

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MEDA PHARMACEUTICALS INC. and)	
CIPLA LTD.,)	
)	
<i>Plaintiffs,</i>)	
)	C.A. No. 14-1453-LPS-CJB
v.)	
)	
APOTEX INC. and APOTEX CORP.,)	
)	
<i>Defendants.</i>)	

[PROPOSED] STIPULATED PROTECTIVE ORDER

WHEREAS, Plaintiffs Meda Pharmaceuticals Inc. (“Meda”) and Cipla Ltd. (“Cipla”) (collectively, “Plaintiffs”) and Defendants Apotex Inc. and Apotex Corp. (collectively, “Apotex”) are parties to the above-captioned action (the “action” or “litigation”);

WHEREAS, the parties to this action believe that one or more of them will or may be required to disclose to another party certain documents, things, and information that constitute or contain trade secrets, technical know-how, or other confidential or proprietary research, development, business, commercial, or financial information relating to the subject matter of this action;

WHEREAS, the parties consider such information to be confidential and proprietary within the meaning of Fed. R. Civ. P. 26(c)(7), *Pansy v. Borough of Stroudsburg*, 23 F.3d 772 (3d Cir. 1994) and *Glenmede Trust Co. v. Thompson*, 56 F.3d 476 (3d Cir. 1995) and, therefore, mutually desire that a Stipulated Protective Order limiting use, access to, and disclosure of such information be entered;

WHEREAS, the parties contemplate that confidential information produced in this action may be produced by a non-party, and the parties also seek to facilitate the production and protection of such confidential information;

WHEREAS, the parties have and/or expect to exchange discovery in connection with this matter and recognize that confidential information may be disclosed in the course of this discovery, and in other proceedings in this matter;

WHEREAS, the parties desire to limit the extent of disclosure and use of such confidential information, and to protect such confidential information from unauthorized use and/or further disclosure, and wish to ensure that no advantage is gained by any party by the use of such confidential information which could not have been gained had discovery in this action not occurred;

WHEREAS, this action involves highly technical subject matter requiring discovery of trade secrets and proprietary information pertaining to, among other things, drug formulations, manufacturing processes and techniques, scientific research and development, and other sensitive competitive information; and

WHEREAS, the parties have consented to the entry of this Stipulated Protective Order (“Order”) pursuant to Federal Rule of Civil Procedure 26(c) and the Court having considered the foregoing and for good cause shown,

IT IS ORDERED, that the following provisions shall govern the conduct of further proceedings in this action:

Definitions

1. (a) The term “Confidential Information” shall mean any tangible thing or oral testimony that contains or reveals what a party or non-party considers to be its trade secret,

business confidential, or proprietary research, development, commercial, or financial information. It may include, without limitation, documents produced in this action, during formal discovery or otherwise; information of non-parties which the producing or designating party is under an obligation to maintain in confidence; initial disclosures; answers to interrogatories and responses to requests for admission or other discovery requests; deposition or hearing transcripts; affidavits; exhibits; experts' reports; memoranda of law; and tangible things or objects that are designated confidential pursuant to this Order. The information contained therein and all copies, abstracts, excerpts, analyses, notes or other writings that contain, reflect, reveal or otherwise disclose such confidential information shall also be deemed "Confidential Information." Information originally designated as "Confidential Information" shall not retain that status after any ruling by the Court denying such status to it. Each party shall act in good faith in designating information as "Confidential Information."

The term "Highly Confidential Information" shall mean any tangible thing or oral testimony that comprises or contains (i) confidential, highly sensitive, and/or proprietary information pertaining to marketing, sales, revenues, profits, forecasts, or business plans or strategies for any existing products or products in development and (ii) any scientific or technical information relating to, referring to, or concerning Dymista[®], Apotex's ANDA No. 207712 and/or the associated products (including compositions, methods, uses, or processes) that constitute or reflect trade secrets or other proprietary information, including, but not limited to, draft patent applications, invention disclosures, non-public patent filings; confidential research, development, testing and studies relating to drug products, methods, uses or processes; any correspondence or draft correspondence with the FDA regarding ANDA No. 207712; any research, development, testing, analysis and/or studies, including analytical data and/or any

chemical materials used to produce an azelastine hydrochloride and fluticasone propionate combination nasal spray that the producing party reasonably believes the disclosure of which is likely to cause harm to the competitive position of the party producing the information. It may include, without limitation, documents produced in the actions, during formal discovery or otherwise; information of non-parties which the producing or designating party is under an obligation to maintain in confidence; initial disclosures; answers to interrogatories and responses to requests for admission or other discovery requests; deposition or hearing transcripts; affidavits; exhibits; experts' reports; memoranda of law; and tangible things or objects that are designated confidential pursuant to this Order. The information contained therein and all drafts, copies, abstracts, excerpts, analyses, notes or other writings that contain, reflect, reveal or otherwise disclose such highly confidential information shall also be deemed "Highly Confidential Information." Information originally designated as "Highly Confidential Information" shall not retain that status after any ruling by the Court denying such status to it. Each party shall act in good faith in designating information as "Highly Confidential Information."

(b) The term "party" means Meda, Cipla, and/or Apotex.

(c) The term "producing party" means any party or non-party producing documents or information as Confidential Information or Highly Confidential Information under this Order.

(d) The term "receiving party" shall mean any party to whom Confidential Information or Highly Confidential Information is produced.

Designation of Confidential and Highly Confidential Information

2. Each producing party who produces or discloses any material that it believes comprises Confidential Information may so designate it by marking the document containing the information “CONFIDENTIAL-SUBJECT TO STIPULATED PROTECTIVE ORDER.” Each producing party who produces or discloses any material that it believes comprises Highly Confidential Information may so designate it by marking the document containing the information “HIGHLY CONFIDENTIAL-SUBJECT TO STIPULATED PROTECTIVE ORDER.” When documents are produced for inspection, the documents shall be treated by the receiving party as “Highly Confidential” until copies are provided and otherwise designated. Deposition testimony will be treated as Highly Confidential Information unless otherwise designated or confidentiality is waived either on the record during the deposition or within thirty (30) days after receipt of the transcript. Each transcript and/or recording of the deposition shall be prominently marked on the front with a statement that provides “THIS DEPOSITION CONTAINS [HIGHLY] CONFIDENTIAL INFORMATION SUBJECT TO STIPULATED PROTECTIVE ORDER.”

3. If any Confidential Information or Highly Confidential Information is produced by a non-party to these litigations, such a non-party shall be considered a producing party within the meaning of that term as it is used in the context of this Order and each of the parties shall be treated as a receiving party. Confidential Information or Highly Confidential Information that originated with a non-party may be designated as such and shall be subject to the restrictions on disclosure specified herein.

4. In the event any producing party produces Confidential Information or Highly Confidential Information that has not been designated as such or not correctly designated, the

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