

STATE OF WISCONSIN,

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Plaintiff,

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Case No.: 04 CV 1709

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v.

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ABBOTT LABORATORIES, *et. al.*,

)

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Defendants.

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RESPONSES AND OBJECTIONS BY DEFENDANT SMITHKLINE BEECHAM CORPORATION, D/B/A GLAXOSMITHKLINE (“GSK”) TO PLAINTIFF’S EIGHTH SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS TO ALL DEFENDANTS

Pursuant to Wis. Stat. §§ 804.08, 804.09 and 804.11, defendant SmithKline Beecham Corporation, d/b/a GlaxoSmithKline (“GSK”), by its attorneys, hereby asserts the following responses and objections to the Plaintiff’s Eighth Set Of Requests For Production of Documents To All Defendants as follows:

PRELIMINARY STATEMENT

1. By responding to these Requests, GSK does not waive or intend to waive: (a) any objections as to the competency, relevancy, materiality, privilege, or admissibility as evidence, for any purpose, of any documents or information produced in response to the Requests; (b) the right to object on any ground to the use of the documents or information produced in response to the Requests at any hearing, trial, or other point during the litigation; or (c) the right to object on any ground at any time to a demand for further responses to the Requests.

2. By responding to a particular Request, GSK does not assert that it has responsive documents or information or that such documents or information exist, only that it will conduct a

reasonable inquiry and provide the information if it is responsive, non-objectionable, and non-privileged. No objection made herein, or lack thereof, is an admission by GSK as to the existence or non-existence of any document.

3. The Responses made herein are based on GSK's investigation to date of those sources within its control where it reasonably believes responsive documents or information may exist. GSK reserves the right to amend or supplement these Responses in accordance with the applicable law and Court orders.

4. GSK reserves the right to modify these objections and responses and to present in any proceeding and at trial any further information and documents obtained during discovery and preparation for trial.

GENERAL OBJECTIONS

GSK expressly incorporates all of the General Objections set forth below into each Response to the Requests. Any Specific Objections provided below are made in addition to these General Objections and failure to reiterate a General Objection below does not constitute a waiver of that or any other objection.

GSK objects generally as follows:

1. GSK objects to Plaintiff's "Definitions" and "Instructions" to the extent that they expand upon or alter GSK's obligations under applicable law and court rules. GSK will comply with the applicable law and rules in providing its Responses and Objections to Plaintiff's Requests.

2. GSK objects to each and every Request as irrelevant, overly broad, unduly burdensome, and not reasonably calculated to lead to admissible evidence to the extent that it

purports to require production of documents or information relating to pharmaceuticals not properly placed at issue in this litigation.

3. GSK objects to each and every Request to the extent that it seeks information protected by the attorney-client privilege, work-product doctrine, common-interest doctrine, privileges relating to the right to lobby, constitutional privileges, joint-defense privilege, or any other applicable privileges or protections, and to the extent these Requests seek trial preparation and expert materials. GSK hereby asserts these privileges to their fullest extent and no statement or answer herein shall constitute waiver thereof. Any document subject to any such privilege that is inadvertently produced by GSK shall not constitute or be deemed a waiver of such privilege or protection, and GSK reserves its rights to demand the return of any inadvertently produced documents.

4. GSK objects to each and every Request to the extent that it seeks information that was compiled for and presented during compromise negotiations. GSK hereby asserts these privileges and protections to their fullest extent and no statement or answer herein shall constitute waiver thereof. Any document subject to any such privileges and protections that is inadvertently or otherwise produced by GSK shall not constitute or be deemed a waiver of such privileges or protections, and GSK reserves its rights to demand the return of any inadvertently produced document.

5. GSK objects to each and every Request to the extent that it seeks information or documents concerning a trade secret, proprietary or other confidential information and is not otherwise subject to a protective order entered by the Court in this litigation.

6. GSK objects to each and every Request to the extent that it seeks information that GSK received from third parties and cannot disclose without prior approval of the third-parties.

7. GSK objects to each and every Request to the extent that it seeks information that does not currently exist at GSK.

8. GSK objects to each and every Request to the extent that it purports to require GSK to create, compile, or develop information or documents not already in existence.

9. GSK objects to each and every Request to the extent that it seeks production of documents or information not in GSK's custody or control, publicly available documents or information, documents or information equally available to the Plaintiff, or documents or information more appropriately sought from third-parties to whom subpoenas or requests could have been directed.

10. GSK objects to each and every Request to the extent that it requests or purports to require production of documents or seek information relating to a period of time outside of any applicable statute of limitations and/or after September 6, 2002 (the date on which Plaintiffs filed the Master Consolidated Class Action Complaint in *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.)).

11. GSK objects to each and every Request as irrelevant, overly broad, unduly burdensome, and not reasonably calculated to lead to admissible evidence to the extent they seek documents or information concerning divested or discontinued drugs after the date of divestiture or discontinuation, including documents and information concerning Kytril[®] after December 22, 2000, the date on which GSK's predecessor, SmithKline Beecham, sold Kytril[®] to Hoffman-La Roche Inc.

12. GSK objects to each and every Request, either individually or collectively, that is overly broad, unduly burdensome, expensive, embarrassing, vexatious, or oppressive to answer on the grounds that such Request exceeds the permissible scope of discovery under applicable law and court rules.

13. GSK objects to each and every Request to the extent that it seeks information that is not relevant to this litigation or is not reasonably calculated to lead to the discovery of admissible evidence.

14. GSK objects to any implications and to any explicit or implicit characterization of facts, events, circumstances, or issues in the Requests. Any Response by GSK is not intended to indicate that GSK agrees with any implication or any explicit or implicit characterization of facts, events, circumstances, or issues in the Requests, or that such implications or characterizations are relevant to this action.

15. GSK reserves the right to withhold the production of any responsive documents, other than what it agrees to produce through these responses and during the meet and confer process, until the court has ruled on any Motion to Dismiss or Motion for Judgment on the Pleadings filed by GSK in this case.

16. Subject to and without waiving any objection set forth herein, GSK will produce non-privileged, responsive information and documents as set forth below at a time and place and in a manner to be agreed upon by the parties.

17. GSK objects to the definition of “You,” “Your,” and “Your Company” as set forth in Definition No. 1 on the grounds that it is overly broad, unduly burdensome, vague, ambiguous, confusing, seeks to invade the attorney-client and work product privileges, and/or

seeks to impose on GSK any obligation in conflict with or beyond those imposed by applicable law and Court Rules.

18. GSK objects to the definition of “Document” as set forth in Definition No. 2 on the grounds that it is vague and ambiguous with respect to the language “writing,” “recording of any kind,” “agendas, agreements, analyses, announcements, audits, booklets, books, brochures, calendars, charts, contracts, correspondence, electronic mail (e-mails), facsimiles (faxes), film, graphs, letters, memos, maps, minutes,” “Executive Committee meeting minutes,” “notes, notices, photographs, reports, schedules, summaries, tables, telegrams, and videotapes” “medium,” “written, graphic, pictorial, photographic, electronic, phonographic, mechanical, taped,” “saved on computer disc,” “hard drives, data tapes” and “non-identical copy.” GSK further objects to this definition to the extent that it seeks to impose discovery obligations that are broader than, or inconsistent with, GSK’s obligations under applicable law and Court Rules. GSK further objects to this definition to the extent it requires or seeks to require GSK to: (i) produce documents or data in a particular form or format; (ii) convert documents or data into a particular or different file format; (iii) produce data, fields, records, or reports about produced documents or data; (iv) produce documents or data on any particular media; (v) search for and/or produce any documents or data on back-up tapes; (vi) produce any proprietary software, data, programs, or databases; or (vii) violate any licensing agreement or copyright laws.

SPECIFIC RESPONSES AND OBJECTIONS TO REQUESTS

REQUEST FOR PRODUCTION NO. 23: Attached hereto as Exh. 1 is a copy of a blank form entitled "HDMA Standard Product Information Pharmaceutical Products." Please produce all such forms that you have completed (as to any or all of the information on such forms) for any of your drugs from January 1, 1991 to the present as well as all documents that identify each person or entity, if any (including but not limited to Cardinal Health, McKesson Corporation, or Amerisource Bergen Corporation, or any of their predecessor entities), to whom you sent or provided any such forms and the dates that you sent or provided such forms to any such person or entity.

RESPONSE TO REQUEST FOR PRODUCTION NO. 23: In addition to its General Objections, which are incorporated herein by reference, GSK objects to this Request on the grounds that it is overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence in part because it seeks "all such forms" rather than a representative sample. GSK further objects to Request No. 23 to the extent it seeks information relating to issues outside the scope of Plaintiff's claims, which are limited to issues relating to government reimbursement, price-reporting and rebates for the discrete set of NDCs properly placed at issue in the Complaint that were reimbursed in Wisconsin during the Relevant Time Period. GSK further objects to this Request on the ground that it seeks information or documents that can more appropriately be sought from third-parties to whom subpoenas or requests could have been directed. GSK further objects to this Request to the extent it seeks documents, the production of which would violate a contractual agreement with a third party.

Subject to and without waiving the Preliminary Statement, General Objections, and Specific Objections, GSK states that, pursuant to the Stipulation with Plaintiff and other states dated April 13, 2007, and discussions with Plaintiff's counsel, GSK has produced or will produce responsive, non-privileged documents.

REQUEST FOR PRODUCTION NO. 24: Any documents reflecting communications with drug wholesalers (including but not limited to Cardinal Health, McKesson Corporation, or Amerisource Bergen Corporation, or any of their predecessor entities) relating to: (a) AWP, SWP, WAC, MAC, FUL, or direct price; or (b) any pricing compendia including but not limited to First DataBank, Medispan, and Red Book.

RESPONSE TO REQUEST FOR PRODUCTION NO. 24: In addition to its General Objections, which are incorporated herein by reference, GSK objects to this Request on the grounds that it is overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence, in part because it seeks “any documents” rather than a representative sample. GSK also objects to this Request on the ground that the following words or phrases are vague, ambiguous, and/or undefined: “reflecting,” “communications,” relating to,” and “direct price.” GSK further objects to Request No. 24 to the extent it seeks information relating to issues outside the scope of Plaintiff’s claims, which are limited to issues relating to government reimbursement, price-reporting and rebates for the discrete set of NDCs properly placed at issue in the Complaint that were reimbursed in Wisconsin during the Relevant Time Period. GSK further objects to this Request on the ground that it seeks information or documents that can more appropriately be sought from third-parties to whom subpoenas or requests could have been directed. GSK further objects to this Request to the extent it seeks information that is protected by the attorney-client privilege, the work-product doctrine, privileges relating to the right to lobby, the joint defense privilege, and/or any other applicable privilege or protection. GSK further objects to this Request to the extent it seeks documents, the production of which would violate a contractual agreement with a third party.

Subject to and without waiving the Preliminary Statement, General Objections, and Specific Objections, GSK states that, pursuant to the Stipulation with Plaintiff and other states,

dated April 13, 2007, and discussions with Plaintiff's counsel, GSK has produced or will produce responsive, non-privileged documents.

REQUEST FOR PRODUCTION NO. 25: Documents relating to any contract or agreement with any health-care provider (including but not limited to retail pharmacies (chain or independent), doctors, or long-term care facilities) to share in the profits earned by such provider in connection with the provider's sale or dispensing of any of your prescription drugs.

RESPONSE TO REQUEST FOR PRODUCTION NO. 25: In addition to its General Objections, which are incorporated herein by reference, GSK objects to this Request on the grounds that it is overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence, in part because it explicitly seeks documents relating to contracts with providers (including, for example, hospitals) that were not, during the Relevant Time Period, reimbursed for pharmaceuticals by Medicaid (or any other government program) based on reported AWP. GSK also objects to this Request on the ground that the following words or phrases are vague, ambiguous, and/or undefined: "agreement," "to share in the profits," and "relating to." GSK further objects to Request No. 25 to the extent it seeks information relating to issues outside the scope of Plaintiff's claims, which are limited to issues relating to government reimbursement, price-reporting and rebates for the discrete set of NDCs properly placed at issue in the Complaint that were reimbursed in Wisconsin during the Relevant Time Period. GSK further objects to this Request to the extent it seeks information that is protected by the attorney-client privilege, the work-product doctrine, privileges relating to the right to lobby, the joint defense privilege, and/or any other applicable privilege or protection. GSK further objects to this Request to the extent it seeks documents, the production of which would violate a contractual agreement with a third party.

Subject to and without waiving the Preliminary Statement, General Objections, and Specific Objections, GSK states that, pursuant to the Stipulation with Plaintiff and other states, dated April 13, 2007, and discussions with Plaintiff's counsel, GSK has produced or will produce responsive, non-privileged documents, if any.

Dated: August 21, 2008

Respectfully submitted,

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STATE OF WISCONSIN

CIRCUIT COURT

DANE COUNTY

STATE OF WISCONSIN,)

Plaintiff,)

v.)

ABBOTT LABORATORIES, ET AL.,)

Defendants.)

Case No.: 04 CV 1709

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the **RESPONSES AND OBJECTIONS BY SMITHKLINE BEECHAM CORPORATION, D/B/A GLAXOSMITHKLINE ("GSK") TO PLAINTIFF'S EIGHTH SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS TO ALL DEFENDANTS** by SmithKline Beecham Corporation, d/b/a GlaxoSmithKline ("GSK"), to be served on counsel of record by transmission to LNFS pursuant to Order dated December 20, 2005.

Dated this 21st day of August, 2008.

/s/ Richard J. Cutler _____
Richard J. Cutler