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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
GENIA GRUER, on behalf of herself and all
others similarly situated,

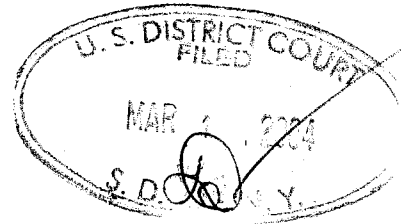
Plaintiffs,

-against-

MERCK-MEDCO MANAGED CARE, L.L.C.,

Defendant.
-----X

Civil Action No.
97 Civ. 9167 (CLB)



-----X
WALTER GREEN, on behalf of himself and all
others similarly situated,

Plaintiffs,

-against-

MERCK-MEDCO MANAGED CARE, L.L.C.,

Defendant.
-----X

Civil Action No.
98 Civ. 0847 (CLB)

-----X
MILDRED BELLOW, on behalf of herself and
All others similarly situated,

Plaintiffs

-against-

MERCK-MEDCO MANAGED CARE, L.L.C.,

Defendant.
-----X

Civil Action No.
98 Civ. 4763 (CLB)

SUPPLEMENTAL
ORDER

-----X
MARISSA JANAZZO, as a fiduciary for the
COUNTY LINE BUICK NISSAN EMPLOYEE ;
WELFARE BENEFIT PLAN, on behalf of
herself as a fiduciary and all other similarly
situated fiduciaries of employee welfare
benefit plans,

Plaintiffs,

-against-

MERCK-MEDCO MANAGED CARE, L.L.C.,

Defendant.
-----X

Civil Action No.
99 Civ. 4067 (CLB)

-----X
ELIZABETH O'HARE on behalf of herself and
all others similarly situated,

Plaintiffs,

-against-

MERCK-MEDCO MANAGED CARE, L.L.C.,

Defendant.
-----X

Civil Action No.
01 Civ. 3805 (CLB)

PROFILM
MAR 1 2004
S.D. N.Y. MP

WHEREAS, on July 31, 2003, the parties to the above-entitled actions
(collectively, the "Action") that are part of this multidistrict proceeding entered into a Settlement

Agreement (the "Settlement Agreement") with Defendants which is subject to review under Rule 23 of the Federal Rules of Civil Procedure and which sets forth the terms and conditions for the proposed settlement of the claims in the Action on the merits and with prejudice; and the Court having read and considered the Settlement Agreement and the accompanying documents; and the Court having entered a Preliminary Order in Connection with Settlement Proceedings on July 31, 2003; and Defendants having caused Notice to be furnished in compliance with the Preliminary Order (the "Settlement Notice"); and the Court having held a hearing pursuant to the Preliminary Order on December 11, 2003;

NOW, THEREFORE, IT IS HEREBY ORDERED, this 15th day of March, 2004,

that:

1. Medco will contact its TPA clients that did not provide copies of the Settlement Notice to some or all of their customers that are class members, as contemplated by the Preliminary Order, and Medco shall communicate to such TPAs the Court's direction that such TPAs either (a) furnish Medco with information sufficient to allow Medco to cause a Second Notice, substantially in the form attached hereto as Exhibit A, to be mailed to such class members (the "Second Notice Class Members") or (b) obtain from Medco or otherwise sufficient copies of the Second Notice to mail the Second Notice to the Second Notice Class Members. Medco shall cause copies of the Second Notice to be made available to any TPA requesting such for the purpose of distribution to its customers. The Settlement Administrator shall use best efforts to mail the Second Notice to Second Notice Class Members by [date 8 business days after Order signed], 2004. In the event that the Settlement Administrator receives, after [date], 2004, either (i) mailing information as described in this paragraph 1(a) or (ii) requests for copies of the Second Notice, the Settlement Administrator shall mail the Second Notice or furnish the copies as expeditiously as possible under the circumstances.

2. Any Second Notice Class Member that was on notice of the Notice of Pendency of Class Action, Proposed Class Settlement and Hearing before November 14, 2003 and did not object or elect to be excluded from the Class as specified in the Preliminary Order and Notice of Pendency of Class Action, Proposed Class Settlement and Hearing or otherwise is deemed to have elected to participate in the Settlement.

3. A continued Settlement Fairness Hearing pursuant to F. R. Civ. P. 23(e) is hereby scheduled to be held before the Court on May 6, 2004 at 9:00 a.m. for the following purposes:

(a) to determine finally whether this Action satisfies the applicable prerequisites for class action treatment under Fed. R. Civ. P. 23(a) and (b);

(b) to determine whether the proposed Settlement, including the plan of allocation, is fair, reasonable, and adequate, and should be approved by the Court;

(c) to determine whether the Order and Final Judgment as provided under the Settlement Agreement should be entered, dismissing the complaints filed herein, on the merits and with prejudice, and to determine whether the release by the Class of the settled claims, as set forth in the Settlement Agreement, should be provided to the released parties; and

(d) to determine whether the Order and Final Judgment as provided under the Settlement Agreement should be entered, dismissing the complaints filed herein, on the merits and with prejudice, and to determine whether the release by the Class of the settled claims, as set forth in the Settlement Agreement, should be provided to the released parties; and

(e) to rule upon such other matters as the Court may deem appropriate;

(f) only Second Notice Class Members that were not on notice of the Notice of Pendency of Class Action, Proposed Class Settlement and Hearing before November 14, 2003 may appear and be heard, personally or by a representative, at the continued Settlement Fairness Hearing

4. The Court reserves the right to approve the Settlement with or without modification and with or without further notice of any kind.

5. The Court approves the form, substance and requirements of the Second Notice of Pendency of Class Action, Proposed Class Settlement and Hearing (the "Second Notice") in substantially the form attached hereto as Exhibit A.

6. The form and method of notifying Second Notice Class Members of the Settlement and its terms and conditions set forth herein and in the Preliminary Order meet the requirements of Rule 23 of the Federal Rules of Civil Procedure, and due process, constitute the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons and entities entitled thereto.

7. In order to be entitled to participate in the Settlement Fund, in the event the Settlement is effected in accordance with all of the terms and conditions set forth in the Settlement Agreement, each Plan that is a member of the Class must submit a properly executed Identification Form, substantially in the form appended to the Second Notice, not later than May 1, 2004. Such deadline may be further extended by Court Order. Each Identification Form shall be deemed to have been submitted when postmarked (if properly addressed and mailed by first class mail, postage prepaid) provided it is actually received prior to the motion for an order of the Court approving distribution of the Settlement Fund. Any Identification Form submitted in any other manner shall be deemed to have been submitted when it was actually received at the address designated in the Second Notice. By

filing an Identification Form, each Plan shall submit to the jurisdiction of the Court with respect to the claim submitted, and shall (subject to effectuation of the Settlement) release all claims as provided in the Settlement Agreement.

8. Second Notice Class Members shall be bound by all determinations and judgments in this Action, whether favorable or unfavorable, unless such entities that are so entitled request exclusion from the Class in a timely and proper manner, as hereinafter provided. A Plan wishing to make such request shall mail the request in written form by first class mail postmarked no later than April 15, 2004, to the address designated in the Second Notice. Such request for exclusion must be signed by a person authorized to bind that Plan, and must provide the information described at Section VII of the Second Notice and state that the sender requests to be excluded from the Class and also that the Plan was not on notice of the Notice of Pendency of Class Action, Proposed Class Settlement and Hearing before November 14, 2003. Plan Participants and Beneficiaries may not opt out of the Class. Plans requesting exclusion from the Class shall not be entitled to receive any payment out of the Settlement Fund as described in the Settlement Agreement.

9. The Court will consider comments and/or objections to the Settlement, or the award of attorneys' fees and reimbursement of expenses, only if (a) such comments are made by a representative of a Second Notice Class Member; (b) the Second Notice Class Member was not on notice of the Notice of Pendency of Class Action, Proposed Class Settlement and Hearing before November 14, 2003; and (c) such comments or objections and any supporting papers are filed in writing with the Clerk of the Court, United States District Court, Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, and copies of all such papers are served, on or before April 15, 2004, upon each of the following: David Boies, Robert Silver, Philippe Z. Selendy, Edward J. Normand, Boies

Schiller & Flexner LLP, 570 Lexington Avenue, New York, New York 10022; and Arthur N. Abbey, Karin E. Fisch, Abbey Gardy, LLP, 212 East 39th Street, New York, New York 10016, on behalf of plaintiffs and the Class; and James P. Tallon and Kenneth M. Kramer, Shearman & Sterling, 599 Lexington Avenue, New York, New York 10022, on behalf of defendants. Attendance at the continued hearing is not necessary; however, representatives of Second Notice Class Members wishing to be heard orally in opposition to the approval of the Settlement Agreement, and/or the request for attorneys' fees are required to indicate in their written objection their intention to appear at the hearing. Persons who intend to object to the Settlement, and/or counsel's application for an award of attorneys' fees and expenses and desire to present evidence at the Settlement Fairness Hearing must include in their written objections the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the fairness hearing. Class members do not need to appear at the hearing or take any other action to indicate their approval. Only Second Notice Class Members that (a) were not on notice of the Notice of Pendency of Class Action, Proposed Class Settlement and Hearing before November 14, 2003; and (b) have not previously appeared in the Action, personally or through a representative, may be heard at the continued Settlement Fairness Hearing.

10. Pending final determination of whether the Settlement should be approved, the plaintiffs, all Class members, and each of them, and anyone who acts or purports to act on their behalf, shall not institute, commence or prosecute any action which asserts settled claims against any released party.

11. If (a) any specified condition to the Settlement set forth in the Settlement Agreement is not satisfied and the satisfaction of such condition is not waived in writing by plaintiffs' counsel and counsel for defendants; (b) the Court rejects, in any respect,

the Order and Final Judgment to be proposed by the parties and/or plaintiffs' counsel and counsel for defendants fail to consent to the entry of another form of order in lieu thereof, (c) the Court rejects the Settlement Agreement, including any amendment thereto approved by plaintiffs' counsel and counsel for defendants; or (d) the Court approves the Settlement Agreement, including any amendment thereto approved by plaintiffs' counsel and counsel for defendants, but such approval is reversed on appeal and such reversal becomes final by lapse of time or otherwise, then, in any such event, the Settlement Agreement, including any amendment(s) thereof, and this Supplemental Order and the Preliminary Order preliminarily certifying the Class and the Class representatives shall be null and void, of no further force or effect, and without prejudice to any party, and may not be introduced as evidence or referred to in any actions or proceedings by any person or entity, and each party shall be restored to his, her or its respective position as it existed prior to the execution of the Settlement Agreement.

12. The provisions of this Supplemental Order do not vary, and shall not be deemed to vary the Preliminary Order except with regard to Second Notice Class members. Class Members, including Second Notice Class Members, that were notified of the Notice of Pendency of Class Action, Proposed Class Settlement and Hearing before November 14, 2003 are deemed to have already elected to participate or be excluded from the Settlement as specified in the Notice of Pendency of Class Action, Proposed Class Settlement and Hearing.

13. The Court retains exclusive jurisdiction over the Action to consider all further matters arising out of or connected with the Settlement.

Dated: White Plains, New York
March 15, 2004


UNITED STATES DISTRICT JUDGE