

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

**If you owned Genzyme Biosurgery stock  
on May 8, 2003, you could get a payment  
from a class action settlement.**

*A federal court authorized this notice. This is not a solicitation from a lawyer.*

- A settlement will provide \$64 million (approximately \$1.64 per share—before attorneys’ fees and expenses are deducted—if claims are submitted for each of the 39 million shares estimated to have been owned by members of the Class) to pay claims from investors who owned shares of Genzyme Biosurgery (NASDAQ symbol: GZBX) at the close of trading on NASDAQ on May 8, 2003.
- The settlement resolves a lawsuit over whether Genzyme Corporation and some of its current and former officers and directors caused investors to be paid too little for their GZBX shares in connection with an exchange of those shares for Genzyme General shares; it avoids costs and risks to you from continuing the lawsuit; pays money to investors like you; and releases Genzyme Corporation and others from liability.
- Court-appointed lawyers for the Class will ask the Court for up to 27.5% of the \$64 million as fees for investigating the facts, litigating the case, and negotiating the settlement, plus reimbursement of costs and expenses, including experts’ fees, not to exceed \$3.5 million. The lawyers for the Class have worked on a contingent basis for years and the case was settled on the eve of trial after all pretrial preparation was virtually complete. The lawyers have advanced the costs and expenses of litigation with the expectation that, if they succeeded in recovering money for the Class, they would receive fees and be reimbursed for their costs and expenses from the money recovered, as is customary in this type of litigation.
- The two sides disagree on whether the Class could have won at trial and how much money the Class could have won if they did.
- Your legal rights are affected whether or not you act. Read this notice carefully.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT</b>	
<b>SUBMIT A CLAIM FORM</b>	The only way to get a payment.
<b>OBJECT</b>	Write to the Court about why you don’t like the settlement, how it will be allocated among Class Members, or the requested attorneys’ fees and expenses
<b>GO TO A HEARING</b>	Ask to speak in Court about the fairness of the settlement, how it will be allocated among Class Members, or the requested attorneys’ fees and expenses.
<b>DO NOTHING</b>	Get no payment. Give up rights.

- These rights and options—**and the deadlines to exercise them**—are explained in this Notice.
- The Court in charge of this case still has to decide whether to approve the settlement, how it will be allocated among Class Members, and the requested attorneys’ fees and expenses. Payments will be made if the Court approves the settlement and after appeals if any, are resolved. Please be patient.

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## **BASIC INFORMATION**

### **1. Why did I get this notice package?**

You or someone in your family may have owned shares of Genzyme Biosurgery (NASDAQ symbol: GZBX) stock on May 8, 2003.

The Court sent you this notice because you have a right to know about a proposed settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the settlement. If the Court approves it, and after objections and appeals, if any, are resolved, an administrator appointed by the Court will make the payments that the settlement allows. Further information on the progress of the claims administration process will be made available by the Settlement Administrator on its website.

This package explains the lawsuit, the settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the United States District Court for the Southern District of New York and the case is known as *van Roden v. Termeer*, Case No. 03 Civ. 4014 (LLS) or the **Genzyme Biosurgery Securities Litigation**. The people who sued are called Plaintiffs, and the company and the persons they sued—Genzyme Corporation and Henri A. Termeer, Constantine E. Anagnastopoulos, Douglas Berthiaume, Henry Blair, Robert Carpenter, Charles Cooney, Victor Dzau, Connie Mack III, and Michael S. Wyzga (current and former officers and directors of Genzyme)—are called the Defendants.

### **2. What is this lawsuit about?**

In general, Plaintiffs claim that Defendants engaged in a fraudulent scheme that had the purpose and effect of causing an exchange of GZBX shares for Genzyme General shares to take place at an artificially depressed price. Plaintiffs allege violations of the federal securities laws. Plaintiffs also allege claims for breach of fiduciary duty and breach of contract under Massachusetts law. Defendants deny all claims and allegations of wrongdoing, and deny that they are liable for damages or any other relief to Plaintiffs or the Class.

### **3. Why is this a class action?**

In a class action, one or more people called Class Representatives—in this case Barry van Roden and Gerald Bernten—sue on behalf of people who have similar claims. All these people are a Class or Class Members. One court resolves the issues for all Class Members, except for those who have excluded themselves from the Class. U.S. District Judge Louis L. Stanton is in charge of this class action.

### **4. Why is there a settlement?**

This lawsuit was filed shortly after Genzyme Corporation announced, on May 8, 2003, that on June 30, 2003, it would require all GZBX shareholders to exchange each of their GZBX shares for .04914 shares of Genzyme General stock. That exchange ratio was the product of a contractual formula, but Plaintiffs contend the Defendants engaged in a scheme to reduce the number of Genzyme General shares that GZBX shareholders would receive. Defendants have vigorously contested Plaintiffs' claims, filing two motions to dismiss, which the Court denied; a summary judgment motion, which was pending when attorneys for the parties reached an agreement in principle to settle the case (the Court denied that motion shortly thereafter); and other motions to limit the evidence that the Class could introduce and the damages that the Class could seek at trial, which were pending when attorneys for the parties reached an agreement in principle to settle the case but which the Court had indicated that it would likely grant in substantial part.

During the four years of this litigation, the lawyers for the Class have examined hundreds of thousands of documents, questioned numerous witnesses under oath, retained four expert witnesses to testify before and at trial, and prepared to try the case beginning on August 13, 2007. The Defendants were likewise prepared to try the case, had retained three expert witnesses to testify before and at trial, and had asserted defenses to liability. The Plaintiffs think that realistic damages are \$3.49 per GZBX share if they won at trial. The Defendants think that they would have won at trial and that, even if the Plaintiffs did win at trial, the damages awarded would have been substantially less than \$3.49 per GZBX share.

But there was no trial and the Court has not decided the case in favor of either Plaintiffs or Defendants. Instead, shortly before trial and following extensive arms-length negotiations, both sides agreed to a settlement on August 6, 2007. By settling, the parties avoid the risks and cost of a trial, and the GZBX shareholders will get compensation. One of the two Class Representatives, and all of the attorneys for the Class, think the settlement is best for all Class Members because it provides a substantial benefit as compared to the risk that a similar, smaller, or no recovery would be achieved after a trial and appeals, possibly years in the future, in which the Defendants would have the opportunity to assert defenses to the claims asserted against them. The other Class Representative disagrees.

### **WHO IS IN THE SETTLEMENT**

To see if you will get money from this settlement, you first have to decide if you are a Class Member.

#### **5. Who is part of the settlement?**

On September 6, 2006, the Court entered an order certifying a Class comprising:

All persons or entities who (a) held shares of the Genzyme Corporation Biosurgery Division common stock ("GZBX") on May 8, 2003 immediately before the announcement by Genzyme Corporation that it would exchange all GZBX stock for Genzyme General Division common stock ("GENZ") common stock on June 30, 2003 (the "Exchange"); and (b) exchanged GZBX stock for GENZ stock in the Exchange. Excluded from the Class are the defendants, any affiliates, officers or directors of Genzyme, and any members of the immediate families of individual defendants.

On October 2, 2006, the Court certified a Sub-Class. The Sub-Class includes:

All persons or entities who (a) held shares of the Genzyme Corporation Biosurgery Division common stock ("Biosurgery stock") on May 8, 2003 immediately before the announcement by Genzyme Corporation that it would exchange all Biosurgery stock for Genzyme General Division common stock ("GENZ") common stock on June 30, 2003 (the "Exchange"); and (b) opted out of the Exchange by selling their Biosurgery stock on the open market.

References in this notice to "the Class" include the Sub-Class.

In January 2007, you were sent a Notice of Pendency of Class Action informing you that the Court had certified the Class and giving you the opportunity to exclude yourself from the Class.

#### **6. What should I do if I'm still not sure if I'm included in the Class?**

If you are still not sure whether you are included in the Class, you can ask for free help. You can call 1-800-766-3330 or visit [www.GZBXsettlement.com](http://www.GZBXsettlement.com) for more information. Or you can fill out and return the claim form described in Question 9 to see if you qualify. **Please do not contact the Court.**

### **THE SETTLEMENT BENEFITS—WHAT YOU GET**

#### **7. What does the settlement provide?**

Defendants have agreed to create a \$64 million fund. Defendants have also agreed to deposit the fund in an escrow account where it will earn interest until the money is distributed. The balance of this fund, after deduction of taxes and settlement administration costs, including the cost of this notice, as well as any attorneys' fees and reimbursement of costs and expenses awarded to Class Counsel by the Court, will be divided among all Class Members who submit valid claim forms postmarked on or before December 4, 2007. Interest earned on the \$64 million before the fund is distributed will be allocated among Class Members and Class Counsel in proportion to their shares of the settlement proceeds.

## **8. How much will my payment be?**

Your share of the fund, if any, will depend on the number of valid claim forms that Class Members send in; how many shares of GZBX stock you owned at the close of trading on May 8, 2003; and what you did with those shares. Here's a summary of how it works:

There were about 40.6 million GZBX shares outstanding on May 8, 2003. Plaintiffs estimate that about 39 million of those shares were owned by persons not excluded from the Class. How much you will receive depends on how many of those approximately 39 million shares you owned on May 8, 2003 and how many eligible Class Members send in a valid claim form. Because payments from the fund will be calculated on a per-share basis, those who owned more shares will get more money in the settlement and those who owned fewer shares will get less. If the estimate that there were 39 million GZBX shares owned by persons not excluded from the Class is correct, and if every eligible Class Member sends in a valid claim form, the average amount allocated for each GZBX share owned on May 8, 2003 would be approximately \$1.64 before payment of fees and expenses. If the 39 million share estimate is too low, the amount per share might be lower. If the 39 million share estimate is too high, the amount per share might be higher. The per-share amounts given in this paragraph are merely estimates, calculated before deduction of any Court-approved fees, costs, and expenses.

The amount of your payment may also be affected by how you disposed of your shares of GZBX stock. Members of the Sub-Class—those who sold their shares into the market instead of exchanging them for Genzyme General shares—will receive a different amount per share depending on when they sold their shares. This is explained further in the Plan of Allocation section of this notice.

The number of claimants who send in valid claim forms varies widely from case to case. If fewer than 100% of eligible Class Members send in claim forms, and if you send in a valid claim form, you could get more money for each share you owned.

### **HOW YOU GET A PAYMENT—SUBMITTING A CLAIM FORM**

## **9. How can I get a payment?**

To qualify for payment, you must send in a claim form. A claim form is attached to this notice. You may also get a claim form on the internet at [www.berdonclaims.com](http://www.berdonclaims.com). Read the instructions carefully, fill out the form, include copies of all the documents the form asks for, sign it, and mail it postmarked no later than December 4, 2007.

## **10. When would I get my payment?**

The Court will hold a hearing on October 26, 2007, to decide whether to approve the settlement. If the Court approves the settlement, there may be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. In addition, the processing of claims is a complicated process which can take months to complete. Further information on the progress of the claims administration process will be made available by the Settlement Administrator on its website. Please be patient.

## **11. What am I giving up in the settlement?**

If the Court approves the settlement, all of the Class's claims—including your claims—against the Defendants relating in any way to the subject matter of the lawsuit or the claims now or previously asserted in it will be finally released. As a member of the Class, you will be legally bound by the Court's final judgment dismissing your claims against the Defendants. As a result, you will not be able to sue, or be part of any other current or future lawsuit against, Defendants or other Releasees released in this settlement. You will not be able to sue Defendants for any claim that was asserted or could have been asserted in this action arising out of or relating to the alleged fraudulent scheme, the exchange of your GZBX shares or any related acts or omissions. The detailed terms of the settlement, including the release, are found in a written Stipulation of Settlement; see Question 19.

## THE LAWYERS REPRESENTING YOU

### 12. Do I have a lawyer in this case?

The Court appointed the law firms of Boies, Schiller & Flexner LLP, Susman Godfrey LLP and Kaplan, Fox & Kilsheimer LLP to represent you and the other Class Members. These lawyers are called Class Counsel. If you want to be represented by your own lawyer in connection with the settlement, you may hire one at your own expense.

### 13. How will the lawyers be paid?

Class Counsel, who are the lawyers for the Class, have worked on a contingent basis and have advanced the costs and expenses of litigation with the expectation that, if they succeeded in recovering money for the Class, they would receive fees and be reimbursed for their costs and expenses from the money recovered, as is customary in this type of litigation. For investigating the facts, litigating the case, and negotiating the settlement, Class Counsel will ask the Court to approve payment of up to 27.5% of the \$64 million fund for attorneys' fees and not to exceed \$3.5 million for reimbursement of costs and expenses including experts' fees, plus interest earned at the same rate as the Class. The fees, costs, and expenses that the Court awards will be paid out of the \$64 million fund and therefore will reduce the amount that will be distributed to the Class.

## OBJECTING TO THE SETTLEMENT

You can tell the Court that you don't agree with the settlement or some part of it, how it will be allocated among Class Members, or the requested attorneys' fees, costs, and expenses.

### 14. How do I tell the Court that I don't like the settlement?

If you are a Class Member, you can object to the settlement if you don't like any part of it, how it will be allocated among Class Members, or the requested attorneys' fees, costs, and expenses. You can give reasons why you think the Court should not approve any of these matters. To object, you must send a legible letter or a legal brief saying that you object to the settlement in *van Roden v. Termeer*, Case No. 03 Civ. 4014 (LLS). Be sure to include your name, address, telephone number, the number of shares of GZBX stock you owned at the close of trading on NASDAQ on May 8, 2003, and ***the reasons you object to the settlement***. You must sign the letter or legal brief. For the Court to consider your objection letter or legal brief, you must mail copies to these three different places postmarked no later than October 6, 2007.

COURT	CLASS COUNSEL	DEFENDANTS' COUNSEL
Clerk of the Court U.S. District Court for the Southern District of New York 500 Pearl Street New York, NY 10007-1312	Dara Burns, Esq. Boies, Schiller and Flexner LLP 5301 Wisconsin Ave. NW Suite 800 Washington, D.C. 20015	Robert G. Jones, Esq. Ropes & Gray LLP One International Place Boston, MA 02110

The copy that you send to the Court must state that you have sent copies to Class Counsel and Defendants' Counsel.

## THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the settlement. You may attend and you may ask to speak, but you don't have to.

**15. When and where will the Court decide whether to approve the settlement?**

The Court will hold a Fairness Hearing on October 26, 2007 at 2:30 PM. The Fairness Hearing will be in Courtroom 2109 at the United States District Court for the Southern District of New York, 500 Pearl Street, New York, New York, before U.S. District Court Judge Louis L. Stanton. At this hearing the Court will consider whether the settlement is fair, reasonable, and adequate. If you have followed the procedures described in Question 14 for making objections, the Court will consider them. The Court will listen to people who followed the procedure described in Question 17 to speak at the hearing. The Court may also decide how much to pay to Class Counsel at or after the hearing. At or after the hearing, the Court will decide whether to approve the settlement. How long these decisions will take cannot be predicted.

**16. Do I have to come to the hearing?**

No. Class Counsel will answer questions the Court may have. But you are welcome to come at your own expense. If you follow the procedures described in Question 14 for sending an objection, you don't have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it's not necessary.

**17. May I speak at the hearing?**

You may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter saying that it is your "Notice of Intention to Appear in *van Roden v. Termeer*, Case No. 03 Civ. 4014 (LLS)." Be sure to include your name, address, telephone number, the number of shares of GZBX stock you owned at the close of trading on NASDAQ on May 8, 2003, and your signature. Your Notice of Intention to Appear must be postmarked no later than October 6, 2007, and must be sent to the Clerk of the Court, Class Counsel, and Defense Counsel, at the three addresses listed in Question 14. If you intend to have any witnesses testify or to introduce any evidence at the Settlement Fairness Hearing, you must list the witnesses and evidence in your Notice of Intention to Appear. If you intend to have a lawyer appear for you at the Fairness Hearing, your Notice of Intention to Appear must identify the lawyer.

**IF YOU DO NOTHING**

**18. What happens if I do nothing at all?**

If you do nothing, you'll get no money from this settlement. But, because you are part of the Class and will be bound by the settlement if the Court approves it, you won't be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Releasees for the claims released in the settlement ever again.

**GETTING MORE INFORMATION**

**19. Are there more details about the settlement?**

This notice summarizes the proposed settlement. The detailed terms of the settlement are in the Stipulation of Settlement. You can get a copy of the Stipulation of Settlement by writing to Dara Burns, Esq., Boies, Schiller & Flexner LLP, 5301 Wisconsin Avenue, N.W., Suite 800, Washington, D.C. 20015, or by visiting [www.GZBXsettlement.com](http://www.GZBXsettlement.com).

**20. How do I get more information?**

You can contact the Settlement Administrator by calling (800) 766-3330 toll free; by faxing (516) 931-0810; by writing to Genzyme Biosurgery Securities Litigation, c/o Berdon Claims Administration LLC, P.O. Box 9014, Jericho, NY 11753-8914; or by visiting the website at [www.berdonclaims.com](http://www.berdonclaims.com), where you will find answers to common questions about the settlement, a claim form, and other information to help you determine whether you are a Class Member and whether you are eligible for a payment. **Please do not contact the Court with any questions.**

## **PLAN OF ALLOCATION**

The \$64 million cash settlement amount and the interest earned thereon will be the Gross Settlement Fund. The Gross Settlement Fund, less all taxes, approved costs, fees and other expenses will be the Net Settlement Fund. The Net Settlement Fund will be proportionally allocated among all eligible claimants based on his/her/its Recognized Loss. The Recognized Loss formula is not intended to be an estimate of the amount of what a Class Member lost or might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to eligible claimants. The Recognized Loss formula is simply the basis upon which the Net Settlement Fund will be proportionately allocated to eligible claimants.

Your payment will be determined under the Plan of Allocation described below and will depend on how many GZBX shares you owned at the close of trading on NASDAQ on May 8, 2003; what you did with those shares; how many valid Claim Forms are submitted; and the size of the fund that remains to be distributed after the addition of accrued interest and the deduction of allowed attorneys' fees, costs, and expenses.

Your pro-rata share of the Net Settlement Fund is a percentage that your Recognized Loss bears to the total Recognized Losses of all Class Members. This amount can be estimated only after the Settlement Administrator receives all of the claim forms. If less than 100% of the Class sends in a claim form, and if you send in a valid claim form, you could get more money.

A "Recognized Loss" will be calculated as follows:

For the shares of Genzyme Biosurgery common stock owned at the close of trading on May 8, 2003 **and**:

- sold prior to the close of trading on June 30, 2003, the Recognized Loss per share is the Adjusted Loss on the day of sale (please see the *Adjusted Loss Table* below);
- retained through June 30, 2003 and subsequently exchanged for the shares of Genzyme Corporation common stock, the Recognized Loss per share is \$3.49.

### **General Provisions:**

- The date of sale is the "contract" or "trade" date and not the "settlement" date.
- Short positions in Genzyme Biosurgery common stock do not represent ownership of the stock and shall be deemed ineligible.
- No payment will be made on a claim where the potential distribution amount is \$10 or less.
- The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.
- No person shall have any claim against Class Counsel, the Settlement Administrator, any other agent designated by Class Counsel, or any Defendant or any Defendant's Counsel based on the distribution made substantially in accordance with the Stipulation and this Plan of Allocation, or further orders of the Court.
- Class Members who do not submit a valid Proof of Claim will not share in the settlement proceeds. Class Members who do not submit a valid Proof of Claim will nevertheless be bound by the settlement and the Final Judgment of the Court.
- Distributions will be made to eligible claimants after all claims have been processed and after the Court has finally approved the settlement. If any funds remain in the Net Settlement Fund by reason of uncashed checks or otherwise, then, after the Settlement Administrator has made reasonable and diligent efforts to have Class members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund one (1) year after the initial distribution of such funds shall be redistributed to Class members who have cashed their initial distributions and who would receive at least \$10 from such redistribution, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund for such redistribution. If after six months after such redistribution

any funds shall remain in the Net Settlement Fund, then such balance shall be contributed to nonsectarian, not-for-profit, 501(c)(3) organization(s) designated by Class Counsel, on notice to the Defendants and as approved by the Court.

ADJUSTED LOSS TABLE					
Date	Adjusted Loss	Date	Adjusted Loss	Date	Adjusted Loss
5/09/03	\$3.41	5/28/03	\$3.49	6/13/03	\$3.25
5/12/03	\$3.40	5/29/03	\$3.49	6/16/03	\$3.22
5/13/03	\$3.37	5/30/03	\$3.49	6/17/03	\$3.25
5/14/03	\$3.40	6/02/03	\$3.49	6/18/03	\$3.09
5/15/03	\$3.39	6/03/03	\$3.12	6/19/03	\$3.42
5/16/03	\$3.42	6/04/03	\$3.10	6/20/03	\$3.39
5/19/03	\$3.38	6/05/03	\$2.76	6/23/03	\$3.49
5/20/03	\$3.38	6/06/03	\$2.29	6/24/03	\$3.41
5/21/03	\$3.39	6/09/03	\$2.60	6/25/03	\$3.32
5/22/03	\$3.37	6/10/03	\$2.82	6/26/03	\$3.40
5/23/03	\$3.41	6/11/03	\$3.05	6/27/03	\$3.41
5/27/03	\$3.45	6/12/03	\$3.29	6/30/03	\$3.48

**SPECIAL NOTICE TO SECURITIES  
BROKERS AND OTHER NOMINEES**

The Court has ordered that if you held Genzyme Biosurgery (GZBX) stock at the close of trading on NASDAQ on May 8, 2003, as nominee for a beneficial owner, then within ten (10) calendar days after you receive this notice, you must either: (1) send a copy of this notice and the accompanying Proof of Claim and Release by first class mail to all such beneficial owners and provide the Settlement Administrator with written confirmation of having done so; or (2) provide a list of the names and addresses of such beneficial owners to the Settlement Administrator — **preferably in an MS Excel data table, setting forth (a) title/registration, (b) street address, and (c) city/state/zip; or electronically in MS Word or WordPerfect files (label size Avery # 5162; or on computer-generated mailing labels** — so that the Settlement Administrator can provide them with a copy of this notice and a Proof of Claim and Release form.

**NOTE: If, as a nominee, you previously requested a number of Notices of Pendency to make your own mailing, or provided the Administrator with the names and addresses of your beneficial owners, do not do so again. The Settlement Administrator will fulfill all prior requests simultaneously with the mailing of this notice and Proof of Claim and release form.**

You are entitled to the reimbursement of any reasonable expenses actually incurred in connection with identifying Class Members and either providing mailing records to the Settlement Administrator or mailing this document to your beneficial owners, after submission to the Settlement Administrator of a written request for payment in the form of a detailed invoice.

Dated: September 7, 2007

Clerk of the Court



**Genzyme Biosurgery Securities Litigation  
c/o Berdon Claims Administration LLC  
P.O. Box 9014  
Jericho, NY 11753-8914  
Telephone: (800) 766-3330  
Facsimile: (516) 931-0810  
Website: [www.berdonclaims.com](http://www.berdonclaims.com)**

## **PROOF OF CLAIM AND RELEASE**

**Must be Postmarked No Later Than December 4, 2007.**

### **GENERAL INSTRUCTIONS**

1. It is important that you completely read and understand the Notice of Proposed Settlement (the "Notice") that accompanies this Proof of Claim and Release and the Plan of Allocation included therein (the "Plan of Allocation"). The Notice and Plan of Allocation describe the proposed settlement, how Class Members are affected by it, and the manner in which the Settlement Fund will be distributed, if the settlement and Plan of Allocation are approved by the Court. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Proof of Claim and Release (the "Claim Form"). By signing and submitting this Claim Form, you will be certifying that you have read and understood the Notice.
2. This Claim Form is directed to Class members, as defined in the Notice. **IF YOU ARE NOT A CLASS MEMBER, DO NOT SUBMIT A CLAIM FORM.**
3. Use the "Claimant Identification Schedule" to identify each owner of record (nominee) if different from the beneficial owner. This Claim Form must be filed by the actual beneficial owner(s) or the legal representative of such owner(s) of the stock upon which this claim is based.
4. All joint owners must sign this Claim Form. Executors, administrators, guardians, conservators and trustees must complete and sign this Claim Form on behalf of persons or entities represented by them, authority must accompany this claim, and their titles or capacities must be stated.
5. The Social Security (or other taxpayer identification) number and telephone number of beneficial owners may be used to verify the claim. Failure to provide this information could delay the verification and result in rejection of the claim.
6. Submission of this Claim Form does not ensure that you will share in the proceeds of the Settlement Fund. Distributions from the Settlement Fund will be governed by the Plan of Allocation. The Plan of Allocation, which will be considered by the Court, is included in the accompanying Notice.
7. If you are a Class Member and if the Court approves the settlement, you will be bound by the terms of any Final Judgment that the Court enters, whether or not you submit a Claim Form. The Final Judgment will, among other things, prohibit the filing or continued prosecution of any of the Released Claims against any of the Releasees.
8. List each sale separately and in chronological order by "trade" date (as distinguished from "settlement" date) beginning with the earliest and providing month, day and year for each sale.
9. Short positions in Genzyme Biosurgery common stock do not represent ownership of stock and shall be deemed ineligible.
10. Brokerage commissions, fees and taxes should be excluded from the sale price.



11. No payment will be made on a claim where the potential distribution amount is \$10 or less.
12. **You are required to submit genuine and sufficient documentation to show your holdings of Genzyme Biosurgery stock as of May 8, 2003. In addition, you are required to submit genuine and sufficient documentation for all sales of Genzyme Biosurgery (GZBX) common stock after the close of trading on May 8, 2003 through and including June 30, 2003.** This documentation may be photocopies of stockbrokers' confirmation slips; stockbrokers' monthly statements (reflecting your opening and closing balances for the months specified on this Claim Form, and in which transactions during the Class Period occurred); or signed letters from brokers, on their letterheads, giving all the information what would be found on a confirmation slip. **IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION COULD RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS.** Please keep a copy of all documents that you send to the Settlement Administrator.
13. If your trading activity exceeds 50 transactions, you must provide, in an electronic file, all sale information required in the Schedule of Transactions. For a copy of instructions and parameters concerning such a submission, contact the Settlement Administrator.
14. By submitting a signed Claim Form, you will be affirming, under penalty of perjury, the truth of the statements contained therein and the genuineness and accuracy of the documents attached thereto. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.



**GENZYME**

**CLAIMANT IDENTIFICATION**

*Please Type or Print*

\_\_\_\_\_  
Beneficial Owner's Name *(as it appears on your brokerage statement)*

\_\_\_\_\_  
Joint Beneficial Owner's Name *(as it appears on your brokerage statement)*

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\_\_\_\_\_  
Zip Code

\_\_\_\_\_  
Foreign Province

\_\_\_\_\_  
Foreign Country

\_\_\_\_\_  
Social Security Number

or

\_\_\_\_\_  
Taxpayer Identification Number

Specify one of the following:

- Individual(s)       Corporation       UGMA Custodian       IRA
- Partnership       Estate       Trust       Other: \_\_\_\_\_

\_\_\_\_\_  
Area Code      Telephone Number      (Day)      \_\_\_\_\_      (Evening)  
Area Code      Telephone Number

\_\_\_\_\_  
Facsimile Number

\_\_\_\_\_  
E-Mail Address

\_\_\_\_\_  
Record Owner's Name and Address *(if different from beneficial owner listed above)*

DETACH HERE





**SCHEDULE OF TRANSACTIONS IN GENZYME BIOSURGERY STOCK**

- A. State the total number of shares of Genzyme Biosurgery stock (NASDAQ symbol: GZBX) that you owned as of the close of trading on May 8, 2003 (*must be documented*): \_\_\_\_\_
- B. State the total number of shares of Genzyme Biosurgery stock acquired after the close of trading on May 8, 2003 through June 30, 2003, prior to the mandatory exchange for the shares of Genzyme Corporation common stock (*must be documented*): \_\_\_\_\_
- C. Separately list each and every sale of Genzyme Biosurgery stock after the close of trading on May 8, 2003 through June 30, 2003, and provide the following information (*must be documented*):

Trade Date (list chronologically) Month/Day/Year	Number of Shares Sold	Price per Share (excluding commissions, taxes and fees)

- D. State the total number of shares of Genzyme Biosurgery stock held at the close of trading on June 30, 2003 and exchanged for shares of Genzyme Corporation common stock (*must be documented*):  
\_\_\_\_\_

**If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification Number at the top of each sheet.**

**YOU MUST ALSO READ AND SIGN THE VERIFICATION AND ACKNOWLEDGMENT ON PAGE 14.**

DETACH HERE



**VERIFICATION AND ACKNOWLEDGMENT**



I (We), and the person I (we) represent(s), if any, submit to the jurisdiction of the United States District Court for the Southern District of New York, for purposes of further inquiry with respect to this Claim Form under the Federal Rules of Civil Procedure, and acknowledge that I (we) am (are) bound by and subject to the terms of the judgments and orders of that Court in connection with the settlement in the Action styled *van Roden v. Termeer*, Case No. 03 Civ. 4014 (LLS), and agree to furnish such additional proof or information with respect to this Claim Form as the Court or the Settlement Administrator shall require.

I (We) have read and am (are) familiar with the contents of the Instructions accompanying this Claim Form and I (we) verify that the information I (we) have set forth in this Claim Form and in documents attached thereto is true and correct and complete to the best of my (our) knowledge. I (We) am (are) not an officer or director of Genzyme Corporation or a member of the immediate family of an officer or director of Genzyme Corporation. I (We) have attached hereto genuine, accurate, and legible copies of genuine broker confirmation slips or statements or, if not available, other genuine, accurate, and legible proof of the dates and amounts of my (our) holdings and sales of GZBX stock on or after May 8, 2003. I (We) further certify that I (we) have read and am (are) familiar with the accompanying Notice to which this Claim Form relates. I (we) understand and agree that this Claim Form will be processed and will be allowed, if at all, in accordance with the procedures set forth in the Notice.

I (We) further agree and understand that if the settlement is approved by the Court and becomes effective, all claims asserted in the Action against the Defendants will be dismissed with prejudice, and all Released Claims as described in the Notice (and as defined in the Stipulation of Settlement referenced in the Notice) will be released, discharged, and extinguished forever as against all Releasees.

I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above.

The Internal Revenue Service does not require your consent to any provision other than the certificates required to avoid backup withholding.

I (We) declare under penalty of perjury, under the laws of the United States of America, that the foregoing information supplied by the undersigned and the supporting documents attached hereto, are true, correct and complete to the best of my (our) knowledge, information and belief, and that this Proof of Claim and Release

form was executed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_  
in \_\_\_\_\_, \_\_\_\_\_.  
(City) (State/Country)

\_\_\_\_\_  
Signature of Claimant

\_\_\_\_\_  
(Print your name here)

\_\_\_\_\_  
Signature of Joint Claimant, if any

\_\_\_\_\_  
(Print your name here)

\_\_\_\_\_  
Signature of person signing on behalf of Claimant

\_\_\_\_\_  
(Print your name here)

\_\_\_\_\_  
Capacity of person signing on behalf of Claimant,  
if other than an individual, (e.g., Executor,  
President, Custodian, etc.)

DETACH HERE





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

**Reminder Checklist:**

1. Please sign the Claim Form in the space provided.
2. If this Claim is made on behalf of joint claimants, then both must sign.
3. Please, remember to attach supporting documents.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Claim Form and all documentation submitted for your records.
6. You will not receive confirmation that your Claim Form has been received unless you send it via Certified Mail, Return Receipt Requested, or by some other means that provides you with proof of receipt. You will bear all risks of delay or non-delivery of your claim.
7. If your address changes in the future, or if this document was sent to an old or incorrect address, please send us **written** notification of your new address.
8. If you have any questions or concerns regarding your claim, please contact the Settlement Administrator at:

Genzyme Biosurgery Securities Litigation  
c/o Berdon Claims Administration LLC  
P.O. Box 9014  
Jericho, NY 11753-8914  
Telephone: (800) 766-3330  
Facsimile: (516) 931-0810  
Website: [www.berdonclaims.com](http://www.berdonclaims.com)

**YOU MUST MAIL THIS CLAIM FORM AND YOUR  
SUPPORTING DOCUMENTATION SO IT IS POSTMARKED BY DECEMBER 4, 2007**

DETACH HERE

