

**IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1990, c. S.5, as amended**

- and -

**BIOVAIL CORPORATION, EUGENE N. MELNYK,
BRIAN H. CROMBIE, JOHN R. MISZUK AND KENNETH G. HOWLING**

ORDER

WHEREAS, on March 24, 2008, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing and related Statement of Allegations (the “Notice of Hearing”) against Biovail Corporation (“Biovail”), Eugene N. Melnyk (“Melnyk”), Brian H. Crombie (“Crombie”), John R. Miszuk (“Miszuk”) and Kenneth G. Howling (“Howling”) (the “OSC Proceeding”);

AND WHEREAS the Commission has approved settlement agreements reached with Biovail, Miszuk, Howling and Crombie;

AND WHEREAS the OSC Proceeding is continuing as against Melnyk;

AND WHEREAS Staff of the Commission and Melnyk are currently relying on 213 documents in the OSC Proceeding (the “Hearing Documents”);

AND WHEREAS GSK was afforded the opportunity to review the Hearing Documents for GSK confidentiality concerns;

AND WHEREAS GSK brought a motion for confidential treatment over certain of the Hearing Documents listed at Schedule “A” hereto (the “Schedule “A” Documents”)(the “GSK Motion”);

IT IS HEREBY ORDERED that:

1. The GSK Motion is dismissed.
2. The Schedule “A” Documents shall only be made available to the public at the close of the OSC Proceeding in redacted form, as provided to the parties as part of the GSK Motion.
3. GSK shall be afforded the right to appear and be heard at the conclusion of the OSC Proceeding regarding matters arising during the hearing and matters arising out of the hearing, including but not limited to, issues relating to GSK confidentiality, other than those issues determined on the GSK Motion.

4. Transcripts of the OSC Proceeding shall only be made available to the public at the conclusion of the OSC Proceeding, after GSK has been afforded a reasonable opportunity to appear and be heard regarding any confidentiality issues arising therefrom.
5. The Commission, Melnyk and his counsel, Staff of the Commission, the United States Securities and Exchange Commission, the parties' experts, GSK and its counsel, as well as counsel for Crombie, Miszuk and Howling, may obtain transcripts of the OSC Proceeding throughout the OSC Proceeding. Such transcripts shall be kept confidential and not disclosed to any other person or entity until GSK has been afforded a reasonable opportunity to appear and be heard regarding any confidentiality issues arising therefrom.

DATED at Toronto this 4th day of March, 2009.

"James E.A. Turner"

James E.A. Turner

"Paulette L. Kennedy"

Paulette L. Kennedy

"David L. Knight"

David L. Knight

SCHEDULE "A"

	Date	Document	Docid
1.	October 26, 2001	Development, License, and Copromotion Agreement between Biovail Laboratories Incorporated and SmithKline Beecham Corporation	OSCS_131305
2.	April 22, 2003	Purchase Order from GlaxoSmithKline to Biovail Laboratories Inc.	OSCS_004590
3.	September 2003 (estimate)	WBXL Summary – Q3 Base Forecast + EM Strategy, Production Shipping Schedule and GSK POs	EXH0004309
4.	October 23, 2003	WBXL Value of Shipments	EXH0004093
5.	December 3, 2003 – December 4, 2003	Emails between Dina Khairo and Arlene Fong re: GSK invoices attaching 2003 Wellbutrin XL (GSK) Manufacturing Revenue Sales Gross Margin Detail (Third Party) and 2003 Wellbutrin/Bupropion forecast Q2, Q3	BVF_290949
6.	February 20, 2004 – February 23, 2004	Emails between Mark Davidson, Brian Crombie, Neil Smith	BVF_02_0036851 17
7.	September 23, 2003	WBXL 2003 – 2004 Forecast as at September 23, 2003	OSC EXH0004320
8.	December 31, 2003	WBXL Reconciliation of Trade Product Cost Year to Date December 31, 2003	
9.	September 30, 2003	WBXL Reconciliation of Trade Product Cost Year to Date September 30, 2003	
10.	05/10/2001	Development, License and Copromotion Agreement	OSCS_099435
11.	05/10/2001	Development, License and Copromotion Agreement	OSCS_099386
12.	05/10/2001	Development, License and Copromotion Agreement	OSCS_099342
13.	05/10/2001	Development, License and Copromotion Agreement	BVF_02_0001231 79

	Date	Document	Docid
14.	08/10/2001	Development, License and Copromotion Agreement	OSCS_099474
15.	08/10/2001	Development, License and Copromotion Agreement	OSCS_099523
16.	10/10/2001	Development, License and Copromotion Agreement	BVF_02_0016588 13
17.	26/10/2001	Development, License and Copromotion Agreement	EXH0004094
18.	26/10/2001	Bupropion Development License and CoPromotion Agreement	BVF_02_0002983 57
19.	26/10/2001	Zovirax Distribution Rights Agreement	BVF_02_0002983 66
20.	22/11/2002	FW: Biovail Request - Wellbutrin/Zyban Data - Nov 22, 2002	BVF_02_0019032 96
21.	26/01/2004	Biovail Q3 2003 10/1/03 Wellbutrin Accident	EYC_HCD_00012 287
22.	10/24/2003	Email from John Miszuk – FW: letter re agmt on invoicing doc.	BVF_02_0023679 57
23.	02/03/2004	Letter from John McCleery - Biovail/GSK Development, Supply and Copromotion Agreement (Wellbutrin) – Trade Packaging	BVF_02_0000189 17
24.	September 30, 2003	Finished Product Shipping Order (Shipment #1000) attaching: – Bill of Lading from Penner International Inc. to GlaxoSmithKline dated September 30, 2003 – Invoice #010-6271 from Biovail Corporation to GlaxoSmithKline dated September 30, 2003	OSCS_021850
25.	September 30, 2003	Finished Product Shipping Order (Shipment #994) attaching: – Bill of Lading from Penner International Inc. to GlaxoSmithKline dated September 30, 2003 – Invoice #010-6270 from Biovail Corporation to	OSCS_021856

	Date	Document	Docid
		GlaxoSmithKline dated September 30, 2003	
26.	August 20, 2003	Email from Carol Chapuis to Neil Smith – FW: End-July Wellbutrin XL Forecast/PO	BVF_02_000009659
27.	September 4, 2003	Email from Neil Smith to Eugene Melnyk – Q3-2003 WBXL Summary Prodn-PO	BF_02_001267474