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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

- - -

UNITED STATES OF AMERICA : CRIMINAL DOCKET FOR
: CASE NO. 13-605
-VS- :
: JANSSEN PHARMACEUTICALS, :
INC. :

- - -

PHILADELPHIA, PA.

NOVEMBER 7, 2013

BEFORE HONORABLE TIMOTHY J. SAVAGE

ARRAIGNMENT/GUILTY PLEA & SENTENCE

APPEARANCES:

FOR THE GOVERNMENT: U.S. ATTORNEY'S OFFICE
BY: ALBERT S. GLENN, AUSA
AND SCOTT M. CULLEN, AUSA
615 CHESTNUT STREET, SUITE 1250
PHILADELPHIA, PA 19106

FOR THE DEFENDANT: MONTOMERY MCCrackEN WALKER & RHOADS,
LLP
BY: RICHARD L. SCHEFF, ESQ.
123 SOUTH BROAD STREET
PHILADELPHIA, PA 19109

KING & SPALDING LLP
BY: CHRISTOPHER A. WRAY, ESQ.
1700 PENNSYLVANIA AVE, NW SUITE 200
WASHINGTON, DC 20006

LYNN MCCLOSKEY, RPR
OFFICIAL COURT REPORTER
1234 US COURTHOUSE
601 MARKET STREET
PHILADELPHIA, PA 19106
(856) 649-4774

1 (PROCEEDINGS COMMENCED 9:00 A.M.)

2 THE COURT: GOOD MORNING. PLEASE BE
3 SEATED.

4 ALL COUNSEL: GOOD MORNING, YOUR HONOR.

5 THE COURT: THIS IS THE MATTER OF THE
6 UNITED STATES VERSUS JANSSEN PHARMACEUTICALS,
7 INCORPORATED, CRIMINAL NUMBER 13-605.

8 ARE PARTIES READY TO PROCEED?

9 MR. GLENN: WE ARE, YOUR HONOR.

10 MR. SCHEFF: YES, YOUR HONOR.

11 THE COURT: ALL RIGHT. WHO WILL BE
12 STANDING IN FOR THE CORPORATE DEFENDANT?

13 MR. SCHEFF: YOUR HONOR, DEPUTY GENERAL
14 COUNSEL JOSEPH BRAUNREUTHER, WHO IS SEATED TO MY
15 RIGHT, WILL BE THE COMPANY REPRESENTATIVE.

16 MR. BRAUNREUTHER: GOOD MORNING, YOUR
17 HONOR.

18 THE COURT: GOOD MORNING.

19 MR. GLENN, I ASSUME YOU WILL BE TAKING
20 CARE OF IT FOR THE GOVERNMENT?

21 MR. GLENN: I WILL SPEAK FOR THE
22 GOVERNMENT, YES, YOUR HONOR. THANK YOU.

23 THE COURT: DO YOU WANT TO INTRODUCE
24 YOUR CO-COUNSEL THERE?

25 MR. GLENN: YES, YOUR HONOR. ALSO

1 REPRESENTING THE GOVERNMENT HERE THIS MORNING IS
2 ASSISTANT U.S. ATTORNEY SCOTT CULLEN. ALSO AT
3 COUNSEL TABLE ARE TWO OF THE CASE AGENTS, SPECIAL
4 AGENT JONELLE DAVENPORT WITH HHS IG'S OFFICE,
5 SPECIAL AGENT KISHARA GANT WITH THE DEFENSE CRIMINAL
6 INVESTIGATIVE SERVICE. ALSO IN THE AUDIENCE IS
7 ANOTHER ONE OF THE CASE AGENTS, CONTRACT AGENT
8 SAMUEL HENCK WITH THE FDA.

9 THE COURT: AND IT APPEARS HALF OF THE
10 U.S. ATTORNEY'S OFFICE?

11 MR. GLENN: YES. I CAN INTRODUCE THEM
12 AS WELL, IF YOU WOULD LIKE.

13 THE COURT: I NOTE MR. MEMEGER AND MR.
14 LAPPEN ARE HERE. THAT'S ENOUGH FOR YOU TO WORRY
15 ABOUT.

16 MR. SCHEFF, DO YOU WANT TO INTRODUCE
17 YOUR CO-COUNSEL?

18 MR. SCHEFF: YES, YOUR HONOR. MY
19 CO-COUNSEL IS CHRISTOPHER WRAY FROM THE LAW FIRM OF
20 KING & SPALDING WHO IS SEATED TO MR. BRAUNREUTHER'S
21 RIGHT. AND TO MR. WRAY'S RIGHT IS NORV MCANDREW WHO
22 IS ALSO INHOUSE COUNSEL WITH THE COMPANY.

23 THE COURT: OKAY. MR. GRACE, DO YOU
24 WANT TO SWEAR IN THE CORPORATE REPRESENTATIVE,
25 PLEASE?

1 THE DEPUTY CLERK: MR. BRAUNREUTHER,
2 PLEASE RAISE YOUR RIGHT HAND, SIR.

3 (CORPORATE REPRESENTATIVE, JOSEPH
4 BRAUNREUTHER, WAS SWORN.)

5 THE DEPUTY CLERK: PLEASE STATE YOUR
6 NAME FOR THE RECORD AND SPELL YOUR LAST NAME.

7 MR. BRAUNREUTHER: JOSEPH BRAUNREUTHER,
8 B-R-A-U-N-R-E-U-T-H-E-R.

9 THE DEPUTY CLERK: THANK YOU, SIR. YOU
10 MAY BE SEATED.

11 BY THE COURT:

12 Q. SIR, YOU ARE HERE TO SPEAK ON
13 BEHALF OF THE CORPORATION, IS THAT CORRECT?

14 A. YES, YOUR HONOR.

15 Q. IS THAT PURSUANT TO A RESOLUTION
16 PASSED BY THE BOARD OF DIRECTORS?

17 A. IT IS, YOUR HONOR.

18 Q. WHAT WAS THE DATE OF THAT?

19 A. I HAVE AN EXCERPT THAT IS ATTACHED
20 TO THE SUBMISSION TO THE COURT. I DON'T KNOW
21 THAT IT HAS -- THE COPY WE HAVE WITH US, YOUR
22 HONOR -- EXCUSE ME, YOUR HONOR, WE DO IN FACT
23 HAVE IT. IT'S DATED OCTOBER 17, 2013.

24 Q. OKAY. AND THAT GIVES YOU THE
25 AUTHORITY TO SPEAK ON BEHALF OF THE CORPORATION?

1 A. IT DOES, YOUR HONOR.

2 Q. AND TO ENTER INTO ANY AGREEMENTS?

3 A. YES, IT DOES, YOUR HONOR.

4 Q. OKAY. I UNDERSTAND FROM MY PERUSAL
5 OF THE DOCUMENTS THAT YOUR KNOWLEDGE IN THIS
6 MATTER IS LIMITED TO WHAT IS INVOLVED IN THIS
7 CRIMINAL CHARGE, AND THAT IT DOES NOT RISE TO
8 THE LEVEL OF A 30(B)(6) WITNESS, AM I CORRECT?

9 A. THAT IS CORRECT, YOUR HONOR.

10 Q. ALL RIGHT. YOU MAY BE SEATED.

11 A. THANK YOU, YOUR HONOR.

12 Q. SIR, YOU UNDERSTAND THAT YOU ARE
13 NOW UNDER OATH?

14 A. YES, YOUR HONOR.

15 Q. ALL RIGHT. AND THAT MEANS THAT YOU
16 HAVE TO ANSWER MY QUESTIONS TRUTHFULLY AND IF
17 YOU DO NOT, YOU WILL BE SUBJECT TO A CHARGE OF
18 PERJURY, DO YOU UNDERSTAND THAT?

19 A. YES, YOUR HONOR.

20 Q. WHAT IS YOUR RELATIONSHIP TO THE
21 CORPORATE DEFENDANT IN THIS CASE?

22 A. YOUR HONOR, I AM HERE AS A
23 DESIGNATED REPRESENTATIVE PURSUANT TO THE
24 RESOLUTION. I AM A MEMBER OF THE JOHNSON AND
25 JOHNSON LAW DEPARTMENT. I AM NOT AN EMPLOYEE OF

1 JANSSEN.

2 Q. OKAY. YOUR UNDERSTANDING IS THAT
3 THE BOARD OF DIRECTORS HAS BEEN FULLY INFORMED
4 OF ALL OF THE HAPPENINGS IN THIS CASE BY
5 PLAINTIFFS HERE TO THIS DATE?

6 A. YES, YOUR HONOR, THEY -- THE BOARD
7 OF DIRECTORS HAS AUTHORIZED ME TO ACT ON ITS
8 BEHALF BASED ON ITS UNDERSTANDING OF THE PLEA
9 AND THE PLEA AGREEMENT.

10 Q. OKAY. AND YOU PARTICIPATED IN THAT
11 PLEA AGREEMENT, IS THAT CORRECT, THAT IS THE
12 NEGOTIATION OF IT?

13 A. YES, YOUR HONOR.

14 Q. AND YOU WERE INTIMATELY INVOLVED IN
15 THE CIVIL PROCEEDINGS IN THIS CASE AS WELL?

16 A. I AM FAMILIAR WITH THE CIVIL
17 PROCEEDINGS AS WELL, YOUR HONOR, AND THE
18 NEGOTIATIONS OF THE RESOLUTION OF THE CIVIL
19 PROCEEDING, CORRECT.

20 Q. ALL RIGHT.

21 AND THE BOARD OF DIRECTORS HAS GIVEN
22 YOU THE AUTHORITY TO ENTER A PLEA ON BEHALF OF THE
23 CORPORATION TODAY?

24 A. THAT IS CORRECT, YOUR HONOR.

25 Q. AND THEY WERE FULLY INFORMED OF THE

1 CONSEQUENCES OF ENTERING INTO THIS PLEA?

2 A. PURSUANT TO THE RESOLUTION, THE
3 BOARD OF DIRECTORS HAS AUTHORIZED ME TO ENTER
4 THE PLEA AND IS AWARE OF THE RIGHTS THAT ARE
5 INVOLVED.

6 Q. THEY HAVE AN UNDERSTANDING THAT
7 THEY COULD FORCE THE GOVERNMENT TO CHARGE THEM
8 BY WAY OF INDICTMENT AND PROCEED TO A CRIMINAL
9 TRIAL?

10 A. I AM AWARE OF THAT, YOUR HONOR.

11 Q. AND YOU HAVE THE AUTHORITY TO --

12 A. I HAVE THE AUTHORITY TO ENTER THE
13 PLEA.

14 THE COURT: DO THE PARTIES AGREE
15 THE TOTAL OFFENSE LEVEL IS A 6 AND THAT WITH
16 ACCEPTANCE OF RESPONSIBILITY, THAT THAT IS
17 REDUCED TO 4?

18 MR. GLENN: YES, YOUR HONOR.

19 MR. SCHEFF: YES, YOUR HONOR.

20 THE COURT: AND THE CRIMINAL HISTORY
21 CATEGORY IS A 1, CORRECT?

22 MR. SCHEFF: THAT IS CORRECT, YOUR
23 HONOR.

24 MR. GLENN: CORRECT.

25 THE COURT: DO THE PARTIES AGREE THAT

1 UNDER THAT TOTAL OFFENSE LEVEL AND CRIMINAL HISTORY
2 CATEGORY THAT THE SENTENCING GUIDELINES PROVIDE FOR
3 A PROBATIONARY RANGE OF NO MORE THAN THREE YEARS?

4 MR. GLENN: THAT'S CORRECT, YOUR HONOR.

5 MR. SCHEFF: YES, YOUR HONOR.

6 THE COURT: OKAY. LET ME HEAR FROM THE
7 GOVERNMENT.

8 MR. GLENN: WITH RESPECT TO THE --
9 WHICH PART OF THE PLEA PROCEEDINGS?

10 THE COURT: THE FACTUAL BASIS, PLEASE.

11 MR. GLENN: THE FACTUAL BASIS. YES,
12 YOUR HONOR.

13 THE COURT: FIRST, RECITE WHAT THE
14 ELEMENTS OF THE OFFENSE ARE.

15 MR. GLENN: SURE. THE CHARGE HERE,
16 YOUR HONOR, IN COUNT 1 OF THE INFORMATION IS
17 INTRODUCTION OF A MISBRANDED DRUG INTO INTERSTATE
18 COMMERCE IN VIOLATION OF 21 U.S.C. SECTIONS 331(A)
19 AND 333(A)(1). THE ELEMENTS OF THIS OFFENSE ARE
20 FIRST, THAT RISPERDAL IS A DRUG; SECONDLY, THAT
21 RISPERDAL WAS MISBRANDED AND THAT IT LACKED ADEQUATE
22 DIRECTIONS FOR THE USE INTENDED BY JANSSEN; AND
23 THIRD, THAT JANSSEN CAUSED RISPERDAL WHILE
24 MISBRANDED TO BE INTRODUCED INTO INTERSTATE
25 COMMERCE.

1 THE COURT: MR. SCHEFF, HAVE YOU
2 DISCUSSED THE ELEMENTS OF THE OFFENSE WITH YOUR
3 CLIENT?

4 MR. SCHEFF: I HAVE, YOUR HONOR.

5 THE COURT: AND EXPLAINED TO THEM WHAT
6 THE GOVERNMENT WOULD HAVE TO PROVE?

7 MR. SCHEFF: I HAVE, YOUR HONOR.

8 THE COURT: IS THAT CORRECT, SIR?

9 THE WITNESS: YES, YOUR HONOR.

10 THE COURT: DO YOU HAVE ANY QUESTIONS
11 ABOUT THAT?

12 THE WITNESS: NO, YOUR HONOR.

13 THE COURT: ALL RIGHT. MR. GLENN,
14 WOULD YOU KINDLY RECITE FOR US WHAT THE FACTUAL
15 BASIS FOR THE PLEA IS.

16 MR. GLENN: YES, YOUR HONOR. FIRST
17 THOUGH I AM GOING TO REFER TO THAT WHICH THE COMPANY
18 HAS STIPULATED TO IN THE PLEA AGREEMENT. WE HAVE
19 AGREED TO THE FOLLOWING FACTS, WHICH WE URGE THE
20 COURT TO ACCEPT AS A FACTUAL BASIS. THAT JANSSEN
21 MARKETED RISPERDAL THROUGH JANSSEN PHARMACEUTICA,
22 INC., A PREDECESSOR COMPANY TO JANSSEN, AND THAT
23 WOULD BE FOR THE PERIOD OF TIME CHARGED IN THE
24 INFORMATION, FROM MARCH 3, 2002 TO DECEMBER 31,
25 2003. RISPERDAL WAS A DRUG WITHIN THE MEANING OF 21

1 U.S.C. SECTION 321(G)(1).

2 SHIPMENTS OF A DRUG IN INTERSTATE
3 COMMERCE MUST BE ACCOMPANIED BY LABELING BEARING
4 ADEQUATE DIRECTIONS FOR USE FOR EACH OF THE DRUG'S
5 INTENDED USES. IN DECEMBER 1993, THE U.S. FOOD AND
6 DRUG ADMINISTRATION APPROVED RISPERDAL FOR THE
7 MANAGEMENT OF THE MANIFESTATIONS OF PSYCHOTIC
8 DISORDERS. IN MARCH OF 2002, THE FDA APPROVED A
9 CHANGE IN THE INDICATIONS FOR RISPERDAL, APPROVING
10 IT FOR THE TREATMENT OF SCHIZOPHRENIA INSTEAD OF THE
11 MANAGEMENT OF MANIFESTATIONS OF PSYCHIC DISORDERS.
12 IN DECEMBER OF 2003, THE FDA ADDITIONALLY APPROVED
13 RISPERDAL FOR THE SHORT-TERM TREATMENT OF ACUTE
14 MANIC OR MIXED EPISODES ASSOCIATED WITH BIPOLAR 1
15 DISORDER FOR ADULTS.

16 BETWEEN MARCH 3RD OF 2002 AND
17 DECEMBER 31ST OF 2003, JANSSEN THROUGH JANSSEN
18 PHARMACEUTICA'S ELDER CARE SALES FORCE PROMOTED
19 RISPERDAL TO HEALTHCARE PROVIDERS FOR TREATMENT OF
20 PSYCHOTIC SYMPTOMS AND ASSOCIATED BEHAVIORAL
21 DISTURBANCES EXHIBITED BY ELDERLY NON-SCHIZOPHRENIC
22 DEMENTIA PATIENTS. JANSSEN'S PROMOTION OF RISPERDAL
23 FOR THESE ADDITIONAL INTENDED USES CAUSED RISPERDAL
24 TO BE MISBRANDED UNDER SECTION 21 U.S.C. SECTION --
25 352(F)(1) BECAUSE RISPERDAL'S LABELING DID NOT BEAR

1 ADEQUATE DIRECTIONS FOR THESE INTENDED USES.
2 BETWEEN MARCH 3RD OF 2002 AND DECEMBER 31ST OF 2003,
3 JANSSEN CAUSED SHIPMENTS OF RISPERDAL TO BE
4 INTRODUCED INTO INTERSTATE COMMERCE AND THESE
5 SHIPMENTS CONSTITUTED MISBRANDED DRUGS DUE TO THE
6 CONDUCT DESCRIBED ABOVE.

7 IN ADDITION, YOUR HONOR, WE WOULD SHOW
8 THAT JANSSEN PROMOTED AND SOLD RISPERDAL WITHIN THE
9 EASTERN DISTRICT OF PENNSYLVANIA.

10 BY THE COURT:

11 Q. BEFORE I ASK YOU IF THAT'S WHAT
12 HAPPENED AND IF JANSSEN DID WHAT THE GOVERNMENT
13 SAID IT DID, I WANT TO MAKE SURE THAT YOU
14 UNDERSTAND ON THE RECORD, WHICH I AM SURE YOU
15 HAVE EXPLAINED TO JANSSEN, THAT RIGHT NOW THE
16 DEFENDANT IS PRESUMED INNOCENT AND THE
17 GOVERNMENT WOULD HAVE TO PROVE ALL OF THE FACTS
18 SET FORTH IN THAT AGREEMENT TO ESTABLISH THE
19 ELEMENTS BEYOND A REASONABLE DOUBT AND THAT YOU
20 COULD BRING PRETRIAL MOTIONS CHALLENGING THE WAY
21 THE GOVERNMENT CAME INTO POSSESSION OF CERTAIN
22 EVIDENCE WHICH IT INTENDS TO USE AGAINST JANSSEN
23 IF IT WERE TO GO TO TRIAL AND YOU COULD DO THAT
24 BEFORE TRIAL.

25 AND THAT JANSSEN WOULD BE ENTITLED

1 TO A JURY TRIAL, THAT IS TO HAVE THE CASE
2 DECIDED BY 12 PERSONS WHERE THE VERDICT WOULD
3 HAVE TO BE UNANIMOUS. OTHERWISE, JANSSEN COULD
4 BE FOUND GUILTY. THAT THE GOVERNMENT WOULD HAVE
5 TO PROVE ITS CASE BY PRESENTING EVIDENCE THROUGH
6 THE MOUTHS OF THE WITNESSES WHO WOULD TESTIFY
7 HERE FROM THE WITNESS STAND AND JANSSEN'S
8 ATTORNEY WOULD HAVE THE OPPORTUNITY TO
9 CROSS-EXAMINE THOSE WITNESSES, AND THAT JANSSEN
10 COULD PRESENT ITS OWN WITNESSES.

11 ALSO, IF JANSSEN WANTED TO BRING IN
12 WITNESSES WHO REFUSED OR WERE RELUCTANT TO COME
13 IN, JANSSEN COULD REQUEST THE COURT TO ISSUE A
14 SUBPOENA REQUIRING THEM TO COME IN. JANSSEN
15 COULD ALSO PRESENT SOMEONE TO TESTIFY ON BEHALF
16 OF THE CORPORATION AND TELL THE JURY WHAT IT
17 WANTED TO, BUT DOES NOT HAVE TO PRESENT ANY
18 EVIDENCE OR ANY WITNESSES WHATSOEVER. AND NO
19 COMMENT COULD BE MADE ABOUT THAT BY ANYBODY NOR
20 COULD THE GOVERNMENT USE IT AGAINST YOU. IN
21 FACT, I WOULD TELL THE JURY THAT IT COULD
22 NOT HOLD IT AGAINST JANSSEN IF NO ONE TESTIFIED
23 ON BEHALF OF JANSSEN OR THAT NO EVIDENCE WAS
24 PRESENTED BY JANSSEN.

25 AND YOU WOULD ALSO HAVE THE RIGHT

1 TO TAKE AN APPEAL FROM THE VERDICT OF GUILTY
2 WHICH IF YOU WERE SUCCESSFUL IN THE 3RD CIRCUIT
3 COURT OF APPEALS, THE CASE COULD BE REVERSED,
4 THAT IS THAT THE COURT COULD ORDER A NEW TRIAL,
5 MODIFY THE FINDING OF GUILT OR FIND THAT THE
6 GOVERNMENT HAS NOT PROVEN ANY CASE.

7 IN THIS AGREEMENT, JANSSEN HAS
8 AGREED THAT IT WILL NOT TAKE ANY APPEAL FROM THE
9 SENTENCE TO BE IMPOSED IN THIS CASE PURSUANT TO
10 THE AGREEMENT OF THE PARTIES. THAT MEANS YOU
11 CANNOT TAKE A DIRECT APPEAL IN THE 3RD CIRCUIT
12 COURT OF APPEALS, NOR COULD YOU FILE COLLATERAL
13 CHALLENGE UNDER SECTION 2255, IN A MOTION TO SET
14 ASIDE OR VACATE THE JUDGMENT, THE SENTENCE. DO
15 YOU UNDERSTAND THAT?

16 A. YES, YOUR HONOR.

17 Q. DO YOU UNDERSTAND ALL OF THOSE
18 RIGHTS ON BEHALF OF THE CORPORATION?

19 A. I DO, YOUR HONOR.

20 Q. AND THEY WERE DISCUSSED WITH THE
21 DECISION MAKERS AT THE CORPORATE DEFENDANT'S
22 HEADQUARTERS?

23 A. I AM AUTHORIZED PURSUANT TO THE
24 RESOLUTION TO ENTER THE PLEA WITH FULL KNOWLEDGE
25 OF THE CIRCUMSTANCES THAT THE COURT JUST

1 DESCRIBED.

2 Q. AND YOU DO SO?

3 A. I DO.

4 Q. NOW THAT YOU KNOW WHAT THOSE RIGHTS
5 ARE, WHICH I AM SURE YOU DID, HAVING BEEN A
6 FORMER ASSISTANT UNITED STATES ATTORNEY.

7 A. YES, YOUR HONOR.

8 Q. IS JANSSEN GIVING UP THOSE RIGHTS?

9 A. YES, YOUR HONOR.

10 Q. AND INTENDS TO KEEP THIS AGREEMENT
11 AND ENTER INTO THIS PLEA?

12 A. IT DOES, YOUR HONOR.

13 Q. ALL RIGHT. HAVING GIVEN UP THOSE
14 RIGHTS, NOW I AM GOING TO ASK YOU, WHAT MR.
15 GLENN SAID JANSSEN DID AND WHAT HAPPENED, ALL
16 RIGHT, I WANT YOU TO RECALL WHAT HE SAID.

17 A. YES, YOUR HONOR.

18 Q. IS THAT WHAT HAPPENED?

19 A. THAT'S -- PURSUANT TO THE
20 RESOLUTION AND THE PLEA AGREEMENT ON BEHALF OF
21 THE COMPANY, WE DO AGREE TO ENTER A GUILTY PLEA
22 PURSUANT TO THE FACTUAL BASIS THAT MR. GLENN
23 OUTLINED, WHICH FOLLOWED VERY DELIBERATELY AND
24 ACCURATELY THE PLEA AGREEMENT ITSELF AND THE
25 STIPULATED FACTS CONTAINED IN THE PLEA

1 AGREEMENT.

2 Q. SO THAT'S WHAT HAPPENED?

3 A. YES, YOUR HONOR. AS YOU POINTED
4 OUT EARLIER, I DON'T HAVE PERSONAL KNOWLEDGE OF
5 THE FACTS. BUT I DO HAVE AUTHORITY TO ENTER THE
6 PLEA BASED ON THOSE FACTS, AND THE COMPANY,
7 JANSSEN, IS ACKNOWLEDGING GUILT BASED ON THOSE
8 FACTS.

9 Q. THAT JANSSEN DID WHAT THE
10 GOVERNMENT SAID IT DID?

11 A. YES, YOUR HONOR.

12 Q. ALL RIGHT. ARE THERE ANY QUESTIONS
13 YOU WANT TO ASK?

14 A. NO, YOUR HONOR.

15 THE COURT: DO THE PARTIES AGREE --
16 WELL, WHY DON'T YOU DO THIS, MR. GLENN. WHY
17 DON'T YOU SET FORTH THE TERMS OF THE AGREEMENT.

18 MR. GLENN: YES, YOUR HONOR. WE HAVE
19 ENTERED INTO AN AGREEMENT WITH THE DEFENDANTS, YOUR
20 HONOR, THAT HAS BEEN SUMMARIZED IN THE AGREEMENT.
21 JANSSEN WILL PLEAD GUILTY TO COUNT 1 OF THE
22 INFORMATION. THE AGREEMENT IS MADE UNDER RULE
23 11(C)(1)(C) AND THE PARTIES AGREE THAT THE
24 APPROPRIATE SENTENCE IS A FINE OF \$334 MILLION, A
25 FORFEITURE JUDGMENT OF \$66 MILLION AS SUBSTITUTE

1 ASSETS, AND A SPECIAL ASSESSMENT OF \$125. JANSSEN
2 AGREES TO PAY THESE PENALTIES WITHIN 10 BUSINESS
3 DAYS FROM THE DATE OF SENTENCING.

4 THE PARTIES AGREE THAT THE MISBRANDED
5 DRUGS ARE NO LONGER AVAILABLE. BECAUSE JANSSEN IS
6 UNDER A CORPORATE INTEGRITY AGREEMENT, JANSSEN WILL
7 NOT BE PLACED ON PROBATION. JANSSEN HAS ALSO
8 REACHED A SETTLEMENT IN A CIVIL CASE INVOLVING
9 RISPERDAL. JANSSEN WAIVES DEFENSES UNDER THE DOUBLE
10 JEOPARDY AND EXCESSIVE FINES CLAUSE OF THE EIGHTH
11 AMENDMENT. THE PARTIES AGREE THAT THIS CASE DOES
12 NOT INCLUDE A RESTITUTION ORDER. JANSSEN WAIVES ANY
13 CLAIM UNDER THE HYDE AMENDMENT.

14 THE INTENT OF THE PLEA AGREEMENT IS
15 THAT JANSSEN AS EXISTED ON JULY 6, 2011 IS THE
16 ENTITY WHICH IS PLEADING GUILTY. JANSSEN
17 UNDERSTANDS THE MAXIMUM PENALTIES FOR THE OFFENSE
18 CHARGED. THE PARTIES AGREE THAT THE AGREED-UPON
19 FINE HERE IS BELOW THE STATUTORY MAXIMUM AUTHORIZED
20 BY SECTION 3571(D). PARAGRAPH EIGHT OF THE PLEA
21 AGREEMENT, YOUR HONOR, ARE THE STIPULATIONS WHICH I
22 JUST READ AS THE FACTUAL BASIS. JANSSEN UNDERSTANDS
23 THAT THE UNITED STATES CONTENDS THAT THE SCOPE OF
24 JANSSEN'S OFF-LABEL PROMOTION WAS BROADER THAN THAT
25 TO WHICH IT IS STIPULATED HERE.

1 JANSSEN HAS AGREED TO BE PLACED UNDER A
2 CORPORATE INTEGRITY AGREEMENT WITH THE HHS INSPECTOR
3 GENERAL. JANSSEN WAIVES ALL DEFENSES UNDER THE
4 CONSTITUTION OR SPEEDY TRIAL ACT AND ANY APPLICABLE
5 STATUTES OF LIMITATIONS AS DESCRIBED IN THIS
6 PARAGRAPH. JANSSEN AGREES THAT THE CURRENT
7 PROSECUTION IS TIMELY. THE AGREEMENT PROVIDES FOR
8 FURTHER TIME IF THE AGREEMENT IS NOT CARRIED OUT.

9 THE UNITED STATES WILL NOT BRING ANY
10 OTHER CRIMINAL CHARGES AGAINST JANSSEN OR RELATED
11 COMPANIES FOR CERTAIN CONDUCT AS SET FORTH IN THE
12 PLEA AGREEMENT. JANSSEN UNDERSTANDS THAT THIS
13 GUILTY PLEA DOES NOT BIND ANY OTHER GOVERNMENT
14 AGENCY OR ANY COMPONENT OF THE DEPARTMENT OF JUSTICE
15 EXCEPT AS SPECIFIED IN THE AGREEMENT. THE
16 GOVERNMENT TAKES NO POSITION ON THE TAX TREATMENT OF
17 ANY MATTERS RELATED TO THIS CASE.

18 JANSSEN WAIVES ALL RIGHTS TO APPEAL OR
19 COLLATERALLY ATTACK THE CONVICTION, SENTENCE OR ANY
20 OTHER MATTER RELATED TO THIS PROSECUTION. JANSSEN
21 WAIVES ALL RIGHTS WHETHER ASSERTED DIRECTLY OR BY A
22 REPRESENTATIVE TO REQUEST OR RECEIVE ANY RECORDS
23 PERTAINING TO THE INVESTIGATION OR PROSECUTION OF
24 THIS CASE, INCLUDING WITHOUT LIMITATION ANY RECORDS
25 THAT MIGHT BE SOUGHT UNDER THE FREEDOM OF

1 INFORMATION ACT OR THE PRIVACY ACT.

2 JANSSEN IS SATISFIED WITH THE LEGAL
3 REPRESENTATION PROVIDED BY ITS LAWYERS. JANSSEN AND
4 ITS LAWYERS HAVE FULLY DISCUSSED THIS GUILTY PLEA
5 AGREEMENT. JANSSEN IS AGREEING TO PLEAD GUILTY
6 BECAUSE JANSSEN ADMITS THAT IT IS GUILTY OF THE
7 OFFENSE DESCRIBED IN PARAGRAPH ONE. JANSSEN WILL
8 ACKNOWLEDGE ACCEPTANCE OF THIS GUILTY PLEA AGREEMENT
9 BY THE SIGNATURE OF ITS COUNSEL AND OF AN AUTHORIZED
10 CORPORATE OFFICER AND WILL PROVIDE DOCUMENTATION OF
11 THE AUTHORITY TO PLEAD GUILTY.

12 THE PARTIES AGREE TO WAIVE THE
13 PRESENTENCE INVESTIGATION AND REPORT PURSUANT TO
14 RULE 32(C)(1) AND WILL JOINTLY REQUEST THAT JANSSEN
15 BE SENTENCED AT THE TIME THE GUILTY PLEA IS ENTERED
16 AND ACCEPTED BY THE COURT.

17 IT IS AGREED THAT THE GUILTY PLEA
18 AGREEMENT CONTAINS NO ADDITIONAL PROMISES,
19 AGREEMENTS OR UNDERSTANDINGS OTHER THAN THOSE SET
20 FORTH IN THIS WRITTEN GUILTY PLEA AGREEMENT AND THAT
21 NO ADDITIONAL PROMISES, AGREEMENTS OR UNDERSTANDINGS
22 WILL BE ENTERED INTO UNLESS IN WRITING AND SIGNED BY
23 ALL PARTIES.

24 THAT SUMMARIZES THE PLEA AGREEMENT,
25 YOUR HONOR.

1 THE COURT: MR. SCHEFF, THAT WAS AN
2 AGREEMENT THAT WAS NEGOTIATED BETWEEN THE PARTIES
3 AFTER EXTENSIVE DISCUSSION, IS THAT CORRECT?

4 MR. SCHEFF: THAT IS CORRECT, YOUR
5 HONOR.

6 THE COURT: HOW LONG WERE THE
7 NEGOTIATIONS?

8 MR. SCHEFF: NEGOTIATIONS OVER THE
9 CRIMINAL PLEA EXTENDED OVER A ONE-YEAR PERIOD OF
10 TIME, YOUR HONOR.

11 THE COURT: AND HAVE YOU THOROUGHLY
12 GONE OVER THAT AGREEMENT WITH THE DEFENDANT
13 CORPORATION?

14 MR. SCHEFF: I HAVE, YOUR HONOR.

15 THE COURT: HAS HE?

16 THE WITNESS: YES, YOUR HONOR.

17 THE COURT: AND YOU -- WITH THOSE WHO
18 ARE RESPONSIBLE FOR MAKING THE DECISIONS AT JANSSEN,
19 DID YOU GO OVER IT WITH THEM?

20 THE WITNESS: WE ARE AUTHORIZED TO
21 ENTER THE PLEA AGREEMENT ON BEHALF OF JANSSEN WITH
22 JANSSEN'S KNOWLEDGE OF THE TERMS AND THE AGREEMENT
23 AND JANSSEN AGREES TO PLEAD GUILTY.

24 THE COURT: THIS IS A GIVE AND TAKE?

25 THE WITNESS: JANSSEN -- YOUR HONOR, I

1 DON'T WANT TO GET INTO THE PROCEEDINGS WITH JANSSEN
2 BECAUSE I AM IN THE LAW DEPARTMENT. I WAS
3 AUTHORIZED TO GO FORWARD ON THIS. I DON'T WANT IT
4 MISUNDERSTOOD. I DID NOT MAKE PERSONAL
5 REPRESENTATION.

6 THE COURT: I UNDERSTAND. I DON'T WANT
7 TO GET IN ATTORNEY/CLIENT COMMUNICATION.

8 THE WITNESS: YES, YOUR HONOR.

9 THE COURT: I JUST WANT TO MAKE SURE
10 THAT THEY THOROUGHLY UNDERSTOOD THE TERMS OF THIS
11 AGREEMENT AND THE CONSEQUENCES.

12 THE WITNESS: YES, YOUR HONOR.

13 THE COURT: AND YOU EXPLAINED IT?

14 THE WITNESS: YES, YOUR HONOR.

15 THE COURT: AND THEY ACKNOWLEDGED THAT
16 THEY UNDERSTOOD IT?

17 THE WITNESS: THE CORPORATION
18 UNDERSTANDS IT AND IT HAS BEEN EXPLAINED TO THEM.

19 THE COURT: THAT'S WHAT I WANT TO KNOW.

20 ARE THERE ANY CONDITIONS, ANY TERMS,
21 OTHER THAN WHAT ARE CONTAINED IN THE WRITTEN SIGNED
22 PLEA AGREEMENT AND AS HAS BEEN DISCLOSED HERE TODAY?

23 THE WITNESS: NO, YOUR HONOR.

24 THE COURT: SO THAT'S THE ENTIRE --

25 THE WITNESS: THAT'S THE ENTIRE

1 AGREEMENT, YOUR HONOR.

2 THE COURT: ALL RIGHT. ARE COUNSEL
3 SATISFIED THAT THERE IS A FACTUAL BASIS FOR THE
4 PLEA, THAT THE PLEA IS VOLUNTARY AND THAT IT'S NOT
5 BASED ON ANY TERMS OR CONDITIONS OTHER THAN THOSE
6 THAT ARE SET FORTH IN THE WRITTEN SIGNED PLEA
7 AGREEMENT AND AS HAS BEEN DISCLOSED HERE TODAY AND
8 THAT THE GUILTY PLEA IS BEING MADE WITH A FULL
9 UNDERSTANDING BY THE DEFENDANT OF THE NATURE OF THE
10 CHARGE, THE MAXIMUM POSSIBLE PENALTY AND THE
11 DEFENDANT'S LEGAL RIGHTS TO PURSUE A TRIAL?

12 MR. GLENN: WE ARE, YOUR HONOR,
13 ALTHOUGH AT SOME POINT WILL THE COURT ASK US TO PUT
14 THE MAXIMUM PENALTIES ON THE RECORD?

15 THE COURT: I THINK YOU STATED THEM,
16 DIDN'T YOU?

17 MR. GLENN: I THINK I DID NOT. AND I
18 CAN DO THAT --

19 THE COURT: I THOUGHT YOU DID IN YOUR
20 RECITATION, BUT GO AHEAD.

21 MR. GLENN: THE MAXIMUM PENALTY FOR
22 THIS CHARGE IN THE INFORMATION, YOUR HONOR, IS A
23 MAXIMUM FINE OF \$200,000 OR TWICE THE GROSS GAIN OR
24 GROSS LOSS, WHICHEVER IS GREATER. A SPECIAL
25 ASSESSMENT OF \$125, A 5-YEAR TERM OF COURT

1 SUPERVISION. IN ADDITION, FORFEITURE MAY BE
2 ORDERED. THOSE ARE THE POSSIBLE PENALTIES IN THIS
3 CASE AND FORFEITURE HAS BEEN AGREED TO AS
4 \$66 MILLION.

5 THE COURT: AGREED?

6 MR. SCHEFF: YES, YOUR HONOR.

7 MR. GLENN: AND WITH THAT, WE AGREE
8 THAT THE PLEA IS BEING ENTERED VOLUNTARILY AS YOU
9 PREVIOUSLY ASKED US.

10 THE COURT: ALL RIGHT. I FIND THAT
11 THIS PLEA IS BEING MADE KNOWINGLY AND VOLUNTARILY
12 AND NOT THE RESULT OF ANY PROMISES OR CONDITIONS
13 OTHER THAN THOSE THAT ARE SET FORTH IN THE WRITTEN
14 SIGNED PLEA AGREEMENT AND HAS BEEN DISCLOSED HERE IN
15 OPEN COURT, AND THAT IT IS SUPPORTED BY AN
16 INDEPENDENT BASIS IN FACT OF EACH OF THE ESSENTIAL
17 ELEMENTS OF THE VIOLATION CHARGED.

18 I FURTHER FIND THAT THE DEFENDANT WAS
19 REPRESENTED, UNDERSTANDS THE CHARGE, THE
20 CORPORATION'S LEGAL RIGHTS AND MAXIMUM POSSIBLE
21 PENALTY AND IT FURTHER UNDERSTANDS THAT IT IS GIVING
22 UP ITS RIGHT TO GO TO TRIAL.

23 DO YOU NOW WISH TO ENTER A PLEA OF
24 GUILTY?

25 THE WITNESS: YES, YOUR HONOR.

1 THE COURT: MR. GRACE.

2 THE DEPUTY CLERK: MR. BRAUNREUTHER,
3 PLEASE RISE. JANSSEN PHARMACEUTICALS, INC., YOU ARE
4 CHARGED IN THIS INFORMATION NUMBER 13-605 CONSISTING
5 OF ONE COUNT, WITH INTRODUCTION OF A MISBRANDED DRUG
6 INTO INTERSTATE COMMERCE. HOW SAY YOU, GUILTY OR
7 NOT GUILTY?

8 THE WITNESS: ON BEHALF OF JANSSEN
9 PHARMACEUTICAL PURSUANT TO THE RESOLUTION AND
10 PURSUANT TO THE STIPULATION, I ENTER A GUILTY PLEA
11 ON BEHALF OF JANSSEN PHARMACEUTICA.

12 THE DEPUTY CLERK: THANK YOU, SIR. YOU
13 MAY BE SEATED.

14 THE COURT: DO YOU HAVE ANY QUESTIONS
15 ABOUT WHAT WE DID HERE?

16 THE WITNESS: NO, YOUR HONOR.

17 THE COURT: WHAT DID WE DO?

18 THE WITNESS: WE JUST ENTERED A GUILTY
19 PLEA ON BEHALF OF THE CORPORATION JANSSEN
20 PHARMACEUTICA PURSUANT TO A STIPULATION REACHED WITH
21 THE GOVERNMENT AND AS AUTHORIZED BY A CORPORATE
22 RESOLUTION FROM PHARMACEUTICA -- FROM JANSSEN
23 PHARMACEUTICA.

24 THE COURT: IS EVERYTHING YOU TOLD ME
25 THE TRUTH?

1 THE WITNESS: YES, YOUR HONOR.

2 THE COURT: I WILL ACCEPT THE
3 DEFENDANT'S PLEA OF GUILTY. I FIND AND JUDGE THE
4 DEFENDANT GUILTY.

5 IT IS MY UNDERSTANDING THAT THE PARTIES
6 ARE PREPARED TO PROCEED TO SENTENCING IMMEDIATELY,
7 AND THAT THE DEFENDANT IS WAIVING THE PREPARATION OF
8 A PRESENTENCE INVESTIGATION REPORT. IS THAT
9 CORRECT?

10 MR. GLENN: YES, YOUR HONOR.

11 MR. SCHEFF: THAT IS CORRECT. AND YOUR
12 HONOR, I DO HAVE A FULLY EXECUTED WAIVER OF THE
13 PREPARATION OF THE PRESENTENCE REPORT SIGNED BY MR.
14 BRAUNREUTHER THROUGH MYSELF THAT I WOULD JUST LIKE
15 TO HAND UP TO THE COURT.

16 THE COURT: VERY WELL. I WILL HEAR YOU
17 ON SENTENCING.

18 MR. GLENN: THANK YOU, YOUR HONOR.

19 YOUR HONOR, THE GOVERNMENT RECOMMENDS
20 THAT THE COURT IMPOSE THE AGREED-UPON SENTENCE HERE
21 ON THE CORPORATION. THAT AGREED-UPON SENTENCE, YOUR
22 HONOR, IS A SENTENCE OF A \$334 MILLION FINE, A
23 \$66 MILLION FORFEITURE AND NO PROBATION. YOUR
24 HONOR, WE OFFER THIS AND RECOMMEND THIS AS A JUST
25 SENTENCE IN THIS CASE, TAKING INTO ACCOUNT THE

1 FACTORS UNDER 3553 (A) .

2 THIS WOULD NORMALLY BE CALCULATED UNDER
3 CHAPTER 8 OF THE SENTENCING GUIDELINES, HOWEVER THE
4 ACTUAL CALCULATION MECHANICS IN PART C OF THAT
5 CHAPTER DON'T APPLY HERE BECAUSE OF THE PARTICULAR
6 OFFENSE AND GUIDELINES WHICH ARE INVOKED. HOWEVER,
7 UNDER SECTION 3553 (A), YOUR HONOR, WE BELIEVE THAT
8 THIS IS AN APPROPRIATE SENTENCE AND A JUST SENTENCE
9 FOR THIS CORPORATION UNDER THESE CIRCUMSTANCES.

10 I WOULD NOTE A COUPLE OF FACTORS FOR
11 THE COURT'S CONSIDERATION UNDER SECTION 3553 (A) .
12 THE COURT HAS ALREADY AND WE HAVE ALREADY AGREED TO
13 THE GUIDELINE, THE ACTUAL GUIDELINE RANGE AND
14 CRIMINAL HISTORY. THE COMPANY IS A MAJOR
15 PHARMACEUTICAL MANUFACTURER. IT MANUFACTURES A
16 NUMBER OF PHARMACEUTICAL DRUGS WHICH BENEFIT A LARGE
17 NUMBER OF PATIENTS THROUGHOUT THIS COUNTRY. IT'S
18 BEEN IN EXISTENCE FOR OVER 40 YEARS. THE COMPANY
19 HAS NO CRIMINAL HISTORY. IT DOES CURRENTLY OPERATE
20 UNDER A CORPORATE INTEGRITY AGREEMENT RELATED TO THE
21 DRUG TOPAMAX, BUT THAT WAS AS A RESULT OF ITS
22 COMBINATION WITH ANOTHER ENTITY WHICH HAD MARKETED
23 TOPAMAX AT THE TIME OF THE OFFENSE WHICH RESULTED IN
24 THAT CORPORATE INTEGRITY AGREEMENT.

25 AND SO, YOUR HONOR, FOR THESE REASONS,

1 WE BELIEVE THAT THIS IS AN APPROPRIATE AND JUST
2 SENTENCE UNDER THE FACTORS UNDER SECTION 3553(A) AND
3 WE WOULD URGE THE COURT TO IMPOSE THE JOINTLY
4 RECOMMENDED AND AGREED UPON SENTENCE ON THIS
5 DEFENDANT.

6 THE COURT: MR. SCHEFF.

7 MR. SCHEFF: THANK YOU, YOUR HONOR.

8 WE JOIN IN THE GOVERNMENT'S REQUEST AND
9 AGREE WITH THE GOVERNMENT'S STATEMENTS OF THE
10 REASONS WHY THE COURT SHOULD ACCEPT THIS AGREED-UPON
11 RESOLUTION OF THIS MATTER.

12 I WOULD NOTE ONE VERY, VERY MINOR
13 CORRECTION FROM WHAT THE GOVERNMENT SAID AND THAT IS
14 THE CORPORATE INTEGRITY AGREEMENT UNDER WHICH
15 JANSSEN IS OPERATING TODAY IS THE CORPORATE
16 INTEGRITY AGREEMENT THAT WAS NEGOTIATED IN THIS CASE
17 IN CONNECTION WITH THE CIVIL AGREEMENT. IT WENT
18 INTO EFFECT, I BELIEVE, ON MONDAY. AND SO THE OLD
19 AGREEMENT WHICH PERTAINED TO THE TOPAMAX MATTER HAS
20 BEEN SORT OF SUBSUMED INTO THIS ONE.

21 JANSSEN IS A COMPANY OF INNOVATION AND
22 RESEARCH. IT EMPLOYS THOUSANDS OF PEOPLE IN THE
23 UNITED STATES AND ELSEWHERE. IT DELIVERS THE
24 IMPORTANT HEALTH THERAPIES GLOBALLY. IT'S A GOOD
25 COMPANY. SO WE URGE THE COURT TO ACCEPT THIS

1 RESOLUTION. IT WAS NEGOTIATED OVER A LONG PERIOD OF
2 TIME, TAKING INTO ACCOUNT, YOU KNOW, SIGNIFICANT
3 DIFFERENCES IN POSITIONS THAT WE HAD AND THE RESULT
4 OF IMPORTANT COMPROMISE. WE DO BELIEVE IT IS A FAIR
5 AND JUST RESULT AS THE GOVERNMENT HAS STATED.

6 THE COURT: MR. BRAUNREUTHER, IT'S YOUR
7 TURN TO TELL ME.

8 THE WITNESS: YOUR HONOR, YES, PURSUANT
9 TO THE RESOLUTION, AND IN PARTICULAR THE
10 STIPULATION, WHAT I WOULD POINT OUT IS THE COMPANY'S
11 EXPRESSION OF ACCEPTANCE AND REGRET. I WOULD LIKE
12 TO EMPHASIZE THE POINT THAT MR. SCHEFF MADE THAT
13 JANSSEN IS RESPONSIBLE FOR THE DELIVERY OF VALUABLE
14 THERAPY THAT CHANGE PEOPLE'S LIVES AROUND THE WORLD,
15 HAS BEEN AND REMAINS COMMITTED TO IMPROVING HUMAN
16 LIFE GOING FORWARD WITH ITS THERAPIES.

17 THE COURT: DOES IT DO THAT FROM AN
18 ALTRUISTIC MOTIVE OR A PROFIT MOTIVE?

19 THE WITNESS: I THINK --

20 THE COURT: YOU CAN'T MAKE IT SOUND
21 LIKE THEY ARE OUT THERE DOING ALL OF THESE GOOD
22 WORKS AND --

23 THE WITNESS: YOUR HONOR, I WOULD BE
24 HAPPY TO SAY THAT THERE ARE MANY PEOPLE THAT WORK
25 DAY IN, DAY OUT IN JANSSEN DRIVEN BY A DESIRE TO

1 IMPROVE PEOPLE'S LIVES AROUND THE WORLD. IT IS
2 ALSO, AS THE COURT POINTS OUT, A PUBLIC CORPORATION
3 WITH A PROFIT-MAKING INCENTIVE AS WELL.

4 THE COURT: IT WAS THE PROFIT MOTIVE
5 THAT DROVE THIS PROGRAM, DIDN'T IT?

6 THE WITNESS: YOUR HONOR, I AM NOT --
7 AGAIN, I POINT OUT ON THE UNDERLYING FACTS, I AM
8 RELUCTANT TO GO BEYOND THE STIPULATION.

9 THE COURT: YOU DON'T HAVE TO AGREE TO
10 THE OBVIOUS.

11 THE WITNESS: THANK YOU, YOUR HONOR.

12 THE COURT: IN DETERMINING WHAT
13 SENTENCE TO IMPOSE, AND THAT IS WHETHER TO ACCEPT
14 THE AGREEMENT OF THE PARTIES, I TAKE INTO
15 CONSIDERATION ALL OF THE FACTORS SET FORTH IN 18
16 UNITED STATES CODE SECTION 3553(A), INCLUDING THE
17 NATURE AND CIRCUMSTANCES OF THE OFFENSE, AND WHAT WE
18 HAVE IN THIS CATEGORY IS THAT THE DEFENDANT MARKETED
19 A DRUG APPROVED FOR THE TREATMENT OF SCHIZOPHRENIA
20 TO ELDERLY PATIENTS WITH DEMENTIA AND MENTALLY
21 DISABLED CHILDREN WHICH WERE NOT APPROVED USES. IT
22 DID SO DESPITE ITS CLEAR AND UNEQUIVOCAL STUDY
23 SHOWING THE DRUG INCREASED THE RISK OF STROKE AND
24 FATALITY AMONG ELDERLY PATIENTS SUFFERING DEMENTIA.
25 IT DID SO IN A CALCULATED MANNER. IT WAS NOT

1 COINCIDENTAL NOR ACCIDENTAL. IT WAS INTENDED TO
2 MAXIMIZE PROFIT WITHOUT REGARD TO RISK.

3 THE CONDUCT THAT IT WAS ENGAGED IN
4 COMPROMISED THE INTEGRITY OF THE DELIVERY OF MEDICAL
5 SERVICES AND IT DID SO BY ENGAGING IN A PATTERN OF
6 KICKBACKS, BONUSES, PROVIDING SPEAKERS, PREPARING
7 LETTERS TO PHARMACEUTICAL DELIVERERS TO ISSUE THE
8 RISPERDAL PREFERRED LETTERS, AND FUNDING CONTINUING
9 MEDICAL EDUCATION PROGRAMS, ALL THROUGH THE IDEA OF
10 INCREASING THE MARKET FOR THE SALE OF THIS DRUG.

11 I LOOK AT THE HISTORY AND THE
12 CHARACTERISTICS OF THE DEFENDANT AND I SEE A LARGE
13 COMPANY THAT EMPLOYS INNUMERABLE PEOPLE THROUGHOUT
14 THE WORLD, DOES DEVELOP AS A RESULT OF ITS RESEARCH
15 DRUGS THAT DO HAVE A GREAT BENEFICIAL EFFECT FOR
16 THOSE WHO ARE PRESCRIBED THOSE DRUGS. I AM ALSO
17 MINDFUL THAT THE COMPANY HAS NO PRIOR CRIMINAL
18 HISTORY, THAT IT HAS ACCEPTED ITS RESPONSIBILITY IN
19 A LARGE WAY.

20 I CANNOT PUT ASIDE THE CIVIL SIDE OF
21 THIS CASE. INDEED IT WAS A GLOBAL SETTLEMENT OF ALL
22 ISSUES, THE CRIMINAL AND CIVIL TOGETHER. I PRESIDED
23 OVER THOSE ACTIONS, KNOW WHAT WENT INTO THEM, KNOW
24 WHAT WORK WENT INTO THEM AND KNOW WHAT WAS GIVEN UP
25 AND WHAT WAS GOTTEN. I ACCEPT THE DEFENDANT'S

1 STATEMENT THAT IT EXPRESSES REGRET FOR WHAT HAD
2 HAPPENED HERE.

3 I ALSO LOOK AT THE NEED TO IMPOSE A
4 SENTENCE THAT REFLECTS THE SERIOUSNESS OF THE
5 OFFENSE. WHAT I SEE IS THAT THIS OFFENSE IS --
6 ALBEIT LABELED A MISBRANDING OF THE DRUG HAS FAR
7 MORE CONSEQUENCES THAN THAT OFFENSE TITLE WOULD SEEM
8 TO INDICATE, AND IS SURELY WHAT THE GOVERNMENT TOOK
9 INTO CONSIDERATION WHEN IT ENTERED INTO THIS
10 AGREEMENT. AND THAT IS THAT IT COMPROMISED THE
11 INTEGRITY OF THE DELIVERY OF MEDICAL SERVICES AND
12 HAS HAD A TENDENCY TO CORRUPT THE DECISIONS MADE BY
13 PHYSICIANS WHO ARE OUT IN THE FIELD PRESCRIBING
14 THESE MEDICATIONS.

15 I LOOK AT THE NEED TO PROMOTE RESPECT
16 FOR THE LAW. THIS AGREEMENT APPEARS TO SATISFY THAT
17 FACTOR. I LOOK AT THE NEED TO AFFORD DETERRENCE AND
18 WHAT YOU HAVE IN THIS CASE IS THAT PHARMACEUTICAL
19 COMPANY IS GOING TO KNOW THERE IS GOING TO BE A COST
20 TO PAY, IT GOES BEYOND MONEY. IT'S GOING TO TARNISH
21 THE REPUTATION OF THE COMPANY, WHICH NOW HAS A
22 CRIMINAL RECORD. THE CIVIL SETTLEMENT IS SOMEWHAT
23 LARGE. THAT IS A DETERRENT EFFECT.

24 WHEN I LOOK AT THE NEED TO PROTECT THE
25 PUBLIC FROM THE DEFENDANT'S FURTHER CRIMES, WE HAVE

1 HERE A CORPORATE INTEGRITY AGREEMENT. THIS COMPANY
2 IS GOING TO BE UNDER A MAGNIFYING GLASS FOR A PERIOD
3 OF TIME. IT'S GOING TO HAVE TO COMPLY AND SUBMIT
4 COMPLIANCE REPORTS TO THE DEPARTMENT OF HEALTH AND
5 HUMAN SERVICES. THAT'S A PRICE TO PAY. NO COMPANY
6 OPERATING WANTS TO HAVE THE GOVERNMENT OVER ITS
7 SHOULDER. IT'S NO LONGER GOING TO BE OFFERING THIS
8 DRUG OR ANY SIMILAR DRUGS OFF LABEL.

9 I LOOK AT THE KINDS OF SENTENCES
10 AVAILABLE AND THE SENTENCING RANGE THAT IS PROVIDED
11 FOR IN THE SENTENCING GUIDELINES. THIS PARTICULAR
12 AGREED-UPON SENTENCE FAR EXCEEDS WHAT COULD BE
13 IMPOSED IN TERMS OF THE GUIDELINES. THERE REALLY IS
14 NO BAROMETER TO JUDGE THE FACTOR OF THE NEED TO
15 AVOID UNWARRANTED SENTENCE DISPARITIES AMONG
16 DEFENDANTS WITH SIMILAR -- RECOGNIZING WHO HAVE BEEN
17 FOUND GUILTY OF SIMILAR CONDUCT. WE JUST DON'T HAVE
18 A BENCHMARK IN THIS CASE.

19 FOR ALL OF THOSE REASONS, IT IS THE
20 JUDGMENT OF THE COURT THAT THE DEFENDANT SHALL PAY
21 TO THE UNITED STATES A SPECIAL ASSESSMENT OF \$125
22 WHICH SHALL BE DUE IMMEDIATELY. THE DEFENDANT SHALL
23 PAY A FINE IN THE AMOUNT OF \$334 MILLION WITHIN 10
24 BUSINESS DAYS. I WILL GRANT THE GOVERNMENT'S MOTION
25 FOR FORFEITURE AND THE DEFENDANT IS ORDERED TO PAY

1 \$66 MILLION IN SUBSTITUTE ASSETS TO SATISFY THAT
2 FORFEITURE. THE TOTAL PAYMENT PURSUANT TO THE
3 SETTLEMENT AGREEMENT AND THIS GUILTY PLEA IS
4 \$400 MILLION.

5 ANYTHING ELSE ON THE SENTENCE,
6 GENTLEMEN?

7 MR. GLENN: JUST TO NOTE THAT THERE
8 WILL BE NO PROBATION IMPOSED.

9 THE COURT: THERE IS NONE. I DIDN'T
10 ORDER IT.

11 MR. GLENN: THANK YOU, YOUR HONOR.

12 MR. SCHEFF: YOUR HONOR, I HAVE NO
13 COMMENT ON THE SENTENCE THAT THE COURT HAS IMPOSED.
14 I JUST WANT THE RECORD TO REFLECT THAT NUMBER ONE,
15 THIS IS A MISDEMEANOR OFFENSE, WHICH I DON'T THINK
16 HAS BEEN STATED BEFORE ON THE RECORD, AND ALSO TO
17 SAY THAT THE COMPANY'S ADMISSION WITH RESPECT TO THE
18 CONDUCT AT ISSUE IS LIMITED TO WHAT IS IN PARAGRAPH
19 8 OF THE PLEA AGREEMENT WHICH MR. GLENN READ INTO
20 THE RECORD AND MR. BRAUNREUTHER ACKNOWLEDGED
21 PURSUANT TO THE AUTHORIZATION HE HAS FROM THE
22 COMPANY. THE COMMENTS THAT THE COURT MADE ABOUT
23 ALLEGATIONS THAT HAVE BEEN MADE ARE NOT THINGS THAT
24 THE COMPANY ACCEPTS, RATHER THE COMPANY DISPUTES.
25 AND I THINK IT IS IMPORTANT THAT THE RECORD REFLECT

1 THAT.

2 THE COURT: YOUR STATEMENT IS ON THE
3 RECORD AS YOU STATED IT.

4 MR. SCHEFF: THANK YOU, SIR.

5 THE COURT: I AM NOT SUGGESTING I AM
6 ADOPTING IT.

7 MR. SCHEFF: I UNDERSTAND.

8 THE COURT: YOU UNDERSTAND THAT YOU
9 GAVE UP YOUR RIGHT TO APPEAL?

10 THE WITNESS: YES, YOUR HONOR.

11 THE COURT: IN ANY EVENT, GIVE HIM HIS
12 RIGHT TO APPEAL.

13 MR. SCHEFF: THE COMPANY HAS THE RIGHT
14 TO FILE AN APPEAL WITHIN 10 DAYS BY FILING A NOTICE
15 -- WITHIN 14 DAYS BY FILING A NOTICE HERE WITH THE
16 DISTRICT COURT AND WITH THE COURT OF APPEALS. IT
17 NEEDS TO BE A SIMPLE STATEMENT OF APPEAL FROM THE
18 JUDGMENT AND COMMITMENT ORDER ENTERED BY THE COURT
19 TODAY.

20 THE COURT: ALL RIGHT. I MUST MAKE
21 THIS OBSERVATION. HAVING BEEN FOR THE PAST SEVERAL
22 YEARS OVERSEEING THE CIVIL END OF THIS AND THIS
23 CRIMINAL PROCEEDING, I CAN'T HELP BUT OBSERVE THAT
24 THE RESULT WHICH IS IN THE PUBLIC INTEREST COULD NOT
25 HAVE BEEN ACCOMPLISHED WITHOUT THE EXPERTISE, THE

1 PATIENCE AND THE PROFESSIONALISM OF THE LAWYERS IN
2 BOTH THE CIVIL AND CRIMINAL DIVISIONS IN THE UNITED
3 STATES ATTORNEY'S OFFICE FOR THE EASTERN DISTRICT OF
4 PENNSYLVANIA.

5 ANYTHING ELSE?

6 MR. SCHEFF: NO, YOUR HONOR.

7 MR. GLENN: NO. THANK YOU, YOUR HONOR.

8 (ALL RISE.)

9 (COURT ADJOURNED.)

10

11

- - -

12

13 I CERTIFY THAT THE FOREGOING IS A
14 CORRECT TRANSCRIPT FROM THE RECORD OF PROCEEDINGS IN
15 THE ABOVE-ENTITLED MATTER.

16

17

18

19 DATE OFFICIAL COURT REPORTER

20 LYNN MCCLOSKEY, RPR

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