

APPELLATE LITIGATION  
RETENTION AGREEMENT  
FOR SPECIAL COUNSEL APPOINTED  
BY THE SOUTH CAROLINA ATTORNEY GENERAL AS TO  
*STATE OF SOUTH CAROLINA ex rel. ALAN WILSON, in his capacity as Attorney General for  
the State of South Carolina V. ORTHO-MCNEIL-JANSSEN PHARMACEUTICALS, INC., f/k/a  
JANSSEN PHARMACEUTICA, INC., and/or JANSSEN, L.P.,  
and JOHNSON & JOHNSON, INC.*

WHEREAS, the current LITIGATION RETENTION AGREEMENT FOR SPECIAL COUNSEL APPOINTED BY THE SOUTH CAROLINA ATTORNEY GENERAL regarding the drug Risperdal does not contemplate an appeal or the costs thereof; and

AND WHEREAS, the Attorney General has concluded that it is in the best interest of the State of South Carolina to retain Special Counsel specifically for the appeal of this litigation matter; and

AND WHEREAS, the Attorney General hereby engages Special Counsel to provide legal representation, including but not limited to, all aspects of the appeal of Civil Action No.: 2007-CP-42-1438, State of South Carolina ex rel. Alan Wilson, in his capacity as Attorney General for the State of South Carolina v. Ortho-McNeil-Janssen Pharmaceuticals, Inc., f/k/a Janssen Pharmaceutica, Inc., and/or Janssen, L.P., and Johnson & Johnson, Inc.; and

AND WHEREAS, this APPELLATE LITIGATION RETENTION AGREEMENT is separate from, and in addition to, the original LITIGATION RETENTION AGREEMENT FOR SPECIAL COUNSEL APPOINTED BY THE SOUTH CAROLINA ATTORNEY GENERAL signed July 19, 2006 (hereinafter the "Original Agreement"), the Addendum to the Litigation Retention Agreement for Special Counsel Appointed by the South Carolina Attorney General for the Pharmaceutical Prescription Drug Risperdal signed December 10, 2009, the Addendum to the Litigation Retention Agreement for Special Counsel Appointed by the South Carolina Attorney General for the Pharmaceutical Prescription Drug Risperdal signed September 8, 2010, and the Addendum to the Litigation Retention Agreement for Special Counsel Appointed by the South Carolina Attorney General for the Pharmaceutical Prescription Drug Risperdal signed December 9, 2010 (hereinafter collectively the "Addendums"). The above described Agreements still stand and are applicable in regard to fees and costs on the gross trial court award or the gross amount of any settlement which may subsequently occur.

AND WHEREAS, this case now presents with special circumstances and novel and complex legal issues not contemplated in the Original Agreement or the Addendums, thus presenting a need for this Appellate Litigation Retention Agreement.

AND WHEREAS, the Appellate Litigation Retention Agreement is intended to address the hiring of Special Counsel to perfect the appeal and/or handle any post appeal settlement and the terms surrounding the payment of attorneys fees to Special Counsel, post judgment interest, costs, and settlement post appeal.

AND WHEREAS, in consideration of hiring Special Counsel for the appellate stage of litigation, the South Carolina Attorney General agrees to pay Special Counsel an additional six (6%) percent of the original judgment in its gross amount plus post judgment interest less costs, which costs are reimbursable pursuant to Article V of the Original Agreement. The additional six (6%) percent shall also be paid on any post appeal gross settlement amount. The South Carolina Attorney General hereby specifically waives any request for a ten (10%) percent retention on this additional appellate fee.

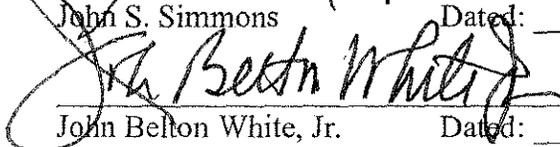
AND WHEREAS, Special Counsel agrees to be bound to the terms of both the Original Agreement and Addendums as to the duties and responsibilities of Special Counsel throughout the appellate process.

**Attorney General of South Carolina**

  
Alan Wilson Dated: 8-30-11

**Special Counsel**

  
John S. Simmons Dated: 8/25/11

  
John Belton White, Jr. Dated: \_\_\_\_\_

  
F. Kenneth Bailey, Jr. Dated: 8-26-2011

August 30, 20 11

Columbia, South Carolina