b. the payments made under this Settlement Agreement shall be the sole payments made by the Released Entities to the Releasors involving, arising out of, or related to Covered Conduct (or conduct that would be Covered Conduct if engaged in by a Released Entity);
   c. Claims by Releasors against non-Parties should not result in additional payments by Released Entities, whether through contribution, indemnification or any other means; and
   d. the Settlement meets the requirements of the Uniform Contribution Among Joint Tortfeasors Act and any similar state law or doctrine that reduces or discharges a released party’s liability to any other parties.
e. The provisions of this subsection IV.B are intended to be implemented consistent with these principles. This Agreement and the releases and dismissals provided for herein are made in good faith.

2. 

*Contribution/Indemnity Prohibited.* No Released Entity shall seek to recover for amounts paid under this Agreement based on indemnification, contribution, or any other theory from a manufacturer, pharmacy, hospital, pharmacy benefit manager, health insurer, third-party vendor, trade association, distributor, or health care practitioner, provided that a Released Entity shall be relieved of this prohibition with respect to any entity that asserts a Claim-Over against it. For the avoidance of doubt, nothing herein shall prohibit a Released Entity from recovering amounts owed pursuant to insurance contracts.

3. 

*Non-Party Settlement.* To the extent that, on or after the Reference Date, any Relesor enters into a Non-Party Settlement, including in any bankruptcy case or through any plan of reorganization (whether individually or as a class of creditors), the Relesor will include (or in the case of a Non-Party Settlement made in connection with a bankruptcy case, will cause the debtor to include), unless prohibited from doing so under applicable law, in the Non-Party Settlement a prohibition on contribution or indemnity of any kind substantially equivalent to that required from Janssen in subsection IV.B.2, or a release from such Non-Released Entity in favor of the Released Entities (in a form equivalent to the releases contained in this Agreement) of any Claim-Over. The obligation to obtain the prohibition and/or release required by this subsection is a material term of this Agreement.

4. 

*Claim-Over.* In the event that any Relesor obtains a judgment with respect to Non-Party Covered Conduct against a Non-Released Entity that does not contain a prohibition like that in subsection IV.B.3, or any Relesor files a Non-Party Covered Conduct Claim against a non-Released Entity in bankruptcy or a Relesor is prevented for any reason from obtaining a prohibition/release in a Non-Party Settlement as provided in subsection IV.B.3, and such Non-Released Entity asserts a Claim-Over against a Released Entity, that Relesor and Janssen shall take the following actions to ensure that the Released Entities do not pay more with respect to Covered Conduct to Relesors or to Non-Released Entities than the amounts owed under this Settlement Agreement by Janssen:

a. Janssen shall notify that Relesor of the Claim-Over within sixty (60) days of the assertion of the Claim-Over or sixty (60) days of the Effective Date of this Settlement Agreement, whichever is later;

b. Janssen and that Relesor shall meet and confer concerning the means to hold Released Entities harmless and ensure that it is not required to pay more with respect to Covered Conduct than the amounts owed by Janssen under this Settlement Agreement;
c. That Releasor and Janssen shall take steps sufficient and permissible under the law of the State of the Releasor to hold Released Entities harmless from the Claim-Over and ensure Released Entities are not required to pay more with respect to Covered Conduct than the amounts owed by Janssen under this Settlement Agreement. Such steps may include, where permissible:

1. Filing of motions to dismiss or such other appropriate motion by Janssen or Released Entities, and supported by Releasors, in response to any claim filed in litigation or arbitration;

2. Reduction of that Releasor’s Claim and any judgment it has obtained or may obtain against such Non-Released Entity by whatever amount or percentage is necessary to extinguish such Claim-Over under applicable law, up to the amount that Releasor has obtained, may obtain, or has authority to control from such Non-Released Entity;

3. Placement into escrow of funds paid by the Non-Released Entities such that those funds are available to satisfy the Claim-Over;

4. Return of monies paid by Janssen to that Releasor under this Settlement Agreement to permit satisfaction of a judgment against or settlement with the Non-Released Entity to satisfy the Claim-Over;

5. Payment of monies to Janssen by that Releasor to ensure it is held harmless from such Claim-Over, up to the amount that Releasor has obtained, may obtain, or has authority to control from such Non-Released Entity;

6. Credit to Janssen under this Settlement Agreement to reduce the overall amounts to be paid under the Settlement Agreement such that it is held harmless from the Claim-Over; and

7. Such other actions as that Releasor and Janssen may devise to hold Janssen harmless from the Claim Over.

d. The actions of that Releasor and Janssen taken pursuant to paragraph (c) must, in combination, ensure Janssen is not required to pay more with respect to Covered Conduct than the amounts owed by Janssen under this Settlement Agreement.

e. In the event of any dispute over the sufficiency of the actions taken pursuant to paragraph (c), that Releasor and Janssen may seek review by the National Arbitration Panel, provided that, if the parties agree, such dispute may be heard by the state court where the relevant Consent Judgment was filed. The National Arbitration Panel shall have authority to
require Releasors to implement a remedy that includes one or more of the actions specified in paragraph (c) sufficient to hold Released Entities fully harmless. In the event that the panel’s actions do not result in Released Entities being held fully harmless, Janssen shall have a claim for breach of this Settlement Agreement by Releasors, with the remedy being payment of sufficient funds to hold Janssen harmless from the Claim-Over. For the avoidance of doubt, the prior sentence does not limit or eliminate any other remedy that Janssen may have.

5. To the extent that the Claim-Over is based on a contractual indemnity, the obligations under subsection IV.B.4 shall extend solely to a Non-Party Covered Conduct Claim against a pharmacy, clinic, hospital or other purchaser or dispenser of Products, a manufacturer that sold Products, a consultant, and/or a pharmacy benefit manager or other third-party payor. Janssen shall notify the Settling States, to the extent permitted by applicable law, in the event that any of these types of Non-Released Entities asserts a Claim-Over arising out of contractual indemnity against it.

C. General Release. In connection with the releases provided for in the Agreement, each Settling State (for itself and its Releasors) and Participating Subdivision expressly waives, releases, and forever discharges any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States or other jurisdiction, or principle of common law, which is similar, comparable, or equivalent to § 1542 of the California Civil Code, which reads:

**General Release; extent.** A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

A Releasor may thereafter discover facts other than or different from those which it knows, believes, or assumes to be true with respect to the Released Claims, but each Settling State (for itself and its Releasors) and Participating Subdivision hereby expressly waives and fully, finally, and forever settles, releases, and discharges, upon the Effective Date, any and all Released Claims that may exist as of such date but which Releasors do not know or suspect to exist, whether through ignorance, oversight, error, negligence or through no fault whatsoever, and which, if known, would materially affect the Settling States’ decision to enter into the Agreement or the Participating Subdivisions’ decision to participate in the Agreement.

D. Res Judicata. Nothing in the Agreement shall be deemed to reduce the scope of the res judicata or claim preclusive effect that the settlement memorialized in the Agreement, and/or any Consent Judgment or other judgment entered on the Agreement, gives rise to under applicable law.
E. **Representation and Warranty.** The signatories hereto on behalf of their respective Settling States and its Participating Subdivisions expressly represent and warrant that they will obtain on or before the Effective Date (or have obtained) the authority to settle and release, to the maximum extent of the State’s power, all Released Claims of (1) their respective Settling States; (2) all past and present executive departments, state agencies, divisions, boards, commissions and instrumentalities with the regulatory authority to enforce state and federal controlled substances acts; (3) any of their respective Settling State’s past and present executive departments, agencies, divisions, boards, commissions, and instrumentalities that have the authority to bring Claims related to Covered Conduct seeking money (including abatement and/or remediation) or revocation of a pharmaceutical distribution license; and (4) any Participating Subdivisions. For the purposes of clause (3) above, executive departments, agencies, divisions, boards, commissions, and instrumentalities are those that are under the executive authority or direct control of the State’s Governor. Also, for the purposes of clause (3), a release from a State’s Governor is sufficient to demonstrate that the appropriate releases have been obtained.

F. **Effectiveness.** The releases set forth in the Agreement shall not be impacted in any way by any dispute that exists, has existed, or may later exist between or among the Releasors. Nor shall such releases be impacted in any way by any current or future law, regulation, ordinance, or court or agency order limiting, seizing, or controlling the distribution or use of the Settlement Fund or any portion thereof, or by the enactment of future laws, or by any seizure of the Settlement Fund or any portion thereof.

G. **Cooperation.** Releasors (i) will not encourage any person or entity to bring or maintain any Released Claim against any Released Entity and (ii) will reasonably cooperate with and not oppose any effort by a Released Entity to secure the prompt dismissal of any and all Released Claims.

H. **Non-Released Claims.** Notwithstanding the foregoing or anything in the definition of Released Claims, the Agreement does not waive, release or limit any criminal liability, Claims for any outstanding liability under any tax or securities law, Claims against parties who are not Released Entities, Claims by private individuals and any claims arising under the Agreement for enforcement of the Agreement.

V. **Monetary Relief and Payments**

A. **Structure of Payments**

1. All payments under this Section V shall be made into the Settlement Fund, except that where specified, they shall be made into the Settlement Fund Escrow. The Settlement Fund shall be allocated and used only as specified in Section VI.

2. Janssen shall pay into the Settlement Fund the sum of Four Billion, Five Hundred Thirty-Four Million, Six Hundred Fifteen Thousand, Three Hundred Eighty-Five Dollars ($4,534,615,385) minus (1) the offsets and credits specified in subsection

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*revised March 30, 2022*
3. The payments to the Settlement Fund shall be divided into base and incentive payments as provided in subsections V.D and V.E below.

B. Payment Process

1. Except as otherwise provided in this Agreement, Janssen shall make two Initial Year Payments and nine (9) Annual Payments. The Initial Year Payments will consist of base payments. The first Annual Payment shall consist of incentive payments and subsequent Annual Payments shall each consist of base and incentive payments. The amount of all Initial Year Payments and Annual Payments shall be determined by the Settlement Fund Administrator applying Section V and Exhibit M. The Payment Date for the first Initial Year Payment shall be no later than ninety (90) days after the Effective Date. The Payment Date for the second Initial Year Payment shall be no later than July 15, 2022. The Payment Date for the first Annual Payment shall be no later than one year and sixty days following the Effective Date; the Payment Date for the second Annual Payment shall be no later than two years and sixty days following the Effective Date, and so forth, until all Annual Payments are made.

2. All data relevant to the determination of each such payment shall be submitted to the Settlement Fund Administrator sixty (60) days prior to the Payment Date for each payment. Prior to the Initial Participation Date, the Parties will include an exhibit to the Agreement setting forth in detail the process for submitting such data to the Settlement Fund Administrator prior to each Payment Date. The Settlement Fund Administrator shall then determine the Initial Year Payment or Annual Payment and the amount to be paid to each Settling State and its Participating Subdivisions, consistent with the provisions in Exhibit L, by:

   a. determining, for each Settling State, the amount of base and incentive payments to which the State is entitled by applying the criteria in this Section;

   b. applying any reductions, suspensions, or offsets required by Sections V and IX; and

   c. determining the total amount owed by Janssen to all Settling States and Participating Subdivisions.

3. The Settlement Fund Administrator shall then allocate the Initial Year Payment or Annual Payment pursuant to Section VI among the Settling States, among the separate types of funds for each Settling State (if applicable), and among the Participating Subdivisions.

4. As soon as possible, but no later than fifty (50) days prior to the Payment Date for each payment and following the determination described in subsection V.B.2, the
Settlement Fund Administrator shall give notice to Janssen, the Settling States, and the Enforcement Committee of the amount of the Initial Year Payment or Annual Payment, the amount to be received by each Settling State, the amount to be received by the separate types of funds for each Settling State (if applicable), and the amount to be received by each Settling State’s Participating Subdivisions.

5. Within twenty-one (21) days of the notice provided by the Settlement Fund Administrator, any party may dispute, in writing, the calculation of the Initial Year Payment or Annual Payment, or the amount to be received by a Settling State and/or its Participating Subdivisions. Such disputing party must provide a written notice of dispute to the Settlement Fund Administrator, the Enforcement Committee, any affected Settling State, and Janssen identifying the nature of the dispute, the amount of money that is disputed, and the Settling State(s) affected.

6. Within twenty-one (21) days of the sending of a written notice of dispute, any affected party may submit a response, in writing, to the Settlement Fund Administrator, the Enforcement Committee, any affected Settling State, and Janssen identifying the basis for disagreement with the notice of dispute.

7. If no response is filed, the Settlement Fund Administrator shall adjust the amount calculated consistent with the written notice of dispute, and Janssen shall pay the adjusted amount as the Initial Year Payment or Annual Payment on the Payment Date. If a written response to the written notice of dispute is timely sent to the Settlement Fund Administrator, the Settlement Fund Administrator shall notify Janssen of the preliminary amount to be paid, which shall be the greater of the amount originally calculated by the Settlement Fund Administrator or the amount that would be consistent with the notice of dispute, provided, however that in no circumstances shall the preliminary amount to be paid be higher than the maximum amount of base and incentive payments for that payment as set forth in Exhibit M. For the avoidance of doubt, a transfer of suspended payments from the Settlement Fund Escrow does not count toward determining whether the amount to be paid is higher than the maximum amount of base and incentive payments for that payment as set forth in Exhibit M.

8. The Settlement Fund Administrator shall place any disputed amount of the preliminary amount paid by Janssen into the Settlement Fund Escrow and shall disburse any undisputed amount to each Settling State and its Participating Subdivisions receiving direct allocations within fifteen (15) days of the Payment Date or at such later time as directed by each Settling State.

9. Disputes described in this subsection (other than those for which no response is filed under subsection V.B.6) shall be resolved in accordance with the terms of Section XII.

10. The process described in this subsection V.B shall also apply to accelerated payments made pursuant to Incentive A under subsection V.E.4.
11. For the avoidance of doubt, Subdivisions not listed on Exhibit G shall not receive an allocation from the Subdivision Fund.

C. Offsets for Non-Settling States and Credits

1. A credit of Two Hundred and Seventy Million Dollars ($270,000,000) shall be deducted from the maximum Settlement Fund amount to be paid by Janssen under subsection V.A.2 above and applied to the payment amounts as specified by Exhibit M. For the avoidance of doubt, the base payments and maximum incentive payment amounts shown on Exhibit M already reflect the deduction of the offset.

2. In addition to the credit, an offset equal to Four Billion, Two Hundred Sixty-Four Million, Six Hundred Fifteen Thousand, Three Hundred Eighty-Five Dollars ($4,264,615,385) times the percentage allocation assigned to each Non-Settling State in Exhibit F shall be deducted from the total amount to be paid by Janssen to the Settlement Fund under subsection V.A.2 above.

3. Notwithstanding any other provision of this Agreement or any other agreement, in the event that: (1) Janssen enters into an agreement with any Settling State that resolves with finality such Settling State’s Claims consistent with Section IV of this Agreement and such agreement has an effective date prior to the Effective Date of this Agreement (such agreement, a “State-Specific Agreement”) and (2) pursuant to the terms of the State-Specific Agreement, any payments, or any portion thereof, made by Janssen thereunder are made in lieu of any payments (for the avoidance of doubt, including the Additional Restitution Amount), or any portion thereof, to be made under this Agreement and Janssen makes such a payment pursuant to the State-Specific Agreement, then Janssen will reduce any payments allocable to such Settling State (whether made to the Settlement Fund Escrow or the Settlement Fund) made pursuant to this Agreement to the extent such amount was already paid pursuant to the terms of the State-Specific Agreement. This provision includes but is not limited to any corresponding amounts already paid to the Qualified Settlement Fund established under the Agreement between Janssen and the State of New York dated June 25, 2021.

4. Non-Settling States shall not be eligible for any payments or have any rights in connection with this Agreement. Accordingly, the stated maximum dollar amounts of the payments specified in Exhibit M are reduced by the aggregate Overall Allocation Percentage of Non-Settling States as set forth in Exhibit F.

D. Base Payments

1. Janssen shall make base payments into the Settlement Fund totaling One Billion, Nine Hundred Forty-Two Million, Three Hundred Forty-Six Thousand, One Hundred Fifty-Five Dollars ($1,942,346,155) minus the offsets and credits specified in subsection V.C above. The base payments will be paid in accordance
with the payment schedule specified by Exhibit M, subject to potential acceleration and potential deductions as provided herein.

2. The base payments will be allocated by Settling State proportionate to each Settling State’s assigned percentages in Exhibit F, adjusted for any Non-Settling States.

3. If a State qualifies for Incentive A (described below), Janssen will accelerate the base payment schedule so that the State receives its Payment Year 1-4 base payment allocations and full Payment Year 1-4 Incentive A payment amounts within ninety (90) days of notice, on or after the Effective Date, of the Bar’s implementation. Payment Year 5-10 payments are made annually and cannot be accelerated.

4. The exemplar payment schedule in Exhibit M does not account for deductions for offsets or unearned incentives, which will be separately calculated for each payment.

E. Incentive Payments

1. Janssen shall make incentive payments into the Settlement Fund potentially totaling up to Two Billion, Three Hundred Twenty-Two Million, Two Hundred Sixty-Nine Thousand, Two Hundred Thirty Dollars ($2,322,269,230), consisting of $2,109,038,461 for Incentive A (or, alternatively up to $2,109,038,461 for combined Incentives B and C if Incentive A is not achieved) and $213,230,769 for Incentive D, prior to being adjusted for credits if every State is a Settling State and were to satisfy the requirements specified below to earn its maximum incentive amount. The incentive payments will be paid in accordance with the payment schedule in Exhibit M, subject to potential acceleration and potential deductions as provided herein.

2. The maximum incentive amount for any Settling State shall be $2,322,269,230 times the percentage allocation assigned that Settling State in Exhibit F.

3. A Settling State may qualify to receive incentive payments in addition to base payments if, as of the Incentive Payment Final Eligibility Date, it meets the incentive eligibility requirements specified below. Settling States may qualify for incentive payments in four ways. If a Settling State qualifies for “Incentive A,” it will become entitled to receive the maximum Incentive A payment allocable to the State as stated in subsection V.E.1. If a Settling State does not qualify for Incentive A, it can alternatively qualify for “Incentive B” and/or “Incentive C.” A Settling State can qualify for “Incentive D” regardless of whether it qualifies for another incentive payment. The Incentive Payment Final Eligibility Date is not relevant to Incentive D.
4. *Incentive A: Accelerated Incentive Payment for Full Participation.*

a. A Settling State shall receive an accelerated Incentive A payment allocable to the State for full participation as described in subsection V.E.4.b.

b. A State qualifies for Incentive A by: (1) complete participation in the form of releases consistent with Section IV above from all Litigating Subdivisions and Litigating Special Districts, Non-Litigating Subdivisions with population over 10,000, and Non-Litigating Covered Special Districts (as defined in subsection V.E.7.e); (2) a Bar; or (3) a combination of approaches in clauses (1)-(2) that achieves the same level of resolution of Subdivision and Special District claims (e.g., a law barring future litigation combined with full joinder by Litigating Subdivisions and Litigating Special Districts). For purposes of Incentive A, a Subdivision or Special District is considered a “Litigating Subdivision” or “Litigating Special District” if it has brought Released Claims against Released Entities on or before the Reference Date; all other Subdivisions and Special Districts are considered “Non-Litigating.” For purposes of Incentive A, Non-Litigating Special Districts shall not include a Special District with any of the following words or phrases in its name: mosquito, pest, insect, spray, vector, animal, air quality, air pollution, clean air, coastal water, tuberculosis, and sanitary.

c. Qualification for Incentive A entitles the qualifying Settling State to expedited payment of base payments and incentive payments for Payment Years 1-4, which Janssen shall pay into the Settlement Fund within ninety (90) days after receiving notice from the Settlement Fund Administrator that a State has qualified for Incentive A, but in no event less than ninety (90) days from the Effective Date. Base and incentive payments for Payment Years 5-10 will not be expedited.

d. If a Settling State qualifies for Incentive A after receiving an incentive payment under Incentives B or C, described below, the Settling State’s payments under Incentive A will equal the remainder of its total Incentive A payments less any payments previously received under Incentives B or C. A Settling State that receives all of its maximum incentive allocation under Incentive A shall not receive additional incentive payments under Incentives B or C.

e. A Settling State that is not eligible for Incentive A as of the Incentive Payment Final Eligibility Date shall not be eligible for Incentive A for that Payment Year or any subsequent Payment Years.
5. **Incentive B: Early Participation or Released Claims by Litigating Subdivisions and Litigating Special Districts.**

a. If a Settling State does not qualify for Incentive A, it may still qualify to receive up to 60% of its total potential Incentive A payment allocation under Incentive B.

b. A Settling State can qualify for an Incentive B payment if Litigating Subdivisions and Litigating Special Districts collectively representing at least 75% of the Settling State’s litigating population are either Participating Subdivisions or have their claims resolved through Case-Specific Resolutions.

(1) A Settling State’s litigating population is the sum of the population of all Litigating Subdivisions and Litigating Special Districts. A Settling State’s litigating population shall include all Litigating Subdivisions and Litigating Special Districts whose populations overlap in whole or in part with other Litigating Subdivisions and Litigating Special Districts, for instance in the case of a Litigating Special District, city, or township contained within a county.

(2) For example, if a Litigating Special District and a city that is a Litigating Subdivision are located within a county that is a Litigating Subdivision, then each of their individual populations would be added together to determine the total litigating population. Special District populations shall be counted in the manner set forth in subsection XIII.C. If each qualifies as a Litigating Subdivision or Litigating Special District and the county has a population of 10, the City has a population of 8, and the Special District has a population of 1, the total litigating population would be 19.

c. The following time periods apply to Incentive B payments:

(1) **Period 1:** Zero to two hundred ten (210) days after the Effective Date.

(2) **Period 2:** Two hundred eleven (211) days to one year after the Effective Date.

(3) **Period 3:** One year and one day to two years after the Effective Date.

d. **Within Period 1:** If Litigating Subdivisions and Litigating Special Districts collectively representing at least 75% of a Settling State’s litigating population are Participating Subdivisions or have their claims resolved through Case-Specific Resolutions during Period 1, a sliding scale will determine the share of the funds available under Incentive B, with a
maximum of 60% of the Settling State’s total potential incentive payment allocation available. Under that sliding scale, if Litigating Subdivisions and Litigating Special Districts collectively representing 75% of a Settling State’s litigating population become Participating Subdivisions or achieve Case-Specific Resolution status by the end of Period 1, a Settling State will receive 50% of the total amount available to it under Incentive B. If more Litigating Subdivisions and Litigating Special Districts become Participating Subdivisions or achieve Case-Specific Resolution status, the Settling State shall receive an increased percentage of the total amount available to it under Incentive B as shown in the table below.

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e. **Within Period 2**: If a Settling State did not qualify for an Incentive B payment in Period 1, but Litigating Subdivisions and Litigating Special Districts collectively representing at least 75% of the Settling State’s litigating population become Participating Subdivisions or achieve Case-Specific Resolution status by the end of Period 2, then the Settling State qualifies for 75% of the Incentive B payment it would have qualified for in Period 1.

f. **Within Period 3**: If a Settling State did not qualify for an Incentive B payment in Periods 1 or 2, but Litigating Subdivisions and Litigating Special Districts collectively representing at least 75% of the Settling State’s litigating population become Participating Subdivisions or achieve Case-Specific Resolution status by the end of Period 3, then the Settling State qualifies for 50% of the Incentive B payment it would have qualified for in Period 1.

g. A Settling State that receives the Incentive B payment for Periods 1 and/or 2 can receive additional payments if it secures participation from additional Litigating Subdivisions and Litigating Special Districts (or Case-Specific Resolutions of their claims) during Periods 2 and/or 3.
Those additional payments would equal 75% (for additional participation or Case-Specific Resolutions during Period 2) and 50% (for additional participation or Case-Specific Resolutions during Period 3) of the amount by which the increased litigating population levels would have increased the Settling State’s Incentive B payment if they had been achieved in Period 1.

h. If Litigating Subdivisions and Litigating Special Districts that have become Participating Subdivisions or achieved Case-Specific Resolution status collectively represent less than 75% of a Settling State’s litigating population by the end of Period 3, the Settling State shall not receive any Incentive B payment.

i. If there are no Litigating Subdivisions or Litigating Special Districts in a Settling State, and that Settling State is otherwise eligible for Incentive B, that Settling State will receive its full allocable share of Incentive B.

j. Incentives earned under Incentive B shall accrue after each of Periods 1, 2, and 3. After each period, the Settlement Fund Administrator shall conduct a look-back to assess which Settling States vested an Incentive B payment in the preceding period. Based on the look-back, the Settlement Fund Administrator will calculate the incentives accrued under Incentive B for the period; provided that the percentage of Incentive B for which a Settling State is eligible as of the Incentive Payment Final Eligibility Date shall cap its eligibility for that Payment Year and all subsequent Payment Years.

6. *Incentive C: Early Participation of Subdivisions*

a. If a Settling State does not qualify for Incentive A, it may still qualify to receive up to 40% of its total potential Incentive A payment allocation under Incentive C, which has two parts.

(1) **Part 1:** Under Incentive C, Part 1, a Settling State can receive up to 75% of its Incentive C allocation. A Settling State can qualify for a payment under Incentive C, Part 1 only if Primary Subdivisions (whether Litigating Primary Subdivisions or Non-Litigating Primary Subdivisions as of the Reference Date) representing at least 60% of the Settling State’s Primary Subdivision population become Participating Subdivisions or achieve Case-Specific Resolution status.

(2) A Settling State’s Primary Subdivision population is the sum of the population of all Primary Subdivisions (whether Litigating Primary Subdivisions or Non-Litigating Primary Subdivisions as of the Reference Date). Because Subdivisions include Subdivisions whose populations overlap in whole or in part with other
Subdivisions, for instance in the case of a city or township contained within a county, the Settling State’s Primary Subdivision population is greater than Settling State’s total population. (Special Districts are not relevant for purposes of Incentive C calculations.)

(3) A sliding scale will determine the share of the funds available under Incentive C, Part 1 to Settling States meeting the minimum 60% threshold. Under that sliding scale, if a Settling State secures participation or Case-Specific Resolutions from Primary Subdivisions representing 60% of its total Primary Subdivision population, it will receive 40% of the total amount potentially available to it under Incentive C, Part 1. If a Settling State secures participation or Case-Specific Resolutions from Primary Subdivisions representing more than 60% of its Primary Subdivision population, the Settling State shall be entitled to receive a higher percentage of the total amount potentially available to it under Incentive C, Part 1, on the scale shown in the table below. If there are no Primary Subdivisions, and that Settling State is otherwise eligible for Incentive C, that Settling State will receive its full allocable share of Incentive C, Part 1.

<table>
<thead>
<tr>
<th>Participation or Case-Specific Resolution Levels (As percentage of total Primary Subdivision population)</th>
<th>Incentive C Award (As percentage of total amount available to State under Incentive C, Part 1)</th>
</tr>
</thead>
<tbody>
<tr>
<td>60%</td>
<td>40%</td>
</tr>
<tr>
<td>70%</td>
<td>45%</td>
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<tr>
<td>80%</td>
<td>50%</td>
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<td>85%</td>
<td>55%</td>
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<td>90%</td>
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<td>93%</td>
<td>80%</td>
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<tr>
<td>94%</td>
<td>90%</td>
</tr>
<tr>
<td>95%</td>
<td>100%</td>
</tr>
</tbody>
</table>

b. Part 2: If a Settling State qualifies to receive an incentive under Incentive C, Part 1, the State can also qualify to receive an additional incentive amount equal to 25% of its total potential Incentive C allocation by securing 100% participation of the ten (10) largest Subdivisions by population in the Settling State. (Special Districts are not relevant for purposes of this calculation.) If a Settling State does not qualify for any amount under Incentive C, Part 1, it cannot qualify for Incentive C, Part 2.

c. Incentives earned under Incentive C shall accrue on an annual basis up to three years after the Effective Date. At one, two, and three years after the
Effective Date, the Settlement Fund Administrator will conduct a look-back to assess which Subdivisions had agreed to participate or had their claim resolved through a Case-Specific Resolution that year. Based on the look-back, the Settlement Fund Administrator will calculate the incentives accrued under Incentive C for the year; provided that the percentage of Incentive C for which a Settling State is eligible as of the Incentive Payment Final Eligibility Date shall cap its eligibility for that Payment Year and all subsequent Payment Years.

7. **Incentive D: Release of Payments if No Qualifying Special District Litigation.**

a. $213,230,769 shall be available for potential Incentive D payments according to the terms specified in this subsection V.E.7.

b. If, within five years of the Reference Date, a Covered Special District files litigation against any Released Entity, Janssen shall, within thirty (30) days of Janssen being served, provide notice of the litigation to the Settling State in which the Covered Special District sits, which shall file a motion to intervene in the litigation and use its best efforts to obtain either dismissal of the litigation in cooperation with Janssen, or a release consistent with Section IV of the Special District’s Claims.

c. A Settling State shall receive its allocation of the Incentive D payment if, within five years after the Effective Date (the “look-back date”), no Covered Special District within the Settling State has filed litigation which has survived a Threshold Motion and remains pending as of the look-back date, unless the dismissal after the litigation survived the Threshold Motion is conditioned or predicated upon payment by a Released Entity (apart from payments by Janssen incurred under the Agreement or injunctive relief obligations incurred by it).

d. Prior to the look-back date, a Released Entity shall not enter into a settlement with a Covered Special District unless the State in which the Covered Special District sits consents to such a settlement or unreasonably withholds consent of such a settlement.

e. “**Covered Special Districts**” are school districts, healthcare/hospital districts, and fire districts, subject to the following population thresholds:

   (1) For school districts, the K-12 student enrollment must be 25,000 or 0.12% of a State’s population, whichever is greater;

   (2) For fire districts, the district must cover a population of 25,000, or 0.20% of a State’s population if a State’s population is greater than 18 million. If not easily calculable from state data sources and agreed to between the State and Janssen, a fire district’s population is calculated by dividing the population of the county or counties a
fire district serves by the number of fire districts in the county or counties.

(3) For healthcare/hospital districts, the district must have at least 125 hospital beds in one or more hospitals rendering services in that district.

VI. Allocation and Use of Settlement Funds

A. Components of Settlement Fund. The Settlement Fund shall be comprised of an Abatement Accounts Fund, a State Fund, and a Subdivision Fund for each Settling State. The payments under Section V into the Settlement Fund shall be initially allocated among those three (3) sub-funds and distributed and used as provided below or as provided for by a State-Subdivision Agreement (or other State-specific allocation of funds). Unless otherwise specified herein, payments placed into the Settlement Fund do not revert back to Janssen.

B. Use of Settlement Payments.

1. It is the intent of the Parties that the payments disbursed from the Settlement Fund to Settling States and Participating Subdivisions listed in Exhibit G be for Opioid Remediation, subject to limited exceptions that must be documented in accordance with subsection VI.B.2. In no event may less than 86.5% of Janssen’s maximum amount of payments pursuant to Sections V, X, and XI over the entirety of all Payment Years (but not any single Payment Year) be spent on Opioid Remediation.

2. While disfavored by the Parties, a Settling State or Participating Subdivision listed on Exhibit G may use monies from the Settlement Fund (that have not been restricted by this Agreement solely to future Opioid Remediation) for purposes that do not qualify as Opioid Remediation. If, at any time, a Settling State or a Participating Subdivision listed on Exhibit G uses any monies from the Settlement Fund for a purpose that does not qualify as Opioid Remediation, such Settling State or Participating Subdivision shall identify such amounts and report to the Settlement Fund Administrator and Janssen how such funds were used, including if used to pay attorneys’ fees, investigation costs, litigation costs, or costs related to the operation and enforcement of this Agreement, respectively. It is the intent of the Parties that the reporting under this subsection VI.B.2 shall be available to the public. For the avoidance of doubt, (a) any amounts not identified under this subsection VI.B.2 as used to pay attorneys’ fees, investigation costs, or litigation costs shall be included in the “Compensatory Restitution Amount” for purposes of subsection VI.F and (b) Participating Subdivisions not listed on Exhibit G or Participating Special Districts that receive monies from the Settlement Fund indirectly may only use such monies from the Settlement Fund for purposes that qualify as Opioid Remediation.
C. *Allocation of Settlement Fund.* The allocation of the Settlement Fund allows for different approaches to be taken in different states, such as through a State-Subdivision Agreement. Given the uniqueness of States and their Subdivisions, Settling States and Participating Subdivisions are encouraged to enter into State-Subdivision Agreements in order to direct the allocation of their portion of the Settlement Fund. As set out below, the Settlement Fund Administrator will make an initial allocation to three (3) state-level sub-funds. The Settlement Fund Administrator will then, for each Settling State and its Participating Subdivisions listed on Exhibit G, apply the terms of this Agreement and any relevant State-Subdivision Agreement, Statutory Trust, Allocation Statute, or voluntary redistribution of funds as set out below before disbursing the funds.

1. **Base Payments.** The Settlement Fund Administrator will allocate base payments under subsection V.D among the Settling States in proportion to their respective Overall Allocation Percentages. Base payments for each Settling State will then be allocated 15% to its State Fund, 70% to its Abatement Accounts Fund, and 15% to its Subdivision Fund. Amounts may be reallocated and will be distributed as provided in subsection VI.D.

2. **Incentive Payments.** The Settlement Fund Administrator will treat incentive payments under subsection V.E on a State-specific basis. Incentive payments for which a Settling State is eligible under subsection V.E will be allocated 15% to its State Fund, 70% to its Abatement Accounts Fund, and 15% to its Subdivision Fund. Amounts may be reallocated and will be distributed as provided in subsection VI.D.

3. **Application of Adjustments.** If a reduction, offset, or suspension under Section IX applies with respect to a Settling State, the reduction, offset, or suspension shall be applied proportionally to all amounts that would otherwise be apportioned and distributed to the State Fund, the Abatement Accounts Fund, and the Subdivision Fund for that State.

4. **Settlement Fund Administrator.** Prior to the Initial Participation Date, Janssen and the Enforcement Committee will agree to a detailed mechanism consistent with the foregoing for the Settlement Fund Administrator to follow in allocating, apportioning, and distributing payments, which shall be appended hereto as Exhibit L.

5. **Settlement Fund Administrator Costs.** Any costs and fees associated with or arising out of the duties of the Settlement Fund Administrator as described in Exhibit L with regard to Janssen’s payments to the Settlement Fund shall be paid out of interest accrued on the Settlement Fund and from the Settlement Fund should such interest prove insufficient.

D. *Settlement Fund Reallocation and Distribution.* As set forth below, within a particular Settling State’s account, amounts contained in the Settlement Fund sub-funds may be reallocated and distributed per a State-Subdivision Agreement or other means. If the
apportionment of amounts is not addressed and controlled under subsections VI.D.1-2, then the default provisions of subsection VI.D.4 apply. It is not necessary that a State-Subdivision Agreement or other means of allocating funds pursuant to subsections VI.D.1-2 address all of the Settlement Fund sub-funds. For example, a Statutory Trust might only address disbursements from a Settling State’s Abatement Accounts Fund.

1. **Distribution by State-Subdivision Agreement.** If a Settling State has a State-Subdivision Agreement, amounts apportioned to that State’s State Fund, Abatement Accounts Fund, and Subdivision Fund under subsection VI.C shall be reallocated and distributed as provided by that agreement. Any State-Subdivision Agreement entered into after the Preliminary Agreement Date shall be applied only if it requires: (1) that all amounts be used for Opioid Remediation, except as allowed by subsection VI.B.2, and (2) that at least 70% of amounts be used solely for future Opioid Remediation (references to “future Opioid Remediation” include amounts paid to satisfy any future demand by another governmental entity to make a required reimbursement in connection with the past care and treatment of a person related to the Alleged Harms). For a State-Subdivision Agreement to be applied to the relevant portion of an Initial Year Payment or an Annual Payment, notice must be provided to Janssen and the Settlement Fund Administrator at least sixty (60) days prior to the Payment Date.

2. **Distribution by Allocation Statute.** If a Settling State has an Allocation Statute and/or a Statutory Trust that addresses allocation or distribution of amounts apportioned to such State’s State Fund, Abatement Accounts Fund, and Subdivision Fund and that, to the extent any or all such sub-funds are addressed, requires (1) all amounts to be used for Opioid Remediation, except as allowed by subsection VI.B.2, and (2) at least 70% of all amounts to be used solely for future Opioid Remediation, then, to the extent allocation or distribution is addressed, the amounts apportioned to that State’s State Fund, Abatement Accounts Fund, and Subdivision Fund under subsection VI.C shall be allocated and distributed as addressed and provided by the applicable Allocation Statute or Statutory Trust. For the avoidance of doubt, an Allocation Statute or Statutory Trust need not address all three (3) sub-funds that comprise the Settlement Fund, and if the applicable Allocation Statute or Statutory Trust does not address distribution of all or some of these three (3) sub-funds, the applicable Allocation Statute or Statutory Trust does not replace the default provisions in subsection VI.D.4 of any such unaddressed fund. For example, if an Allocation Statute or Statutory Trust that meets the requirements of this subsection VI.D.2 only addresses funds restricted to abatement, then the default provisions in this Agreement concerning allocation among the three (3) sub-funds comprising the Settlement Fund and the distribution of the State Fund and Subdivision Fund for that State would still apply, while the distribution of the applicable State’s Abatement Accounts Fund would be governed by the qualifying Allocation Statute or Statutory Trust.

3. **Voluntary Redistributed.** A Settling State may choose to reallocate all or a portion of its State Fund to its Abatement Accounts Fund. A Participating Subdivision listed on Exhibit G may choose to reallocate all or a portion of its
allocation from the Subdivision Fund to the State’s Abatement Accounts Fund or to another Participating Subdivision or Participating Special District. For a voluntary redistribution to be applied to the relevant portion of an Initial Year Payment or an Annual Payment, notice must be provided to the Settling Distributors and the Settlement Fund Administrator at least sixty (60) days prior to the Payment Date.

4. **Distribution in the Absence of a State-Subdivision Agreement, Allocation Statute, or Statutory Trust.** If subsections VI.D.1-2 do not apply, amounts apportioned to that State’s State Fund, Abatement Accounts Fund, and Subdivision Fund under subsection VI.C shall be distributed as follows:

a. Amounts apportioned to that State’s State Fund shall be distributed to that State.

b. Amounts apportioned to that State’s Abatement Accounts Fund shall be distributed consistent with subsection VI.E. Each Settling State shall submit to the Settlement Fund Administrator a designation of a lead state agency or other entity to serve as the single point of contact for that Settling State’s funding requests from the Abatement Accounts Fund and other communications with the Settlement Fund Administrator. The designation of an individual entity is for administrative purposes only and such designation shall not limit funding to such entity or even require that such entity receive funds from this Agreement. The designated entity shall be the only entity authorized to request funds from the Settlement Fund Administrator to be disbursed from that Settling State’s Abatement Accounts Fund. If a Settling State has established a Statutory Trust then that Settling State’s single point of contact may direct the Settlement Fund Administrator to release the State’s Abatement Accounts Fund to the Statutory Trust.

c. Amounts apportioned to that State’s Subdivision Fund shall be distributed to Participating Subdivisions in that State listed on Exhibit G per the Subdivision Allocation Percentage listed in Exhibit G. Subsection VII.I shall govern amounts that would otherwise be distributed to Non-Participating Subdivisions listed in Exhibit G.

d. Special Districts shall not be allocated funds from the Subdivision Fund, except through a voluntary redistribution allowed by subsection VI.D.3. A Settling State may allocate funds from its State Fund or Abatement Accounts Fund for Special Districts.

5. **Restrictions on Distribution.** No amounts may be distributed from the Subdivision Fund contrary to Section VII, *i.e.*, no amounts may be distributed directly to Non-Participating Subdivisions or to Later Participating Subdivisions in excess of what is permissible under subsection VII.E. Amounts allocated to the Subdivision Fund that cannot be distributed by virtue of the preceding sentence shall be distributed...
into the sub-account in the Abatement Accounts Fund for the Settling State in which the Subdivision is located, unless those payments are redirected elsewhere by a State-Subdivision Agreement described in subsection VI.D.1 or by an Allocation Statute or a Statutory Trust described in subsection VI.D.2.

E. Provisions Regarding Abatement Accounts Fund.

1. State-Subdivision Agreement, Allocation Statute, and Statutory Trust Fund Provisions. A State-Subdivision Agreement, Allocation Statute, or Statutory Trust may govern the operation and use of amounts in that State’s Abatement Accounts Fund so long as it complies with the requirements of subsection VI.D.1 or VI.D.2 as applicable, and all direct payments to Subdivisions comply with subsections VII.E-H.

2. Absence of a State-Subdivision Agreement, Allocation Statute, or Statutory Trust. In the absence of a State-Subdivision Agreement, Allocation Statute, or Statutory Trust that addresses distribution, the Abatement Accounts Fund will be used solely for future Opioid Remediation and the following shall apply with respect to a Settling State:

   a. Regional Remediation.

      (1) At least 50% of distributions for remediation from a State’s Abatement Accounts Fund shall be annually allocated and tracked to the regional level. A Settling State may allow the Advisory Committee established pursuant to subsection VI.E.2.d to define its regions and assign regional allocations percentages. Otherwise, a Settling State shall (1) define its initial regions, which shall consist of one (1) or more Subdivisions and which shall be designated by the State agency with primary responsibility for substance abuse disorder services employing, to the maximum extent practical, existing regions established in that State for opioid abuse treatment or other public health purposes; and (2) assign initial regional allocation percentages to the regions based on the Subdivision Allocation Percentages in Exhibit G and an assumption that all Subdivisions listed on Exhibit G will become Participating Subdivisions.

      (2) This minimum regional expenditure percentage is calculated on the Settling State’s initial Abatement Accounts Fund allocation and does not include any additional amounts a Settling State has directed to its Abatement Accounts Fund from its State Fund, or any other amounts directed to the fund. A Settling State may dedicate more than 50% of its Abatement Accounts Fund to the regional expenditure and may annually adjust the percentage of its Abatement Accounts Fund dedicated to regional expenditures as long as the percentage remains above the minimum amount.
(3) The Settling State (1) has the authority to adjust the definition of the regions, and (2) may annually revise the percentages allocated to each region to reflect the number of Subdivisions in each region that are Non-Participating Subdivisions.

b. **Subdivision Block Grants.** Certain Subdivisions listed on Exhibit G shall be eligible to receive regional allocation funds in the form of a block grant for future Opioid Remediation. A Participating Subdivision listed on Exhibit G eligible for block grants is a county or parish (or in the case of States that do not have counties or parishes that function as political subdivisions, a city) that (1) does not contain a Litigating Subdivision or a Later Litigating Subdivision for which it has the authority to end the litigation through a release, bar, or other action; (2) either (i) has a population of 400,000 or more or (ii) in the case of California has a population of 750,000 or more; and (3) has funded or otherwise managed an established health care or treatment infrastructure (e.g., health department or similar agency). Each Subdivision listed on Exhibit G eligible to receive block grants shall be assigned its own region.

c. **Small States.** Notwithstanding the provisions of subsection VI.E.2.a, Settling States with populations under four (4) million that do not have existing regions described in subsection VI.E.2.a shall not be required to establish regions. However, such a Settling State that contains one (1) or more Subdivisions listed on Exhibit G eligible for block grants under subsection VI.E.2.b shall be divided regionally so that each block-grant eligible Subdivision listed on Exhibit G is a region and the remainder of the state is a region.

d. **Advisory Committee.** The Settling State shall designate an Opioid Settlement Remediation Advisory Committee (the “Advisory Committee”) to provide input and recommendations regarding remediation spending from that Settling State’s Abatement Accounts Fund. A Settling State may elect to use an existing advisory committee or similar entity (created outside of a State-Subdivision Agreement or Allocation Statute); provided, however, the Advisory Committee or similar entity shall meet the following requirements:

1. Written guidelines that establish the formation and composition of the Advisory Committee, terms of service for members, contingency for removal or resignation of members, a schedule of meetings, and any other administrative details;

2. Composition that includes at least an equal number of local representatives as state representatives;

3. A process for receiving input from Subdivisions and other communities regarding how the opioid crisis is affecting their
communities, their abatement needs, and proposals for abatement strategies and responses; and

(4) A process by which Advisory Committee recommendations for expenditures for Opioid Remediation will be made to and considered by the appropriate state agencies.

3. **Abatement Accounts Fund Reporting.** The Settlement Fund Administrator shall track and assist in the report of remediation disbursements as agreed to among the Parties.

F. **Nature of Payment.** Janssen, the Settling States, the Participating Subdivisions, and the Participating Special Districts, acknowledge and agree that notwithstanding anything to the contrary in this Agreement, including, but not limited to, the scope of the Released Claims:

1. Janssen has entered into this Agreement to avoid the delay, expense, inconvenience, and uncertainty of further litigation;

2. The Settling States, the Participating Subdivisions, and the Participating Special Districts sought compensatory restitution (within the meaning of 26 U.S.C. § 162(f)(2)(A)) as damages for the Alleged Harms allegedly suffered by the Settling States and Participating Subdivisions;

3. By executing this Agreement the Settling States, the Participating Subdivisions, and the Participating Special Districts certify that: (a) the Compensatory Restitution Amount is no greater than the amount, in the aggregate, of the Alleged Harms allegedly suffered by the Settling States and Participating Subdivisions; and (b) the portion of the Compensatory Restitution Amount received by each Settling State or Participating Subdivision is no greater than the amount of the Alleged Harms allegedly suffered by such Settling State or Participating Subdivision;

4. The payment of the Compensatory Restitution Amount by Janssen constitutes, and is paid for, compensatory restitution (within the meaning of 26 U.S.C. § 162(f)(2)(A)) for alleged damage or harm (as compensation for alleged damage or harm arising out of alleged bodily injury) allegedly caused by Janssen;

5. The Compensatory Restitution Amount is being paid as compensatory restitution (within the meaning of 26 U.S.C. § 162(f)(2)(A)) in order to restore, in whole or in part, the Settling States and Participating Subdivisions to the same position or condition that they would be in had the Settling States and Participating Subdivisions not suffered the Alleged Harms;

6. For the avoidance of doubt: (a) no portion of the Compensatory Restitution Amount represents reimbursement to any Settling State, Participating Subdivision, Participating Special District, or other person or entity for the costs of any investigation or litigation, (b) the entire Compensatory Restitution Amount
is properly characterized as described in subsection VI.F, and (c) no portion of the Compensatory Restitution Amount constitutes disgorgement or is properly characterized as the payment of statutory or other fines, penalties, punitive damages, other punitive assessments, or attorneys’ fees; and

7. New York, on behalf of all Settling States, Participating Subdivisions, and Participating Special Districts (the “Form 1098-F Filer”) shall complete and file Form 1098-F with the Internal Revenue Service on or before February 28 (March 31 if filed electronically) of the year following the calendar year in which the order entering this Agreement becomes binding. On the Form 1098-F, the Form 1098-F Filer shall identify the entire Compensatory Restitution Amount received by the Form 1098-F Filer as remediation/restitution. The Form 1098-F Filer shall also, on or before January 31 of the year following the calendar year in which the order entering this Agreement becomes binding, furnish Copy B of such Form 1098-F (or an acceptable substitute statement) to Janssen.

VII. Participation by Subdivisions and Special Districts

A. Notice. No later than fifteen (15) days after the Preliminary Agreement Date, the Settling States, with the cooperation of Janssen, shall send individual written notice of the opportunity to participate in this Agreement and the requirements of participation to all Subdivisions in the Settling States of this Agreement that are (1) Litigating Subdivisions or (2) Non-Litigating Subdivisions listed on Exhibit G. Janssen’s share of costs of the written notice to such Subdivisions shall be advanced by Janssen and deducted from its initial settlement payment. Notice shall also be provided simultaneously to counsel of record for Litigating Subdivisions and Non-Litigating Subdivisions listed on Exhibit G. The Settling States, with the cooperation of Janssen, will also provide general notice reasonably calculated to alert Non-Litigating Subdivisions listed on Exhibit G in the Settling States to this Agreement, the opportunity to participate in it and the requirements for participation. Such notice may include publication and other standard forms of notification, as well as notice to national state and county organizations such as the National Association of Counties and the National League of Cities. The notice will include that the deadline for becoming an Initial Participating Subdivision is the Initial Participation Date. Nothing contained herein shall preclude a Settling State from providing further notice to or otherwise contacting any of its Subdivisions about becoming a Participating Subdivision, including beginning any of the activities described in this paragraph prior to the Preliminary Agreement Date.

B. Requirements for Becoming a Participating Subdivision: Non-Litigating Subdivisions. A Non-Litigating Subdivision in a Settling State that is listed on Exhibit G may become a Participating Subdivision by returning an executed Subdivision Settlement Participation Form specifying (1) that the Subdivision agrees to the terms of this Agreement pertaining to Subdivisions, (2) that the Subdivision releases all Released Claims against all Released Entities, (3) that the Subdivision agrees to use monies it receives, if any, from the Settlement Fund pursuant to the applicable requirements of Section VI, and (4) that the Subdivision submits to the jurisdiction of the court where the Consent Judgment is filed.
for purposes limited to that court’s role under the Agreement. The required Subdivision Settlement Participation Form is attached as Exhibit K.

C. Requirements for Becoming a Participating Subdivision: Litigating Subdivisions/Later Litigating Subdivisions. A Litigating Subdivision or Later Litigating Subdivision in a Settling State may become a Participating Subdivision by returning an executed Subdivision Settlement Participation Form to the Settlement Fund Administrator and upon prompt dismissal of its legal action. A Settling State may require each Litigating Subdivision in that State to specify on the Subdivision Settlement Participation Form whether its counsel has waived any contingency fee contract with that Participating Subdivision and intends to seek fees according to Exhibit R. The Settlement Fund Administrator shall provide quarterly reports of this information to the parties organized by Settling State. Except for trials begun before the Initial Participation Date, a Litigating Subdivision or a Later Litigating Subdivision may not become a Participating Subdivision after the completion of opening statements in a trial of a legal action it brought that includes a Released Claim against a Released Entity.

D. Initial Participating Subdivisions. A Subdivision qualifies as an Initial Participating Subdivision if it meets the applicable requirements for becoming a Participating Subdivision set forth in subsections VII.B or VII.C by the Initial Participation Date. Provided however, all Subdivision Settlement Participation Forms shall be held by the Settlement Fund Administrator until Janssen provides the notice in subsection VIII.B that it intends to proceed with the settlement, at which time the obligations created by such forms become effective.

E. Later Participating Subdivisions. A Subdivision that is not an Initial Participating Subdivision may become a Later Participating Subdivision by meeting the applicable requirements for becoming a Participating Subdivision after the Initial Participation Date and agreeing to be subject to the terms of a State-Subdivision Agreement (if any) or any other structure adopted or applicable pursuant to subsections VI.D or VI.E. The following provisions govern what a Later Participating Subdivision can receive (but do not apply to Initial Participating Subdivisions):

1. A Later Participating Subdivision shall not receive any share of any base or incentive payments paid to the Subdivision Fund that were due before it became a Participating Subdivision.

2. A Later Participating Subdivision that becomes a Participating Subdivision after July 15, 2022 shall receive 75% of the share of future base or incentive payments that it would have received had it become a Later Participating Subdivision before that date (unless the Later Participating Subdivision is subject to subsections VII.E.3 or VII.E.4 below).

3. A Later Participating Subdivision that, after the Initial Participation Date, maintains a lawsuit for a Released Claim(s) against a Released Entity and has judgment entered against it on every such Claim before it became a Participating Subdivision (other than a consensual dismissal with prejudice) shall receive 50%
of the share of future base or incentive payments that it would have received had it become a Later Participating Subdivision prior to such judgment; provided, however, that if the Subdivision appeals the judgment and the judgment is affirmed with finality before the Subdivision becomes a Participating Subdivision, the Subdivision shall not receive any share of any base payment or incentive payment.

4. A Later Participating Subdivision that becomes a Participating Subdivision while a Bar or Case-Specific Resolution involving a different Subdivision exists in its State shall receive 25% of the share of future base or incentive payments that it would have received had it become a Later Participating Subdivision without such Bar or Case-Specific Resolution.

F. **No Increase in Payments.** Amounts to be received by Later Participating Subdivisions shall not increase the payments due from Janssen.

G. **Ineligible Subdivisions.** Subdivisions in Non-Settling States and Prior Litigating Subdivisions are not eligible to be Participating Subdivisions.

H. **Non-Participating Subdivisions.** Non-Participating Subdivisions shall not directly receive any portion of any base or incentive payments, including from the State Fund and direct distributions from the Abatement Accounts Fund; however, a Settling State may choose to fund future Opioid Remediation that indirectly benefits Non-Participating Subdivisions.

I. **Unpaid Allocations to Later Participating and Non-Participating Subdivisions.** Any base payment and incentive payments allocated pursuant to subsection VI.D to a Later Participating or Non-Participating Subdivision that cannot be paid pursuant to this Section VII, will be allocated to the Abatement Accounts Fund for the Settling State in which the Subdivision is located, unless those payments are redirected elsewhere by a State-Subdivision Agreement or by a Statutory Trust.

J. **Requirements for Becoming a Participating Special District: Non-Litigating Special Districts.** A Non-Litigating Special District may become a Participating Special District by either executing a release consistent with Section IV or by having its claims extinguished by operation of law or released by a Settling State.

K. **Requirements for Becoming a Participating Special District: Litigating Special Districts/Later Litigating Special Districts.** A Litigating Special District or Later Litigating Special District in a Settling State may become a Participating Special District by either executing a release consistent with Section IV and upon prompt dismissal of its legal action or by having its claims extinguished by operation of law or released by a Settling State.

L. **Initial Participating Special Districts.** A Special District qualifies as an Initial Participating Special District if it meets the applicable requirements for becoming a Participating Special District by the Initial Participation Date.
M. Later Participating Special Districts. A Special District that is not an Initial Participating Special District may become a Later Participating Special District by meeting the applicable requirements for becoming a Participating Special District after the Initial Participation Date and agreeing to be subject to the terms of any agreement reached by the applicable Settling State with Initial Participating Special Districts. A Later Participating Special District shall not receive any share of any base or incentive payments paid to the Settlement Fund that were due before it became a Participating Special District.

VIII. Condition to Effectiveness of Agreement and Filing of Consent Judgment

A. Determination to Proceed With Settlement. Janssen will determine on or before the Reference Date whether there has been a sufficient resolution of the Claims of the Litigating Subdivisions in the Settling States (through participation under Section VII, Case-Specific Resolution(s), and Bar(s)) to proceed with this Agreement. The determination shall be in the sole discretion of Janssen and may be based on any criteria or factors deemed relevant by Janssen.

B. Notice by Janssen. On or before the Reference Date, Janssen shall inform the Settling States and MDL PEC of its determination pursuant to subsection VIII.A. If Janssen determines to proceed, the Parties will proceed to file the Consent Judgments. If Janssen determines not to proceed, this Agreement will have no further effect and all releases (including those given by Participating Subdivisions) and other commitments or obligations contained herein will be void.

C. Determination of the Participation Tier.

1. On July 1, provided that Janssen determines to proceed with this Agreement, the Settlement Fund Administrator shall determine the Participation Tier. The criteria used to determine the Participation Tier are set forth in Exhibit H. Any disputes as to the determination of the Participation Tier shall be decided by the National Arbitration Panel.

2. The Participation Tier shall be redetermined by the Settlement Fund Administrator annually as of the Payment Date, beginning with Payment Year 1, pursuant to the criteria set forth in Exhibit H.

3. After Payment Year 3, the Participation Tier cannot move higher, unless this restriction is waived by Janssen.

4. In the event that a Participation Tier redetermination moves the Participation Tier higher, and that change is in whole or in part as a result of the post-Reference Date enactment of a Bar and there is later a Revocation Event with respect to that Bar, then on the next Payment Date that is at least one hundred eighty (180) days after the Revocation Event, the Participation Tier shall move down to the Participation Tier that would have applied had the Bar never been enacted, unless the Bar is reinstated or all Subdivisions affected by the Revocation Event become Participating Subdivisions within one hundred eighty (180) days of the
Revocation Event. This is the sole circumstance in which, on a nationwide basis, the Participation Tier can move down.

5. In the event that there is a post-Reference Date Revocation Event with respect to a Bar that was enacted in a Settling State prior to the Reference Date, then, on the next Payment Date that is at least one hundred eighty (180) days after the Revocation Event, unless the Bar is reinstated or all Subdivisions affected by the Revocation Event become Participating Subdivisions within one hundred eighty (180) days of the Revocation Event, the Participation Tier shall decrease – solely for the State in which the Revocation Event occurred – to the Participation Tier commensurate with the percentage of Litigating Subdivisions in that State that are Participating Subdivisions and the percentage of Non-Litigating Subdivisions that are both Primary Subdivisions and Participating Subdivisions, according to the criteria set forth in Exhibit H, except that the calculations shall be performed as to that State alone. For the avoidance of doubt and solely for the calculation in this subparagraph, the Settling States Column of Exhibit H shall play no role. This is the sole circumstance in which one Settling State will have a different Participation Tier than other Settling States.

6. The redetermination of the Participation Tier under subsection VIII.C.2 shall not affect payments already made or suspensions or offsets already applied.

IX. Potential Payment Adjustments

A. Later Litigating Subdivisions.

1. If a Later Litigating Subdivision in a Settling State with a population above 10,000 brings a lawsuit or other legal proceeding against Released Entities asserting Released Claims, Janssen shall, within thirty (30) days of the lawsuit or other legal proceeding being served on Janssen, provide notice of the lawsuit or other legal proceeding to the Settlement Fund Administrator and the Settling State in which the Later Litigating Subdivision sits and provide the Settling State an opportunity to intervene in the lawsuit or other legal proceeding. A Released Entity shall not enter into a settlement with a Later Litigating Subdivision unless the State in which the Later Litigating Subdivision sits consents to such a settlement or unreasonably withholds consent to such a settlement.

2. If no Participation Tier applies and the Later Litigating Subdivision’s lawsuit or other legal proceeding survives a Threshold Motion before Janssen makes its last settlement payment to the Settling State, the following shall apply:

   a. Janssen will, from the date of the entry of the order denying the Threshold Motion and so long as the lawsuit or other legal proceeding is pending, be entitled to a suspension of the following payments it would otherwise owe the Settling State in which the Later Litigating Subdivision is located: (1) all remaining incentive payments to the relevant state; and (2) the last two scheduled base payments, if not already paid (the “Suspended Payments”).

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b. For each Payment Year that Janssen is entitled to a suspension of payments, the Settlement Fund Administrator shall calculate the Suspended Payments applicable to the next Payment due from Janssen. The Suspended Payments shall be paid into the Settlement Fund Escrow account.

3. If a Participation Tier applies at the time the Threshold Motion is denied, Janssen will be entitled to a suspension of the following percentages of Suspended Payments depending on the applicable Tier—75% for Tier 1, 50% for Tier 2, 35% for Tier 3, and 25% for Tier 4. Otherwise, the requirements of subsection IX.A.2 apply.

4. If the Released Claim is resolved with finality without requirement of payment by a Released Entity, the placement of any remaining balance of the Suspended Payments into the Settlement Fund Escrow shall cease and the Settlement Fund Administrator shall immediately transfer amounts in the Settlement Fund Escrow on account of the suspension to the Settling State at issue and its Participating Subdivisions listed on Exhibit G. The lawsuit will not cause further suspensions unless the Released Claim is reinstated upon further review, legislative action, or otherwise.

5. If the Released Claim is resolved with finality on terms requiring payment by a Released Entity (e.g., if the lawsuit in which the Released Claim is asserted results in a judgment against Janssen or a settlement with Janssen), the Settlement Fund Administrator will transfer the amounts in the Settlement Fund Escrow on account of the suspension to Janssen necessary to satisfy 75% of the payment obligation of the Released Entity to the relevant Later Litigating Subdivision. The Settlement Fund Administrator shall immediately transfer any remaining balance in the Settlement Fund Escrow on account of the suspension to the Settling State at issue and its Participating Subdivisions listed on Exhibit G. If the amount to be transferred to Janssen exceeds the amounts in the Settlement Fund Escrow on account of the suspension, Janssen shall receive a dollar-for-dollar offset for the excess amount against its obligation to pay any remaining payments that would be apportioned to the Settling State at issue and to its Participating Subdivisions listed on Exhibit G.

B. Settlement Class Resolution Opt Outs. If a Settling State is eligible for Incentive A on the basis of a Settlement Class Resolution, and a Primary Subdivision that opted out of the Settlement Class Resolution maintains a lawsuit asserting a Released Claim against a Released Entity, the following shall apply. If the lawsuit asserting a Released Claim either survives a Threshold Motion or has an unresolved Threshold Motion fewer than sixty (60) days prior to the scheduled start of a trial involving a Released Claim, and is resolved with finality on terms requiring payment by the Released Entity, Janssen shall receive a dollar-for-dollar offset for the amount paid against its obligation to make remaining Incentive A payments that would be apportioned to that State or Participating Subdivisions listed on Exhibit G. For the avoidance of doubt, an offset shall not be
applicable under this subsection if it is applicable under subsection IX.A with respect to the Subdivision at issue.

C.  **Revoked Bar, Settlement Class Resolution, or Case-Specific Resolution.**

1. If Janssen made a payment as a result of the existence of a Bar, Settlement Class Resolution, or Case-Specific Resolution in a Settling State, and that Bar, Settlement Class Resolution, or Case-Specific Resolution is subject to a Revocation Event, Janssen shall receive a dollar-for-dollar offset against its obligation to make remaining payments that would be apportioned to that State or Participating Subdivisions listed on Exhibit G. This offset will be calculated as the dollar amount difference between (1) the total amount of incentive payments paid by Janssen during the time the Bar, Settlement Class Resolution, or Case-Specific Resolution subject to the Revocation Event was in effect, and (2) the total amount of Incentive Payments that would have been due from Janssen during that time without the Bar, Settlement Class Resolution, or Case-Specific Resolution subject to the Revocation Event being in effect. The amount of incentive payments that would have been due, referenced in (2) above, will be calculated based on considering any Subdivision that provides a release within one hundred eighty (180) days after the Revocation Event as having been a Participating Subdivision (in addition to all other Participating Subdivisions) during the time that the Bar, Settlement Class Resolution, or Case-Specific Resolution subject to the Revocation Event was in effect. If a Revocation Event causes a Settling State to no longer qualify for Incentive D, the Settling State shall return to Janssen all payments made under Incentive D.

2. Notwithstanding anything to the contrary in paragraph 1 above, if a Bar or Case-Specific Resolution is reinstated by the Settling State, either through the same or different means as the initial Bar or Case-Specific Resolution, Janssen’s right to an offset is extinguished and any amounts withheld to offset amounts paid on account of the revoked, rescinded, reversed, or overruled Bar or Case-Specific Resolution shall be returned to the Settling State, less and except any incentive payments that would have been paid during the period in which the Bar or Case-Specific Resolution was revoked, rescinded, reversed, or overruled.

**X.  Additional Restitution Amount**

A.  **Additional Restitution Amount.** Pursuant to the schedule set forth below and subject to the reduction specified in subsection X.B below, Janssen shall pay an Additional Restitution Amount to the Settling States listed in Exhibit N. Such funds shall be paid on the schedule set forth on Exhibit M on the Payment Date for each relevant Payment Year to such Settling States as allocated by the Settlement Fund Administrator pursuant to Exhibit N.

<table>
<thead>
<tr>
<th>Payment Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Year 1</td>
<td>$15,384,615.38</td>
</tr>
<tr>
<td>Year 2</td>
<td>$26,923,076.92</td>
</tr>
</tbody>
</table>

*revised March 30, 2022*
Payment Year 3 $25,000,000.00

B. **Reduction of Additional Restitution Amount.** In the event that any Non-Settling State appears on Exhibit N, the amounts owed by Janssen pursuant to this Section X shall be reduced by the allocation set forth on Exhibit N for any such Non-Settling States.

C. **Use of Funds.** All funds paid as an Additional Restitution Amount shall be part of the Compensatory Restitution Amount, shall be used for Opioid Remediation, except as allowed by subsection VI.B.2, and shall be governed by the same requirements as specified in subsection VI.F.

**XI. Plaintiffs’ Attorneys’ Fees and Costs**

A. The Agreement on Attorneys’ Fees, Expenses and Costs is set forth in Exhibit R and incorporated herein by reference. The Agreement on the State Outside Counsel Fee Fund and Agreement on the State Cost Fund Administration are set forth in Exhibit U and Exhibit S, respectively, and are incorporated herein by reference.

**XII. Enforcement and Dispute Resolution**

A. **Enforceability.** The terms of the Agreement and Consent Judgment applicable to or in a Settling State will be enforceable solely by that Settling State and Janssen. Settling States or Participating Subdivisions shall not have enforcement rights with respect either to the terms of this Agreement that apply only to or in other States or to any Consent Judgment entered into by another Settling State. Participating Subdivisions shall not have enforcement rights against Janssen with respect to the Agreement or any Consent Judgment except as to payments that would be allocated to the Subdivision Fund or Abatement Accounts Fund pursuant to Section VI; provided, however, that each Settling State shall allow Participating Subdivisions in that State to notify it of any perceived violations of the Agreement or Consent Judgment.

B. **Jurisdiction.** Janssen consents to the jurisdiction of the court in which the Consent Judgment is filed, limited to resolution of disputes identified in subsection XII.F.2 for resolution in the court in which the Consent Judgment is filed.

C. **Specific Terms Dispute Resolution.**

1. Any dispute that is addressed by the provisions set forth in the Injunctive Relief terms in Exhibit P shall be resolved as provided therein.

2. In the event Janssen believes the 86.5% threshold established in subsection VI.B.1 is not being satisfied, any Party may request that Janssen and the Enforcement Committee meet and confer regarding the use of funds under subsection VI.B.1. The completion of such meet-and-confer process is a precondition to further action regarding any such dispute. Further action concerning subsection VI.B.1 shall: (i) be limited to Janssen seeking to reduce its Annual Payments by no more than 5% of the difference between the actual amount of Opioid Remediation and the 86.5% threshold established in subsection VI.B.1; (ii) only reduce Annual
Payments to those Settling States and its Participating Subdivisions that are below the 86.5% threshold established in subsection VI.B.1; and (iii) not reduce Annual Payments restricted to future Opioid Remediation.

D. **State-Subdivision Enforcement.**

1. A Participating Subdivision shall not have enforcement rights against a Settling State in which it is located with respect to the Agreement or any Consent Judgment except: (1) as provided for in a State-Subdivision Agreement, Allocation Statute, or Statutory Trust with respect to intrastate allocation; or (2) in the absence of a State-Subdivision Agreement, Allocation Statute, or Statutory Trust, as to allegations that: (a) the Settling State’s use of Abatement Accounts Fund monies were not used for uses similar to or in the nature of those uses contained in Exhibit E; or (b) a Settling State failed to pay funds directly from the Abatement Accounts Fund to a Participating Subdivision eligible to receive a block grant pursuant to subsection VI.E.2.b.

2. A Settling State shall have enforcement rights against a Participating Subdivision located in its territory: (1) as provided for in a State-Subdivision Agreement, Allocation Statute, or Statutory Trust; or (2) in the absence of a State-Subdivision Agreement, Allocation Statute, or Statutory Trust, as to allegations that the uses of Abatement Accounts Fund monies by Participating Subdivisions listed on Exhibit G were not for uses similar to or in the nature of those uses contained in Exhibit E.

3. As between Settling States and Participating Subdivisions, the above rights are contractual in nature and nothing herein is intended to limit, restrict, change, or alter any other existing rights under law.

E. **Subdivision Payment Enforcement.** A Participating Subdivision shall have the same right as a Settling State pursuant to subsection XII.F.4.a(4) to seek resolution of any failure by Janssen to make its required base and/or incentive payments in a Payment Year.

F. **Other Dispute Resolution Terms.**

1. Except as provided in subsection XII.C, the parties to a dispute shall promptly meet and confer in good faith to resolve any dispute. If the parties cannot resolve the dispute informally, and unless otherwise agreed in writing, they shall follow the remaining provisions of this subsection XII.F to resolve the dispute.

2. Except as provided in subsections XII.C and XII.F.4, disputes not resolved informally shall be resolved in either the court that entered the relevant Consent Judgment or, if no Consent Judgment was entered, a state or territorial court with jurisdiction located wherever the seat of state government is located. State court proceedings shall be governed by the rules and procedures of the forum. For the avoidance of doubt, disputes to be resolved in state court include, but are not limited to, the following:
a. disputes concerning whether expenditures qualify for Opioid Remediation;

b. disputes between a Settling State and Participating Subdivisions located in such Settling State as provided by subsection XII.D, except to the extent the State-Subdivision Agreement provides for other dispute resolution mechanisms. For the avoidance of doubt, disputes between a Settling State and any Participating Subdivision shall not be considered National Disputes;

c. whether this Agreement and relevant Consent Judgment are binding under state law;

d. the extent of the Attorney General’s or other participating entity’s authority under state law, including the extent of the authority to release claims;

e. whether the requirements of a Bar, a Case-Specific Resolution, State-Specific Finality, Later Litigating Subdivision, Litigating Subdivision, or a Threshold Motion have been met; and

f. all other disputes not specifically identified in subsections XII.C and XII.F.4.

3. Any Party may request that the National Arbitration Panel provide an interpretation of any provision of the settlement that is relevant to the state court determination, and the National Arbitration Panel shall make reasonable best efforts to supply such interpretation within the earlier of thirty (30) days or the time period required by the state court proceedings. Any Party may submit that interpretation to the state court to the extent permitted by, and for such weight provided by, the state court’s rules and procedures. If requested by a Party, the National Arbitration Panel shall request that its interpretation be accepted in the form of an amicus curiae brief, and any attorneys’ fees and costs for preparing any such filing shall be paid for by the requesting Party.

4. National Disputes involving a Settling State, Participating Subdivision, and/or Janssen shall be resolved by a National Arbitration Panel.

a. “National Disputes” are disputes that are exceptions to subsection XII.F.2’s presumption of resolution in state courts because they involve issues of interpretation of Agreement terms applicable to all Settling States without reference to a particular State’s law. Disputes between a State and any Participating Subdivisions shall not be considered National Disputes. National Disputes are limited to the following:

(1) the amount of offset and/or credit attributable to Non-Settling States and Tribes;

(2) issues involving the scope and definition of “Product”;

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interpretation and application of the terms “Covered Conduct” and “Released Entities”;

disputes over a given year’s payment or the payment of the Additional Restitution Amount to all Settling States (for the avoidance of doubt, disputes between a Settling State and Janssen over the amounts owed to only that State shall not be considered National Disputes);

questions regarding the performance and/or removal of the Settlement Fund Administrator;

disputes involving liability of successor entities;

disputes that require a determination of sufficient Subdivision and Special District participation to qualify for Incentives A, B, C, or D, as well as disputes over qualification for Participation Tiers;

disputes that require interpretation of Agreement terms (i) that concretely affect four (4) or more Settling States; and (ii) do not turn on unique definitions and interpretations under State law; and

any dispute subject to resolution under subsection XII.F.2 but for which all parties to the dispute agree to arbitration before the National Arbitration Panel under the provisions of this subsection XII.F.4.

b. The “National Arbitration Panel” shall be comprised of three (3) neutral arbitrators. One (1) arbitrator shall be chosen by Janssen, one (1) arbitrator shall be chosen by the Enforcement Committee with due input from Participating Subdivisions, and the third arbitrator shall be agreed upon by the first two (2) arbitrators. The membership of the National Arbitration Panel is intended to remain constant throughout the term of this Agreement, but in the event that replacements are required, the retiring arbitrator shall be replaced by the party that selected him/her.

(1) The National Arbitration Panel shall make reasonable best efforts to decide all matters within one hundred eighty (180) days of filing, and in no event shall it take longer than one (1) year.

(2) The National Arbitration Panel shall conduct all proceedings in a reasonably streamlined process consistent with an opportunity for the parties to be heard. Issues shall be resolved without the need for live witnesses where feasible, and with a presumption in favor of remote participation to minimize the burdens on the parties.

(3) To the extent allowed under state law, a Settling State, Participating Subdivision, and (at any party’s request) the National
Arbitration Panel may certify to an appropriate state court any question of state law. The National Arbitration Panel shall be bound by a final state court determination of such a certified question. The time period for the arbitration shall be tolled during the course of the certification process.

(4) The arbitrators will give due deference to any authoritative interpretation of state law, including any declaratory judgment or similar relief obtained by a Settling State, Participating Subdivision, or Janssen on a state law issue.

(5) The decisions of the National Arbitration Panel shall be binding on Settling States, Participating Subdivisions, Janssen, and the Settlement Fund Administrator. In any proceeding before the National Arbitration Panel involving a dispute between a Settling State and Janssen whose resolution could prejudice the rights of a Participating Subdivision(s) or Participating Special District(s) in that Settling State, such Participating Subdivision(s) or Participating Special District(s) shall be allowed to file a statement of view in the proceeding.

c. Nothing herein shall be construed so as to limit or otherwise restrict a State from seeking injunctive or other equitable relief in state court to protect the health, safety, or welfare of its citizens.

d. Each party shall bear its own costs in any arbitration or court proceeding arising under this subsection XII.F. The costs for the arbitrators on the National Arbitration Panel shall be divided and paid equally by the disputing sides for each individual dispute, e.g., a dispute between Janssen and Setting States/Participating Subdivisions shall be split 50% by Janssen and 50% by the Setting States/Participating Subdivisions that are parties to the dispute; a dispute between a Setting State and a Participating Subdivision shall be split 50% by the Setting State and 50% by any Participating Subdivisions that are party to the dispute.

5. Prior to initiating an action to enforce pursuant to this subsection XII.F, the complaining party must:

a. Provide written notice to the Enforcement Committee of its complaint, including the provision of the Consent Judgment and/or Agreement that the practice appears to violate, as well as the basis for its interpretation of the disputed provision. The Enforcement Committee shall establish a reasonable process and timeline for obtaining additional information from the involved parties; provided, however, that the date the Enforcement Committee establishes for obtaining additional information from the parties shall not be more than forty-five (45) days following the notice.
The Enforcement Committee may advise the involved parties of its views on the complaint and/or seek to resolve the complaint informally.

b. Wait to commence any enforcement action until thirty (30) days after the date that the Enforcement Committee establishes for obtaining additional information from the involved parties.

6. If the parties to a dispute cannot agree on the proper forum for resolution of the dispute under the provisions of subsections XII.F.2 or XII.F.4, a committee comprising the Enforcement Committee and sufficient representatives of Janssen such that the members of the Enforcement Committee have a majority of one (1) member will determine the forum where the dispute will be initiated within twenty-eight (28) days of receiving notification of the dispute relating to the proper forum. The forum identified by such committee shall be the sole forum for determining where the dispute shall be heard, and the committee’s identification of such forum shall not be entitled to deference by the forum selected.

G. **No Effect.** Nothing in this Agreement shall be interpreted to limit the Settling State’s Civil Investigative Demand (“CID”) or investigative subpoena authority, to the extent such authority exists under applicable state law and the CID or investigative subpoena is issued pursuant to such authority, and Janssen reserves all of its rights in connection with a CID or investigative subpoena issued pursuant to such authority.

**XIII. Miscellaneous**

A. **No Admission.** Janssen does not admit liability or wrongdoing. Neither this Agreement nor the Consent Judgments shall be considered, construed, or represented to be (1) an admission, concession, or evidence of liability or wrongdoing or (2) a waiver or any limitation of any defense otherwise available to Janssen.

B. **Population of Subdivisions.** The population figures for Subdivisions shall be the published U.S. Census Bureau’s population estimates for July 1, 2019, released May 2020. These population figures shall remain unchanged during the term of this Agreement.

C. **Population of Special Districts.** For any purpose in this Agreement in which the population of a Special District is used, other than the use of “Covered Special District”: (a) School Districts’ population will be measured by the number of students enrolled who are eligible under the Individuals with Disabilities Education Act (“IDEA”) or Section 504 of the Rehabilitation Act of 1973; (b) Health Districts’ and Hospital Districts’ population will be measured at 25% of discharges; and (c) all other Special Districts’ (including Fire Districts’ and Library Districts’) population will be measured at 10% of the population served.

D. **Population Associated with Sheriffs.** For any purpose in this Agreement in which the population associated with a lawsuit by a sheriff is used, the population will be measured at 20% of the capacity of the jail(s) operated by the sheriff.
E. **Tax Reporting and Cooperation.**

1. Upon request by Janssen, the Settling States, Participating Subdivisions, and Participating Special Districts agree to perform such further acts and to execute and deliver such further documents as may be reasonably necessary for Janssen to establish the statements set forth in subsection VI.F to the satisfaction of their tax advisors, their independent financial auditors, the Internal Revenue Service, or any other governmental authority, including as contemplated by Treasury Regulations Section 1.162-21(b)(3)(ii) and any subsequently proposed or finalized relevant regulations or administrative guidance.

2. Without limiting the generality of subsection XIII.E, each Settling State, Participating Subdivision, and Participating Special District shall cooperate in good faith with Janssen with respect to any tax claim, dispute, investigation, audit, examination, contest, litigation, or other proceeding relating to this Agreement.

3. The Designated State, on behalf of all Settling States, Participating Subdivisions, and Participating Special Districts, shall designate one of its officers or employees to act as the “appropriate official” within the meaning of Treasury Regulations Section 1.6050X-1(f)(1)(ii)(B) (the “Appropriate Official”).

4. For the avoidance of doubt, neither Janssen nor the Settling States, Participating Subdivisions, and Participating Special Districts make any warranty or representation to any Settling jurisdiction or Releasor as to the tax consequences of the payment of the Compensatory Restitution Amount (or any portion thereof).

F. **No Third-Party Beneficiaries.** Except as expressly provided in this Agreement, no portion of this Agreement shall provide any rights to, or be enforceable by, any person or entity that is not a Settling State or Released Entity. No Settling State may assign or otherwise convey any right to enforce any provision of this Agreement.

G. **Calculation.** Any figure or percentage referred to in this Agreement shall be carried to seven decimal places.

H. **Construction.** None of the Parties and no Participating Subdivision shall be considered to be the drafter of this Agreement or of any of its provisions for the purpose of any statute, case law, or rule of interpretation or construction that would or might cause any provision to be construed against the drafter of this Agreement. The headings of the provisions of this Agreement are not binding and are for reference only and do not limit, expand, or otherwise affect the contents or meaning of this Agreement.

I. **Cooperation.** Each Party and each Participating Subdivision agrees to use its best efforts and to cooperate with the other Parties and Participating Subdivisions to cause this Agreement and the Consent Judgments to become effective, to obtain all necessary approvals, consents and authorizations, if any, and to execute all documents and to take such other action as may be appropriate in connection herewith. Consistent with the foregoing, each Party and each Participating Subdivision agrees that it will not directly or indirectly assist or encourage any challenge to this Agreement or any Consent Judgment.
by any other person, and will support the integrity and enforcement of the terms of this Agreement and the Consent Judgments.

J. *Entire Agreement.* This Agreement, its exhibits and any other attachments, including the attorneys’ fees and cost agreement in Exhibit R, embodies the entire agreement and understanding between and among the Parties and Participating Subdivisions relating to the subject matter hereof and supersedes (1) all prior agreements and understandings relating to such subject matter, whether written or oral and (2) all purportedly contemporaneous oral agreements and understandings relating to such subject matter.

K. *Execution.* This Agreement may be executed in counterparts and by different signatories on separate counterparts, each of which shall be deemed an original, but all of which shall together be one and the same Agreement. One or more counterparts of this Agreement may be delivered by facsimile or electronic transmission with the intent that it or they shall constitute an original counterpart hereof. One or more counterparts of this Agreement may be signed by electronic signature.

L. *Good Faith and Voluntary Entry.* Each Party warrants and represents that it negotiated the terms of this Agreement in good faith. Each of the Parties and signatories to this Agreement warrants and represents that it freely and voluntarily entered into this Agreement without any degree of duress or compulsion. The Parties state that no promise of any kind or nature whatsoever (other than the written terms of this Agreement) was made to them to induce them to enter into this Agreement.

M. *No Prevailing Party.* The Parties each agree that they are not the prevailing party in this action, for purposes of any claim for fees, costs, or expenses as prevailing parties arising under common law or under the terms of any statute, because the Parties have reached a good faith settlement. The Parties each further waive any right to challenge or contest the validity of this Agreement on any ground, including, without limitation, that any term is unconstitutional or is preempted by, or in conflict with, any current or future law.

N. *Non-Admissibility.* The settlement negotiations resulting in this Agreement have been undertaken by the Parties and by certain representatives of the Participating Subdivisions in good faith and for settlement purposes only, and no evidence of negotiations or discussions underlying this Agreement shall be offered or received in evidence in any action or proceeding for any purpose. This Agreement shall not be offered or received in evidence in any action or proceeding for any purpose other than in an action or proceeding arising under or relating to this Agreement.

O. *Notices.* All notices or other communications under this Agreement shall be in writing (including but not limited to electronic communications) and shall be given to the recipients indicated below:
1. For the Attorney(s) General:

Ashley Moody,
Attorney General
State of Florida
The Capitol,
PL-01
Tallahassee, FL 32399

Josh Stein, Attorney General
North Carolina Department of Justice
Attn: Daniel Mosteller
PO Box 629
Raleigh, NC 27602
Dmosteller@ncdoj.gov

2. For the Plaintiffs’ Executive Committee:

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Daniel R. Suvor  
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400 South Hope Street, 18th Floor Los Angeles, CA 90071  
Phone: (213) 430-6000  
dsvor@omm.com

Any Party or the Plaintiffs’ Executive Committee may change or add the contact information of the persons designated to receive notice on its behalf by notice given (effective upon the giving of such notice) as provided in this subsection.

P. No Waiver. The waiver of any rights conferred hereunder shall be effective only if made by written instrument executed by the waiving Party or Parties. The waiver by any Party of any breach of this Agreement shall not be deemed to be or construed as a waiver of any other breach, whether prior, subsequent, or contemporaneous, nor shall such waiver be deemed to be or construed as a waiver by any other Party.

Q. Preservation of Privilege. Nothing contained in this Agreement or any Consent Judgment, and no act required to be performed pursuant to this Agreement or any Consent Judgment, is intended to constitute, cause, or effect any waiver (in whole or in part) of any attorney-client privilege, work product protection, or common interest/joint defense privilege, and each Party agrees that it shall not make or cause to be made in any forum any assertion to the contrary.

R. Successors. This Agreement shall be binding upon, and inure to the benefit of, Janssen and its respective successors and assigns. Janssen shall not sell the majority of its voting stock or substantially all its assets without obtaining the acquiror’s agreement that it will constitute a successor with respect to Janssen’s obligations under this Agreement.

S. Modification, Amendment, Alteration. After the Reference Date, any modification, amendment, or alteration of this Agreement by the Parties shall be binding only if evidenced in writing signed by Janssen along with the signatures of at least thirty-seven (37) of those then-serving Attorneys General of the Settling States along with a representation from each Attorney General that either: (1) the advisory committee or similar entity established or recognized by that Settling State (either pursuant to subsection VI.E.2, by a State-Subdivision Agreement, or by statute) voted in favor of the modification, amendment, or alteration of this Agreement including at least one Participating Subdivision-appointed member; or (2) in States without any advisory committee, that 50.1% of the Participating Subdivisions by population expressed approval of the modification, amendment, or alteration of this Agreement in writing.
Provided, however, in the event the modification, amendment, or alteration relates to injunctive relief, interstate allocation between the Settling States, intrastate allocation in a particular Settling State, or fees or costs of Settling States and Participating Subdivisions, then every Settling State and each Participating Subdivision affected by that modification, amendment, or alteration must assent in writing. Provided further that, in the event the modification, amendment, or alteration relates to injunctive relief, then such amendment, modification, or alteration of injunctive relief against Janssen will not be effective unless and until any Consent Judgment is modified by a court of competent jurisdiction, except as otherwise provided by the Injunctive Terms.

T. Termination.

1. Unless otherwise agreed to by Janssen and the Settling State in question, this Agreement and all of its terms (except subsection XIII.N and any other non-admissibility provisions, which shall continue in full force and effect) shall be canceled and terminated with respect to the Settling State, and the Agreement and all orders issued by the courts in the Settling State pursuant to the Agreement shall become null and void and of no effect if one or more of the following conditions applies:

   a. A Consent Judgment approving this Agreement without modification of any of the Agreement’s terms has not been entered as to the Settling State by a court of competent jurisdiction on or before one hundred eighty (180) days after the Effective Date; or

   b. This Agreement or the Consent Judgment as to that Settling State has been disapproved by a court of competent jurisdiction to which it was presented for approval and/or entry (or, in the event of an appeal from or review of a decision of such a court to approve this Agreement and the Consent Judgment, by the court hearing such appeal or conducting such review), and the time to appeal from such disapproval has expired, or, in the event of an appeal from such disapproval, the appeal has been dismissed or the disapproval has been affirmed by the court of last resort to which such appeal has been taken and such dismissal or disapproval has become no longer subject to further appeal (including, without limitation, review by the United States Supreme Court).

2. If this Agreement is terminated with respect to a Settling State and its Participating Subdivisions for whatever reason pursuant to subsection XIII.T.1, then:

   a. An applicable statute of limitation or any similar time requirement (excluding any statute of repose) shall be tolled from the date the Settling State signed this Agreement until the later of the time permitted by applicable law or for one year from the date of such termination, with the effect that Janssen and the Settling State in question shall be in the same
position with respect to the statute of limitation as they were at the time the Settling State filed its action; and

b. Janssen and the Settling State and its Participating Subdivisions in question shall jointly move the relevant court of competent jurisdiction for an order reinstating the actions and claims dismissed pursuant to the terms of this Agreement governing dismissal, with the effect that Janssen and the Settling State and its Participating Subdivisions in question shall be in the same position with respect to those actions and claims as they were at the time the action or claim was stayed or dismissed.

3. Unless Janssen and the Enforcement Committee agree otherwise, this Agreement, with the exception of the Injunctive Relief Terms that have their own provisions on duration, shall terminate as to all Parties as of the Payment Date for Payment Year 9, provided that Janssen has performed its payment obligations under the Agreement as of that date. Notwithstanding any other provision in this Agreement, all releases under this Agreement will remain effective despite any termination under this paragraph.

U. **Governing Law.** Except (1) as otherwise provided in the Agreement or (2) as necessary, in the sole judgment of the National Arbitration Panel, to promote uniformity of interpretation for matters within the scope of the National Arbitration Panel’s authority, this Agreement shall be governed by and interpreted in accordance with the respective laws of the Settling State, without regard to the conflict of law rules of such Settling State, that is seeking to enforce the Agreement against Janssen or against which Janssen is seeking enforcement. Notwithstanding any other provision in this subsection on governing law, any disputes relating to the Settlement Fund Escrow shall be governed by and interpreted in accordance with the law of the state where the escrow agent has its primary place of business.
EXHIBIT A

Alleged Harms

The following export reports that were filed in connection with the case captioned In re National Prescription Opiate Litigation, No. 1-17-md-02804 (N.D. Ohio):


EXHIBIT B

Enforcement Committee Organization Bylaws

ARTICLE I

These bylaws constitute the code of rules adopted by the Settling States and Participating Subdivisions for the creation of an Enforcement Committee (the “Committee”) to exist and operate during the term of the Agreement in connection with Janssen and shall control the regulation and management of the Committee’s affairs.

ARTICLE II

Purpose

The Committee is organized for the sole purpose of evaluating and taking such action as deemed reasonable, necessary, and appropriate by the members of the Committee on the matters delegated to the Committee under that certain Settlement Agreement between the Settling States and Janssen dated July 21, 2021.

ARTICLE III

Members of the Committee

(1) Number of Members
The Committee will consist of seventeen (17) members (the “Members”). Upon majority resolution of the Committee, the number of Members may be increased or decreased from time to time, but in no event shall a decrease have the effect of decreasing the total number of Members to less than seven Members.

(2) Initial Members
The Committee initially will consist of eleven Settling State Members and six Participating Subdivision Members; three of the Participating Subdivisions shall be counties and three shall be municipalities. The initial Settling State Members are representatives from: Connecticut, Delaware, Florida, Georgia, Massachusetts, New York, North Carolina, Ohio, Pennsylvania, Tennessee, and Texas. The initial Participating Subdivision Members are: (a) Bexar County, Texas; (b) Broward County, Florida; (c) Chicago, Illinois; (d) Cincinnati, Ohio; (e) Nashville, Tennessee; and (f) Nassau County, New York. Until the Reference Date contained in the Settlement Agreement, the Participating Subdivisions may designate their outside counsel to serve as their representative. After the Reference Date, an employee or official of the Participating Subdivision must be the designated as the representative of the Participating Subdivision.

(3) Term of Members
The term of office for Members of the Committee will be until the end of the term of the Settlement Agreement, nine (9) years, unless and until a Member withdraws or resigns from the Committee.
(4) **Resignation**
Any Member may resign at any time by delivering written notice to the Chairperson of the Committee. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(5) **Removal**
(a) Any Member may be removed without cause, at any time, by a majority of the entire Committee, at a Regular or Special Meeting called for that purpose. Any Member under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(b) In the event that any Member is not a Settling State or a Participating Subdivision or the Member subsequently becomes a Later Litigating Subdivision, the Member shall be removed immediately without notice or vote of the Committee.

(6) **Vacancies**
In the event of a vacancy, the Members of the same type (Settling State or Participating Subdivision) shall select another Settling State or Participating Subdivision to fill that Member’s position.

(7) **Compensation**
Members shall not receive any salaries or other compensation for their services, but, by resolution of the Committee, may be reimbursed for any actual expenses incurred in the performance of their duties for the Committee, as long as a majority of disinterested Members approve the reimbursement. Any reimbursement shall be sought from the Settlement Fund Administrator.

**ARTICLE IV**
**Conflicts of Interest and Code of Ethics**

If a Member, agent, or employee of the Committee has a conflict of interest, he or she may not participate in a vote, discussion, or decision about the matter. Each Member shall follow any applicable state or local law with respect to conflicts, gifts, and ethics.

**ARTICLE V**
**Committee Meetings**

(1) **Place of Meetings**
Meetings of the Committee will be held at any place that the Chairperson may designate, including by telephonic or electronic means.

(2) **Regular Meetings**
Regular meetings of the Committee shall be held as deemed necessary by the Chairperson or any three members.
(3) **Notice of Meetings**
Written notice of the date, time, place and subject of each meeting must be provided to the Members at least 72 hours before the scheduled time of the meeting, except when there is an emergency or urgent public necessity.

(4) **Quorum**
A majority of the incumbent Members (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business.

(5) **Voting and Proxy**
When it is necessary to vote on any matter before the Committee, Members may vote by electronic means as provided in these Bylaws. Proxy voting is permitted. In order for a matter to pass, the matter must have a majority vote of Members present and must have at least one vote from a Settling State Member and a Participating Subdivision Member. In the event that there is a Quorum, but no Settling State or Participating Subdivision Member is present, then a matter may pass with a simple majority vote.

(6) **Minutes**
The Committee shall prepare and keep minutes. The minutes must state the subject of each deliberation and indicate each vote, order, decision, or other action taken.

**ARTICLE VI**

**Officers**

(1) **Roster of Officers**
The Committee shall have a Chairperson, a Vice Chairperson, and a Secretary. The Committee may have at its discretion, such other officers as may be appointed by the Members of the Committee. One person may hold two or more offices, except those serving as Chairperson.

(2) **Election and Removal of Officers**
All officers shall serve two-year terms. The election shall be conducted at the first meeting of the fiscal year. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Members of the Committee attending the meeting.

(3) **Vacancies**
If a vacancy occurs during the term of office for any elected officer, the Members of the Committee shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Members present.

(4) **Chairperson**
The Chairperson will supervise and control the affairs of the Committee and shall exercise such supervisory powers as may be given him/her by the Members of the Committee. The Chairperson will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Committee.
Chairperson shall preside at all meetings and shall exercise parliamentary control in accordance with Robert’s Rules of Order.

(5) **Vice Chairperson**
The Vice Chairperson shall act in place of the Chairperson in the event of the Chairperson’s absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Committee. The Vice Chairperson shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

(6) **Secretary**
The Secretary will keep and maintain all records related to the Committee and take minutes of all meetings.

(7) **Records**
All elected officers and committee chairpersons shall relinquish their records to the Chairperson immediately upon the completion of their term of office or completion of a project.

(8) **Resignation**
An officer may resign the office while not resigning membership from the Committee, by submitting a letter to the Chairperson. Vacancies occurring in any office shall be appointed for the remainder of the term.

**ARTICLE VII**

**Duties**

(1) **Prior to the Reference Date**
The Committee shall be responsible for any additional negotiations with Janssen, including, but not limited to, negotiating extensions of any periods created by the Settlement Agreement.

(2) **After the Enforcement Date**
The Committee shall establish procedures for the receipt of notices that a dispute exists concerning the Agreement and review of such disputes, pursuant to Section XII of the Agreement. Members may engage with Janssen, Settling States, and Participating Subdivisions attempting to resolve any dispute without further action by the Committee. The Committee may request additional information from Janssen, Settling States, and Participating Subdivisions to the extent the Committee believes such information is necessary to understand, resolve, or provide advice related to a dispute. The Committee shall endeavor to provide advice relative to the dispute no later than 60 days after receipt of notice.

revised March 30, 2022
ARTICLE VIII
Rules of Procedure

The proceedings and business of the Committee shall be governed by Robert's Rules of Order unless otherwise waived by the Committee.

ARTICLE IX
Operations

(1) Records
The Committee will keep correct and complete records and will also keep minutes of the proceedings of the Committee meetings and Committees. The Committee will keep such records at its principal place of business at a place designated by the Chairperson.

All elected officers and committee chairpersons shall relinquish their records to the Chairperson, immediately upon the completion of their term of office.

(2) Inspection of Books and Records
The minutes of a meeting are public records and shall be available for public inspection and copying on request to the Committee’s Chairperson or the Chairperson's designee.

(3) Amendments
The bylaws may be amended at any time by a vote of a majority of Members present and must have at least one vote from a Settling State Member and a Participating Subdivision Member. In the event that there is a Quorum, but no Settling State or Participating Subdivision Member is present, then a matter may pass with a simple majority vote.
# EXHIBIT C

## List of Litigating and Later Litigating Subdivisions and Special Districts

1. Abbeville (AL), City of, Alabama
2. Alabaster (AL), City of, Alabama
3. Albertville (AL), City of, Alabama
4. Alexander City (AL), City of, Alabama
5. Anniston (AL), City of, Alabama
6. Arab (AL), City of, Alabama
7. Argo (AL), Town of, Alabama
8. Ashland (AL), Town of, Alabama
9. Ashville (AL), City of, Alabama
10. Athens (AL), City of, Alabama
11. Attalla (AL), City of, Alabama
12. Attentus Mouton, LLC d/b/a Lawrence Medical Center (AL), Alabama
13. Auburn (AL), City of, Alabama
14. Autauga (AL), County of, Alabama
15. Baldwin (AL), County of, Alabama
16. Barbour (AL), County of, Alabama
17. Berry (AL), Town of, Alabama
18. Bessemer (AL), City of, Alabama*
19. Bibb (AL), County of, Alabama
20. Bibb County Healthcare Authority (AL), Alabama
21. Birmingham (AL), City of, Alabama
22. Blount (AL), County of, Alabama
23. Boaz (AL), City of, Alabama
24. Brent (AL), City of, Alabama
25. Brewton (AL), City of, Alabama*
26. Bridgeport (AL), City of, Alabama
27. Brookwood (AL), Town of, Alabama
28. Brundidge (AL), City of, Alabama
29. Bullock (AL), County of, Alabama
30. Butler (AL), County of, Alabama
31. Butler (AL), Town of, Alabama
32. Calera (AL), City of, Alabama
33. Calhoun (AL), County of, Alabama
34. Camp Hill (AL), Town of, Alabama
35. Carbon Hill (AL), City of, Alabama
36. Cedar Bluff (AL), Town of, Alabama
37. Center Point (AL), City of, Alabama
38. Centre (AL), City of, Alabama
39. Centre (AL), City of, Alabama
40. Chambers (AL), County of, Alabama
41. Cherokee (AL), County of, Alabama
42. Cherokee (AL), Town of, Alabama
43. Chickasaw (AL), City of, Alabama
44. Chilton (AL), County of, Alabama
45. Choctaw (AL), County of, Alabama
46. Clanton (AL), City of, Alabama
47. Clarke (AL), County of, Alabama
48. Clay (AL), County of, Alabama
49. Cleburne (AL), County of, Alabama
50. Cleveland (AL), Town of, Alabama
51. Coffee (AL), County of, Alabama
52. Colbert (AL), County of, Alabama
53. Columbiana (AL), City of, Alabama*
54. Conecuh (AL), County of, Alabama
55. Coosa (AL), County of, Alabama
56. Cordova (AL), City of, Alabama
57. Covington (AL), County of, Alabama
58. Crenshaw (AL), County of, Alabama
59. Cullman (AL), City of, Alabama
60. Cullman (AL), County of, Alabama
61. Cullman County Health Care Authority (AL), Alabama
62. Cullman Regional Medical Center (AL), Alabama
63. Dadeville (AL), City of, Alabama
64. Dale (AL), County of, Alabama

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1 For purposes of calculating the percentage of Litigating Subdivisions and Litigating Special Districts pursuant to Section V.E.5 and Exhibit H, an individual Litigating Subdivision or Litigating Special District shall not be included more than once in the numerator, and shall not be included more than once in the denominator, of the calculation regardless if it (or any of its officials) is named as multiple plaintiffs in the same lawsuit; provided, however, that for the avoidance of doubt, no Litigating Subdivision or Litigating Special District will be excluded from the numerator or denominator under this sentence unless a Litigating Subdivision or Litigating Special District otherwise counted in the denominator has the authority to release the Claims (consistent with Section IV) of the Litigating Subdivision or Litigating Special District to be excluded.

* Later Litigating Subdivisions and Special Districts are marked with an asterisk. This Exhibit reflects Later Litigating Subdivisions and Special Districts only as of March 11, 2022.

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_revised March 30, 2022_
65. Dale County Healthcare Authority (AL), Alabama
66. Daleville (AL), City of, Alabama
67. Dallas (AL), County of, Alabama
68. Daphne (AL), City of, Alabama
69. Dauphin Island (AL), Town of, Alabama
70. DCH Health Care Authority (AL), Alabama
71. Decatur (AL), City of, Alabama
72. DeKalb (AL), County of, Alabama
73. Demopolis (AL), City of, Alabama
74. Dora (AL), City of, Alabama
75. Dothan (AL), City of, Alabama
76. Double Springs (AL), Town of, Alabama
77. Douglas (AL), Town of, Alabama
78. East Brewton (AL), City of, Alabama*
79. Elmore (AL), County of, Alabama
80. Enterprise (AL), City of, Alabama
81. Escambia (AL), County of, Alabama
82. Etowah (AL), County of (Sheriff), Alabama
83. Etowah (AL), County of, Alabama
84. Eufaula (AL), City of, Alabama
85. Evergreen (AL), City of, Alabama
86. Fairfield (AL), City of, Alabama
87. Fairhope (AL), City of, Alabama*
88. Family Oriented Primary Health Care Clinic (AL), Alabama
89. Faunsdale (AL), Town of, Alabama
90. Fayette (AL), County of (Sheriff), Alabama
91. Fayette (AL), City of, Alabama
92. Fayette (AL), County of, Alabama
93. Florence (AL), City of, Alabama
94. Foley (AL), City of, Alabama
95. Fort Deposit (AL), Town of, Alabama
96. Fort Payne (AL), City of, Alabama
97. Franklin (AL), County of, Alabama
98. Fultondale (AL), City of, Alabama
99. Gadsden (AL), City of, Alabama
100. Geneva (AL), City of, Alabama
101. Geneva (AL), County of, Alabama
102. Geneva County Health Care Authority (AL), Alabama
103. Georgiana (AL), Town of, Alabama
104. Geraldine (AL), Town of, Alabama
105. Gilmer (AL), Town of, Alabama
106. Grant (AL), Town of, Alabama
107. Graysville (AL), City of, Alabama
108. Greene (AL), County of, Alabama
109. Greene County Hospital Board (AL), Alabama
110. Greensboro (AL), City of, Alabama
111. Greenville (AL), City of, Alabama
112. Guin (AL), City of, Alabama
113. Gulf Shores (AL), City of, Alabama*
114. Guntersville (AL), City of, Alabama
115. Gurley (AL), Town of, Alabama
116. Hale (AL), County of, Alabama
117. Haleyville (AL), City of, Alabama
118. Hamilton (AL), City of, Alabama
119. Hammondsville (AL), Town of, Alabama
120. Hartselle (AL), City of, Alabama
121. Headland (AL), City of, Alabama
122. Healthcare Authority for Baptist Health (AL), Alabama
123. Health Care Authority of Clarke County (AL), Alabama
124. Health Care Authority of Morgan County – City of Decatur (AL), Alabama
125. Health Care Authority of the City of Huntsville d/b/a HH Health System, et al. (AL), Alabama
126. Health Care Authority of the City of Huntsville d/b/a Huntsville Hospital (AL), Alabama
127. Health Care Authority of the City of Huntsville d/b/a Huntsville Hospital for Women and Children (AL), Alabama
128. Health Care Authority of the City of Huntsville d/b/a Madison Hospital (AL), Alabama
129. Helena (AL) City of, Alabama*
130. Henagar (AL), City of, Alabama
131. Henry (AL), County of, Alabama
132. HH Health System - Athens Limestone, LLC d/b/a Athens Limestone Hospital (AL), Alabama
133. HH Health System - Morgan, LLC d/b/a Decatur Morgan Hospital - Decatur and Decatur Morgan Hospital - Parkway (AL), Alabama
134. HH Health System - Shoals, LLC d/b/a Helen Keller Hospital and Red Bay Hospital (AL), Alabama
135. Homewood (AL), City of, Alabama
136. Hoover (AL), City of, Alabama
137. Houston (AL), County of, Alabama
138. Hueytown (AL), City of, Alabama
139. Huntsville (AL), City of, Alabama
140. Irondale (AL), City of, Alabama*
141. J. Paul Jones Hospital (AL), Alabama
142. Jackson (AL), County of, Alabama
143. Jackson County Health Care Authority (AL), Alabama
144. Jacksonville (AL), City of, Alabama
145. Jasper (AL), City of, Alabama
146. Jefferson (AL), County of (Sheriff), Alabama
147. Jefferson (AL), County of, Alabama
148. Killen (AL), Town of, Alabama
149. Lamar (AL), County of (Sheriff), Alabama
150. Lamar (AL), County of, Alabama
151. Lanett (AL), City of, Alabama
152. Lauderdale (AL), County of, Alabama
153. Lawrence (AL), County of, Alabama
154. Leeds (AL), City of, Alabama
155. Leesburg (AL), Town of, Alabama
156. Leighton (AL), Town of, Alabama
157. Level Plains (AL), Town of, Alabama
158. Limestone (AL), County of, Alabama
159. Lincoln (AL), City of, Alabama
160. Linden (AL), City of, Alabama
161. Locust Fork (AL), Town of, Alabama
162. Louisville (AL), Town of, Alabama
163. Lowndes (AL), County of, Alabama
164. Luverne (AL), City of, Alabama
165. Macon (AL), County of, Alabama
166. Madison (AL), City of, Alabama
167. Madison (AL), County of, Alabama
168. Marengo (AL), County of, Alabama
169. Marion (AL), City of, Alabama
170. Marion (AL), County of, Alabama
171. Marshall (AL), County of, Alabama
172. Marshall County Health Care Authority (AL), Alabama
173. McKenzie (AL), Town of, Alabama
174. Medical West Hospital Authority (AL), Alabama
175. Midfield (AL), City of, Alabama
176. Millbrook (AL), City of, Alabama*
177. Mobile (AL), City of, Alabama
178. Mobile (AL), County of, Alabama
179. Mobile County Board of Health (AL), Alabama
180. Mobile County Emergency Medical Services System Rescue Squad (AL), Alabama
181. Monroe (AL), County of, Alabama
182. Monroe County Health Care Authority (AL), Alabama
183. Monroe County Health Care Authority d/b/a Monroe County Hospital (AL), Alabama
184. Monroeville (AL), City of, Alabama
185. Montgomery (AL), City of, Alabama
186. Montgomery (AL), County of, Alabama
187. Moody (AL), City of, Alabama
188. Morgan (AL), County of, Alabama
189. Moulton (AL), City of, Alabama
190. Mountain Brook (AL), City of, Alabama
191. Munford (AL), Town of, Alabama
192. Muscle Shoals (AL), City of, Alabama
193. Nauvoo (AL), Town of, Alabama
194. New Hope (AL), City of, Alabama
195. Northport (AL), City of, Alabama
196. Oakman (AL), Town of, Alabama
197. Oneonta (AL), City of, Alabama
198. Opelika (AL), City of, Alabama
199. Opp (AL), City of, Alabama
200. Orange Beach (AL), City of, Alabama
201. Oxford (AL), City of, Alabama
202. Ozark (AL), City of, Alabama
203. Parrish (AL), Town of, Alabama
204. Pelham (AL), City of, Alabama*
205. Pell City (AL), City of, Alabama
206. Perry (AL), County of, Alabama
207. Phenix City (AL), City of, Alabama
208. Pickens (AL), County of, Alabama
209. Piedmont (AL), City of, Alabama
210. Pike (AL), County of, Alabama
211. Pleasant Grove (AL), City of, Alabama
212. Powell (AL), Town of, Alabama
213. Prattville (AL), City of, Alabama
214. Priceville (AL), Town of, Alabama
215. Prichard (AL), City of, Alabama
216. Ragland (AL), Town of, Alabama
217. Rainbow City (AL), City of, Alabama
218. Rainsville (AL), City of, Alabama
219. Randolph (AL), County of, Alabama*
220. Red Bay (AL), City of, Alabama
221. Roanoke (AL), City of, Alabama*
222. Robertsdale (AL), City of, Alabama
223. Rockford (AL), Town of, Alabama
224. Russell (AL), County of, Alabama
225. Russellville (AL), City of, Alabama
226. Satsuma (AL), City of, Alabama
227. Scottsboro (AL), City of, Alabama
228. Selma (AL), City of, Alabama
229. Semmes (AL), City of, Alabama*
230. Sheffield (AL), City of, Alabama
231. Shelby (AL), County of, Alabama
232. Sipsey (AL), Town of, Alabama
233. Slocomb (AL), City of, Alabama
234. Spanish Fort (AL), City of, Alabama
235. Springville (AL), City of, Alabama
236. St. Clair (AL), County of, Alabama
237. Sumiton (AL), City of, Alabama
238. Sumter (AL), County of, Alabama
239. Sweet Water (AL), Town of, Alabama
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revised March 30, 2022
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855. Amador (CA), County of, California
856. Anaheim (CA), City of, California
857. Butte (CA), County of, California
858. Calaveras (CA), County of, California
859. Central California Alliance for Health (CA), California
860. Chico (CA), City of, California
861. Chula Vista (CA), City of, California
862. Clearlake (CA), City of, California
863. Commission On Medical Care d/b/a Partnership HealthPlan of California (CA), California
864. Contra Costa (CA), County of, California
865. Costa Mesa (CA), City of, California
866. Del Norte (CA), County of, California
867. Downey Unified School District (CA), California
868. Dublin (CA), City of, California
869. El Dorado (CA), County of, California
870. El Monte (CA), City of, California
871. Elk Grove Unified School District (CA), California
872. Encinitas (CA), City of, California
873. Eureka (CA), City of, California
874. Fresno (CA), County of, California
875. Fullerton (CA), City of, California
876. Glenn (CA), County of, California
877. Health Plan of San Joaquin (CA), California
878. Humboldt (CA), County of, California
879. Huntington Beach (CA), City of, California
880. Imperial (CA), County of, California
881. Inland Empire Health Plan (CA), California
882. Inyo (CA), County of, California
883. Irvine (CA), City of, California
884. Kern (CA), County of, California
885. Kern High School District (CA), California
886. La Habra (CA), City of, California
887. La Mesa (CA), City of, California
888. Laguna Beach (CA), City of, California
889. Lakeport (CA), City of, California
890. Lassen (CA), County of, California
891. Local Initiative Health Authority For Los Angeles County, o/a L.A. Care Health Plan (CA), California
892. Los Angeles (CA), City of, California
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894. Madera (CA), County of, California
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898. Merced (CA), County of, California
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900. Mono (CA), County of, California
901. Monterey (CA), County of, California
902. Montezuma Fire Protection District (CA), California
903. Murrieta (CA), City of, California
904. Napa (CA), County of, California
905. Nevada (CA), County of, California
906. Oakland (CA), City of, California
907. Orange (CA), County of, California
908. Oxnard (CA), City of, California
909. Placentia (CA), City of, California
910. Placer (CA), County of, California
911. Pleasant Valley School District Board of Education (CA), California*
912. Plumas (CA), County of, California
913. Riverside (CA), County of, California
914. Sacramento (CA), City of, California
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916. San Benito (CA), County of, California
917. San Bernardino (CA), County of, California
918. San Clemente (CA), City of, California
919. San Diego (CA), City of, California
920. San Diego (CA), County of, California
921. San Francisco (CA), City and County of, California
922. San Joaquin (CA), County of, California
923. San Jose (CA), City of, California
924. San Leandro Unified School District (CA), California*
925. San Luis Obispo (CA), County of, California
926. San Mateo (CA), County of, California
927. Santa Ana (CA), City of, California
928. Santa Barbara (CA), County of, California
929. Santa Barbara San Luis Obispo Regional Health Authority (CA), California
930. Santa Clara (CA), County of, California
931. Santa Cruz (CA), County of, California
932. Shasta (CA), County of, California
933. Siskiyou (CA), County of, California

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935. Stockton (CA), City of, California
936. Sutter (CA), County of, California
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938. Trinity (CA), County of, California
939. Tulare (CA), County of, California
940. Tuolumne (CA), County of, California
941. Ventura (CA), County of, California
942. Ventura County Medi-Cal Managed Care Commission d/b/a Gold Coast Health Plan (CA), California
943. Westminster (CA), City of, California
944. Yolo (CA), County of, California
945. Yuba (CA), County of, California
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947. Alamosa (CO), City of, Colorado
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949. Arapahoe (CO), County of, Colorado
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951. Black Hawk (CO), City of, Colorado
952. Boulder (CO), County of, Colorado
953. Brighton (CO), City of, Colorado
954. Broomfield (CO), City and County of, Colorado
955. Chaffee (CO), County of, Colorado
956. Commerce City (CO), City of, Colorado
957. Conejos (CO), County of, Colorado
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960. Federal Heights (CO), City of, Colorado
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963. Hudson (CO), Town of, Colorado
964. Huerfano (CO), County of, Colorado
965. Jefferson (CO), County of, Colorado
966. Lakewood (CO), City of, Colorado
967. Larimer (CO), County of, Colorado
968. Las Animas (CO), County of, Colorado
969. Mesa (CO), County of, Colorado
970. Mesa County Valley School District 51 (CO), Colorado
971. Northglenn (CO), City of, Colorado
972. Otero (CO), County of, Colorado
973. Pueblo (CO), County of, Colorado
974. Sheridan (CO), City of, Colorado
975. Teller (CO), County of, Colorado
976. Thornton (CO), City of, Colorado
977. Tri-County Health Department (CO), Colorado
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1395. Harwood Heights (IL), Village of, Illinois
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1397. Herrin (IL), City of, Illinois
1398. Hillside (IL), Village of, Illinois
1399. Hodgkins (IL), Village of, Illinois
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1403. Jersey (IL), County of, Illinois
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1415. Livingston (IL), County of, Illinois
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1417. Lyons (IL), Village of, Illinois
1418. Macon (IL), County of, Illinois
1419. Macoupin (IL), County of, Illinois
1420. Marion (IL), City of, Illinois
1421. Marion (IL), County of, Illinois
1422. Massac (IL), County of, Illinois
1423. Massac County Hospital District (IL), Illinois
1424. Maywood (IL), Village of, Illinois
1425. McHenry (IL), County of, Illinois
1426. McLean (IL), County of, Illinois
1427. McLean (IL), Village of, Illinois
1428. Metropolis (IL), City of, Illinois
1429. Metropolis (IL), Village of, Illinois
1430. Merionette Park (IL), Village of, Illinois
1431. North Riverside (IL), Village of, Illinois
1432. Northlake (IL), City of, Illinois
1433. Oak Lawn (IL), Village of, Illinois
1434. Oak Park (IL), Village of, Illinois
1435. Orland Fire Protection District (IL), Illinois
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1437. Palos Heights (IL), City of, Illinois
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1445. River Forest (IL), Village of, Illinois
1446. River Grove (IL), Village of, Illinois
1447. Riverside (IL), Village of, Illinois
1448. Rockford (IL), City of, Illinois
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1450. Sangamon (IL), County of, Illinois
1451. Schiller Park (IL), Village of, Illinois
1452. Schuyler (IL), County of, Illinois
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1454. Shelby (IL), County of, Illinois
1455. St. Clair (IL), County of, Illinois
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1458. Summit (IL), Village of, Illinois
1459. Tinley Park (IL), Village of, Illinois
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1462. Washington (IL), County of, Illinois
1463. Waukegan Community Unit School District (IL), Illinois
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1470. Allen (IN), County of, Indiana
1471. Austin (IN), City of, Indiana
1472. Beech Grove (IN), City of, Indiana
1473. Benton (IN), County of, Indiana
1474. Blackford (IN), County of, Indiana
1475. Bloomington (IN), City of, Indiana
1476. Brownstown (IN), Town of, Indiana
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1481. Elwood (IN), City of, Indiana
1482. Evansville (IN), City of, Indiana
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1487. Franklin (IN), County of, Indiana
1488. Gary (IN), City of, Indiana
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1494. Indianapolis-Marion County (IN), Consolidated Government of, Indiana
1495. Jackson (IN), County of, Indiana
1496. Jasper (IN), City of, Indiana
1497. Jay (IN), County of, Indiana
1498. Jeffersonville (IN), City of, Indiana
1499. Jennings (IN), County of, Indiana
1500. Kokomo (IN), City of, Indiana
1501. Lafayette (IN), City of, Indiana
1502. Lake (IN), County of, Indiana
1503. LaPorte (IN), County of, Indiana
1504. Lawrence (IN), City of, Indiana
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1506. Logansport (IN), City of, Indiana
1507. Madison (IN), City of, Indiana
1508. Madison (IN), County of, Indiana
1509. Marshall (IN), County of, Indiana
1510. Martinsville (IN), City of, Indiana
1511. Mishawaka (IN), City of, Indiana
1512. Monroe (IN), County of, Indiana
1513. Montpelier (IN), City of, Indiana
1514. Mooresville (IN), Town of, Indiana
1515. Morgan (IN), County of, Indiana
1516. New Albany (IN), City of, Indiana
1517. New Castle (IN), City of, Indiana
1518. Noblesville (IN), City of, Indiana
1519. Orange (IN), County of, Indiana
1520. Pendleton (IN), Town of, Indiana
1521. Penn-Harris-Madison School Corporation (IN), Indiana
1522. Peru (IN), City of, Indiana
1523. Plainfield (IN), Town of, Indiana
1524. Porter (IN), County of, Indiana
1525. Portland (IN), City of, Indiana
1526. Pulaski (IN), County of, Indiana
1527. Richmond (IN), City of, Indiana
1528. Ripley (IN), County of, Indiana
1529. School City of Mishawaka (IN), Indiana
1530. Scott (IN), County of, Indiana
1531. Seymour (IN), City of, Indiana
1532. Shelbyville (IN), City of, Indiana
1533. Sheridan (IN), Town of, Indiana
1534. Smith-Green Community Schools (IN), Indiana
1535. South Bend (IN), City of, Indiana
1536. South Bend Community School Corporation (IN), Indiana
1537. St. Joseph (IN), County of, Indiana
1538. Starke (IN), County of, Indiana
1539. Tippecanoe (IN), County of, Indiana
1540. Upland (IN), Town of, Indiana
1541. Vanderburgh (IN), County of, Indiana
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1678. Campbellsville (KY), City of, Kentucky
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1682. Christian (KY), County of, Kentucky
1683. Clark (KY), County of, Kentucky
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1686. Columbia (KY), City of, Kentucky
1687. Covington (KY), City of, Kentucky
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1693. Estill County Emergency Medical Services (KY), Kentucky
1694. Fleming (KY), County of, Kentucky
1695. Florence (KY), City of, Kentucky
1696. Floyd (KY), County of, Kentucky
1697. Franklin (KY), County of, Kentucky
1698. Fulton (KY), County of, Kentucky
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1708. Hardin Memorial Hospital (KY), Kentucky
1709. Harlan (KY), County of, Kentucky
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1711. Harrison (KY), County of, Kentucky
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1713. Henderson (KY), County of, Kentucky
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1722. Jenkins (KY), City of, Kentucky
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1728. Larue (KY), County of, Kentucky
1729. Laurel (KY), County of, Kentucky
1730. Lawrence (KY), County of, Kentucky
1731. Lee (KY), County of, Kentucky
1732. Leslie (KY), County of, Kentucky
1733. Letcher (KY), County of, Kentucky
1734. Lewis (KY), County of, Kentucky
1735. Lexington-Fayette (KY), Urban County of, Kentucky
1736. Lincoln (KY), County of, Kentucky
1737. Logan (KY), County of, Kentucky
1738. London (KY), City of, Kentucky
1739. Louisville-Jefferson County (KY), Metro Government of, Kentucky
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1741. Lynch (KY), City of, Kentucky
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1763. Owensboro (KY), City of, Kentucky
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1766. Paintsville (KY), City of, Kentucky
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1768. Perry (KY), County of, Kentucky
1769. Pike (KY), County of, Kentucky
1770. Pineville (KY), City of, Kentucky
1771. Pippa Passes (KY), City of, Kentucky
1772. Powell (KY), County of, Kentucky
1773. Prestonsburg (KY), City of, Kentucky

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1778. Russell Springs (KY), City of, Kentucky
1779. Scott (KY), County of, Kentucky
1780. Shelby (KY), County of, Kentucky
1781. Shepherdsville (KY), City of, Kentucky
1782. South Shore (KY), City of, Kentucky
1783. Spencer (KY), County of, Kentucky
1784. Taylor (KY), County of, Kentucky
1785. Taylor County Hospital District Health Facilities Corporation (KY), Kentucky
1786. Todd (KY), County of, Kentucky
1787. Union (KY), County of, Kentucky
1788. Vanceburg (KY), City of, Kentucky
1789. Warfield (KY), City of, Kentucky
1790. Warren (KY), County of, Kentucky
1791. Wayne (KY), County of, Kentucky
1792. Webster (KY), County of, Kentucky
1793. West Liberty (KY), City of, Kentucky
1794. Whitesburg (KY), City of, Kentucky
1795. Whitley (KY), County of, Kentucky
1796. Winchester (KY), City of, Kentucky
1797. Wolfe (KY), County of, Kentucky
1798. Woodford (KY), County of, Kentucky
1799. Worthington (KY), City of, Kentucky
1800. Abita Springs (LA), Town of, Louisiana
1801. Acadia-St. Landry Hospital Service District (LA), Louisiana
1802. Alexandria (LA), City of, Louisiana
1803. Allen (LA), Parish of (Sheriff), Louisiana
1804. Ascension (LA), Parish of (Sheriff), Louisiana
1805. Ascension (LA), Parish of, Louisiana
1806. Ascension Parish School Board (LA), Louisiana
1807. Assumption (LA), Parish of (Sheriff), Louisiana
1808. Assumption (LA), Parish of, Louisiana
1809. Avoyelles (LA), Parish of (Sheriff), Louisiana
1810. Avoyelles (LA), Parish of, Louisiana
1811. Baldwin (LA), Town of, Louisiana
1812. Bastrop (LA), City of, Louisiana
1813. Baton Rouge City - East Baton Rouge Parish (LA), Consolidated Government of, Louisiana
1814. Beauregard (LA), Parish of, Louisiana
1815. Benton Fire Protection District No. 4 (LA), Louisiana
1816. Berwick (LA), Town of, Louisiana
1817. Bienville (LA), Parish of (Sheriff), Louisiana
1818. Bogalusa (LA), City of, Louisiana
1819. Bossier (LA), Parish of, Louisiana
1820. Bossier City (LA), City of, Louisiana
1821. Bossier Parish Emergency Medical Services Ambulance District (LA), Louisiana
1822. Caddo (LA), Parish of, Louisiana
1823. Caddo Fire Protection District No. 1 (LA), Louisiana
1824. Calcasieu (LA), Parish of (Sheriff), Louisiana
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1826. Caldwell (LA), Parish of, Louisiana
1827. Cameron (LA), Parish of, Louisiana
1828. Catahoula (LA), Parish of (Sheriff), Louisiana
1829. Catahoula (LA), Parish of, Louisiana
1830. Claiborne (LA), Parish of, Louisiana
1831. Concordia (LA), Parish of (Sheriff), Louisiana
1832. Concordia (LA), Parish of, Louisiana
1833. Covington (LA), City of, Louisiana
1834. Delhi (LA), Town of, Louisiana
1835. DeSoto (LA), Parish of, Louisiana
1836. DeSoto Fire Protection District No. 8 (LA), Louisiana
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1838. East Baton Rouge (LA), Parish of (Sheriff), Louisiana
1839. East Baton Rouge Parish Clerk of Court Office (LA), Louisiana
1840. East Carroll (LA), Parish of (Sheriff), Louisiana
1841. East Carroll (LA), Parish of, Louisiana
1842. Eunice (LA), City of, Louisiana
1843. Evangeline (LA), Parish of (Sheriff), Louisiana
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1845. Ferriday (LA), Town of, Louisiana
1846. Franklin (LA), Parish of, Louisiana
1847. Franklin (LA), City of, Louisiana
1848. Gramercy (LA), Town of, Louisiana
1849. Grant (LA), Parish of (Sheriff), Louisiana
1850. Grant (LA), Parish of, Louisiana
1851. Gretna (LA), City of, Louisiana
1852. Hospital Service District No. 1 of the Parish of Avoyelles (LA), Louisiana
1853. Hospital Service District No. 1 of the Parish of LaSalle (LA), Louisiana

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1854. Iberia (LA), Parish of (Sheriff), Louisiana
1855. Iberia (LA), Parish of, Louisiana
1856. Iberia Parish School Board (LA), Louisiana
1857. Iberville (LA), Parish of, Louisiana
1858. Jackson (LA), Parish of (Sheriff), Louisiana
1859. Jackson (LA), Parish of, Louisiana
1860. Jean Lafitte (LA), Town of, Louisiana
1861. Jefferson (LA), Parish of (Sheriff), Louisiana
1862. Jefferson (LA), Parish of, Louisiana
1863. Jefferson Davis (LA), Parish of (Sheriff), Louisiana
1864. Jefferson Davis (LA), Parish of, Louisiana
1865. Jefferson Parish Coroner’s Office (LA), Louisiana
1866. Jefferson Parish Hospital Service District No. 1 (LA), Louisiana
1867. Jefferson Parish Hospital Service District No. 2 (LA), Louisiana
1868. Kenner (LA), City of, Louisiana
1869. Lafayette (LA), Parish of (Sheriff), Louisiana
1870. Lafourche (LA), Parish of, Louisiana
1871. Lafourche Parish School Board (LA), Louisiana
1872. Lake Charles (LA), City of, Louisiana
1873. Lake Providence (LA), Town of, Louisiana
1874. LaSalle (LA), Parish of, Louisiana
1875. Lincoln (LA), Parish of (Sheriff), Louisiana
1876. Livingston (LA), Parish of (Sheriff), Louisiana
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1878. Lutcher (LA), Town of, Louisiana
1879. Madisonville (LA), Town of, Louisiana
1880. Mandeville (LA), City of, Louisiana
1881. Monroe (LA), City of, Louisiana
1882. Morehouse (LA), Parish of (Sheriff), Louisiana
1883. Morehouse (LA), Parish of, Louisiana
1884. Morgan City (LA), City of, Louisiana
1885. Natchitoches (LA), City of, Louisiana
1886. Natchitoches (LA), Parish of, Louisiana
1887. New Iberia (LA), City of, Louisiana
1888. New Orleans City - Orleans Parish (LA), Consolidated Government of, Louisiana
1889. New Roads (LA), City of, Louisiana
1890. North Caddo Hospital Service District (LA), Louisiana
1891. Opelousas (LA), City of, Louisiana
1892. Opelousas General Hospital Authority (LA), Louisiana
1893. Orleans (LA), Parish of (DA), Louisiana
1894. Orleans (LA), Parish of (Sheriff), Louisiana
1895. Orleans Parish Hospital Service Dist. – District A (LA), Louisiana
1896. Ouachita (LA), Parish of (Sheriff), Louisiana
1897. Ouachita (LA), Parish of, Louisiana
1898. Patterson (LA), City of, Louisiana
1899. Pearl River (LA), Town of, Louisiana
1900. Pineville (LA), City of, Louisiana
1901. Pointe Coupee (LA), Parish of, Louisiana
1902. Pointe Coupee Parish Health Services District Number 1 (LA), Louisiana
1903. Rapides (LA), Parish of (Sheriff), Louisiana
1904. Rapides (LA), Parish of (DA), Louisiana
1905. Rapides (LA), Parish of, Louisiana
1906. Red River (LA), Parish of, Louisiana
1907. Red River Fire Protection District (LA), Louisiana
1908. Richland (LA), Parish of (Sheriff), Louisiana
1909. Richland (LA), Parish of, Louisiana
1910. Richwood (LA), Town of, Louisiana
1911. Sabine (LA), Parish of (Sheriff), Louisiana
1912. Sabine (LA), Parish of, Louisiana
1913. St. Martinville (LA), City of, Louisiana
1914. Shreveport (LA), City of, Louisiana
1915. Slidell (LA), City of, Louisiana
1916. St. Bernard (LA), Parish of (Sheriff), Louisiana
1917. St. Bernard (LA), Parish of, Louisiana
1918. St. Bernard Parish Coroner’s Office (LA), Louisiana
1919. St. Bernard Parish School Board (LA), Louisiana
1920. St. Charles (LA), Parish of (Sheriff), Louisiana
1921. St. Charles (LA), Parish of, Louisiana
1922. St. James (LA), Parish of, Louisiana
1923. St. James Parish School Board (LA), Louisiana
1924. St. John the Baptist (LA), Parish of, Louisiana

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1925. St. Landry (LA), Parish of (Sheriff), Louisiana
1926. St. Landry (LA), Parish of, Louisiana
1927. St. Martin (LA), Parish of, Louisiana
1928. St. Mary (LA), Parish of (Sheriff), Louisiana
1929. St. Mary (LA), Parish of, Louisiana
1930. St. Mary Parish School Board (LA), Louisiana
1931. St. Tammany (LA), Parish of (Sheriff), Louisiana
1932. St. Tammany (LA), Parish of, Louisiana
1933. St. Tammany (LA), Parish of (DA), Louisiana
1934. St. Tammany Fire Protection District No. 1 (LA), Louisiana
1935. St. Tammany Fire Protection District No. 12 (LA), Louisiana
1936. St. Tammany Fire Protection District No. 13 (LA), Louisiana
1937. St. Tammany Fire Protection District No. 2 (LA), Louisiana
1938. St. Tammany Fire Protection District No. 3 (LA), Louisiana
1939. St. Tammany Fire Protection District No. 4 (LA), Louisiana
1940. St. Tammany Fire Protection District No. 5 (LA), Louisiana
1941. St. Tammany Parish Coroner’s Office (LA), Louisiana
1942. Tensas (LA), Parish of (Sheriff), Louisiana
1943. Terrebonne (LA), Parish of (Sheriff), Louisiana
1944. Terrebonne (LA), Parish of (Consolidated Government), Louisiana
1945. Union (LA), Parish of (Sheriff), Louisiana
1946. Union (LA), Parish of, Louisiana
1947. Vermilion (LA), Parish of, Louisiana
1948. Vernon (LA), Parish of (Sheriff), Louisiana
1949. Vernon (LA), Parish of, Louisiana
1950. Washington (LA), Parish of (Sheriff), Louisiana
1951. Washington (LA), Parish of, Louisiana
1952. Washington (LA), Parish of (DA), Louisiana
1953. Webster (LA), Parish of, Louisiana
1954. West Ascension Parish Hospital Service District (LA), Louisiana
1955. West Baton Rouge (LA), Parish of, Louisiana
1956. West Baton Rouge Fire Protection District No. 1 (LA), Louisiana
1957. West Carroll (LA), Parish of (Sheriff), Louisiana
1958. West Carroll (LA), Parish of, Louisiana
1959. West Monroe (LA), City of, Louisiana
1960. Westwego (LA), City of, Louisiana
1961. Winn (LA), Parish of (DA), Louisiana
1962. Winn (LA), Parish of, Louisiana
1963. Androscoggin (ME), County of, Maine
1964. Aroostook (ME), County of, Maine
1965. Auburn (ME), City of, Maine
1966. Augusta (ME), City of, Maine
1967. Bangor (ME), City of, Maine
1968. Biddeford (ME), City of, Maine
1969. Board of Education of Bangor School Department (ME), Maine
1970. Board of Education of Cape Elizabeth School Department (ME), Maine
1971. Board of Education of Ellsworth School Department (ME), Maine
1972. Board of Education of Maine Regional School Unit (“RSU”) 9 (ME), Maine
1973. Board of Education of Maine RSU 10 (ME), Maine
1974. Board of Education of Maine RSU 13 (ME), Maine
1975. Board of Education of Maine RSU 25 (ME), Maine
1976. Board of Education of Maine RSU 26 (ME), Maine
1977. Board of Education of Maine RSU 29 (ME), Maine
1978. Board of Education of Maine RSU 34 (ME), Maine
1979. Board of Education of Maine RSU 40 (ME), Maine
1980. Board of Education of Maine RSU 50 (ME), Maine
1981. Board of Education of Maine RSU 57 (ME), Maine
1982. Board of Education of Maine School Administrative District (“SAD”) 6 (ME), Maine
1983. Board of Education of Maine RSU 71 (ME), Maine
1984. Board of Education of Maine School Administrative District (“SAD”) 6 (ME), Maine
1985. Board of Education of Maine SAD 11 (ME), Maine

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1986. Board of Education of Maine SAD 15 (ME), Maine
1987. Board of Education of Maine SAD 28/Five Town Central School District (ME), Maine
1988. Board of Education of Maine SAD 35 (ME), Maine
1989. Board of Education of Maine SAD 44 (ME), Maine
1990. Board of Education of Maine SAD 53 (ME), Maine
1991. Board of Education of Maine SAD 55 (ME), Maine
1992. Board of Education of Maine SAD 61 (ME), Maine
1993. Board of Education of Maine SAD 72 (ME), Maine
1994. Board of Education of Portland School Department (ME), Maine
1995. Board of Education of Scarborough School Department (ME), Maine
1996. Board of Education of South Portland School Department (ME), Maine
1997. Board of Education of St. George Municipal School District (ME), Maine
1998. Board of Education of Waterville School Department (ME), Maine
1999. Calais (ME), City of, Maine
2000. Cumberland (ME), County of, Maine
2001. Kennebec (ME), County of, Maine
2002. Knox (ME), County of, Maine
2003. Lewiston (ME), City of, Maine
2004. Lincoln (ME), County of, Maine
2005. Penobscot (ME), County of, Maine
2006. Portland (ME), City of, Maine
2007. Rockland (ME), City of, Maine
2008. Saco (ME), City of, Maine
2009. Sagadahoc (ME), County of, Maine
2010. Sanford (ME), City of, Maine
2011. Somerset (ME), County of, Maine
2012. Waldo (ME), County of, Maine
2013. Washington (ME), County of, Maine
2014. Waterville (ME), City of, Maine
2015. York (ME), County of, Maine
2016. Aberdeen (MD), City of, Maryland
2017. Allegany (MD), County of, Maryland
2018. Annapolis (MD), City of, Maryland
2019. Anne Arundel (MD), County of, Maryland
2020. Baltimore (MD), City of, Maryland
2021. Baltimore (MD), County of, Maryland
2022. Baltimore City Board of School Commissioners (MD), Maryland
2023. Bel Air (MD), Town of, Maryland
2024. Berlin (MD), Town of, Maryland
2025. Bowie (MD), City of, Maryland
2026. Calvert (MD), County of, Maryland
2027. Cambridge (MD), City of, Maryland
2028. Caroline (MD), County of, Maryland
2029. Carroll (MD), County of, Maryland
2030. Cecil (MD), County of, Maryland
2031. Charles (MD), County of, Maryland
2032. Charlestown (MD), Town of, Maryland
2033. Cottage City (MD), Town of, Maryland
2034. Cumberland (MD), City of, Maryland
2035. Dorchester (MD), County of, Maryland
2036. Forest Heights (MD), Town of, Maryland
2037. Frederick (MD), City of, Maryland
2038. Frederick (MD), County of, Maryland
2039. Frostburg (MD), City of, Maryland
2040. Garrett (MD), County of, Maryland
2041. Grantsville (MD), Town of, Maryland
2042. Hagerstown (MD), City of, Maryland
2043. Harford (MD), County of, Maryland
2044. Havre De Grace (MD), City of, Maryland
2045. Howard (MD), County of, Maryland
2046. Laurel (MD), City of, Maryland
2047. Montgomery (MD), County of, Maryland
2048. Mountain Lake Park (MD), Town of, Maryland
2049. North Brentwood (MD), Town of, Maryland
2050. North East (MD), Town of, Maryland
2051. Oakland (MD), Town of, Maryland
2052. Perryville (MD), Town of, Maryland
2053. Prince George's (MD), County of, Maryland
2054. Rockville (MD), City of, Maryland
2055. Seat Pleasant (MD), City of, Maryland
2056. Somerset (MD), County of, Maryland
2057. St. Mary’s (MD), County of, Maryland
2058. Talbot (MD), County of, Maryland
2059. Upper Marlboro (MD), Town of, Maryland
2060. Vienna (MD), Town of, Maryland
2061. Washington (MD), County of, Maryland
2062. Westminster (MD), City of, Maryland
2063. Wicomico (MD), County of, Maryland
2064. Acushnet (MA), Town of, Massachusetts
2065. Agawam Town (MA), City of, Massachusetts

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2066. Amesbury Town (MA), City of, Massachusetts
2067. Andover (MA), Town of, Massachusetts
2068. Aquinnah (MA), Town of, Massachusetts
2069. Athol (MA), Town of, Massachusetts
2070. Auburn (MA), Town of, Massachusetts
2071. Ayer (MA), Town of, Massachusetts
2072. Barnstable Town (MA), City of, Massachusetts
2073. Belchertown (MA), Town of, Massachusetts
2074. Beverly (MA), City of, Massachusetts
2075. Billerica (MA), Town of, Massachusetts
2076. Boston (MA), City of, Massachusetts
2077. Boston Housing Authority (MA), Massachusetts
2078. Boston Public Health Commission (MA), Massachusetts
2079. Braintree Town (MA), City of, Massachusetts
2080. Brewster (MA), Town of, Massachusetts
2081. Bridgewater (MA), Town of, Massachusetts
2082. Brockton (MA), City of, Massachusetts
2083. Brookline (MA), Town of, Massachusetts
2084. Cambridge (MA), City of, Massachusetts
2085. Canton (MA), Town of, Massachusetts
2086. Carver (MA), Town of, Massachusetts
2087. Charlton (MA), Town of, Massachusetts
2088. Chelmsford (MA), Town of, Massachusetts
2089. Chelsea (MA), City of, Massachusetts
2090. Chicopee (MA), City of, Massachusetts
2091. Clarksburg (MA), Town of, Massachusetts
2092. Clinton (MA), Town of, Massachusetts
2093. Danvers (MA), Town of, Massachusetts
2094. Dedham (MA), Town of, Massachusetts
2095. Dennis (MA), Town of, Massachusetts
2096. Douglas (MA), Town of, Massachusetts
2097. Dudley (MA), Town of, Massachusetts
2098. East Bridgewater (MA), Town of, Massachusetts
2099. Eastham (MA), Town of, Massachusetts
2100. Easthampton Town (MA), City of, Massachusetts
2101. Easton (MA), Town of, Massachusetts
2102. Everett (MA), City of, Massachusetts
2103. Fairhaven (MA), Town of, Massachusetts
2104. Fall River (MA), City of, Massachusetts
2105. Falmouth (MA), Town of, Massachusetts
2106. Fitchburg (MA), City of, Massachusetts
2107. Framingham (MA), City of, Massachusetts
2108. Freetown (MA), Town of, Massachusetts
2109. Georgetown (MA), Town of, Massachusetts
2110. Gloucester (MA), City of, Massachusetts
2111. Grafton (MA), Town of, Massachusetts
2112. Greenfield Town (MA), City of, Massachusetts
2113. Hanson (MA), Town of, Massachusetts
2114. Haverhill (MA), City of, Massachusetts
2115. Holliston (MA), Town of, Massachusetts
2116. Holyoke (MA), City of, Massachusetts
2117. Hopedale (MA), Town of, Massachusetts
2118. Hull (MA), Town of, Massachusetts
2119. Kingston (MA), Town of, Massachusetts
2120. Lakeville (MA), Town of, Massachusetts
2121. Leicester (MA), Town of, Massachusetts
2122. Leominster (MA), City of, Massachusetts
2123. Leverett (MA), Town of, Massachusetts
2124. Longmeadow (MA), Town of, Massachusetts
2125. Lowell (MA), City of, Massachusetts
2126. Ludlow (MA), Town of, Massachusetts
2127. Lunenburg (MA), Town of, Massachusetts
2128. Lynn (MA), City of, Massachusetts
2129. Lynnfield (MA), Town of, Massachusetts
2130. Malden (MA), City of, Massachusetts
2131. Marblehead (MA), Town of, Massachusetts
2132. Marshfield (MA), Town of, Massachusetts
2133. Mashpee (MA), Town of, Massachusetts
2134. Mattapoisett (MA), Town of, Massachusetts
2135. Medford (MA), City of, Massachusetts
2136. Melrose (MA), City of, Massachusetts
2137. Methuen Town (MA), City of, Massachusetts
2138. Middleborough (MA), Town of, Massachusetts
2139. Milford (MA), Town of, Massachusetts
2140. Millbury (MA), Town of, Massachusetts
2141. Millis (MA), Town of, Massachusetts
2142. Nantucket (MA), Town and County of, Massachusetts
2143. Natick (MA), Town of, Massachusetts
2144. New Bedford (MA), City of, Massachusetts
2145. Newburyport (MA), City of, Massachusetts

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2146. North Adams (MA), City of, Massachusetts
2147. North Andover (MA), Town of, Massachusetts
2148. North Attleborough (MA), Town of, Massachusetts
2149. North Reading (MA), Town of, Massachusetts
2150. Northampton (MA), City of, Massachusetts
2151. Northbridge (MA), Town of, Massachusetts
2152. Norton (MA), Town of, Massachusetts
2153. Norwell (MA), Town of, Massachusetts
2154. Norwood (MA), Town of, Massachusetts
2155. Orange (MA), Town of, Massachusetts
2156. Oxford (MA), Town of, Massachusetts
2157. Palmer Town (MA), City of, Massachusetts
2158. Peabody (MA), City of, Massachusetts
2159. Pembroke (MA), Town of, Massachusetts
2160. Pittsfield (MA), City of, Massachusetts
2161. Plainville (MA), Town of, Massachusetts
2162. Plymouth (MA), Town of, Massachusetts
2163. Provincetown (MA), Town of, Massachusetts
2164. Quincy (MA), City of, Massachusetts
2165. Randolph (MA), Town of, Massachusetts
2166. Rehoboth (MA), Town of, Massachusetts
2167. Revere (MA), City of, Massachusetts
2168. Rockland (MA), Town of, Massachusetts
2169. Salem (MA), City of, Massachusetts
2170. Salisbury (MA), Town of, Massachusetts
2171. Sandwich (MA), Town of, Massachusetts
2172. Scituate (MA), Town of, Massachusetts
2173. Seekonk (MA), Town of, Massachusetts
2174. Sheffield (MA), Town of, Massachusetts
2175. Shirley (MA), Town of, Massachusetts
2176. Somerset (MA), Town of, Massachusetts
2177. Somerville (MA), City of, Massachusetts
2178. South Hadley (MA), Town of, Massachusetts
2179. Southbridge Town (MA), City of, Massachusetts
2180. Spencer (MA), Town of, Massachusetts
2181. Springfield (MA), City of, Massachusetts
2182. Stoneham (MA), Town of, Massachusetts
2183. Stoughton (MA), Town of, Massachusetts
2184. Sturbridge (MA), Town of, Massachusetts
2185. Sudbury (MA), Town of, Massachusetts
2186. Sutton (MA), Town of, Massachusetts
2187. Swampscott (MA), Town of, Massachusetts
2188. Templeton (MA), Town of, Massachusetts
2189. Tewksbury (MA), Town of, Massachusetts
2190. Truro (MA), Town of, Massachusetts
2191. Tyngsborough (MA), Town of, Massachusetts
2192. Upton (MA), Town of, Massachusetts
2193. Wakefield (MA), Town of, Massachusetts
2194. Walpole (MA), Town of, Massachusetts
2195. Ware (MA), Town of, Massachusetts
2196. Warren (MA), Town of, Massachusetts
2197. Watertown Town (MA), City of, Massachusetts
2198. Wellfleet (MA), Town of, Massachusetts
2199. West Boylston (MA), Town of, Massachusetts
2200. West Bridgewater (MA), Town of, Massachusetts
2201. West Springfield Town (MA), City of, Massachusetts
2202. West Tisbury (MA), Town of, Massachusetts
2203. Westborough (MA), Town of, Massachusetts
2204. Westford (MA), Town of, Massachusetts
2205. Weymouth Town (MA), City of, Massachusetts
2206. Williamsburg (MA), Town of, Massachusetts
2207. Wilmington (MA), Town of, Massachusetts
2208. Winchendon (MA), Town of, Massachusetts
2209. Winthrop Town (MA), City of, Massachusetts
2210. Woburn (MA), City of, Massachusetts
2211. Worcester (MA), City of, Massachusetts
2212. Alcona (MI), County of, Michigan
2213. Alger (MI), County of, Michigan
2214. Alpena (MI), County of, Michigan
2215. Antrim (MI), County of, Michigan
2216. Arenac (MI), County of, Michigan
2217. Baraga (MI), County of, Michigan
2218. Bay (MI), County of, Michigan
2219. Benzie (MI), County of, Michigan
2220. Berrien (MI), County of, Michigan
2221. Branch (MI), County of, Michigan
2222. Calhoun (MI), County of, Michigan
2223. Canton (MI), Charter Township of, Michigan
2224. Cass (MI), County of, Michigan
2225. Charlevoix (MI), County of, Michigan
2226. Cheboygan (MI), County of, Michigan
2227. Chippewa (MI), County of, Michigan
2228. Clinton (MI), County of, Michigan
2229. Clinton (MI), Charter Township of, Michigan
2230. Crawford (MI), County of, Michigan
2231. Delta (MI), County of, Michigan
2232. Detroit (MI), City of, Michigan
2233. Detroit Wayne Mental Health Authority (MI), Michigan
2234. Dickinson (MI), County of, Michigan
2235. East Lansing (MI), City of, Michigan
2236. Eaton (MI), County of, Michigan
2237. Escanaba (MI), City of, Michigan
2238. Flint (MI), City of, Michigan
2239. Genesee (MI), County of, Michigan
2240. Grand Rapids (MI), City of, Michigan
2241. Grand Traverse (MI), County of, Michigan
2242. Gratiot (MI), County of, Michigan
2243. Harrison (MI), Charter Township of, Michigan
2244. Hillsdale (MI), County of, Michigan
2245. Houghton (MI), County of, Michigan
2246. Huron (MI), Charter Township of, Michigan
2247. Ingham (MI), County of, Michigan
2248. Ionia (MI), County of, Michigan
2249. Isosco (MI), County of, Michigan
2250. Iron (MI), County of, Michigan
2251. Iron Mountain (MI), City of, Michigan
2252. Isabella (MI), County of, Michigan
2253. Jackson (MI), City of, Michigan
2254. Kalamazoo (MI), County of, Michigan
2255. Kent (MI), County of, Michigan
2256. Lake (MI), County of, Michigan
2257. Lansing (MI), City of, Michigan
2258. Leelanau (MI), County of, Michigan
2259. Lenawee (MI), County of, Michigan
2260. Livingston (MI), County of, Michigan
2261. Livonia (MI), City of, Michigan
2262. Luce (MI), County of, Michigan
2263. Macomb (MI), County of, Michigan
2264. Manistee (MI), County of, Michigan
2265. Marquette (MI), County of, Michigan
2266. Mason (MI), County of, Michigan
2267. Monroe (MI), County of, Michigan
2268. Montcalm (MI), County of, Michigan
2269. Montmorency (MI), County of, Michigan
2270. Muskegon (MI), County of, Michigan
2271. Newaygo (MI), County of, Michigan
2272. Northville (MI), Charter Township of, Michigan
2273. Oakland (MI), County of, Michigan
2274. Oceana (MI), County of, Michigan
2275. Ogemaw (MI), County of, Michigan
2276. Ontonagon (MI), County of, Michigan
2277. Osceola (MI), County of, Michigan
2278. Otsego (MI), County of, Michigan
2279. Pittsfield (MI), Charter Township of, Michigan
2280. Pontiac (MI), City of, Michigan
2281. Presque Isle (MI), County of, Michigan
2282. Romulus (MI), City of, Michigan
2283. Roscommon (MI), County of, Michigan
2284. Saginaw (MI), County of, Michigan
2285. Sanilac (MI), County of, Michigan
2286. Sault Ste. Marie (MI), City of, Michigan
2287. Shiawassee (MI), County of, Michigan
2288. St. Clair (MI), County of, Michigan
2289. Sterling Heights (MI), City of, Michigan
2290. Traverse City (MI), City of, Michigan
2291. Tuscola (MI), County of, Michigan
2292. Van Buren (MI), Charter Township of, Michigan
2293. Warren (MI), City of, Michigan
2294. Washtenaw (MI), County of, Michigan
2295. Wayne (MI), City of, Michigan
2296. Wayne (MI), County of, Michigan
2297. Westland (MI), City of, Michigan
2298. Wexford (MI), County of, Michigan
2299. Anoka (MN), County of, Minnesota
2300. Beltrami (MN), County of, Minnesota
2301. Big Stone (MN), County of, Minnesota
2302. Board of Education of Minnetonka School District No. 276 (MN), Minnesota
2303. Carlton (MN), County of, Minnesota
2304. Carver (MN), County of, Minnesota
2305. Coon Rapids (MN), City of, Minnesota
2306. Dakota (MN), County of, Minnesota
2307. Douglas (MN), County of, Minnesota
2308. Duluth (MN), City of, Minnesota
2309. Freeborn (MN), County of, Minnesota
2310. Hennepin (MN), County of, Minnesota
2311. Itasca (MN), County of, Minnesota
2312. McLeod (MN), County of, Minnesota
2313. Meeker (MN), County of, Minnesota
2314. Minneapolis (MN), City of, Minnesota

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2315. Minnesota Prairie Health Alliance (MN), Minnesota
2316. Morrison (MN), County of, Minnesota
2317. Mower (MN), County of, Minnesota
2318. North St. Paul (MN), City of, Minnesota
2319. Olmsted (MN), County of, Minnesota
2320. Pine (MN), County of, Minnesota
2321. Proctor (MN), City of, Minnesota
2322. Ramsey (MN), County of, Minnesota
2323. Rochester (MN), City of, Minnesota
2324. Pine (MN), County of, Minnesota
2325. Saint Paul (MN), City of, Minnesota
2326. Sibley (MN), County of, Minnesota
2327. St. Louis (MN), County of, Minnesota
2328. Steele (MN), County of, Minnesota
2329. Waseca (MN), County of, Minnesota
2330. Washington (MN), County of, Minnesota
2331. Winona (MN), County of, Minnesota
2332. Wright (MN), County of, Minnesota
2333. Yellow Medicine (MN), County of, Minnesota
2334. Adams (MS), County of, Mississippi
2335. Amite (MS), County of, Mississippi
2336. Amory (MS), City of, Mississippi
2337. Arcola (MS), Town of, Mississippi
2338. Attala (MS), County of, Mississippi
2339. Benton (MS), County of, Mississippi
2340. Bolivar (MS), County of, Mississippi
2341. Brookhaven (MS), City of, Mississippi
2342. Caledonia (MS), Town of, Mississippi
2343. Carroll (MS), County of, Mississippi
2344. Centreville (MS), Town of, Mississippi
2345. Charleston (MS), City of, Mississippi
2346. Chickasaw (MS), County of, Mississippi
2347. Claiborne (MS), County of, Mississippi
2348. Clarke (MS), County of, Mississippi
2349. Clarkdale (MS), City of, Mississippi
2350. Cleveland (MS), City of, Mississippi
2351. Columbia (MS), City of, Mississippi
2352. Columbus (MS), City of, Mississippi
2353. Copiah (MS), County of, Mississippi
2354. Covington (MS), County of, Mississippi
2355. DeSoto (MS), County of, Mississippi
2356. Diamondhead (MS), City of, Mississippi
2357. Forrest (MS), County of, Mississippi
2358. Franklin (MS), County of, Mississippi
2359. Gautier (MS), City of, Mississippi
2360. George (MS), County of, Mississippi
2361. Greene (MS), County of, Mississippi
2362. Greenwood (MS), City of, Mississippi
2363. Grenada (MS), City of, Mississippi
2364. Grenada (MS), County of, Mississippi
2365. Gulfport (MS), City of, Mississippi
2366. Hancock (MS), County of, Mississippi
2367. Harrison (MS), County of, Mississippi
2368. Hattiesburg (MS), City of, Mississippi
2369. Hinds (MS), County of, Mississippi
2370. Holly Springs (MS), City of, Mississippi
2371. Holmes (MS), County of, Mississippi
2372. Humphreys (MS), County of, Mississippi
2373. Indianola (MS), City of, Mississippi
2374. Issaquena (MS), County of, Mississippi
2375. Itawamba (MS), County of, Mississippi
2376. Iuka (MS), City of, Mississippi
2377. Jackson (MS), City of, Mississippi
2378. Jackson (MS), County of, Mississippi
2379. Jefferson (MS), County of, Mississippi
2380. Jefferson Davis (MS), County of, Mississippi
2381. Jones (MS), County of, Mississippi
2382. Jonesboro (MS), Town of, Mississippi
2383. Kemper (MS), County of, Mississippi
2384. Kosciusko (MS), City of, Mississippi
2385. Lafayette (MS), County of, Mississippi
2386. Lauderdale (MS), County of, Mississippi
2387. Laurel (MS), City of, Mississippi
2388. Lawrence (MS), County of, Mississippi
2389. Leakesville (MS), Town of, Mississippi
2390. Lee (MS), County of, Mississippi
2391. Leflore (MS), County of, Mississippi
2392. Lincoln (MS), County of, Mississippi
2393. Long Beach (MS), City of, Mississippi
2394. Lumberton (MS), City of, Mississippi
2395. Madison (MS), County of, Mississippi
2396. Marion (MS), County of, Mississippi
2397. Marshall (MS), County of, Mississippi
2398. McLain (MS), Town of, Mississippi
2399. Memorial Hospital at Gulfport (MS), Mississippi
2400. Meridian (MS), City of, Mississippi
2401. Monroe (MS), County of, Mississippi
2402. Morton (MS), City of, Mississippi
2403. Moss Point (MS), City of, Mississippi
2404. Mound Bayou (MS), City of, Mississippi
2405. Neshoba (MS), County of, Mississippi
2406. Nettleton (MS), City of, Mississippi
2407. New Albany (MS), City of, Mississippi
2408. Ocean Springs (MS), City of, Mississippi
2409. Panola (MS), County of, Mississippi
2410. Pascagoula (MS), City of, Mississippi
2411. Pearl River (MS), County of, Mississippi

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2412. Pearl River County Hospital (MS), Mississippi
2413. Perry (MS), County of, Mississippi
2414. Philadelphia (MS), City of, Mississippi
2415. Prentiss (MS), County of, Mississippi
2416. Quitman (MS), City of, Mississippi
2417. Scott (MS), County of, Mississippi
2418. Shannon (MS), Town of, Mississippi
2419. Sharkey-Issaquena Community Hospital (MS), Mississippi
2420. Shubuta (MS), Town of, Mississippi
2421. South Central Regional Medical Center (MS), Mississippi
2422. Southwest Mississippi Regional Medical Center (MS), Mississippi
2423. Starkville (MS), City of, Mississippi
2424. Stone (MS), County of, Mississippi
2425. Summit (MS), Town of, Mississippi
2426. Sunflower (MS), County of, Mississippi
2427. Tallahatchie (MS), County of, Mississippi
2428. Tate (MS), County of, Mississippi
2429. Tippah (MS), County of, Mississippi
2430. Tishomingo (MS), County of, Mississippi
2431. Tunica (MS), County of, Mississippi
2432. Tupelo (MS), City of, Mississippi
2433. Union (MS), County of, Mississippi
2434. Verona (MS), City of, Mississippi
2435. Vicksburg (MS), City of, Mississippi
2436. Walthall (MS), County of, Mississippi
2437. Washington (MS), County of, Mississippi
2438. Wayne (MS), County of, Mississippi
2439. Waynesboro (MS), City of, Mississippi
2440. Webb (MS), Town of, Mississippi
2441. Wiggins (MS), City of, Mississippi
2442. Yalobusha (MS), County of, Mississippi
2443. Adair (MO), County of, Missouri
2444. Andrew (MO), County of, Missouri
2445. Atchison (MO), County of, Missouri
2446. Audrain (MO), County of, Missouri
2447. Barry (MO), County of, Missouri
2448. Barton (MO), County of, Missouri
2449. Boone (MO), County of, Missouri
2450. Buchanan (MO), County of, Missouri
2451. Butler (MO), County of, Missouri
2452. Callaway (MO), County of, Missouri
2453. Camden (MO), County of, Missouri
2454. Cape Girardeau (MO), County of, Missouri
2455. Cass (MO), County of, Missouri
2456. Chariton (MO), County of, Missouri
2457. Christian (MO), County of, Missouri
2458. Citizens Memorial Hospital District d/b/a Citizens Memorial Hospital (MO), Missouri
2459. Clinton (MO), County of, Missouri
2460. Cole (MO), County of, Missouri
2461. Crawford (MO), County of, Missouri
2462. Dade (MO), County of, Missouri
2463. DeKalb (MO), County of, Missouri
2464. Dent (MO), County of, Missouri
2465. Douglas (MO), County of, Missouri
2466. Dunklin (MO), County of, Missouri
2467. Franklin (MO), County of, Missouri
2468. Gasconade (MO), County of, Missouri
2469. Greene (MO), County of, Missouri
2470. Grundy (MO), County of, Missouri
2471. Harrisonville (MO), City of, Missouri
2472. Henry (MO), County of, Missouri
2473. Hickory (MO), County of, Missouri
2474. Howell (MO), County of, Missouri
2475. Independence (MO), City of, Missouri
2476. Iron (MO), County of, Missouri
2477. Jackson (MO), County of, Missouri
2478. Jasper (MO), County of, Missouri
2479. Jefferson (MO), County of, Missouri
2480. Johnson (MO), County of, Missouri
2481. Joplin (MO), City of, Missouri
2482. Kansas City (MO), City of, Missouri
2483. Kinloch Fire Protection District of St. Louis County (MO), Missouri
2484. Knox (MO), County of, Missouri
2485. Lafayette (MO), County of, Missouri
2486. Lawrence (MO), County of, Missouri
2487. Lewis (MO), County of, Missouri
2488. Lincoln (MO), County of, Missouri
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2491. Maries (MO), County of, Missouri
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2493. Miller (MO), County of, Missouri
2494. Moniteau (MO), County of, Missouri
2495. Montgomery (MO), County of, Missouri
2496. Morgan (MO), County of, Missouri
2497. New Madrid (MO), County of, Missouri
2498. Nodaway (MO), County of, Missouri
2499. Northeast Ambulance and Fire Protection District of St. Louis County (MO), Missouri
2500. Osage (MO), County of, Missouri
2501. Ozark (MO), County of, Missouri
2502. Pemiscot (MO), County of, Missouri
2503. Perry (MO), County of, Missouri
2504. Pettis (MO), County of, Missouri
2505. Phelps (MO), County of, Missouri
| 2506. | Pike (MO), County of, Missouri          | 2554. | Douglas (NV), County of, Nevada        |
| 2507. | Polk (MO), County of, Missouri          | 2555. | Ely (NV), City of, Nevada              |
| 2508. | Pulaski (MO), County of, Missouri       | 2556. | Fernley (NV), City of, Nevada          |
| 2509. | Ralls (MO), County of, Missouri         | 2557. | Henderson (NV), City of, Nevada        |
| 2510. | Randolph (MO), County of, Missouri      | 2558. | Humboldt (NV), County of, Nevada       |
| 2511. | Ray (MO), County of, Missouri           | 2559. | Las Vegas (NV), City of, Nevada        |
| 2512. | Reynolds (MO), County of, Missouri      | 2560. | Lincoln (NV), County of, Nevada        |
| 2513. | Ripley (MO), County of, Missouri        | 2561. | Lyon (NV), County of, Nevada           |
| 2514. | St. Joseph (MO), City of, Missouri      | 2562. | Mesquite (NV), City of, Nevada         |
| 2515. | Schuyler (MO), County of, Missouri      | 2563. | North Las Vegas (NV), City of, Nevada  |
| 2516. | Scott (MO), County of, Missouri         | 2564. | North Lyon County Fire Protection      |
| 2517. | Sedalia (MO), City of, Missouri         | District (NV), Nevada               |
| 2518. | Shannon (MO), County of, Missouri       | 2565. | Nye (NV), County of, Nevada            |
| 2519. | Shelby (MO), County of, Missouri        | 2566. | Reno (NV), City of, Nevada             |
| 2520. | Springfield (MO), City of, Missouri     | 2567. | Sparks (NV), County of, Nevada         |
| 2521. | St. Charles (MO), County of, Missouri   | 2568. | Washoe (NV), County of, Nevada         |
| 2522. | St. Clair (MO), County of, Missouri     | 2569. | West Wendover (NV), City of, Nevada    |
| 2523. | St. Francois (MO), County of, Missouri  | 2570. | White Pine (NV), County of, Nevada     |
| 2524. | St. Louis (MO), City of, Missouri       | 2571. | Belknap (NH), County of, New Hampshire |
| 2525. | St. Louis (MO), County of, Missouri     | 2572. | Belmont (NH), Town of, New Hampshire   |
| 2526. | Ste. Genevieve (MO), County of, Missouri| 2573. | Berlin (NH), City of, New Hampshire    |
| 2527. | Stone (MO), County of, Missouri         | 2574. | Board of Education of Goshen School    |
| 2528. | Taney (MO), County of, Missouri         | District (NH), New Hampshire       |
| 2529. | Texas (MO), County of, Missouri         | 2575. | Board of Education of Kearsarge RSU-   |
| 2530. | Vernon (MO), County of, Missouri        | School Administrative Unit 65 (NH), New Hampshire |
| 2531. | Warren (MO), County of, Missouri        | 2576. | Board of Education of Lebanon School   |
| 2532. | Washington (MO), County of, Missouri    | District (NH), New Hampshire       |
| 2533. | Webster (MO), County of, Missouri       | 2577. | Board of Education of Pittsfield School |
| 2534. | Worth (MO), County of, Missouri         | District (NH), New Hampshire       |
| 2535. | Wright (MO), County of, Missouri        | 2578. | Board of Education of Tamworth School  |
| 2536. | Anaconda-Deer Lodge County (MT),       | District (NH), New Hampshire       |
|       | Consolidated Government of, Montana     | 2579. | Carroll (NH), County of, New Hampshire |
| 2537. | Cascade (MT), County of, Montana        | 2580. | Cheshire (NH), County of, New Hampshire|
| 2538. | Gallatin (MT), County of, Montana       | 2581. | Claremont (NH), City of, New Hampshire |
| 2539. | Great Falls (MT), City of, Montana      | 2582. | Concord (NH), City of, New Hampshire   |
| 2540. | Lake (MT), County of, Montana           | 2583. | Coos (NH), County of, New Hampshire    |
| 2541. | Missoula (MT), City of, Montana         | 2584. | Derry (NH), Town of, New Hampshire     |
| 2542. | Missoula (MT), County of, Montana       | 2585. | Dover (NH), City of, New Hampshire     |
| 2543. | Douglas (NE), County of, Nebraska       | 2586. | Franklin (NH), City of, New Hampshire  |
| 2544. | Keith (NE), County of, Nebraska         | 2587. | Grafton (NH), County of, New Hampshire |
| 2545. | Knox (NE), County of, Nebraska          | 2588. | Hillsborough (NH), County of, New Hampshire |
| 2546. | Lincoln (NE), County of, Nebraska       | 2589. | Keene (NH), City of, New Hampshire     |
| 2547. | Sarpy (NE), County of, Nebraska         | 2590. | Laconia (NH), City of, New Hampshire   |
| 2548. | South Sioux City (NE), City of, Nebraska| 2591. | Londonderry (NH), Town of, New         |
| 2549. | Boulder City (NV), City of, Nevada      | Hampshire                        |
| 2550. | Carson City (NV), City of, Nevada       | 2592. | Manchester (NH), City of, New          |
| 2551. | Central Lyon County Fire Protection     | Hampshire                        |
|       | District (NV), Nevada                   | 2593. | Nashua (NH), City of, New Hampshire    |
| 2552. | Churchill (NV), County of, Nevada       | 2594. | Newport (NH), City of, New Hampshire   |
| 2553. | Clark (NV), County of, Nevada           | 2595. | Portsmouth (NH), City of, New          |
|       |                                           | Hampshire                        |

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2593. Merrimack (NH), County of, New Hampshire
2594. Nashua (NH), City of, New Hampshire
2595. Rochester (NH), City of, New Hampshire
2596. Rockingham (NH), County of, New Hampshire
2597. Strafford (NH), County of, New Hampshire
2598. Sullivan (NH), County of, New Hampshire
2599. Atlantic (NJ), County of, New Jersey
2600. Barnegat (NJ), Township of, New Jersey
2601. Bayonne (NJ), City of, New Jersey
2602. Bergen (NJ), County of, New Jersey
2603. Bloomfield (NJ), Township of, New Jersey
2604. Brick (NJ), Township of, New Jersey
2605. Burlington (NJ), County of, New Jersey
2606. Camden (NJ), County of, New Jersey
2607. Cape May (NJ), County of, New Jersey
2608. Clifton (NJ), City of, New Jersey
2609. Clinton (NJ), Town of, New Jersey
2610. Cumberland (NJ), County of, New Jersey
2611. Elizabeth (NJ), City of, New Jersey
2612. Essex (NJ), County of, New Jersey
2613. Hudson (NJ), County of, New Jersey
2614. Irvington (NJ), Township of, New Jersey
2615. Jersey City (NJ), City of, New Jersey
2616. Monmouth (NJ), County of, New Jersey
2617. Newark (NJ), City of, New Jersey
2618. Ocean (NJ), County of, New Jersey
2619. Paramus (NJ), Borough of, New Jersey
2620. Passaic (NJ), County of, New Jersey
2621. Paterson (NJ), City of, New Jersey
2622. Ridgefield (NJ), Borough of, New Jersey
2623. Saddle Brook (NJ), Township of, New Jersey
2624. Sussex (NJ), County of, New Jersey
2625. Trenton (NJ), City of, New Jersey
2626. Union (NJ), County of, New Jersey
2627. Alamogordo (NM), City of, New Mexico
2628. Albuquerque (NM), City of, New Mexico
2629. Hidalgo (NM), County of, New Mexico
2630. Las Cruces (NM), City of, New Mexico
2631. Lea (NM), County of, New Mexico
2632. Lincoln (NM), County of, New Mexico
2633. Luna (NM), County of, New Mexico
2634. McKinley (NM), County of, New Mexico
2635. Mora (NM), County of, New Mexico
2636. Otero (NM), County of, New Mexico
2637. Rio Arriba (NM), County of, New Mexico
2638. Roosevelt (NM), County of, New Mexico
2639. San Juan (NM), County of, New Mexico
2640. San Miguel (NM), County of, New Mexico
2641. Santa Fe (NM), City of, New Mexico
2642. Taos (NM), County of, New Mexico
2643. Torrance (NM), County of, New Mexico*
2644. Union (NM), County of, New Mexico
2645. Valencia (NM), County of, New Mexico
2646. Albany (NY), City of, New York
2647. Albany (NY), County of, New York
2648. Allegany (NY), County of, New York
2649. Amherst (NY), Town of, New York
2650. Amityville (NY), Village of, New York
2651. Amsterdam (NY), City of, New York
2652. Auburn (NY), City of, New York
2653. Babylon (NY), Village of, New York
2654. Babylon (NY), Town of, New York
2655. Bellmore Fire District (NY), New York
2656. Bellport (NY), Village of, New York
2657. Board of Education of Rochester City School District (NY), New York
2658. Brooklyn (NY), Town of, New York
2659. Broome (NY), County of, New York
2660. Buffalo (NY), City of, New York
2661. Cayuga (NY), County of, New York
2662. Centerport Fire District (NY), New York
2663. Cheektowaga (NY), Town of, New York
2664. Chemung (NY), County of, New York
2665. Chenango (NY), County of, New York
2666. Clarkstown (NY), Town of, New York
2667. Clinton (NY), County of, New York
2668. Columbia (NY), County of, New York
2669. Cortland (NY), County of, New York

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2687. Dutchess (NY), County of, New York
2688. East Hampton (NY), Village of, New York
2689. East Rockaway (NY), Village of, New York
2690. Erie (NY), County of, New York
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2692. Farmingdale (NY), Village of, New York
2693. Floral Park (NY), Village of, New York
2694. Franklin (NY), County of, New York
2695. Fulton (NY), County of, New York
2696. Garden City (NY), Village of, New York
2697. Genesee (NY), County of, New York
2698. Geneva (NY), City of, New York
2699. Great Neck (NY), Village of, New York
2700. Greene (NY), County of, New York
2701. Greenport (NY), Village of, New York
2702. Hamilton (NY), County of, New York
2703. Hauppauge Fire District (NY), New York
2704. Haverstraw (NY), Town of, New York
2705. Hempstead (NY), Village of, New York
2706. Hempstead (NY), Town of, New York
2707. Herkimer (NY), Village of, New York
2708. Herkimer (NY), County of, New York
2709. Hicksville Water District (NY), New York
2710. Huntington (NY), Town of, New York
2711. Island Park (NY), Village of, New York
2712. Islandia (NY), Village of, New York
2713. Islip (NY), Town of, New York
2714. Islip Terrace Fire District (NY), New York
2715. Ithaca (NY), City of, New York
2716. Jefferson (NY), County of, New York
2717. Kingston (NY), City of, New York
2718. Lackawanna (NY), City of, New York
2719. Lake Grove (NY), Village of, New York
2720. Lancaster (NY), Town of, New York
2721. Lawrence (NY), Village of, New York
2722. Levittown Fire District (NY), New York
2723. Lewis (NY), County of, New York
2724. Lindenhurst (NY), Village of, New York
2725. Livingston (NY), County of, New York
2726. Lloyd Harbor (NY), Village of, New York
2727. Long Beach (NY), City of, New York
2728. Lynbrook (NY), Village of, New York
2729. Madison (NY), County of, New York
2730. Massapequa Park (NY), Village of, New York
2731. Melville Fire District (NY), New York
2732. Merrick Library (NY), New York
2733. Mill Neck (NY), Village of, New York
2734. Miller Place Fire District (NY), New York
2735. Millerton (NY), Village of, New York
2736. Monroe (NY), County of, New York
2737. Montgomery (NY), County of, New York
2738. Mount Sinai Fire District (NY), New York
2739. Mount Vernon (NY), City of, New York
2740. Nassau (NY), County of, New York
2741. Nassau University Medical Center (NY), New York
2742. Nesconset Fire District (NY), New York
2744. New York (NY), City of, New York
2745. Niagara (NY), County of, New York
2746. Nissequogue (NY), Village of, New York
2747. North Hempstead (NY), Town of, New York
2748. North Merrick Fire District (NY), New York
2749. North Patchogue Fire District (NY), New York
2750. Northport (NY), Village of, New York
2751. Ogdensburg (NY), City of, New York
2752. Old Westbury (NY), Village of, New York
2753. Oneida (NY), County of, New York
2754. Onondaga (NY), County of, New York
2755. Ontario (NY), County of, New York
2756. Orange (NY), County of, New York
2757. Orangetown (NY), Town of, New York
2758. Orleans (NY), County of, New York
2759. Oswego (NY), County of, New York
2760. Otsego (NY), County of, New York
2761. Oyster Bay (NY), Town of, New York
2762. Patchogue (NY), Village of, New York
2763. Plainview - Old Bethpage Public Library (NY), New York
2764. Plattsburgh (NY), City of, New York
2765. Poquott (NY), Village of, New York
2766. Port Washington North (NY), Village of, New York
2767. Port Washington Water District (NY), New York
2768. Poughkeepsie (NY), City of, New York
2769. Poughkeepsie (NY), Town of, New York
2770. Putnam (NY), County of, New York
2771. Ramapo (NY), Town of, New York
2772. Rensselaer (NY), County of, New York
2773. Ridge Fire District (NY), New York
2774. Riverhead (NY), Town of, New York
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| 3753. | Marion (WV), County of, West Virginia |
| 3754. | Marshall (WV), County of, West Virginia |
| 3755. | Mason (WV), County of, West Virginia |
| 3756. | Matewan (WV), Town of, West Virginia |
| 3757. | McDowell (WV), County of, West Virginia |
| 3758. | Milton (WV), Town of, West Virginia |
| 3759. | Mineral (WV), County of, West Virginia |
| 3760. | Mingo (WV), County of, West Virginia |
| 3761. | Monongalia (WV), County of, West Virginia |
| 3762. | Monroe (WV), County of, West Virginia |
| 3763. | Montgomery (WV), City of, West Virginia |
| 3764. | Morgan (WV), County of, West Virginia |
| 3765. | Moundsville (WV), City of, West Virginia |
| 3766. | Mullens (WV), City of, West Virginia |
| 3767. | Nicholas (WV), County of, West Virginia |
| 3768. | Nitro (WV), City of, West Virginia |
| 3769. | Oceana (WV), Town of, West Virginia |
| 3770. | Ohio (WV), County of, West Virginia |
| 3771. | Parkersburg (WV), City of, West Virginia |
| 3772. | Pendleton (WV), County of, West Virginia |
| 3773. | Philippi (WV), City of, West Virginia |
| 3774. | Pleasants (WV), County of, West Virginia |
| 3775. | Pocahontas (WV), County of, West Virginia |
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| 3781. | Rainelle (WV), Town of, West Virginia |
| 3782. | Randolph (WV), County of, West Virginia |
| 3783. | Ravenswood (WV), City of, West Virginia |
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| 3785. | Ripley (WV), City of, West Virginia |
| 3786. | Ritchie (WV), County of, West Virginia |
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| 3788. | Romney (WV), City of, West Virginia |
| 3789. | Rupert (WV), Town of, West Virginia |
| 3790. | Saint Albans (WV), City of, West Virginia |
| 3791. | Smithers (WV), City of, West Virginia |
| 3792. | Sophia (WV), Town of, West Virginia |
| 3793. | South Charleston (WV), City of, West Virginia |
| 3794. | Spencer (WV), City of, West Virginia |
| 3795. | St. Marys (WV), City of, West Virginia |
| 3796. | Star City (WV), Town of, West Virginia |
| 3797. | Summersville (WV), City of, West Virginia |
| 3798. | Sutton (WV), Town of, West Virginia |
| 3799. | Taylor (WV), County of, West Virginia |
| 3800. | Tucker (WV), County of, West Virginia |
| 3801. | Tyler (WV), County of, West Virginia |
| 3802. | Upshur (WV), County of, West Virginia |
| 3803. | Vienna (WV), City of, West Virginia |
| 3804. | Wayne (WV), County of, West Virginia |
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| 3806. | Weirton (WV), City of, West Virginia |
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| 3813. | Wirt (WV), County of, West Virginia |
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| 3816. | Ashland (WI), County of, Wisconsin |
| 3817. | Barron (WI), County of, Wisconsin |
| 3818. | Bayfield (WI), County of, Wisconsin |
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| 3826. | Crawford (WI), County of, Wisconsin |
| 3827. | Cudahy (WI), City of, Wisconsin |
| 3828. | Dane (WI), County of, Wisconsin |
| 3829. | Dodge (WI), County of, Wisconsin |
| 3830. | Door (WI), County of, Wisconsin |
| 3831. | Douglas (WI), County of, Wisconsin |
| 3832. | Dunn (WI), County of, Wisconsin |
| 3833. | Eau Claire (WI), County of, Wisconsin |

revised March 30, 2022
EXHIBIT D

[Intentionally Omitted]
EXHIBIT E

List of Opioid Remediation Uses

Schedule A
Core Strategies

States and Qualifying Block Grantees shall choose from among the abatement strategies listed in Schedule B. However, priority shall be given to the following core abatement strategies (“Core Strategies”).

A. **NALOXONE OR OTHER FDA-APPROVED DRUG TO REVERSE OPIOID OVERDOSES**

1. Expand training for first responders, schools, community support groups and families; and

2. Increase distribution to individuals who are uninsured or whose insurance does not cover the needed service.

B. **MEDICATION-ASSISTED TREATMENT (“MAT”) DISTRIBUTION AND OTHER OPIOID-RELATED TREATMENT**

1. Increase distribution of MAT to individuals who are uninsured or whose insurance does not cover the needed service;

2. Provide education to school-based and youth-focused programs that discourage or prevent misuse;

3. Provide MAT education and awareness training to healthcare providers, EMTs, law enforcement, and other first responders; and

4. Provide treatment and recovery support services such as residential and inpatient treatment, intensive outpatient treatment, outpatient therapy or counseling, and recovery housing that allow or integrate medication and with other support services.

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1 As used in this Schedule A, words like “expand,” “fund,” “provide” or the like shall not indicate a preference for new or existing programs.
C. PREGNANT & POSTPARTUM WOMEN

1. Expand Screening, Brief Intervention, and Referral to Treatment (“SBIRT”) services to non-Medicaid eligible or uninsured pregnant women;

2. Expand comprehensive evidence-based treatment and recovery services, including MAT, for women with co-occurring Opioid Use Disorder (“OUD”) and other Substance Use Disorder (“SUD”)/Mental Health disorders for uninsured individuals for up to 12 months postpartum; and

3. Provide comprehensive wrap-around services to individuals with OUD, including housing, transportation, job placement/training, and childcare.

D. EXPANDING TREATMENT FOR NEONATAL ABSTINENCE SYNDROME (“NAS”)

1. Expand comprehensive evidence-based and recovery support for NAS babies;

2. Expand services for better continuum of care with infant-need dyad; and

3. Expand long-term treatment and services for medical monitoring of NAS babies and their families.

E. EXPANSION OF WARM HAND-OFF PROGRAMS AND RECOVERY SERVICES

1. Expand services such as navigators and on-call teams to begin MAT in hospital emergency departments;

2. Expand warm hand-off services to transition to recovery services;

3. Broaden scope of recovery services to include co-occurring SUD or mental health conditions;

4. Provide comprehensive wrap-around services to individuals in recovery, including housing, transportation, job placement/training, and childcare; and

5. Hire additional social workers or other behavioral health workers to facilitate expansions above.
F. TREATMENT FOR INCARCERATED POPULATION

1. Provide evidence-based treatment and recovery support, including MAT for persons with OUD and co-occurring SUD/MH disorders within and transitioning out of the criminal justice system; and

2. Increase funding for jails to provide treatment to inmates with OUD.

G. PREVENTION PROGRAMS

1. Funding for media campaigns to prevent opioid use (similar to the FDA’s “Real Cost” campaign to prevent youth from misusing tobacco);

2. Funding for evidence-based prevention programs in schools;

3. Funding for medical provider education and outreach regarding best prescribing practices for opioids consistent with the 2016 CDC guidelines, including providers at hospitals (academic detailing);

4. Funding for community drug disposal programs; and

5. Funding and training for first responders to participate in pre-arrest diversion programs, post-overdose response teams, or similar strategies that connect at-risk individuals to behavioral health services and supports.

H. EXPANDING SYRINGE SERVICE PROGRAMS

1. Provide comprehensive syringe services programs with more wrap-around services, including linkage to OUD treatment, access to sterile syringes and linkage to care and treatment of infectious diseases.

I. EVIDENCE-BASED DATA COLLECTION AND RESEARCH ANALYZING THE EFFECTIVENESS OF THE ABATEMENT STRATEGIES WITHIN THE STATE
Schedule B
Approved Uses

Support treatment of Opioid Use Disorder (OUD) and any co-occurring Substance Use Disorder or Mental Health (SUD/MH) conditions through evidence-based or evidence-informed programs or strategies that may include, but are not limited to, the following:

PART ONE: TREATMENT

A. TREAT OPIOID USE DISORDER (OUD)

Support treatment of Opioid Use Disorder ("OUD") and any co-occurring Substance Use Disorder or Mental Health ("SUD/MH") conditions through evidence-based or evidence-informed programs or strategies that may include, but are not limited to, those that:

1. Expand availability of treatment for OUD and any co-occurring SUD/MH conditions, including all forms of Medication-Assisted Treatment ("MAT") approved by the U.S. Food and Drug Administration.

2. Support and reimburse evidence-based services that adhere to the American Society of Addiction Medicine ("ASAM") continuum of care for OUD and any co-occurring SUD/MH conditions.

3. Expand telehealth to increase access to treatment for OUD and any co-occurring SUD/MH conditions, including MAT, as well as counseling, psychiatric support, and other treatment and recovery support services.

4. Improve oversight of Opioid Treatment Programs ("OTPs") to assure evidence-based or evidence-informed practices such as adequate methadone dosing and low threshold approaches to treatment.

5. Support mobile intervention, treatment, and recovery services, offered by qualified professionals and service providers, such as peer recovery coaches, for persons with OUD and any co-occurring SUD/MH conditions and for persons who have experienced an opioid overdose.

6. Provide treatment of trauma for individuals with OUD (e.g., violence, sexual assault, human trafficking, or adverse childhood experiences) and family members (e.g., surviving family members after an overdose or overdose fatality), and training of health care personnel to identify and address such trauma.

7. Support evidence-based withdrawal management services for people with OUD and any co-occurring mental health conditions.

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2 As used in this Schedule B, words like “expand,” “fund,” “provide” or the like shall not indicate a preference for new or existing programs.
8. Provide training on MAT for health care providers, first responders, students, or other supporting professionals, such as peer recovery coaches or recovery outreach specialists, including telementoring to assist community-based providers in rural or underserved areas.

9. Support workforce development for addiction professionals who work with persons with OUD and any co-occurring SUD/MH conditions.

10. Offer fellowships for addiction medicine specialists for direct patient care, instructors, and clinical research for treatments.

11. Offer scholarships and supports for behavioral health practitioners or workers involved in addressing OUD and any co-occurring SUD/MH or mental health conditions, including, but not limited to, training, scholarships, fellowships, loan repayment programs, or other incentives for providers to work in rural or underserved areas.

12. Provide funding and training for clinicians to obtain a waiver under the federal Drug Addiction Treatment Act of 2000 (“DATA 2000”) to prescribe MAT for OUD, and provide technical assistance and professional support to clinicians who have obtained a DATA 2000 waiver.

13. Disseminate web-based training curricula, such as the American Academy of Addiction Psychiatry’s Provider Clinical Support Service–Opioids web-based training curriculum and motivational interviewing.

14. Develop and disseminate new curricula, such as the American Academy of Addiction Psychiatry’s Provider Clinical Support Service for Medication–Assisted Treatment.

B. SUPPORT PEOPLE IN TREATMENT AND RECOVERY

Support people in recovery from OUD and any co-occurring SUD/MH conditions through evidence-based or evidence-informed programs or strategies that may include, but are not limited to, the programs or strategies that:

1. Provide comprehensive wrap-around services to individuals with OUD and any co-occurring SUD/MH conditions, including housing, transportation, education, job placement, job training, or childcare.

2. Provide the full continuum of care of treatment and recovery services for OUD and any co-occurring SUD/MH conditions, including supportive housing, peer support services and counseling, community navigators, case management, and connections to community-based services.

3. Provide counseling, peer-support, recovery case management and residential treatment with access to medications for those who need it to persons with OUD and any co-occurring SUD/MH conditions.
4. Provide access to housing for people with OUD and any co-occurring SUD/MH conditions, including supportive housing, recovery housing, housing assistance programs, training for housing providers, or recovery housing programs that allow or integrate FDA-approved medication with other support services.

5. Provide community support services, including social and legal services, to assist in deinstitutionalizing persons with OUD and any co-occurring SUD/MH conditions.

6. Support or expand peer-recovery centers, which may include support groups, social events, computer access, or other services for persons with OUD and any co-occurring SUD/MH conditions.

7. Provide or support transportation to treatment or recovery programs or services for persons with OUD and any co-occurring SUD/MH conditions.

8. Provide employment training or educational services for persons in treatment for or recovery from OUD and any co-occurring SUD/MH conditions.

9. Identify successful recovery programs such as physician, pilot, and college recovery programs, and provide support and technical assistance to increase the number and capacity of high-quality programs to help those in recovery.

10. Engage non-profits, faith-based communities, and community coalitions to support people in treatment and recovery and to support family members in their efforts to support the person with OUD in the family.

11. Provide training and development of procedures for government staff to appropriately interact and provide social and other services to individuals with or in recovery from OUD, including reducing stigma.

12. Support stigma reduction efforts regarding treatment and support for persons with OUD, including reducing the stigma on effective treatment.

13. Create or support culturally appropriate services and programs for persons with OUD and any co-occurring SUD/MH conditions, including new Americans.

14. Create and/or support recovery high schools.

15. Hire or train behavioral health workers to provide or expand any of the services or supports listed above.

C. CONNECT PEOPLE WHO NEED HELP TO THE HELP THEY NEED (CONNECTIONS TO CARE)

Provide connections to care for people who have—or are at risk of developing—OUD and any co-occurring SUD/MH conditions through evidence-based or evidence-informed programs or strategies that may include, but are not limited to, those that:
1. Ensure that health care providers are screening for OUD and other risk factors and know how to appropriately counsel and treat (or refer if necessary) a patient for OUD treatment.

2. Fund SBIRT programs to reduce the transition from use to disorders, including SBIRT services to pregnant women who are uninsured or not eligible for Medicaid.

3. Provide training and long-term implementation of SBIRT in key systems (health, schools, colleges, criminal justice, and probation), with a focus on youth and young adults when transition from misuse to opioid disorder is common.

4. Purchase automated versions of SBIRT and support ongoing costs of the technology.

5. Expand services such as navigators and on-call teams to begin MAT in hospital emergency departments.

6. Provide training for emergency room personnel treating opioid overdose patients on post-discharge planning, including community referrals for MAT, recovery case management or support services.

7. Support hospital programs that transition persons with OUD and any co-occurring SUD/MH conditions, or persons who have experienced an opioid overdose, into clinically appropriate follow-up care through a bridge clinic or similar approach.

8. Support crisis stabilization centers that serve as an alternative to hospital emergency departments for persons with OUD and any co-occurring SUD/MH conditions or persons that have experienced an opioid overdose.

9. Support the work of Emergency Medical Systems, including peer support specialists, to connect individuals to treatment or other appropriate services following an opioid overdose or other opioid-related adverse event.

10. Provide funding for peer support specialists or recovery coaches in emergency departments, detox facilities, recovery centers, recovery housing, or similar settings; offer services, supports, or connections to care to persons with OUD and any co-occurring SUD/MH conditions or to persons who have experienced an opioid overdose.

11. Expand warm hand-off services to transition to recovery services.

12. Create or support school-based contacts that parents can engage with to seek immediate treatment services for their child; and support prevention, intervention, treatment, and recovery programs focused on young people.

13. Develop and support best practices on addressing OUD in the workplace.

14. Support assistance programs for health care providers with OUD.
15. Engage non-profits and the faith community as a system to support outreach for treatment.

16. Support centralized call centers that provide information and connections to appropriate services and supports for persons with OUD and any co-occurring SUD/MH conditions.

D. ADDRESS THE NEEDS OF CRIMINAL JUSTICE-INVOLVED PERSONS

Address the needs of persons with OUD and any co-occurring SUD/MH conditions who are involved in, are at risk of becoming involved in, or are transitioning out of the criminal justice system through evidence-based or evidence-informed programs or strategies that may include, but are not limited to, those that:

1. Support pre-arrest or pre-arraignment diversion and deflection strategies for persons with OUD and any co-occurring SUD/MH conditions, including established strategies such as:
   1. Self-referral strategies such as the Angel Programs or the Police Assisted Addiction Recovery Initiative (“PAARI”);
   2. Active outreach strategies such as the Drug Abuse Response Team (“DART”) model;
   3. “Naloxone Plus” strategies, which work to ensure that individuals who have received naloxone to reverse the effects of an overdose are then linked to treatment programs or other appropriate services;
   4. Officer prevention strategies, such as the Law Enforcement Assisted Diversion (“LEAD”) model;
   5. Officer intervention strategies such as the Leon County, Florida Adult Civil Citation Network or the Chicago Westside Narcotics Diversion to Treatment Initiative; or
   6. Co-responder and/or alternative responder models to address OUD-related 911 calls with greater SUD expertise.

2. Support pre-trial services that connect individuals with OUD and any co-occurring SUD/MH conditions to evidence-informed treatment, including MAT, and related services.

3. Support treatment and recovery courts that provide evidence-based options for persons with OUD and any co-occurring SUD/MH conditions.

4. Provide evidence-informed treatment, including MAT, recovery support, harm reduction, or other appropriate services to individuals with OUD and any co-occurring SUD/MH conditions who are incarcerated in jail or prison.
5. Provide evidence-informed treatment, including MAT, recovery support, harm reduction, or other appropriate services to individuals with OUD and any co-occurring SUD/MH conditions who are leaving jail or prison or have recently left jail or prison, are on probation or parole, are under community corrections supervision, or are in re-entry programs or facilities.

6. Support critical time interventions ("CTT"), particularly for individuals living with dual-diagnosis OUD/serious mental illness, and services for individuals who face immediate risks and service needs and risks upon release from correctional settings.

7. Provide training on best practices for addressing the needs of criminal justice-involved persons with OUD and any co-occurring SUD/MH conditions to law enforcement, correctional, or judicial personnel or to providers of treatment, recovery, harm reduction, case management, or other services offered in connection with any of the strategies described in this section.

E. ADDRESS THE NEEDS OF PREGNANT OR PARENTING WOMEN AND THEIR FAMILIES, INCLUDING BABIES WITH NEONATAL ABSTINENCE SYNDROME

Address the needs of pregnant or parenting women with OUD and any co-occurring SUD/MH conditions, and the needs of their families, including babies with neonatal abstinence syndrome ("NAS"), through evidence-based or evidence-informed programs or strategies that may include, but are not limited to, those that:

1. Support evidence-based or evidence-informed treatment, including MAT, recovery services and supports, and prevention services for pregnant women—or women who could become pregnant—who have OUD and any co-occurring SUD/MH conditions, and other measures to educate and provide support to families affected by Neonatal Abstinence Syndrome.

2. Expand comprehensive evidence-based treatment and recovery services, including MAT, for uninsured women with OUD and any co-occurring SUD/MH conditions for up to 12 months postpartum.

3. Provide training for obstetricians or other healthcare personnel who work with pregnant women and their families regarding treatment of OUD and any co-occurring SUD/MH conditions.

4. Expand comprehensive evidence-based treatment and recovery support for NAS babies; expand services for better continuum of care with infant-need dyad; and expand long-term treatment and services for medical monitoring of NAS babies and their families.

5. Provide training to health care providers who work with pregnant or parenting women on best practices for compliance with federal requirements that children born with NAS get referred to appropriate services and receive a plan of safe care.

E-9
6. Provide child and family supports for parenting women with OUD and any co-occurring SUD/MH conditions.

7. Provide enhanced family support and child care services for parents with OUD and any co-occurring SUD/MH conditions.

8. Provide enhanced support for children and family members suffering trauma as a result of addiction in the family; and offer trauma-informed behavioral health treatment for adverse childhood events.

9. Offer home-based wrap-around services to persons with OUD and any co-occurring SUD/MH conditions, including, but not limited to, parent skills training.

10. Provide support for Children’s Services—Fund additional positions and services, including supportive housing and other residential services, relating to children being removed from the home and/or placed in foster care due to custodial opioid use.

PART TWO: PREVENTION

F. PREVENT OVER-PRESCRIBING AND ENSURE APPROPRIATE PRESCRIBING AND DISPENSING OF OPIOIDS

Support efforts to prevent over-prescribing and ensure appropriate prescribing and dispensing of opioids through evidence-based or evidence-informed programs or strategies that may include, but are not limited to, the following:

1. Funding medical provider education and outreach regarding best prescribing practices for opioids consistent with the Guidelines for Prescribing Opioids for Chronic Pain from the U.S. Centers for Disease Control and Prevention, including providers at hospitals (academic detailing).

2. Training for health care providers regarding safe and responsible opioid prescribing, dosing, and tapering patients off opioids.

3. Continuing Medical Education (CME) on appropriate prescribing of opioids.

4. Providing Support for non-opioid pain treatment alternatives, including training providers to offer or refer to multi-modal, evidence-informed treatment of pain.

5. Supporting enhancements or improvements to Prescription Drug Monitoring Programs (“PDMPs”), including, but not limited to, improvements that:
   1. Increase the number of prescribers using PDMPs;
   2. Improve point-of-care decision-making by increasing the quantity, quality, or format of data available to prescribers using PDMPs, by improving the interface that prescribers use to access PDMP data, or both; or
3. Enable states to use PDMP data in support of surveillance or intervention strategies, including MAT referrals and follow-up for individuals identified within PDMP data as likely to experience OUD in a manner that complies with all relevant privacy and security laws and rules.

6. Ensuring PDMPs incorporate available overdose/naloxone deployment data, including the United States Department of Transportation’s Emergency Medical Technician overdose database in a manner that complies with all relevant privacy and security laws and rules.

7. Increasing electronic prescribing to prevent diversion or forgery.

8. Educating dispensers on appropriate opioid dispensing.

G. PREVENT MISUSE OF OPIOIDS

Support efforts to discourage or prevent misuse of opioids through evidence-based or evidence-informed programs or strategies that may include, but are not limited to, the following:

1. Funding media campaigns to prevent opioid misuse.

2. Corrective advertising or affirmative public education campaigns based on evidence.

3. Public education relating to drug disposal.

4. Drug take-back disposal or destruction programs.

5. Funding community anti-drug coalitions that engage in drug prevention efforts.

6. Supporting community coalitions in implementing evidence-informed prevention, such as reduced social access and physical access, stigma reduction—including staffing, educational campaigns, support for people in treatment or recovery, or training of coalitions in evidence-informed implementation, including the Strategic Prevention Framework developed by the U.S. Substance Abuse and Mental Health Services Administration (“SAMHSA”).

7. Engaging non-profits and faith-based communities as systems to support prevention.

8. Funding evidence-based prevention programs in schools or evidence-informed school and community education programs and campaigns for students, families, school employees, school athletic programs, parent-teacher and student associations, and others.

9. School-based or youth-focused programs or strategies that have demonstrated effectiveness in preventing drug misuse and seem likely to be effective in preventing the uptake and use of opioids.
10. Create or support community-based education or intervention services for families, youth, and adolescents at risk for OUD and any co-occurring SUD/MH conditions.

11. Support evidence-informed programs or curricula to address mental health needs of young people who may be at risk of misusing opioids or other drugs, including emotional modulation and resilience skills.

12. Support greater access to mental health services and supports for young people, including services and supports provided by school nurses, behavioral health workers or other school staff, to address mental health needs in young people that (when not properly addressed) increase the risk of opioid or another drug misuse.

**H. PREVENT OVERDOSE DEATHS AND OTHER HARMs (HARM REDUCTION)**

Support efforts to prevent or reduce overdose deaths or other opioid-related harms through evidence-based or evidence-informed programs or strategies that may include, but are not limited to, the following:

1. Increased availability and distribution of naloxone and other drugs that treat overdoses for first responders, overdose patients, individuals with OUD and their friends and family members, schools, community navigators and outreach workers, persons being released from jail or prison, or other members of the general public.

2. Public health entities providing free naloxone to anyone in the community.

3. Training and education regarding naloxone and other drugs that treat overdoses for first responders, overdose patients, patients taking opioids, families, schools, community support groups, and other members of the general public.

4. Enabling school nurses and other school staff to respond to opioid overdoses, and provide them with naloxone, training, and support.

5. Expanding, improving, or developing data tracking software and applications for overdoses/naloxone revivals.

6. Public education relating to emergency responses to overdoses.

7. Public education relating to immunity and Good Samaritan laws.

8. Educating first responders regarding the existence and operation of immunity and Good Samaritan laws.

9. Syringe service programs and other evidence-informed programs to reduce harms associated with intravenous drug use, including supplies, staffing, space, peer support services, referrals to treatment, fentanyl checking, connections to care, and the full range of harm reduction and treatment services provided by these programs.
10. Expanding access to testing and treatment for infectious diseases such as HIV and Hepatitis C resulting from intravenous opioid use.

11. Supporting mobile units that offer or provide referrals to harm reduction services, treatment, recovery supports, health care, or other appropriate services to persons that use opioids or persons with OUD and any co-occurring SUD/MH conditions.

12. Providing training in harm reduction strategies to health care providers, students, peer recovery coaches, recovery outreach specialists, or other professionals that provide care to persons who use opioids or persons with OUD and any co-occurring SUD/MH conditions.

13. Supporting screening for fentanyl in routine clinical toxicology testing.

**PART THREE: OTHER STRATEGIES**

I. **FIRST RESPONDERS**

In addition to items in section C, D and H relating to first responders, support the following:

1. Education of law enforcement or other first responders regarding appropriate practices and precautions when dealing with fentanyl or other drugs.

2. Provision of wellness and support services for first responders and others who experience secondary trauma associated with opioid-related emergency events.

J. **LEADERSHIP, PLANNING AND COORDINATION**

Support efforts to provide leadership, planning, coordination, facilitations, training and technical assistance to abate the opioid epidemic through activities, programs, or strategies that may include, but are not limited to, the following:

1. Statewide, regional, local or community regional planning to identify root causes of addiction and overdose, goals for reducing harms related to the opioid epidemic, and areas and populations with the greatest needs for treatment intervention services, and to support training and technical assistance and other strategies to abate the opioid epidemic described in this opioid abatement strategy list.

2. A dashboard to (a) share reports, recommendations, or plans to spend opioid settlement funds; (b) to show how opioid settlement funds have been spent; (c) to report program or strategy outcomes; or (d) to track, share or visualize key opioid- or health-related indicators and supports as identified through collaborative statewide, regional, local or community processes.

3. Invest in infrastructure or staffing at government or not-for-profit agencies to support collaborative, cross-system coordination with the purpose of preventing
overprescribing, opioid misuse, or opioid overdoses, treating those with OUD and any
co-occurring SUD/MH conditions, supporting them in treatment or recovery,
connecting them to care, or implementing other strategies to abate the opioid
epidemic described in this opioid abatement strategy list.

4. Provide resources to staff government oversight and management of opioid abatement
   programs.

K. TRAINING

In addition to the training referred to throughout this document, support training to abate
the opioid epidemic through activities, programs, or strategies that may include, but are
not limited to, those that:

1. Provide funding for staff training or networking programs and services to improve the
capability of government, community, and not-for-profit entities to abate the opioid
crisis.

2. Support infrastructure and staffing for collaborative cross-system coordination to
   prevent opioid misuse, prevent overdoses, and treat those with OUD and any co-
occurring SUD/MH conditions, or implement other strategies to abate the opioid
epidemic described in this opioid abatement strategy list (e.g., health care, primary
care, pharmacies, PDMPs, etc.).

L. RESEARCH

Support opioid abatement research that may include, but is not limited to, the following:

1. Monitoring, surveillance, data collection and evaluation of programs and strategies
described in this opioid abatement strategy list.


3. Research on improved service delivery for modalities such as SBIRT that
demonstrate promising but mixed results in populations vulnerable to opioid use
disorders.

4. Research on novel harm reduction and prevention efforts such as the provision of
fentanyl test strips.

5. Research on innovative supply-side enforcement efforts such as improved detection
of mail-based delivery of synthetic opioids.

6. Expanded research on swift/certain/fair models to reduce and deter opioid misuse
within criminal justice populations that build upon promising approaches used to
address other substances (e.g., Hawaii HOPE and Dakota 24/7).
7. Epidemiological surveillance of OUD-related behaviors in critical populations, including individuals entering the criminal justice system, including, but not limited to approaches modeled on the Arrestee Drug Abuse Monitoring ("ADAM") system.

8. Qualitative and quantitative research regarding public health risks and harm reduction opportunities within illicit drug markets, including surveys of market participants who sell or distribute illicit opioids.

9. Geospatial analysis of access barriers to MAT and their association with treatment engagement and treatment outcomes.
## EXHIBIT F

**List of States and Overall Allocation Percentages**

<table>
<thead>
<tr>
<th>State</th>
<th>Percentage</th>
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*revised March 30, 2022*
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EXHIBIT G

Subdivisions Eligible to Receive Direct Allocations from the Subdivision Fund and Default Subdivision Fund Allocation Percentages

The Subdivisions set forth on this Exhibit G are eligible to receive direct allocations from the Subdivision Fund, if such Subdivisions are otherwise eligible to receive such funds under this Agreement. By default, the Subdivisions set forth on this Exhibit G shall include: (1) all Litigating Subdivisions; (2) all counties and parishes in States with functional counties or parishes; (3) all Subdivisions that are the highest level of general purpose government in States without functional counties or parishes; and (4) all other Subdivisions with a population of 10,000 or greater. A State may elect to add any additional Subdivisions to this Exhibit G at any time prior to the Initial Participation Date.

Immediately upon the effectiveness of any State-Subdivision Agreement, Allocation Statute, Statutory Trust, or voluntary redistribution allowed by subsection VI.D.3 (or upon the effectiveness of an amendment to any State-Subdivision Agreement, Allocation Statute, Statutory Trust, or voluntary redistribution allowed by subsection VI.D.3) that addresses allocation from the Subdivision Fund, whether before or after the Initial Participation Date, this Exhibit G will automatically be amended to reflect the allocation from the Subdivision Fund pursuant to the State-Subdivision Agreement, Allocation Statute, Statutory Trust, or voluntary redistribution allowed by subsection VI.D.3.

For the avoidance of doubt, inclusion on this Exhibit G shall not create any claim for any amount of the Settlement Fund, and no such amounts shall be allocated or distributed to any Subdivision included herein if such Subdivision does not otherwise meet all requirements to receive any such funds pursuant to the Agreement.

The Parties recognize the benefits of remediation funds reaching all communities, including through direct payments from the Subdivision Fund. However, to promote efficiency in the use of such funds and avoid administratively-burdensome disbursements that would be too small to add a meaningful abatement response, certain Subdivisions do not receive a direct allocation from the Subdivision Fund. However, such Subdivisions will benefit from Opioid Remediation in their community, and are eligible to receive direct benefits from the Abatement Accounts Fund in their State. All settlement funds, whether allocated to a Settling State, an Abatement Accounts Fund or a Subdivision listed on this Exhibit G can be used for Opioid Remediation in communities not listed herein.

As provided by subsection VI.D.4.c, the Allocation Percentages shown below apply to distribution of each Settling State’s Subdivision Fund in the absence of a State-Subdivision Agreement, Allocation Statute, or Statutory Trust. The allocation that would have otherwise gone to Subdivisions not listed below as receiving a direct allocation shall be (1) directed to the county or parish in which such Subdivision is located in Settling States with functional counties or parishes if the relevant county or parish is a Participating Subdivision or (2) to the highest-level general purpose government in which such Subdivision is located in Settling States without functional counties or parishes if the relevant highest-level general purpose government is a Participating Subdivision. Where the relevant county, parish or highest-level General Purpose...
Government is not a Participating Subdivision, allocations of General Purpose Subdivisions not listed below as eligible to become Participating Subdivisions shall be allocated pursuant to subsection VII.I. The redirecting of funds described in this paragraph is intended to promote the efficient use of Opioid Remediation funds while keeping, where possible, local control of the distribution of those funds.
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Allocations in California will be made in accordance with the California State-Subdivision Agreement.

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Allocations in California will be made in accordance with the California State-Subdivision Agreement.

revised March 30, 2022
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revised March 30, 2022
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Allocations in Illinois will be made in accordance with the Illinois Opioid Allocation Agreement.
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G-59   revised March 30, 2022
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revised March 30, 2022
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G-80
revised March 30, 2022
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Allocations in Louisiana will be made in accordance with the Louisiana State-Local Government Opioid Litigation Memorandum of Understanding.
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revised March 30, 2022
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revised March 30, 2022
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G-102

revised March 30, 2022
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*revised March 30, 2022*
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*revised March 30, 2022*
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*revised March 30, 2022*
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revised March 30, 2022
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revised March 30, 2022
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revised March 30, 2022
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G-182 revised March 30, 2022
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revised March 30, 2022
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**EXHIBIT H**

**Participation Tier Determination***

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<tr>
<th>Participation Tier</th>
<th>Settling States as of the Payment Date (beginning in Payment Year 1)</th>
<th>Percentage of Litigating Subdivisions that Are Participating Subdivisions and/or Subdivisions Subject to a Bar, Case-Specific Resolution, or Settlement Class Resolution in effect as of the Payment Date (beginning in Payment Year 1)</th>
<th>Percentage of Non-Litigating Subdivisions with Populations over 10,000 that Are Participating Subdivisions and/or Subdivisions Subject to a Bar, Case-Specific Resolution, or Settlement Class resolution in effect as of the Payment Date (beginning in Payment Year 1)</th>
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* The following conditions apply to the determination of Participation Tiers:

1. For the sole purpose of the Participation Tier determination under this Exhibit, the States used to calculate each criterion (including the percentages of Litigating and Non-Litigating Subdivisions in Settling States that are Participating Subdivisions) will include each of the 50 states in the United States, excluding the District of Columbia, American Samoa, Guam, the Northern Mariana Islands, Puerto Rico, and the U.S. Virgin Islands.

2. Assessment of Subdivision participation percentage will be national in scope.

3. For purposes of determining Participation Tiers, “Litigating Subdivisions” includes Special Districts that have brought any Released Claims against any Released Entities. Special Districts shall have their population measured as set forth in subsection XIII.C.

4. The percentage of Litigating Subdivisions and percentage of Non-Litigating Subdivisions with populations over 10,000 will be calculated as follows: Each Litigating Subdivision and each Non-Litigating Subdivision with a population over 10,000 in the States used to calculate the Participation Tier will be assigned a metric reflecting both population and severity (the “Population-Severity Metric”). The Population-Severity Metric shall be the Subdivision’s population plus the Subdivision’s population multiplied by the severity factor for the State of the Subdivision (the severity factors for each State are attached as Exhibit T hereto) and then divided in two, thus giving 50% weight to each of population and population multiplied by the severity factor. The denominator for each percentage shall be the sum total of the Population-Severity Metric for all the Subdivisions in the

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*revised March 30, 2022*
relevant category (Litigating Subdivisions or Non-Litigating Subdivisions with populations over 10,000) in the Settling States, notwithstanding that persons may be included within the population (and therefore the Population-Severity Metric) of more than one Subdivision. The numerator will be the sum total of the Population-Severity Metrics of all Subdivisions in the relevant category of Subdivision (i.e., Litigating Subdivisions or Non-Litigating Subdivisions with populations over 10,000) in the Settling States that are either Participating Subdivisions or are subject to a Bar, Case-Specific Resolution, or Settlement Class Resolution, notwithstanding that persons may be included within the population of more than one Subdivision. For the avoidance of doubt, Subdivisions in Non-Settling States are excluded from both the denominator and numerator of the calculations for the percentage of Litigating Subdivisions and percentage of Non-Litigating Subdivisions with populations over 10,000.

5. When the Participation Tier is redetermined annually, Later Participating Subdivisions described in Section VII.E.3 or Section VII.E.4 shall not be included as Participating Subdivisions, and for Subdivisions subject to a Bar, Case-Specific Resolution, or Settlement Class Resolution to be included, the Bar, Case-Specific Resolution, or Settlement Class Resolution must have been in effect both as of the relevant Payment Date and for the entire period since the prior Payment Date.

6. Subdivisions with populations over 10,000 are listed on Exhibit I.
**EXHIBIT I**

Primary Subdivisions and Subdivisions with Population Over 10,000

| 1. | Alabaster city, Alabama *                          | 49. | Talladega County, Alabama *                          |
| 2. | Auburn city, Alabama *                             | 50. | Tallapoosa County, Alabama *                          |
| 3. | Autauga County, Alabama *                           | 51. | Tuscaloosa city, Alabama *                            |
| 4. | Baldwin County, Alabama *                           | 52. | Tuscaloosa County, Alabama *                           |
| 5. | Birmingham city, Alabama *                          | 53. | Vestavia Hills city, Alabama *                        |
| 6. | Blount County, Alabama *                            | 54. | Walker County, Alabama *                              |
| 7. | Calhoun County, Alabama *                           | 55. | Albertville city, Alabama                             |
| 8. | Chambers County, Alabama *                          | 56. | Alexander City city, Alabama                         |
| 9. | Chilton County, Alabama *                           | 57. | Anniston city, Alabama                                |
|10. | Coffee County, Alabama *                            | 58. | Athens city, Alabama                                  |
|11. | Colbert County, Alabama *                           | 59. | Barbour County, Alabama                               |
|12. | Covington County, Alabama *                         | 60. | Bessemer city, Alabama                               |
|13. | Cullman County, Alabama *                           | 61. | Bibb County, Alabama                                 |
|15. | Dallas County, Alabama *                            | 63. | Butler County, Alabama                                |
|16. | Decatur city, Alabama *                             | 64. | Calera city, Alabama                                 |
|17. | DeKalb County, Alabama *                            | 65. | Center Point city, Alabama                           |
|18. | Dothan city, Alabama *                              | 66. | Chelsea city, Alabama                                 |
|19. | Elmore County, Alabama *                            | 67. | Cherokee County, Alabama                             |
|20. | Escambia County, Alabama *                          | 68. | Choctaw County, Alabama                              |
|21. | Etowah County, Alabama *                            | 69. | Clarke County, Alabama                                |
|22. | Florence city, Alabama *                            | 70. | Clay County, Alabama                                 |
|23. | Franklin County, Alabama *                          | 71. | Cleburne County, Alabama                             |
|24. | Gadsden city, Alabama *                             | 72. | Conecuh County, Alabama                              |
|25. | Hoover city, Alabama *                              | 73. | Coosa County, Alabama                                 |
|26. | Houston County, Alabama *                           | 74. | Crenshaw County, Alabama                             |
|27. | Huntsville city, Alabama *                          | 75. | Cullman city, Alabama                                 |
|28. | Jackson County, Alabama *                           | 76. | Daphne city, Alabama                                 |
|29. | Jefferson County, Alabama *                         | 77. | Enterprise city, Alabama                              |
|30. | Lauderdale County, Alabama *                        | 78. | Eufaula city, Alabama                                |
|31. | Lawrence County, Alabama *                          | 79. | Fairfield city, Alabama                              |
|32. | Lee County, Alabama *                               | 80. | Fairhope city, Alabama                               |
|33. | Limestone County, Alabama *                         | 81. | Fayette County, Alabama                              |
|34. | Madison city, Alabama *                             | 82. | Foley city, Alabama                                  |
|35. | Madison County, Alabama *                           | 83. | Fort Payne city, Alabama                             |
|36. | Marshall County, Alabama *                          | 84. | Gardendale city, Alabama                             |
|37. | Mobile city, Alabama *                              | 85. | Geneva County, Alabama                               |
|38. | Mobile County, Alabama *                            | 86. | Gulf Shores city, Alabama                            |
|40. | Montgomery County, Alabama *                        | 88. | Hartselle city, Alabama                              |
|41. | Morgan County, Alabama *                            | 89. | Helena city, Alabama                                 |
|42. | Opelika city, Alabama *                             | 90. | Henry County, Alabama                                |
|43. | Phenix City, Alabama *                              | 91. | Homewood city, Alabama                               |
|44. | Pike County, Alabama *                              | 92. | Hueytown city, Alabama                               |
|45. | Prattville city, Alabama *                          | 93. | Irondale city, Alabama                               |
|46. | Russell County, Alabama *                           | 94. | Jacksonville city, Alabama                           |
|47. | Shelby County, Alabama *                            | 95. | Jasper city, Alabama                                 |
|48. | St. Clair County, Alabama *                         | 96. | Lamar County, Alabama                                 |

* Entities denoted with an asterisk (*) are Primary Subdivisions with population greater than 30,000. All other entities listed have population greater than 10,000 but less than 30,000.
<p>| 97. | Leeds city, Alabama                   | 153. | Marana town, Arizona *                     |
| 98. | Macon County, Alabama                | 154. | Maricopa city, Arizona *                   |
| 99. | Marengo County, Alabama              | 155. | Maricopa County, Arizona *                 |
| 100. | Marion County, Alabama               | 156. | Mesa city, Arizona                         |
| 101. | Millbrook city, Alabama              | 157. | Mohave County, Arizona *                   |
| 102. | Monroe County, Alabama               | 158. | Navajo County, Arizona *                   |
| 103. | Moody city, Alabama                  | 159. | Oro Valley town, Arizona *                 |
| 104. | Mountain Brook city, Alabama         | 160. | Peoria city, Arizona                       |
| 106. | Northport city, Alabama              | 162. | Pima County, Arizona                       |
| 108. | Ozark city, Alabama                  | 164. | Prescott, Arizona                          |
| 110. | Pell City city, Alabama              | 166. | Queen Creek town, Arizona                  |
| 111. | Pickens County, Alabama              | 167. | Sahuarita town, Arizona                    |
| 112. | Pike Road town, Alabama              | 168. | San Luis city, Arizona                     |
| 113. | Prichard city, Alabama               | 169. | Santa Cruz County, Arizona                 |
| 114. | Randolph County, Alabama             | 170. | Scottsdale city, Arizona                   |
| 115. | Saraland city, Alabama               | 171. | Sierra Vista city, Arizona                 |
| 116. | Scottsboro city, Alabama             | 172. | Surprise city, Arizona                     |
| 117. | Selma city, Alabama                  | 173. | Tempe city, Arizona                        |
| 118. | Sumter County, Alabama               | 174. | Tucson city, Arizona                       |
| 119. | Sylacauga city, Alabama              | 175. | Yavapai County, Arizona                    |
| 120. | Talladega city, Alabama              | 176. | Yuma city, Arizona                         |
| 121. | Troy city, Alabama                   | 177. | Yuma County, Arizona                       |
| 122. | Trussville city, Alabama             | 178. | Camp Verde town, Arizona                   |
| 123. | Washington County, Alabama           | 179. | Chino Valley town, Arizona                 |
| 124. | Wilcox County, Alabama               | 180. | Coolidge, Arizona                          |
| 125. | Winston County, Alabama              | 181. | Cottonwood city, Arizona                   |
| 126. | Anchorage municipality, Alaska *     | 182. | Douglas city, Arizona                      |
| 127. | Fairbanks city, Alaska *             | 183. | Eloy city, Arizona                         |
| 129. | Juneau city and borough, Alaska *    | 185. | Fountain Hills town, Arizona               |
| 130. | Kenai Peninsula Borough, Alaska *    | 186. | La Paz County, Arizona                     |
| 132. | Ketchikan Gateway Borough, Alaska    | 188. | Paradise Valley town, Arizona              |
| 133. | Kodiak Island Borough, Alaska        | 189. | Payson town, Arizona                       |
| 134. | Wasilla city, Alaska                 | 190. | Sedona city, Arizona                       |
| 135. | Apache County, Arizona *             | 191. | Show Low city, Arizona                     |
| 137. | Avondale city, Arizona *             | 193. | Baxter County, Arkansas *                  |
| 139. | Bullhead City city, Arizona *        | 195. | Benton County, Arkansas                    |
| 140. | Casa Grande city, Arizona *          | 196. | Bentonville city, Arkansas                 |
| 141. | Chandler city, Arizona *             | 197. | Boone County, Arkansas                     |
| 142. | Cochise County, Arizona *            | 198. | Conway city, Arkansas                      |
| 143. | Coconino County, Arizona *           | 199. | Craighead County, Arkansas                 |
| 144. | El Mirage city, Arizona *           | 200. | Crawford County, Arkansas                  |
| 145. | Flagstaff city, Arizona *            | 201. | Crittenden County, Arkansas                |
| 146. | Gila County, Arizona *               | 202. | Faulkner County, Arkansas                  |
| 147. | Gilbert town, Arizona *              | 203. | Fayetteville city, Arkansas                |
| 148. | Glendale city, Arizona *             | 204. | Fort Smith city, Arkansas                  |
| 149. | Goodyear city, Arizona *             | 205. | Garland County, Arkansas                   |
| 150. | Graham County, Arizona *             | 206. | Greene County, Arkansas                    |
| 151. | Kingman city, Arizona *              | 207. | Hot Spring County, Arkansas                |
| 152. | Lake Havasu City city, Arizona *    | 208. | Hot Springs city, Arkansas                 |</p>
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*revised March 30, 2022*
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512. San Joaquin County, California *
513. San Jose city, California *
514. San Juan Capistrano city, California *
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| 544. | South San Francisco city, California * | 600. | California City city, California |
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| 546. | Stanton city, California * | 602. | Capitola city, California |
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| 548. | Sunnyvale city, California * | 604. | Chowchilla city, California |
| 549. | Sutter County, California * | 605. | Clayton city, California |
| 550. | Tehama County, California * | 606. | Clearlake city, California |
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| 553. | Thousand Oaks city, California * | 609. | Commerce city, California |
| 554. | Torrance city, California * | 610. | Corcoran city, California |
| 555. | Tracy city, California * | 611. | Coronado city, California |
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| 558. | Tuolumne County, California * | 614. | Desert Hot Springs city, California |
| 559. | Turlock city, California * | 615. | Dinuba city, California |
| 560. | Tustin city, California * | 616. | Dixon city, California |
| 561. | Union City city, California * | 617. | Duarte city, California |
| 562. | Upland city, California * | 618. | East Palo Alto city, California |
| 563. | Vacaville city, California * | 619. | El Cerrito city, California |
| 564. | Vallejo city, California * | 620. | El Segundo city, California |
| 565. | Ventura County, California * | 621. | Emeryville city, California |
| 566. | Victorville city, California * | 622. | Eureka city, California |
| 567. | Visalia city, California * | 623. | Exeter city, California |
| 568. | Vista city, California * | 624. | Farmersville city, California |
| 569. | Walnut Creek city, California * | 625. | Fillmore city, California |
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| 575. | Whittier city, California * | 631. | Greenfield city, California |
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| 577. | Woodland city, California * | 633. | Half Moon Bay city, California |
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| 579. | Yorba Linda city, California * | 635. | Healdsburg city, California |
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| 581. | Yuba County, California * | 637. | Hermosa Beach city, California |
| 582. | Yucaipa city, California * | 638. | Hillsborough town, California |
| 583. | Agoura Hills city, California | 639. | Imperial Beach city, California |
| 584. | Albany city, California | 640. | Imperial city, California |
| 585. | American Canyon city, California | 641. | Inyo County, California |
| 586. | Anderson city, California | 642. | Kerman city, California |
| 587. | Arcata city, California | 643. | King City city, California |
| 588. | Arroyo Grande city, California | 644. | Kingsburg city, California |
| 589. | Artesia city, California | 645. | La Cañada Flintridge city, California |
| 590. | Arvin city, California | 646. | La Palma city, California |
| 591. | Atwater city, California | 647. | Lafayette city, California |
| 592. | Auburn city, California | 648. | Laguna Beach city, California |
| 593. | Avenal city, California | 649. | Laguna Woods city, California |
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| 595. | Belmont city, California | 651. | Lathrop city, California |
| 596. | Benicia city, California | 652. | Lemon Grove city, California |
| 597. | Blythe city, California | 653. | Lemoore city, California |
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Livingston city, California
Loma Linda city, California
Lomita city, California
Los Alamitos city, California
Malibu city, California
Marina city, California
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Marysville city, California
Maywood city, California
McFarland city, California
Mendota city, California
Mill Valley city, California
Millbrae city, California
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Montevey city, California
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Morro Bay city, California
Newman city, California
Norco city, California
Oakdale city, California
Orange Cove city, California
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Palos Verdes Estates city, California
Parlier city, California
Patterson city, California
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Boulder city, Colorado*
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Brighton city, Colorado*
Broomfield city / Broomfield County, Colorado*
Castle Rock town, Colorado*
Centennial city, Colorado*
Colorado Springs city, Colorado*
Commerce City city, Colorado*
Delta County, Colorado*
Denver city / Denver County, Colorado*
Douglas County, Colorado*
Eagle County, Colorado*
El Paso County, Colorado*
Englewood city, Colorado*
Fort Collins city, Colorado*
Fountain city, Colorado*
Fremont County, Colorado*
Garfield County, Colorado*
Grand Junction city, Colorado*
Greeley city, Colorado*
Jefferson County, Colorado*
La Plata County, Colorado*
Lafayette city, Colorado*
Lakewood city, Colorado*
Larimer County, Colorado*
Littleton city, Colorado*
Longmont city, Colorado*
Loveland city, Colorado*
Mesa County, Colorado*
Montrose County, Colorado*
Northglenn city, Colorado*
Parker town, Colorado*
Pueblo city, Colorado*
Pueblo County, Colorado*
Summit County, Colorado*
Thornton city, Colorado*
Weld County, Colorado*
Westminster city, Colorado*

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Wheat Ridge city, Colorado *
Windsor town, Colorado *
Alamosa County, Colorado
Archuleta County, Colorado
Cañon City city, Colorado
Castle Pines city, Colorado
Chaffee County, Colorado
Durango city, Colorado
Elbert County, Colorado
Erie town, Colorado
Evans city, Colorado
Federal Heights city, Colorado
Firestone town, Colorado
Fort Morgan city, Colorado
Frederick town, Colorado
Fruita city, Colorado
Golden city, Colorado
Grand County, Colorado
Greenwood Village city, Colorado
Gunnison County, Colorado
Johnstown town, Colorado
Las Animas County, Colorado
Logan County, Colorado
Lone Tree city, Colorado
Louisville city, Colorado
Moffat County, Colorado
Montezuma County, Colorado
Montrose city, Colorado
Morgan County, Colorado
Otero County, Colorado
Park County, Colorado
Pitkin County, Colorado
Prowers County, Colorado
Rio Grande County, Colorado
Routt County, Colorado
Steamboat Springs city, Colorado
Sterling city, Colorado
Superior town, Colorado
Teller County, Colorado
Wellington town, Colorado
Yuma County, Colorado
Bridgeport town / Bridgeport city, Connecticut *
Bristol city / Bristol town, Connecticut *
Danbury city / Danbury town, Connecticut *
East Hartford town, Connecticut *
Enfield town, Connecticut *
Fairfield town, Connecticut *
Glastonbury town, Connecticut *
Greenwich town, Connecticut *
Groton town, Connecticut *
Hamden town, Connecticut *
Hartford city / Hartford town, Connecticut *
Manchester town, Connecticut *
Meriden city / Meriden town, Connecticut *
Middletown city / Middletown town, Connecticut *
Milford city, Connecticut *
Milford town, Connecticut *
Naugatuck borough / Naugatuck town, Connecticut *
New Britain town / New Britain city, Connecticut *
New Haven town / New Haven city, Connecticut *
Torrington city / Torrington town, Connecticut *
Trumbull town, Connecticut *
Wallingford town, Connecticut *
Waterbury city / Waterbury town, Connecticut *
West Hartford town, Connecticut *
West Haven city / West Haven town, Connecticut *
Ansonia town / Ansonia city, Connecticut
Avon town, Connecticut
Berlin town, Connecticut
Bethel town, Connecticut
Bloomfield town, Connecticut
Branford town, Connecticut
Brookfield town, Connecticut
Canton town, Connecticut
Cheshire town, Connecticut
Clinton town, Connecticut
Colchester town, Connecticut
Coventry town, Connecticut
Cromwell town, Connecticut
Darien town, Connecticut
Derby city / Derby town, Connecticut
East Hampton town, Connecticut
East Haven town, Connecticut
East Lyme town, Connecticut
East Windsor town, Connecticut
Ellington town, Connecticut
Farmington town, Connecticut
Granby town, Connecticut
Griswold town, Connecticut
Guilford town, Connecticut
Killingly town, Connecticut
Ledyard town, Connecticut
Madison town, Connecticut
Mansfield town, Connecticut
Monroe town, Connecticut
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New Milford town, Connecticut
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North Haven town, Connecticut
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Columbia County, Florida *
Cooper City city, Florida *
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Coral Springs city, Florida *
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Dania Beach city, Florida *
Davie town, Florida *
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DeLand city, Florida *
Delray Beach city, Florida *
Deltona city, Florida *
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Doral city, Florida *
Dunedin city, Florida *
Duval County / Jacksonville city, Florida *
Escambia County, Florida *
Estero village, Florida *
Flagler County, Florida *
Fort Lauderdale city, Florida *
Fort Myers city, Florida *
Fort Pierce city, Florida *
Gadsden County, Florida *
Gainesville city, Florida *
Greenacres city, Florida *
Hallandale Beach city, Florida *
Hendry County, Florida *
Hernando County, Florida *
Hialeah city, Florida *
Highlands County, Florida *
Hillsborough County, Florida *
Hollywood city, Florida *
Homestead city, Florida *
Indian River County, Florida *
Jackson County, Florida *
Jupiter town, Florida *
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Largo city, Florida *
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Pinellas Park city, Florida *
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Plantation city, Florida *
Polk county, Florida *
Pompano Beach city, Florida *
Port Orange city, Florida *
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*revised March 30, 2022*
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1641. Cary village, Illinois
1642. Cass County, Illinois
1643. Centralia city, Illinois
1644. Centralia township, Illinois
1645. Centreville township, Illinois

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revised March 30, 2022
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**I-26**  
*revised March 30, 2022*
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revised March 30, 2022
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3805. Burlington township, New Jersey
3806. Carteret borough, New Jersey
3807. Cedar Grove township, New Jersey
3808. Chatham township, New Jersey
3809. Cinnaminson township, New Jersey
3810. Clark township, New Jersey
3811. Cliffside Park borough, New Jersey
3812. Clinton township, New Jersey
3813. Collingswood borough, New Jersey
3814. Cranford township, New Jersey
3815. Delran township, New Jersey
3816. Denville township, New Jersey
3817. Dover town, New Jersey
3818. Dumont borough, New Jersey
3819. East Greenwich township, New Jersey
3820. East Hanover township, New Jersey
3821. East Windsor township, New Jersey
3822. Eatontown borough, New Jersey
3823. Edgewater borough, New Jersey
3824. Elmwood Park borough, New Jersey
3825. Englewood city, New Jersey
3826. Fairview borough, New Jersey
3827. Florence township, New Jersey
3828. Florham Park borough, New Jersey
3829. Franklin Lakes borough, New Jersey
3830. Franklin township, New Jersey
3831. Freehold borough, New Jersey
3832. Glassboro borough, New Jersey
3833. Glen Rock borough, New Jersey
3834. Gloucester City city, New Jersey
3835. Guttenberg town, New Jersey
3836. Haddon township, New Jersey
3837. Haddonfield borough, New Jersey
3838. Hamilton township, New Jersey
3839. Hammoneton town, New Jersey
3840. Hanover township, New Jersey
3841. Harrison town, New Jersey
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3843. Hasbrouck Heights borough, New Jersey
3844. Hawthorne borough, New Jersey
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3861. Lumberton township, New Jersey
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3872. Middlesex borough, New Jersey
3873. Millburn township, New Jersey
3874. Millstone township, New Jersey
3875. Millville city, New Jersey
3876. Montgomery township, New Jersey
3877. Montville township, New Jersey

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3878. Moorestown township, New Jersey
3879. Morris township, New Jersey
3880. Morristown town, New Jersey
3881. Mount Olive township, New Jersey
3882. Neptune township, New Jersey
3883. New Milford borough, New Jersey
3884. New Providence borough, New Jersey
3885. North Arlington borough, New Jersey
3886. North Plainfield borough, New Jersey
3887. Nutley township, New Jersey
3888. Oakland borough, New Jersey
3889. Ocean City city, New Jersey
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3891. Palisades Park borough, New Jersey
3892. Paramus borough, New Jersey
3893. Pemberton township, New Jersey
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3895. Pequannock township, New Jersey
3896. Phillipsburg town, New Jersey
3897. Pine Hill borough, New Jersey
3898. Plainsboro township, New Jersey
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3900. Point Pleasant borough, New Jersey
3901. Pompton Lakes borough, New Jersey
3902. Rahway city, New Jersey
3903. Ramsey borough, New Jersey
3904. Randolph township, New Jersey
3905. Raritan township, New Jersey
3906. Readington township, New Jersey
3907. Red Bank borough, New Jersey
3908. Ridgefield borough, New Jersey
3909. Ridgefield Park village, New Jersey
3910. Ridgewood village, New Jersey
3911. Ringwood borough, New Jersey
3912. River Edge borough, New Jersey
3913. Robbinsville township, New Jersey
3914. Rockaway township, New Jersey
3915. Roselle borough, New Jersey
3916. Roselle Park borough, New Jersey
3917. Roxbury township, New Jersey
3918. Rutherford borough, New Jersey
3919. Saddle Brook township, New Jersey
3920. Scotch Plains township, New Jersey
3921. Secaucus town, New Jersey
3922. Somers Point city, New Jersey
3923. Somerville borough, New Jersey
3924. South Orange Village township, New Jersey
3925. South Plainfield borough, New Jersey
3926. South River borough, New Jersey
3927. Southampton township, New Jersey
3928. Sparta township, New Jersey
3929. Springfield township, New Jersey
3930. Stafford township, New Jersey
3931. Summit city, New Jersey
3932. Tenafly borough, New Jersey
3933. Tinton Falls borough, New Jersey
3934. Totowa borough, New Jersey
3935. Upper township, New Jersey
3936. Vernon township, New Jersey
3937. Verona township, New Jersey
3938. Voorhees township, New Jersey
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3955. Woolwich township, New Jersey
3956. Wyckoff township, New Jersey
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3958. Albuquerque city, New Mexico *
3959. Bernalillo County, New Mexico *
3960. Chaves County, New Mexico *
3961. Clovis city, New Mexico *
3962. Curry County, New Mexico *
3963. Doña Ana County, New Mexico *
3964. Eddy County, New Mexico *
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3966. Hobbs city, New Mexico *
3967. Las Cruces city, New Mexico *
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| 3992. | Los Lunas village, New Mexico |
| 3993. | Lovington city, New Mexico |
| 3994. | Luna County, New Mexico |
| 3995. | Portales city, New Mexico |
| 3996. | Roosevelt County, New Mexico |
| 3997. | San Miguel County, New Mexico |
| 3998. | Sierra County, New Mexico |
| 3999. | Socorro County, New Mexico |
| 4000. | Sunland Park city, New Mexico |
| 4001. | Torrance County, New Mexico |
| 4002. | Albany city, New York * |
| 4003. | Albany County, New York * |
| 4004. | Allegany County, New York * |
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| 4007. | Bethlehem town, New York * |
| 4008. | Binghamton city, New York * |
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| 4011. | Broome County, New York * |
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| 4016. | Chautauqua County, New York * |
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| 4051. | Islip town, New York * |
| 4052. | Ithaca city, New York * |
| 4053. | Jefferson County, New York * |
| 4054. | Lancaster town, New York * |
| 4055. | Livingston County, New York * |
| 4056. | Long Beach city, New York * |
| 4057. | Madison County, New York * |
| 4058. | Manlius town, New York * |
| 4059. | Monroe County, New York * |
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| 4062. | Mount Vernon city, New York * |
| 4063. | Nassau County, New York * |
| 4064. | New Rochelle city, New York * |
| 4065. | New York city / Bronx County / Kings County / New York County / Queens County / Richmond County, New York * |
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| 4067. | Niagara County, New York * |
| 4068. | Niagara Falls city, New York * |
| 4069. | North Hempstead town, New York * |
| 4070. | North Tonawanda city, New York * |
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| 4072. | Onondaga County, New York * |
| 4073. | Ontario County, New York * |
| 4074. | Orange County, New York * |
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| 4076. | Orleans County, New York * |
| 4077. | Ossining town, New York * |
| 4078. | Oswego County, New York * |
| 4079. | Otsego County, New York * |
| 4080. | Oyster Bay town, New York * |
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| 4082. | Perinton town, New York * |
| 4083. | Poughkeepsie city, New York * |
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| 4087. | Rensselaer County, New York * |
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| 4092. | Rye town, New York * |
| 4093. | Salina town, New York * |
| 4094. | Saratoga County, New York * |
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| 4098. | Seneca County, New York * |
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| 4101. | Spring Valley village, New York * |
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| 4103. | Steuben County, New York * |
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| 4105. | Sullivan County, New York * |
| 4106. | Syracuse city, New York * |
| 4107. | Tioga County, New York * |
| 4108. | Tompkins County, New York * |
| 4109. | Tonawanda town, New York * |
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| 4111. | Ulster County, New York * |
| 4112. | Union town, New York * |
| 4113. | Utica city, New York * |
| 4114. | Valley Stream village, New York * |
| 4115. | Warren County, New York * |
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| 4117. | Washington County, New York * |
| 4118. | Wayne County, New York * |
| 4119. | Webster town, New York * |
| 4120. | West Seneca town, New York * |
| 4121. | Westchester County, New York * |
| 4122. | White Plains city, New York * |
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| 4125. | Yorktown town, New York * |
| 4126. | Amsterdam city, New York |
| 4127. | Arcadia town, New York |
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| 4129. | Aurora town, New York |
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| 4137. | Blooming Grove town, New York |
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| 4139. | Camillus town, New York |
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| 4145. | Chester town, New York |
| 4146. | Chili town, New York |
| 4147. | Cohoes city, New York |
| 4148. | Corning city, New York |
| 4149. | Cornwall town, New York |
| 4150. | Cortland city, New York |
| 4151. | De Witt town, New York |
| 4152. | Depew village, New York |
| 4153. | Dobbs Ferry village, New York |
| 4154. | Dryden town, New York |
| 4155. | Dunkirk city, New York |
| 4156. | East Fishkill town, New York |
| 4157. | East Greenbush town, New York |
| 4158. | East Hampton town, New York |
| 4159. | Elma town, New York |
| 4160. | Elmira city, New York |
| 4161. | Endicott village, New York |
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| 4166. | Floral Park village, New York |
| 4167. | Fredonia village, New York |
| 4168. | Fulton city, New York |
| 4169. | Garden City village, New York |
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| 4172. | Genesee county, New York |
| 4173. | Geneva city, New York |
| 4174. | German Flatts town, New York |
| 4175. | Glen Cove city, New York |
| 4176. | Glen Falls city, New York |
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| 4178. | Gloversville city, New York |
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| 4180. | Grand Island town, New York |
| 4181. | Great Neck village, New York |
| 4182. | Halfmoon town, New York |
| 4183. | Harrison town, New York |
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| 4185. | Haverstraw village, New York |
| 4186. | Highlands town, New York |
| 4187. | Horseheads town, New York |
| 4188. | Hyde Park town, New York |
| 4189. | Ithaca town, New York |
| 4190. | Jamestown city, New York |
| 4191. | Johnson City village, New York |
| 4192. | Kenmore village, New York |
| 4193. | Kent town, New York |
| 4194. | Kingsbury town, New York |
| 4195. | Kingston city, New York |
| 4196. | Kirkland town, New York |
| 4197. | Kiryas Joel village, New York |
| 4198. | La Grange town, New York |
| 4199. | Lackawanna city, New York |
| 4200. | Lake Grove village, New York |
| 4201. | Lancaster village, New York |
| 4202. | Lansing town, New York |
| 4203. | Le Ray town, New York |
| 4204. | Lewis County, New York |
| 4205. | Lewisboro town, New York |
| 4206. | Lewiston town, New York |
| 4207. | Lindenhurst village, New York |
| 4208. | Lloyd town, New York |
| 4209. | Lockport city, New York |
| 4210. | Lockport town, New York |
| 4211. | Lynbrook village, New York |</p>
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<td>Rotterdam town, New York</td>
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<td>Rye city, New York</td>
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<td>Saratoga Springs city, New York</td>
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Johnston County, North Carolina *
Jacksonville city, North Carolina *
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Iredell County, North Carolina *
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Huntersville town, North Carolina *
Holly Springs town, North Carolina *
Garner town, North Carolina *
Gaston County, North Carolina *
Gastonia city, North Carolina *
Goldsboro city, North Carolina *
Granville County, North Carolina *
Greensboro city, North Carolina *
Greenville city, North Carolina *
Guilford County, North Carolina *
Halifax County, North Carolina *
Hanover town, North Carolina *
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Henderson County, North Carolina *
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High Point city, North Carolina *
Hoke County, North Carolina *
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Huntsville town, North Carolina *
Indian Trail town, North Carolina *
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Johnston County, North Carolina *
Kannapolis city, North Carolina *
Lee County, North Carolina *
Lenoir County, North Carolina *
Lincoln County, North Carolina *
Macon County, North Carolina *
Matthews town, North Carolina *
McDowell County, North Carolina *
Mecklenburg County, North Carolina *
Monroe city, North Carolina *
Moore County, North Carolina *
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Nash County, North Carolina *
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Onslow County, North Carolina *
Orange County, North Carolina *
Pasquotank County, North Carolina *
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Raleigh city, North Carolina *
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Rocky Mount city, North Carolina *
Rowan County, North Carolina *
Rutherford County, North Carolina *
Salisbury city, North Carolina *
Sampson County, North Carolina *
Sanford city, North Carolina *
Scotland County, North Carolina *
Stanly County, North Carolina *
Stokes County, North Carolina *
Surry County, North Carolina *
Transylvania County, North Carolina *
Union County, North Carolina *
Vance County, North Carolina *
Wake County, North Carolina *
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Watauga County, North Carolina *
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Wilkes County, North Carolina *
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Wilson city, North Carolina *
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Yadkin County, North Carolina *
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Allegany County, North Carolina *
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Avery County, North Carolina *
Belmont city, North Carolina *
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Camden County, North Carolina *
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Cherokee County, North Carolina *
Chowan County, North Carolina *
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Currituck County, North Carolina *
Davidson town, North Carolina *
Eden city, North Carolina *
Elizabeth City city, North Carolina *
Elon town, North Carolina *
Gates County, North Carolina *
Graham city, North Carolina *
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Hendersonville city, North Carolina *
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revised March 30, 2022
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Eugene city, Oregon *
Grants Pass city, Oregon *
Gresham city, Oregon *
Hillsboro city, Oregon *
Jackson County, Oregon *
Josephine County, Oregon *
Keizer city, Oregon *
Klamath County, Oregon *
Lake Oswego city, Oregon *
Lane County, Oregon *
Lincoln County, Oregon *
Linn County, Oregon *
Malheur County, Oregon *
McMinnville city, Oregon *
Medford city, Oregon *
Multnomah County, Oregon *
Oregon City city, Oregon *
Polk County, Oregon *
Portland city, Oregon *
Redmond city, Oregon *
Salem city, Oregon *
Springfield city, Oregon *
Tigard city, Oregon *
Umatilla County, Oregon *
Washington County, Oregon *
Yamhill County, Oregon *
Ashland city, Oregon *
Astoria city, Oregon *
Baker County, Oregon *
Canby city, Oregon *
Central Point city, Oregon *
Coos Bay city, Oregon *
Cornelius city, Oregon *
Cottage Grove city, Oregon *
Crook County, Oregon *
Curry County, Oregon *
Dallas city, Oregon *
Forest Grove city, Oregon *
Gladstone city, Oregon *
Happy Valley city, Oregon *
Hermiston city, Oregon *
Hood River County, Oregon *
Independence city, Oregon *
Jefferson County, Oregon *
Klamath Falls city, Oregon *
La Grande city, Oregon *
Lebanon city, Oregon *
Milwaukie city, Oregon *
Monmouth city, Oregon *
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Newport city, Oregon *
Ontario city, Oregon *
Pendleton city, Oregon *
Prineville city, Oregon *
Roseburg city, Oregon *
Sandy city, Oregon *
Sherwood city, Oregon *
Silverton city, Oregon *
St. Helens city, Oregon *
The Dalles city, Oregon *
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Tualatin city, Oregon *
Union County, Oregon *
Wasco County, Oregon *
West Linn city, Oregon *
Wilsonville city, Oregon *
Woodburn city, Oregon *
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Raleigh County, West Virginia *  
Randolph County, West Virginia

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Wisconsin Rapids city, Wisconsin
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Cheyenne city, Wyoming
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Sheridan County, Wyoming
Sweetwater County, Wyoming
Big Horn County, Wyoming
Carbon County, Wyoming
Converse County, Wyoming
Evanston city, Wyoming
Goshen County, Wyoming
Green River city, Wyoming
Jackson town, Wyoming
Lincoln County, Wyoming
Park County, Wyoming
Riverton city, Wyoming
Rock Springs city, Wyoming
Sheridan city, Wyoming
Teton County, Wyoming
Uinta County, Wyoming

* Cities and counties marked with an asterisk are not in the Wisconsin County Government Directory.
EXHIBIT J

Janssen Predecessors and Former Affiliates

The following includes a non-exclusive list of Janssen’s predecessors and former affiliates:

1. Janssen Pharmaceutica, Inc.
2. Janssen Pharmaceutica N.V.
3. Janssen-Cilag Manufacturing, LLC
4. Janssen Global Services, LLC
5. Janssen Ortho LLC
6. Janssen Products, LP
7. Janssen Research & Development, LLC
8. Janssen Supply Group, LLC
9. Janssen Scientific Affairs, LLC
10. JOM Pharmaceutical Services, Inc.
11. OMJ Pharmaceuticals, Inc.
13. Ortho-McNeil Pharmaceutical
15. Ortho-McNeil Pharmaceutical Services Division
16. Ortho-McNeil Neurologic
17. Patriot Pharmaceuticals, LLC
18. Pricara, Ortho-McNeil-Janssen Pharmaceuticals
19. Alza Corp.
20. Alza Development Corp.
22. Noramco, Inc.
23. Tasmanian Alkaloids PTY LTD.
EXHIBIT K

Settlement Participation Form

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The governmental entity identified above ("Governmental Entity"), in order to obtain and in consideration for the benefits provided to the Governmental Entity pursuant to the Settlement Agreement dated July 21, 2021 ("Janssen Settlement"), and acting through the undersigned authorized official, hereby elects to participate in the Janssen Settlement, release all Released Claims against all Released Entities, and agrees as follows.

1. The Governmental Entity is aware of and has reviewed the Janssen Settlement, understands that all terms in this Election and Release have the meanings defined therein, and agrees that by this Election, the Governmental Entity elects to participate in the Janssen Settlement and become a Participating Subdivision as provided therein.

2. The Governmental Entity shall, within 14 days of the Reference Date and prior to the filing of the Consent Judgment, dismiss with prejudice any Released Claims that it has filed.

3. The Governmental Entity agrees to the terms of the Janssen Settlement pertaining to Subdivisions as defined therein.

4. By agreeing to the terms of the Janssen Settlement and becoming a Releasor, the Governmental Entity is entitled to the benefits provided therein, including, if applicable, monetary payments beginning after the Effective Date.

5. The Governmental Entity agrees to use any monies it receives through the Janssen Settlement solely for the purposes provided therein.

6. The Governmental Entity submits to the jurisdiction of the court in the Governmental Entity’s state where the Consent Judgment is filed for purposes limited to that court’s role as provided in, and for resolving disputes to the extent provided in, the Janssen Settlement.

7. The Governmental Entity has the right to enforce the Janssen Settlement as provided therein.
8. The Governmental Entity, as a Participating Subdivision, hereby becomes a Releasor for all purposes in the Janssen Settlement, including but not limited to all provisions of Section IV (Release), and along with all departments, agencies, divisions, boards, commissions, districts, instrumentalities of any kind and attorneys, and any person in their official capacity elected or appointed to serve any of the foregoing and any agency, person, or other entity claiming by or through any of the foregoing, and any other entity identified in the definition of Releasor, provides for a release to the fullest extent of its authority. As a Releasor, the Governmental Entity hereby absolutely, unconditionally, and irrevocably covenants not to bring, file, or claim, or to cause, assist or permit to be brought, filed, or claimed, or to otherwise seek to establish liability for any Released Claims against any Released Entity in any forum whatsoever. The releases provided for in the Janssen Settlement are intended by the Parties to be broad and shall be interpreted so as to give the Released Entities the broadest possible bar against any liability relating in any way to Released Claims and extend to the full extent of the power of the Governmental Entity to release claims. The Janssen Settlement shall be a complete bar to any Released Claim.

9. In connection with the releases provided for in the Janssen Settlement, each Governmental Entity expressly waives, releases, and forever discharges any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States or other jurisdiction, or principle of common law, which is similar, comparable, or equivalent to § 1542 of the California Civil Code, which reads:

   **General Release; extent.** A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

   A Releasor may hereafter discover facts other than or different from those which it knows, believes, or assumes to be true with respect to the Released Claims, but each Governmental Entity hereby expressly waives and fully, finally, and forever settles, releases and discharges, upon the Effective Date, any and all Released Claims that may exist as of such date but which Releasors do not know or suspect to exist, whether through ignorance, oversight, error, negligence or through no fault whatsoever, and which, if known, would materially affect the Governmental Entities’ decision to participate in the Janssen Settlement.

10. Nothing herein is intended to modify in any way the terms of the Janssen Settlement, to which Governmental Entity hereby agrees. To the extent this Election and Release is interpreted differently from the Janssen Settlement in any respect, the Janssen Settlement controls.
I have all necessary power and authorization to execute this Election and Release on behalf of the Governmental Entity.

Signature: __________________________
Name: __________________________
Title: __________________________
Date: __________________________
EXHIBIT L
Settlement Fund Administrator Terms

I. Definitions
A. This Settlement Fund Administrator Terms incorporates all defined terms in the Janssen Settlement Agreement, unless otherwise defined herein, and shall be interpreted in a manner consistent with the Janssen Settlement Agreement.

B. Directed Trustee. The banking institution where the Settlement Fund is established and which distributes the funds according to the instructions of the Directing Administrator.¹

C. Directing Administrator. The institution or individual that fulfills the remaining obligations of the Settlement Fund Administrator, other than those performed by the Directed Trustee.

D. Settlement Fund Administrator. The Directed Trustee together with the Directing Administrator (collectively referred to as the “Settlement Fund Administrators”).

E. Settlement Fund Escrow. The escrow account the Directed Trustee shall establish pursuant to the Janssen Settlement Agreement to hold disputed or suspended payments made under the Agreement.

II. Establishment of the Settlement Fund Administrator
A. Selection of the Settlement Fund Administrators.
   i. The duties of the Settlement Fund Administrator under the Janssen Settlement Agreement will be divided between Directed Trustee and Directing Administrator.

   ii. The Directed Trustee and Directing Administrator will each be selected through a targeted solicitation process. Criteria for selection will include, but not be limited to, institutional strength; potential institutional conflicts; experience with work of similar size and complexity; capacity to handle the scope of work; staffing and other proposed resources; and cost and pricing proposals. The selection process will include written submissions and interviews.

   iii. Within sixty (60) calendar days of the selection of the Settlement Fund Administrators, unless such time is extended by written agreement of Janssen and the Enforcement Committee, contracts shall be negotiated and finalized with the Directed Trustee and Directing Administrator.

   iv. The terms of the Directed Trustee and Directing Administrator shall be for the duration of the Janssen Settlement Agreement or as otherwise

¹ Pursuant to the Letter Agreement dated February 25, 2022, Wilmington Trust, N.A. was selected as the Directed Trustee.
specified in the contract executed with such entity, unless the Directed Trustee or the Directing Administrator is removed pursuant to Section II.C below.

B. *Governance of the Settlement Fund Administrators.*

  i. The Settlement Fund Administrators will act as independent and neutral third parties to determine the Initial Year Payments, Annual Payments, and Participation Tier; administer and disburse funds from the Abatement Accounts Fund, State Fund, Subdivision Fund and Additional Restitution Amount; and perform other duties as described below and in the Janssen Settlement Agreement.

  ii. All parties to the Janssen Settlement Agreement are entitled to rely upon information received from the Settlement Fund Administrators, whether in oral, written, or other form. No Party to the Janssen Settlement Agreement shall have any liability (whether direct or indirect, in contract or tort or otherwise) to any party for or in connection with any action taken or not taken by the Settlement Fund Administrators. In addition, no Party to the Janssen Settlement Agreement shall have any liability (whether direct or indirect, in contract or tort or otherwise) to any party for or in connection with any action taken or not taken by Janssen based on incorrect, inaccurate, incomplete or otherwise erroneous information or data provided by the Settlement Fund Administrators. For the avoidance of doubt, nothing in this paragraph alters Sections I to XIII of the Janssen Settlement Agreement or any of the exhibits therein.


  i. The Directed Trustee or Directing Administrator may be removed for cause. The contracts with each entity shall describe the standards for removing that entity for cause.

  ii. Disputes regarding the performance and/or removal of the Settlement Fund Administrators will be resolved by the National Arbitration Panel in accordance with Section XII.F of the Janssen Settlement Agreement.

D. *Funding of the Settlement Fund Administrators.*

  i. The costs and fees associated with or arising out of the duties of the Settlement Fund Administrators, including third-party costs associated with the selection of the Settlement Fund Administrators and the set-up of the Settlement Fund Escrow, shall be paid from the interest accrued in the Settlement Fund Escrow and the Settlement Fund. For the years that Settlement Fund Administrators are used for the Distributor Settlement Agreement, twenty-five percent (25%) of the costs and fees will be attributed to the Janssen Settlement Agreement.

  ii. Under Section VI.C.5 of the Janssen Settlement Agreement, any costs and fees associated with or arising out of the duties of the Settlement Fund Administrators with regard to Janssen’s payment to the Settlement Fund shall be paid out of interest accrued on the Settlement Fund and from the
Settlement Fund should such interest prove insufficient. Payments will be made to the Settlement Fund Administrators alongside the Initial Year Payments and Annual Payment.

iii. Janssen shall not be responsible for any portion of a Settling Distributor’s share of the Settlement Fund Administrators’ cost and fees. For the years that Janssen is not utilizing the Settlement Fund Administrators, it will not be responsible for any costs.

iv. There will be a cap on the costs and fees of the Settlement Fund Administrators, which shall be dependent on the scope of services, the number and timing of distributions from the Settlement Fund, and the Settlement Fund Administrators’ reporting requirements. The cap on fees and costs shall be specified in the contracts executed with each of the Directed Trustee and Directing Administrator.

v. Representatives of the Enforcement Committee and Janssen shall negotiate a “not to exceed” budget with the Settlement Fund Administrators and have the right to review the costs and fees of the Settlement Fund Administrators upon request. The deadlines and grounds for reviewing and objecting to such costs and fees will be established in the contracts executed with each of the Directed Trustee and Directing Administrator. Disputes regarding the payment of such costs and fees will be resolved by the National Arbitration Panel in accordance with Section XII.F of the Janssen Settlement Agreement.

III. Participation in the Janssen Settlement Agreement

A. Repository for Settlement Participation Forms.

i. The Directing Administrator is responsible for receiving and preserving the Subdivision and Special District Settlement Participation Forms pursuant to Sections VII.B, VII.C, VII.J, and VII.K of the Janssen Settlement Agreement. The Directing Administrator is responsible for ensuring newly received forms are properly executed. For forms executed and accepted prior to the retention of the Directing Administrator, the Directing Administrator shall rely on information provided by Rubris as to the proper execution of the forms unless it is provided information that indicates such information is incorrect.

ii. Within sixty (60) calendar days of its retention, the Directing Administrator shall establish a process to receive, preserve, and review the Subdivision and Special District Settlement Participation Forms. The Directing Administrator is encouraged, in the interests of efficiency and so long as financially reasonable, to continue to utilize Rubris and the processes previously implemented by Janssen and Enforcement Committee to fulfill its obligations under this Section III.A. The Directing Administrator may rely on the information provided by Rubris unless it is provided information that indicates such information is incorrect.
iii. After the Reference Date, the Directing Administrator will make the Subdivision and Special District Settlement Participation Forms available to Janssen, the Enforcement Committee, and the Settling States through Rubris, or another online platform. If the requirements for preserving and making available the Subdivision and Special District Settlement Participation Forms change, the Enforcement Committee will convey any new requirements to the Directing Administrator which will make the change.

iv. The Directing Administrator shall promptly respond to requests by Janssen, the Enforcement Committee, or the Settling States for information concerning the Subdivision and Special District Settlement Participation Forms. The Directing Administrator will notify Janssen, the Enforcement Committee, and the Settling States on a regular basis when additional Subdivision and Special District Settlement Participation Forms are submitted unless such information is readily available to the Parties on the online platform established under Section III.A.iii, above.

v. The Directing Administrator shall provide quarterly reports pursuant to Section VII.C of the Janssen Settlement Agreement for Settling States that require information regarding contingency fee contracts on their Subdivision Settlement Participation Form. Upon reasonable request, the Directing Administrator shall also provide reasonably available information to Settling States and Participating Subdivisions relevant to calculating amounts owed under a State Back-Stop Agreement.

B. Determination of the Participation Tier.

i. The Directing Administrator shall determine the Participation Tier existing on July 1, 2022 applying the criteria set forth in Exhibit H of the Janssen Settlement Agreement. The Directing Administrator shall notify Janssen and the Enforcement Committee of the Participation Tier within five (5) calendar days of its determination.

1. If Janssen and the Enforcement Committee agree as to the Participation Tier, they shall so inform the Directing Administrator, and such agreement shall satisfy the Directing Administrator’s obligations under this Section III.B.i.

ii. The Directing Administrator shall redetermine the Participation Tier annually as of the Payment Date, beginning with Payment Year 2, pursuant to the criteria set forth in Exhibit H of the Janssen Settlement Agreement.

1. In the event that a Participation Tier redetermination moves the Participation Tier higher, and that change is in whole or in part as a result of the post-Reference Date enactment of a Bar and there is later a Revocation Event with respect to such Bar, then on the next Payment Date that is at least one hundred eighty (180) calendar days after the Revocation Event, the Directing Administrator shall
move the Participation Tier down to the Participation Tier that would have applied had the Bar never been enacted, unless the Bar is reinstated or all Subdivisions affected by the Revocation Event become Participating Subdivisions within one hundred eighty (180) calendar days of the Revocation Event. This is the sole circumstance in which, on a nationwide basis, the Participation Tier can move down.

2. In the event that there is a post-Reference Date Revocation Event with respect to a Bar that was enacted in a Settling State prior to the Reference Date, then, on the next Payment Date that is at least one hundred eighty (180) calendar days after the Revocation Event, unless the Bar is reinstated or all Subdivisions affected by the Revocation Event become Participating Subdivisions within one hundred eighty (180) calendar days of the Revocation Event, the Directing Administrator shall decrease the Participation Tier – solely for the State in which the Revocation Event occurred – to the Participation Tier commensurate with the percentage of Litigating Subdivisions in that State that are Participating Subdivisions and the percentage of Non-Litigating Subdivisions that are both Primary Subdivisions and Participating Subdivisions, according to the criteria set forth in Exhibit H of the Janssen Settlement Agreement, except that the calculations shall be performed as to that State alone. For the avoidance of doubt and solely for the calculation in this subparagraph, the Settling States Column of Exhibit H of the Janssen Settlement Agreement shall play no role. This is the sole circumstance in which one Settling State will have a different Participation Tier than other Settling States.

3. The redetermination of the Participation Tier shall not affect payments already made or suspensions, offsets, or reductions already applied.

4. After each redetermination, the Directing Administrator shall notify Janssen and the Enforcement Committee of the Participation Tier within five (5) calendar days of its determination.

5. If Janssen and the Enforcement Committee agree as to a Participation Tier redetermination, they shall so inform the Directing Administrator and such agreement shall satisfy the Directing Administrator’s obligations under this Section III.B.ii.

iii. After Payment Year 3, the Participation Tier cannot move higher, unless this restriction is waived by Janssen. If this restriction is waived by Janssen, the Directing Administrator shall be responsible for calculating the Participation Tier consistent with the instructions in Section III.B.ii, above.
iv. Any disputes as to the determination of the Participation Tier shall be decided by the National Arbitration Panel pursuant Section XII.F.4 to the Janssen Settlement Agreement.

IV. Calculation and Allocation of Payments

A. General Principles.

i. This Section IV is intended to implement the relevant provisions of Sections I through XIII of the Janssen Settlement Agreement and the exhibits therein. To the extent this Section IV conflicts with Sections I through XIII of the Janssen Settlement Agreement and the exhibits therein, the Janssen Settlement Agreement shall control.

ii. The Settlement Fund Administrators are entitled to rely upon information received from the Parties to the Janssen Settlement Agreement, whether in oral, written, or other form, for the purpose for which it was submitted, provided that such information is not disputed by another Party.

iii. Janssen and the Enforcement Committee may agree to some or all of the calculations and allocations set forth in this Section IV prior to the Directing Administrator making such determination. In such cases, they shall so inform the Directing Administrator and such agreement shall satisfy the Directing Administrator’s obligations to determine such calculations and allocations unless the Directing Administrator is provided with information establishing that the agreed-upon calculation or allocation is inaccurate.

iv. The Settling States have different requirements for how payments are made to the State and its Participating Subdivisions listed in Exhibit G based on applicable State-Subdivision Agreements, Allocation Statutes, Statutory Trusts, State Back-Stop Agreements, fiscal laws, and other differences. The Directing Administrator shall ask the Attorney General’s Office in each Settling State to: (a) inform it whether the State has a State-Subdivision Agreement, Allocation Statute, and/or Statutory Trust; and (b) submit instructions on how payments are to be made to the State and its Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement. The Directing Administrator shall comply with such instructions so long as it is timely submitted and permissible under Sections I through XIII of the Janssen Settlement Agreement and the exhibits therein.

1. Notwithstanding the above, the Directing Administrator shall not instruct the Directed Trustee to make payments to any entity that is not an instrumentality of: (a) a Settling State; (b) a Participating Subdivision; (c) a Participating Special District; (d) a trust account for an attorney representing a Settling State, Participating Subdivision, or Participating Special District; or (e) a special master or similar entity identified by a Settling State.
2. A Participating Subdivision listed on Exhibit G of the Janssen Settlement Agreement may timely choose to make a voluntary redistribution as provided by Section VI.D.3 of the Janssen Settlement Agreement by providing notice through the instructions provided by the Attorney General’s Office for its State or by providing notice directly to the Directing Administrator through the instructions provided by the Directing Administrator.

v. The Directing Administrator shall request any Settling State without a State-Subdivision Agreement, Allocation Statute, or Statutory Trust, to submit a designation of a lead State agency or other entity to serve as the single point of contact for that Settling State’s funding requests from the Abatement Accounts Fund to comply with Section VI.D.4.b of the Janssen Settlement Agreement. The designated entity shall be the only entity authorized to request the Directing Administrator instruct the Directed Trustee to disburse from that Settling State’s Abatement Accounts Fund. The Directing Administrator shall not instruct the Directed Trustee to disburse any moneys from these Settling States’ Abatement Accounts Fund without such instructions.

vi. In consultation with Janssen and the Enforcement Committee, the Directing Administrator may set reasonable limits on the frequency with which it directs the Directed Trustee to make payments and may set other reasonable restrictions on complying with requests made by Settling States, their Participating Subdivisions, or their Participating Special Districts to limit the burdens and costs imposed on the Settlement Fund Administrators.

B. Incentive A Payments.

i. The Directing Administrator shall be responsible for determining which Settling States have qualified for Incentive A, based on meeting the qualifications set forth in Section V.E.4.b of the Janssen Settlement Agreement. A Settling State that is not eligible for Incentive A as of the Incentive Payment Final Eligibility Date shall not be eligible for Incentive A for that Payment Year or any subsequent Payment Years.

1. Janssen and a Settling State shall provide the Directing Administrator notice of agreement pursuant to Sections V.E.4.b and V.E.7.e.2 of the Janssen Settlement Agreement to populations to be used for fire districts in the Settling State.

2. Janssen and a Settling State may inform the Directing Administrator that they agree the Settling State qualifies for Incentive A. In such cases, such agreement shall satisfy the Directing Administrator’s obligations to determine the Settling State’s qualification for Incentive A.
ii. The Directing Administrator shall provide notice to Janssen, the Settling State, and the Enforcement Committee immediately upon determining that a Settling State has qualified for Incentive A.

iii. The Directing Administrator shall calculate and direct Janssen to pay into the Settlement Fund within ninety (90) days after Janssen is provided the notice pursuant to Section IV.B.ii, above (or after Janssen and a Settling State notify the Directing Administrator of agreement pursuant to Section IV.B.i.1, above), but no earlier than July 1, 2022, the amount of base payments and incentive payments owed to the Settling State that qualified for Incentive A for Payment Years 1-4, less any base payments and Incentive B and C payments already paid into the Settlement Fund for that Settling State.

1. The amount of base payments owed to the Settling State for Payment Years 1-4 is the Base amount specified in Exhibit M of the Janssen Settlement Agreement for Payment 1 through Payment 5 ($1,462,233,076) multiplied by the allocable share of the Settling State provided in Exhibit F of the Janssen Settlement Agreement.

2. The amount of incentive payments owed to the Settling State for Payment Years 1-4 is the Incentives A, B & C (maximum) amount specified in Exhibit M of the Janssen Settlement Agreement for Payment 1 through Payment 5 ($1,710,948,142) multiplied by the allocable share of the Settling State provided in Exhibit F of the Janssen Settlement Agreement.

iv. The Directing Administrator shall allocate the Incentive A payment within the Settling State. The allocations within each Settling State will be determined pursuant Section VI.C, Section VI.D and Exhibit G of the Janssen Settlement Agreement, taking into account the instructions it has received pursuant to Section IV.A.iv, above.

1. If a Settling State and its Participating Subdivisions listed in Exhibit G agree as to the intrastate allocation, the Attorney General’s Office in the Settling State shall so inform the Settlement Fund Administrators and such agreement shall satisfy the Directing Administrator’s obligations under this Section IV.B.iv, provided Janssen does not object.

v. No later than fifty (50) calendar days prior to the deadline for Janssen to deposit a Settling State’s Incentive A payment into the Settlement Fund, the Directing Administrator shall give notice to Janssen, the Settling State, the Enforcement Committee, and the Directed Trustee of: (a) the amount due; (b) the amount to be received by the separate types of funds for the Settling State (if applicable); and (c) the amount to be received by each Settling State’s Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement. The Directing Administrator’s notice to the Directed Trustee will include instructions for disbursement of the Incentive A payment within fifteen (15) calendar days of when Janssen...
must place a Settling State’s Incentive A payment into the Settlement Fund, or at such later time as directed by each Settling State to the Directing Administrator.

vi. Within fifteen (15) calendar days of when Janssen must place a Settling State’s Incentive A payment into the Settlement Fund or at such later time as directed by the Directing Administrator, the Directed Trustee shall disburse the amounts due to the Settling State and to its Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement; provided, however, that the Directing Administrator shall instruct the Directed Trustee that any amounts allocated to a Participating Subdivision that has not yet secured dismissal with prejudice of its lawsuit as required under Section VII.C of the Janssen Settlement Agreement shall not be transferred or disbursed until the Participating Subdivision has secured such dismissal. Janssen shall notify the Directing Administrator if it believes a Participating Subdivision has not yet secured dismissal with prejudice of its lawsuit as required under Section VII.C of the Janssen Settlement Agreement. If so notified, the Directing Administrator will notify the Participating Subdivision.

C. Initial Year Payments.

i. The Settlement Fund Administrators shall be responsible for determining the amount of all Initial Year Payments and allocating the Initial Year Payments among the Settling States and Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement.

ii. The Payment Dates for the Initial Year Payments are July 1, 2022 and July 15, 2022.

1. The Directing Administrator shall provide notice to Janssen of Janssen’s share of the Settlement Fund Administrators’ costs and fees for Payment Year 1 pursuant to Section II.D.ii, above, at least fifty (50) calendar days before the Payment Date for the second Initial Year Payment (July 15, 2022).

2. The Directing Administrator shall provide notice to Janssen of the amount owed by Janssen to the Settling States for each Initial Year Payment at least fifty (50) calendar days before the Payment Date for each Initial Year Payment.

   a. The payment due for each Initial Year Payment will be equal to the Base amount specified in Exhibit M of the Janssen Settlement Agreement for the applicable payment multiplied by the aggregate Overall Allocation Percentage of the Settling States in Exhibit F of the Janssen Settlement Agreement.

   b. The payment due for each Initial Year Payment will be reduced by any portion of the amount calculated in Section IV.C.ii.2.a, above, that is 1) subject to an offset provided by
Section V.C.3 of the Janssen Settlement Agreement for payments under a State-Specific Agreement with a Settling State; or 2) already directed to be paid into the Settlement Fund under Section IV.B, above, for Settling States that qualify for Incentive A. The Directing Administrator shall allocate and track these reductions so that they reduce payments to only those Settling States and their Participating Subdivisions and Participating Special Districts subject to the relevant reduction.

3. The Directing Administrator shall apply any suspensions, offsets, or reductions as specified under Section V (to the extent not already addressed in Section IV.C.ii.2.b, above) and Section IX of the Janssen Settlement Agreement, and allocate and track these amounts so that they reduce payments to only those Settling States and their Participating Subdivisions and Participating Special Districts subject to the relevant suspension, offset, or reduction.

4. On or before July 1, 2022, Janssen shall pay into the Settlement Fund the total amount the Directing Administrator calculates is due for the first Initial Year Payment.

5. On or before July 15, 2022, Janssen shall pay into the Settlement Fund the total amount the Directing Administrator calculates is due for the second Initial Year Payment.

iii. No later than fifty (50) calendar days, or as soon as practicable, prior to July 15, 2022, the Directing Administrator shall allocate the Initial Year Payments as follows in a single distribution to the Settling States and their Participating Subdivisions:

1. The Directing Administrator shall use the data provided to it by Janssen and the Enforcement Committee, which shall be submitted to the Directing Administrator no later than sixty (60) calendar days prior to July 15, 2022, to fulfill its obligations under this Section IV.C and determine the allocations to Settling States and their Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement.

2. The Directing Administrator shall subtract any amount owed out of the Settlement Fund for Settlement Fund Administrator costs and fees for Payment Year 1, pursuant to Section II.D.ii, above.

3. The Directing Administrator shall allocate the remainder of the Initial Year Payments among the Settling States and their Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement.

   a. The Directing Administrator shall determine each Settling State’s overall allocation as described in Section IV.C.ii.2, above.
b. The Directing Administrator shall determine the allocations within each Settling State pursuant to Section VI.C, Section VI.D and Exhibit G of the Janssen Settlement Agreement, taking into account the instructions it has received pursuant to Section IV.A.iv, above.

c. If a Settling State and its Participating Subdivisions agree as to the intrastate allocation, the Attorney General’s Office in the Settling State shall so inform the Settlement Fund Administrators and such agreement shall satisfy the Directing Administrator’s obligations under Section IV.C.iii.3.b, above, provided Janssen does not object.

4. As soon as possible and at least fifty (50) calendar days prior to any payment distributions, the Directing Administrator shall give notice to Janssen, the Settling States, the Enforcement Committee, and the Directed Trustee of the amount of: (a) the Annual Payment (including the amount to be allocated to the Settlement Fund Administrators in costs and fees); (b) the amount to be received by each Settling State; (c) the amount to be received by the separate types of funds for each Settling State (if applicable); and (d) the amount to be received by each Settling State’s Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement; provided, however, that if Janssen and the Enforcement Committee have agreed on all of these amounts and submitted them to the Directing Administrator pursuant to Section IV.A.iii, above, payment distributions may be made as soon as this notice is provided. This notice to the Directed Trustee will include instructions for disbursement of the Initial Year Payments within fifteen (15) calendar days of July 15, 2022, or at such later time as directed by each Settling State to the Directing Administrator.

5. Within fifteen (15) calendar days of July 15, 2022 or at such later time as directed by the Directing Administrator, the Directed Trustee shall disburse the amounts due to each Settling State and to its Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement; provided, however, that the Directing Administrator shall instruct the Directed Trustee that any amounts allocated to a Participating Subdivision that has not yet secured dismissal with prejudice of its lawsuit as required under Section VII.C of the Janssen Settlement Agreement shall not be transferred or disbursed until the Participating Subdivision has secured such dismissal. Janssen shall notify the Directing Administrator if it believes a Participating Subdivision has not yet secured dismissal with prejudice of its lawsuit as required under Section VII.C of the Janssen Settlement Agreement. If so notified, the Directing Administrator will notify the Participating Subdivision.
iv. The Settlement Fund Administrators shall be also responsible for allocating the Additional Restitution Amount for the Initial Year Payments among Settling States listed in Exhibit N of the Janssen Settlement Agreement. The Directing Administrator shall account for the instructions it has received pursuant to Section IV.A.iv, above, in directing the Directed Administrator’s distribution of this money.

D. Annual Payments.

i. The Settlement Fund Administrators shall be responsible for determining the Annual Payment and allocating the Annual Payment among Settling States and Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement.

ii. The Payment Date for the Annual Payments is June 1 of 2023 and successive years.

iii. No later than fifty (50) calendar days prior to the Payment Date, the Directing Administrator shall determine the Annual Payment and the allocations as follows:

1. The Directing Administrator shall use the data provided to it by Janssen and the Enforcement Committee, which shall be submitted to the Directing Administrator no later than sixty (60) calendar days prior to the Payment Date, to fulfill its obligations under this Section IV.D and determine the allocations to Settling States and their Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement.

2. The Directing Administrator shall determine, for each Settling State, the amount of base and incentive payments to which the State is entitled.

   a. The base payment due on each Payment Date will be equal to the Base amount specified in Exhibit M of the Janssen Settlement Agreement for the applicable payment multiplied by the aggregate Overall Allocation Percentage of the Settling States in Exhibit F of the Janssen Settlement Agreement.

   b. The Directing Administrator shall follow the steps outlined in Section V.E.5-7 of the Janssen Settlement Agreement to determine each Settling State’s eligibility for Incentive Payments B-D. The maximum incentive payment due on each Payment Date will be equal to the Incentive A, B & C (maximum) amount plus the Incentive D (Lookback Payment) amount specified in Exhibit M of the Janssen Settlement Agreement for the applicable payment multiplied by the aggregate Overall Allocation Percentage of the Settling States.
c. The payment due for each Annual Payment will be reduced by any portion of the amount calculated in Section IV.D.iii.2.a-b, above, that is 1) subject to an offset provided by Section V.C.3 of the Janssen Settlement Agreement for payments under a State-Specific Agreement; or 2) already directed to be paid into the Settlement Fund under Section IV.B, above, for Settling States that qualify for Incentive A. The Directing Administrator shall allocate and track these reductions so that they reduce payments to only those Settling States and their Participating Subdivisions and Participating Special Districts subject to the relevant reduction.

3. The Directing Administrator shall apply any suspensions, offsets, or reductions as specified under Section V (to the extent not already addressed in Section IV.D.iii.2.c, above) and Section IX of the Janssen Settlement Agreement, and allocate and track these amounts so that they reduce payments to only those Settling States and their Participating Subdivisions and Participating Special Districts subject to the relevant suspension, offset, or reduction.

4. The Directing Administrator shall determine the amount of any Settlement Fund Administrator costs and fees that exceed the accrued interest in the Settlement Fund and Settlement Fund Escrow, as well as the amounts, if any, of such costs and fees owed by Janssen and out of the Settlement Fund pursuant to Section II.D.ii, above.

5. The Directing Administrator shall determine the total amount owed by Janssen (including any amounts to be held in the Settlement Fund Escrow pending resolution of a case by a Later Litigating Subdivision as described in Section IX of the Janssen Settlement Agreement).

6. The Directing Administrator shall allocate the Annual Payment (other than the amount owed for Settlement Fund Administrator costs and fees) within the Settling States. The allocations within each Settling State will be determined pursuant Section VI.C, Section VI.D and Exhibit G of the Janssen Settlement Agreement, taking into account the instructions it has received pursuant to Section IV.A.iv, above.

a. If a Settling State and its Participating Subdivisions agree as to the intrastate allocation, the Attorney General’s Office in the Settling State shall so inform the Settlement Fund Administrators and such agreement shall satisfy the Directing Administrator’s obligations under this Section IV.D.iii.6, provided Janssen does not object.
7. No later than fifty (50) calendar days prior to the Payment Date for each Annual Payment, the Directing Administrator shall give notice to Janssen, the Settling States, the Enforcement Committee, and the Directed Trustee of: (a) the amount of the Annual Payment (including the amount to be allocated to the Settlement Fund Administrators in costs and fees); (b) the amount to be received by each Settling State (specifying the amount of base payment, of each incentive payment, and of each applicable suspension, offset, or reduction); (c) the amount to be received by the separate types of funds for each Settling State (if applicable); and (d) the amount to be received by each Settling State’s Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement. The Directing Administrator’s notice to the Directed Trustee will include instructions for disbursement of the Annual Payment within fifteen (15) calendar days of the Payment Date, or at such later time as directed by each Settling State to the Directing Administrator.

8. Within fifteen (15) calendar days of June 1 of each year or at such later time as directed by the Directing Administrator, the Directed Trustee shall disburse the amounts due to each Settling State and to its Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement; provided, however, that the Directing Administrator shall instruct the Directed Trustee that any amounts allocated to a Participating Subdivision that has not yet secured dismissal with prejudice of its lawsuit as required under Section VII.C of the Janssen Settlement Agreement shall not be transferred or disbursed until the Participating Subdivision has secured such dismissal. Janssen shall notify the Directing Administrator if it believes a Participating Subdivision has not yet secured dismissal with prejudice of its lawsuit as required under Section VII.C of the Janssen Settlement Agreement. If so notified, the Directing Administrator will notify the Participating Subdivision.

iv. The Settlement Fund Administrators shall be also responsible for allocating the Additional Restitution Amount for Payment Years 2-3 among Settling States listed in Exhibit N of the Janssen Settlement Agreement. The Directing Administrator shall account for the instructions it has received pursuant to Section IV.A.iv, above, in directing the Directed Administrator’s distribution of this money.

E. Disputes Regarding Incentive A Payments, the Initial Year Payments, Annual Payments.

i. Within twenty-one (21) calendar days of the notice provided by the Directing Administrator, any party may dispute, in writing, the calculation of an Incentive A Payment, Initial Year Payment, or Annual Payment (including the amount allocated for Settlement Fund Administrator costs and fees), or the amount to be received by a Settling State and/or its
Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement. Such disputing party must provide a written notice of dispute to the Settlement Fund Administrators, the Enforcement Committee, any affected Settling State, and Janssen identifying the nature of the dispute, the amount of money that is disputed, and the Settling State(s) affected. The Directing Administrator will maintain official contact information for providing a notice of dispute.

ii. Within twenty-one (21) calendar days of the sending of a written notice of dispute, any affected party may submit a response, in writing, to the Settlement Fund Administrators, the Enforcement Committee, any affected Settling State, and Janssen identifying the basis for disagreement with the notice of dispute.

iii. If no response is filed, and the Directing Administrator determines the disputing Party is correct, the Directing Administrator shall adjust the amount calculated consistent with the written notice of dispute and accordingly provide updated instructions to the Directed Trustee, and Janssen shall pay the adjusted amount, collectively totaling the relevant payment, on the Payment Date. If a written response to the written notice of dispute is timely sent to the Settlement Fund Administrators, the Directing Administrator shall notify Janssen of the preliminary amount to be paid, which shall be the greater of the amount originally calculated by the Directing Administrator or the amount that would be consistent with the preliminary amount to be paid is higher than the maximum amount of base and incentive payments for that payment as set forth on Exhibit M of the Janssen Settlement Agreement. For the avoidance of doubt, a transfer of suspended payments from the Settlement Fund Escrow does not count toward determining whether the amount to be paid is higher than the maximum amount of base and incentive payments for that payment as set forth on Exhibit M.

iv. The Directing Administrator shall instruct the Directed Trustee to place any disputed amount of the preliminary amount paid by Janssen into the Settlement Fund Escrow and to disburse any undisputed amount to each Settling State and its Participating Subdivisions listed on Exhibit G of the Janssen Settlement Agreement within fifteen (15) calendar days of the Payment Date or at such later time as directed by each Settling State.

v. Disputes described in this subsection shall be resolved in accordance with the terms of Section XII.F of the Janssen Settlement Agreement.

vi. The decisions of the National Arbitration Panel shall be binding on Settling States, Participating Subdivisions, Janssen, and the Settlement Fund Administrators.

F. Extensions.
i. The schedule provided for in this Section IV shall be adjusted based on what is practicable. The Settlement Fund Administrators shall provide notice to Janssen and the Enforcement Committee should the Directing Administrator and/or Directed Trustee believe that the deadlines provided for in this Section IV need to be adjusted. In such a circumstance, the Settlement Fund Administrators, Janssen, and the Enforcement Committee will meet and confer regarding the appropriate timeline, seeking to balance practical realities with the importance of expediting the receipt of funds by the Settling States and their Participating Subdivisions so that they can be used to provide Opioid Remediation.

ii. The deadlines in this Section IV may be extended by the written agreement of Janssen and the Enforcement Committee.

V. Reporting Obligations

A. Reporting of Non-Opioid Remediation Uses.

i. The Directing Administrator shall set up a system to receive and preserve reports from Settling States and Participating Subdivisions that have used monies from the Settlement Fund for purposes that do not qualify as Opioid Remediation, pursuant to Section VI.B.2 of the Janssen Settlement Agreement. The Directing Administrator will not require Settling States and Participating Subdivisions without any such uses of money to submit a report, and the Directing Administrator may treat the failure to submit a report as confirmation that a Settling State or Participating Subdivision had no such uses of money.

ii. Settling States and Participating Subdivisions shall report to the Directing Administrator and Janssen the amount of funds received from the Settlement Fund used for purposes that do not qualify as Opioid Remediation (pursuant to Section VI.B.2 of the Janssen Settlement Agreement). Settling States and Participating Subdivisions’ reports to the Directing Administrator and Janssen shall identify how such funds were used, including if used to pay attorneys’ fees, investigation costs, litigation costs, or costs related to the operation and enforcement of the Janssen Settlement Agreement, respectively. Such Settling State or Participating Subdivision shall make such reports to the Directing Administrator and Janssen with respect to each six-month period ending on June 30 or December 31 of any year in which funds are received from the Settlement Fund. Such Settling State or Participating Subdivision shall make each such report within ninety (90) days of the end of the applicable six-month period.

iii. The Directing Administrator shall establish a process by December 31, 2022 to make the reporting under this Section V.A available to the public.

B. Abatement Accounts Fund Reporting.
i. The Settlement Fund Administrators shall track and assist in the report of the amount of remediation disbursed or applied during each fiscal year, broken down by primary funded strategy category listed in Exhibit E of the Janssen Settlement Agreement (with any permissible common costs prorated among strategies).

ii. Upon request by Janssen, the Settlement Fund Administrators shall agree to perform such further acts and to execute and deliver such further documents as may be reasonably necessary for Janssen to establish the statements set forth in Section VI.F of the Janssen Settlement Agreement to the satisfaction of their tax advisors, their independent financial auditors, the Internal Revenue Service, or any other governmental authority, including as contemplated by Treasury Regulations Section 1.162-21(b)(3)(ii) and any subsequently proposed or finalized relevant regulations or administrative guidance. Nothing herein shall be read to conflict with or limit the Parties’ obligations under Sections VI.F and XIII.E of the Janssen Settlement Agreement.

C. Qualified Settlement Fund Treatment.

i. Janssen and the Settlement Fund Administrators shall agree that the Settlement Fund is intended to be classified as a “qualified settlement fund” within the meaning of Treasury regulations Section 1.468B-1, et seq. (and corresponding or similar provisions of state, local, or foreign law, as applicable). The Settlement Fund Administrators or any independent certified public accounting firm selected by Janssen to serve as administrator of the Settlement Fund for tax purposes (the “Tax Administrator”) shall not take any action or tax position inconsistent with such treatment. The Settlement Fund shall be treated as a qualified settlement fund from the earliest date possible, and Janssen and the Settlement Fund Administrators shall agree to any relation-back election required to treat the Settlement Fund as a qualified settlement fund from the earliest date possible.

ii. The Settlement Fund Administrators or the Tax Administrator shall serve as administrator of the Settlement Fund for tax purposes. The Settlement Fund Administrators or Tax Administrator shall (i) obtain federal and state taxpayer identification numbers for the Settlement Fund and provide the same to Janssen and the Settlement Fund Administrators, (ii) be responsible for all tax reporting, withholding and filing requirements for the Settlement Fund, (iii) provide instructions to Janssen and the Settlement Fund Administrators for the release of sufficient funds from the Settlement Fund to pay all taxes owed by the Settlement Fund in accordance with Treasury regulations Section 1.468B-2 and any applicable state, local or other tax laws, and (iv) send copies of all such tax filings and returns to Janssen and the Settlement Fund Administrators. Janssen and the Settlement Fund Administrators shall provide such cooperation and information as the Tax Administrator may reasonably request in performing the responsibilities set forth in this Section V.

revised March 30, 2022
iii. Any costs and fees arising from a Tax Administrator shall be allocated evenly among Janssen and the Settling Distributors. For the avoidance of doubt, Janssen’s liability for its share of the costs and fees is several, and not joint. Janssen shall not be responsible for any portion of a Settling Distributor’s share. For the years that Janssen is not utilizing the Settlement Fund, it will not be responsible for any costs and fees.
## EXHIBIT M

### Settlement Payment Schedule

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<thead>
<tr>
<th>Payment # /Year</th>
<th>Suspension Applies to:</th>
<th>Atty Fee, Costs &amp; Additional Restitution Amount</th>
<th>Base</th>
<th>Incentives A, B &amp; C (maximum)</th>
<th>Incentive D (Lookback Payment)</th>
<th>Credit</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Payment 1 ED+90 days</td>
<td>None</td>
<td>$103,244,576</td>
<td>$282,175,271</td>
<td>---</td>
<td>---</td>
<td>$14,580,153</td>
<td>$400,000,000</td>
</tr>
<tr>
<td>Payment 2 July 2022</td>
<td>None</td>
<td>---</td>
<td>$658,320,615</td>
<td>---</td>
<td>---</td>
<td>---</td>
<td>$658,320,615</td>
</tr>
<tr>
<td>Payment 3 June 2023</td>
<td>Bonus</td>
<td>$93,629,192</td>
<td>---</td>
<td>$526,905,161</td>
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<td>$71,145,032</td>
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<td>Bonus</td>
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<td>$259,273,971</td>
<td>$549,768,597</td>
<td>---</td>
<td>$47,328,241</td>
<td>$950,000,000</td>
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<tr>
<td>Payment 5 June 2025</td>
<td>Bonus</td>
<td>$43,720,414</td>
<td>$262,463,219</td>
<td>$634,274,384</td>
<td>---</td>
<td>$59,541,983</td>
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<tr>
<td>Payment 6 June 2026</td>
<td>Bonus</td>
<td>$43,720,414</td>
<td>$105,720,216</td>
<td>$54,325,273</td>
<td>---</td>
<td>$12,900,764</td>
<td>$216,666,667</td>
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<tr>
<td>Payment 7 June 2027</td>
<td>Bonus &amp; lookback</td>
<td>$43,720,414</td>
<td>$63,074,061</td>
<td>$54,325,273</td>
<td>$42,646,154</td>
<td>$12,900,765</td>
<td>$216,666,667</td>
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<tr>
<td>Payment 8 June 2028</td>
<td>Bonus &amp; lookback</td>
<td>$43,720,414</td>
<td>$63,074,060</td>
<td>$54,325,272</td>
<td>$42,646,154</td>
<td>$12,900,766</td>
<td>$216,666,666</td>
</tr>
<tr>
<td>Payment 9 June 2029</td>
<td>Bonus &amp; lookback</td>
<td>---</td>
<td>$82,748,246</td>
<td>$78,371,501</td>
<td>$42,646,154</td>
<td>$12,900,766</td>
<td>$216,666,667</td>
</tr>
<tr>
<td>Payment 10 June 2030</td>
<td>Base, bonus &amp; lookback</td>
<td>---</td>
<td>$82,748,248</td>
<td>$78,371,500</td>
<td>$42,646,153</td>
<td>$12,900,765</td>
<td>$216,666,667</td>
</tr>
<tr>
<td>Payment 11 June 2031</td>
<td>Base, bonus &amp; lookback</td>
<td>---</td>
<td>$82,748,248</td>
<td>$78,371,500</td>
<td>$42,646,153</td>
<td>$12,900,765</td>
<td>$216,666,666</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>$465,384,615</strong></td>
<td><strong>$1,942,346,155</strong></td>
<td><strong>$2,109,038,461</strong></td>
<td><strong>$213,230,769</strong></td>
<td><strong>$270,000,000</strong></td>
<td><strong>$5,000,000,000</strong></td>
</tr>
</tbody>
</table>

**NOTES:**

1. Any adjustments to attorneys’ fees and costs will be addressed in the separate attorneys’ fees and costs agreement.
2. The attorneys’ fees and costs included in the schedule include the Additional Restitution Amount, which will be paid in lieu of attorneys’ fees to Settling States listed on Exhibit N.

3. Any offsets under Section V would also be deducted from the base, Incentive B & C maximum, and Incentive D lookback payments and applied proportionately to all payments.

4. Accelerated payments for Incentive A would adjust figures for base and Incentive B & C payments.

5. The dates of payments shown on the schedule are approximate, and will be determined by subsection V.B.1.
**EXHIBIT N**

**Additional Restitution Amount Allocation**

<table>
<thead>
<tr>
<th>State</th>
<th>Allocation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alabama</td>
<td>2.1169269268%</td>
</tr>
<tr>
<td>Alaska</td>
<td>0.3443798454%</td>
</tr>
<tr>
<td>American Samoa</td>
<td>0.0219613287%</td>
</tr>
<tr>
<td>Arizona</td>
<td>2.9452135100%</td>
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<tr>
<td>California</td>
<td>13.1510781360%</td>
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<tr>
<td>Colorado</td>
<td>2.1897380150%</td>
</tr>
<tr>
<td>Connecticut</td>
<td>1.7275419499%</td>
</tr>
<tr>
<td>Delaware</td>
<td>0.6508743856%</td>
</tr>
<tr>
<td>District of Columbia</td>
<td>0.2811929384%</td>
</tr>
<tr>
<td>Georgia</td>
<td>3.7040606512%</td>
</tr>
<tr>
<td>Guam</td>
<td>0.0665280480%</td>
</tr>
<tr>
<td>Hawaii</td>
<td>0.4710748102%</td>
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<tr>
<td>Illinois</td>
<td>4.3924998997%</td>
</tr>
<tr>
<td>Indiana</td>
<td>2.7750263890%</td>
</tr>
<tr>
<td>Iowa</td>
<td>1.0610119129%</td>
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<tr>
<td>Kansas</td>
<td>1.0960862986%</td>
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<tr>
<td>Louisiana</td>
<td>2.0857625133%</td>
</tr>
<tr>
<td>Maine</td>
<td>0.7470015721%</td>
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<tr>
<td>Maryland</td>
<td>2.6658205590%</td>
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<tr>
<td>Massachusetts</td>
<td>2.9180077435%</td>
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<tr>
<td>Michigan</td>
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<tr>
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<tr>
<td>Montana</td>
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<tr>
<td>N. Mariana Islands</td>
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<tr>
<td>Nebraska</td>
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<td>New York</td>
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<tr>
<td>North Dakota</td>
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<td>Pennsylvania</td>
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<td>South Carolina</td>
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<td>Tennessee</td>
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<tr>
<td>Texas</td>
<td>10.8573789344%</td>
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<tr>
<td>Utah</td>
<td>1.5481963920%</td>
</tr>
</tbody>
</table>

*revised March 30, 2022*
<table>
<thead>
<tr>
<th>State</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Vermont</td>
<td>0.3893298238%</td>
</tr>
<tr>
<td>Virgin Islands</td>
<td>0.0453295506%</td>
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<td>Virginia</td>
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<tr>
<td>Wisconsin</td>
<td>2.2927931680%</td>
</tr>
<tr>
<td>Wyoming</td>
<td>0.2691763371%</td>
</tr>
</tbody>
</table>
EXHIBIT O

Adoption of a State-Subdivision Agreement

A State-Subdivision Agreement shall be applied if it meets the requirements of Section VI and is approved by the State and by the State’s Subdivisions as follows:

1. **Requirements for Approval.** A State-Subdivision Agreement shall be deemed as agreed to when it has been approved by the State and either (a) Subdivisions whose aggregate “Population Percentages,” determined as set forth below, total more than sixty percent (60%), or (b) Subdivisions whose aggregate Population Percentages total more than fifty percent (50%) provided that these Participating Subdivisions also represent fifteen percent (15%) or more of the State’s counties or parishes (or, in the case of Settling States whose counties and parishes do not function as local governments, 15% of or more of the Settling State’s non-county Subdivisions), by number.

2. **Approval Authority.** Approval by the State shall be by the Attorney General. Approval by a Subdivision shall be by the appropriate official or legislative body pursuant to the required procedures for that Subdivision to agree to a legally binding settlement.

3. **Population Percentage Calculation.** For purposes of this Exhibit O only, Population Percentages shall be determined as follows: For States with functional counties or parishes\(^3\), the Population Percentage of each county or parish shall be deemed to be equal to (a) (1) 200% of the population of such county or parish, minus (2) the aggregate population of all Primary Incorporated Municipalities located in such county or parish, divided by (b) 200% of the State’s population. A “Primary Incorporated Municipality” means a city, town, village or other municipality incorporated under applicable state law with a population of at least 25,000 that is not located within another incorporated municipality. The Population Percentage of each Primary Incorporated Municipality shall be equal to its population (including the population of any incorporated or unincorporated municipality located therein) divided by 200% of the State’s population; provided that the Population Percentage of a Primary Incorporated Municipality that is not located within a county shall be equal to 200% of its population (including the population of any incorporated or unincorporated municipality located therein) divided by 200% of the State’s population. For all States that do not have functional counties or parishes, the Population Percentage of each non-county Subdivision (including any incorporated or unincorporated municipality located therein), shall be equal to its population divided by the State’s population.

4. **Preexisting Agreements and Statutory Provisions.** A State may include with the notice to its Subdivisions an existing agreement, a proposed agreement, or statutory provisions regarding the distribution and use of settlement funds and have the acceptance of such an agreement or statutory provision be part of the requirements to be an Initial Participating Subdivision.

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\(^3\) Certain states do not have counties or parishes that have functional governments, including: Alaska, Connecticut, Massachusetts, Rhode Island, and Vermont.

*revised March 30, 2022*
5. *Revised Agreements.* A State-Subdivision Agreement that has been revised, supplemented, or refined shall be applied if it meets the requirements of Section VI and is approved by the State and by the State’s Subdivisions pursuant to the terms above.
EXHIBIT P

Injunctive Relief

A. Definitions Specific to this Exhibit

1. “Cancer-Related Pain Care” means care that provides relief from pain resulting from a patient’s active cancer or cancer treatment as distinguished from treatment provided during remission.


3. “End-of-Life Care” means care for persons with a terminal illness or at high risk for dying in the near future in hospice care, hospitals, long-term care settings, or at home.

4. “Health Care Provider” means any U.S.-based physician or other health care practitioner who is licensed to provide health care services or to prescribe pharmaceutical products and any medical facility, practice, hospital, clinic, or pharmacy.

5. “In-Kind Support” means payment or assistance in the form of goods, commodities, services, or anything else of value.

6. “Lobby” and “Lobbying” shall have the same meaning as “lobbying activities” and “lobbying contacts” under the federal lobbying disclosure act, 2 U.S.C. § 1602 et seq., and any analogous state or local provisions governing the person or entity being lobbied. As used in this document, “Lobby” and “Lobbying” include Lobbying directly or indirectly, through grantees or Third Parties.

7. “Opioid(s)” means all naturally occurring, synthetic, or semisynthetic substances that interact with opioid receptors and act like opium. For the avoidance of doubt, the term “Opioid(s)” does not include Imodium.

8. “Opioid Product(s)” means all current and future medications containing Opioids approved by the U.S. Food & Drug Administration (FDA) and listed by the DEA as Schedule II, III, or IV drugs pursuant to the federal Controlled Substances Act (including but not limited to buprenorphine, codeine, fentanyl, hydrocodone, hydromorphone, meperidine, methadone, morphine, oxycodone, oxymorphone, tapentadol, and tramadol). The term “Opioid Products(s)” shall not include (i) methadone and other substances when used exclusively to treat opioid abuse, addiction, or overdose; or (ii) raw materials, immediate precursors, and/or active pharmaceutical ingredients (APIs) used in the manufacture or study of Opioids or Opioid Products, but only when such materials, immediate precursors, and/or
APIs are sold or marketed exclusively to DEA-licensed manufacturers or DEA-licensed researchers.

9. “OUD” means opioid use disorder defined in the Diagnostic and Statistical Manual of Mental Disorders, Fifth Edition (DSM–5), as updated or amended.

10. “Product(s) for the Treatment of Opioid-Induced Side Effects” means any over-the-counter or prescription remedy used to treat those side effects identified on the FDA label for any Opioid Product, except that, for purposes of the Agreement, Product(s) for the Treatment of Opioid-Induced Side Effects shall not include products that treat OUD or respiratory depression.

11. “Promote,” “Promoting,” “Promotion,” and “Promotional” means dissemination of information or other practices intended or reasonably anticipated to increase sales, prescriptions, or that attempts to influence prescribing practices in the United States. These terms shall not include the provision of scientific information or data in response to unsolicited requests from Health Care Providers or payors as allowed in subsection C.2.e-h.

12. “Third Party(ies)” means any person or entity other than Janssen or a government entity.

13. “Treatment of Pain” means the provision of therapeutic modalities to alleviate or reduce pain.

14. “Unbranded Information” means any information that does not identify a specific branded or generic product.

B. Ban on Selling and Manufacturing Opioids

1. Janssen shall not manufacture or sell any Opioids or Opioid Products for distribution in the United States. Janssen represents that prior to the Effective Date, it de-listed all of its Opioid Products and no longer ships any of them to or within the United States. Janssen shall provide notice to the Settling States when the last of the inventory Janssen has shipped has expired.

2. Notwithstanding subsection B.1, above, Janssen may continue to manufacture Nucynta and Nucynta ER (collectively “Nucynta”) in accordance with the terms of its April 2, 2015 contract with Depomed, Inc., rights to which were assigned to Collegium Pharmaceutical, Inc. (“Collegium”) on February 13, 2020, so long as Janssen is not Promoting Nucynta, or selling Nucynta to anyone other than Collegium. Janssen shall not extend, amend, or otherwise alter the terms of its April 2, 2015 contract or enter into any similar agreement related to Nucynta or any other Opioid or Opioid Product. For the term of its April 2, 2015 contract, or until the expiration of subsection B.1, whichever is shorter, Janssen shall make an annual report to the Settling States showing the amount of Nucynta manufactured in accordance with the April 2, 2015 contract.

P-2 revised March 30, 2022
C. **Ban on Promotion**

1. **Janssen shall not engage in Promotion of Opioids or Opioid Products including but not limited to, by:**
   
   a. Employing or contracting with sales representatives or other persons to Promote Opioids or Opioid Products to Health Care Providers or patients, or to persons involved in determining the Opioid Products included in formularies;

   b. Using speakers, key opinion leaders, thought leaders, lecturers, and/or speaking events for Promotion of Opioids or Opioid Products;

   c. Sponsoring, or otherwise providing financial support or In-Kind Support to medical education programs for Promotion of Opioids or Opioid Products;

   d. Creating, sponsoring, operating, controlling, or otherwise providing financial support or In-Kind Support to any website, network, and/or social or other media account for the Promotion of Opioids or Opioid Products;

   e. Creating, sponsoring, distributing, or otherwise providing financial support or In-Kind Support for materials Promoting Opioids or Opioid Products, including but not limited to brochures, newsletters, pamphlets, journals, books, and guides;

   f. Creating, sponsoring, or otherwise providing financial support or In-Kind Support for advertisements that Promote Opioids or Opioid Products, including but not limited to internet advertisements or similar content, and providing hyperlinks or otherwise directing internet traffic to advertisements; and

   g. Engaging in internet search engine optimization or other techniques designed to Promote Opioids or Opioid Products by improving rankings or making content appear among the top results in an internet search or otherwise be more visible or more accessible to the public on the internet.

2. **Notwithstanding subsection C.1 directly above, Janssen may:**

   a. Maintain a corporate website;

   b. Maintain a website for any Opioid Product that contains principally the following content: the FDA-approved package insert, medication guide, and labeling, and a statement directing patients or caregivers to speak with a licensed Health Care Provider;
c. Provide information or support the provision of information as expressly required by law or any state or federal government agency with jurisdiction in [State];

d. Provide the following by mail, electronic mail, on or through Janssen’s corporate or product websites or through other electronic or digital methods: FDA-approved package insert, medication guide, approved labeling for Opioid Products, or other prescribing information for Opioid Products that are published by a state or federal government agency with jurisdiction in [State];

e. Provide scientific and/or medical information in response to an unsolicited request by a Health Care Provider consistent with the standards set forth in the FDA’s Draft Guidance for Industry, *Responding to Unsolicited Requests for Off-Label Information About Prescription Drugs and Medical Devices* (Dec. 2011) as updated or amended by the FDA, and Guidance for Industry, *Good Reprint Practices for the Distribution of Medical Journal Articles and Medical or Scientific Reference Publications on Unapproved New Uses of Approved Drugs and Approved or Cleared Medical Devices* (Jan. 2009) as updated or amended by the FDA;

f. Provide a response to any unsolicited question or request from a patient or caregiver, directing the patient or caregiver to the FDA-approved labeling or to speak with a licensed Health Care Provider without describing the safety or effectiveness of Opioids or any Opioid Product or naming any specific provider or healthcare institution; or directing the patient or caregiver to speak with their insurance carrier regarding coverage of an Opioid Product;

g. Provide Health Care Economic Information, as defined at 21 U.S.C. § 352(a), to a payor, formulary committee, or other similar entity with knowledge and expertise in the area of health care economic analysis consistent with standards set forth in the FDA’s Draft Questions and Answers Guidance for Industry and Review Staff, *Drug and Device Manufacturer Communications With Payors, Formulary Committees, and Similar Entities* (Jan. 2018), as updated or amended by the FDA;

h. Provide information relating solely to the pricing of any Opioid Product;

i. Sponsor or provide financial support or In-Kind Support for an accredited or approved continuing medical education program required by either an FDA-approved Risk Evaluation and Mitigation Strategy (REMS) program or other federal or state law or regulation applicable in [State] through an independent Third Party, which shall be responsible for the program’s content without the participation of Janssen; and
j. Provide information in connection with patient support information on co-pay assistance and managing pain in End-of-Life Care and/or Cancer-Related Pain Care relating to the use of Opioids for managing such pain, as long as the information identifies Janssen as the source of the information.

3. Janssen shall not engage in the Promotion of Products for the Treatment of Opioid-Induced Side Effects, including but not limited to:

   a. Employing or contracting with sales representatives or other persons to Promote Products for the Treatment of Opioid-Induced Side Effects to Health Care Providers or patients;

   b. Using speakers, key opinion leaders, thought leaders, lecturers, and/or speaking events to Promote Products for the Treatment of Opioid-Induced Side Effects;

   c. Sponsoring, or otherwise providing financial support or In-Kind Support to medical education programs that Promote Products for the Treatment of Opioid-Induced Side Effects;

   d. Creating, sponsoring, or otherwise providing financial support or In-Kind Support for advertisements that Promote Products for the Treatment of Opioid-Induced Side Effects, including but not limited to internet advertisements or similar content, and providing hyperlinks or otherwise directing internet traffic to advertisements.

4. Notwithstanding subsection C.3 directly above, Janssen may Promote Products for the Treatment of Opioid-Induced Side Effects so long as such Promotion does not associate the product with Opioids or Opioid Products.

5. Treatment of Pain

   a. Janssen shall not, either through Janssen or through Third Parties, engage in any conduct that Promotes the Treatment of Pain, except that Janssen may continue to Promote the Treatment of Pain with branded non-Opioids, including Tylenol and Motrin.

   b. Janssen shall not, either through Janssen or through Third Parties, engage in any conduct that Promotes the concept that pain is undertreated, except in connection with Promoting the use of branded non-Opioids, including Tylenol and Motrin, for the Treatment of Pain.

   c. Janssen shall not disseminate Unbranded Information, including Unbranded Information about a medical condition or disease state, that contains links to branded information about Opioid Products or that otherwise Promotes Opioids or Opioid Products.

revised March 30, 2022
6. Notwithstanding subsection C.5 above:
   
a. Janssen may Promote or provide educational information about the Treatment of Pain with non-Opioids or therapies such as acetaminophen or non-steroidal anti-inflammatory drugs (NSAIDs), including Promoting or providing educational information about such non-Opioids or therapies as alternatives to Opioid use, or as part of multimodal therapy which may include Opioid use, so long as such non-Opioid Promotional or educational information does not Promote Opioids or Opioid Products.

b. Janssen may provide educational information about the Treatment of Pain related to medical procedures involving devices manufactured or sold by Janssen, including educational information about Opioids or Opioid Products, so long as such information does not Promote Opioids or Opioid Products.

7. The Promotional conduct prohibited in subsection C is not prohibited insofar as it relates to the Promotion of Opioids or Opioid Products for Cancer-Related Pain Care or End-of-Life Care only, and so long as Janssen is identified as the sponsor or source of such Promotional conduct.

D. No Financial Reward or Discipline Based on Volume of Opioid Sales

1. Janssen shall not provide financial incentives to its sales and marketing employees or discipline its sales and marketing employees based upon sales volume or sales quotas for Opioid Products;

2. Janssen shall not offer or pay any remuneration (including any kickback, bribe, or rebate) directly or indirectly, to any person in return for the prescribing, sale, use, or distribution of an Opioid Product; and

3. Janssen’s compensation policies and procedures shall ensure compliance with the Agreement.

E. Ban on Funding/Grants to Third Parties

1. Janssen shall not directly or indirectly provide financial support or In-Kind Support to any Third Party that primarily engages in conduct that Promotes Opioids, Opioid Products, or Products for the Treatment of Opioid-Induced Side Effects (subject to subsections C.2, C.4, and C.6), including educational programs or websites that Promote Opioids, Opioid Products, or Products for the Treatment of Opioid-Induced Side Effects, excluding financial support otherwise required by the Agreement, a court order, or by a federal or state agency.

2. Janssen shall not create, sponsor, provide financial support or In-Kind Support to, or otherwise operate or control any medical society or patient advocacy group that primarily engages in conduct that Promotes Opioids, Opioid Products, or Products for the Treatment of Opioid-Induced Side Effects.
3. Janssen shall not provide links to any Third Party website or materials or otherwise distribute materials created by a Third Party for the purpose of Promoting Opioids, Opioid Products, or Products for the Treatment of Opioid-Induced Side Effects (subject to subsections C.2, C.4, and C.6).

4. Janssen shall not use, assist, or employ any Third Party to engage in any activity that Janssen itself would be prohibited from engaging in pursuant to the Agreement. To the extent Janssen supports trade groups engaged in Lobbying, Janssen shall stipulate that such support not be used for any purpose prohibited by the Agreement.

5. Janssen shall not enter into any contract or agreement with any person or entity or otherwise attempt to influence any person or entity in such a manner that has the purpose or foreseeable effect of limiting the dissemination of information regarding the risks and side effects of using Opioids.

6. Janssen shall not compensate or support Health Care Providers or organizations to advocate for formulary access or treatment guideline changes for the purpose of increasing access to any Opioid Product through third-party payors, i.e., any entity, other than an individual, that pays or reimburses for the dispensing of prescription medicines, including but not limited to managed care organizations and pharmacy benefit managers.

7. No officer or management-level employee of Janssen may concurrently serve as a director, board member, employee, agent, or officer of any entity that primarily engages in conduct that Promotes Opioids, Opioid Products, or Products for the Treatment of Opioid-Induced Side Effects. For the avoidance of doubt, nothing in this provision shall preclude an officer or management-level employee of Janssen from concurrently serving on the board of a hospital.

8. Janssen shall play no role in appointing persons to the board, or hiring persons to the staff, of any entity that primarily engages in conduct that Promotes Opioids, Opioid Products, or Products for the Treatment of Opioid-Induced Side Effects. For the avoidance of doubt, nothing in this paragraph shall prohibit Janssen from fully and accurately responding to unsolicited requests or inquiries about a person’s fitness to serve as an employee or Board member at any such entity.

F. Lobbying Restrictions

1. Janssen shall not Lobby for the enactment of any federal, state, or local legislative or regulatory provision that:
   a. Encourages or requires Health Care Providers to prescribe Opioids or sanctions Health Care Providers for failing to prescribe Opioids or failing to treat pain with Opioids;
   b. Has the effect of limiting access to any non-Opioid alternative pain treatments; or
c. Pertains to the classification of any Opioid or Opioid Product as a scheduled drug under the Controlled Substances Act.

2. Janssen shall not Lobby against the enactment of any federal, state or local legislative or regulatory provision that supports:
   a. The use of non-pharmacologic therapy and/or non-Opioid pharmacologic therapy to treat chronic pain over or instead of Opioid use, including but not limited to third party payment or reimbursement for such therapies;
   b. The use and/or prescription of immediate release Opioids instead of extended release Opioids when Opioid use is initiated, including but not limited to third party reimbursement or payment for such prescriptions;
   c. The prescribing of the lowest effective dose of an Opioid, including but not limited to third party reimbursement or payment for such prescription;
   d. The limitation of initial prescriptions of Opioids to treat acute pain;
   e. The prescribing and other means of distribution of naloxone to minimize the risk of overdose, including but not limited to third party reimbursement or payment for naloxone;
   f. The use of urine testing before starting Opioid use and annual urine testing when Opioids are prescribed, including but not limited to third party reimbursement or payment for such testing;
   g. Evidence-based treatment (such as using medication-assisted treatment with buprenorphine or methadone in combination with behavioral therapies) for OUD, including but not limited to third party reimbursement or payment for such treatment; or
   h. The implementation or use of Opioid drug disposal systems.

3. Janssen shall not Lobby against the enactment of any federal, state or local legislative or regulatory provision expanding the operation or use of PDMPs, including but not limited to provisions requiring Health Care Providers to review PDMPs when Opioid use is initiated and with every prescription thereafter.

4. Notwithstanding the foregoing restrictions in subsections F.1-3, the following conduct is not restricted:
   a. Challenging the enforcement of or suing for declaratory or injunctive relief with respect to legislation, rules, or regulations referred to in subsection F.1;
   b. Communications made by Janssen in response to a statute, rule, regulation, or order requiring such communication;
c. Communications by a Janssen representative appearing before a federal or state legislative or administrative body, committee, or subcommittee as a result of a mandatory order or subpoena commanding that person to testify;

d. Responding, in a manner consistent with the Agreement, to an unsolicited request for input on the passage of legislation or the promulgation of any rule or regulation when such request is submitted in writing specifically to Janssen from a government entity directly involved in the passage of that legislation or promulgation of that rule or regulation; or

e. Lobbying for or against provisions of legislation or regulation that address other subjects in addition to those identified in subsections F.1-3, so long as the company does not support specific portions of such legislation or regulation covered by subsection F.1 or oppose specific portions of such legislation or regulation covered by subsections F.2-3.

5. Janssen shall provide notice of the prohibitions in subsection F to all employees engaged in Lobbying; shall incorporate the prohibitions in subsection F into trainings provided to Janssen employees engaged in Lobbying; and shall certify to the Settling States that it has provided such notice and trainings to Janssen employees engaged in Lobbying.

G. Ban on Prescription Savings Programs

1. Janssen shall not directly or indirectly offer any discounts, coupons, rebates, or other methods which have the effect of reducing or eliminating a patient’s co-payments or the cost of prescriptions (e.g., free trial prescriptions) for any Opioid Product.

2. Janssen shall not directly or indirectly provide financial support to any Third Party for discounts, coupons, rebates, or other methods which have the effect of reducing or eliminating a patient’s co-payments or the cost of prescriptions (e.g., free trial prescriptions) for any Opioid Product.

3. Janssen shall not directly or indirectly assist patients, Health Care Providers, or pharmacies with the claims and/or prior authorization process required for third-party payors to approve payment for any Opioid Product.

H. General Terms

1. Janssen shall not make any written or oral statement about Opioids or any Opioid Product that is unfair, false, misleading, or deceptive as defined under the law of [State]. For purposes of this paragraph, “Opioid Product” shall also include methadone and other substances when used exclusively to treat opioid abuse, addiction, or overdose.
2. Janssen shall not represent that Opioids or any Opioid Product(s) have approvals, characteristics, uses, benefits, or qualities that they do not have. For purposes of this paragraph, “Opioid Product” shall also include methadone and other substances when used exclusively to treat opioid abuse, addiction, or overdose.

3. For the avoidance of doubt, the Agreement shall not be construed or used as a waiver or limitation of any defense otherwise available to Janssen in any action, and nothing in the Agreement is intended to or shall be construed to prohibit Janssen in any way whatsoever from taking legal or factual positions with regard to any Opioid Product(s) in defense of litigation or other legal proceedings.

4. Upon the request of the [State] Attorney General, Janssen shall provide the [State] Attorney General with copies of the following, within thirty (30) calendar days of the request:
   a. Any litigation or civil or criminal law enforcement subpoenas or Civil Investigative Demands relating to Janssen’s Opioid Product(s); and
   b. Warning or untitled letters issued by the FDA regarding Janssen’s Opioid Product(s) and all correspondence between Janssen and the FDA related to such letters.

5. The Agreement applies to conduct that results in the Promotion of Opioids or Opioid Products, or the Treatment of Pain inside the United States.

6. Janssen will enter into the Agreement solely for the purpose of settlement, and nothing contained therein may be taken as or construed to be an admission or concession of any violation of law, rule, or regulation, or of any other matter of fact or law, or of any liability or wrongdoing, all of which Janssen expressly denies. No part of the Agreement, including its statements and commitments, shall constitute evidence of any liability, fault, or wrongdoing by Janssen. The Agreement is not intended for use by any third party for any purpose, including submission to any court for any purpose.

7. Nothing in the Agreement shall be construed to limit or impair Janssen’s ability to:
   a. Communicate its positions and respond to media inquiries concerning litigation, investigations, reports or other documents or proceedings relating to Janssen or its Opioid Products.
   b. Maintain a website explaining its litigation positions and responding to allegations concerning its Opioid Products, including the website, www.factsaboutourprescriptionopioids.com.
I. Compliance with All State Laws and Regulations Relating to the Sale, Promotion, and Distribution of Any Opioid Product

1. Janssen shall comply with all applicable state laws and regulations that relate to the sale, promotion, distribution, and disposal of Opioids or Opioid Products, including conduct permitted by subsection B.2, provided that nothing in this paragraph requires Janssen to violate federal law or regulations, including but not limited to:

   a. [State] Controlled Substances Act, including all guidance issued by the applicable state regulator(s);

   b. [State] Consumer Protection Laws;

   c. [State] laws, regulations, and guidelines related to opioid prescribing, distribution, and disposal; and

   d. [State Specific Laws].

J. Clinical Data Transparency

1. Janssen agrees to continue sharing clinical trial data under the Yale University Open Data Access (YODA) Project to allow researchers qualified under the program to access the company’s proprietary data under the terms of the project.

2. In the event Yale University discontinues or withdraws from the YODA Project agreement with Janssen, Janssen shall make its clinical research data regarding Opioids and Opioid Products, and any additional clinical research data that Janssen sponsors and controls regarding Opioids and Opioid Products, available to an independent entity that is the functional equivalent of the YODA Project under functionally equivalent terms.

K. Enforcement

1. For the purposes of resolving disputes with respect to compliance with this Exhibit, should any of the Settling States have a reasonable basis to believe that Janssen has engaged in a practice that violates a provision of this Exhibit subsequent to the Effective Date, such Settling State shall notify Janssen in writing of the specific objection, identify with particularity the provision of the Agreement that the practice appears to violate, and give Janssen thirty (30) days to respond in writing to the notification; provided, however, that a Settling State may take any action if the Settling State believes that, because of the specific practice, a threat to health or safety of the public requires immediate action.

2. Upon receipt of written notice, Janssen shall provide a good faith written response to the Settling State’s notification, containing either a statement explaining why Janssen believes it is in compliance with this Exhibit of the Agreement, or a detailed explanation of how the alleged violation occurred and a statement
explaining how Janssen intends to remedy the alleged breach. Nothing in this section shall be interpreted to limit the [State’s] civil investigative demand (“CID”) or investigative subpoena authority, to the extent such authority exists under applicable law, and Janssen reserves all of its rights in responding to a CID or investigative subpoena issued pursuant to such authority. If Janssen notifies the Settling States in writing that two or more Settling States have notified Janssen of alleged violations, the Settling States that provided notice of alleged violations shall work in good faith to collectively resolve the alleged violation with Janssen before taking any enforcement action(s).

3. The Settling States may agree, in writing, to provide Janssen with additional time beyond thirty (30) days to respond to a notice provided under subsection K.1, above, without Court approval.

4. Upon giving Janssen thirty (30) days to respond to the notification described above, the Settling State shall also be permitted reasonable access to inspect and copy relevant, non-privileged, non-work product records and documents in possession, custody, or control of Janssen that relate to Janssen’s compliance with each provision of the Agreement pursuant to that Settling State’s CID or investigative subpoena authority.

5. The Settling State may assert any claim that Janssen has violated the Agreement in a separate civil action to enforce compliance with the Agreement, or may seek any other relief afforded by law for violations of the Agreement, but only after providing Janssen an opportunity to respond to the notification described in subsection K.1, above; provided, however, the Settling State may take any action if the Settling State believes that, because of the specific practice, a threat to the health or safety of the public requires immediate action.

6. In the event of a conflict between the requirements of the Agreement and any other law, regulation, or requirement such that Janssen cannot comply with the law without violating the terms of the Agreement or being subject to adverse action, including fines and penalties, Janssen shall document such conflicts and notify the Settling State of the extent to which it will comply with the Agreement in order to eliminate the conflict within thirty (30) days of Janssen’s discovery of the conflict. Janssen shall comply with the terms of the Agreement to the fullest extent possible without violating the law.

7. Janssen or any Settling State may request that Janssen and any Settling State meet and confer regarding the resolution of an actual or potential conflict between the Agreement and any other law, or between interpretations of the Agreement by different courts. Nothing herein is intended to modify or extend the jurisdiction of any single judicial authority as provided by law.

L. **Compliance Duration**

1. Subsections B-J shall be effective for 10 years from the Effective Date.
2. Nothing in this Agreement shall relieve Janssen of its independent obligation to fully comply with the laws of [State] after expiration of the 10-year period specified in this subsection.

M. **Compliance Deadlines**

1. Janssen must be in full compliance with the provisions included this Agreement by the Effective Date. Nothing herein shall be construed as permitting Janssen to avoid existing legal obligations.
EXHIBIT Q

Non-Released Entities

The following includes a non-exclusive list of non-Released Entities:

1. Actavis LLC
2. Actavis Pharma, Inc.
3. Allergan PLC
4. Allergan Finance, LLC
5. AmerisourceBergen Corporation
6. AmerisourceBergen Drug Corporation
7. Anda, Inc.
9. Cephalon, Inc.
10. Collegium Pharmaceuticals
11. CVS Health Corp.
12. CVS Pharmacy, Inc.
13. Endo Pharmaceuticals Inc.
14. Endo Health Solutions Inc.
15. Mallinckrodt LLC
16. McKesson Corporation
18. Par Pharmaceutical, Inc.
19. Par Pharmaceutical Companies, Inc.
20. Purdue Pharma L.P.
21. Purdue Pharma Inc.
22. SpecGx LLC
23. Teva Pharmaceuticals USA, Inc.
24. The Purdue Frederick Company
25. Walgreen Co.
26. Walgreens Boots Alliance, Inc.
27. Walmart Inc.
28. Watson Laboratories, Inc.
EXHIBIT R

Agreement on Attorneys’ Fees, Costs, and Expenses

This Agreement on Attorneys’ Fees, Expenses and Costs (“Fee Agreement”), is entered
between Janssen and the Plaintiffs’ Executive Committee appointed in the multidistrict litigation
in the Northern District of Ohio, In re National Prescription Opiate Litigation, No. 1:17-MD-
2804 (“MDL PEC”), in connection with the Janssen Master Settlement Agreement (“Janssen
Agreement”). This Fee Agreement becomes effective on the Effective Date of the Janssen
Agreement or the date that the Consent Judgments anticipated under the Janssen Agreement
become final in 25 settling states (whichever is later). However, the costs specified in paragraphs II.1.1 and II.1.4 of this Fee Agreement that are to be funded pre-Effective Date by
Janssen are effective upon agreement in writing with Janssen.

I. Definitions

A. This Fee Agreement incorporates all defined terms in the Janssen Agreement,
unless otherwise defined herein, and shall be interpreted in a manner consistent
with the Janssen Agreement.

B. “Attorney.” Any of the following retained through a legal contract: a solo
practitioner, multi-attorney law firm, or other legal representative of a
Participating Subdivision.

C. “Attorney Fee Fund.” An account consisting of funds allocated to pay attorneys’
fees approved pursuant to Section II of this Fee Agreement established by Order
of and under the ongoing jurisdiction of the MDL Court, as provided below.

D. “Common Benefit Fund.” The sub fund of the Attorney Fee Fund described in
Section II.C.

E. “Contingency Fee Fund.” The sub fund of the Attorney Fee Fund described in
Section II.D.

F. “Cost and Expense Fund Administrator.” The administrator appointed by the
MDL Court to administer the MDL Expense Fund and Litigating Subdivision
Cost Fund as provided in the Fee Agreement.

G. “Cost Funds.” Collectively, the MDL Expense Fund and Litigating Subdivision
Cost Fund.

H. “Fee Entitlement.” Any right, entitlement or expectation, including but not
limited to a fee contract, contingent fee contract, agreement, referral arrangement,
co-counsel arrangement, State Back-Stop agreement, or any other arrangement by
which counsel could receive compensation or other consideration. For the
avoidance of doubt, the scope of Fee Entitlement under paragraph II.G.3.a does
not include any Attorneys’ fees associated with representation of a State.
I. “Fee Panel.” The three-person panel appointed by the MDL Court to administer the Attorney Fee Fund and its sub funds as provided in the Fee Agreement.

J. “Litigating Subdivision Cost Fund.” The cost fund described in Section II.E herein.

K. “MDL Court.” United States District Court for the Northern District of Ohio Eastern Division, Case No. 1:17-md-2804, Judge Dan Aaron Polster.

L. “MDL Expense Fund.” The cost fund described in Section II.F below.

M. “MDL PEC.” The Plaintiffs’ Executive Committee appointed by the MDL Court.

N. “Non-Participating Litigating Subdivision.” A Litigating Subdivision that is not a Participating Subdivision.

O. “Participating Litigating Subdivision.” A Litigating Subdivision that is also a Participating Subdivision.

P. “Participation Agreement.” An agreement executed by an Attorney that acknowledges the obligation to pay an appropriate MDL Common Benefit Assessment.

Q. “Qualifying Representation.” Legal services provided for representation of a Participating Litigating Subdivision regarding Released Claims against Released Entities.

R. “State Back-Stop Agreement.” Any agreement by a Settling State and private counsel for Participating Subdivisions in that State (or legislation enacted in that State) to provide, adjust, or guarantee attorneys’ fees and costs, whether from the Attorney Fee Fund or any other source recognized in the agreement or legislation.

II. Fees and Costs

A. Total Attorneys’ Fees and Costs.

1. Total attorneys’ fees and costs to be paid by Janssen to Attorneys in each of the relevant Payment Years under this Agreement shall be up to the following amounts, subject to the provisions set forth below, including with respect to the division of the Attorney Fee Fund into its sub funds:
2. The sub funds within the Attorney Fee Fund shall include the Common Benefit Fund and the Contingency Fee Fund. The Cost Funds shall include the MDL Expense Fund, and the Litigating Subdivision Cost Fund. The State Counsel Fee Fund and the State Cost Fund shall be separate funds under the control of the Settling States.

3. The Contingency Fee Fund and the Common Benefit Fund shall be administered by a Fee Panel to be appointed by the MDL Court that will be governed by the provisions of this Fee Agreement and shall design the process and procedures for the allocation of fees pursuant to this Fee Agreement and the MDL Court’s Order. The Cost Funds shall be administered by the Cost and Expense Fund Administrator to be appointed by the MDL Court who will be governed by the provisions of this Fee Agreement and shall design the process and procedures for the allocation of costs pursuant to this Agreement and the MDL Court’s Order.

4. The fees and costs to be paid under this Fee Agreement are available for Attorneys engaged in Qualifying Representations only. Fees and costs to be paid under this Fee Agreement are not available prior to the Effective Date of the Janssen Agreement or if the Janssen Agreement does not proceed past Janssen’s determination in Section VIII.A of the Janssen Agreement. Fees and costs to be paid under this Fee Agreement are not available for representation of Non-Participating Subdivisions or Non-Litigating Subdivisions and are not available for representation of private hospitals, third-party payors, NAS claimants, personal injury/wrongful death claimants, or any entity other than Participating Litigating Subdivisions. In addition, fees and costs under this Fee Agreement are not available for representation of

<table>
<thead>
<tr>
<th>Payment Year</th>
<th>Attorney Fee Fund (Contingency Fee Fund and Common Benefit Fund)</th>
<th>MDL Expense Fund</th>
<th>Litigating Subdivision Cost Fund</th>
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<td>$10,000,000.00</td>
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<td>Year 3</td>
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<td>Year 4</td>
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</tr>
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</tr>
<tr>
<td>Year 7</td>
<td>$43,720,414.21</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Revised March 30, 2022
any individual or entity in matters other than those claims against Released Entities, but may include a reasonable share of representations that involve development of facts for pursuit of opioid-related claims against multiple defendants in the pharmacy, manufacturing, and distribution chain.

B. **Attorney Fee Fund and Sub Funds**

1. There shall be a split of the Attorney Fee Fund into the Contingency Fee Fund and the Common Benefit Fund. The split shall be 40% to the Contingency Fee Fund and 60% to the Common Benefit Fund.

2. In no event shall Janssen be required to pay more into the Attorney Fee Fund in any Payment Year than the maximum amount specified for that Payment Year in paragraph II.A.1, which amounts are reflected in Exhibit M to the Janssen Agreement. The amounts allocated to the Contingency Fee Fund and the Common Benefit Fund set by the Fee Panel shall be subject to the reductions and offsets set forth below.

3. Awards of fees from the Contingency Fee Fund shall be available to Attorneys with Qualifying Representations of Participating Litigating Subdivisions eligible to receive an allocation under the Janssen Agreement, as set forth in Exhibit G to the Janssen Agreement, and shall be made applying the Mathematical Model attached as Exhibit “A” to this Fee Agreement. The collection of the data and calculations for the Mathematical Model has been a cooperative effort among private counsel for a large number of Litigating Subdivisions. The analysis has been spearheaded by Joseph Tann and Andrew Arnold. The Fee Panel is encouraged to continue working with those counsel in application of the Model. The Fee Panel shall oversee the application of the Model and resolve any questions or disputes concerning the eligibility of a Counsel to participate as required in Section II.G. The Panel is empowered to hear disputes concerning and ensure the accuracy of the mathematical calculation.

4. As to awards from the Contingency Fee Fund, there shall be no right of appeal.

5. Any appeal of an award of the Fee Panel from the Common Benefit Fund will be made to the MDL Court and be reviewed under an abuse of discretion standard.

C. **Common Benefit Fund (60% of the Attorney Fee Fund.)**

1. Funds in the Attorney Fee Fund shall be allocated to the Common Benefit Fund according to the schedule set forth below, subject to the adjustments described in paragraph II.C.5. The payments are to be made on the following yearly schedule, subject to the adjustments set forth below:
| Payment Year 1 | $19,434,911.24 |
| Payment Year 2 | $21,562,130.18 |
| Payment Year 3 | $38,689,349.11 |
| Payment Year 4 | $26,232,248.53 |
| Payment Year 5 | $26,232,248.53 |
| Payment Year 6 | $26,232,248.53 |
| Payment Year 7 | $26,232,248.53 |
| **Total:**     | **$184,615,384.64** |

2. The Common Benefit Fund shall be available to compensate Attorneys engaged in Qualifying Representations of Participating Litigating Subdivisions who:

   a. have performed work for the common benefit of all subdivisions pursuant to the guidelines established by Judge Polster set forth in MDL 2804 and the Order dated June 19, 2018, under docket number 636, which is included herein by reference; and

   b. satisfy the eligibility criteria set forth in Section II.G.

For purposes of Common Benefit Fund distribution, notwithstanding paragraph II.A.4, Attorneys representing Tribal Nations litigating against Janssen that have reached a settlement for Released Claims with Janssen and/or Released Entities and meet the eligibility criteria in Section II.G shall be eligible.

3. The Common Benefit Fund shall be overseen by the Fee Panel, which shall determine the allocation of funds to eligible Attorneys consistent with this Fee Agreement and the June 19, 2018 Order;

4. In assessing the benefits that an Attorney has conferred to Participating Subdivisions (including non-Litigating Subdivisions) and/or Tribes for purposes of any compensation decision, the Fee Panel shall give significant weight to the extent to which (i) the Attorney and his or her clients have contributed to increasing (or reducing) the Initial Participation Tier achieved through participation in the Janssen Agreement, (ii) the Attorney and his or her clients have contributed to increasing (or reducing) the amounts achieved under Incentive Payments A-D through participation in the Janssen Agreement, and (iii) the Attorney and his or her clients have contributed to the potential triggering of any suspension, reduction, or offset of Settlement payment amounts under the Janssen Agreement. The panel may also consider additional fee recoveries the Attorney may potentially obtain, including, but not limited to, from State Back-Stop Agreements, representations of States or Tribal Nations, representations of other clients in opioids-related matters, or through the representation of Subdivision clients,
whether they participated in the Janssen Agreement or not. It is the intent of this provision to recognize that the goal of the Janssen Agreement is to provide for maximum participation by the Subdivisions, maximum abatement funding for all Subdivisions nationally, and the maximum peace for Released Entities. Therefore, representing a Non-Participating Subdivision does not further the goal of the Janssen Agreement, and should not be considered Common Benefit because it does not increase funds available to Participating Subdivisions’ abatement programs. Representing Later Litigating Subdivisions is antithetical to the Janssen Settlement, detracts from Common Benefit, and is addressed by the ethics opinion discussed in paragraph II.I.4. The Fee Panel shall consider this concept of “common detriment” set forth in this paragraph in all of its decision making with respect to the allocation of the Attorney Fee Fund among Attorneys, as well as, in its discretion, any offsets provided to Janssen as set forth in paragraph II.C.6 and Section II.H. The Fee Panel shall consider the totality of the Attorney’s Participating Litigating Subdivisions as compared to the Attorney’s Non-Participating Litigating Subdivisions; the Parties recognize that, although the goal is for 100% participation, Attorneys with a higher number of clients have a higher probability of having one or more non-Participating Litigating Subdivision. As used in this paragraph II.C.4, “client” or “representing” a Subdivision shall include any Litigating Subdivision as to which the Attorney has a Fee Entitlement.

5. As set forth in paragraph II.C.6 and Section II.H, the Fee Panel must consider the factors described in paragraph II.C.4 to determine how and whether to reduce the amounts to be paid by Janssen under this Fee Agreement and to determine how to allocate funds among Attorneys. They may also, at their discretion, consider other factors. Any reduction in payment obligation or credit to be given Janssen in this Fee Agreement shall be applied against Payment Year 7 and working backwards. Any reduction to an Attorney not credited to Janssen shall be allocated to attorneys whose Litigating Subdivision clients participated in the settlement by the Initial Participation Date.

6. The amounts to be provided as a credit or offset to Janssen from the Common Benefit Fund shall depend on the relevant Participation Tier achieved, set forth in Exhibit H of the Janssen Agreement, as follows:

   a. At Participation Tier 1 or below, the Common Benefit Fund payments to be paid by Janssen shall be reduced as follows:

      i. With respect to any Attorney seeking payment from the Common Benefit Fund, the Fee Panel shall compare the aggregate allocation that Participating Litigating Subdivisions with which the Attorney has a Fee Entitlement would receive using the negotiating class allocation metrics with the aggregate amount that all Litigating Subdivisions (Participating and Non-Participating) with which the Attorney has a
Fee Entitlement would receive using the negotiating class allocation metrics, provided that only Litigating Subdivisions in Settling States shall be considered for this ratio. The Fee Panel will multiply the amount to be paid to that Attorney from the Common Benefit Fund by that ratio, reduce the Attorney’s award by a maximum reduction of 15%, and the dollar amount of such reduction shall be deducted, dollar-for-dollar, from the amount owed by Janssen to the Common Benefit Fund of the Attorney Fee Fund.

ii. In the event that any Non-Participating Subdivision that is (a) under the jurisdiction of the MDL Court or (b) represented by an Attorney that is obligated to pay into the MDL Common Benefit Fund pursuant to a Participation Agreement, an order of the MDL Court, or any other arrangement settles with or wins a judgment against a Released Entity separate from the Janssen Agreement, and such settlement or judgment results in a common benefit fee assessment or fee payment into the MDL Common Benefit Fund during the time of Janssen’s obligation to pay fees under this Fee Agreement, Janssen’s obligation to pay into the Common Benefit Fund shall be reduced dollar-for-dollar for any amount of such fee assessments or payments (in the aggregate based on all reductions in this subparagraph II.C.6.a.ii) that exceed the reductions in subparagraph II.C.6.a.i.

iii. For the avoidance of doubt, in Tier 1 for each settlement or judgment with Janssen that results in an assessment or payment to the MDL Common Benefit Fund, that payment shall result in an offset for Janssen, unless the assessment or payment occurs after the Payment Date for Year 7.

b. At Participation Tier 2, the Common Benefit Fund payments to be made by Janssen shall be reduced only as follows:

i. Reduction by the Fee Panel. With respect to all Attorneys making an application that seeks payment from the Common Benefit Fund, the Fee Panel shall, following a determination that an Attorney is eligible under Section II.G, apply the criteria specified in paragraph II.C.4 in determining whether the lack of participation by Subdivisions with which an Attorney has a Fee Entitlement has resulted in a reduction in the Participation Tier achieved, reduction in benefit to Participating Subdivisions as a result of reductions in Incentives A-D, and/or potential triggering of a suspension, reduction, or offset under the Janssen Agreement. If the Fee Panel concludes that such a reduction has occurred, it must consider (1) the relative size of the Non-Participating Subdivision, as adjusted by the severity measures reflected in Exhibit H (governing the Participation Tiers) of the Janssen Agreement, and the impact of its non-participation on the
Janssen Agreement as a whole (including amounts of Incentive Payments and triggering of suspensions, reductions, or offsets); (2) whether and by how much the payment to the Attorney from the Common Benefit Fund should be reduced as a result of the impact of such non-participation on Participating Subdivisions; and (3) whether some or all of said reduction should revert to Janssen due to the reduction in peace obtained from the Janssen Agreement. Consideration of the factors discussed in this subparagraph and paragraph II.C.4 is mandatory. The decision whether to (and by how much) to reduce payments by Janssen or to reduce the payment to any Attorney based on the factors in paragraph II.C.4 shall be in the sole discretion of the Fee Panel.

ii. Offsets.

(1) In the event that any Non-Participating Subdivision that is (a) under the jurisdiction of the MDL Court or (b) represented by an Attorney that is obligated to pay into the MDL Common Benefit Fund pursuant to a Participation Agreement, an order of the MDL Court, or any other arrangement settles with or wins a judgment against a Released Entity separate from the Janssen Agreement, and such settlement or judgment results in a common benefit fee assessment or fee payment into the MDL Common Benefit Fund during the time of Janssen’s obligation to pay Common Benefit Fees under this Fee Agreement, Janssen’s obligation to pay into the Common Benefit Fund shall be reduced dollar-for-dollar up to the amount of the fee assessment or payment, except that such amount shall be capped at 7.5% of the amount of the settlement or judgment. Such reduction shall be taken first from Payment Year 7 of Janssen’s payments to the Common Benefit Fund of the Attorney Fee Fund up to the full amount of Janssen’s payment obligation in Payment Year 7, then from Payment Year 6, and so on.

(2) For the avoidance of doubt, for each settlement or judgment with Janssen that results in an assessment or payment to the MDL Common Benefit Fund, that payment shall result in an offset for Janssen, unless the assessment or payment occurs after the Payment Date for Payment Year 7.

c. At Participation Tier 3, the reductions to the Attorney Fee Fund shall be the same as set forth in subparagraph II.C.6.b, except that the cap on each offset shall be 5% of the amount of such settlement or judgment.

d. At Participation Tier 4, there shall be no reductions to Janssen’s obligations to make payment into the Common Benefit Fund, but the principles set forth in paragraph II.C.4 shall continue to apply.
D. **Contingency Fee Fund.** (40% of the Attorney Fee Fund.)

1. Funds from the Attorney Fee Fund shall be allocated to the Contingency Fee Fund on the following yearly schedule, subject to the adjustments set forth below:

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<th>Payment Year</th>
<th>Amount</th>
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<td><strong>Total:</strong></td>
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</tbody>
</table>

2. The Contingency Fee Fund shall be available to compensate Attorneys engaged in Qualifying Representations of Participating Subdivisions that meet the criteria set forth in Section II.G.

3. The Contingency Fee Fund shall be available to Attorneys who
   a. represent Litigating Subdivisions that are Participating Subdivisions, whether their actions are filed in state or federal court, and
   b. meet the eligibility criteria of Section II.G.
   c. Participation in the Contingency Fee Fund by counsel that have a case that is not subject to the jurisdiction of the MDL Court shall not create, provide, or waive jurisdiction of the MDL Court over that Litigating Subdivision, that case or Attorneys, other than to oversee the fairness of the distribution process, and enforcement of this Fee Agreement.

4. The amounts owed by Janssen to the Contingency Fee Fund shall depend on the relevant Participation Tier set forth in Exhibit H of the Janssen Agreement as follows:
   a. At Participation Tiers 1, 2 and 3, the Contingency Fee Fund payments shall be reduced as follows:
      i. For Non-Settling States, the Contingency Fee Fund payments shall first be reduced by the amounts identified by the Fee Panel, pursuant to paragraph II.H.6, that would have been owed to counsel for Litigating Subdivisions in Non-Settling States, had those States and those Litigating Subdivisions been Settling States and Participating Subdivisions.
ii. Following the calculation in subparagraph II.D.4.a.i, the Contingency Fee Fund payments shall be reduced to reflect the non-joinder of Litigating Subdivisions in Settling States by subtracting the amounts identified by the Fee Panel, pursuant to paragraph II.H.6, that would have been owed to counsel for Non-Participating Litigating Subdivisions in Settling States had such Litigating Subdivisions been Participating Subdivisions.

b. At Participation Tier 4, there shall be no reductions in the Contingency Fee Fund.

c. In the event that Janssen, prior to the Effective Date of the Janssen Agreement, settles with any Litigating Subdivision and, under such settlement agreement pays attorneys’ fees, the Fee Panel shall treat those Litigating Subdivisions as Participating Litigating Subdivisions and, applying the same criteria applicable to all Attorneys for Participating Litigating Subdivisions, determine what amount they would have been paid from the Contingency Fee Fund if they had become Participating Subdivisions under the Janssen Agreement without such prior settlement. That sum, rather than being paid to the Attorney for the previously settling Litigating Subdivision, shall be credited and/or returned to Janssen as if determined under (a)(ii) above, except that such credit shall not be greater than the amount to the Attorneys paid under the Litigating Subdivision’s prior settlement agreement.

E. **Litigating Subdivision Cost Fund.**

1. Janssen shall pay $30,000,000.00 into the Litigating Subdivision Cost Fund, according to the schedule set forth below:

<table>
<thead>
<tr>
<th>Payment Year 1</th>
<th>$10,000,000.00</th>
</tr>
</thead>
<tbody>
<tr>
<td>Payment Year 2</td>
<td>$10,000,000.00</td>
</tr>
<tr>
<td>Payment Year 3</td>
<td>$10,000,000.00</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$30,000,000.00</strong></td>
</tr>
</tbody>
</table>

2. The Litigating Subdivision Cost Fund shall be available to compensate Attorneys for costs and expenses arising out of representation of Participating Litigating Subdivisions or to compensate Participating Litigating Subdivisions for direct in-house costs for expenditures related to their litigation against Janssen including the cost of in-house employees. No funds in the Litigating Subdivision Cost Fund may be used to compensate the costs incurred by Non-Participating Subdivisions or Non-Litigating Subdivisions or costs and expenses arising out of representation of any such Subdivision. In allocating the Litigating Subdivision Cost Fund, the Administrator shall not allocate any funds for costs incurred after July 21, 2021.
3. During the period between July 21, 2021, and the Effective Date, the MDL PEC, as well as Litigating Subdivisions eligible to claim costs from the Litigating Subdivision Cost Fund, shall make best efforts to cease litigation activity against Janssen, including by jointly seeking stays or severance of claims against Janssen, where feasible, or postponements if a motion to stay or sever is not feasible or is denied, so long as such actions are not otherwise detrimental to the Litigating Subdivision.

4. In the event that Janssen, prior to the Effective Date of the Janssen Agreement, settles with any Litigating Subdivision and, under such settlement agreement pay costs to the Litigating Subdivision or its Attorney, the MDL Cost and Expense Fund Administrator shall treat those Litigating Subdivisions as Participating Litigating Subdivisions and, using the same criteria applicable to all applicants to the Litigating Subdivision Cost Fund, determine what amount in costs the Litigating Subdivision or its Attorney would have been paid from the Subdivision Cost Fund if they had settled under the Janssen Agreement. That sum, rather than being paid to the Attorney or the previously settling Litigating Subdivision, shall be credited and/or returned to Janssen, except that such sum shall not be greater than the amount paid under the previously settled Litigating Subdivision’s settlement agreement.

5. The MDL Court shall appoint a Cost and Expense Fund Administrator, who shall develop a process and criteria, with input from participating counsel, by which to a) determine the distribution of amounts from the MDL Expense Fund in pursuit of the claims against Janssen; and b) receive and evaluate applications from Participating Litigating Subdivisions, whether filed in Federal Court or State Court, to seek reimbursement from the Litigating Subdivision Cost Fund for eligible costs under Section II.E.2 in pursuit of the claims against Janssen. The Cost and Expense Fund Administrator shall require transparency from all applicants as to any other sources for compensating Attorneys for Litigating Subdivisions for costs incurred. The Cost and Expense Fund Administrator shall be compensated from the Fund.

6. In the event that the total amount of reimbursements from the Litigating Subdivision Cost Fund approved as reasonable by the Cost and Expense Administrator is less than the $30,000,000.00, any remaining funds shall revert to Janssen.

F. **MDL Expense Fund.**

1. In Payment Year 1 of the Janssen Settlement, Janssen shall pay the following amount into the MDL Expense Fund:

| MDL Expense Fund | $9,615,384.61 |

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revised March 30, 2022
2. The MDL Expense Fund shall be released following the Effective Date of this Fee Agreement without any delay to reimburse the MDL Counsel for an agreed-to portion of the expenses incurred, as approved by the Cost and Expense Fund Administrator. The MDL Expense Fund will be paid directly to the MDL Cost Account, set up by MDL Order and will be administered under the ongoing jurisdiction of the MDL Court, as provided below. No funds may be used to compensate the costs incurred by Non-Participating Subdivisions or to compensate any Attorney for costs incurred in representing one or more Non-Participating Subdivisions.

3. In allocating the MDL Expense Fund, the Administrator shall not allocate any funds for costs incurred after July 21, 2021, unless the Administrator determines that there are sufficient funds to cover all subdivision costs incurred prior to July 21, 2021 and that special circumstances exist to justify costs incurred following the public announcement of the Janssen Agreement.

G. Eligibility.

1. It is the intention of all parties participating in the Fee Panel process that there should be total transparency to the Fee Panel and to all fund participants. In connection with the process to be developed by the Fee Panel, any and all monies in attorney’s fees, including referral fees, expenses paid, promises for payment, or any other Fee Entitlement, to any applicant in any opioid litigation shall be disclosed to the Fee Panel as a condition of participating in the Attorney Fee Fund and prior to an award from the Fee Panel. Any payment, expectation of payment or perceived entitlement to participate in a State Back-Stop Agreement or any other agreement reached with a Settling State or any Subdivision or any other source regarding payment of fees must be disclosed to the Fee Panel. Similarly, any right to payment from any other fund, for example a fund for payment to lawyers representing Settling States or Tribal Nations or Subdivisions shall be disclosed to the Fee Panel. Because it is anticipated that there will be multiple firms listed on contingent fee agreements with Litigating Subdivisions, the Fee Panel shall establish procedures, with input from Attorneys for Participating Litigating Subdivisions, for who should petition for fees from such groups and to whom the fee shall be paid and thereafter distributed to co-counsel in accordance with applicable agreements. For the avoidance of doubt, all Attorneys that are part of such groups must meet the eligibility criteria in paragraph II.G.3, must be subject to the criteria set forth in paragraph II.C.4, and must be disclosed to the Fee Panel.

2. An Attorney may apply for and recover attorneys’ fees from the Common Benefit Fund, the Contingency Fee Fund, and the Litigating Subdivision Cost Fund and any fund created by a past or future State Back-Stop Agreement, provided the Attorney satisfies the requirements relevant to each such fund and requirements for disclosure to the Fee Panel.
3. An Attorney may not receive any payment from the Attorney Fee Fund (which includes both the Contingency Fee Fund and the Common Benefit Fund) unless the following eligibility criteria are met and annually certified by the Attorney:

a. The Attorney must expressly waive the enforcement against the Litigating Subdivision client of all Fee Entitlements (other than under State Back-Stop Agreements) arising out of or related to any or all Qualifying Representations of any Participating Litigating Subdivision prior to applying for attorneys’ fees from the Attorney Fee Fund or costs from the Cost Funds. All applications for attorneys’ fees or costs under this Fee Agreement shall include an affirmation by the Attorney of such waiver and notice to the client(s) of such waiver. Such waiver shall not preclude the Attorney from submitting such Fee Entitlements to the Fee Panel as a factor for consideration in allocating payments from the Attorney Fee Fund or in connection with a State Back-Stop Agreement. For the avoidance of doubt, no Attorney may recover fees or costs under this Fee Agreement unless the Attorney expressly agrees not to enforce Fee Entitlements as to each and every Participating Litigating Subdivision represented by that Attorney, but such Attorneys may participate in and receive funds from a State Back-Stop Agreement.

b. The Attorney must represent that s/he has no present intent to represent or participate in the representation of any Later Litigating Subdivision or any Releasor with respect to Released Claims against Released Entities.

c. The Attorney must represent that s/he has not and will not engage in any advertising or solicitation related to Released Claims against Released Entities where such advertising or solicitation relates to a representation that the Attorney could not undertake consistent with the ethics opinion referenced in paragraph II.I.4.

d. The Attorney must represent s/he will not charge or accept any referral fees for any Released Claims brought against Released Entities by Later Litigating Subdivisions. For the avoidance of doubt, this representation shall not prohibit Attorneys from receiving allocated shares of any future common benefit assessments arising out of settlements or judgments with Later Litigating Subdivisions represented by other Attorneys that are the result of the MDL Court’s Common Benefit order.

e. The Attorney may not have and must represent that s/he does not have a Fee Entitlement related to a Later Litigating Subdivision.
f. The Attorney must certify that s/he has reviewed the ethics opinion referenced in paragraph II.I.4 and will act in conformity with such opinion.

g. The Attorney must fully disclose the participation, or the anticipation of participation, in any agreement with a Settling State or Participating Subdivision concerning fees arising out of or related to the Janssen Agreement, including any fees paid or anticipated to be paid or any State Back-Stop Agreement.

h. The Attorney must identify for the Fee Panel whether s/he utilized state litigation work product or MDL work product, including but not limited to ARCOS data, document repositories, experts developed in the MDL, and deposition transcripts. The Attorney must identify whether s/he signed the MDL Participation Agreement, and for which case(s) it was signed.

i. Any Attorney who applies for fees from one or both Funds must represent that, having exercised his/her independent judgment, s/he believes the Janssen Agreement to be fair and will make or has made best efforts to recommend the Janssen Agreement to his or her Subdivision clients in Settling States. For avoidance of doubt, each Attorney is expected to exercise his or her independent judgment in the best interest of each client individually before determining whether to recommend joining the settlement. All applications for attorneys’ fees or costs under this section shall include an affirmation by the Attorney in compliance with this Subsection.

4. No Attorney receiving fees under this Fee Agreement may apply for or recover from the Attorney Fee Fund fees arising from representing a Non-Settling State or a Non-Participating Subdivision. All applications for attorneys’ fees under this Section shall include an affirmation by the Attorney of compliance with this Section.

5. An Attorney who has filed an application under this section and received an award of attorneys’ fees shall provide a certification of compliance with the Sections of this Fee Agreement annually during the years upon which they are still entitled to receive attorneys’ fee payments.

6. If, at any time, the Attorney is unable to make the representations set forth in this Section, such representations become untrue, or the Attorney falsely represents compliance with the eligibility criteria, the Attorney shall cease to be eligible to receive funds from the Attorney Fee Fund until further review by the Fee Panel of the Attorney’s eligibility under and compliance with this Section II.
7. If an Attorney has a Fee Entitlement with a Later Litigating Subdivision or otherwise becomes unable to reaffirm compliance with the eligibility criteria set forth above, the Attorney shall notify Janssen and the Fee Panel. For the avoidance of doubt, any Attorney who undertakes any new representation of, or has a Fee Entitlement with, a Later Litigating Subdivision shall be prohibited from receiving any future funds from the Attorney Fee Fund. If an Attorney fails to notify Janssen and the Fee Panel of such Fee Entitlement with a Later Litigating Subdivision, the Attorney shall be required to refund amounts previously paid.

8. In the event that an Attorney is deemed ineligible by the Fee Panel (whether based on its initial application or subsequent recertification), the Fee Panel shall provide notice to the Attorney and give the Attorney 30 days to provide additional information such that the Fee Panel could re-consider the Attorney’s eligibility.

9. To the extent that an Attorney has a Fee Entitlement with a Participating Subdivision and is authorized to bring Released Claims against Released Entities, but such authorization is, in scope, less broad than the category of Released Claims set forth in the Janssen Agreement, such Attorney may participate fully in both the Contingency Fee Fund and the Common Benefit Fund, without any reduction imposed by the Fee Panel due to the scope of the authorization, so long as the Participating Subdivision fully releases all Released Claims against Released Entities.

10. Attorneys applying to the Attorney Fee Fund knowingly and expressly agree to be bound by the decisions of the Fee Panel, subject to the limited appeal rights set forth in this Fee Agreement, and waive the ability to assert the lack of enforceability of the allocation reached through the arbitration procedures outlined herein.

H. Calculation of Amounts Due.

1. The Fee Panel shall be solely responsible for determining the amount of fees to be paid to each Attorney and each Participating Subdivision that applies under this Section. None of the Released Entities shall have any responsibility, obligation, or liability of any kind whatsoever with respect to how attorneys’ fees are calculated under this Section, except that the Fee Panel may receive information from Janssen as to (a) the identity of Participating, Non-Participating, Litigating, Later Litigating, and Non-Litigating Subdivisions; (b) the impact of non-participation by a Litigating Subdivision as is relevant to the Fee Panel’s determination in paragraph II.C.4; and (c) such other information as Janssen may voluntarily elect to provide.
2. The Fee Panel shall establish procedures for the arbitration process consistent with this Fee Agreement and orders of the MDL Court. Such procedures may include submission of documentary and/or other evidence, interviews with applicants and/or other counsel (including counsel for Janssen) that the Fee Panel deems appropriate, and/or other means of creating a record upon which fee awards will be based.

3. In making determinations under this Fee Agreement, the Fee Panel must apply the eligibility criteria set forth in Section II.G of this Fee Agreement and the criteria set forth in Section II. In addition, the Fee Panel will give consideration in regard to Common Benefit awards to the Johnson factors, as well as the following factors (which factors may be applied and given relative weight in the Fee Panel’s discretion):

   a. The Attorney’s contemporaneously recorded time and labor dedicated to Qualifying Representations along with the Attorney’s financial commitment to such Qualifying Representations. Claimed “time” will not be automatically accepted by the Fee Panel but will be critically reviewed and given substantially more weight and consideration if such time was subject to the audit process described in any Pretrial Order(s) governing the collection of common benefit time;

   b. The novelty, time, and complexity of the Qualifying Representations;

   c. The skill requisite to perform legal services properly and undesirability of the case;

   d. The preclusion of other employment by the Attorney due to time dedicated to Qualifying Representations;

   e. The “common benefit,” if any, alleged to have been conferred by the Attorney and whether such common benefit work product by that Attorney was used by others in parallel litigations against Released Entities whether within or outside the MDL, provided that any Attorney claiming that s/he substantially benefited cases other than those in which s/he entered an appearance as counsel must substantiate such claims by proffering factual support, such as proper supporting affidavits or other documents as determined by the Fee Panel with input from Attorneys for Participating Litigating Subdivisions;


   g. Any contingent fee agreement or other Fee Entitlement with Participating Subdivisions, enforcement of which, except for State Back-Stop Agreements, are waived in conjunction with the application, the nature and extent of any work for those Participating Subdivisions, whether such
Participating Subdivisions actively litigated and, if so, the nature and procedural history of such case(s);

h. The experience, reputation, and ability of the Attorney;

i. Whether the Attorney’s clients brought Released Claims against Released Entities;

j. The status of discovery in cases primarily handled by the Attorney;

k. The nature of any work by the Attorney on “bellwether” cases or cases that were similarly active in litigation;

l. Any pressure points successfully asserted by the Attorney in cases against Janssen or any risk for Janssen created by the Attorney in cases against them;

m. Any risk for defendants created by applicants in cases against Janssen;

n. Successful and unsuccessful motion practice in cases worked on by the Attorney;

o. The date of filing of any cases filed by the Attorney;

p. Obtaining consolidation of the litigation in the Attorney’s jurisdiction;

q. The number and population of entities represented by the Attorney and the fees that would have been awarded under extinguished contingent fee arrangements;

r. Whether the Attorney’s clients brought claims against Janssen;

s. Whether the Attorney has had a leadership role in the litigation, whether in state or federal court;

t. Whether the Attorney has had a leadership role in any negotiations aimed at resolving the litigation;

u. Whether the Attorney’s cases have survived motions to dismiss;

v. The extent to which the Attorney contributed to the work product used for the common benefit of opioids litigants, including, without limitation, work on ARCOS data, Prescription Data Monitoring Programs, IQVIA data, depositions, document production and analysis experts, motions, briefs and pleadings, trial preparations, and trials;
w. The extent to which litigation was done prior to and contributed to completion of settlement negotiations, as distinct from litigation that was done litigating after the announcement of the Janssen Agreement, such latter litigation both being of less value and potentially resulting a common detriment to the settlement process; and

x. Any other factors that the Fee Panel finds to be appropriate to consider after input from applicants to the Attorney Fee Fund.

4. The Fee Panel shall develop procedures for receiving a single application, which may be updated or amended based on new information (such as participation by additional Litigating Subdivisions) from each Attorney seeking compensation from the Attorney Fee Fund pursuant to processes and procedures developed by the Fee Panel, which shall not be inconsistent with this Fee Agreement. Any request for attorneys’ fees not included on the single application or through the updating/amendment process designed by the Fee Panel shall be deemed waived. For purposes of transparency and to permit the Fee Panel to conduct its work, the application from each Attorney shall, at a minimum, require each Attorney to

a. Identify all Litigating Subdivisions for which s/he is seeking payment from the Attorney Fee Fund;

b. Identify all Subdivisions in both Settling and Non-Settling States (and, where applicable, Tribal Nations) with respect to which s/he has a Fee Entitlement with respect to Relevant Claims against Released Entities, and identify all co-counsel in such cases;

c. Identify which of those Subdivisions are Participating Subdivisions and which are not (with similar information for Tribal Nations, where applicable);

d. Specify the specific fund or funds within the Attorney Fee Fund from which the Attorney is seeking compensation;

e. Demonstrate his or her eligibility for compensation from the relevant sub funds within the Attorney Fee Fund pursuant to the criteria set forth for the relevant sub fund;

f. Identify any and all Fee Entitlements from representations of States, Tribal Nations, or other plaintiffs related to Released Claims against Released Entities or in opioids-related matters;

 g. Notwithstanding “a-f” above, the Panel may consider a supplemental application if the Attorney shows good cause why circumstances exist that will lead to consideration for additional Common Benefit award.
Examples would include, but are not limited to, an Attorney having Non-Participating Litigating Subdivision clients that subsequently become Participating Subdivisions, a Bar Date passes that increases participation or the Participation Tier, or an Allocation Agreement is reached.

5. With respect to the Common Benefit Fund, the Fee Panel shall (subject to any applicable MDL Court Order):

a. Review the applications of all Attorneys seeking compensation from the Common Benefit Fund, including determining eligibility for each Attorney as set forth in Section II.G.

b. Reduce, on an annual basis, Janssen’s payment obligations, as set forth in paragraph II.C.5. The Panel shall inform Janssen and the MDL PEC of all such amounts and adjust Janssen’s payment obligations accordingly.

c. Using criteria set forth in Sections II.C and II.I, allocate amounts from the Common Benefit Fund to eligible Attorneys, including payment amounts for each Payment Year. In making such allocations (regardless of the Participation Tier achieved), the Panel shall apply the principles set forth in paragraph II.C.4 and shall allocate any reduction in the payments of Janssen specified in paragraph II.C.5 to the amounts paid to Attorneys with a Fee Entitlement to Litigating Subdivisions that are not Participating Subdivisions.

6. With respect to the Contingency Fee Fund, the Fee Panel shall:

a. Review the applications of all Attorneys seeking compensation from the Litigating Subdivision Fee Fund, including determining eligibility for each Attorney as set forth in Section II.G.

b. Apply the Mathematical Model in Exhibit A.

c. Use such allocations to reduce payments, on an annual basis, the payment obligations of Janssen to the Attorney Fee Fund as set forth in paragraph II.D.4, and distributions therefrom, and inform Janssen and the MDL PEC of all such adjustments.

7. To the extent that there is a dispute about the calculations of the Fee Panel related to the amounts that Janssen is required to pay (including application of any reductions or offsets under this Fee Agreement), such disputes shall be presented to the Fee Panel and any disputed funds be paid into/held in escrow. The Fee Panel shall resolve such disputes expeditiously, with either Party having the right to seek review from the MDL Court.
8. For purposes of determination of fee or cost awards, allocations, reductions, and possible reversions under this Fee Agreement, unless specified otherwise a Subdivision will be considered a Non-Participating Subdivision if it is not a Participating Subdivision as of the deadline for the application for the fee or cost award at issue (or, if the determination does not involve a specific application, the date on which the record for such determination closes).

9. In the event that the Fee Panel, through the use of the Mathematical Model set forth in Exhibit A, allocates funds from the Contingency Fee Fund for an Attorney based on a Qualifying Representation of a Participating Litigating Subdivision or allocates cost to such Participating Litigating Subdivision and that Subdivision is in a Settling State in which the Consent Judgment has not been approved, such funds shall be placed into escrow until the Consent Judgment is approved, after which time they shall be released.

I. Miscellaneous.

1. The costs associated with the Fee Panel prior to the Effective Date of the Attorney Fee Agreement shall be funded by Janssen. The Fee Panel shall charge an hourly rate that previously has been approved by a federal or state court and shall provide a budget and a cap for such work prior to the Effective Date, which shall be approved by Janssen and such approval shall not be unreasonably withheld. Janssen shall receive a refund for any such payment of pre-Effective Date costs from interest that accrues on the monies in the Attorney Fee Fund (including interest that accrues during such time as the Attorney Fee Fund monies are in escrow prior to the Effective Date of the Janssen Agreement), up to the amount of such costs. Post-Effective Date, the cost of the Fee Panel shall be charged against the applicable Fee Fund based on allocation by the Fee Panel and shall not be otherwise funded by Janssen. The costs associated with the Cost and Expense Fund Administrator shall be paid from funds in the MDL Expense Fund and the Litigating Subdivision Cost Fund and shall not be otherwise funded by Janssen.

2. The MDL PEC will seek, and the Attorneys General for Settling States and Janssen will not oppose, a Common Benefit Fee Order requiring an assessment of 7.5% on the gross recovery (by judgment or settlement) of any Non-Participating Subdivision that is subject to the federal court jurisdiction, represented by a MDL PEC firm, represented by any Attorney receiving fees from the Common Benefit Fund, represented by any Attorney that signed a Participation Agreement or paid in a case otherwise under the jurisdiction of the MDL Court.

3. The MDL PEC shall provide to Janssen information they have that identifies Attorneys who represent Litigating Subdivisions who are not Participating Subdivisions and who have an obligation to pay a common benefit assessment, either due to the MDL Court’s orders or having signed a Participation Agreement.
4. The MDL PEC shall retain ethics counsel of its choice to provide an opinion that addresses the compliance of its ethical obligations, as it relates to the Janssen Agreement. Such opinion shall address the issue of the potential conflict of interest for an Attorney that had represented a Participating Subdivision also representing a Later Litigating Subdivision as defined in the Janssen Agreement. This Subsection shall be enforceable to the extent permitted by the equivalent to Rules 1.16 and 5.6 of the ABA Model Rules of Professional Conduct in the relevant jurisdictions. The opinion shall be provided to Janssen as soon as it is completed and, in any event, prior to July 31, 2021 and shall be disseminated to counsel eligible to apply to the Attorney Fee Fund within 30 days of the announcement of the Janssen Agreement. The MDL PEC represents that it will comply with this opinion until the Reference Date and thereafter if the Janssen Agreement proceeds.

5. Participating Subdivisions agree to instruct their counsel to treat information, work product and expert materials as secret under Rule 1.6 of the ABA Model Rules of Professional Conduct. Accordingly, an Attorney shall not share information or work product with, or experts or materials to, non-participants (other than the Attorney’s own current clients or their lawyers, consultants, experts or other representatives or agents). However, nothing herein shall prevent MDL Leadership or PEC Counsel from fulfilling their obligations in any MDL and the MDL Court Order.

III. Miscellaneous

A. Termination. If the Janssen Agreement does not proceed past the Reference Date, whether because Janssen does not determine to proceed or for any other reason, this Fee Agreement shall be null and void, Janssen shall have no obligation to make any payments under this Fee Agreement, and Janssen and the PEC shall take such steps as are necessary to restore the status quo ante.

B. MDL Court Consideration. This Fee Agreement shall be attached as an exhibit to the Janssen Agreement. This Fee Agreement shall also be submitted by Janssen and the MDL PEC to the MDL Court for approval pursuant to the motion and order that shall be attached, prior to the Preliminary Agreement Date of the Janssen Agreement, as Exhibit B.

1. In the event that the MDL Court, through an order, makes any change to the amounts potentially to be paid by Janssen under this Fee Agreement, makes any change to the Fee Panel’s consideration of the factors set forth in paragraph II.C.4, or any other material change to the draft Order attached as part of Exhibit B or the terms of this Fee Agreement, Janssen and the MDL PEC shall meet and confer concerning such changes.

2. If Janssen and the MDL PEC are unable to reach agreement and revisions to this Fee Agreement in the event discussed in paragraph III.B.1, this Fee
Agreement shall be null and void, Janssen shall have no obligation to make any payments under this Fee Agreement, and Janssen and the MDL PEC shall take such steps as are necessary to restore the \textit{status quo ante}.

C. \textit{Amendment}. Once the MDL Court has entered an order implementing this Fee Agreement, this Fee Agreement can only be amended by (1) written agreement of Janssen and the MDL PEC and (2) approval by the MDL Court.

D. \textit{Jurisdiction and Enforcement}. The MDL Court shall have exclusive and ongoing jurisdiction over the enforcement and implementation of this Fee Agreement as set forth herein. The MDL PEC shall be the Authorized Party to enforce this Fee Agreement, as to the payment obligations of Janssen as set forth in this section, and as to Attorneys making application to the Funds under this Fee Agreement. Solely for purposes of assessing or allocating common benefit fees, the MDL Court will continue to have jurisdiction over the work product developed in the MDL Court by and under the direction of the MDL PEC with respect to claims against Janssen, including data and documents, depositions, expert reports, briefs and pleadings; and the MDL Court’s protective orders, management orders, and other decisions regarding such discovery and other work product, including but not limited to, conditions on its use, will continue in full force and effect. Nothing in this paragraph authorizes the MDL Court to act contrary to this Agreement or to share any of the work product, or provides the MDL Court with jurisdiction over the Janssen Agreement.
This document describes the Mathematical Model for allocation of the Contingency Fee Fund described in Exhibit R (Agreement of Attorney’s Fees, Expenses and Costs) to the Distributor Settlement Agreement and the Janssen Settlement Agreement, respectively.\textsuperscript{18} Awards of fees from the Contingency Fee Funds shall be available to Attorneys with Qualifying Representations of Participating Litigating Subdivisions eligible to receive an allocation under the corresponding agreements.\textsuperscript{19} A Fee Panel shall oversee the application of the Model and resolve any questions or disputes concerning the eligibility of a counsel to participate. The Panel is empowered to hear disputes concerning and ensure the accuracy of the mathematical calculations.

In general terms, allocation of the Contingency Fee Fund shall be made by (1) determining the amount of the Settlement Fund that is attributable to each Litigating Subdivision; (2) making certain adjustments to these amounts based on when the Subdivision filed suit and the terms of the applicable fee contract; and (3) dividing the Contingency Fee Fund proportionately among counsel for each Participating Litigating Subdivision based on the amounts calculated in subpart 2.

Each Settling Defendant is responsible only for its own share of payments.\textsuperscript{20} In other words, to collect a fee award from the Contingency Fee Fund against a Settling Defendant, the Participating Litigating Subdivision must have named the Settling Defendant in its lawsuit. The total amount of the Contingency Fee Fund in the Distributor Settlement Agreement is $516,923,077.\textsuperscript{21} Amerisource’s share is $160,246,153.97 (31.0%), Cardinal’s share is $159,729,230.89 (30.9%), and McKesson’s share is $196,947,692.46 (38.1%). The total amount of the Contingency Fee Fund in the Janssen Settlement Agreement is $123,076,923.\textsuperscript{22}

More specifically, allocation of each Settling Defendant’s share of the corresponding Contingency Fee Fund shall be made according to the following steps. These steps must be performed separately for each Settlement Agreement, and each Defendant is responsible for paying only its share of the Contingency Fee Fund. These calculations are made only for purpose of determining the percentage share of the Contingency Fee Fund that Attorneys for each Participating Litigating Subdivision should receive, \textit{not} for determining the dollar amount each Subdivision will receive.

\textsuperscript{18} See Distributor Settlement Agreement, Exhibit R § II.B.3; Janssen Settlement Agreement, Exhibit R § II.B.3.
\textsuperscript{19} Distributor Settlement Agreement, Exhibit R § II.B.3; Janssen Settlement Agreement, Exhibit R § II.B.3
\textsuperscript{20} Distributor Settlement Agreement, Exhibit R § II.A.5.
\textsuperscript{21} Distributor Settlement Agreement, Exhibit R § II.D.1.
\textsuperscript{22} Janssen Settlement Agreement, Exhibit R § II.D.1.
(1) For each Settling State, attribute 50% of the settlement funds for that State to its Subdivisions according to the Subdivision Allocation Percentage in Exhibit G to the Distributor Settlement Agreement or Janssen Settlement Agreement, as appropriate.

Illustrative example for the Distributor Agreement:

- Assume that State A is allocated 1.00000% of the $18,554,013,691.11 Restitution/Abatement amount [see Exhibit M of the Agreement].
- 50% of the 1% share allocated to State A is $92,770,068.46.
- Assume that, per Exhibit G of the Agreement, the Subdivision Allocation Percentage for City B in State A is 1.00000000%.
- For purposes of determining its counsel’s share of the Contingency Fee Fund, City B is attributed 1.00000000% of $92,770,068.46, or $927,700.68.

(2) Adjust the amounts in paragraph 1 as follows:

a. *Upward Adjustment for Early Filers.* Increase the amount calculated in paragraph 1 above by 10% for any Litigating Subdivision that named the defendant(s) in a suit before December 5, 2017, the date the National Prescription Opiate Litigation MDL was formed. This adjustment must be done individually for each defendant. If the Litigating Subdivision did not name a Settling Defendant in a suit before January 1, 2021, then fees from the Contingency Fee Fund for that defendant will not be awarded to Attorneys with otherwise Qualifying Representations of that Participating Litigating Subdivision.

Illustrative Example:

- Assume City C is attributed $1,000,000 under paragraph 1 above.
- If City C named the defendant(s) before 12/5/2017, the attributed amount would be adjusted to $1,100,000.

b. *Determine Amount Due under Contingency Fee Contract.* Determine the amount that would be due to Attorneys with Qualifying Representations of each Participating Litigating Subdivision under the terms of the applicable fee contract if the Participating Litigating Subdivision were to receive the amount calculated in paragraph 2.a. This amount can be referred to as the Contingency Fee Assumption.

Illustrative Example:

Continuing the example given in paragraph 2.a, if Attorneys have a 20% contingency fee contract with City C for the relevant litigation, the amount calculated in this step would be 20% of $1,100,000, or $220,000.
In the next step, the Contingency Fee Assumption is used to determine the percentage share of the Contingency Fee Fund due to Attorneys for each Participating Litigating Subdivision.

(3) Divide the Contingency Fee Fund proportionately among Attorneys for each Participating Litigating Subdivision in two ways:

a. National Fee Pool Calculation. Determine each Litigating Subdivision’s percentage share of all amounts due under contingency fee contracts nationwide by dividing the Contingency Fee Assumption calculated for each Subdivision in paragraph 2.b by the sum of all Contingency Fee Assumptions. Then multiply that percentage by the Contingency Fee Fund to figure each Subdivision’s dollar share of the Contingency Fee Fund (but only for Settling Defendants the Subdivision timely named in a lawsuit).  

Illustrative example for Distributor Settlement Agreement:
- $220,000 [from para. 2.b] ÷ $1,800,000,000 [total amount owed under contingency fee contracts nationwide] = 0.012222%24
- 0.012222% × $516,923,077.32 [Contingency Fee Fund] = $63,179.49

b. Separate State Fee Pools Calculation. Determine each Litigating Subdivision’s percentage share of all amounts due under contingency fee contracts statewide by dividing the Contingency Fee Assumption calculated for each Subdivision in paragraph 2.b by the sum of all Contingency Fee Assumptions in the same State. Then multiply that percentage by the portion of the Contingency Fee Fund that corresponds to that State’s Overall Allocation Percentage, shown in Exhibit F of the relevant Settlement Agreement, to figure each Subdivision’s dollar share of the Contingency Fee Fund (but only for Settling Defendants the Subdivision timely named in a lawsuit).

Illustrative example for Distributor Settlement Agreement:
- 1% × $516,923,077.32 [Contingency Fee Fund corresponding to State A] = $5,169,230.77

23 Because a few Litigating Subdivisions named only one or two of the Distributors in a lawsuit before January 1, 2021, each Subdivision’s share of the Contingency Fee Fund is slightly different for each distributor. Therefore, under the Distributor Settlement Agreement, the calculations described in this step need to be made separately for each Settling Defendant. It is shown in a single calculation here for ease of illustration only.

24 In this example, $1.8 billion is the amount theoretically owed under all contingency fee contracts for litigation against distributors as calculated in paragraph 2.b. This amount is illustrative only; the actual amount will not be known until all litigating subdivisions are identified and the terms of all of their contingency fee contracts are collected.
• Assume a total of $17,600,000 is owed under contingency fee contracts for State A.
• $220,000 [from para. 2.b] ÷ $17,600,000 = 1.25%
• 1.25% * $5,169,230.77 = $64,615.38

The award of fees to Attorneys with Qualifying Representations of Participating Litigating Subdivisions will be the average of the final amounts calculated in paragraphs 3.a and 3.b above.25

Paragraph 3.a represents allocation based on a proportional share of a National Fee Pool, while paragraph 3.b represents allocation based on a proportional share of the Separate State Fee Pools. In other words, for the National Fee Pool described above in paragraph 3.a, the contingency fee contract rate is compared to all other contingency fee contract rates in the nation. For the Separate State Fee Pools described above in paragraph 3.b, the contingency fee contract terms are compared to the other contingency fee contract terms in that same State. The National Fee Pool and the Separate State Fee Pools are given equal weighting. This is illustrated below.

Using the first methodology, Attorneys for two Subdivisions in different States with the same amount calculated under paragraph 2.b would be assigned the same amount under paragraph 3.a. Using the second methodology, Attorneys for the same two Subdivisions would be assigned different amounts under paragraph 3.b because they are in different States. Specifically, the Subdivision in the State with a smaller proportion of Participating

25 The model also enforces a maximum fee award of 20% of the amount calculated in 2.b. This rule is designed to prevent windfalls by addressing over-allocation in a small number of states with relatively few Litigating Subdivisions. An estimated 97% of Qualifying Representations are not impacted this rule. The description in this document of the Mathematical Model is by necessity an abstraction; the precise contours of the calculations are defined in the model itself.
Litigating Subdivisions would be allocated more than the Subdivision in the State with a greater proportion of Participating Litigating Subdivisions.
EXHIBIT S

Agreement on the State Cost Fund Administration

1. **Creation of a State Cost Fund.** Janssen and the Settling States agree to the creation of a state cost fund to pay litigation costs and expenses associated with litigation and investigation related to the opioid litigation (hereinafter the “State Cost Fund”). This agreement is a material part of the Settlement Agreement. The State Cost Fund shall be administered separately from the Common Benefit Fund, the Contingency Fee Fund, the State Counsel Fee Fund, Subdivision Costs Fund, and the MDL Expense Fund. No funds may be released from the State Cost Fund to Non-Settling States.

2. **State Cost Fund Amount.** In Payment 1 of the Settlement, Janssen shall pay into the State Cost Fund $13,461,539 (the “State Cost Fund Amount”). Janssen’s State Cost Fund payment shall be a component of its Global Settlement Attorney Fee Amount payable to the Attorney Fee Fund, for Payment 1.

3. **State Cost Fund Committee.** A committee of Attorneys General from Settling States or their designated representatives (hereinafter the “State Cost Fund Committee”) shall oversee the State Cost Fund. The committee shall initially consist of the following states: (a) Delaware; (b) Florida; (c) Georgia; (d) New York; (e) North Carolina; (f) Ohio; (g) Tennessee; and (h) Texas. The Settling State Attorneys General may by majority vote add or change the composition of the State Cost Fund Committee, including replacing any above State, if that State is not a Settling State.

4. **State Cost Fund Administrator.** The State Cost Fund Committee shall select an administrator (the “State Cost Fund Administrator”). The State Cost Fund Administrator may be different from the Settlement Administrator under the Settlement Agreement. The State Cost Fund Administrator shall be responsible for administering the State Cost Fund and making payments to Settling States.

5. **State Cost Fund Guidelines.** Monies in the State Cost Fund shall be released without any delay to reimburse Settling States for documented opioid litigation and investigation costs incurred or paid. In allocating the State Cost Fund, no funds shall be allocated for costs incurred after July 21, 2021. The State Cost Fund Committee shall establish guidelines for the submission and approval of expenses eligible for reimbursement from the State Cost Fund. The State Cost Fund Administrator shall, in accordance with such guidelines, receive from Settling States records sufficient to demonstrate the incurrence and/or payment of each expense attributable to investigation or litigation related to the opioid litigation, including any outstanding National Association of Attorneys General grant.

6. **State Cost Fund Payment Priorities and Residual.** To the extent that the aggregate eligible submissions of costs and expenses from Settling States exceed the State Cost Fund Amount, payments to Settling States shall be paid in the following order until the State
Cost Fund is exhausted. If the State Cost Fund is unable to fully pay costs at any of the following levels, then Settling States with costs at that level shall be paid on a proportional basis. All expenses with a lesser priority from the level where the State Cost Fund is exhausted will not be reimbursed from the State Cost Fund. Costs shall be paid in the following order: (a) the reasonable costs of the State Cost Fund Administrator, if any; (b) repayment of the National Association of Attorneys General grants connected to opioid litigation; (c) costs incurred or paid by outside counsel for a Settling State litigating against Janssen apart from any fee owed; (d) litigation-related costs attributable to the Janssen case incurred or paid by a Settling State litigating against Janssen; (e) pre-suit investigation-related costs attributable to a Janssen investigation incurred or paid by either a Settling State outside counsel (not including any amount of fees or any costs which have already been reimbursed pursuant to clause (c), above) or a Settling State investigating Janssen; (f) costs incurred or paid by a Settling State or outside counsel litigating against another opioid defendant other than a cost share entered into by a Settling State, which costs have not yet been paid under a preceding clause of this paragraph; (g) the amounts paid by a Settling State as part of cost share related to the filing of a proof of claim in the Purdue Pharma, L.P. bankruptcy; and (h) the amounts paid by a Settling State as part of any other cost share, including, but not limited to the cost share entered into by the Non-Consenting States in the Purdue Pharma, L.P. bankruptcy. If the State Cost Fund has additional monies after payment of the State Cost Fund Administrator’s and all Settling States’ submitted costs, then the remaining funds will be provided to the National Association of Attorneys General to be placed in the Financial Services Fund for the purpose of funding grants for consumer protection or healthcare-related enforcement or training activities. In determining what costs are attributable to Janssen, the State Fund Committee shall develop a guideline that ensures that all Settling States are treated equitably.
## EXHIBIT T

**Severity Factors**

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EXHIBIT U

Agreement on the State Outside Counsel Fee Fund

1. **Creation of a State Outside Counsel Fee Fund.** Janssen and the Settling States agree to the creation of a state outside counsel fee fund to pay reasonable attorney’s fees of Settling States with outside counsel in connection with litigation against Janssen (the “State Outside Counsel Fee Fund”). This agreement is a material part of the Settlement Agreement. All terms utilized in this Agreement shall have the same meaning as in the Settlement Agreement unless otherwise indicated.

2. **State Outside Counsel Fee Fund Administration.** The State Outside Counsel Fee Fund shall be administered separately from the Common Benefit Fund, the Contingency Fee Fund, the State Cost Fund, and the MDL Expense Fund. A committee of Attorneys General shall oversee the State Outside Counsel Fee Fund (“Fee Fund Committee”). The Fee Fund Committee shall initially consist of the following: (a) Arkansas; (b) Florida; (c) New Jersey; and (d) Puerto Rico. The Fee Fund Committee shall select a settlement fund administrator (who may or may not be different from the Settlement Administrator under the Distributor Agreement) (the “Fee Fund Administrator”) who shall administer the State Outside Counsel Fee Fund according to the guidelines and directives of the Fee Fund Committee.

3. **State Outside Counsel Fee Eligibility.** To participate in the State Outside Counsel Fee Fund, an outside counsel for a Settling State must have filed and be maintaining an action in the name of a Settling State or its attorney general against Janssen in a state or federal court as of June 1, 2021. No Settling State can draw attorney’s fees from both the State Outside Counsel Fee Fund and the similarly sized fund to reimburse Settling State’s without outside counsel.

4. **State Outside Counsel Fee Fund Amount.** Janssen shall pay funds in the State Outside Counsel Fee Fund according to the schedule set forth below, as part of its annual Global Settlement Attorney Fee Amount payable to the Attorney Fee Fund, subject to the adjustments described below:

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>Year 1</td>
<td>$32,391,518.74</td>
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<tr>
<td>Year 2</td>
<td>$30,769,230.77</td>
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<tr>
<td>Year 3</td>
<td>$  4,146,942.80</td>
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5. **State Outside Counsel Fee Fund Availability and Calculation of Amount.**

a. The State Outside Counsel Fee Fund shall be available to compensate private counsel for State Attorneys General for approved fees arising out of representation of the State pursuant to the schedule developed by the Fee Fund Committee and provided to Janssen.
b. Fees shall be calculated by adding two components: (a) a fixed amount consisting of fifty (50%) of the amount allocated to a State utilizing the allocation percentage in the Settlement Agreement multiplied times 4.5%; and (b) a proportional percentage of the remaining fee due under that Settling State’s contract assuming that fifty (50%) of the State’s recovery is allocable to a Settling State (versus allocable to the Settling State’s Subdivisions) so that the fees of all Settling States (minus the base amount that would have been due to any of Non-Settling States) exhausts the State Outside Counsel Fee Fund. The proportional share percentage will be the same for each Settling State included in the State Outside Counsel Fee Fund. All amounts paid will be less any costs or fees of the Fee Fund Administrator.

6. **Payment by the Fee Fund Administrator.**

   a. If a Settling State and a Settling State’s outside counsel agree that the amount calculated in paragraph 5 above satisfies in full amounts owed to all Settling State outside counsel, then upon written notice of that agreement and counsel waiving in writing any entitlement to any additional fee, the Fee Fund Administrator shall pay that Settling State’s outside counsel pursuant to the calculation and any schedule created by the Fee Fund Committee.

   b. If a Settling State’s outside counsel does not agree that the amount calculated in Paragraph 5 above satisfies in full amounts owed by the Settling State, then the Settling State’s share shall be placed in an interest bearing escrow account (less reasonable expenses of the Fee Fund Administrator) and held unless and until the Settling State and its outside counsel agree in a signed writing to a resolution of the amount outstanding or there is a final judgment entered that is no longer appealable.

   c. Upon being provided a signed, written agreement or the final non-appealable judgment, the Fee Fund Administrator shall release monies from the State Outside Counsel Fee Fund in either the amount held by the Fee Fund Administrator, if the amount of the agreement or judgment is equal to or more than the amount held, or the amount indicated in the agreement or in the final judgment, if the amount in the agreement or judgment is less than the amount held.

   d. Nothing herein, including the amounts listed in paragraph 5 above, shall prevent a Settling State from arguing in any proceeding with its outside counsel that (a) its recovery was less than fifty (50%) percent of the recovery in the Settlement Agreement down to and including fifteen (15%) percent of the total recovery; (b) any payment should be discounted by an appropriate discount rate commensurate to the risk of the Settlement Agreement and the timeline that the Settling State is receiving its payments; (c) the settlement amount should be lower because a Settling State’s amounts were reduced because a Settling State’s outside counsel failed to obtain joiner from a Settling State’s Subdivision(s) who(m) the outside counsel also represented;
or (d) any limitation placed by Janssen bars payment of a higher fee to outside counsel.

e. In the event the amount due to the Settling State’s outside counsel from an escrow account is less than the total amount of funds escrowed on the account of the Settling State, the balance shall be paid to the Settling State. In no event, other than a State not being a Settling State, shall funds revert to Janssen.

f. Amounts owed by Janssen to the State Outside Counsel Fee Fund shall be reduced and/or credited to Janssen by the amount specified in paragraph 7, below, for any Non-Settling outside counsel States.

7. **Reversion or Reduction of Amounts owed to Non-Settling States.** Amounts owed by Janssen to the State Outside Counsel Fee Fund shall be reduced on account of Non-Settling States as follows:

a. If the State of Washington does not become a Participating State and twelve (12) of the other outside counsel States in the table below become Participating States, then the amount Janssen owes under paragraph 4 will be reduced by the State of Washington’s Fixed Amount in the table below.

b. If eleven (11) outside counsel States in the table below become Participating States, then the amount Janssen owes under paragraph 4 will be reduced by the allocated Fixed Amount in the table below for each Non-Settling State.

c. If ten (10) or fewer of the outside counsel States in the table below become Participating States, then the amount Janssen owes under paragraph 4 will be reduced by each Non-Settling State’s allocated Fixed Amount plus half the difference between the Non-Settling State’s full share of the “Fee Amount if all OC States Join” and the Fixed Amount for each Non-Settling State.

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<tr>
<th>State</th>
<th>Allocation Percentage (Exhibit F)</th>
<th>JJ Payment Amount</th>
<th>State Share</th>
<th>Contract Rate</th>
<th>Full Contract Amount</th>
<th>Fixed Amount (4.5%)</th>
<th>Total Fee (All States but Washington and New Hampshire joined)</th>
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<td>Nevada</td>
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<td>$8,900,309.37</td>
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</table>

revised March 30, 2022
8. In the event that the Fee Fund Administrator has received from Janssen part or all of the amount that Janssen is entitled to offset under paragraph 7 above, the Fee Fund Administrator shall return to Janssen the amount so received.