UNITED STATES DISTRICT COUR NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

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CITY OF LAKELAND EMPLOYEES PENSION PLAN, Individually and on Behalf of All Others Similarly Situated,

Plaintiff,

VS.

BAXTER INTERNATIONAL INC., et al.,

Defendants.

Case No. 1:10-cv-06016

CLASS ACTION

Judge John J. Tharp, Jr.

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Class based on your claims in the action entitled *City of Lakeland Employees Pension Plan v. Baxter International Inc., et al.*, No. 1:10-cv-06016 (the "Action"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release ("Proof of Claim Form"). If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim Form, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Action.

2. Submission of this Proof of Claim Form, however, does not assure that you will share in the proceeds of the Settlement of the Action.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM FORM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, ON OR BEFORE JANUARY 7, 2016, ADDRESSED AS FOLLOWS:

> Baxter Securities Litigation Claims Administrator c/o Gilardi & Co. LLC P.O. Box 8040 San Rafael, CA 94912-8040

Online Submissions: www.baxtersecuritiessettlement.com

If you are NOT a member of the Class, as defined in the Notice of Pendency of Class Action and Proposed Settlement, Motion for Attorneys' Fees and Settlement Fairness Hearing (the "Notice"), DO NOT submit a Proof of Claim Form.

If you are a member of the Class and you do not timely request exclusion in connection with the proposed Settlement, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.

II. CLAIMANT IDENTIFICATION

If you purchased or otherwise acquired the common stock of Baxter International Inc. ("Baxter" or the "Company") during the period from June 10, 2009 through and including May 3, 2010, use Part I of this form entitled "Claimant Identification" to list the claimant name, mailing address, and account information if relevant (such as for a claim submitted on behalf of an IRA, Trust, or estate account). Please list the most current claimant or account name as you would like the information to appear on the check, if eligible for payment. Please also provide a telephone number and/or e-mail address, as the Claims Administrator may need to contact you with questions about the claim submitted. If your Claimant Identification information changes, please notify the Claims Administrator in writing at the address above.

If you are acting in a representative capacity on behalf of a Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents or other documents which provide you with the authority to submit the claim. Please also indicate your representative capacity under your signature on page 6 of this claim form.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. If you have a large number of transactions and wish to file your claim electronically, you must contact the Claims Administrator at 1-877-255-2630 to obtain the required file layout.



III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Baxter Common Stock" to supply all required details of your transaction(s) in Baxter publicly traded common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases or acquisitions and **all** of your sales of Baxter common stock between June 10, 2009 and July 30, 2010, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the shares of Baxter publicly traded common stock you held at the close of trading on June 9, 2009, May 3, 2010, and July 30, 2010. Failure to report all such transactions may result in the rejection of your claim.

List these transactions separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Baxter common stock. The date of a "short sale" is deemed to be the date of sale of Baxter common stock.

Copies of stockbroker confirmation slips, stockbroker statements, or other documents evidencing your transactions in Baxter common stock should be attached to your claim. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.



Official Office Use Only	NORTHERN DIS EASTEF City of Lakeland Emplo Internatio Case No. PROOF OF CL A <u>Please Type or Pr</u> Do <u>NOT</u> use Red	S DISTRICT COURT STRICT OF ILLINOIS RN DIVISION yees Pension Plan v. Baxter nal Inc., et al., 1:10-cv-06016 AIM AND RELEASE int in the Boxes Below Ink, Pencil, or Staples	Must Be Postmarked or Received No Later Than January 7, 2016
PART I: CLAIMANT IDENTIFICA		M.I. First Name	
Last Name (Co-Owner)		M.I. First Name (Co-Owr	ner)
O IRA O Joint Tenancy	Employee		Other
Company Name (Beneficial Owner - If Cla			(specify)
Trustee/Asset Manager/Nominee/Record	Owner's Name (If Different	from Beneficial Owner Listed A	vpove)
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PART II. SCHEDULE OF TRANSACTIONS IN BAXTER COMMON STOCK

IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim Form under the terms of the Amended Settlement Agreement ("Settlement Agreement") described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of Illinois with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim in connection with the purchase or acquisition of Baxter publicly traded common stock and know of no other person having done so on my (our) behalf.

V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the Released Persons as provided in the Settlement Agreement.

2. "Related Persons" means, with respect to the Defendants, each and all of their respective present or former parents, subsidiaries, affiliates, successors and assigns, including, without limitation, Baxalta Incorporated, and each and all of their respective present or former officers, directors, employees, employers, attorneys, accountants, financial advisors, commercial bank lenders, insurers, reinsurers, investment bankers, representatives, general and limited partners and partnerships, heirs, executors, administrators, successors, affiliates, agents, spouses, associates, and assigns of each of them or any trust of which any Defendant and/or his or her Related Persons is the settlor or which is for the benefit of any Defendant and/or his or her Related Persons has a controlling interest.

3. "Released Claims" means any and all claims, causes of action, rights, actions, suits, obligations, debts, demands, judgments, agreements, promises, liabilities, damages, losses, controversies, costs, expenses or attorney fees, of every nature and description whatsoever that were, may have been, or could have been asserted in the Action and whether direct or indirect, now known or unknown, suspected or unsuspected, accrued or unaccrued, in law or in equity whether having arisen or yet to arise, including, without limitation, any claims of violations of federal or state securities laws and any federal or state claims of fraud, intentional misrepresentation, negligent misrepresentation, negligence, gross negligence, breach of duty of care and/or breach of duty of loyalty, breach of fiduciary duty, or violations of any state or federal statutes, rules or regulations (including "Unknown Claims" as defined below), that have been or could have been alleged or asserted now or in the future by the Lead Plaintiff or any Class Member against the Defendants or any of them or any of the Released Persons in this Action or in any other court action or before any administrative body, tribunal, arbitration panel, or other adjudicatory body, arising out of, relating to, or in connection with both a Class Member's purchase(s), acquisition(s), or sale(s) of Baxter common stock during the Class Period and from the acts, facts, transactions, events, occurrences, disclosures, statements, omissions, or failures to act that were alleged, may have been alleged, or could have been alleged in the Action.

4. "Released Persons" means each and all of Defendants and each and all of their Related Persons.

5. "Unknown Claims" means any Released Claims which Lead Plaintiff or any Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Persons which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Persons, or might have affected his, her, or its decision not to object to this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiff shall expressly, and each Class Member shall be deemed to have, and by operation of the Judgment shall have, expressly waived to the fullest extent permitted by law the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiff shall expressly, and each Class Member shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code §1542. Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff shall expressly, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts, whether or not previously or currently asserted in any action. Lead Plaintiff acknowledges, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and an essential term of the Settlement of which this release is a part.



6. This release shall be of no force or effect unless and until the Court approves the Settlement Agreement and the Settlement becomes effective on the Effective Date.

7. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

8. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions, and sales of Baxter publicly traded common stock between June 10, 2009 and July 30, 2010, inclusive, and the number of shares of Baxter publicly traded common stock held by me (us) at the close of trading on June 9, 2009, May 3, 2010, and July 30, 2010.

I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this da	y of	in		
	(Month/Year)	(City/State/Country)		
(Sign your name here)		(Sign your name here)		
(Type or print your name here)		(Type or print your name here)		
(Capacity of person(s) signing, <i>e.g.</i> Purchaser or Acquirer, Executor or A		(Capacity of person(s) signing, <i>e.g.</i> , Purchaser or Acquirer, Executor or Administrator)		

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

- 1. Please sign the above release and declaration.
- 2. If this claim is being made on behalf of Joint Claimants, then both must sign.
- 3. Remember to attach copies of supporting documentation, if available.
- 4. Do not send originals of certificates.
- 5. Keep a copy of your claim form and all supporting documentation for your records.
- 6. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
- 7. If you move, please send your new address to the address below.
- 8. **Do not use red pen or highlighter** on the Proof of Claim Form or supporting documentation.

THIS PROOF OF CLAIM FORM MUST BE SUBMITTED ONLINE OR, IF MAILED, POSTMARKED NO LATER THAN JANUARY 7, 2016 ADDRESSED AS FOLLOWS:

Baxter Securities Litigation Claims Administrator c/o Gilardi & Co. LLC P.O. Box 8040 San Rafael, CA 94912-8040 (1-877-255-2630) www.baxtersecuritiessettlement.com

