

EXHIBIT 3.2.1

POINT AWARDS CRITERIA

Below is the methodology and criteria that will be utilized by the Claims Administrator to evaluate the claims of Qualifying Program Claimants -- as set forth in Section 3.2 of the Agreement. The claims of both the IS Qualifying Program Claimants and the MI/SCD Qualifying Program Claimants will be evaluated utilizing a system based on Points. In short, each Eligible Program Claimant who satisfies the Eligibility Requirements will be assigned an initial number of Points ("Basis Points") which are set on a grid with variables of age; duration of use of Vioxx ("Overall Duration"); and the extent of the injury determined to have been sustained ("Injury Level"). The Basis Points will then be adjusted for (1) the status of the product label relative to the Eligible Event ("Label Adjustment"); (2) the Qualifying Program Claimants' consistency of use of Vioxx ("Consistency Adjustment"); and (3) for the risk factors from which the Claims Administrator determines that the Qualifying Program Claimant suffered ("Risk Factor Adjustment").

For purposes of applying the criteria discussed in this Exhibit 3.2.1, unless otherwise noted herein, the Claims Administrator shall review and analyze the Claims Package submitted by the Qualifying Program Claimant and may, to verify completeness or in cases of inconsistency, suspicion of irregularity, audit purposes and/or similarly appropriate circumstances, review and analyze other documents or materials that the Claim's Administrator has access to pursuant to the Agreement.

1. *MI/SCD QUALIFYING PROGRAM CLAIMANT*

A. Basis Points: The Basis Points awarded to a MI/SCD Qualifying Program Claimant will depend upon: (1) the age of the Qualifying Program Claimant at the time of the Eligible Event; (2) the Qualifying Program Claimant's Overall Duration; and (3) the Qualifying Program Claimant's Injury Level.

- 1) Overall Duration. The MI/SCD Qualifying Program Claimant's Overall Duration of use of Vioxx shall be calculated in accordance with the following (and Exhibit 2.2.2 to the Agreement):
 - a) To establish placement in an Overall Duration category, the Qualifying Program Claimant must produce evidence of Vioxx prescriptions dispensed or samples dispensed in accordance with the following pill count definitions (and Exhibit 2.2.2 to the Agreement):

Number of Pills Dispensed	Overall Duration Category
42 pills or less	Less than 60 days
at least 43 pills but less than 128 pills	Over 2 months to 6 months
at least 128 pills but less than 389 pills	Over 6 months up to 18 months
at least 389 pills but less than	Over 18 months up to 30 months

639 pills	
at least 639 pills	30 months or more

b) If the MI/SCD Qualifying Program Claimant is dispensed a number of pills at a time that exceeds the number of days remaining until the Eligible Event, the number of pills from that last filled prescription shall be prorated for purposes of calculating Overall Duration at one pill per day.

2) Injury Level. The Injury Level suffered by the MI/SCD Qualifying Program Claimant will be determined by the Claims Administrator utilizing the following criteria:

MI/SCD INJURY LEVELS

Level 1	<ul style="list-style-type: none"> • Death; or • Unresuscitated Sudden Cardiac Death
Level 2	<ul style="list-style-type: none"> • Ejection Fraction: $\leq 20\%$ • CABG plus resulting complications within 6 months of the Eligible Event (e.g. graft occlusion); or • Hospitalization: ≥ 30 days
Level 3	<ul style="list-style-type: none"> • Ejection fraction: 21-29%; • Hospitalization: 15-29 days; or • CABG
Level 4	<ul style="list-style-type: none"> • Ejection fraction: 30-39%; • Hospitalization: 10-14 days; • PTCA (stent) plus re-stenosis at stent site within 6 months of Eligible Event; or • Defibrillator or pacemaker placement
Level 5	<ul style="list-style-type: none"> • Ejection fraction: 40-49%; • Hospitalization: 4-9 days; • PTCA (stent); or • Angioplasty
Level 6	<ul style="list-style-type: none"> • Ejection fraction: $\geq 50\%$; • Hospitalization: 0-3 days; or • Catherization

a. If a MI/SCD Qualifying Program Claimant meets the criteria for more than one Injury Level, then the most serious Injury Level controls.

- b. With regard to Ejection Fraction (“EF”), if there is a nuclear isotope study measuring EF which is conducted at least 2 weeks post-Eligible Event, but within 1 year of the Eligible Event, then that study controls. If there is not such a nuclear isotope study, then the highest EF per echo performed at least 2 weeks post-Eligible Event but within 1 year of the Eligible Event controls.
 - c. For a MI/SCD Qualifying Program Claimants assigned to an Injury Level more serious than Level 6 based on EF, if there exists an EF reading within 3 years prior to the Eligible Event, and the post-Eligible Event EF reduction is less than 5% from the pre-Eligible Event reading, then that Qualifying Program Claimant will move to the next lower (less serious) Injury Level.
- 3) Basis Points Grid. Once the age, Overall Duration and Injury Level for the MI/SCD Qualifying Program Claimant have been determined, each MI/SCD Qualifying Program Claimant’s Basis Points will be assigned utilizing the following grid:

M/SCD BASIS POINT GRID

Injury 1 & 2	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	666.67	625.00	583.33	541.67	500.00	416.67	395.83	375.00	333.33	250.00	208.33	166.67
2-6 months	750.00	703.13	656.25	609.38	562.50	468.75	445.31	421.88	375.00	281.25	234.38	187.50
6-18 months	833.33	781.25	729.17	677.08	625.00	520.83	494.79	468.75	416.67	312.50	260.42	208.33
18-30 months	916.67	859.38	802.08	744.79	687.50	572.92	544.27	515.63	458.33	343.75	286.46	229.17
>30 months	1000.00	937.50	875.00	812.50	750.00	625.00	593.75	562.50	500.00	375.00	312.50	250.00
Injury 3	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	466.67	437.50	408.33	379.17	350.00	291.67	277.08	262.50	233.33	175.00	145.83	116.67
2-6 months	525.00	492.19	459.38	426.56	393.75	328.13	311.72	295.31	262.50	196.88	164.06	131.25
6-18 months	583.33	546.88	510.42	473.96	437.50	364.58	346.35	328.13	291.67	218.75	182.29	145.83
18-30 months	641.67	601.56	561.46	521.35	481.25	401.04	380.99	360.94	320.83	240.63	200.52	160.42
>30 months	700.00	656.25	612.50	568.75	525.00	437.50	415.63	393.75	350.00	262.50	218.75	175.00
Injury 4	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	326.67	306.25	285.83	265.42	245.00	204.17	193.96	183.75	163.33	122.50	102.08	81.67
2-6 months	367.50	344.53	321.56	298.59	275.63	229.69	218.20	206.72	183.75	137.81	114.84	91.88
6-18 months	408.33	382.81	357.29	331.77	306.25	255.21	242.45	229.69	204.17	153.13	127.60	102.08
18-30 months	449.17	421.09	393.02	364.95	336.88	280.73	266.69	252.66	224.58	168.44	140.36	112.29
>30 months	490.00	459.38	428.75	398.13	367.50	306.25	290.94	275.63	245.00	183.75	153.13	122.50
Injury 5	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	261.34	245.01	228.67	212.34	196.01	163.34	155.17	147.00	130.67	98.00	81.67	65.34
2-6 months	294.01	275.63	257.26	238.88	220.51	183.75	174.57	165.38	147.00	110.25	91.88	73.50
6-18 months	326.68	306.26	285.84	265.42	245.01	204.17	193.96	183.75	163.34	122.50	102.09	81.67
18-30 months	359.34	336.88	314.42	291.97	269.51	224.59	213.36	202.13	179.67	134.75	112.29	89.84
>30 months	392.01	367.51	343.01	318.51	294.01	245.01	232.76	220.51	196.01	147.00	122.50	98.00
Injury 6	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	156.80	147.00	137.20	127.40	117.60	98.00	93.10	88.20	78.40	58.80	49.00	39.20
2-6 months	176.40	165.38	154.35	143.33	132.30	110.25	104.74	99.23	88.20	66.15	55.13	44.10
6-18 months	196.00	183.75	171.50	159.25	147.00	122.50	116.38	110.25	98.00	73.50	61.25	49.00
18-30 months	215.60	202.13	188.65	175.18	161.70	134.75	128.01	121.28	107.80	80.85	67.38	53.90
>30 months	235.20	220.50	205.80	191.10	176.40	147.00	139.65	132.30	117.60	88.20	73.50	58.80

4. Example. A 50-year-old MI/SCD Qualifying Program Claimant, who sustained a Level 2 Injury and qualified for an Overall Duration of 18-30 months will be assigned 572.92 Basis Points.

B. Label Adjustment and Consistency Adjustment:

- 1) Label Adjustment. The Basis Points of a MI/SCD Qualifying Program Claimant will be adjusted (in accordance with Section 1C of this Exhibit 3.2.1) as follows:
 - a) If the Eligible Event occurred on or prior to March 9, 2000, then a *downward* 20% adjustment.
 - b) If the Eligible Event occurred after March 9, 2000, but prior to or on April 13, 2002, then an *upward* adjustment of 15%.
 - c) If Vioxx use (determined in accordance with Exhibit 2.2.2 to the Agreement) commenced before April 13, 2002 and the Eligible Event occurred after April 12, 2002, then there is *no* adjustment.
 - d) If Vioxx use (determined in accordance with Exhibit 2.2.2 to the Agreement) commenced after April 13, 2002 and the Eligible Event occurred after April 13, 2002, then a *downward* adjustment of 15%.
- 2) Consistency Adjustment. A MI/SCD Qualifying Program Claimant's consistency of usage shall be determined by analyzing the frequency of use of Vioxx in the twelve (12) months preceding the Eligible Event (such 12-month period, the "Review Period") ("Consistency of Use").

The Consistency of Use will be calculated in accordance with the following:

- (i) If the MI/SCD Qualifying Program Claimant filled more than one prescription during the Review Period, then divide the total number of pills received under such filled prescriptions by the number of days between the date of the dispensing of the first such prescription in the Review Period and the Eligible Event.
- (ii) If the MI/SCD Qualifying Program Claimant filled only one prescription during the Review Period, divide the total number of pills received under such prescription by the number of days between the date such pills were received and the Eligible Event.
- (iii) If the MI/SCD Qualifying Program Claimant's last pre-Eligible Event prescription was dispensed close in time to the Eligible Event such that the number of pills received at that time exceeds the number of days remaining until the Eligible Event, the number of pills from that last filled prescription shall be prorated.

- (b) After the MI/SCD Qualifying Program Claimant's Consistency of Use has been determined, the Consistency Adjustment will be made (in accordance with Section 1C below) as follows:
- (i) If the Consistency of Use is equal to or greater than 71%, then there will be a 20% *upward* adjustment, *but only if* the MI/SCD Qualifying Program Claimant's Overall Duration is greater than two (2) months. If the Overall Duration is 0 - 2 months, then there will be *no* adjustment.
 - (ii) If the Consistency of Use is between 57 - 70%, there will be a 10% *downward* adjustment, regardless of the Overall Duration.
 - (iii) If the Consistency of Use is between 50 - 56%, then the Consistency Adjustment will be a 20% *downward* adjustment, regardless of the Overall Duration.
 - (iv) If the Consistency of Use is less than 50%, then there is a 30% *downward* Consistency Adjustment, regardless of the Overall Duration.

C. Calculation of Label and Consistency Adjustments. Once the Label Adjustment and Consistency Adjustment have been determined, those two adjustments shall be *added together*. Then, the MI/SCD Qualifying Program Claimant's Basis Points will be multiplied by the resulting aggregate percentage. The product of that equation is known as the "Subtotal Points" (i.e. Basis Points x [100% + (Label Adjustment Percentage plus Consistency Adjustment Percentage)] = Subtotal Points).

D. Example. A MI/SCD Qualifying Program Claimant (50-year-old, with a Level 2 Injury, and 18-30 months of Overall Duration) has an Eligible Event on April 4, 2001. The Qualifying Program Claimant had been dispensed 214 pills between April 4, 2000 and April 4, 2001. This Qualifying Program Claimant's Label Adjustment is +15% (*see* 1B(1)(b)) and his Consistency Adjustment is -10% (58% -- 214 pills/366 days -- *see* 1B(2)(b)(ii)) for an aggregate Label Adjustment and Consistency Adjustment of +5% (15% - 10%). So, in this example, the Sub-Total Points would be 601.57 (572.92 Basis Pts x 5% -- aggregate Label and Consistency Adjustment; or 572.92 x 105%).

E. Risk Factor Adjustments.

- 1) The definition of the relevant risk factors for purposes of evaluating the MI/SCD Qualifying Program Claimant's claim and the assigned percentage adjustment per risk factor are as follows:

MI/SCD RISK FACTORS

	Risk Factor	Definition	Reduction
	Regular Smoking	<ul style="list-style-type: none"> • Current tobacco product user. "Current User" is anyone who has used cigarettes or cigars within one (1) year of the Eligible Event. 	<ul style="list-style-type: none"> • 30%
	Extreme Smoking	<ul style="list-style-type: none"> • Evidence of being a Current User within one (1) year of the Eligible Event and a pack history of 30 years or more. 	<ul style="list-style-type: none"> • 50%
	Post-Eligible Event Smoking	<ul style="list-style-type: none"> • Any cigarette or cigar use that post-dates the Eligible Event. 	<ul style="list-style-type: none"> • 20%
	Cholesterol	<ul style="list-style-type: none"> • <i>Controlled:</i> Any history of or diagnosis of hypercholesterolemia within 3 years prior to the Eligible Event, at the time of the Eligible Event or within 2 weeks after the Eligible Event; or presence of statin (or other cholesterol-lowering medication) in medical records or pharmacy records within 3 years prior to, at the time of (including if the medication is initiated as a treatment during or at discharge from the Eligible Event) or within two weeks after the Eligible Event. • <i>Uncontrolled:</i> Any history of or notation of a treating physician of non-compliance with cholesterol medication, uncontrolled cholesterol, poorly controlled cholesterol, cholesterol not medically controlled or similar reference within 3 years prior to the Eligible Event, at the time of the Eligible Event or within two weeks after the Eligible Event . 	<ul style="list-style-type: none"> • 20% • 30%

	<p>Hypertension</p>	<ul style="list-style-type: none"> • <i>Controlled:</i> Any history or diagnosis of hypertension in medical records within 3 years prior to the Eligible Event, at time of the Eligible Event, or within 2 weeks after the Eligible Event; or presence of hypertension medication in medical or pharmacy records at the time of (including if the medication is initiated as a treatment during or at discharge from the Eligible Event), within 3 years prior to, or within two weeks after the Eligible Event. • <i>Uncontrolled:</i> Any history or notation of a treating physician of non-compliance with hypertension medication, uncontrolled hypertension, poorly controlled hypertension, hypertension not medically controlled or similar reference within 3 years prior to the Eligible Event, at the time of the Eligible Event or within two weeks after the Eligible Event . 	<ul style="list-style-type: none"> • 20% • 30%
	<p>Diabetes</p>	<ul style="list-style-type: none"> • <i>Controlled:</i> Any history of or diagnosis of diabetes within 3 years prior to the Eligible Event, at the time of the Eligible Event or within 2 weeks after the Eligible Event; or presence of diabetic medication in medical records or pharmacy records within 3 years prior to, at the time of (including if the medication is initiated as a treatment during or at discharge from the Eligible Event) or within two weeks after the Eligible Event. • <i>Uncontrolled:</i> Any history of or notation of a treating physician of non-compliance with diabetic medication, 	<ul style="list-style-type: none"> • 20% • 30%

		uncontrolled diabetes, poorly controlled diabetes, diabetes not medically controlled or similar reference within 3 years prior to the Eligible Event, at the time of the Eligible Event or within two weeks after the Eligible Event.	
	Obesity	<ul style="list-style-type: none"> • At the Eligible Event, BMI \geq 30 kg/m • At the Eligible Event, BMI \geq 40 kg/m • At the Eligible Event, BMI \geq 50 kg/m 	<ul style="list-style-type: none"> • 17.5% • 40% • 60%
	Family History		
	<ul style="list-style-type: none"> • Unambiguous • Ambiguous 	<ul style="list-style-type: none"> • First degree relative (sibling or parent) with early-onset MI/SCD - male relative at 55 years of age or less and female at 65 years of age or less. • Family history noted as a cardiovascular risk factor , without specifying the age, gender or relationship of the family member(s) to the Eligible Claimant. 	<ul style="list-style-type: none"> • 25% • 15%
	Alcohol Abuse	<ul style="list-style-type: none"> • Notation of alcohol abuse within five years of the Eligible Event. 	<ul style="list-style-type: none"> • 45%
	Prior MI or Coronary Artery Bypass Graft (“CABG”)	<ul style="list-style-type: none"> • Documented MI prior to initiation of Vioxx; or • CABG prior to initiation of Vioxx. 	<ul style="list-style-type: none"> • 55%
	Pre-existing Coronary Artery Disease (“CAD”)	<ul style="list-style-type: none"> • Any diagnosis of CAD or ischemic heart disease prior to initiation of Vioxx, other than a MI or CABG. 	<ul style="list-style-type: none"> • 33%
	Prior Diagnosed Vascular Disease	<ul style="list-style-type: none"> • A diagnosis of any of the following prior to the Eligible Event: Carotid Stenosis, Peripheral Vascular Disease, Cebrovascular Disease, or Renal Stenosis. 	<ul style="list-style-type: none"> • 10%

	Illegal Drug Use	<ul style="list-style-type: none"> • Illicit drug use (including, but not limited to, cocaine, LSD, and heroin, but excluding marijuana) prior to the Eligible Event. 	<ul style="list-style-type: none"> • 25% (<i>within 5 years</i>) • 95% (<i>within 1 year</i>)
	Trigger	<ul style="list-style-type: none"> • <u>As referenced only in Event Records</u>, vigorous exercise within two hours of the onset of Eligible Event symptoms by those who do not routinely exercise (including, without limitation, climbing hills, skiing, surfing, distance biking, etc.); or total joint arthroplasty or other major surgery within 5 days of the Eligible Event; or gambling. 	<ul style="list-style-type: none"> • 25% • 50%, but only if surgery trigger
	Accelerators	<ul style="list-style-type: none"> • MI or CABG plus Smoking (Regular or Extreme) or BMI \geq 40; • BMI \geq 50 plus Smoking (Regular or Extreme); or • CAD plus Extreme Smoking 	<ul style="list-style-type: none"> • 90%

2) The Risk Factor Adjustments made to the *Subtotal Points* will be calculated in a sequential order as follows:

(a) Obesity

- i. BMI at Eligible Event 30-39: - 17.5%
- ii. BMI at Eligible Event 40-49: - 40%
- iii. BMI at Eligible Event 50 or greater: - 60%

(b) Cholesterol

- i. Controlled: - 20%
- ii. Uncontrolled: - 30%

(c) HTN

- i. Controlled: - 20%
- ii. Uncontrolled: - 30%

(d) Diabetes

- i. Controlled: - 20%
- ii. Uncontrolled: - 30%

- (e) Prior Diagnosed Vascular Disease (PVD): - 10%
- (f) Prior MI or CABG: - 55%
- (g) Extreme Smoking: - 50%
- (h) Regular Smoking: - 30%
- (i) Post-Eligible Event Smoking: - 20%
- (j) Family History:
 - i. Ambiguous: - 15%
 - ii. Unambiguous: - 25%
- (k) Coronary Artery Disease (“CAD”): - 33% (no deduction for this risk factor if the Qualifying Program Claimant has been assessed with the prior MI or CABG risk factor).
- (l) Illegal Drug Use:
 - i. Within 5 years of Eligible Event: - 25%
 - ii. Within 1 year of Eligible Event: - 95%
- (m) Alcohol Abuse: - 45%
- (n) Trigger: - 25%; or -50% for surgery trigger
- (o) Accelerators: - 90%
 - i) If the MI/SCD Qualifying Program Claimant is found to suffer from any of the following constellations of risk factors, then the Qualifying Program Claimant will be assessed a 90% deduction from the number of Points that exist after sequential deductions for all other risk factors have been taken from the MI/SCD Qualifying Program Claimant’s Subtotal Points:
 - Prior MI or CABG plus Smoking (Regular or Extreme) or BMI \geq 40;
 - BMI \geq 50 plus Smoking (Regular or Extreme); or
 - CAD plus Extreme Smoking.

3) Example. A 50-year-old MI/SCD Qualifying Program Claimant who sustained a Level 2 Injury and utilized the PRODUCT for an Overall Duration of 18-30 months. The Claimant’s Eligible Event occurred on April 4, 2001. In the 12 months prior to the Eligible Event, the MI/SCD Claimant was dispensed 214 pills. The MI/SCD Claimant suffered from the following factors: (1) Obesity (BMI of

33.4 at Eligible Event); (2) Controlled Cholesterol; (3) Controlled Hypertension; and (4) Ambiguous Family History of heart disease.

•	Basis Points	572.92
	-- Label Adjustment	+15%
	-- Consistency Adjustment	<u>-10%</u>
•	Sub-Total Points	601.57
	-- Obesity	<u>-17.5%</u>
		496.30
	-- Controlled Cholesterol	<u>-20%</u>
		397.04
	-- Controlled HTN	<u>-20%</u>
		317.63
	-- Ambiguous Family History	<u>-15%</u>
	TOTAL POINTS:	<u>269.98</u>

2. *IS QUALIFYING PROGRAM CLAIMANT*

A. Basis Points: The Basis Points awarded to an IS Qualifying Program Claimant will depend upon: (1) the age of the Qualifying Program Claimant at the time of the Eligible Event; (2) the Qualifying Program Claimant's Overall Duration; and (3) the Qualifying Program Claimant's Injury Level.

- 1) Overall Duration. The IS Qualifying Program Claimant's Overall Duration of use of the PRODUCT shall be calculated in accordance with the following (and Exhibit 2.2.2 to the Agreement):
 - a) To establish placement in an Overall Duration category, the Qualifying Program Claimant must produce evidence of Vioxx prescriptions dispensed or samples dispensed in accordance with the following pill count definitions (and Exhibit 2.2.2 to the Agreement):

Number of Pills Dispensed	Overall Duration Category
42 pills or less	Less than 60 days
at least 43 pills but less than 128 pills	Over 2 months to 6 months
at least 128 pills but less than 389 pills	Over 6 months up to 18 months
at least 389 pills but less than 639 pills	Over 18 months up to 30 months
at least 639 pills	30 months or more

b) If the IS Qualifying Program Claimant is dispensed a number of pills at a time that exceeds the number of days remaining until the Eligible Event, the number of pills from that last filled prescription shall be prorated for the purposes of calculating Overall Duration at one pill per day.

2) Injury Level. The injury level suffered by the IS Qualifying Program Claimant will be determined by the Claims Administrator utilizing the following criteria:

IS INJURY LEVELS

Level 1

- *Death*

Level 2

- *Disability such that IS Qualifying Program Claimant requires Full Time Care in either a nursing care facility or in-home nursing care (and did not need full-time care prior to the Eligible Event). Full-Time Care means care that is administered by a nurse or independent caregiver (that is, other than a friend or family member) for 8 hours or more each day.*

Level 3

Disability such that the IS Qualifying Program Claimant requires some assistance to perform one or more BADLs (but does not require Full-Time Care), provided that the Qualifying Program Claimant did not need such assistance prior to the Eligible Event; or diagnosis at time of Eligible Event and continuing for at least one year thereafter of aphasia or hemianopsia.

Level 4

- *Disability such that the IS Qualifying Program Claimant requires some assistance to perform one or more IADL's, provided that the Qualifying Program Claimant did not require such assistance prior to the Eligible Event.*

Level 5

- *Any injury not qualifying for Injury Levels 1, 2, 3 or 4.*

The Basic Activities of Daily Living (“BADLs”) are: Dressing, Eating, Ambulating, Toileting, and Hygiene.

The Instrumental Activities of Daily Living (“IADLs”) are: Ability to use the telephone, ability to prepare and serve meals, ability to do laundry, ability to manage day to day finances, ability to participate in housekeeping tasks, and ability to travel outside the home.

Whether the IS Qualifying Program Claimant is independent in any BADL or IADL shall be determined solely from Claimant’s medical records dated within 6 months of the Eligible Event.

For an IS Qualifying Program Claimant to qualify as requiring assistance in the performance of a BADL or IADL, the Qualifying Program Claimant must require assistance for at least 6 months following the date of the Eligible Event.

- 3) Basis Points Grid. Once the age, Overall Duration and Injury Level for the IS Qualifying Program Claimant have been determined, each Qualifying Program Claimant’s Basis Points will be assigned utilizing the following grid:

IS BASIS POINT GRID

Injury 1	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	466.67	411.76	384.31	356.86	329.41	274.51	260.78	247.06	219.61	164.71	109.80	54.90
2-6 months	525.00	463.24	432.35	401.47	370.59	308.82	293.38	277.94	247.06	185.29	123.53	61.76
6-18 months	583.33	514.71	480.39	446.08	411.76	343.14	325.98	308.82	274.51	205.88	137.25	68.63
18-30 months	641.67	566.18	528.43	490.69	452.94	377.45	358.58	339.71	301.96	226.47	150.98	75.49
>30 months	700.00	617.65	576.47	535.29	494.12	411.76	391.18	370.59	329.41	247.06	164.71	82.35

Injury 2	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	666.67	588.24	549.02	509.80	470.59	392.16	372.55	352.94	313.73	235.29	156.86	78.43
2-6 months	750.00	661.76	617.65	573.53	529.41	441.18	419.12	397.06	352.94	264.71	176.47	88.24
6-18 months	833.33	735.29	686.27	637.25	588.24	490.20	465.69	441.18	392.16	294.12	196.08	98.04
18-30 months	916.67	808.82	754.90	700.98	647.06	539.22	512.25	485.29	431.37	323.53	215.69	107.84
>30 months	1000.00	882.35	823.53	764.71	705.88	588.24	558.82	529.41	470.59	352.94	235.29	117.65

Injury 3	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	333.33	294.12	274.51	254.90	235.29	196.08	186.27	176.47	156.86	117.65	78.43	39.22
2-6 months	375.00	330.88	308.82	286.76	264.71	220.59	209.56	198.53	176.47	132.35	88.24	44.12
6-18 months	416.67	367.65	343.14	318.63	294.12	245.10	232.84	220.59	196.08	147.06	98.04	49.02
18-30 months	458.33	404.41	377.45	350.49	323.53	269.61	256.13	242.65	215.69	161.76	107.84	53.92
>30 months	500.00	441.18	411.76	382.35	352.94	294.12	279.41	264.71	235.29	176.47	117.65	58.82

Injury 4	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	166.67	147.06	137.25	127.45	117.65	98.04	93.14	88.24	78.43	58.82	39.22	19.61
2-6 months	187.50	165.44	154.41	143.38	132.35	110.29	104.78	99.26	88.24	66.18	44.12	22.06
6-18 months	208.33	183.82	171.57	159.31	147.06	122.55	116.42	110.29	98.04	73.53	49.02	24.51
18-30 months	229.17	202.21	188.73	175.25	161.76	134.80	128.06	121.32	107.84	80.88	53.92	26.96
>30 months	250.00	220.59	205.88	191.18	176.47	147.06	139.71	132.35	117.65	88.24	58.82	29.41

Injury 5	<30	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70-74	75-79	>79
0-2 months	116.67	109.38	102.08	94.79	87.50	72.92	69.27	65.63	58.33	43.75	29.17	14.58
2-6 months	131.25	123.05	114.84	106.64	98.44	82.03	77.93	73.83	65.63	49.22	32.81	16.41
6-18 months	145.83	136.72	127.60	118.49	109.38	91.15	86.59	82.03	72.92	54.69	36.46	18.23
18-30 months	160.42	150.39	140.36	130.34	120.31	100.26	95.25	90.23	80.21	60.16	40.10	20.05
>30 months	175.00	164.06	153.13	142.19	131.25	109.38	103.91	98.44	87.50	65.63	43.75	21.88

4. Example. A 50-year-old IS Qualifying Program Claimant, who sustained a Level 3 Injury and qualified for an Overall Duration of 18-30 months will be assigned 269.61 Basis Points.

B. Label Adjustment and Consistency Adjustment:

- 1) Label Adjustment. The Basis Points of an IS Qualifying Program Claimant will be adjusted (in accordance with Section 2C of this Exhibit 3.2.1) as follows:
 - a) If the Eligible Event occurred on or prior to March 9, 2000, then a *downward* 20% adjustment.
 - b) If the Eligible Event occurred after March 9 2000, but prior to or on April 13, 2002, then an *upward* adjustment of 15%.
 - c) If the Vioxx use (determined in accordance with Exhibit 2.2.2. to the Agreement) occurred before April 13, 2002 and the Eligible Event occurred after April 12, 2002, then there is *no* adjustment.
 - d) If the Vioxx use (determined in accordance with Exhibit 2.2.2. to the Agreement) commenced after April 13, 2002 and the Eligible Event occurred after April 13, 2002, then a *downward* adjustment of 15%.
- 2) Consistency Adjustment. An IS Qualifying Program Claimant's consistency of usage shall be determined by analyzing the Qualifying Program Claimant's frequency of use of the PRODUCT in the twelve (12) months preceding the Eligible Event (such 12-month period, the "Review Period") ("Consistency of Use").
 - (a) The Consistency of Use will be calculated in accordance with the following:
 - (i) If the IS Qualifying Program Claimant received more than one prescription during the Review Period, then divide the total number of pills received under such filled prescriptions by the number of days between the date of the dispensing of the first such prescription in the Review Period and the Eligible Event.
 - (ii) If the IS Qualifying Program Claimant filled only one prescription during the Review Period, divide the total number of pills received under such filed prescriptions by the number of days between the date such pills were received and the Eligible Event.
 - (iii) If the IS Qualifying Program Claimant's last pre-Eligible Event prescription was dispensed close in time to the Eligible Event such that the number of pills received at that time exceeds the number of days remaining until the Eligible Event, the number of pills from that last filled prescription shall be prorated.

(b) After the IS Qualifying Program Claimant's Consistency of Use has been determined, the Consistency Adjustment will be made (in accordance with Section 2C below) as follows:

- (i) If the Consistency of Use is equal to or greater than 71%, then there will be a 20% *upward* adjustment, *but only if* the IS Qualifying Program Claimant's Overall Duration is greater than two (2) months. If the Overall Duration is 0 - 2 months, then there will be *no* adjustment.
- (ii) If the Consistency of Use is between 57 - 70%, there will be a 10% *downward* adjustment, regardless of the Overall Duration.
- (iii) If the Consistency of Use is between 50 - 56%, then the Consistency Adjustment will be a 20% *downward* adjustment, regardless of the Overall Duration.
- (iv) If the Consistency of Use is less than 50% then there is a 30% *downward* Consistency Adjustment, regardless of the Overall Duration.

C. Calculation of Label and Consistency Adjustments. Once the Label Adjustment and Consistency Adjustment have been determined, those two adjustments shall be *added together*. Then, the IS Qualifying Program Claimant's Basis Points will be multiplied by the resulting aggregate percentage. The product of that equation is known as the "Subtotal Points" (i.e. Basis Points x [100% + (Label Adjustment percentage plus Consistency Adjustment percentage)] = Subtotal Points).

D. Example. An IS Qualifying Program Claimant (50-year-old, with a Level 3 Injury, and 18-30 months of Overall Duration) has an Eligible Event on April 4, 2001. Prior to that time, the Qualifying Program Claimant had been dispensed 214 pills between April 4, 2000 and April 4, 2001. The Qualifying Program Claimant's Label Adjustment is +15% (*see* 2B(1)(b)) and his Consistency Adjustment is -10% (58% -- 214 pills/366 days -- *see* 2B(2)(b)(ii)) for an aggregate Label Adjustment and Consistency Adjustment of +5% (15% - 10%). So, in this example, the Sub-Total Points would be 283.10 (269.61 Basis Pts x 5% -- aggregate Label and Consistency Adjustment; or 269.61 x 105%).

E. Risk Factor Adjustments.

- 1) The definition of the relevant risk factors for purposes of evaluating the IS Qualifying Program Claimant's claim and the assigned percentage adjustment per risk factor are as follows

IS RISK FACTORS

	Risk Factor	Definition	Reduction
	Regular Smoking	<ul style="list-style-type: none"> • Current tobacco product user. "Current User" is anyone who has used cigarettes or cigars within one (1) year of the Eligible Event. 	<ul style="list-style-type: none"> • 30%
	Extreme Smoking	<ul style="list-style-type: none"> • Evidence of being a Current User within one (1) year of the Eligible Event and a pack history of 30 years or more. 	<ul style="list-style-type: none"> • 50%
	Post-Eligible Event Smoking	<ul style="list-style-type: none"> • Any cigarette or cigar use that post-dates the Eligible Event. 	<ul style="list-style-type: none"> • 20%
	Smoking Plus Birth Control Use within 1 Month of Eligible Event	<ul style="list-style-type: none"> • Regular or Extreme Smoking plus use of prescription birth control occurring within one month of the Eligible Event. 	<ul style="list-style-type: none"> • 55% - with Regular Smoking; or • 70% - with Extreme Smoking
	Cholesterol	<ul style="list-style-type: none"> • <i>Controlled:</i> Any history of or diagnosis of hypercholesterolemia within 3 years prior to the Eligible Event, at the time of the Eligible Event or within 2 weeks after the Eligible Event; or presence of statin (or other cholesterol-lowering medication) in medical records or pharmacy records within 3 years prior to, at the time of (including if the medication is initiated as a treatment during or at discharge from the Eligible Event) or within two weeks after the Eligible Event. • <i>Uncontrolled:</i> Any history of or notation of a treating physician of non-compliance with cholesterol medication, uncontrolled cholesterol, poorly controlled cholesterol, cholesterol not medically controlled or similar reference within 3 	<ul style="list-style-type: none"> • 10% • 20%

		years prior to the Eligible Event, at the time of the Eligible Event or within two weeks after the Eligible Event .	
	Hypertension	<p><i>Controlled:</i> Any history or diagnosis of hypertension in medical records within 3 years prior to the Eligible Event, at time of the Eligible Event, or within 2 weeks after the Eligible Event; or presence of hypertension medication in medical or pharmacy records at the time of (including if the medication is initiated as a treatment during or at discharge from the Eligible Event), within 3 years prior to, or within two weeks after the Eligible Event.</p> <p><i>Uncontrolled:</i> Any history or notation of a treating physician of non-compliance with hypertension medication, uncontrolled hypertension, poorly controlled hypertension, hypertension not medically controlled or similar reference within 3 years prior to the Eligible Event, at the time of the Eligible Event or within two weeks after the Eligible Event.</p>	<ul style="list-style-type: none"> • 30% • 40%

	Diabetes	<ul style="list-style-type: none"> • <i>Controlled:</i> Any history of or diagnosis of diabetes within 3 years prior to the Eligible Event, at the time of the Eligible Event or within 2 weeks after the Eligible Event; or presence of diabetic medication in medical records or pharmacy records within 3 years prior to, at the time of (including if the medication is initiated as a treatment during or at discharge from the Eligible Event) or within two weeks after the Eligible Event. • <i>Uncontrolled:</i> Any history of or notation of a treating physician of non-compliance with diabetic medication, uncontrolled diabetes, poorly controlled diabetes, diabetes not medically controlled or similar reference within 3 years prior to the Eligible Event, at the time of the Eligible Event or within two weeks after the Eligible Event. 	<ul style="list-style-type: none"> • 20% • 30%
	Obesity	<ul style="list-style-type: none"> • At the Eligible Event, BMI \geq 30 kg/m • At the Eligible Event, BMI \geq 40 kg/m • At the Eligible Event, BMI \geq 50 kg/m 	<ul style="list-style-type: none"> • 17.5% • 40% • 60%
	Family History		
	<ul style="list-style-type: none"> • Unambiguous • Ambiguous 	<ul style="list-style-type: none"> • First degree relative (sibling or parent) with early-onset stroke - male relative at 55 years of age or less and female at 65 years of age or less. • Family history noted as a stroke risk factor, without specifying the age, gender or relationship of the family member(s) to the Eligible Claimant. 	<ul style="list-style-type: none"> • 25% • 15%
	Alcohol Abuse	<ul style="list-style-type: none"> • Notation of alcohol abuse within five years of the Eligible Event. 	<ul style="list-style-type: none"> • 45%
	Prior MI or Coronary Artery Bypass Graft ("CABG")	<ul style="list-style-type: none"> • Documented MI prior to initiation of Vioxx; • CABG prior to initiation of Vioxx. 	<ul style="list-style-type: none"> • 55%
	Prior Stroke or TIA	<ul style="list-style-type: none"> • Documented stroke prior to initiating Vioxx; or • Documented TIA prior to initiating Vioxx, other than MI or CABG. 	<ul style="list-style-type: none"> • 55%
	Pre-existing Coronary	<ul style="list-style-type: none"> • Any diagnosis of CAD or ischemic 	<ul style="list-style-type: none"> • 33%

	Artery Disease (“CAD”)	heart disease prior to initiation of Vioxx, other than a MI or CABG.	
	Pre-Diagnosed Carotid Artery Disease or Prior Carotid Artery Procedure	<ul style="list-style-type: none"> • Documented carotid artery disease before initial use of Vioxx other than a stroke or a TIA; or • Documented carotid artery procedure (e.g. stenting or endarterectomy) before initiation of Vioxx. 	<ul style="list-style-type: none"> • 33%
	Prior Diagnosed Vascular Disease	<ul style="list-style-type: none"> • A diagnosis of any of the following prior to the Eligible Event: Carotid Stenosis, Peripheral Vascular Disease , Cerebrovascular Vascular Disease, or Renal Stenosis. 	<ul style="list-style-type: none"> • 10%
	Prior Atrial Fibrillation or Heart Failure	<ul style="list-style-type: none"> • Documented Atrial Fibrillation or Heart Failure/Congestive Heart Failure prior to the Eligible Event. 	<ul style="list-style-type: none"> • 40%
	Diagnosis of Migraine Headache	<ul style="list-style-type: none"> • Diagnosis of migraine headaches prior to Eligible Event; or presence of medication to treat or prevent migraine headaches in pharmacy records. 	<ul style="list-style-type: none"> • 15%
	Hormone Replacement Therapy	<ul style="list-style-type: none"> • Evidence of Qualifying Program Claimant’s use of hormone replacement therapy within one (1) month of the Eligible Event and initiated within 1 year of the Eligible Event. 	<ul style="list-style-type: none"> • 15%
	Illegal Drug Use	<ul style="list-style-type: none"> • Illicit drug use (including, but not limited to, cocaine, LSD, and heroin, but excluding marijuana) prior to the Eligible Event. 	<ul style="list-style-type: none"> • 25% (<i>within 5 years</i>) • 95% (<i>within 1 year</i>)
	Trigger	<ul style="list-style-type: none"> • <u>As referenced in Eligible Event Records</u>, vigorous exercise within two hours of the onset of Eligible Event symptoms by those who do not routinely exercise (including, without limitation, climbing hills, skiing, surfing, distance biking, etc.); a head trauma, or total joint arthroplasty or other major surgery within 5 days of the Eligible Event; or gambling. 	<ul style="list-style-type: none"> • 25%; or • 50%, but <i>only</i> if surgery or head trauma trigger
	Accelerators	<ul style="list-style-type: none"> • Prior MI or CABG or Stroke or TIA plus Smoking (Regular or Extreme) or BMI \geq 40; • BMI \geq 50 plus Smoking (Regular or Extreme); or • CAD or Carotid Artery Disease or Procedure plus Extreme Smoking. 	<ul style="list-style-type: none"> • 90%

2) The Risk Factor Adjustments made to the *Subtotal Points* will be calculated in a sequential order as follows:

(a) Obesity

- i. BMI at Eligible Event 30-39: - 17.5%
- ii. BMI at Eligible Event 40-49: - 40%
- iii. BMI at Eligible Event 50 or greater: - 60%

(b) Cholesterol

- i. Controlled: - 10%
- ii. Uncontrolled: - 20%

- (c) HTN
 - i. Controlled: - 30%
 - ii. Uncontrolled: - 40%
- (d) Diabetes
 - i. Controlled: - 20%
 - ii. Uncontrolled: - 30%
- (e) Prior MI or CABG: - 55%
- (f) Prior Stroke or TIA: -55%
- (g) Prior diagnosed Carotid Artery Disease or prior Carotid Artery Procedure: -33%
- (h) Coronary Artery Disease (“CAD”): - 33% (no deduction for this risk factor if the Qualifying Program Claimant has been assessed with the prior MI/CABG risk factor).
- (i) Prior Diagnosed Vascular Disease (PVD): - 10%
- (j) Extreme Smoking: - 50%
- (k) Regular Smoking: - 30%
- (l) Post-Eligible Event Smoking: - 20%
- (m) Smoking plus Birth Control (if this risk factor is assessed, then the Claimant shall not also be assessed for the Smoking-Regular or Extreme-risk factor):
 - i. Regular Smoking plus Birth Control: -55%
 - ii. Extreme Smoking plus Birth Control: -70%
- (n) Family History:
 - i. Ambiguous: - 15%
 - ii. Unambiguous: - 25%
- (o) Prior Atrial Fibrillation or Heart Failure: -40%
- (p) HRT: -15%
- (q) Migraine: -15%
- (r) Illegal Drug Use:

- i. Within 5 years of Eligible Event: - 25%
- ii. Within 1 year of Eligible Event: - 95%
- (s) Alcohol Abuse: - 45%
- (t) Trigger: - 25%; -50% for surgery or head trauma trigger
- (u) Accelerators - 90%
 - i) If the IS Qualifying Program Claimant is found to suffer from any of the following constellations of risk factors, then the Qualifying Program Claimant will be assessed an additional 90% deduction from the number of Points that exist after sequential deductions for the other risk factors have been taken from the IS Qualifying Program Claimant's Subtotal Points:
 - Prior MI or CABG or Stroke or TIA plus Smoking (Regular or Extreme) or BMI \geq 40;
 - BMI \geq 50 plus Smoking (Regular or Extreme); or
 - CAD or Carotid Artery Disease or Procedure plus Extreme Smoking.

3) Example. A 50-year-old IS Qualifying Program Claimant who sustained a Level 3 Injury and utilized the PRODUCT for an Overall Duration of 18-30 months. The Claimant's Eligible Event occurred on April 4, 2001. In the 12 months prior to the Eligible Event, the IS Claimant was dispensed 214 pills. The IS Claimant suffered from the following factors: (1) Obesity (BMI of 33.4 at Eligible Event); (2) Controlled Cholesterol; (3) Controlled Hypertension; and (4) Ambiguous Family History of stroke.

• Basis Points	269.61
-- Label Adjustment	+15%
-- Consistency Adjustment	<u>-10%</u>
• Sub-Total Points	283.09
-- Obesity	<u>-17.5%</u>
	233.55
-- Controlled Cholesterol	<u>-10%</u>
	210.20
-- Controlled HTN	<u>-30%</u>
	147.14
-- Ambiguous Family History	<u>-15%</u>
	125.07
TOTAL POINTS:	125.07