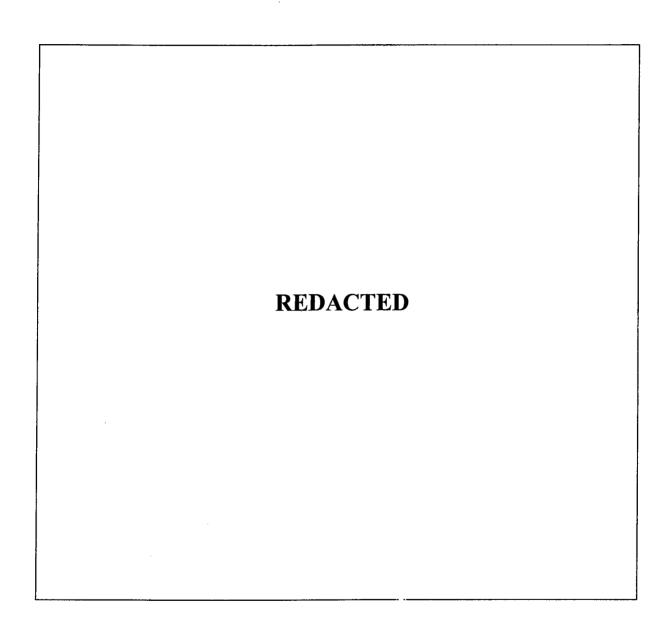


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Attachment Number 1



SETTLEMENT AGREEMENT

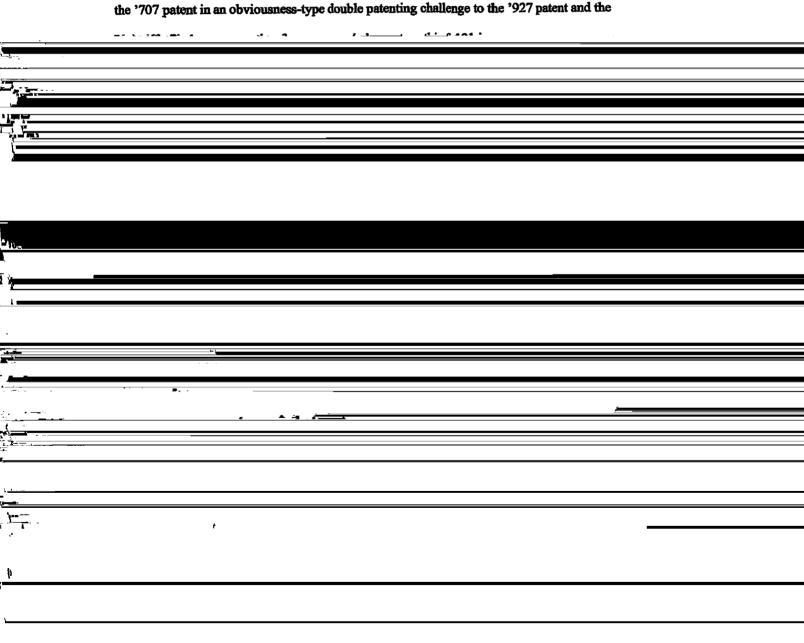
This Settlement Agreement and Release ("Settlement Agreement") dated and

effective as of April 26, 2004, is entered into by and among Research Corporation Technologies,



WHEREAS, Pharmachemie answered and counterclaimed in the Litigation for a declaratory judgment that the '927 patent was invalid on the grounds of obviousness-type double patenting based on the claims of U.S. Patent No. 4,140,707 ("the '707 patent") in light of the prior art;

WHEREAS, Pharmachemie filed a motion for partial summary judgment seeking a pretrial ruling that the bar of the third sentence of 35 U.S.C. § 121 did not apply to prevent use of the '707 patent in an obviousness-type double patenting challenge to the '927 patent and the



Appeal") and on March 17, 2004, the Court of Appeals issued an opinion vacating that final judgment and remanding the Litigation to the District Court for further proceedings;

WILLER RAS Pharmachemie moved on March 19, 2004, to expedite issuance of the

mandate and, before the Court of Appeals issued the mandate, the Plaintiffs filed on March 29, 2004, a petition for rehearing *en banc* ("the Petition for Rehearing");

WHEREAS, on April 6, 2004, the Court of Appeals denied Pharmachemie's motion to expedite issuance of the mandate;

WHEREAS, on April 9, 2004, the parties submitted a letter to the Court of Appeals informing the Court of Appeals that they had reached an agreement in principle to settle the matter;

WHEREAS, on April 21, 2004, the Court of Appeals denied the Petition for Rehearing;

TITIDE A C Digramaheria animazziadase that BMC is entitled to a neriad of

pediatric exclusivity with respect to Paraplatin[®] if and when granted by the FDA pursuant to 21 U.S.C. § 355a;

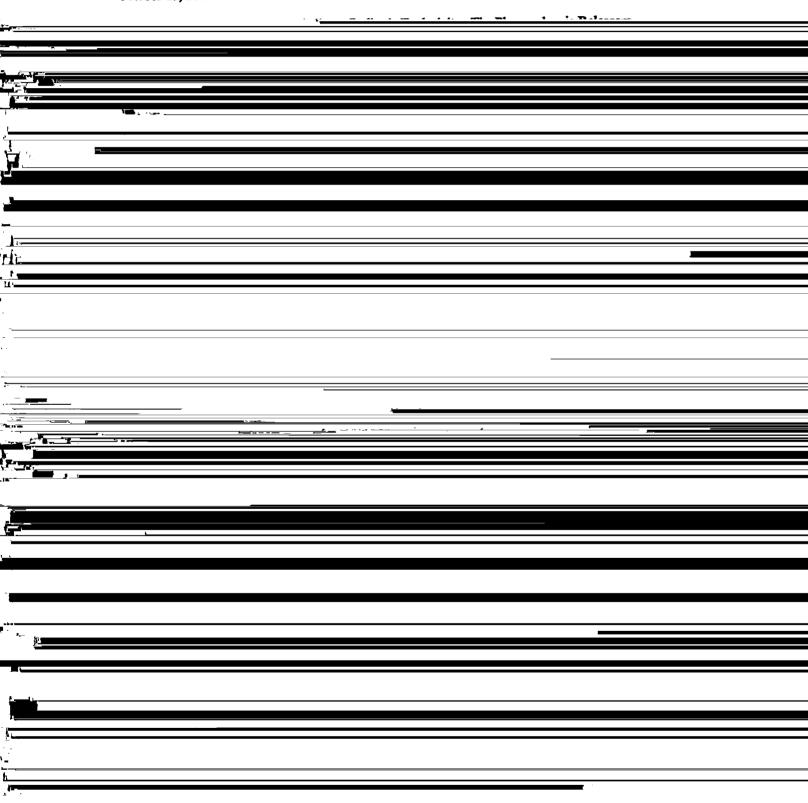
WHEREAS, the Plaintiffs and Defendant desire to avoid further expense and resolve all matters and issues in controversy between them, all without any admission by or on the part of any party of any liability of any nature whatsoever to any other party;

NOW, THEREFORE, in consideration of the promises and covenants contained

	Piomissal of Litigation As soon as practicable following the execution of this
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*	Circuit a stipulation of dismissal and proposed order, in the form attached as Exhibit A,
	specifying that each party shall bear its own costs. The parties agree to file promptly any
	additional papers necessary or appropriate to effectuate the dismissal of the Litigation.
	Polyse of and Covenant not to Sue Plaintiffs In consideration of mutual
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set forth in this Agreement and the Distribution and Supply Agreement between BMS and Teva Photocontinuic IIS A. Ive the "Distribution and Sunniv Accement" Release of and Covenant not to Sue Defendant. In consideration of mutual 3. releases, licenses, covenants, agreements and/or other good and valuable consideration, the receipt of which is hereby acknowledged, BMS and RCT, including their respective

event the FDA grants final approval of either or both of ANDAs 76-162 and 76-292 before October 15, 2004.



representation or statement not set forth herein with regard to the subject matter, basis, or effect of this Settlement Agreement or otherwise.

- 8. Entire Agreement. This Settlement Agreement represents the entire agreement of the parties with respect to the subject matter hereof, and all prior negotiations, understandings and agreements are incorporated herein. This Settlement Agreement may not be modified, changed, amended, supplemented or rescinded except pursuant to a written instrument signed by the party against whom the enforcement of the modification, change, amendment, supplementation or rescission is sought.
- 9. Regulatory Review. Each party, within ten (10) days of the execution of this

 Settlement Agreement, shall comply with the requirements of Title XI, Subtitle B of the Access
 to Affordable Pharmaceuticals Act (the Medicare Prescription Drug Improvement Act of 2003,

 Pub. L. 108-173) (the "Act"), by filing a copy of this Settlement Agreement with the Federal

 Trade Commission (the "FTC") and the Antitrust Division of the Department of Justice ("DOJ").

 BMS will make the following submissions and notices as soon as practicable and in any event no

this Settlement Agreement to the FTC in connection with the request for advisory opinion required by the April 14, 2003 Decision and Order in Federal Trade Commission Docket No. C-4076 (the "FTC Order"), (b) submission of this Settlement Agreement in connection with the

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	herein as the "Attorneys General"). The parties shall use commercially reasonable efforts to
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	made by the FTC, the DOJ or the Attorneys General. If the FTC, DOJ or Attorneys General
	object to the Settlement Agreement, the parties shall use all commercially reasonable efforts to
	addings and abjection accorded that there shall be no material chance to the rights and
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IN WITNESS WHEREOF, the parties have executed this Settlement Agreement as of the date first above written.

Dated: April, 2004	Research Corporation Technologies, Inc.
	Ву:
Dated: April, 2004	Bristol-Myers Squibb Company
	Ву
<u> </u>	Dharacchamia D.V
<u>. </u>	
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	Apr-26-04 08:27pa From-Research Corporat	tion Technologia Inc 4520 749 0025 7-680 P-002/003 F-140
	IN WITNESS WEIl of the date first above written.	EREOF, the parties have executed this Settlement Agreement as
	Dated: April 26 2004	Research Corporation Technologies, Inc.
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	Dated: Aptil, 2004	Bristol-Myers Squibb Company
	Dated: April, 2004	
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	Dated: April, 2004 Dated: April, 2004	
		Pharmachemie B.V.
		Ву
		Pharmachemie B.V.
	Dated: April 2004	Pharmachemie B.V.
	Dated: April 2004	Pharmachemie B.V.
	Dated: April 2004	Pharmachemie B.V.

IN WITNESS WHEREOF, the parties have executed this Settlement Agreement as of the date first above written.

Dated: April, 2004	Research Corporation Technologies, Inc.
	Ву:
Dated: April <u>26</u> 2004	Bristol-Myers Squibb Company
	By De Bolom
Dated: April, 2004	Pharmachemie B.V.
	Ву:

IN WITNESS WHEREOF, the parties have executed this Settlement Agreement as of the date first above written.

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Dated: April, 2004	Bristol-Myers Squibb Company	
	By	
Dated: April 26 2004	Pharmachemie B.V.	
Dated: April 4 2004		
Dated: April 4 2004		
Dated: April 4 2004	Pharmachemie B.V.	

EXHIBIT A

UNITED STATES COURT OF APPEALS FOR THE FEDERAL CIRCUIT

No. 03-1077

BRISTOL-MYERS SQUIBB COMPANY,

Plaintiff-Appellee,

			Transfer	
		and		
	RESEARCH	CORPORATION TE	CHNOLOGIES, INC.,	
			Plaintiff-Appellee,	
		v.		
		PHARMACHEMIE	EB.V.,	
		•	Defendant-Appellant.	
	Appeal from the Unit	ed States District Cour	t for the District of New Jersey e Mary L <u>a Coope</u> r	
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David T. Pritil		
Constantine L Lisa A. Schne		
Marc A. Cava		
	TIN BROWN & WOOD LLP	
10 South Dear		
Chicago, IL 6		
(312) 853-700		
(312) 853-703 (312) 853-703		
312) 055 105	0 (14.1)	
Counsel for R	esearch Corporation	
Technologies,	-	
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Ву:		
Robert L. Bae		
	ella, Harper & Scinto	
30 Rockefelle		
	ew York 10112-3801	
(212) 218-210		
(212) 218-220	10 (Iax)	
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Ву:		
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Francis C. Ly	nch	
Laurie S. Gill		

PALMER & DODGE LLP 50 West State Street, Suite 1400 NOTE: Pursuant to Fed. Cir. R. 47.6, this order is not citable as precedent. It is a public order.

UNITED STATES COURT OF APPEALS FOR THE FEDERAL CIRCUIT

03-1077

BRISTOL-MYERS SQUIBB COMPANY,

Plaintiff-Appellee,

Defendant-Appellant.

and

RESEARCH CORPORATION TECHNOLOGIES, INC.

v.

PHARMACHEMIE B.V.,

Appeal from the United States District Court for the District of New Jersey in Case No. 01-CV-3751, Judge Mary L. Cooper

[PROPOSED] ORDER

Pursuant to the Stipulation of the parties dated April ___, 2004 and by Federal Rule of Appellate Procedure 42(b),

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	instructions to dismiss the case.	
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		For the Court
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UNITED STATES COURT OF APPEALS FOR THE FEDERAL CIRCUIT

No. 03-1077

BRISTOL-MYERS SQUIBB COMPANY,

Plaintiff-Appellee, and RESEARCH CORPORATION TECHNOLOGIES, INC. Plaintiff-Appelled PHARMACHEMIE B.V., Defendant-Appellant. Appeal from the United States District Court for the District of New Jersey in Case No. 01_CV_3751 Indee Mary I. Cooner

By: ______ Buil J. Shitikia. by anne M. Moha Constantine L. Trela, Jr. Lisa A. Schneider

Marc A, Cavan

SIDLEY AUSTIN BROWN & WOOD LLP

10 South Dearborn Street Chicago, IL 60603 (312) 853-7000 (312) 853-7036 (fax)

Counsel for Research Corporation Technologies, Inc.

By: Popert L. Brechtold by Onne M. Mohen

Robert L. Baechtold

30 Rockefeller Plaza New York, New York 10112-3801 (212) 218-2100 (212) 218-2200 (fax)

Counsel for Bristol-Myers Squibb Company

By: Francis C. Lynch by anne M. Maker

Francis C. Lynch Laurie S. Gill

PALMER & DODGE LLP

NOTE: Pursuant to Fed. Cir. R. 47.6, this order is not citable as precedent. It is a public order.

UNITED STATES COURT OF APPEALS FOR THE FEDERAL CIRCUIT

03-1077

BRISTOL-MYERS SQUIBB COMPANY,

Plaintiff-Annellee

and

v.

PHARMACHEMIE B.V.,

Defendant-Appellant

Appeal dismissed.	This case is remanded to the district court with
instructions to dismiss the case.	
No costs.	
	For the Court
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	Plaintiff-Annellee.	**************************************
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	Plaintiff-Appellee,	

v.

partner in the law firm of Fitzpatrick, Cella, Harper & Scinto, the attorney of record for Bristol-Myers Squibb Company in the above-captioned action.

- 3. On April 14, 2004 was given actual authority to sign the enclosed Stipulation of the Parties to Dismiss Appeal on behalf of David T. Pritikin, a partner of the law firm of Sidley, Austin, Brown & Wood LLP, the attorney of record for Research Corporation Technologies, Inc. in the above-captioned action.
- 4. On April 27, 2004, I was given actual to sign the enclosed Stipulation

firm of Palmer & Dodge, LLP, the attorney of record for Pharmachemie, B.V.

I hereby certify that on this 16th day of April, 2004, two copies of the foregoing STIPULATION OF THE PARTIES TO DISMISS APPEAL and IDDODGEDLORDER were served upon counsel of record as follows:

Francis C. Lynch
Laurie S. Gill
PALMED & DODGE IJ D

111 Huntington Avenue Boston, MA 02199-7613

Counsel for Defendant-Appellant Pharmachemie B.V.

David T. Pritikin SIDLEY AUSTIN BROWN & WOOD LLP 10 South Dearborn Street Chicago, IL 60603

Counsel for Research Corporation Technologies, Inc.