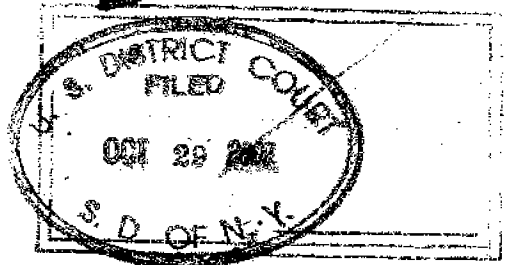


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10/29/07

#160

ORIGINAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



-----X
BARRY VAN RODEN and GERLAD BERNTEN, on
behalf of themselves and all those persons
similarly situated,

Plaintiffs,

03 Civ. 4014 (LLS)

- against -

FINAL JUDGMENT

HENRY A. TERMEER, GENZYME CORPORATION,
CONSTANTINE E. ANAGNOSTOPOULOS, DOUGLAS
BERTHIAUME, HENRY BLAIR, ROBERT
CARPENTER, CHARLES COONEY, VICTOR DZAU,
CONNIE MACK III, and MICHAEL WYZGA,

Defendants.

-----X

Pursuant to an Order of this Court dated August 29,
2007 (the "Preliminary Approval Order"), this Court held a
hearing on October 26, 2007, to determine, inter alia: (1)
whether the settlement contemplated by the Stipulation of
Settlement dated August 22, 2007 (the "Stipulation")
entered into with respect to this action should be finally
approved as fair, reasonable, and adequate; and (2) whether
final judgment should be entered dismissing the Fourth
Amended Class Action Complaint ("Complain") on the merits
and with prejudice in favor of the Defendants and as
against members of the Class who have not been excluded
therefrom.

Plaintiffs have caused to be filed satisfactory proof

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that notice of that hearing, approved by the Court in its Preliminary Approval Order, was mailed to all persons or entities reasonably identifiable who are members of the Class as shown by the records of the transfer agent of Genzyme Corporation, at the respective addresses set forth in such records, and a summary notice of the hearing approved by the Court was published twice in the national edition of *The Wall Street Journal* and *The Boston Globe*.

This Court previously appointed Barry van Roden and Gerald Bernten (the "Representative Plaintiffs") to serve as representatives of the Class and Sub-Class, respectively. This Court also appointed Boies, Schiller & Flexner LLP to serve as Class Counsel and approved its use of Susman Godfrey LLP and Kaplan, Fox & Kilsheimer LLP to work with it on behalf of the Class and Sub-Class.

Having considered all pertinent materials and arguments submitted to it, upon due deliberation this Court hereby ORDERS, ADJUDGES AND DECREES as follows:

1. This Judgment incorporates by reference the definitions in the Stipulation, including without limitation the term "Effective Date", and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation.

2. The Court has jurisdiction over the subject

matter of the Action, the Representative Plaintiffs, the members of the Class, and Defendants Genzyme Corporation, Henri A. Termeer, Constantine E. Anagnostopoulos, Douglas Berthiaume, Henry Blair, Robert Carpenter, Charles Cooney, Victor Dzau, Connie Mack III, and Michael S. Wyzga. Venue in this Court is appropriate for all claims.

3. The distribution of the Notice of Proposed Settlement of Class Action and the publication of the Summary Notice, as provided for in the Preliminary Approval Order, which included individual notice to all members of the Class who could be identified through reasonable effort, constituted the best notice practicable under the circumstances of the matters set forth therein, including the October 26, 2007 hearing and the proposed settlement set forth in the Stipulation. That notice: (a) fully satisfied the requirements of Federal Rule of Civil Procedure 23, Section 21D(a)(7) of the Exchange Act, 15 U.S.C. 78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), the requirements of due process, and any other applicable law, and (b) constituted due and sufficient notice to all persons and entities entitled thereto.

4. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby approves the settlement set

forth in the Stipulation and finds that that settlement is fair, reasonable, and adequate, and is in the best interests of the entire Class and each Class Member. This Court further finds that that settlement resulted from extensive and informed arms-length negotiations between experienced counsel representing the interests of the Representative Plaintiffs and the Class Members on the one hand, and the Defendants on the other. Accordingly, the settlement embodied in the Stipulation is approved in all respects and shall be consummated in accordance with its terms and provisions. The Parties are to perform as required under the Stipulation.

5. Except as to any individual claim of those Persons (identified in the attached Exhibit A) who have validly and timely requested exclusion from the Class, the Action and all claims contained therein, including all of the Released Claims brought against the Defendants, are dismissed with prejudice as to the Representative Plaintiffs and the other Class Members, and as against each of the Defendants. The Parties are to bear their own costs, fees, and expenses, except as otherwise expressly provided in the Stipulation.

6. Upon the Effective Date, the Class Plaintiffs and each of the Class Members (with the exception of those

Class Members identified on Exhibit A who have excluded themselves) shall be deemed to have, and by operation of this Judgment shall have, fully, finally and forever released all Released Claims (including Unknown Claims) against the Releasees and covenanted not to sue the Releasees or any of them in any action or proceeding of any nature with respect to the Released Claims, whether or not that Class Member executes and delivers a Proof of Claim and Release.

7. With the exception of those Class Members identified on Exhibit A who have excluded themselves, all Class Members are hereby forever barred and enjoined from prosecuting the Released Claims (including Unknown Claims) against the Releasees.

8. Upon the Effective Date, each of the Releasees shall be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever released the Representative Plaintiffs and Class Counsel from all claims arising out of, relating to or connected with the institution, prosecution, assertion, settlement, or resolution of the Action.

9. No Authorized Claimant shall have any claim against the Representative Plaintiffs, Class Counsel, the Claims Administrator, or any other agent designated by

Class Counsel based on the distributions made in accordance with the Stipulation and the Plan of Allocation as approved by the Court and further orders of the Court. No Person shall have any claim against any of the Releasees with respect to the investment or distribution of the Net Settlement Fund; the determination, administration, calculation or payment of claims; the administration of the Escrow Account; any losses incurred in connection with the Escrow Account; the Plan of Allocation; or the giving of notice to Class Members. All Class Members whose claims are not approved by the Court shall be barred from participating in distributions from the Settlement Amount, but shall in all respects be subject to and bound by the settlement as embodied in the Stipulation and by this Final Judgment.

10. Neither the Stipulation nor the settlement contained therein, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the settlement: (a) is or may be deemed to be or may be used as an admission of, or evidence of, the validity of any Released Claim, or of any wrongdoing or liability of the Defendants or the Releasees; (b) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of the Defendants or Releasees in

any civil, criminal, administrative or other proceeding in any court, administrative agency or other tribunal. Any Defendants and/or Releasees may file the Stipulation and/or this Judgment in any other action or proceeding that may be brought against any of them in order to support a motion, defense, or counterclaim based on principles of *res judicata*, collateral estoppel, release, good faith settlement, judgment bar or reduction, or any other theory.

11. If the settlement does not become effective in accordance with the terms of the Stipulation or if the Effective Date does not occur, or if the Settlement Fund, or any portion thereof, is returned to the Defendants, then this Judgment shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Stipulation.

12. Without affecting the finality of this Judgment in any way, this Court hereby retains continuing jurisdiction over (a) implementation of the settlement and any award or distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund; and (c) construing, enforcing and administering the

Stipulation and the settlement.

13. Without further order of the Court, the Parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

14. Pursuant to Federal Rule of Civil Procedure 54, the Court expressly finds that there is no just reason for any further delay in approving this Final Judgment and dismissing the Action with prejudice and without costs.

THIS IS A FINAL JUDGMENT. The Clerk of the Court is directed to enter it accordingly.

Dated: New York, New York
October 26, 2007

Louis L. Stanton
LOUIS L. STANTON
U. S. D. J.

THIS DOCUMENT WAS ENTERED
ON THE DOCKET ON 10/29/07