

1. The Court has jurisdiction over the subject matter of the Instant Action, all members of the Proposed Class, and all Defendants pursuant to 29 U.S.C. § 1132(e).

2. The Court preliminarily finds that the requirements of the United States Constitution, the Federal Rules of Civil Procedure, the Local Rules of the United States District Court for the District of Massachusetts, and any other applicable laws have been met as to the “Class” defined below, in that:

(a) The Class is cohesive and well defined;

(b) The members of the Class are ascertainable from records kept with respect to the Plan, and the members of the Class are so numerous that their joinder before the Court would be impracticable;

(c) Based on allegations in the Complaint in the Instant Action, there are one or more questions of fact and/or law common to the Class;

(d) Based on allegations in the Complaint in the Instant Action, the claims of the Named Plaintiff are typical of the claims of the Class;

(e) The Named Plaintiff will fairly and adequately protect the interests of the Class in that: i) the interests of the Named Plaintiff and the nature of his claims are consistent with those of the members of the Class; ii) there appear to be no conflicts between or among the Named Plaintiff and the Class; and iii) the Named Plaintiff and the members of the Class are represented by qualified, reputable counsel who are experienced in preparing and prosecuting large, complicated ERISA class actions; and

(f) The prosecution of separate actions by individual members of the Class would create a risk of: i) inconsistent or varying adjudications as to individual Class members that would establish incompatible standards of conduct for the parties opposing the claims asserted in the Instant Action; or ii) adjudications as to individual Class members that would, as a practical matter, be dispositive of the interests of the other Class members not parties to the adjudications, or substantially impair or impede the ability of those Persons to protect their interests.

3. Based on the findings set out in paragraph 2 above, the Court preliminarily certifies the following class (the "Class") for settlement purposes under Fed. R. Civ. P. 23(b)(1):

All Participants in the Plan for whose individual accounts the Plan held an interest in Boston Scientific common stock at any time during the Class Period. Excluded from the Class are Douglas Fletcher, Michael Lowe, Defendants, members of the Defendants' Immediate Families, any officer, director or principal stockholder of Boston Scientific under Section 16 of the Securities Exchange Act of 1934, any entity in which a Defendant has a controlling interest, and their heirs, Successors-In-Interest, or assigns (in their capacities as heirs, Successors-In-Interest, or assigns).

4. Based on the findings set out in paragraph 2(e) above, the Court finds that the Named Plaintiff Edward Hazelrig, Jr. is an adequate class representative of the Class and, therefore, the Court preliminarily appoints Edward Hazelrig, Jr. as class representative for the Class.

5. Under Fed. R. Civ. P. 23(g), the Court has considered: i) the work class counsel has done in identifying or investigating potential claims in this action; ii) class counsel's experience in handling class actions, other complex litigation, and claims of the type asserted in this action; iii) class counsel's knowledge of the applicable law and, in particular, its knowledge

of ERISA as it applies to claims of the type asserted in this action; and iv) the resources class counsel has committed to representing the class. Based on these factors, the Court finds that class counsel has and will continue to fairly and adequately represent the interests of the Class. Accordingly, the Court hereby appoints Milberg LLP and Harwood Feffer LLP as joint lead counsel for the Class (“Plaintiffs’ Co-Lead Counsel”).

6. The Court having preliminarily determined that the Instant Action may proceed as a non-opt-out class action under Fed. R. Civ. P. 23(a) and 23(b)(1), Class members shall be bound by any judgment concerning the Settlement, subject to the Court’s final determination as to whether the Settlement may proceed.

7. The Court finds that the proposed Settlement appears to be within the range of reasonableness and accordingly should be submitted to the Class as: i) fair, reasonable, and adequate; ii) the product of serious, informed, arm’s length, and non-collusive negotiations; iii) having no obvious deficiencies; iv) not improperly granting preferential treatment to Class representatives or segments of the Class; v) falling within the range of possible approval; and vi) warranting notice to Class members of a formal fairness hearing, at which evidence may be presented in support of and in opposition to the proposed Settlement.

8. A hearing (the “Fairness Hearing”) pursuant to Rule 23(e) of the Federal Rules of Civil Procedure is hereby scheduled to be held before the Court on August 5, 2010, at 2:30 p.m. in Courtroom 1 of the John Joseph Moakley United States Courthouse in Boston, MA for the following purposes:

(a) to make a final determination as to whether the Instant Action satisfies the applicable prerequisites for class action treatment under Rules 23(a) and (b) of the Federal Rules of Civil Procedure;

(b) to determine whether the proposed Settlement is fair, reasonable, and adequate, and should be approved by the Court;

(c) to determine whether an Order of Final Judgment, substantially in the form of Exhibit C to the Amended Stipulation, should be entered, which would, among other things, dismiss the Instant Action with prejudice, and to determine whether the release by the Class of the Settled Claims, as set forth in the Amended Stipulation, should be provided to the Released Parties;

(d) to determine whether the proposed Plan of Allocation for the proceeds of the Settlement is fair and reasonable, and should be approved by the Court;

(e) to consider Plaintiffs' Co-Lead Counsel's application for an award of attorneys' fees and reimbursement of expenses;

(f) to consider the application for a case contribution award for the Named Plaintiff; and

(g) to rule upon such other matters as the Settlement contemplates and as the Court may deem just and proper.

9. The Fairness Hearing may be adjourned by the Court without notice to the Proposed Class other than by an announcement of the adjournment at the scheduled time of the

Fairness Hearing or at the scheduled time of any adjournment of the Fairness Hearing. The Court may consider modifications of the Settlement (with the consent of the Named Plaintiff and the Defendants) without further notice to the Proposed Class.

10. The Court reserves the right to approve the Settlement with or without modification and with or without further notice of any kind. The Court further reserves the right to enter its Judgment approving the Amended Stipulation and dismissing the Instant Action with prejudice regardless of whether it has approved the Plan of Allocation or awarded attorneys' fees and expenses or a Named Plaintiff case contribution award.

11. The Court approves the form, substance and requirements of the Notice of Proposed Settlement With Defendants, Motion for Attorneys' Fees and Reimbursement of Expenses and Fairness Hearing (the "Notice"), attached as Exhibit 1.

12. With respect to such form of Notice, the Court finds that such Notice fairly and adequately: i) describes the terms and effect of the Settlement; ii) notifies the Proposed Class concerning the proposed Plan of Allocation described in the Notice; iii) notifies the Proposed Class that Plaintiffs' Co-Lead Counsel will seek from the Gross Settlement Fund awards of attorneys' fees and reimbursement of expenses and a case contribution award for the Named Plaintiff; iv) notifies the Proposed Class of the time and place of the Fairness Hearing; and v) describes how the recipients of the Notice may object to approval of the Settlement.

13. The Court approves the selection of Gilardi & Co. LLC as the Administrator. On or before May 17, 2010, the Administrator shall (a) send the Notice, by first class mail, postage prepaid, to all Proposed Class Members who can be identified

with reasonable effort at each such Proposed Class Member's last known address, and

(b) place the Notice on a web page accessible by all Proposed Class Members.

14. The Court approves the form of Publication Notice of the summary notice of proposed Settlement and hearing in substantially the form and content attached hereto as Exhibit 2 and directs that Plaintiffs' Co-Lead Counsel shall cause the Publication Notice to be transmitted over the National Circuit of *Business Wire* within ten days of the mailing of the Notice.

15. At or before the Fairness Hearing, Plaintiffs' Co-Lead Counsel shall file with the Court proof of timely compliance with the foregoing mailing and publication requirements.

16. This civil action was commenced after February 18, 2005. The Court directs Defendants to notify the appropriate Federal and State officials under the Class Action Fairness Act of 2005, 28 U.S.C. § 1715. At or before the Settlement Fairness Hearing, Defendants' Counsel shall file with the Court proof of compliance with the Class Action Fairness Act of 2005, 28 U.S.C. § 1715.

17. The form and content of the Notice and the Publication Notice, and the method set forth herein of notifying the Class of the Settlement and its terms and conditions, (a) are appropriate and reasonable and constitute due, adequate, and sufficient notice to all Persons entitled to notice; and (b) meet all applicable requirements of the Federal Rules of Civil Procedure, the Class Action Fairness Act of 2005, 28 U.S.C. § 1715, due process, and any other applicable law and constitute the best notice practicable under the circumstances.

18. Defendants shall reasonably cooperate with Plaintiffs' Co-Lead Counsel in obtaining and providing the information necessary to accomplish the notice provided for in this Order, as provided in the Amended Stipulation.

19. The Court will consider comments and/or objections to the Settlement, the Plan of Allocation, Plaintiffs' Co-Lead Counsel's request for attorneys' fees and reimbursement of expenses, or a case contribution award for the Named Plaintiff, only if such comments or objections and any supporting papers are served on or before July 8, 2010, upon each of the following:

PLAINTIFFS' CO-LEAD COUNSEL:

Lori G. Feldman
Milberg LLP
One Penn Plaza
New York, NY 10119-0165

Robert I. Harwood
Harwood Feffer LLP
488 Madison Avenue, 8th Floor
New York, NY 10022

DEFENDANTS' COUNSEL:

John Gueli
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022-6069

William H. Paine
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, MA 02019

and the objector has filed the objections and any supporting papers, showing due proof of service upon counsel identified above, with the Clerk of the Court, United States District Court, District of Massachusetts, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. Attendance at the Fairness Hearing is not necessary; however, persons wishing to be heard orally in opposition to the approval of the Settlement, the Plan of Allocation, Plaintiffs' Co-Lead Counsel's request for attorneys' fees and reimbursement of expenses, or a case contribution award for the Named Plaintiff are required to state in their written objection their intention to appear at the Fairness Hearing. Persons who intend to object to the Settlement, the Plan of Allocation, Plaintiffs' Co-

Lead Counsel's request for attorneys' fees and reimbursement of expenses, or a case contribution award for the Named Plaintiff and who wish to present evidence at the Fairness Hearing must include in their written objections the identity of any witness they may call to testify and exhibits they intend to introduce into evidence at the Fairness Hearing.

20. Defendants' Counsel and Plaintiffs' Co-Lead Counsel shall promptly furnish each other with copies of any and all objections and notices of intention to appear at the Fairness Hearing that come into their possession.

21. Any member of the Class or other Person who does not timely file and serve a written objection complying with the terms above shall be deemed to have waived, and shall be forever foreclosed from raising, any objection to the Settlement, and any untimely objection shall be barred.

22. The report of the Independent Fiduciary's review of the Settlement will be filed with the Court by no later than June 8, 2010.

23. Plaintiffs' Co-Lead Counsel shall submit their papers in support of final approval of the Settlement, the proposed Plan of Allocation, Plaintiffs' Co-Lead Counsel's request for attorneys' fees and reimbursement of expenses, or a case contribution award for the Named Plaintiff by no later than July 22, 2010.

24. Pending final determination of whether the Settlement should be approved, the Named Plaintiff, all Proposed Class Members, and each of them, and anyone who acts or purports to act on their behalf, shall not institute, commence or prosecute any action which asserts Settled Claims against any Released Party. Pending the Fairness Hearing, the Court stays

all proceedings in the Instant Action, other than those proceedings necessary to carry out or enforce the terms and conditions of the Amended Stipulation.

25. In the event that the Effective Date of the Settlement does not occur, this Order shall become null and void, and shall be without prejudice to the rights of the Parties, all of whom shall be restored to their respective positions existing as of the day the Memorandum of Understanding was fully executed (pursuant to the provisions of paragraph 8.3 of the Amended Stipulation). In such event, Paragraph 8.3 of the Amended Stipulation shall govern the rights of the Parties.

26. Under no circumstances shall this Order, the Amended Stipulation, any of their terms and provisions, the negotiations or proceedings connected with them, or any of the documents or statements referred to therein, be construed, deemed or used as an admission, concession or declaration by or against any of the Defendants of any fault, wrongdoing, breach or liability. Nor shall this Order, the Amended Stipulation, any of their terms and provisions, the negotiations or proceedings connected with them, or any of the documents or statements referred to therein, be construed, deemed or used as an admission, concession or declaration by or against the Named Plaintiff or the Class that their claims lack merit or that the relief requested in the Instant Action or the Fletcher/Lowe Action is inappropriate, improper or unavailable, or as a waiver by any party of any defenses or claims he, she or it may have.


27. All reasonable costs and expenses incurred in identifying and providing notice to Class Members and in administering the Settlement shall be paid as set forth in the Amended Stipulation, without further order of the Court.

28. The Gross Settlement Fund shall constitute a Qualified Settlement Fund within the meaning of Treasury Regulation § 1.468B-1.

29. The Court retains jurisdiction over all proceedings arising out of or related to the Settlement.

SO ORDERED this 27th day of April, 2010.





DOUGLAS P. WOODLOCK
UNITED STATES DISTRICT JUDGE