



U.S. Department of Justice

*Carmen M. Ortiz
United States Attorney
District of Massachusetts*

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1 Courthouse Way
Suite 9200
Boston, Massachusetts 02210*

June 27, 2012

Geoffrey E. Hobart
Matthew J. O'Connor
Covington & Burling LLP
1201 Pennsylvania Avenue, NW
Washington, DC 20004-2401

Re: United States v. GlaxoSmithKline plc

Dear Counsel:

This letter ("Side Letter Agreement") will confirm that, in exchange for full performance of the Plea Agreement entered into by and among the United States of America, acting through the United States Attorney for the District of Massachusetts ("U.S. Attorney") and the Department of Justice (collectively referred to as "the United States") and your client, GlaxoSmithKline LLC ("GSK"), a copy of which Plea Agreement and related Information are attached hereto as Exhibits One and Two, and in exchange for certain other promises made herein between and among the United States and your client, GlaxoSmithKline plc, its direct and indirect subsidiaries (other than GSK) and its successors, the United States and GlaxoSmithKline plc hereby agree as follows:

1. No Criminal Prosecution of GlaxoSmithKline plc

The United States hereby declines prosecution of GlaxoSmithKline plc or any of its direct or indirect subsidiaries (other than GSK as set forth in the attached Plea Agreement and related Information) for conduct by or attributable to GlaxoSmithKline plc or any of its subsidiaries that:

- (a) falls within the scope of the Information to which GSK is pleading guilty; or

- (b) was either the subject of the grand jury investigation in the District of Massachusetts, or was known to the United States Attorney's Office for the District of Massachusetts or the Consumer Protection Branch of the Civil Division of the Department of Justice prior to the date of this agreement, relating to:
- (i) GSK's sales, marketing and promotion of Imitrex, Lamictal, Lotronex, Flovent, Paxil, Valtrex, Wellbutrin, and Zofran between January 1998 and December 2004;
 - (ii) GSK's sales, marketing and promotion of Advair between January 1998 and June 2010;
 - (iii) GSK's communications with and reporting to the Food and Drug Administration in connection with Advair, Paxil, and Wellbutrin between July 1998 and December 2004;
 - (iv) GSK's sales, marketing and promotion of Avandia, Avandamet, and Avandaryl between January 2000 and December 2010; and
 - (v) GSK's communications with and reporting to the Food and Drug Administration in connection with Avandia, Avandamet, and Avandaryl.

The United States does not decline criminal prosecution of GlaxoSmithKline plc or any of GlaxoSmithKline plc's related entities for any other conduct beyond that set forth above.

This Side Letter Agreement is not intended to and does not affect the criminal liability of any individual.

It is understood among the parties to this Side Letter Agreement that the United States' promise not to prosecute GlaxoSmithKline plc is dependent upon and subject to GSK fulfilling its material obligations in the Plea Agreement and in the related Civil Settlement Agreements attached hereto as Exhibits Three through Five. If GSK does not fulfill its material obligations in the Plea Agreement and/or the Civil Settlement Agreements, GlaxoSmithKline plc agrees to waive any defenses regarding pre-indictment delay, statute of limitations, or Speedy Trial Act with respect to any and all criminal charges that could have been timely brought or pursued as of the date of this letter, as set forth above.

2. Who Is Bound By Agreement

With respect to matters set forth in Paragraph 1, this Agreement is binding upon GlaxoSmithKline plc and the Office of the United States Attorney for the District of Massachusetts, the United States Attorney's Offices for each of the other 92 judicial districts of the United States, and the Consumer Protection Branch of the Department of Justice. The non-prosecution provisions in Paragraph 1 are also binding on the Criminal Division of the United States Department of Justice, with the exception of any investigations of GlaxoSmithKline plc or any of its subsidiaries that are or may be conducted in the future by the Fraud Section of the Criminal Division regarding possible violations of the Foreign Corrupt Practices Act and related offenses in connection with the sales and marketing of GlaxoSmithKline plc's or any of its subsidiaries' products to foreign customers, which investigations are specifically excluded from the release in Paragraph 1. A copy of the letter to United States Attorney Carmen M. Ortiz from the Assistant Attorney General, Criminal Division, Department of Justice, authorizing this Agreement is attached as Exhibit Six. GlaxoSmithKline plc understands that this Agreement does not bind any state or local prosecutive authorities, the Tax Division of the U.S. Department of Justice or the Internal Revenue Service of the U.S. Department of the Treasury.

3. Complete Agreement


This Side Letter Agreement; the Plea Agreement and the three Civil Settlement Agreements with GSK attached hereto; the tolling agreement regarding Avandia dated September 21, 2011 attached as Exhibit Seven; and the tolling agreement regarding other drugs dated December 1, 2011 attached as Exhibit Eight are the complete and only agreements between the parties. No promises, agreements or conditions have been entered into other than those set forth or referred to in the above-identified documents. This agreement supersedes prior understandings, if any, of the parties, whether written or oral. This agreement cannot be modified other than in a written memorandum signed by the parties or on the record in court.

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If this letter accurately reflects the agreement entered into between the United States and GlaxoSmithKline plc and if you are authorized to enter into this agreement on behalf of GlaxoSmithKline plc, please sign below and return the original of this letter to Assistant U.S. Attorneys Susan G. Winkler and Sara M. Bloom.

Very truly yours,


CARMEN M. ORTIZ
UNITED STATES ATTORNEY
DISTRICT OF MASSACHUSETTS

Sara Miron Bloom
Susan G. Winkler
Shannon T. Kelley
Amanda Strachan
Brian Perez-Dapple
Assistant U.S. Attorneys

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Patrick Jasperse
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ACKNOWLEDGMENT OF AGREEMENT

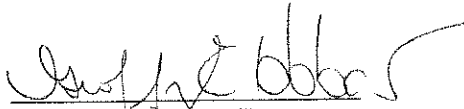
I am authorized to execute this Side Letter Agreement on behalf of GlaxoSmithKline plc. GlaxoSmithKline plc has been advised of the contents of this Side Letter Agreement, the Plea Agreement and Civil Settlement Agreements with GSK and the criminal Information charging GSK, and has discussed them fully with its counsel. I am further authorized to acknowledge on behalf of GlaxoSmithKline plc that these documents fully set forth the agreements made between GlaxoSmithKline plc and the United States, and that no additional promises or representations have been made to GlaxoSmithKline plc by any officials of the United States Department of Justice in connection with the disposition of this matter, other than those set forth in those documents.

Dated: 6-28-12



Elpidio Villarreal
Senior Vice President, Global Litigation
GlaxoSmithKline LLC

Dated: 6/28/12



Geoffrey E. Hobart, Esq.
Matthew J. O'Connor, Esq.
Covington & Burling LLP
Counsel for Defendant