IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

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IN RE: DIET DRUGS (Phentermine/:
Fenfluramine/Dexfenfluramine : MDL DOCKET NO. 1203
PRODUCTS LIABILITY LITIGATION : ALL CASES

June 18, 2003
(1:00 P.M)

Philadelphia, Pa.
HON. HARVEY BARTLE, III, J.

HEARING

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(Appearances as noted, the following transpired in open court:)

THE COURT: Good afternoon. You may be seated.

The first item on our agenda this afternoon is an update from our may status conference, concerning Wyeth's motion for entry of an order establishing a procedure for challenging the eligibility of plaintiffs in MDL 1203 to exercise intermediate or back end opt outs.

Mr. Zimroth?

Where do things stand?

MR. ZIMROTH: Your Honor, at the end of the portion of the hearing dealing with this motion last time, the Court suggested that we might want to see whether we could not workout a discovery order with some of the objectors and the class counsel in order to give us information early in the process, so we could make an eligibility -- at least have the information on which we can decide to make an eligibility process. We have met with and engaged in conversations and discussions an drafts and so forthwith Mr. Fishbein, Ms. Presby, Mr. Blizzard, Mr. Alexander. I don't know who else some of those people were speaking for, but those were the people who participated in this process and from our side, my partner, Ms. Riseman and Mr. Pariser, who you were introduced to last time, and as I think I mentioned to the court last time, we were already

engaged in discussions about the fact sheet in general, that there were -- Judge Bechtle had issued an order, I think, Pre-trial Order 22, incorporating a fact sheet. There had been some complaints to us that some aspects of that fact sheet were onerous, unnecessary for us and in the course of these discussions, we have agreed to remove some of the material about which there had been complaints.

Now, I have for the Court two documents and I will explain what they are and then, with the Court's permission, I will focus on where the disputes are, because we are not all the way there.

The first is the form of the Pre-Trial Order, which is a two page document. There really is no dispute about this document, because in essence, what this document does, is incorporate the fact sheet.

THE COURT: All right.

MR. ZIMROTH: The second document is the -- I am sorry, your Honor.

THE COURT: All right.

MR. ZIMROTH: The second document is the fact sheet that we have been discussing. What this does, it incorporates the old fact sheet that had been part of Pre-Trial Order 22 and the new sections dealing with the eligibility challenge.

I will hand this up to the court and I will take

the Court through --

THE COURT: I assume the other relevant parties have copies of this.

MR. ZIMROTH: Mr. Fishbein was kind enough -- we did have some formatting issues today and Mr. Fishbein successfully formatted it and he can tell who it went to.

THE COURT: That's all right. I am not the only one that has it.

MR. ZIMROTH: No, no; I think Mr. Fishbein had 30 or more copies that he handed out.

THE COURT: Thank you.

MR. ZIMROTH: Now, up to page 17, your Honor, which is on the have top -- not quite at the very top, intermediate opt out claims, up to that point, that was the old fact sheet. There are changes from the old fact sheet, but there is no dispute. At least there was no dispute among the people that we were talking to, so I am not going to talk about that.

Starting on page 17, sections 8 and 9 are entirely new and there are some disputes about that. The disputes have to do only with the document production part of that and I will see if I can encapsulate what the dispute is and then the Court can decide how it wants to proceed.

From Wyeth's perspective, we believe that we were entitled to all the documents that were pertinent to the

presence or absence of the FDA -- alleged FDA positive diagnosis and our first draft included that sort of general language and then it said, "-- included, but not limited to --" and then there was a list of specific items.

The people on the other side did not want to have a catchall provision and we basically agreed that we would be amenable to taking out the catchall provision if there was an agreement -- if they would agree on the specific items.

So, what you have, if you take a look at page 18, which is the intermediate opt out section and it's pretty much the same on page 21 for the back end opt out, so if I can just focus on page 18, the part that is in bold, the part that says:

"The portions at which follow in italics are disputed."

What this is, is a list of the documents that we think we are entitled to. Everything in bold is what all the parties agreed to. What is in italics, is what Mr. Blizzard and Ms. Presby did not agree to and so there really are two areas of disagreement.

The first has to do and I will start lower down in the paragraph. Our document request included documents related to the cardiologists, but also to the sonographer, the technician or the echo facility and the theory of that I think was pretty evident, which is that the settlement

agreement requires not simply a way of a doctor reading, but also the manner of the acqusition of the echo cardiogram. There are specific provisions dealing with that, how the echo should be read, so that's why we wanted the documents from the sonographer, the technician or the echo cardiogram facility.

THE COURT: What would be an observation of the echo cardiogram facility that would be separate from what a cardiologist would do?

MR. ZIMROTH: For example, a nurse might put on a sheet of paper something like, you know we didn't take an apical view with this person, because --

THE COURT: Wouldn't you know that by the absence of it?

MR. ZIMROTH: Not necessarily. Sometimes -- you see, you would know there was no apical view on the echo, but you wouldn't necessarily no why and that is very important under the settlement agreement, because for example, the settlement agreement says when you are talking about aortic regurgitation that you need the apical view up, unless it's unavailable and we have been finding for example, after lengthy searching in depositions that sometimes in our view it was available, but it just wasn't captured. We would like to know why that happened. That's one example of the kind of thing that we are talking about. There might be

observations, for example, for the nicqua (sic) setting, how it was done, how it wasn't done, all of that sort of thing and the settlement agreement requires that it been done in a certain way. I don't really understand what the objection is to turning these documents over. It's clearly that we would be entitled to documents like this, you know down the road in the litigation and why they shouldn't be given to us at a time when we could use it, I don't understand and I will just have to hear what Ms. Presby or Mr. Blizzard says about that.

The second has to do with the phrase, "custody or control." What they are saying is that they don't want -- they only want to give us what is there actual custody -- in their possession not in their custody and control and it's pretty clear to me under the Federal Rules Of Procedure they are required to give documents in there is custody and control.

THE COURT: Is this like the Federal Rules?

MR. ZIMROTH: Yes, I think it's in Rule 34 for document requests.

THE COURT: Rule 34?

MR. ZIMROTH: Yes.

THE COURT: These rules tend to get longer and longer as they are amended.

MR. ZIMROTH: It's sort of in the middle here. It's in "A."

"To inspect, copy, test, sample any tangible thing which constitutes matters and which are in the possession, custody or control of the parties."

THE COURT: So it's exactly the same language as in Federal Rule 34?

MR. ZIMROTH: Exactly, your Honor. I don't think Mr. Blizzard or Ms. Presby is going to dispute that part of it, but what they will say because they have said it to us, they don't want to do that, they will give us authorizations and we will go hunting for this material.

So therefore, it will be in our control, as well, if we get the authorizations and, you know, from our point of view, that really under cuts the whole purpose of this order, because as a practical matter, it is clear that the plaintiff has much more access -- if there are really two classes of people we are talking about, either the plaintiff's personal doctor or one of these echo mills or echo mill doctors.

In either case, it's clear the plaintiffs and plaintiffs' counsel have much more ability to get those documents than we do, especially under this new federal privacy regime, where doctors are very concerned.

So, what their suggestion appears to be, is that under the order that they ask for more time to fill out this -- originally, it had been 30 days, now we have agreed to 45 under the order. 45 days from the DID.

Now, as a practical matter, what that means is that months go by when they could be gathering these documents. These are documents it seems to me they should have upon the filing of the lawsuit. When the lawsuit gets filed, it either gets filed in federal or state court. How does it get here? Either we remove it or it's already in federal court and then it comes here and that's a couple of months easily and then, it hits the docket here. The DID date is the next --

THE COURT: DID?

MR. ZIMROTH: Discovery initiation date, I think -- it's the 30th or the first of that month, so on average --

THE COURT: Some in the beginning, some at the end?

MR. ZIMROTH: Yes. So we say two weeks as an average. So two weeks and they want 45 days, not that they give us the documents, but they give us the authorization.

So if you count the time before the lawsuit starts, I mean from the time the lawsuit starts, you are talking about three or four months when they could easily have gotten these documents and given it to us.

So that seems to me -- by the way, we did not need to go through this whole negotiation if at the end of the day, of this list, if at the end of the day, say, now, we

agree with all these things that you want, but we are not going to give them to you. You go and search for them. We are already entitled to them and we would get it under the old fact sheet, the authorization, so I am a little puzzled about what this whole negotiation was about, if at the end of the day, they are not going to give us the documents which are -- which seems to me are clearly relevant and we are entitled to.

So those two things, the sonographer and technician part and the custody and control part of the things that are in dispute.

THE COURT: Wasn't there also a question about the medical authorization, too, in light -- where does that stand --

MR. ZIMROTH: There were never any objections to that, so that's just -- that's been out there for at least six weeks, you know.

THE COURT: Does that need to be incorporated into an order?

MR. ZIMROTH: I think a separate order. We did that in a separate order, your Honor, and I think we gave that to you the last time.

THE COURT: I have not executed it?

MR. ZIMROTH: No, you have not.

THE COURT: All right, who is going to speak for

the other side?

MS. PRESBY: I think I am, your Honor.

THE COURT: You may proceed.

MS. PRESBY: Thank you, your Honor.

The real sticking point in our negotiations and we went far in the negotiations getting from the 40 some odd page proposed second fact sheet down to one that is certainly more manageable at 21 pages and Mr. Zimroth is correct, we changed very little in the original fact sheet and then dealt with the additions to allow Wyeth appropriate discovery or initial discovery for the opt out cases.

Our sticking point was the question of whether we have to go out and take affirmative action to gather documents for Wyeth and there was discussion by Mr. Zimroth that there is dispute on these types of documents within the text, the sonographer-technician documents and well, essentially that.

We had indicated that we would not dispute that, the discoverability of that in this fact sheet if we could confine the fact sheet to what was in our possession, but Wyeth would not agree to that and wanted to go to position, custody and control. We were fearful that that would overlay on us a much bigger burden than we could ever satisfy. Knowing that we are giving authorizations, anyway, what we predicted is that if there was a difference in the documents

that we were able to gather and what Wyeth gathered, that the dispute in the lawsuit would become over that.

It would be the dispute over what kind of documents each of us would be able to procure at the moment and it would not be centered on the plaintiff's injury.

We understand that the Federal Rules do mention possession, custody or control, but there is a fair amount of case law defining what that means in the context of medical records and what the cases consistently say is that a medical -- medical records authorization can be provided in lieu of obtaining the documents yourself.

THE COURT: That's just in the case law, not in the rule?

MS. PRESBY: I don't know the answer to that. I think that is correct.

Judge Bechtle in the orthopedic Bone Screw Product Liability Litigation was faced with this issue, as well and he indicated that:

"Plaintiffs who have executed authorizations for medical records need not produce their medical records in response to defendant's discovery."

Need not produce them at all.

THE COURT: Was that in connection with a threshold issue or was it in connection with the regular discovery?

MS. PRESBY: It was in connection with regular discovery, your Honor.

However, it seems to me that if the issue is the timeliness with which Wyeth can gather its information, then we ought to deal with the timing of the medical authorizations, not put additional expense and burden on the plaintiff to go out and obtain everything that is available. The threshold --

THE COURT: What would you suggest as to the timing?

MS. PRESBY: God, I hate when you ask me to speak on behalf of all these people.

For me, I would think I could provide medical authorizations within two weeks of filing the lawsuit.

Now, I don't know about all these people out here.

THE COURT: Well, it seems that won't be too difficult when you talk to your client, the client could sign a medical authorization.

MS. PRESBY: That's right and that addresses the problem that Wyeth raised to you, the difficulty and when we talk about the threshold issue -- well, let me not even digress to that. There is no case that we were able to find that says that on medical records, an authorization is not sufficient, because medical records, there is a question about -- because if the authorization is provided, then

indeed, the defendant stands on the very same foot as the plaintiff not a built to obtain the records. We do not think that it is appropriate to put the burden on the plaintiff to obtain every potential defensive record that Wyeth may want and to anticipate how far an wide Wyeth wants to go into the issue of the medical condition of the plaintiff.

So, because of that, we were unable to reach an agreement on the custody and control issue and we truly believe that the case law is in our favor on that.

As to the question that you raised earlier about the echo cardiogram facility and what is going to be in there and what is it that Wyeth might be expecting, that, too, is addressed by the medical authorization. Mr. Zimroth response was that he wants to obtain nurses' notes that may make some notations about why particular views were taken or not and why particular views were taken when they might not be reflected on the final videotape. He wants to discover into nicqua (sic) settings and why it was done, if those documents exist, then the nurses' notes indeed are obtainable with the medical authorization that we have agreed that we would provide.

Further, Mr. Zimroth said -- let, me back up on one other point --

THE COURT: You would be willing to produce whatever you have in your possession ?

MS. PRESBY: Everything not privileged in our possession we agreed we would produce in these cases.

The original fact sheet that was written, that is now incorporated in the proposed fact sheet to the court today is included a document request and it is important to note, your Honor, that in that document request that is on page 16 of the fact sheet, it says:

"Attach the following documents to this declaration to the extent that such documents are currently in your possession or in the possession of your lawyers."

There is no justification for expanding that to custody and control when we are talking about the opt out suits.

THE COURT: Let's take a look at 18. You would apparently have no objection to page 18 if the words, "custody or control" were stricken?

MS. PRESBY: I wanted to address one other small point on it. In large part, you are correct, your Honor. If we strike those two words --

THE COURT: And then you would be agreeable to being required to provide the appropriate medical authorization within a short time after the complaint is filed?

MS. PRESBY: Yes, your Honor.

THE COURT: So there would not be any inordinate

delay?

MS. PRESBY: Correct, your Honor.

THE COURT: Go ahead.

MS. PRESBY: The other remaining issue I wanted to address Mr. Zimroth's statement Wyeth agreed to take out the catchall phrase. We were concerned the phrase including but not limited, that sort of incorporated everything in the world. They're still is a catchall phrase in this and it's the one at the end that says:

"And all other documents reflecting any non-privileged opinion, findings, observations protocol or procedures of the reporting cardiologist, sonographer, technician --"

THE COURT: Where is that?

MS. PRESBY: The last three lines of the paragraph.

THE COURT: All right.

MS. PRESBY: Our original concern, especially with the custody an control language that requires us to go to the library and mull the scientific text and photocopy the settlement agreement and go well outside of our possession to provide it. If we are limited to possession, then the documents that are within our possession, I think ultimately Wyeth would be entitled to, so we would not object to producing them in connection with the fact sheet.

That's all on the fact sheet, your Honor. Thank you.

THE COURT: Mr. Fishbein?

MR. FISHBEIN: Your Honor, I just -- I don't really take a position in this specific battle, but I do think the Court should have the benefit of our views as to the administration of whatever gets done here, because we have been dealing with fact sheet administration for many years and it's been a big issue in terms of the control of the MDL process, so I just want to give you our perspective of that, so whatever decision gets made here, takes into account the administration, because for better or worse, ultimately, the PMC and Mr. Miller end up sort of patrolling the fact sheet requirement and we would like to make it as workable as we can.

Back in the old days, as old as PTO 22, that's the one that had the fact sheet requirement, plaintiffs were given 45 days to complete the fact sleet from the discovery initiation date and we had a lot of problems securing timely compliance with that and a whole system was setup to get people to make time three fact sheet disclose slurs, because even if plaintiffs were to provide their authorizations on a timely basis, if they didn't provide the names of their medical providers, their authorizations were useless and you would chase nothing and what would happen, there would be a

cascade of delays, because the Wyeth defendants and other defendants didn't get the medical information and/or the authorizations, there were delays in getting the records and no meaningful deposition discovery could get started until all that happened, so one of the sort of attempted fixes there was at some point in the process, Judge Bechtle I think on his own motion if I recall correctly said let's shorten up the fact sheet requirement and make it for production within 30 days of the DID and that helped quite a bit, but it continued to be a problem, and what happens is whatever goal the Court sets when a case should be case ready and out of the MDL and back to transferor Court, requires a certain amount of discovery and if these time sheets don't come in on a time three basis that gets pushed back and Mr. Miller gets inundated with a lot of requests. What was going on here, the old fact sheet would have worked to get all the medical records out with the authorizations. We could have left that in place.

The effort here, I think, was to identify specific items of information that were important, at least from Wyeth's perspective from making eligibility challenges and the Court would have to decide ultimately what was important so a discrete list of information it was arrived at and I think that plaintiffs justifiably felt 30 days was too tight a time period from the DID to get all that information, so it

was expanded to 45 days and I guess the idea here is to get this information out first.

It's your ticket to the courthouse for an opt out case and if the ticket is not there, we ought to know about it and litigate it early on and then this authorization issue came up.

There are a lot of ways to skin this cat. The rules say that somebody is obliged to produce whatever is in their custody, possession and control, the case thank you says you can give control to somebody else by giving them an authorization. The Court is not bound to accept that. The Court can make you exercise your control in another fashion. The point is, if the idea is to get this information out early and it's not going to be done through this fact sheet disclosure in a way that makes any sense and we are going to go to a system, for example, of authorizations two weeks after the DID and fact sheet 45 days, we just have to make sure that what is factored into that is some meaningful disclosure of who those authorizations are going to go to, so if we have a speeded up process --

THE COURT: So what you are saying is that even if the authorization was provided two weeks after the complaint it was filed, it does not do you any good if you don't know who should receive them?

MR. FISHBEIN: That's right.

THE COURT: You are not going to be able to do that until you get the fact sheet?

MR. FISHBEIN: That's right. If we go in that direction, I think we could revise this fact sheet to have -- you know, we could have an abbreviated fact sheet, just disclose the name of the echo cardiographer, sonographer, the place of the echo, produce that and give us an authorization and it's upon Wyeth's burden to go out and do that.

THE COURT: You said in an order that you had to produce your authorization within two weeks plus the identification, name, address, serial number, et cetera, of the cardiologist or the echo cardiogram facility, et cetera, that would solve that problem.

MR. FISHBEIN: Do it that way or dot in 45 days and produce everything and take your choice. Then I think each side's concerns are fairly accommodated and the process won't bog down, because we will continue to have fact sheet patrolling issues no matter what happens and I think it is reasonable to extend it to 45 days, because I am hoping that we will get more complete fact sheets done when they are supposed to be done and we can deal with a meaningful discovery schedule from that point forward.

There are a lot of ways to skin the cat and I think both interests here can be fairly accommodated in that kind of a regime.

MR. LAMINACK: In that case -- your Honor, may I be heard?

THE COURT: Yes.

MR. LAMINACK: Good afternoon.

THE COURT: Good afternoon.

MR. LAMINACK: Nobody has talked to me about changing this fact sheet and I guess my big objection is, the rules are being changed in the middle of the game as to me and my clients.

What that means to me specifically is, I have approximately 1,000 fact sheets, the old fact sheets that are already answered or are in the process of being answered that would now have to be changed and these new fact sheets be answered.

From an administrative standpoint, the fact sheet for somebody like me, who represents a lot of opt outs, is a nightmare. The simple fact sheet we have now is an absolute nightmare. I don't think I could get an authorization signed in 30 days for a large number of clients, much less try to exercise that authorization and go get the medical records. It is very difficult. A question I have and a point of clarification I need --

THE COURT: You mean you have the names and addresses of your clients and you could have a form letter with a copy of the authorization saying return it. You don't

think your clients would act with alacrity in that regard?

MR. LAMINACK: My experience tells me it would be very difficult to accomplish that within 30 days, which is why I am answering fact sheets well in advance of ever opting people out or filing lawsuits, because I know it will take me much longer than the allotted time, whether it's 30, 45 or 120 days. I know it will take me longer, that's why I already have all these fact sheets answered and I know a lot of other lawyers are in the same boat. We learned from experience we have to do that in order to timely respond. I think I probably have more answered fact sheets in the MDL then anything, as well as more requests for extensions then anybody. I need a point of clarification, what I was handed a while ago did not contain the primary pulmonary hypertension questions. Has that been eliminated?

MR. FISHBEIN: Yes.

MR. LAMINACK: That's no longer on the table? I have had a big problem with that.

THE COURT: Maybe your problem has been solved.

MR. LAMINACK: That's good.

THE COURT: That's what we try to do around here, although we don't always succeed.

MR. LAMINACK: An overriding concern I have, your Honor, is all this goes to the issue of eligibility: I understand that. I am concerned that what is being setup

here is a prelude to full scale litigation in your court on the issue of eligibility for thousands and thousands of cases and I don't think that will work and we talked about that a little bit last time when we were here and I got the impression you didn't want to be the person responsible for conducting litigation on eligibility in thousands of cases. So I have -- I wish I would have been --

THE COURT: I don't know that I would put it quite that way, but go ahead.

MR. LAMINACK: I wish I would have been part of some of these discussions. I understand H.P. needs and is entitled to certain documents, but I do not like what I feel like is being manipulated in a situation where all my clients will have to litigate eligibility. These are hundreds of questions, hundreds of interrogatories --

THE COURT: We don't know what will occur here and I am not inclined to go along with the idea of a technical advisor. I think the best route to go is to try to get the information as soon as we can to Wyeth and then we will see what happens. I don't think anybody really knows at this point. You may be right. Then, we will have to deal with it.

MR. LAMINACK: I doubt that a day goes by that I don't talk to at least three different Wyeth lawyers and we have in our litigation in Texas been able to an agree pretty

much on everything. All our docket control orders, all our discovery. I would have liked to have been part of these discussions, because I understand and agree they are entitled to search information, but what I think is being asked for here is going a little bit overboard especially in light of the fact I would have got approximately a thou of these answered and now I am going to have to reload, if you grant this motion and answer a thou different once and sign a thou different types of authorization, so from our perspective, we object to this mid stream change, your Honor.

THE COURT: Is this fact sheet signed by the client or by the attorney?

MR. LAMINACK: I don't know.

MR. FISHBEIN: The client.

MR. LAMINACK: The client signs it under penalty of perjury and of course the client signs the authorizations.

THE COURT: All right, I appreciate your comments.

MR. LAMINACK: Thank you, your Honor.

MR. ZIMROTH: I would just like to clarify one point because there was an error in what Mr. Laminack said.

THE COURT: Go ahead.

MR. ZIMROTH: He would not have to refill out a thousand fact sheets. He would have to fill out the new sections, but --

THE COURT: When you say, "the new sections", you

mean on intermediate and back end opt outs.

MR. ZIMROTH: Yes, but not the whole thing.

MS. PRESBY: On page 8(J), it's different, as well.

MR. FISHBEIN: May I explain this, your Honor?

THE COURT: One at a time. Go ahead.

MR. FISHBEIN: What we did on the fact sheet, other than the intermediate back end opt out section was, we got rid of questions that seemed to be extraneous and unnecessary now that we are four, five years into the litigation.

So we got rid of questions, we moved some other questions into a new section so that they are altogether and you don't have to -- the new fact sheet you up to the inter need eight back end opt out sections is less inclusive than the told fact sheet.

THE COURT: In other words, if it's already been filled out, it's going to be fine?

MR. FISHBEIN: That's correct and the proposed order that you I think, says that for fact sheets already filled out and completed as of a certain date you don't have to do anything but the new section and it's either/or and you are talking about two new pages of either Section 8 or 9 or 7 or 8, I forget which and certainly, if the concern is, we filled out old fact sheets but we haven't gotten them filed

yet, we can certainly provide the old fact sheet is acceptable in lieu of the new one, except for those back two sections because this one is less demanding than the prior one, so there is no effort apart from those two sections, either if you are an intermediate opt out you fill out and if you are a back ends opt out you fill out another.

It is what we had before, but less so.

THE COURT: Thank you.

MR. NOLAN: Your Honor, Rick Nolan.

We filed papers with a little different take on this matter and specifically, I mean Fleming & Associates on behalf of our clients filed papers arguing that essentially, this is a prelude to the eligibility issue.

In fact, these were coupled together initially when the Court heard this issue the very first time and because the eligibility issue should be determined in the case that is pending, we believe that the transferor court should determine these issues and so our suggestion and we have filed a suggestion of remand with the Court, asking that all of the cases be returned, because this is purely individual case specific discovery we are talking about. This does not have anything to do with what an MDL is setup for and so this just sort of highlights this issue.

I understand that is not on the docket today and I will not argue the merits of that position, but I would

say --

THE COURT: That undermines the whole concept of an MDL?

MR. NOLAN: I don't think it does, your Honor. The concept of an MDL, if there is discovery -- common discovery that must be conducted, the MDL is formed to do that. This is purely individual discovery.

THE COURT: This happens all the time in motions to remand and that has happened for years where a case is removed from the state court, federal court and there is a motion to remand and those motions more often than not end up with the transferee court, the MDL court, do they not and they are certainly individual?

MR. NOLAN: Yes, that is true and that's part and parcel of the reason why we suggested maybe are hand of all the cases is appropriate because that's another built in delay for the plaintiff once you allow the case to pend in the transferer court, the remand motion if you have a proper remand motion to get it back to state court.

Many of the judges are sitting on those and just letting them be transferred up here after the CTO issues in the case, but that would just beg the point. That's another good reason why it is that this Court should not have to deal with as many as -- I know this Court is aware of this, 70,000 potentially remands.

It just seems like it's an awful burden on this Court when there is no more common discovery to be done.

THE COURT: I appreciate your sympathy.

MR. NOLAN: Thank you.

MR. BUCK: Rob Buck, from Atlanta, Georgia. Ms. Presby suggested a two week date deadline from the date of filing. It would be more appropriate to make it from the date of Wyeth's answer.

First of all, there are some circumstances where that obligation might be created ahead of an actual service of the complaint upon Wyeth, and secondly, I would just point out, at least in my experience, Wyeth has had different counsel in different cases and it would be helpful to know who that needs to do so and an answer would certainly dictate that.

THE COURT: You are saying you don't know who to send the authorization to, service hadn't been made?

MR. BUCK: On occasion, that may be the case and I think an answer case, being a trigger date is more logical under the circumstances and I don't think the 20 or 30 days that might be involved to effectuate service and get an answer is going to delay Wyeth getting there answer. I think it will clear up a lot of potential confusion or confusion that might occur and I would ask the Court when preparing a trigger date for this requirement, consider the removed

cases, as well, and what date or trigger date would relate to those.

Thank you.

THE COURT: Do you want to address those points, Mr. Zimroth, while they are still fresh in our minds?

MR. ZIMROTH: I will start backwards, with respect to Mr. Buck's question as to who these fact sheets, authorizations should be served on, it's Mr. Pariser and that's where they have been going, for the MDL and, you know, when that gets done, we will take responsibility for getting it to whatever local counsel is appropriate.

THE COURT: You would suggest then that you put in some order the name of the person or the address where these fact sheets should be served?

MR. ZIMROTH: That's easily done.

THE COURT: That would solve that problem.

MR. ZIMROTH: That's pretty easy, but on the issue of the authorization, I want to get back to that, there are two things I think that are important here.

First is that, you know the notion of requiring the authorization within two weeks of filing may sound good in the abstract, but I would be willing to bet that if the Court ordered that, you would be faced with a flurry of motions, arguments and whatever that you did not have jurisdiction to do that and that you don't have -- and that

the MDL court does not have jurisdiction to order anything until the case is on your docket and you surely would here that were respect to cases, you know either in state court after we remand it or whatever -- I mean removed or whatever.

THE COURT: Right.

MR. ZIMROTH: So, I think, you know that that -- I don't know how to deal with that issue. Maybe there is a way to deal with that issue.

The second important -- but I don't see one immediately. It seems to me that the trigger here is the date that it hits the Court's docket and then that starts the DID, the discovery initiation date, and that is often months after the filing of a lawsuit. That's why it's so important that we have the documents and that raises me --

THE COURT: If you can't order an authorization, how can I order them to do anything with respect to fact sheet?

MR. ZIMROTH: You can when the case is for cases on your docket.

These are orders that apply to cases.

THE COURT: I see what you are saying.

MR. ZIMROTH: On the docket.

THE COURT: The plaintiff would be gathering this information before it hits the docket.

MR. ZIMROTH: It should be.

THE COURT: In terms of the authorization, I may not have authority - - that can't be triggered until it is on.

MR. ZIMROTH: I'm not saying you won't. You will be faced with arguments. We will be faced with arguments. We will get in a whole big dispute about that. That's a problem.

And, that gets me to the second point, which is, you questioned, I forget which one of the counsel up here. But, the difference between what was happening before and what is happening now, this is a threshold issue. This is the ticket. We are talking about information relevant to that, to our ability to make a motion. When we started making motions, the Court will obviously have to decide what's relevant, what's not relevant, whether you agree or disagree with us. Without the information we can't start that process.

If this goes on for months down the road, while at the same time we are doing discovery and doing all the other things that one does in a case that's a substantial part of the benefit of the bargain, at least our view of the benefit of the bargain, which is if someone is not entitled to sue us, there should be no case, period.

THE COURT: Going back to your point of jurisdiction, if these people are class members of the class,

which you argued that they are intermediate, so it seems to me, I have some authority over class members, would I not?

MR. ZIMROTH: Yes, you would.

That's why I think, I was not saying you don't have it. I said you would have arguments.

THE COURT: Of course, that goes with everything that I do. I think of doing.

MR. ZIMROTH: Your Honor, I think a relevant precedent here about this custody and control, it is your own order 2383 which related to PPH. I understand there are differences but in this respect, it is not different. That is there we were talking about a threshold issue as well.

What the Court ordered in very broad language that the plaintiffs had to produce, I'll read it to you. All class members filing suits allegedly based on PPH are required upon written request of AHP to provide AHP - - I'm skipping the release party language, with all medical evidence. All medical evidence including medical records and tasks that relate to the diagnosis that the class member has PPH as defined in the criteria.

So, basically what you are saying is before you come into Court, you better gather that evidence and soon thereafter give it to Wyeth. That's basically what we are suggesting here. This was the ticket to sue us. So you know this is material that they should really have pretty much at

their fingertips, certainly more than we would have.

THE COURT: Anyone else on this, you wish to respond to anything that Mr. Zimroth said?

Ms. Presby, do you wish to respond to Mr. Zimroth?

Mr. Blizzard.

MS. PRESBY: It is hard to resist that temptation.

MR. BLIZZARD: I wish to say something but I'll refrain from saying it.

THE COURT: Sometimes that's for the best.

MS. PRESBY: I won't choose the - -

THE COURT: I said sometimes not always.

MR. PRESBY: I did want to make clear really in response to some of the things that Mr. Laminack said we by taking the time to negotiate with Wyeth and come to a fact sheet that might be applicable in the MDL cases. We are not at all conceding that eligibility should be determined in anything other than in such court.

THE COURT: I understand that.

That goes without prejudice to that argument.

We are not there yet.

MS. PRESBY: That's what I thought. And, then I do think - - I would like to comment.

Mr. Zimroth is asking for documents in the possession, care and custody of the plaintiffs. The plaintiffs are willing to give him the opportunity to make

them as much in his custody - - our custody not care and custody as much in his custody and control as they are in the plaintiffs.

He seems to be rejecting that opportunity to the Court by saying, your Honor, I would like to spare you from having litigation over the point of whether you have jurisdiction. In his effort to spare the Court of that burden, I did not think it is appropriate or fair to place the burden on the plaintiff.

The plaintiff is willing to give Wyeth the exact same right that the plaintiff has to these documents. Wyeth needs to accept that right and then make the effort and get the documents. I don't think it is fair to put it to us just because it is anticipated that there will be jurisdictional arguments that the Court has indeed demonstrated just by reciting the settlement agreement won't be victorious.

THE COURT: Thank you.

Anything further on item one in our agenda?

The second item is the motion to determine inadequacy of representation for opt-out class members.

Who is going to argue that.

MR. GOLDSTEIN: Good afternoon.

My name is Thomas Goldstein.

I'll spell it. T-H-O-M-A-S G-O-L-D-S-T-E-I-N.

THE COURT: You may proceed.

MR. GOLDSTEIN: I'm here on two motions. I represent some 20,000 plaintiffs represented by around 150 law firms that have filed two motions with the Court. The first deals with the question of adequacy, that's a structural motion, it is how the subclassing system was set up in this case.

The second deals with disqualification of the actual counsel who represent the class and the subclass.

THE COURT: That motion is not - - the second one is not on the agenda.

MR. GOLDSTEIN: I understand.

Then I'll talk about the structural question.

The heart of this motion is that when the settlement was negotiated in the proceeding subsequently after PTO 1415, there have been amendments to the settlement, the subclasses were not set up in a way that accounted for the divergent interests of the Brown class as a whole.

I would like to illustrate that on a couple of different fronts. Let me step back and talk about how the subclasses are structured. I know you are familiar with that. It will help to explain.

THE COURT: Okay.

MR. GOLDSTEIN: Subclass one involves everyone as of the time of the screening period, did not know they were FDA positive within subclass one. There's a subclass 1-A,

1-B. The difference between A and B depends on how long you took the drugs.

For the present purpose it is not material. Subclass one has in it a wide breadth of people. Subclass one because it is just defined in terms of knowledge has people in it who were not sick at all, completely clean, who had trace symptoms, who had mild, who had moderate, all the way up to PPH. The entire breadth of conditions that are caused by fen-phen were included within one subclass.

In fact, even that one defining feature of subclass one, it will be true of subclass two, when I get to it in a moment. The one defining feature, the people are essentially ignorant of the medical condition, doesn't typify the class as a whole because there are a number of people in subclass one who did know the condition.

Subclass one includes everyone who is not in subclass two. People that knew before the screening period was over that they were at least FDA positive. If you knew that you were not FDA positive, you had a trace condition, you were completely clean. For example, you were in subclass one.

So the fundamental point of the adequacy motion is that the person who was responsible for negotiating out the settlement on behalf of subclass one had clients with different interests. I have to put that within the framework

of the Supreme Court Amchem decision.

Judge Bechtle said I looked at Amchem and Ortiz. There's no futures problem. With all due respect to a great effort to understand Amchem and Ortiz, he missed it.

THE COURT: But, hasn't this issue already been litigated here.

Amchem, of course, was a direct appeal. Stevenson was a different situation. But, that all occurred before Amchem.

Judge Bechtle went at great lengths to deal with it. It was on everyone's radar screen and up until he dealt with it in 1415, it went up on appeal. There was an affirmance.

MR. GOLDSTEIN: In truth, the appeal was dismissed.

THE COURT: In any event, you had an opportunity to go up to appeal?

MR. GOLDSTEIN: Let me step aside and deal with whether or not there's a law of the case problem, so you don't have to reach the merits of the motion.

Look, it has been decided in this Court? The answer is no. There is an argument that is made both by the class counsel and by Wyeth that Hansbury v. Lee, to detour into that, the procedure, due process tries to bring a collateral attack against the class action settlement was

superseded by Rule 23, that in effect that procedure already exists. We don't have collateral attacks anymore. That's not the law really anywhere.

Stevenson, the case you cited is a good example of that. Stevenson is a post Rule 23. You had a collateral attack, even though the Stevenson District Court said, I looked at this settlement. I find that it satisfies the requirements of the Constitution and the Federal Rules.

The Court recognized that people that were not participants there have a right to come in to say I'm not bound by the settlement. I was not represented in the course of it.

The Supreme Court never deviated from that. You have the right to bring a collateral attack.

There's a separate question, that is, you don't get to try it twice, that's to say, if my client had filed objections in the course of the initial 1415 proceedings, so that the people that I represent had come in to say, we object to the settlement, the Court, Judge Bechtle said, I looked at Amchem and Ortiz. There is not a problem. Your objections are dismissed.

Their remedy would be to go on appeal. The different - - the people on this motion are not objectors. There are some 20,000 people eligible for back end, intermediary opt-outs. The Constitution doesn't require them

to participate in the process and my suggestion that the Court can look at what Judge Bechtle said. I don't expect the Court to say I'll overrule Judge Bechtle. It might be our recourse is to the Third Circuit. I'm not saying that the Court should revisit and undo decisions already made. My point to you, that the arguments that we are making as part of the collateral attack are different from the ones that Judge Bechtle considered.

The Amchem and Ortiz argument that he considered and rejected is not the same one that we are making now. So I would like to then move to that.

THE COURT: All right.

Our point is this, Judge Bechtle made a finding that unlike asbestos, the disease, the heart of the disease that is caused by fen-phen is not latent. I'm willing to accept that and I don't intend to second guess or reargue any finding made, many of the findings made by the Court throughout the course of the case. But, Judge Bechtle made the relevant finding to show there's an Amchem problem. The disease is progressive, that is to say, someone who has a matrix level condition on the date that the settlement was entered or let's put it within the terms of subclass one. Someone who has a matrix level condition after screening, so someone has a very, very - - someone with PPH is in subclass one and now to put it in terms of Amchem, they want benefits

today and may not survive more than six months. As the Court is familiar, they have an incentive to have a settlement structured so the money is oriented so they get it the day the settlement is entered.

On the other hand, someone with PPH, a mild condition or mild aortic condition, that condition, while it is not latent in the sense that we can accept for purposes of this argument, that you don't show up completely clean then another day show up with PPH, someone with a mild condition can and will often or in a reasonable number of cases progress, so they have a serious condition in point of fact, that really can't be disputed. That's the structure of the settlement. That's the point of the back end opt-out. Look, you get screened, you may be FDA positive, but you can wait and see whether or not you have progressed to a matrix condition. You can back end opt-out. We realize your disease may get worse. So the point is this, what Judge Bechtle didn't understand, the science I think was before him, that the people in subclass one, even to some extent in subclass two had divergent interests.

Diane Nast representing subclass 1-A for example and I don't know she is here, perhaps can explain to the Court how she was trying to reconcile these competing interests. But, she had an impossible job to my mind, that is if she had people not sick at all, people somewhat sick,

very sick and she went in the room and sat at a table on behalf of her clients, what was she trying to do? I think Wyeth and the class counsel gave - - she was trying to get the best deal, overall. That's what Amchem doesn't permit.

You can't just sort of throw your arms open. I got every kind of client in the world. That's the point of subclassing. You are not to have every clients in the world. You have clients that are very sick. You are actively looking for benefits.

Now that's your clients. I have - - you have people concerned over medical monitoring, over the course of five to 10 years and they want an inflation indexed settlement.

THE COURT: We have that.

MR. GOLDSTEIN: I want to bracket that and I'll come back. The settlement addresses some of the concerns, solves the problem and I want, with the Court's permission because I think as one reads the Amchem and the Ortiz opinion, this is precisely the argument made there. Look, we did do a good job for the class. On the whole, we got benefits that accommodate all of these things.

The Supreme Court point was no, this is a procedural due process right. We don't know if there had been a person at the table for each of the different kinds of illnesses. What the settlement would have shown, you can't

say to someone to be sure, we violated your right to procedural due process, no harm, no foul. You are still doing okay. As I said, I want to come back to the point of what is I think by all accounts innovative settlement and lots of effort went into it.

I have enormous respect for it. The question really, were there trade-offs made here that were somehow inappropriate or reflect the conflicting interests of the subclass counsel? I think I can illustrate for you why the answer to that question is yes.

If we take two people, one is FDA positive, knows it before the screening period, that is to say someone in subclass two. We take someone else, FDA positive, doesn't know it, therefore is in subclass one, learns it through the screening period, that is to say these two people have the same medical condition. The only difference is in their degree of knowledge. They would have precisely the same interests in a medical outcome and in compensation were it not for the difference in their knowledge.

The settlement treats them very, very differently. The person who is in subclass one and learns about their condition being FDA positive, does get an intermediate opt-out, that intermediary opt-out is a very different one than they would have exercised if they had an initial opt-out, notwithstanding it is a couple of months later, they

have the same medical condition, they don't have the right to punitive damages, the right to joinder is restricted. Other things the Court found necessary and counsel found necessary to balance the interests of the class.

With respect to that sort of difference, a difference that is fundamental, when you have two people with the same medical condition, their disparate treatment is based on the difference of their degree of knowledge, reflects how the subclass was set up.

Subclass one is set up based on people's knowledge, nothing to do with the kinds of benefits they would want. So is subclass two, that's the line that divides them. It is not surprising, the settlement itself ended up with lines based on knowledge, don't make medical sense.

So I think that illustrates that there was a problem within the subclasses, that it is reflected in how the settlement ultimately plays out.

I think that's the core of the argument, your Honor, that there was an irreconcilable conflict.

I could go on but that gets to the chase.

THE COURT: Anyone else?

MR. LEVIN: Your Honor, Mr. Issacharoff will argue for our side.

MR. ISSACHAROFF: Good afternoon, your Honor. Samuel Issacharoff on behalf of the class.

Your Honor, this is not a collateral attack. This is a motion for reconsideration well after the judgment has been entered.

Mr. Goldstein is new to the case, but his client is not. His client is Mr. Fleming and the individuals that Mr. Fleming represents.

Mr. Fleming was present and was represented at the Fairness Hearing. Every argument about Amchem was available to them at the time. Arguments about Amchem by Mr. Fleming and his counsel were presented to Judge Bechtle. Judge Bechtle made findings, as your Honor noted, these issues went up on appeal. They could have been appealed, could have been pursued. They were abandoned.

Three years later, we are hearing the exact same thing again.

Somethings have happened in the course of three years. In the course of three years, over a billion dollars of benefits were paid out by the settlement. In the course of three years, hundreds of thousands of people got echocardiograms, pursuant to the settlement.

In the course of three years, tens of millions of dollars of reimbursement were paid.

These are facts that came about as a result of the justifiable reliance of the parties upon the settlement and upon PTO 1415, which could have been appealed and was not.

It could have been appealed by these very parties and was not.

So the question is what is it that allows them to come in three years after the fact and start waving around, we don't like the way that the class was structured at the time.

There has to be as basis for this. Hansbury v. Lee recognizes there has to be some kind of a challenge, doesn't get to the problem with Hansbury v. Lee.

We go back to the very early days of class practice, the problem with Hansbury v. Lee, there was no determination by the Court of adequacy of representation. There was no guarantee notices had been given. There was no way of knowing who was bound and how careful was the representation afforded.

The Supreme Court in Hansbury v. Lee, it is consistent throughout, has held that adequacy of representation is a sine qua non for due process to be satisfied in class representation, in representative litigation. That was presented to Judge Bechtle. 1415 is replete with findings on this question.

So the question before us now, in my view, on what basis can we set this aside? Is there even jurisdiction in this Court to set aside 1415, once the parties have acted in such overwhelming reliance on it?

They argue the class was not homogeneous at the time of the settlement. First of all they should be bound to the arguments that they made at the time. There's no new law they can point to. There are no new facts.

Mr. Goldstein is a new lawyer. I read it, he has some creative ideas. He wants to give them a flyer in this Court. That's not how the law works, your Honor.

But, what is it about the class that was not homogeneous? They have a new idea. Well, perhaps people would progress.

One would be shocked reading 1415 to find out that's exactly what was anticipated. That's exactly how the case was structured. That's exactly how the intermediary and the back end opt-outs were set up.

So what does it mean? Some people would progress according to Mr. Goldstein. We had to have completely different subclasses at the time who would be in the subclasses, your Honor. It would be the entirety of the class. Because all that was present at the time was a probalistic chance you would be the unfortunate class members that would progress.

We didn't know who it would be. We had the class members, didn't know who it would be. That's why the settlement was structured, to give them as much information as possible and provide them echocardiograms. Let them make

informed decisions. They could opt out at the beginning, they could opt out if they progressed. They had more choices in this settlement than has ever been provided in any class action settlement.

So the idea that there was differentiation over time is not a new argument. That was known at the time of the settlement and that can't possibly be an argument here.

In their papers, although Mr. Goldstein didn't rely on it much. They claim that Stevenson gives them an opt-out, if this Court were to accept the Supreme Court split affirmance of the Stevenson case, somehow the Second Circuit, if it were controlling here would obligate this Court to do what?

Well, they are a little ambiguous about this. I guess their argument, it would obligate the Court to dissolve the settlement retrospectively. We would submit that's not what Stevenson says. That Stevenson says if you are made aware of your condition for the first time after the settlement has expired and you get no benefits from the settlement, under those circumstances and only under those circumstances, are you not bound by res judicata to the settlement terms.

Nothing in Stevenson says to go back and dissolve the class retrospectively. Certainly footnote six and seven of the Second Circuit opinion clearly anticipate that those

members who were still getting benefits under the terms of the settlement would be bound by the settlement.

So in this case what we have is individuals who got the bad deal or at least that's what Mr. Fleming claims. Obviously there's dispute as to whether or not his clients are medically as reported but leaving that aside, their claim is that they represent individuals who as a probalistic matter, we knew would exist. They got the bad end of the deal.

The question is can they come back after the fact and say that they are absolved from any responsibilities for the decisions they made with full notice to accept the conditions of 1415.

One last point, I think, your Honor.

There is a claim in the papers, again Mr. Goldstein apparently abandons this claim. He did not author the papers. There is a claim that class members who opt-out are not class members. And, that we did not provide notice of that. They might still be considered class members and therefore that there is a need to vacate the settlement. Presumably the notice was inadequate. The settlement is quite clear in the West Law version, at page star 25, that class members, when they exercise an intermediate opt-out are still addressed as class members. They have both benefits and burdens that comes with being a class member exercising

the intermediate opt-out.

It is true that they may not seek punitive damages. It is true they may not file for consumer fraud claim.

At the same time it is also true that Wyeth cannot claim certain defenses against them, such as statute of limitations. And, that is a benefit, which is from being a class member.

I would be shocked to hear Mr. Fleming have his clients come into this Court saying it is perfectly all right for Wyeth to all of a sudden raise statute of limitations defenses against individuals seeking to avail themselves of an intermediate opt-out. They are no longer class members. The deal doesn't apply. We are back to square one. That's not how it works. The Court is perfectly aware of this.

Ultimately, your Honor, what Mr. Goldstein on behalf of Mr. Fleming is arguing, is that there can never be finality to a class judgment because their position is that as things go along, individuals who made choices based on notice are always free to come back unless they participated in their individual capacity in the hearing and raised these exact same claims. It doesn't matter that their lawyer represented them. It doesn't matter they were raised by others and addressed by the Court. They are arguing that the collateral challenge principle gives each and every class

member the right to revisit is the very determination that the Court has made.

We would submit that the going back to the Ben Hur case in the 1920s. The Supreme Court has recognized class actions have to labor to achieve finality. That's one of the principles of the class action, that's why it was so important in Hansbury v. Lee, that the courts be assured of the adequacy of notice and adequacy of representation.

But, once those conditions are met, finality attaches to a class settlement as it does to anything else.

Otherwise, we would be telling Wyeth that they got played for the biggest suckers imaginable. They have paid out over one billion dollars. If the Court accepts the argument being made, they got nothing for it. Thank you.

MR. LAMINACK: What order would you like us to go in?

THE COURT: You may proceed.

Rick Laminack for my own plaintiffs, your Honor.

First of all, I would like to address the argument.

MR. ZIMROTH: If Mr. Laminack has filed papers, I haven't seen them.

THE COURT: Have you filed them?

MR. LAMINACK: Yes.

MR. ZIMROTH: On this issue? I haven't seen them.

Can we have a copy?

MR. LAMINACK: Yes.

MR. ISSACHAROFF: Can I be provided as well.

THE COURT: When did you file, Mr. Laminack?

MR. LAMINACK: Friday or Monday.

MR. FISHBEIN: It might be a separate - -

MR. LAMINACK: It is the same issue, it might be entitled a separate motion.

THE COURT: We will hear it.

MR. LAMINACK: First of all what I wanted to address was this concept, whether Mr. Fleming or myself, we were here at the time of the Fairness Hearing. We didn't raise the issue then, therefore we should be estopped. It has already been decided in all fairness. That's not the issue from my perspective.

My complaint about the inadequacy of subclass counsel has to do with intermediate opt-outs. I didn't represent any intermediate opt-outs at the time of the Fairness Hearing. I represented initial opt-outs. I didn't have anybody to object to on behalf of.

So whether I was here or Mr. Fleming was here is really not the point. The point is what about these intermediate opt-outs, who was here for them?

The answer to that question is these folks right here. That's who was at the Fairness Hearing for the

intermediate opt-outs, today are intermediary opt-outs, to the extent that any of us raised these types of issues, just as lawyers have a tendency to talk about things when they don't have a dog in the fight, to the extent we raised the issue, we were told by the folks over here, don't worry about those people, we got them covered. They will have quote - an unfettered right to opt-out.

There's a case, I want to point out to your Honor, it is called in Re Joint Eastern and Southern District Asbestos Litigation. It is found at 982 F 2d 721. That had to do so with the consolidated

- -

THE COURT: What Court decided that case?

MR. LAMINACK: It is - -

THE COURT: Second Circuit?

MR. ISSACHAROFF: It is Judge Weinstein of the Eastern District of New York.

THE COURT: Not in F. 2d, if it was Second Circuit.

MR. ISSACHAROFF: It was the Second Circuit.

The Second Circuit appeal from Judge Weinstein.

MR. LAMINACK: Thank you.

It was an interesting case. It involved a consolidated asbestosis litigation and settlement. A bankruptcy was going on at the same time. The courts got together and what I would like to point out to your Honor,

the language that I think is apropos, quoted in Amchem and Ortiz.

It says: No members of a significant subclass can be bound by consent of representatives unless those representatives have undivided loyalty only to that subclass.

That's the question that I raise today.

What about the people that we are now calling intermediate opt-outs?

Who was there, subclass representative? And, as you have already heard subclass 1-A and 1-B covered not only them but people that are FDA negative, people that are FDA positive, people that are trying to get matrix money, people that are not trying to get matrix money. People that want to opt-out and pursue their own litigation. All the courts from Ortiz down talk about other than the medical differences, the two big things that distinguish subclasses from each other are how you qualify for the money and when you get it.

What we have here is a group of people who are trying to qualify in a very unique and special way for the money, that's through litigation.

The question before you is did these people who are today intermediate opt-outs have the undivided loyalty of a subclass counsel?

THE COURT: We didn't know who the intermediate opt-outs were.

MR. LAMINACK: Exactly. That's why we are in front of you today.

Judge, I think that's why we are having so much problems with the intermediate opt-out situation.

Why lawyers are getting threatened with contempt. And, why class counsel is filing affidavits against intermediate opt-outs when they try to get their cases remanded because there was nobody at the table for these folks when the rules that affect their rights were put together.

What the cases make abundantly clear, there's no cure for that.

Now - -

THE COURT: So you would be willing to give up the waiver of the statute of limitations, is that it?

MR. LAMINACK: Here is what I think the answer is, unlike arguments you may have already heard, I don't think you solve the problem by blowing up the whole class. God knows, everybody worked hard to put that together.

I think, the answer is as to these intermediate opt-outs, who we say didn't have adequate representation, the solution is to give those people a chance to exercise what amounts to an initial opt-out. I think that's the only way to cure the problem.

THE COURT: So Wyeth would have the benefit of the

statute of limitations?

MR. LAMINACK: No. It would be like a PPH, your Honor, it would be like a PPH.

THE COURT: Why not an initial opt-out?

MR. LAMINACK: Like an initial opt-out.

THE COURT: They could raise the statute of limitations, so your people may be out of the box altogether.

MR. LAMINACK: We are not saying that the people are not covered by the class. You made that abundantly clear. But, you can't waive their rights if they were not represented at the time the settlements went down.

THE COURT: If there were no class, then Wyeth would be able to raise the statute of limitations. Instead of being able to pursue compensatory damages, they would get zero.

Is that what you are suggesting for your clients?

MR. LAMINACK: I'm willing to take that risk. I'm willing to take that risk. I don't think any court - -

THE COURT: That's a pretty big risk.

MR. LAMINACK: I would be shocked if any court anywhere would say, Mr. Laminack, your clients have been tied up in this because of Court decisions.

THE COURT: What if you are wrong?

MR. LAMINACK: I'm not sure, I would be any worse off.

THE COURT: Your clients may not think so.

MR. LAMINACK: That's who I'm trying to talk for, your Honor.

THE COURT: Just a moment.

(Pause.)

THE COURT: Is Craig Eiland here?

A message for you.

MR. LAMINACK: I'll end by saying, I want to make sure that the Court understands that I'm in no way trying to cast any dispersion on class counsel. I'm not saying that they did anything wrong or bad. I'm saying that the way that the subclasses got set up through no fault of anyone, it is impossible to say that subclass counsel or the 70,000 people who claim to be intermediate opt-outs have the undivided loyalty of that subclass counsel.

THE COURT: Mr. Zimroth.

MR. ISAACHAROFF: If I may be heard for one minute?

THE COURT: Then Mr. Zimroth will be next.

MR. ISAACHAROFF: I think this point was made but I want to make it clear for the record. There were no individuals who could have been put together as a subclass of intermediate opt-outs at the time that 1415 was entered three years ago.

We could not have adequacy of representation. It

turns on two things. It turns on class A and a class representative who would have been the class representative who would have come forward three years ago. I intend to be an intermediate opt-out because I know that I will progress to the right level and exercise my right to the opt-out and what's more, I know today that Mr. Laminack will be my lawyer three years from now. That individual did not exist, no one could have claimed to be the subclass representative. No counsel could have claimed to be the representative for those individuals.

You could use some kind of trustee or guardian situation as in Ortiz. We saw it was insufficient even in that case.

What was needed was to have subclasses that represented the risks faced by the class. The risk of becoming FDA positive and having the opportunity to opt-out and exercising that opportunity was a risk that was shared across the entire class and that representation was in the structure that was approved by Judge Bechtle, that Judge Bechtle found to be fair and adequate.

THE COURT: Mr. Zimroth.

MR. ZIMROTH: Your Honor, I don't think that the question that you posed to Mr. Laminack is the complete question because this settlement agreement from our perspective was a whole. It was not just little parts of it.

The next counsel that gets up and says that maybe on behalf of whom I don't know is willing to trade-off the statute of limitations, you should also ask that person whether he or she is willing to give us back the two billion dollars that we have thus far put in, not one billion but two billion dollars that we have put in thus far into the Trust, not all of that has been paid out. There is roughly a billion and a half that is - - counsel is going to go back and get the money from the people and give it back to us?

This is basically what Mr. Laminack is saying. Don't destroy the settlement, just destroy that part of it that gave Wyeth its benefit. The rest of it, that's fine. You can leave that open.

That's not what we bargained for nor did we bargain for the notion that we can litigate this issue again and again and again and again.

I think Mr. Issacharoff made the point, I won't repeat it.

I'm sorry. One other thing before I stop.

THE COURT: Sure.

MR. ZIMROTH: I'm saying it is happening more and more in these cases, not only in these status conferences, not only directed to this particular argument, but, you know, over and over again we have counsel coming up here, who didn't file papers. And, counsel who come up here and make

arguments that were not raised in their papers. That's not the right thing to do. We need to be able to respond in an orderly way.

THE COURT: Why don't we take a ten minute recess now.

(Recess.)

THE COURT: You may be seated.

Mr. Goldstein.

MR. GOLDSTEIN: Thank you, again, your Honor.

Our basic point is that there was nobody at the table when the settlement was negotiated for people that were likely to face the choice of whether or not to be an intermediate or back end opt-out.

THE COURT: What about the argument that there has to be a class representative that fits into that category, obviously couldn't be?

MR. GOLDSTEIN: It misperceives our argument and even if it doesn't, it is not correct. It misperceives our argument.

We are not saying we want a class rep for the intermediate or the back end opt-out. Our point is that it was perfectly clear to Wyeth, it had to know the scope of the people that were making the claims, the class representatives with intake subclass one. How many of these people there were. What kind of conditions they had.

Let me turn to Mr. Issacharoff's arguments. The problem classically everybody has the opportunity for a back end or intermediate opt-out, that's not right. If someone after the screening period already has a matrix level condition, their concern is not a back end opt-out. They want as the Supreme Court said in Amchem, benefits now.

If someone is basically clean, what they really want is medical monitoring.

If somebody is FDA positive, then I'm sorry - -

THE COURT: Does that necessarily follow.

MR. GOLDSTEIN: Does it? I believe so. That's my understanding of what Judge Bechtle said in 1415. We don't have a latent - - the court reporter asked me to slow down. I invite him to stop me. I apologize your Honor.

I think that's right, when you don't have a latent, that is to say members of his subclass, one is not latent, it is extremely unlikely the person represented by Ms. Nast as subclass 1A, will need matrix benefits.

What they will want is the medical monitoring. On the other hand, if someone already has a matrix level condition, what they do want is benefits today.

Now that only answers one of Professor Isaacharoff's two points. First he said look, probalistically everybody is in the same boat. That's not true because of the nature of the progressive disease.

Second, he said, name it. That's a fair point. Can you name for me on the day we tried to pick subclass counsel, can you name a client for that person. I think the answer is fairly said, no.

I cannot tell you because of the way that they structured the settlement. They put everybody in subclass one, that didn't know the condition. That's not an excuse to taking what we knew. There had to be a number of them. That is to say Wyeth when it agreed to the settlement had to know roughly how many people were FDA positive subclass one, for goodness sake, the subclass representative herself had better have known, that is to say if Ms. Nast had no idea that 100,000 people were trace or 100,000 people were matrix. She had no business in the job.

Our point is there should be subclass counsel assigned the responsibility as trustees until the screening program was over, then we would fill in the box of the name of the subclass representative.

Judge Bechtle in 1415 makes perfectly clear this system is counsel run, not class representative run. Nobody actually believes Mr. Issacharoff will not say that there was a genuine problem because the class representative wouldn't have come to the negotiating sessions. You know, I would like this kind of an echo instead of another echo.

What the Supreme Court was worried about in

Amchem, there would be a person at the - - a representative of each different kind of divergent entity. Then let me - - I intended to take this as three points. I started at number three. It was the question you raised.

I want to make sure I cover the other two. The point we are too late right there, too late in the day. You started with that question yourself, your Honor. We already crossed this road in the objections process.

Second, the settlement itself already addresses the probabilities, Professor Issacharoff said. Nothing to complain about. You are worried about intermediate opt-outs. We designed, tailor made the ultimate settlement for you. You should be the happiest person in the world, not change it.

Then the third point, the one we don't know.

All of these three points operate in a scheme underneath our premise, that is that there wasn't a person at the table.

I think with respect to Professor Issacharoff, Mr. Zimroth may have - - Professor Isaacharoff said we didn't know who the people were yet. We had resolved their rights. His basic point, name an intermediate opt-out.

Then his next point, we decided the rights of the intermediate opt-outs.

That's our argument. Our argument is that there

was nobody there at the table who was assigned responsibility for the people who were likely to be intermediate back end opt-outs.

Mr. Zimroth makes the point in a different way. He said this is not fair to Wyeth. We have been down the road. We have been quite aways.

We have been two billion dollars down the road. We have given benefits to some people and in exchange we were getting some benefits. That's our point.

Our point, he is saying we paid out under the matrix lots and lots of money. But, in trade, we got some benefits from the people who are going to be intermediate and back end opt-outs.

That's our point in structuring the settlement. The person that was the subclass representative was inevitably trading the interests of those people.

THE COURT: The people who decided on an intermediate opt-out are not required to opt-out.

MR. GOLDSTEIN: That's correct.

THE COURT: They have an option, correct?

MR. GOLDSTEIN: That is correct. They can stay in the settlement, collect their benefits.

MR. GOLDSTEIN: That's correct as could all the futures in Amchem. That's absolutely right. Then for that reason it doesn't answer the procedural due process problem.

THE COURT: It is just a remedy, you are talking about, isn't it, for a group of people, a certain group of people get, have two remedies, have an option, so those people are being represented, aren't they? In the beginning, it is just that there are two different remedies that will be provided to those people. And, you are complaining one of the remedies is not sufficient?

MR. GOLDSTEIN: I apologize because you have been - - I think, perhaps one of the reasons is that the other side directed at a bit of a strawman and left a misimpression of our position.

It is in two respects. First, are we complaining about just people who exercised an intermediate opt-out, who actually exercised it?

Second, the benefit they got. Neither is correct.

Our point is this, there are a group of people, it is easiest to conceive of them as people can exercise a back end or intermediate opt-out, it is easy to conceive of them as basically after the screening process, that they were FDA positive. That is to say they were eligible - -

THE COURT: You are not considering the condition of the individual at the time. You are talking about a remedy that may be available to somebody at a later time. Isn't that a different thing?

MR. GOLDSTEIN: I may be getting to your point. I

agree with you, you measure it at the time of the settlement. That is to say, I agree with Professor Isaacharoff, that he names a person A and he says that person A could find themselves in a variety of different conditions. They may not progress, they might progress, they might become matrix, get very, very sick and die. Agreeing we should have a subclass representative of this person, I'm sorry, there should be a person who after the screening program might be, for example, FDA positive.

My point is this, that person who may well progress, as Judge Bechtle found it, is not a latent but has a progressive disease, is in a different position at the time of the screening who is trace or clean or matrix.

We will call it day one, first position, that person finds themselves in a different condition because they are concerned about the option, they want to be able to have something like a back end opt-out, someone who is trace, is interested in medical monitoring.

And, someone with matrix is interested in benefits today. My point is all three of those, all three of those different kinds of people were represented by the same lawyer in the same process.

Yet, their rights were treated differently, that I think is the heart of it.

Now, I think Professor Isaacharoff's argument - -

THE COURT: There's no constitutional right to an intermediate or back end opt-out, is there?

MR. GOLDSTEIN: That's right. I would make the same argument if there were no intermediate or back end. The scheme set up is based on the sickness. The lawyering didn't - - this is with respect to something that doesn't make sense. A lawyer was appointed, if you knew you were sick or not, no matter how sick, if you didn't know or were incredibly sick. It doesn't make sense in terms of Amchem, whenever you have a progressive disease.

THE COURT: Of course, the people that will be able to exercise an intermediate opt-out will have an option that other people will not have. They have in effect have more rights?

MR. GOLDSTEIN: I know that the Court has concluded that back end and intermediate opt-out is a good thing. I don't intend to second guess that.

I think what - - all I have to establish is two things. First their rights were affected. Of course, they are members of the settlement. The Court determined that the - -

THE COURT: Their rights were affected adversely.

MR. GOLDSTEIN: Fair enough. They were, that is to say they had a cause of action, a property right under the Constitution, that has been extinguished. They have a new

claim, a new claim that they can bring as intermediate back end opt-outs, it is not the same one. You can't get punitives. You have less joinder rights. The Court concluded these restrictions are part of the trade-off. Wyeth needs to gets something out of this. All I have to show your Honor with respect to, notwithstanding, remember there was a finding in Amchem, there was a finding in Ortiz, a finding in Stevenson that the settlement was fair on the whole.

The Supreme Court and the Second Circuit excepted. We don't have to rule, worry about the Rule 23 inquiry was satisfactory. We have a procedural due process problem to extinguish the rights of my 20,000 people. To extinguish their rights, they had to be represented at the table with somebody that had their interests specifically in mind.

I have not come back to your first concern, Mr. Isaacharoff's concern, it is too late. We had been through 1415. We had a Fairness Hearing. Are we not retreading on the same ground or skipped your opportunity, passed the opportunity by?

I get the sense that, I get the strong sense that there is a lot of history between a lot of different lawyers in this case. But, I know one thing for sure, that is that the presence of a particular lawyer at the objections stage of the case doesn't have anything to do with the rights of

clients of the 150 law firms that I am here on behalf of, the 20,000 people not present in the Court at the objection stage.

I think it is most critical to understand that you don't extinguish rights based on lawyers but based on individuals.

In Hansbury v. Lee, the law everywhere, I suggest that the Court read footnote seven that Professor Isaacharoff pointed out to you in the Stevenson opinion. He said - - the Second Circuit said, look even though there has been a fairness determination previously in this case, the arguments of these people on whether or not it comported with procedural due process hasn't been decided yet. This is the proper context to do so. The relevant point, it has been represented to me, I'll represent to you that these clients that I am here on behalf of now were not the clients of these law firms at the time of the objections proceeding. They were not before this Court.

The way Hansburg v. Lee operates, is that they are simply not bound by the settlement.

Bringing up the remedy, statute of limitations waiver, those things I'll come to in a second.

In the settlement, they were not provided procedural due process, doesn't bind them. They could bring a collateral attack in Louisiana, Texas but this is the

logical court to decide the collateral attack. To reject the finding of the Supreme Court, the Second Circuit, every Court of Appeals, Rule 23 doesn't supersede. Rule 23 would be a rather dramatic development in the law.

The remaining point is what do you do about it? I don't know that the Court wants to get to the remedy or find a concern with the remedy. You raised the question of, are you giving up things? That is to say if you are not bound by the settlement, there was a quid pro quo right when you exercised an intermediate or back end opt-out.

Wyeth was giving something up. They were giving up the statute of limitations. They were giving up the right to rest judicata, certain joinder, punitive damages, as the settlement has sort of matured.

The answer to that question, your Honor, that they are - - it generated a laugh, it is quite right they are still class members. The part of the class definition, the Court extends to them under Crown Cork and Seal decision, that the Brown action was filed, the statute of limitations, the Supreme Court has held has necessarily continued to run because they were not supposed to be off filing suits.

At the point this Court were to decide that, as a matter of procedural due process, their rights as opposed to the ones that concerned Mr. Zimroth is the people that they have already paid. The rights of this discrete group of

people were not adequately covered in the proceedings.

We have another set of negotiations, we would have and then whatever the upshot of the settlement negotiations was, whether or not it would be those people that have the right to opt-out of something else.

The Supreme Court decided the statute of limitations in Crown Cork and Seal.

THE COURT: Thank you.

Mr. Isaacharoff.

MR. ISAACHAROFF: Your Honor, I think that there are two basic questions. Mr. Goldstein says that the 20,000 people who he purports - - he represents here were not before the Court at the time that 1415 was adopted. That's false. They were absent class members. They were given notice.

This Court, through Judge Bechtle, found that the notice was constitutionally adequate. They had a choice at the time. They could come into the provisions of the settlement and gain the benefits of it and assume the burdens of it or they could opt-out. They exercised that choice at the time. There is no demonstration, there is no claim, there is no evidence that the notice was inadequate. There was no challenge to the notice. There was no appeal from the determination by this Court in 1415, that the notice was Constitutionally inadequate.

What distinguishes Rule 23 from Hansbury and Lee,

we have to go back to basics. Unfortunately Rule 23 overruled Hansbury but that Rule 23 by its terms provides the constitutionally adequate protections for absent class members to be bound to a judgment. That is what the Court held ultimately in Amchem and Ortiz.

One of the key findings in Ortiz, is that we are to pay extremely careful attention to the requirements of Rule 23 because that is what guarantees that due process is met.

And, so when Mr. Goldstein says, aha, Hansbury, we are back in the position, anybody, any time can challenge at any time, they were adequately represented. They can, if there is one of two showings. One, that there was not notice. That's again critical to Stevenson because Stevenson, one of the findings and I must confess, I have difficulty with the Stevenson opinion. But, I live in New York now.

THE COURT: Some members of the Supreme Court do apparently.

MR. ISSACHAROFF: I live in New York and in New York, I am bound by Second Circuit law.

The finding in Stevenson, the holding, certain individuals whose conditions didn't become manifested until after the settlement was expired were not properly on notice.

There's no claim that anybody, that Mr.

Goldstein's 20,000 clients was not on notice. That's a finding in 1415. They had the opportunity to challenge it. They were in this courtroom contesting the settlement bitterly through the three weeks of hearings that we had here.

They could have gone up on appeal. That's over. That's done.

The second question is the adequacy of representation. Here, Mr. Goldstein is in a little bit of a box if he wants to claim that the subclasses were improper and that class counsel did not adequately represent 1-A, 1-B, 2-A, 2-B, etcetera. Then he runs into the same problem. That issue was before the Court.

This Court made a finding on that question. When the Supreme Court in Matushita v. Epstein says that a class action can be binding even when the Court doesn't have jurisdiction, it turns on the question of whether there was or was not adequate representation at the time of the hearing.

Here we have something very concrete. Judge Bechtle went through at great length what the adequacy of representation was.

Mr. Goldstein doesn't - - is new. He doesn't quite understand the facts. The 1-A class, he keeps focusing on are individuals that took the drugs for less than 60 days,

that's a group that will have at the end of the day virtually no claims, there just isn't the medical evidence for that group.

Leaving that small point aside, he could have made the claim about other parts of the subclass, but that was all before Judge Bechtle. Again he was not here, Mr. Laminack was not here personally, but his partner, Mr. Pirtle was here and participated quite actively in the hearing. All of these lawyers were here and the points were raised. They were here on behalf, claiming to speak for absent class members. They had some clients. The absent class members had notice. They could have come forward. They did not.

How does Mr. Goldstein get around this? He said something new happens with the opt-outs, so if you take the logic of his condition, if we provided no opt-outs, then this would be a closed deal. That's absurd.

The reason we provided opt-outs was to give individuals as much chance as possible to act on their own behalf, based upon quality information.

I think that everyone who has looked at this settlement, not just Judge Bechtle but the Third Circuit, the academic literature, if I can bring in a disfavored wing of our profession. All of them, have notice.

What is striking about this settlement is the amount of individual autonomy it retains, given the aggregate

closure it is trying to achieve.

What Mr. Goldstein is saying, that by giving individuals some chance to control their destiny, when they acquire information, which nobody could have had at the time, once we do that, we compromise our ability to faithfully represent them.

But, there is one critical point that is missing here. What was critical in Amchem, and even more so in Ortiz, is not that there were differences. It is a fact of life there are differences in class actions. Rule 23(a) doesn't require identity of claims. It requires commonality. It doesn't require exactness in what is presented. It requires predominance that the common claims predominate.

In Ortiz, the Supreme Court said, you can't just have subclass, after subclass, after subclass, it has to stop. It has to stop at the point you are satisfied that there is no conflict. It is not simply a question of differentiation. It is conflict. Where is the conflict?

The conflict is that individuals down the road may come out differently.

Your Honor, I would suggest that if we stepped away from the mass tort setting, we would see that every single class action has that. A securities case down the road, some people did or did not buy or sell in the appropriate way to realize the benefit.

Title VII, the employer says I will not hire women or blacks or whatever, the settlement is reached, we have a change in employment practices. Guess what, not every class member will get the job. Down the road some will, some won't. There's always differentiation in class action.

The key question is whether the representation is conflicted. There's no evidence on that score, your Honor.

THE COURT: Thank you, very much.

MR. GOLDSTEIN: Can I make two quick points?

THE COURT: Quick. Go ahead.

MR. GOLDSTEIN: There's no authorities that - -

THE COURT: Come to the mike.

MR. GOLDSTEIN: There's not a court or at least a Court of Appeals that says that Rule 23 supplanted the right of collateral attack.

Professor Isaacharoff cited Stevenson for the opposite proposition for which it stands.

His point was, look, you get the collateral attack, if there was not adequate notice, that was the core of Stevenson in footnote nine.

"We also noted that the plaintiffs likely received inadequate notice. Shutts provides that adequate notice is necessary to bind absent class members. As described earlier, Amchem indicates that effective notice could likely not ever be given to exosure-only class

members."

This is the important part. "Because we have already concluded that these plaintiffs were inadequately represented, and thus were not proper parties to the prior litigation, we need not definitively decide whether notice was adequate."

The second notice said it didn't matter, there's a constitutional requirement.

Our point is not the choice that eventually was made but the subclass representatives for 1-A, 1-B had different kinds of clients when they were at the table.

THE COURT: All right. I think that concludes the agenda for today.

We have another motion that has been filed dealing with the issue of discharge of class counsel.

I thought I would like to have that argued in July, subject to people's vacation schedules, if that is not doable, we will do it later.

I thought basically at the end of July, at some point.

MR. FISCHBEIN: The only day I have in July is July 28, that is the first day we could get the medical research foundation, that was created under the settlement, the meeting set up. We had to get professors together.

Apart from that, I would like to be here to argue

the motion. My schedule is clear.

THE COURT: Early August bad for people? Who else?

MR. FISHBEIN: Early August is fine.

THE COURT: We will do it the 6th of August, is that inconvenient?

MR. ZIMROTH: Can you restate that?

THE COURT: The 6th of August, a Wednesday. I'm willing to be flexible in terms of vacation, and so forth. We will make it the 6th, we will say at 2 o'clock on the 6th of August.

Thank you all very much.

(Hearing adjourned at 3 p.m.)

SIDNEY ROTHSCHILD, PHILIP FELDMAN, being United States Court Reporters, United States District Court, Eastern District of Pennsylvania, do hereby certify that we were authorized to and did report in shorthand the above and foregoing proceedings, and that thereafter our shorthand notes were transcribed under our supervision, and that the foregoing pages contain a true and correct transcription of our shorthand notes taken therein.

Done and signed this 18th day of June, 2003, in the City of Philadelphia, County of Philadelphia, State of

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[1] 6:18
6th
[4] 82:5 82:8 82:10 82:10

7

7
[1] 30:23
70,000
[2] 32:24 61:13
700
[1] 1:19
71611
[1] 4:8
721
[1] 57:10
7502
[1] 4:16
75219
[2] 5:3 5:18
75231
[1] 4:17
77002
[1] 4:22
77017
[1] 3:22
77024
[1] 2:5
77056
[1] 4:4
77550
[1] 2:13
78520
[1] 4:12

8

8
[3] 9:19 30:23 30:24
8(J
[1] 30:3
8441
[1] 3:21

9

9
[2] 9:19 30:23
9103
[1] 5:13
94111
[1] 1:24
982
[1] 57:10

A

A
[275] 2:12 7:6 7:14 8:3 8:13 10:4 10:6 10:9 10:16 11:1 11:1 11:8 11:10 11:10, 12:3 12:7 12:25 13:14 14:1 14:7 15:4 15:12 15:20 15:21 16:23 16:25 17:7 17:9 17:23 18:18 18:24 19:2 20:5 20:14 20:22 21:8 22:5 22:9 22:19 22:20 22:22 22:25 23:9 23:10 23:11 23:12 23:14 23:15 23:23 23:25 24:7 24:15 24:16 24:20 25:21 25:23 25:25 26:16 26:16 26:19 26:21 26:21 26:24 26:25 27:8 27:13 27:14 27:18 28:1 28:3 28:13 28:17 28:23 29:5 29:6 29:8 29:8 29:22 30:6 30:13 30:21 31:6 31:10 31:13 31:19 32:9 32:10 32:18 33:6 33:19 33:23 33:24 34:23 35:7 35:13 36:6 36:6 36:11 36:13 36:20 36:20 37:8 37:12 38:14 40:4 40:16 40:17 40:18 40:25 41:1 41:4 41:12 41:14 41:14 41:19 42:3 42:7 42:8 42:19 42:24 43:4 43:5 43:5 43:10 43:14 43:15 43:20 44:13 44:20 44:23 44:24 45:2 45:5 45:9 45:10 45:11 45:15 46:1 46:20 46:22 46:24 47:18 47:23 47:25 48:5 48:15 49:1 49:2 49:17 49:23 50:8 50:18 51:5 51:6 51:9 51:19 52:6 52:14 53:7 53:15 53:17 53:20 53:25 54:7 54:7 54:11 54:18 55:10 56:1 56:6 56:8 57:3 57:4 57:8 57:22 57:23 58:3 58:18 58:19 58:23 59:22 60:2 60:3 60:19 61:4 61:7 61:22 62:1 62:1 62:17 62:25 63:7 63:8 64:4 64:15 64:20 65:2 65:4 65:5 65:13 65:15 65:20 66:1 66:3 66:8 66:22 67:1 67:1 67:16 67:17 68:4 69:1 69:2 69:2 69:10 69:10 69:10 69:16 69:17 69:22 69:23 69:24 70:3 70:3 70:3 70:4 70:6 70:8 70:11 70:12 70:12 70:15 70:17 71:7 71:10 71:16 71:24 71:24 71:25 72:1 72:7 72:7 72:8 72:12 72:18 72:22 72:22 72:24 73:10 73:22 73:25 74:3 74:7 74:9 74:16 74:22 75:16 76:4 77:1 77:9 77:9 77:14 77:15 78:1 78:16 78:22 79:9 79:17 79:23 80:2 80:13 80:13 81:7 82:8 82:18
Abandoned
[1] 49:13
Abandons
[1] 53:16
Abbreviated
[1] 25:5
Ability
[3] 13:19 36:13 79:5
Able
[10] 17:1 17:4 18:22 25:1 28:25 60:13 60:14 64:2 70:16 71:12
About
[54] 8:1 8:7 8:14 9:18 9:20 11:19 11:25 12:9 13:16 14:21 15:5 15:5 15:12 18:15 18:21 18:25 19:10 19:15 20:12 24:4 26:6 28:3 30:23 31:21 36:6 36:12 37:9 37:12 40:12 40:19 47:21 49:8 49:9 49:23 51:8 52:14 56:16 56:22 57:3 57:5 58:7 58:15 64:14 66:25 67:11 67:11 69:2 69:13 69:22 70:16 72:11 74:5 78:5 78:24
Above
[1] 82:17
Absence
[2] 10:1 11:13
Absent
[5] 75:14 76:3 78:10 78:11 80:23
Absolute
[1] 26:17
Absolutely
[1] 68:24
Absolved
[1] 53:11
Abstract

[1] 34:22
Absurd
[1] 78:16
Abundantly
[2] 59:11 60:9
Academic
[1] 78:22
Accept
[6] 24:11 39:12 44:16 45:7 52:10 53:12
Acceptable
[1] 31:2
Accepts
[1] 55:13
Access
[1] 13:15
Accommodate
[1] 46:21
Accommodated
[2] 25:16 25:24
Accomplish
[1] 27:3
According
[1] 51:16
Account
[1] 22:12
Accounted
[1] 40:16
Accounts
[1] 47:4
Achieve
[2] 55:5 79:1
Acquire
[1] 79:4
Acqusition
[1] 11:2
Across
[1] 62:18
Act
[2] 27:1 78:18
Acted
[1] 50:24
Action
[9] 16:13 42:25 52:4 55:6 71:24 74:19 77:16 79:23 80:5
Actions
[2] 55:5 79:10
Actively
[2] 46:8 78:8
Actual
[3] 12:12 33:10 40:8
Actually
[2] 66:21 69:14
Additional
[1] 18:6
Additions
[1] 16:10
Address
[7] 20:17 21:5 25:11 34:4 34:13 55:19 56:11
Addressed
[3] 19:13 53:24 54:24
Addresses
[4] 18:19 26:24 46:16 67:9
Adequacy
[9] 40:4 41:22 50:12 50:17 55:8 55:8 61:25 77:8 77:21
Adequate
[8] 59:21 62:20 75:16 76:3 77:18 80:19 80:22 81:6
Adequately
[3] 75:1 76:12 77:11
Adjourned
[1] 82:13
Administration
[3] 22:7 22:8 22:12
Administrative
[1] 26:15
Adopted
[1] 75:13
Advance
[1] 27:4
Adversely
[1] 71:22
Advisor
[1] 28:18
Affect
[1] 59:9
Affected
[2] 71:19 71:22
Affidavits
[1] 59:6
Affirmance
[2] 42:13 52:11
Affirmative
[1] 16:13
Afforded
[1] 50:15
After
[19] 11:21 20:22 24:17 24:22 32:21 35:4 35:13 40:15 44:23 49:2 50:4 52:18 53:10 65:4 69:19 70:8 76:24 79:15 79:15
Afternoon
[6] 7:3 7:4 26:4 26:5 39:22 48:24
Again
[10] 49:15 53:15 63:15 63:16 63:16 63:16 63:24 64:9 76:14 78:6
Against
[4] 42:25 54:6 54:12 59:6
Agenda
[4] 7:4 39:18 40:10 81:13
Aggregate
[1] 78:25
Ago
[3] 27:14 61:24 62:3
Agree
[9] 10:8 10:19 15:1 16:21 28:25 29:3 36:15 70:1 70:2
Agreeable
[1] 20:20
Agreed
[8] 8:6 10:6 10:18 13:24 19:20 20:2 21:5 66:9
Agreeing
[1] 70:6
Agreement
[9] 10:8 11:1 11:18 11:19 12:3 19:8 21:21 39:16 62:24
Aha
[1] 76:10
Ahead
[6] 21:3 28:9 29:21 30:6 33:10 80:10
AHP
[2] 37:16 37:16
Alacrity
[1] 27:1
Alexander
[1] 7:21
ALFANO
[1] 6:2
All
[62] 1:4 8:11 8:16 8:19 9:7 9:25 10:17 12:2 15:1 15:25 17:22 18:12 18:15 21:10 21:17 22:1 23:5 23:16 23:25 27:8 27:24 28:13 29:1 29:1 29:17 31:20 32:8 32:15 33:9 36:19 37:14 37:17 37:18 38:16 41:6 41:7 42:3 42:8 44:12 45:25 46:21 47:4 51:2 51:19 54:10 54:11 55:19 56:10 56:14 58:14 63:7 67:16 68:23 70:20 70:20 71:18 72:5 78:5 78:8 78:23 81:12 82:12
Alleged
[1] 10:1
Allegedly
[1] 37:15
Allotted
[1] 27:6
Allow
[2] 16:10 32:17
Allows
[1] 50:3
Along
[2] 28:17 54:19
Already
[19] 7:25 14:6 15:3 26:12 27:8 30:17 30:20 42:5 43:1 44:5 56:14 58:10 59:17 65:4 65:20 67:7 67:9 74:25 81:3
Also
[6] 10:23 11:2 15:12 54:5 63:3 80:21
Although
[2] 27:22 52:8
Altogether
[2] 30:13 60:7
Always
[4] 27:22 38:11 54:20 80:5
Am
[13] 8:17 9:7 9:17 15:4 16:2 25:19 27:4 27:25 28:17 29:7 73:1 73:16 76:21
Ambiguous
[1] 52:14
Amchem
[22] 42:1 42:2 42:4 42:7 42:9 43:20 44:9 44:19 44:25 46:4 46:18 49:8 49:9 58:1 65:6 67:1 68:24 71:9 72:7 76:5 79:8 80:24
Amenable
[1] 10:7
Amended
[1] 12:23
Amendments
[1] 40:15
American
[3] 2:18 2:22 5:9
Among
[1] 9:16
Amount
[3] 17:7 23:13 78:25
Amounts
[1] 59:23
An
[69] 7:4 7:6 7:16 7:18 7:19 8:2 10:7 11:7 11:11 14:16 15:19 18:23 19:5 19:7 21:19 24:3 24:10 25:5 25:7 25:9 26:15 26:17 26:18 27:23 28:25 29:20 31:5 31:22 32:3 32:5 33:1 33:10 33:14 33:19 33:21 35:15 42:12 42:16 42:22 44:19 45:2 45:24 46:12 47:22 47:24 48:19 52:7 52:9 53:23 54:13 57:6 57:22 59:23 60:4 60:5 62:4 64:2 64:12 66:7 66:24 67:22 68:17 68:20 69:3 69:13 71:1 71:12 71:12 74:10
ANAPOL
[1] 5:11
And
[308] 3:17 7:15 7:18 7:19 7:19 7:23 7:23 7:24 8:5 8:8 8:9 8:23 8:25 9:5 9:6 9:19 9:20 9:21 9:22 10:2 10:3 10:4 10:6 10:10 10:19 10:19 10:21 10:24 11:17 11:21 12:3 12:7 12:8 12:13 12:13 12:15 12:22 13:2 13:10 13:12 13:18 14:7 14:7 14:8 14:17 14:22 15:2 15:3 15:7 15:9 15:10 15:10 15:21 16:5 16:8 16:9 16:13 16:14 16:16 16:21 16:22 17:1 17:5 17:9 17:17 18:6 18:7 18:19 18:20 19:5 19:8 19:8 19:11 19:12 19:15 19:18 20:5 20:12 20:20 21:8 21:10 21:20 21:20 21:21 22:9 22:13 22:14 22:19 22:20 22:24 22:25 23:1 23:3 23:8 23:9 23:10 23:11 23:12 23:13 23:14 23:21 23:23 24:1 24:4 24:5 24:5 24:9 24:14 24:15 24:17 25:7 25:8 25:8 25:15 25:15 25:16 25:18 25:21 25:23 26:7 26:9 26:13 26:20 26:21 26:23 26:24 27:8 28:2 28:3 28:3 28:4 28:11 28:16 28:19 28:24 29:3 29:7 29:8 29:8 29:16 30:1 30:9 30:13 30:19 30:21 30:22 30:22 30:24 31:5 31:11 31:15 31:18 31:18 31:23 31:24 32:9 32:10 32:11 32:12 32:14 32:14 32:20 33:11 33:13 33:14 33:18 33:20 33:21 33:24 34:1 34:8 34:9 34:24 34:25 34:25 35:2 35:11 35:12 35:14 36:8 36:10 36:19 37:9 37:18 37:22 38:14 38:21 38:24 39:1 39:2 39:12 39:12 40:8 40:19 41:1 42:2 42:4 42:11 42:18 42:23 43:8 43:20 44:1 44:5 44:9 44:10 44:16 44:25 45:1 45:10 45:15 45:22 46:1 46:1 46:3 46:12 46:15 46:17 46:18 47:4 47:18 47:21 48:3 49:5 49:7 49:10 49:24 49:25 50:1 50:4 50:14 51:13 51:25 52:7 52:19 52:20 52:23 52:24 53:11 53:18 53:19 53:25 54:7 54:21 54:24 54:25 55:8 57:9 57:23 57:25 58:1 58:9 58:10 58:14 58:17 58:19 59:6 62:1 62:5 62:5 62:16 62:17 62:18 62:20 63:1 63:8 63:9 63:9 63:16 63:16 63:16 63:21 63:24 63:25 63:25 64:17 68:8 68:11 68:12 69:6 69:10 70:3 70:6 70:19 71:16 72:10 74:18 75:3 75:7 75:18 75:18 75:25 76:5 76:10 76:15 76:20 77:11 78:7 78:9 79:8 81:4 82:9 82:17 82:17 82:17 82:18 82:18 82:19
And/or
[1] 23:2
Another
[8] 24:12 31:6 32:16 32:22 45:9 66:24 75:2 81:14
Answer
[15] 17:14 29:8 33:8 33:14 33:19 33:22 33:22 42:22 47:10 56:24 59:16 59:20 66:4 68:25 74:15
Answered
[6] 26:12 26:12 26:14 27:8 27:11 29:7
Answering
[1] 27:4
Answers
[1] 65:22
Anticipate
[2] 19:5 52:25
Anticipated
[2] 39:14 51:12
Any
[18] 13:1 15:15 20:25 21:10 24:15 24:23 42:16 44:16 52:3 53:11 56:18 57:2 60:18 60:20 60:24 61:10 76:11 76:12
Anybody
[5] 27:13 28:20 56:20 76:11 76:25
Anymore
[1] 43:2
Anyone
[3] 38:2 48:21 61:12
Anything
[11] 27:12 30:22 31:22 35:

1 35:16 38:3 38:17 39:18 55:10 61:11 72:25
Anyway
[1] 16:24
Anywhere
[2] 43:3 60:21
Aortic
[2] 11:19 45:6
Apart
[2] 31:4 81:25
Apical
[3] 11:12 11:16 11:20
Apologize
[2] 65:14 69:8
Apparently
[3] 20:15 53:16 76:19
Appeal
[9] 42:7 42:12 42:14 42:17 43:22 49:12 57:20 75:22 77:6
Appealed
[3] 49:12 49:25 50:1
Appeals
[2] 74:3 80:14
Appearances
[2] 1:11 7:1
Appears
[1] 13:22
Applicable
[1] 38:15
Apply
[2] 35:20 54:14
Appointed
[1] 71:7
Appreciate
[2] 29:17 33:3
Appropriate
[8] 16:10 19:3 20:21 32:16 33:7 34:11 39:8 79:25
Approved
[1] 62:19
Approximately
[2] 26:11 29:6
Apropos
[1] 58:1
AR
[1] 4:8
Are
[151] 8:9 8:10 8:10 9:15 9:19 9:20 10:14 10:17 10:19 11:3 11:19 11:25 12:11 12:15 12:23 13:2 13:15 13:16 13:21 14:3 14:20 15:1 15:3 15:6 15:7 15:7 15:7 15:11 16:24 19:19 20:9 20:12 20:18 21:22 21:23 24:7 24:15 24:19 24:21 25:1 25:16 25:20 25:23 26:8 26:11 26:12 27:9 28:14 29:3 30:10 30:13 30:23 31:5 31:6 31:21 32:13 32:15 32:20 33:9 33:16 34:5 34:18 34:19 35:20 35:21 36:12 36:19 36:25 37:1 37:10 37:15 37:21 37:23 38:15 38:20 38:25 39:2 40:20 40:20 41:8 41:12 41:14 43:21 43:23 43:24 44:6 44:7 44:10 46:7 46:8 46:8 47:2 49:14 49:23 51:4 52:14 52:17 52:21 53:6 53:11 53:18 53:23 54:13 54:14 54:20 54:24 55:9 57:1 58:7 58:11 58:11 58:12 58:13 58:17 58:18 58:22 59:1 59:3 59:5 60:8 60:9 60:16 60:23 64:20 67:6 67:11 68:12 68:18 69:1 69:4 69:5 69:6 69:12 69:16 69:21 69:22 70:16 71:20 72:4 72:18 73:19 74:7 74:8 74:16 74:16 75:11 76:6 76:11 77:25 79:10 79:16
Areas
[1] 10:20
Aren't
[1] 69:4
Argue
[5] 31:25 39:21 48:22 51:1 81:25
Argued
[2] 37:1 81:16
Arguing
[3] 31:12 54:17 54:24
Argument
[20] 38:19 42:22 44:9 45:8 46:19 48:18 49:8 52:6 52:7 52:15 55:14 55:20 63:23 64:14 64:17 64:19 67:25 67:25 70:25 71:4
Arguments
[12] 34:24 36:5 36:5 37:5 39:15 44:6 49:9 51:3 59:17 64:1 65:1 73:11
Arms
[1] 46:5
ARNOLD
[3] 1:14 2:16 2:20
Around
[4] 27:21 40:2 50:4 78:13
Arrived
[1] 23:23
As
[73] 7:1 7:24 12:23 13:4 13:11 13:14 14:1 14:16 17:17 18:9 19:1 19:10 22:6 22:14 22:15 22:16 22:16 26:8 27:12 27:12 28:19 28:19 30:3 30:21 32:24 32:24 34:1 34:7 37:12 37:20 39:1 39:2 39:2 40:17 40:23 41:14 44:6 45:1 46:18 47:3 49:11 49:23 50:7 51:24 51:25 53:5 53:6 53:7 53:24 54:6 54:19 55:10 56:3 57:3 58:9 59:20 61:22 62:12 65:6 65:18 66:16 67:3 68:23 69:17 69:19 70:11 72:1 74:13 74:22 74:23 78:18 78:18 80:23
Asbestos
[2] 44:14 57:10
Asbestosis
[1] 57:23
Aside
[5] 42:18 50:23 50:24 53:6 78:4
Ask
[4] 13:23 18:11 33:24 63:3
Asked
[2] 29:4 65:13
Asking
[2] 31:19 38:23
Aspects
[1] 8:4
Assigned
[2] 66:16 68:1
Associates
[3] 4:1 5:16 31:11
Assume
[2] 9:2 75:18
Assured
[1] 55:7
At
[89] 7:11 7:17 9:13 9:16 10:9 10:14 12:7 14:14 14:24 14:25 15:5 15:16 16:8 17:4 17:22 20:14 21:9 23:6 23:20 23:23 28:20 28:24 30:6 33:12 36:18 36:21 37:25 38:16 41:6 41:18 42:2 42:10 43:7 43:20 44:2 45:25 46:1 46:24 49:7 49:9 50:5 51:1 51:3 51:17 51:19 52:1 52:6 53:4 53:22 54:5 56:12 56:18 56:25 57:10 57:24 59:8 60:11 61:23 64:10 67:1 67:3 67:17 68:1 69:10 69:22 69:23 70:1 70:12 72:14 72:24 73:2 73:17 74:22 75:13 75:16 75:19 76:11 77:18 77:21 78:1 78:20 79:4 79:16 80:13 81:11 81:19 81:19 82:10 82:13
Atlanta
[1] 33:5
Attach
[1] 20:8
Attaches
[1] 55:10
Attack
[9] 42:25 43:6 43:14 44:7 49:1 73:25 74:1 80:15 80:19
Attacks
[1] 43:2
Attempted
[1] 23:5
Attention
[1] 76:7
Attorney
[1] 29:12
August
[5] 82:2 82:4 82:5 82:8 82:11
Author
[1] 53:16
Authorities
[1] 80:11
Authority
[2] 36:2 37:2
Authorization
[24] 14:18 15:4 15:13 17:10 18:18 18:23 18:25 19:13 19:20 20:22 24:5 24:11 24:22 25:7 25:10 26:18 26:20 26:25 29:9 33:17 34:18 34:21 35:15 36:1
Authorizations
[14] 13:9 13:12 16:24 17:19 18:6 18:14 22:22 22:24 23:3 23:17 24:16 24:19 29:16 34:8
Authorized
[1] 82:17
Autonomy
[1] 78:25
Avail
[1] 54:12
Available
[4] 11:23 18:7 49:8 69:23
Ave
[2] 2:4 5:17
Avenue
[3] 2:21 3:16 4:16
Average
[2] 14:13 14:17
Aware
[3] 32:24 52:18 54:15
Away
[1] 79:22
Aways
[1] 68:6
Awful
[1] 33:1

B

B
[1] 41:1
Back
[46] 7:8 10:11 19:22 22:16 23:12 23:14 30:1 30:8 30:15 31:2 31:6 32:19 34:18 36:24 40:19 43:24 45:13 45:16 46:16 47:3 50:10 51:14 52:23 53:10 54:14 54:20 55:3 63:4 63:8 63:9 64:13 64:21 65:2 65:5 68:2 68:13 69:17 70:17 71:2 71:4 71:16 72:1 72:16 74:10 76:1 76:11
Backwards
[1] 34:6
Bad
[4] 53:4 53:8 61:11 82:2
BAILEY
[1] 3:20
BAIM
[1] 4:6
Balance
[1] 48:4
Baltimore
[1] 3:11
Bankruptcy
[1] 57:24
Bargain
[3] 36:21 36:22 63:15
Bargained
[1] 63:14
BARON
[1] 5:1
BARRERA
[1] 4:11
BARTLE
[1] 1:8
Based
[9] 37:15 48:8 48:10 48:14 54:19 71:5 73:5 73:5 78:19
Basic
[3] 64:10 67:22 75:11
Basically
[7] 10:6 37:21 37:23 63:10 65:7 69:19 81:19
Basics
[1] 76:1
Basis
[4] 22:23 23:14 50:7 50:23
BATES
[1] 4:15
Battery
[1] 1:23
Battle
[1] 22:5
Be
[135] 7:3 10:6 11:4 11:7 11:8 11:25 12:6 12:7 13:11 13:22 14:2 15:18 17:3 17:4 17:5 17:10 18:16 19:11 19:12 19:16 19:24 20:20 20:25 21:24 22:25 23:10 23:11 24:14 25:1 25:21 25:24 26:2 26:13 26:13 27:2 28:5 28:21 30:9 30:18 31:16 31:20 32:6 32:21 33:2 33:7 33:10 33:13 33:18 33:21 34:8 34:14 34:22 34:23 35:23 35:25 36:2 36:5 36:5 36:23 38:15 38:16 39:4 39:14 39:16 41:11 43:22 44:3 45:12 45:14 47:1 50:7 50:8 50:18 51:2 51:11 51:17 51:18 51:20 51:22 51:23 52:7 53:2 53:19 54:9 54:17 55:7 55:11 56:3 56:6 56:7 56:13 58:4 59:14 60:2 60:3 60:7 60:13 60:20 60:24 61:14 61:17 61:19 62:3 62:6 62:8 62:9 62:20 64:2 64:7 64:12 64:15 64:16 66:8 66:15 67:1 67:13 68:2 68:12 69:5 69:23 69:25 70:8 70:8 70:16 71:11 72:14 74:3 74:21 75:4 76:4 77:16 78:16 80:25 81:25 82:9
Because
[41] 8:10 8:14 11:12 11:18 13:8 13:14 18:24 18:25 19:7 22:7 22:12 22:21 23:1 25:17 25:19 27:5 29:3 29:20 31:3 31:16 31:20 32:16 39:14 41:5 41:14 46:18 51:19 54:18 59:8 60:22 62:4 62:24 65:25 66:5 66:22 69:8 70:15 74:21 76:8 76:14 81:2
Bechtle
[24] 8:2 17:16 23:6 42:2 42:10 43:19 44:2 44:3 44:8 44:13 44:18 45:18 49:10 49:11 50:20 62:19 62:20 65:12 66:19 70:11 75:15 77:21 78:6 78:21
Become

[3] 17:2 70:5 76:23
Becoming
[1] 62:16
Been
[45] 8:4 8:7 8:21 8:22 11:21 12:3 13:24 15:16 22:8 22:9 27:15 27:19 28:7 28:10 28:25 29:2 30:17 33:17 34:9 40:15 42:5 42:21 46:24 49:3 49:12 49:12 49:25 50:1 50:13 52:3 56:14 60:21 61:22 62:2 63:7 68:5 68:6 68:7 69:8 71:25 72:17 73:10 73:13 73:14 81:14
Before
[16] 14:19 31:7 35:24 36:10 37:21 41:17 42:8 45:18 47:12 50:22 58:21 63:19 73:18 75:12 77:13 78:6
Beg
[1] 32:22
Beginning
[3] 14:14 52:1 69:4
Behalf
[12] 18:12 31:12 41:24 46:2 48:25 54:17 56:20 63:2 73:1 73:16 78:10 78:19
Being
[14] 20:21 26:8 26:12 27:25 28:13 29:4 33:19 47:22 53:25 54:7 55:14 60:14 69:4 82:15
Believe
[4] 9:24 19:9 31:17 65:11
Believes
[1] 66:21
Ben
[1] 55:3
Benefit
[8] 22:6 36:21 36:21 54:7 59:25 63:12 69:15 79:25
Benefits
[17] 44:25 46:9 46:21 48:11 49:18 52:19 53:1 53:24 65:6 65:18 65:21 68:8 68:9 68:12 68:22 70:19 75:18
BERMAN
[2] 1:13 1:15
BERNSTEIN
[1] 1:22
Best
[3] 28:18 38:9 46:4
Bet
[1] 34:22
Better
[3] 22:12 37:22 66:11
Between
[3] 36:10 41:1 72:22
Big
[6] 22:9 26:7 27:18 36:6 58:16 60:19
Bigger
[1] 16:23
Biggest
[1] 55:12
Billion
[7] 49:17 55:13 63:4 63:5 63:6 63:8 68:7
Bind
[2] 73:24 80:23
Binding
[1] 77:16
BINGHAM
[1] 3:15
Bit
[5] 23:9 28:4 29:5 69:10 77:9
Bitterly
[1] 77:4
Blacks
[1] 80:2
Blizzard
[8] 2:3 2:4 7:20 10:18 12:9 13:7 38:5 38:7
Blowing
[1] 59:18
BLuff
[1] 4:8
Blvd
[2] 4:3 5:2
Boat
[2] 27:9 65:24
Bog
[1] 25:17
Bold
[2] 10:12 10:17
Bone
[1] 17:16
Boston
[1] 3:3
Both
[3] 25:24 42:22 53:24
Bound
[11] 24:11 43:11 50:14 51:2 52:21 53:2 58:4 73:20 74:8 76:4 76:21
BOUNDAS
[1] 3:20
BOWEN
[1] 3:10
Box
[4] 4:7 60:7 66:17 77:10
BOYD
[1] 4:7
Bracket
[1] 46:15
Breadth
[2] 41:4 41:8
Bring
[5] 42:24 43:14 72:1 73:24 78:22
Bringing
[1] 73:21
Broad
[1] 37:13
Brown
[2] 40:17 74:19
Brownsville
[1] 4:12
Buck
[3] 33:5 33:5 33:18
Buck's
[1] 34:7
BUDD
[1] 5:1
BUFFY
[1] 4:21
Built
[2] 19:2 32:16
Burden
[7] 16:23 18:6 19:3 25:8 33:1 39:8 39:9
Burdens
[2] 53:25 75:18
Buren
[1] 4:12
Business
[1] 66:14
But
[58] 7:22 9:16 10:3 10:23 11:1 11:16 11:23 13:8 14:18 15:1 16:20 17:7 21:6 22:5 23:9 28:9 28:12 29:4 29:24 30:2 30:22 30:25 31:7 31:25 32:22 34:17 34:22 35:9 36:10 37:11 38:7 42:5 42:8 44:18 45:14 45:24 48:20 49:4 51:8 53:6 55:9 58:11 60:10 61:20 63:5 63:23 68:11 70:11 72:23 73:5 73:25 76:2 76:16 78:5 78:7 78:21 79:7 81:10
Buy
[1] 79:24
By
[68] 1:14 1:19 1:23 2:4 2:8 2:16 2:20 3:2 3:6 3:10 3:15 3:20 4:2 4:7 4:11 4:20 5:2 5:7 5:12 5:17 6:2 6:20 6:20 11:13 14:2 14:23 16:14 19:13 24:10 28:23 29:11 29:12 38:13 39:5 39:15 40:2 41:9 42:22 42:23 43:1 43:11 44:15 44:17 47:4 49:9 49:18 50:1 50:12 52:21 53:2 54:23 54:24 57:5 58:4 59:18 60:9 61:8 62:15 62:19 65:17 70:21 72:20 73:20 74:8 75:23 76:2 76:21 79:2

C

C
[1] 3:15
CA
[1] 1:24
CABRASER
[2] 1:22 1:23
Call
[1] 70:14
Called
[1] 57:9
Calling
[1] 58:7
Came
[2] 24:6 49:23
Can
[43] 7:17 9:6 9:22 9:23 10:12 17:10 18:4 22:15 24:10 24:12 25:21 25:24 28:19 31:1 35:16 35:18 44:2 45:7 45:10 45:14 45:16 45:22 47:9 50:23 51:4 53:10 54:17 56:1 56:3 58:3 63:13 63:15 66:2 66:3 68:21 69:17 72:1 76:11 76:12 77:16 78:22 80:9 82:7
Can't
[10] 35:15 36:2 36:16 45:12 46:5 46:25 52:7 60:10 72:2 79:14
Cannot
[2] 54:5 66:5
Capacity
[1] 54:21
Captured
[1] 11:23
Cardiogram
[5] 11:2 11:5 11:8 19:11 25:12
Cardiographer
[1] 25:6
Cardiologist
[3] 11:9 21:12 25:12
Cardiologists
[1] 10:23
Care
[2] 38:24 39:1
Careful
[2] 50:14 76:7
Cascade
[1] 23:1
Case
[38] 13:18 17:8 17:12 18:22 19:9 23:11 23:11 24:4 24:9 26:1 31:17 31:21 32:9 32:17 32:22 33:18 33:19 35:2 35:18 36:20 36:23 40:6 42:19 43:4 44:18 49:4 51:13 52:11 53:3 55:4 57:8 57:13 57:22 62:13 72:23 72:25 73:11 79:23
Cases
[18] 1:4 16:11 17:9 20:2 28:2 28:6 31:20 32:16 33:13 34:1 35:3 35:18 35:20 38:15 45:10 59:7 59:11 63:22
Cast
[1] 61:10
Cat
[3] 6:20 24:7 25:23
Catchall
[4] 10:6 10:7 21:6 21:8
Category
[1] 64:15
Cause
[1] 71:24
Caused
[2] 41:9 44:15
Centered
[1] 17:5
Certain
[8] 12:4 23:12 28:12 30:21 54:6 69:2 74:13 76:22
Certainly
[7] 16:7 30:24 31:1 32:13 33:14 38:1 52:24
Certify
[1] 82:16
Cetera
[2] 25:11 25:12
Challenge
[6] 8:24 50:8 54:25 75:22 76:11 77:2
Challenges
[1] 23:21
Challenging
[1] 7:7
Chance
[4] 51:20 59:22 78:18 79:3
Change
[3] 29:10 67:13 80:3
Changed
[3] 16:9 26:8 26:13
Changes
[1] 9:15
Changing
[1] 26:7
CHARLES
[1] 1:19
Chase
[2] 22:25 48:20
Chestnut
[1] 1:15
Choice
[5] 25:15 64:12 75:16 75:19 81:9
Choices
[2] 52:2 54:19
Choose
[1] 38:10
Circuit
[12] 44:4 52:11 52:25 57:15 57:18 57:19 57:20 72:10 73:10 74:2 76:21 78:21
Circumstances
[4] 33:9 33:20 52:20 52:21
Cited
[2] 43:4 80:16
City
[1] 82:20
Claim
[14] 52:9 53:6 53:15 53:16 53:17 54:4 54:6 61:14 72:1 72:1 75:20 76:25 77:10 78:5
Claimed
[2] 62:8 62:9
Claiming
[1] 78:10
Claims
[7] 9:14 53:4 54:22 64:23 78:2 79:11 79:13
Clarification
[2] 26:22 27:13
Clarify
[1] 29:19
Class

[70] 7:15 36:25 36:25 37:2 37:15 37:19 39:20 40:8 40:17 41:14 42:23 42:25 46:3 46:20 48:4 48:25 50:5 50:10 50:19 51:1 51:8 51:19 51:20 51:22 52:3 52:24 53:17 53:18 53:19 53:23 53:24 53:25 54:8 54:13 54:18 54:25 55:4 55:6 55:10 59:6 59:18 60:9 60:12 61:10 62:1 62:1 62:2 62:15 62:18 64:15 64:20 64:23 66:20 66:22 74:17 74:17 75:14 76:3 77:11 77:15 77:24 78:10 78:11 79:10 79:23 80:3 80:5 80:23 80:25 81:15

Classes
[1] 13:15

Classically
[1] 65:2

Clean
[5] 41:6 41:20 45:8 65:7 70:13

Clear
[12] 12:14 13:14 13:18 33:23 38:12 53:22 59:11 60:10 61:21 64:22 66:19 82:1

Clearly
[3] 12:5 15:7 52:25

Client
[11] 18:17 18:17 29:12 29:14 29:15 29:16 43:16 46:6 49:4 49:5 66:3

Clients
[22] 26:9 26:19 26:24 27:1 28:13 31:12 41:24 46:2 46:7 46:8 46:10 53:5 54:10 60:16 60:21 61:1 73:1 73:15 73:16 77:1 78:11 81:11

Closed
[1] 78:16

Closure
[1] 79:1

COHAN
[1] 5:11

Collateral
[11] 42:25 43:2 43:5 43:14 44:7 49:1 54:25 73:25 74:1 80:15 80:18

Collect
[1] 68:22

Come
[20] 23:13 37:22 38:14 43:10 43:18 46:16 47:3 50:4 53:10 54:10 54:20 62:3 63:25 66:23 72:16 73:22 75:17 78:12 79:20 80:12

Comes
[2] 14:7 53:25

Coming
[1] 63:24

Comment
[1] 38:22

Comments
[1] 29:17

Common
[3] 32:5 33:2 79:13

Commonality
[1] 79:11

Compensation
[1] 47:18

Compensatory
[1] 60:14

Competing
[1] 45:23

Complain
[1] 67:11

Complaining
[2] 69:6 69:12

Complaint
[4] 20:22 24:22 33:11 56:16

Complaints
[2] 8:4 8:7

Complete
[3] 22:18 25:20 62:23

Completed
[1] 30:21

Completely
[4] 41:6 41:20 45:8 51:16

Compliance
[1] 22:20

Comported
[1] 73:12

Compromise
[1] 79:5

Conceding
[1] 38:16

Conceive
[2] 69:17 69:18

Concept
[3] 32:2 32:5 56:11

Concern
[7] 21:18 27:23 30:24 65:5 72:16 72:17 74:7

Concerned
[6] 13:21 21:6 27:25 46:11 70:16 74:24

Concerning
[1] 7:5

Concerns
[2] 25:16 46:16

Concluded
[3] 71:16 72:4 81:3

Concludes
[1] 81:12

Concrete
[1] 77:20

Condition
[23] 19:6 41:13 41:15 41:19 44:21 44:23 45:6 45:6 45:6 45:9 45:11 45:16 47:16 47:22 48:1 48:7 52:18 65:5 65:21 66:7 69:21 70:15 78:15

Conditions
[6] 41:8 53:13 55:9 64:25 70:4 76:23

Conducted
[1] 32:6

Conducting
[1] 28:6

Conference
[1] 7:5

Conferences
[1] 63:22

Confess
[1] 76:15

Confine
[1] 16:20

Conflict
[5] 48:19 79:17 79:18 79:18 79:19

Conflicted
[1] 80:7

Conflicting
[1] 47:8

Confusion
[2] 33:23 33:23

Connection
[4] 17:23 17:24 18:1 21:25

Consent
[1] 58:4

Consider
[1] 33:25

Considered
[3] 44:8 44:9 53:19

Considering
[1] 69:21

Consistent
[1] 50:17

Consistently
[1] 17:9

Consolidated
[2] 57:11 57:23

Constitutes
[1] 13:2

Constitution
[3] 43:8 43:25 71:25

Constitutional
[2] 71:1 81:8

Constitutionally
[3] 75:16 75:24 76:3

Consumer
[1] 54:3

Contain
[2] 27:14 82:18

Contempt
[1] 59:5

Contesting
[1] 77:3

Context
[2] 17:8 73:14

Continue
[1] 25:17

Continued
[2] 23:10 74:20

Control
[20] 12:11 12:13 12:16 13:3 13:11 15:10 16:22 17:7 19:8 20:12 20:16 21:19 22:9 24:9 24:10 24:12 29:1 37:9 39:2 79:3

Controlling
[1] 52:12

Conversations
[1] 7:19

Copies
[2] 9:3 9:10

Copy
[3] 13:1 26:25 56:1

Core
[2] 48:18 80:19

Cork
[2] 74:18 75:7

Corporation
[1] 3:18

Correct
[12] 16:8 17:15 20:18 21:2 30:19 64:18 68:19 68:20 68:21 68:23 69:15 82:18

Correctly
[1] 23:7

Could
[39] 7:14 7:16 12:8 14:2 14:21 16:19 16:23 18:13 18:17 23:4 23:17 25:4 25:5 26:18 26:24 48:20 49:12 49:12 49:25 50:1 52:1 52:2 60:6 61:22 61:25 62:8 62:9 62:11 68:23 70:3 73:24 75:17 75:19 77:6 78:4 78:12 79:4 80:25 81:22

Couldn't
[1] 64:16

Counsel
[28] 5:24 7:15 13:19 33:13 34:11 36:9 40:8 42:23 46:3 47:9 48:3 49:10 56:17 58:23 59:6 61:10 61:13 61:15 62:9 63:1 63:8 63:24 63:25 66:3 66:15 66:20 77:11 81:15

Count
[1] 14:19

County
[1] 82:20

Couple
[3] 14:7 40:18 47:25

Coupled
[1] 31:14

Course
[14] 8:5 29:16 37:6 42:7 43:11 43:17 44:18 46:11 49:16 49:17 49:18 49:21 71:11 71:19

Court
[227] 1:1 6:16 7:2 7:3 7:13 7:25 8:8 8:16 8:19 8:25 9:1 9:2 9:7 9:11 9:23 11:7 11:13 12:17 12:20 12:22 13:4 14:5 14:7 14:10 14:14 15:12 15:18 15:23 15:25 16:3 17:12 17:23 18:9 18:16 19:24 20:4 20:14 20:20 20:25 21:3 21:14 21:17 22:3 22:6 23:11 23:12 23:22 24:11 24:12 24:21 25:1 25:9 26:3 26:5 26:23 27:19 27:21 28:1 28:8 28:16 29:11 29:17 29:21 29:25 30:6 30:17 31:8 31:15 31:17 31:19 32:2 32:8 32:10 32:10 32:12 32:12 32:18 32:19 32:23 32:24 33:2 33:3 33:16 33:24 34:4 34:12 34:16 34:23 35:1 35:3 35:5 35:15 35:21 35:23 36:1 36:14 36:24 37:6 37:13 37:22 38:2 38:9 38:11 38:17 38:18 39:5 39:7 39:15 39:17 39:25 40:3 40:9 40:22 42:1 42:5 42:16 42:21 43:6 43:9 43:13 43:19 44:2 44:3 44:5 44:12 44:17 45:1 45:23 46:14 46:22 48:3 48:21 50:12 50:16 50:24 51:7 52:10 52:10 52:12 52:15 54:10 54:15 54:24 55:2 55:4 55:13 55:17 55:23 56:4 56:9 57:13 57:13 57:15 57:18 58:24 59:14 59:25 60:4 60:6 60:12 60:18 60:19 60:20 60:22 60:23 61:1 61:4 61:6 61:9 61:16 61:19 62:21 63:20 64:4 64:7 64:14 65:6 65:10 65:13 66:25 68:17 68:20 69:1 69:21 71:1 71:11 71:15 71:20 71:22 72:3 72:10 73:2 73:8 73:18 74:1 74:2 74:2 74:6 74:18 74:20 74:22 75:6 75:8 75:13 75:15 75:23 76:4 76:18 76:18 77:13 77:14 77:15 77:16 79:14 80:8 80:10 80:12 80:13 80:14 81:12 82:2 82:5 82:8 82:16 82:16 82:23 82:24

Court's
[3] 8:9 35:11 46:17

Courthouse
[2] 6:17 24:3

Courtroom
[1] 77:3

Courts
[3] 55:7 57:24 58:14

Cover
[1] 67:5

Covered
[4] 57:6 58:10 60:9 75:1

Craig
[2] 2:12 61:6

Created
[2] 33:10 81:23

Creative
[1] 51:6

Criteria
[1] 37:20

Critical
[4] 73:4 76:14 79:7 79:8

Crossed
[1] 67:8

Crown
[2] 74:18 75:7

CTO
[1] 32:21

Cure
[2] 59:12 59:24

Currently
[1] 20:9

Custody
[19] 12:10 12:12 12:13 12:15 13:3 15:10 16:22 17:7 19:8 20:12 20:16 21:19 24:9 37:9 38:24 39:1 39:1 39:2 39:2

Cuts
[1] 13:13

D

D'ANGELO
[2] 2:7 2:8
D.C.
[1] 2:17
Dallas
[3] 4:17 5:3 5:18
Damages
[4] 48:2 54:3 60:14 74:13
DANA
[1] 3:15
DANIEL
[1] 2:16
Date
[14] 14:9 14:11 22:19 30:21 33:6 33:6 33:8 33:19 33:25 34:1 34:1 35:11 35:12 44:21
Day
[13] 14:25 14:25 15:6 28:23 45:3 45:9 66:2 67:6 70:14 78:1 81:21 81:22 82:19
Days
[17] 13:24 13:25 14:17 22:16 22:18 23:9 23:24 24:1 24:17 25:14 25:19 26:19 27:3 27:7 33:20 50:10 77:25
Deadline
[1] 33:6
Deal
[13] 18:5 25:21 28:21 32:23 35:7 35:8 42:10 42:18 46:4 53:4 53:9 54:14 78:16
Dealing
[5] 7:12 8:23 11:3 22:8 81:14
Deals
[2] 40:4 40:7
Dealt
[2] 16:9 42:11
Decide
[7] 7:18 9:23 23:22 36:14 74:1 74:22 81:5
Decided
[7] 42:21 56:14 57:13 67:23 68:17 73:13 75:6
Decision
[3] 22:11 42:1 74:18
Decisions
[4] 44:5 52:1 53:12 60:22
Declaration
[1] 20:9
Defendant
[1] 19:1
Defendant's
[1] 17:21
Defendants
[2] 23:1 23:2
Defenses
[2] 54:6 54:12
Defensive
[1] 19:4
Defined
[2] 37:20 41:5
Defining
[3] 17:8 41:10 41:12
Definition
[1] 74:17
Definitively
[1] 81:5
Degree
[2] 47:17 48:8
Delancey
[1] 5:13
Delay
[3] 21:1 32:17 33:22
Delays
[2] 23:1 23:3
Demanding
[1] 31:3
Demonstrated
[1] 39:15
Demonstration
[1] 75:20
Depends
[1] 41:1
Deposition
[1] 23:4
Depositions
[1] 11:22
Described
[1] 80:24
Designed
[1] 67:12
Destiny
[1] 79:3
Destroy
[2] 63:11 63:11
Determination
[4] 50:12 55:1 73:11 75:23
Determine
[2] 31:18 39:19
Determined
[3] 31:16 38:16 71:20
Detour
[1] 42:23
Development
[1] 74:4
Deviated
[1] 43:13
Diagnosis
[2] 10:2 37:19
Diane
[1] 45:21
Dictate
[1] 33:14
Did
[32] 9:5 10:5 10:19 13:25 14:8 14:10 14:23 15:20 23:9 23:25 24:17 27:14 30:7 34:24 35:12 38:12 39:8 40:24 41:15 46:20 53:16 53:18 56:4 58:21 61:11 62:7 63:14 77:11 78:12 79:24 79:24 82:17
Didn't
[20] 11:11 22:23 23:2 28:5 45:18 51:22 51:23 52:8 56:12 56:17 56:19 58:24 59:21 63:25 66:7 67:20 71:5 71:8 76:23 81:7
Die
[1] 70:6
DIET
[1] 1:3
Difference
[8] 16:25 36:10 41:1 47:16 47:19 48:5 48:6 48:8
Differences
[4] 37:11 58:15 79:9 79:10
Different
[26] 28:24 29:8 29:9 30:3 31:10 33:12 33:13 37:11 40:19 41:25 42:8 43:23 44:7 46:24 47:23 51:17 67:2 68:4 69:5 69:24 70:4 70:12 70:15 70:21 72:22 81:11
Differentiation
[3] 52:5 79:18 80:5
Differently
[3] 47:20 70:23 79:20
Difficult
[3] 18:17 26:21 27:3
Difficulty
[2] 18:20 76:16
Digress
[1] 18:22
Direct
[1] 42:7
Directed
[2] 63:23 69:10
Direction
[1] 25:4
Disagree
[1] 36:16
Disagreement
[1] 10:20
Discharge
[1] 81:15
Disclose
[2] 22:21 25:6
Disclosure
[2] 24:15 24:19
Discover
[1] 19:17
Discoverability
[1] 16:19
Discovery
[19] 7:14 14:11 16:10 16:11 17:21 17:25 18:2 22:18 23:4 23:13 25:22 29:2 31:21 32:5 32:6 32:7 33:2 35:12 36:19
Discrete
[2] 23:23 74:25
Discussing
[1] 8:21
Discussion
[1] 16:14
Discussions
[5] 7:19 8:1 8:6 28:11 29:3
Disease
[7] 44:14 44:14 44:20 45:17 65:25 70:12 71:10
Disfavored
[1] 78:22
Dismissed
[2] 42:15 43:21
Disparate
[1] 48:7
Dispersion
[1] 61:10
Dispute
[12] 8:13 9:16 9:16 9:22 13:7 15:11 16:15 16:18 17:2 17:3 36:6 53:5
Disputed
[2] 10:15 45:12
Disputes
[3] 8:10 9:20 9:20
Disqualification
[1] 40:7
Dissolve
[2] 52:15 52:23
Distinguish
[1] 58:16
Distinguishes
[1] 75:25
District
[9] 1:1 1:1 43:6 57:9 57:17 82:16 82:16 82:24 82:24
Divergent
[3] 40:17 45:20 67:2
Divides
[1] 48:12
Do
[45] 7:10 9:21 10:21 11:9 12:10 13:9 13:20 17:6 19:2 22:5 24:23 25:1 25:8 25:14 27:10 27:21 28:12 30:22 31:22 32:6 32:12 33:14 34:4 34:25 35:16 37:7 38:4 38:22 46:2 46:20 48:11 52:12 56:17 57:11 64:2 65:21 72:25 73:14 74:5 74:5 76:18 79:5 81:18 82:5 82:16
Doable
[1] 81:18
Docket
[9] 1:4 14:8 29:1 31:24 35:2 35:11 35:19 35:22 35:24
Doctor
[2] 11:1 13:17
Doctors
[2] 13:17 13:21
Document
[10] 8:13 8:14 8:14 8:17 8:20 9:21 10:22 12:19 20:5 20:6
Documents
[30] 8:8 9:25 10:16 10:22 11:4 12:5 12:6 12:15 13:20 14:3 14:3 14:18 14:22 15:6 16:14 16:15 16:16 16:25 17:4 17:11 19:18 20:8 20:9 21:10 21:23 28:12 35:14 38:23 39:11 39:13
Does
[16] 8:15 8:21 14:6 15:13 15:18 24:23 31:22 32:4 35:1 36:20 47:22 51:15 55:10 65:10 65:11 78:13
Doesn't
[20] 41:13 43:25 46:4 47:13 50:9 54:14 54:22 54:23 64:18 68:25 71:6 71:9 72:25 73:24 74:3 77:16 77:23 77:23 79:11 79:12
Dog
[1] 57:4
Doing
[4] 36:19 36:19 37:7 47:3
Dollars
[6] 49:17 49:22 55:13 63:5 63:6 68:7
Don't
[56] 7:21 12:4 12:8 12:11 13:6 13:9 17:14 18:15 22:4 23:13 24:23 26:18 26:25 27:22 28:3 28:8 28:16 28:20 28:24 29:13 30:14 30:21 32:4 33:16 33:20 34:25 35:7 35:9 37:4 39:13 42:20 43:2 43:15 44:2 44:16 45:8 45:22 46:23 48:1 48:14 50:5 57:4 57:5 59:17 60:18 62:22 63:2 63:11 64:4 65:12 65:15 67:15 71:17 72:11 73:5 74:6
Done
[13] 12:2 12:2 12:3 19:18 22:7 24:14 25:20 25:21 33:2 34:10 34:15 77:7 82:19
Dot
[1] 25:14
Doubt
[1] 28:23
Down
[13] 10:21 12:6 16:7 25:17 36:18 58:15 60:11 65:13 68:5 68:7 79:19 79:23 80:4
DOYLE
[1] 4:3
Draft
[1] 10:2
Drafts
[1] 7:19
Dramatic
[1] 74:4
Drugs
[3] 1:3 41:2 77:25
Due
[11] 42:3 42:24 46:23 47:2 50:18 68:25 72:12 73:13 73:24 74:23 76:8

E

E
[2] 3:6 4:12
Each
[6] 17:4 25:16 46:24 54:25 58:16 67:2
Earlier

[2] 19:10 80:24
Early
[6] 7:16 24:5 24:14 50:10 82:2 82:4
Easiest
[1] 69:17
Easily
[3] 14:8 14:21 34:15
Eastern
[5] 1:1 57:9 57:17 82:16 82:24
Easy
[2] 34:17 69:18
Echo
[14] 10:24 11:2 11:3 11:5 11:8 11:16 13:17 13:17 19:11 25:6 25:7 25:12 66:24 66:24
Echocardiograms
[2] 49:20 51:25
EDWARD
[1] 2:4
Effect
[2] 43:1 71:13
Effective
[1] 80:24
Effectuate
[1] 33:21
Effort
[6] 23:19 31:4 39:7 39:12 42:4 47:5
Eight
[1] 30:15
Eiland
[2] 2:12 61:6
Either
[7] 13:16 13:18 14:5 14:6 30:23 31:5 35:3
Either/or
[1] 30:22
Eligibility
[12] 7:7 7:17 7:18 8:24 23:21 27:24 28:2 28:6 28:14 31:13 31:16 38:16
Eligible
[2] 43:24 69:20
Eliminated
[1] 27:15
ELIZABETH
[1] 1:23
ELLEN
[1] 5:2
Else
[8] 7:21 24:10 38:2 47:13 48:21 55:10 75:5 82:3
EMERY
[1] 3:1
Employer
[1] 80:1
Employment
[1] 80:3
Encapsulate
[1] 9:22
End
[34] 7:8 7:11 10:11 14:15 14:24 14:25 15:5 21:9 22:13 30:1 30:8 30:15 32:11 43:24 45:13 45:16 51:14 53:8 61:8 64:13 64:21 65:3 65:5 68:2 68:13 69:18 70:17 71:2 71:4 71:16 72:2 74:10 78:1 81:19
Ended
[1] 48:13
Ends
[1] 31:6
Engaged
[2] 7:19 8:1
Enormous
[1] 47:6
Enough
[2] 9:4 71:23
Entered
[4] 44:22 45:4 49:3 61:23
Entire
[2] 41:8 62:18
Entirely
[1] 9:19
Entirety
[1] 51:18
Entitled
[10] 9:25 10:17 12:6 15:3 15:8 21:24 28:12 29:3 36:22 56:8
Entity
[1] 67:2
Entry
[1] 7:6
Epstein
[1] 77:15
Error
[1] 29:20
Especially
[3] 13:20 21:18 29:5
ESQ
[1] 2:4
ESQUIRE
[29] 1:14 1:14 1:15 1:19 1:23 2:8 2:12 2:16 2:20 3:2 3:6 3:10 3:15 3:20 4:2 4:2 4:3 4:7 4:11 4:15 4:20 4:21 5:2 5:7 5:7 5:12 5:17 5:22 6:2
Essence
[1] 8:14
Essentially
[3] 16:17 31:12 41:13
Establish
[1] 71:18
Establishing
[1] 7:6
Estopped
[1] 56:13
Et
[2] 25:11 25:12
Etcetera
[1] 77:12
Even
[12] 18:21 22:22 24:21 41:10 43:6 45:19 50:23 62:12 64:18 73:10 77:16 79:8
Event
[1] 42:16
Eventually
[1] 81:9
Ever
[4] 16:23 27:4 52:3 80:25
Every
[8] 19:4 46:6 46:7 49:8 54:25 74:2 79:22 80:3
Everybody
[4] 59:19 65:2 65:24 66:6
Everyone
[3] 40:23 41:16 78:20
Everyone's
[1] 42:11
Everything
[7] 10:17 18:7 20:1 21:7 25:15 29:1 37:6
Everywhere
[1] 73:7
Evidence
[6] 37:18 37:18 37:22 75:21 78:2 80:7
Evident
[1] 10:25
Exact
[3] 39:10 49:14 54:22
Exactly
[6] 13:4 13:6 51:12 51:12 51:13 59:1
Exactness
[1] 79:12
Example
[10] 11:10 11:18 11:21 11:24 12:1 24:16 41:20 43:4 45:21 70:9
Except
[1] 31:2
Excepted
[1] 72:10
Exchange
[1] 68:8
Excuse
[1] 66:7
Executed
[2] 15:23 17:19
Exercise
[8] 7:8 24:12 26:20 53:23 59:22 62:5 69:17 71:12
Exercised
[5] 47:24 69:13 69:14 74:10 75:19
Exercising
[2] 53:25 62:17
Exist
[3] 19:19 53:8 62:7
Exists
[1] 43:2
Exosure
[1] 80:25
Exosure-only
[1] 80:25
Expanded
[1] 24:1
Expanding
[1] 20:11
Expect
[1] 44:2
Expecting
[1] 19:12
Expense
[1] 18:6
Experience
[3] 27:2 27:10 33:12
Expired
[2] 52:19 76:24
Explain
[4] 8:9 30:5 40:21 45:22
Extend
[1] 25:19
Extends
[1] 74:18
Extensions
[1] 27:12
Extent
[4] 20:9 45:19 57:2 57:4
Extinguish
[3] 72:13 72:13 73:5
Extinguished
[1] 71:25
Extraneous
[1] 30:9
Extremely
[2] 65:17 76:7

F

F
[2] 57:10 57:18
Face
[1] 64:12
Faced
[5] 17:17 34:23 36:5 36:5 62:15
Facility
[5] 10:24 11:6 11:8 19:11 25:12
Fact
[60] 8:1 8:3 8:4 8:15 8:20 8:22 9:15 9:15 15:4 16:7 16:9 16:19 16:20 20:3 20:4 20:7 21:25 22:1 22:8 22:14 22:17 22:18 22:21 23:8 23:16 24:14 24:17 25:2 25:4 25:5 25:17 25:20 26:7 26:11 26:11 26:13 26:15 26:17 27:4 27:8 27:11 29:6 29:11 29:23 30:7 30:14 30:16 30:20 30:25 31:1 31:14 34:7 34:14 35:16 38:14 41:10 45:11 50:4 53:10 79:9
Factored
[1] 24:18
Facts
[3] 49:23 51:4 77:24
Fair
[8] 17:7 39:8 39:13 62:20 66:1 68:5 71:23 72:8
Fairly
[3] 25:16 25:24 66:4
Fairness
[7] 49:8 56:12 56:14 56:19 56:25 72:18 73:11
Faithfully
[1] 79:5
False
[1] 75:13
Familiar
[2] 40:20 45:2
Far
[4] 16:6 19:5 63:5 63:6
Fashion
[1] 24:12
Fault
[1] 61:12
Favor
[1] 19:9
FDA
[16] 10:1 10:1 40:25 41:18 41:19 45:14 47:11 47:13 47:22 58:11 58:11 62:16 65:9 66:10 69:19 70:9
Fearful
[1] 16:22
Feature
[2] 41:10 41:12
Federal
[9] 12:14 12:17 13:5 13:20 14:5 14:7 17:6 32:10 43:8
Feel
[1] 28:12
Feldman
[4] 5:11 6:16 82:15 82:22
Felt
[1] 23:24
Fen-phen
[2] 41:9 44:15
Fenfluramine/Dexfenfluramine
[1] 1:4
Fight
[1] 57:4
File
[3] 54:3 56:4 63:25
Filed
[14] 14:5 14:5 20:23 24:23 30:25 31:10 31:12 31:19 40:3 43:16 55:21 55:23 74:19 81:14
Filing
[9] 14:4 18:14 27:5 33:7 34:21 35:13 37:15 59:6 74:21
Fill
[5] 13:23 29:23 31:5 31:6 66:17
Filled
[3] 30:18 30:21 30:25
Final
[1] 19:17
Finality
[3] 54:18 55:5 55:9
Find
[5] 18:22 43:7 51:11 70:3 74:6

Finding
[11] 11:21 44:13 44:17 44:19 72:7 72:7 72:8 74:2 76:22 77:2 77:14
Findings
[6] 21:11 44:17 49:11 50:21 76:6 76:15
Finds
[1] 70:15
Fine
[3] 30:18 63:12 82:4
Fingertips
[1] 38:1
FIRM
[1] 3:20
Firms
[3] 40:3 73:1 73:17
First
[20] 7:4 8:12 10:2 10:21 14:12 24:2 31:15 33:9 34:20 40:4 51:2 52:18 55:19 56:10 65:23 69:12 70:14 71:19 72:16 81:22
FISCHBEIN
[1] 81:21
Fishbein
[18] 1:13 1:14 7:20 9:4 9:5 9:9 22:3 22:4 24:25 25:3 25:14 27:16 29:14 30:5 30:7 30:19 56:6 82:4
Fisons
[2] 3:8 3:18
Fits
[1] 64:15
Five
[2] 30:10 46:12
Fixes
[1] 23:5
Fleming
[12] 4:1 4:2 31:11 49:5 49:6 49:7 49:9 53:4 54:9 54:17 56:11 56:21
Flexible
[1] 82:9
Flurry
[1] 34:23
Flyer
[1] 51:6
Focus
[2] 8:10 10:12
Focusing
[1] 77:24
Folks
[3] 56:24 57:5 59:9
Follow
[2] 10:14 65:10
Following
[2] 7:1 20:8
Foot
[1] 19:1
Footnote
[3] 52:24 73:8 80:20
For
[129] 1:1 1:17 1:21 1:25 2:6 2:10 2:14 2:18 2:22 3:4 3:8 3:12 3:17 3:23 4:5 4:9 4:13 4:18 4:23 5:4 5:9 5:14 5:19 5:24 7:6 7:6 7:22 8:5 8:8 10:11 11:10 11:18 11:21 12:1 12:1 12:18 13:10 13:23 15:2 15:16 15:25 16:11 16:14 17:19 18:13 20:11 22:8 22:12 23:8 24:3 24:16 26:16 26:19 27:12 28:2 28:5 29:4 30:20 31:2 31:23 32:9 32:17 33:25 34:9 34:10 35:18 36:18 38:9 38:23 39:20 40:16 41:3 41:20 41:23 43:24 45:7 45:21 46:9 46:20 46:24 47:6 47:9 47:19 48:23 49:2 50:7 50:18 52:18 53:11 54:3 54:11 55:12 55:14 55:18 56:23 56:25 58:17 58:19 59:8 59:12 60:16 61:2 61:7 61:17 61:21 62:9 63:14 63:15 64:11 64:20 65:2 66:2 66:3 66:10 67:12 68:2 68:24 69:2 70:9 72:23 76:3 77:25 78:2 78:10 80:16 80:17 81:10 81:13 82:2
Foregoing
[2] 82:17 82:18
Forget
[2] 30:24 36:9
Form
[2] 8:12 26:24
Formatted
[1] 9:6
Formatting
[1] 9:5
Formed
[1] 32:6
Forth
[1] 82:9
Forthwith
[1] 7:20
Forward
[3] 25:22 62:3 78:12
Foul
[1] 47:2
Found
[6] 48:3 48:3 57:10 62:20 70:11 75:15
Foundation
[1] 81:23
Four
[2] 14:21 30:10
Framework
[1] 41:25
Francisco
[1] 1:24
Fraud
[1] 54:3
Free
[1] 54:20
Fresh
[1] 34:5
Friday
[1] 56:5
From
[42] 7:5 7:23 9:15 9:24 11:4 11:8 13:12 13:25 14:20 16:6 22:18 23:20 23:21 23:25 25:22 26:15 27:9 29:9 31:4 32:10 33:5 33:6 33:7 38:8 39:5 43:13 44:7 52:19 53:11 54:7 56:15 57:20 58:14 58:16 62:7 62:24 63:9 68:12 75:22 75:25 79:22 81:25
Front
[1] 59:2
Fronts
[1] 40:19
Full
[2] 28:1 53:12
Fundamental
[2] 41:22 48:6
Further
[2] 19:22 39:18
Futures
[2] 42:3 68:24

G

G-O-L-D-S-T-E-I-N
[1] 39:24
Gain
[1] 75:18
Galveston
[1] 2:13
Game
[1] 26:8
Gather
[4] 16:13 17:1 18:4 37:22
Gathered
[1] 17:1
Gathering
[2] 14:2 35:23
Gave
[3] 15:21 46:3 63:12
General
[2] 8:1 10:2
Generated
[1] 74:16
Genuine
[1] 66:22
GEORGE
[1] 4:2
Georgia
[1] 33:5
Get
[48] 12:22 13:12 13:19 14:6 15:3 22:20 23:2 23:4 23:16 23:25 24:1 24:13 25:2 25:20 26:18 26:20 28:18 32:19 33:21 34:18 36:6 39:12 41:11 43:16 45:3 45:14 45:17 46:3 47:22 50:9 52:19 58:12 58:13 58:17 59:7 60:14 63:9 69:3 70:6 72:2 72:21 72:21 74:6 78:13 80:4 80:18 81:22 81:24
Gets
[11] 14:4 14:5 22:7 22:11 23:14 23:14 34:10 36:8 48:20 63:1 72:5
Getting
[8] 16:6 23:3 33:22 34:10 53:1 59:5 68:9 69:25
Give
[21] 7:15 12:12 12:15 13:9 14:18 14:18 15:2 15:6 22:10 24:10 25:7 37:23 38:25 39:10 51:6 51:24 59:14 59:22 63:4 63:9 78:17
Given
[8] 12:7 14:22 22:18 50:13 68:8 75:14 78:25 80:25
Gives
[2] 52:9 54:25
Giving
[7] 16:24 24:10 74:8 74:11 74:11 74:12 79:2
Go
[31] 13:10 14:2 14:24 15:2 16:13 16:21 18:7 19:5 21:3 21:19 21:21 24:16 24:19 25:3 25:8 26:20 28:9 28:17 28:18 29:21 30:6 42:17 43:22 48:20 50:10 52:23 54:19 55:15 63:8 76:1 80:10
Goal
[1] 23:10
God
[2] 18:11 59:18
Goes
[5] 27:24 28:23 36:18 37:6 38:19
Going
[22] 9:17 13:7 15:2 15:6 15:25 19:11 23:15 24:14 24:15 24:19 25:1 29:5 29:7 30:18 33:22 34:9 36:24 39:21 55:3 57:24 63:8 68:12
Goldstein
[35] 39:22 39:23 40:1 40:11 40:23 42:14 42:18 46:15 49:4 51:5 51:16 52:8 53:16 54:16 64:8 64:9 64:17 65:11 68:19 68:21 68:23 69:8 69:25 71:3 71:15 71:23 75:11 76:10 77:9 77:23 78:13 79:2 80:9 80:11 80:13
Goldstein's
[1] 77:1
Gone
[1] 77:6
Good
[12] 7:3 24:23 26:4 26:5 27:20 32:23 34:21 39:22 43:4 46:20 48:24 71:16
Goodness
[1] 66:11
Got
[16] 28:4 29:6 30:9 30:12 46:5 46:20 49:19 53:4 53:8 55:11 55:14 57:6 57:24 61:12 68:11 69:15
Gotten
[2] 14:22 30:25
Grant
[1] 29:7
Great
[4] 2:9 42:3 42:10 77:21
Greenville
[1] 4:16
GREGORY
[1] 6:2
Ground
[1] 72:19
Group
[7] 58:18 69:2 69:2 69:16 74:25 78:1 78:3
Guarantee
[1] 50:13
Guarantees
[1] 76:8
Guardian
[1] 62:11
Guess
[6] 24:1 26:7 44:16 52:15 71:17 80:3
Gulf
[1] 3:21
GUNTI
[1] 4:6

H

H
[1] 5:12
H.P.
[1] 28:11
Had
[54] 8:2 8:3 8:7 8:22 9:9 13:24 16:18 22:17 22:19 25:9 27:18 31:7 33:12 37:14 41:7 41:7 41:7 41:19 41:24 42:16 43:5 43:16 43:18 45:20 45:24 45:25 46:23 47:24 50:13 51:16 51:22 52:2 57:10 64:22 64:25 66:8 66:9 66:11 66:12 66:14 67:21 71:24 72:14 72:15 72:17 72:18 75:16 77:2 77:4 78:11 78:11 79:4 81:10 81:24
Hadn't
[1] 33:17
Half
[1] 63:8
Hall
[1] 4:23
HAMILTON
[1] 3:5
Hand
[4] 8:25 32:15 45:5 65:20
Handed
[2] 9:10 27:13
Hansburg
[1] 73:19
Hansbury
[10] 42:23 50:7 50:9 50:11 50:16 55:7 73:7 75:25 76:2 76:10
Happen
[1] 22:25
Happened
[4] 11:24 23:5 32:9 49:16
Happening
[3] 36:10 36:11 63:21
Happens

[5] 23:10 25:18 28:20 32:8 78:14
Happiest
[1] 67:13
Hard
[2] 38:6 59:19
HARITON
[1] 2:7
Harm
[1] 47:2
HARVEY
[1] 1:8
Has
[48] 9:8 10:21 12:10 13:15 26:6 27:15 27:19 32:9 33:12 37:19 39:11 39:15 41:4 41:5 42:21 44:20 44:23 44:24 49:2 50:7 50:8 50:17 51:5 52:3 52:19 55:2 55:4 55:21 56:14 56:17 63:7 64:14 65:2 65:4 65:20 70:11 71:15 71:25 73:10 73:14 74:14 74:20 74:20 78:20 79:15 79:16 79:23 81:14
Hasn't
[2] 42:5 73:13
Hate
[1] 18:11
HAUNER
[1] 4:6
Have
[187] 7:17 7:18 8:6 8:8 8:21 9:3 9:5 9:13 9:21 10:5 10:9 11:21 12:9 13:8 13:19 13:24 14:4 14:22 15:23 15:24 16:13 17:19 19:20 19:25 20:15 22:6 22:8 23:16 23:17 23:22 24:17 24:20 25:4 25:5 25:17 26:10 26:13 26:17 26:21 26:23 26:24 27:8 27:10 27:11 27:18 27:23 28:7 28:7 28:10 28:14 28:21 28:25 29:2 29:2 29:6 29:7 29:22 29:23 30:14 30:21 31:19 31:22 32:18 32:23 34:9 34:24 34:25 35:1 35:14 36:2 36:14 37:2 37:5 37:5 37:25 38:1 39:6 40:3 40:15 41:25 42:20 43:2 43:10 43:14 45:2 45:2 45:11 45:15 46:7 46:8 46:10 46:10 46:14 46:25 47:6 47:15 47:17 47:24 48:1 48:1 48:6 49:12 49:12 49:16 49:25 50:1 50:24 51:9 51:16 53:3 53:24 54:9 55:5 55:12 55:23 56:1 56:20 57:3 57:4 57:6 58:5 58:10 58:18 58:22 59:17 59:21 59:25 60:21 61:14 61:22 61:25 62:2 62:3 62:8 62:9 62:14 63:5 63:6 63:24 65:13 65:15 66:12 66:23 67:20 68:5 68:6 68:7 68:8 68:20 69:3 69:3 69:8 70:6 70:16 71:10 71:12 71:13 71:13 71:13 71:18 71:25 72:3 72:5 72:11 72:12 72:16 72:25 74:25 75:2 75:2 75:4 76:1 76:15 77:6 77:16 77:20 78:1 78:4 78:12 78:23 79:4 79:15 80:2 81:2 81:14 81:16 81:21
Haven't
[3] 30:25 55:22 55:25
Having
[3] 39:6 59:3 62:16
He
[31] 9:6 9:10 17:18 19:14 19:17 29:22 29:23 39:4 42:4 42:11 44:9 51:5 51:6 53:16 63:4 65:23 66:1 68:5 68:10 70:2 70:3 73:9 75:12 75:12 77:10 77:12 77:23 77:24 78:4 78:6 78:13
Hear
[3] 12:9 54:9 56:9
Heard
[5] 26:2 31:15 58:10 59:17 61:17
Hearing
[12] 1:10 7:12 49:8 49:14 54:21 56:12 56:19 56:25 72:18 77:19 78:8 82:13
Hearings
[1] 77:4
Heart
[3] 40:13 44:14 70:24
Held
[3] 50:17 74:20 76:5
Help
[1] 40:21
Helped
[1] 23:9
Helpful
[1] 33:13
Her
[1] 46:2
Here
[53] 12:24 14:6 14:7 14:8 18:15 22:7 22:11 23:15 23:19 24:1 25:24 27:21 28:1 28:4 28:16 29:5 32:21 34:19 35:2 35:10 36:9 37:9 37:24 40:1 42:6 45:22 47:7 52:7 52:12 56:12 56:21 56:21 56:23 56:25 57:5 58:18 59:16 61:6 63:24 63:25 73:1 73:16 75:12 77:5 77:9 77:20 78:6 78:7 78:7 78:9 78:9 79:8 81:25
Hereby
[1] 82:16
HERMANN
[1] 1:22
Herself
[1] 66:11
Highlights
[1] 31:23
Highway
[1] 2:8
HILL
[1] 1:18
Him
[3] 38:25 45:19 65:14
Hire
[1] 80:1
His
[15] 23:7 39:1 39:2 39:7 49:4 49:5 49:10 53:5 54:9 65:16 67:22 67:23 78:7 78:15 80:18
History
[1] 72:22
Hits
[3] 14:8 35:11 35:24
Holding
[1] 76:22
Home
[3] 2:18 2:22 5:9
Homogeneous
[2] 51:1 51:9
HON
[1] 1:8
Honor
[46] 7:11 8:18 9:12 13:6 15:21 16:2 16:4 18:2 20:6 20:18 20:24 21:2 22:1 22:4 26:1 27:24 29:10 29:18 30:5 31:9 32:4 37:8 39:5 48:19 48:22 48:24 49:1 49:11 51:7 51:18 53:14 54:16 55:18 57:8 57:25 60:3 61:3 62:22 64:9 65:14 67:7 72:6 74:15 75:10 79:21 80:7
Hoping
[1] 25:19
Houston
[5] 1:20 2:5 3:22 4:4 4:22
How
[24] 9:23 11:3 12:1 12:2 14:5 19:5 35:7 35:16 40:5 40:19 41:1 45:23 48:9 48:16 50:14 51:7 51:12 51:13 54:15 58:17 64:24 66:10 71:8 78:13
However
[1] 18:3
Hundreds
[3] 28:14 28:15 49:19
Hunting
[1] 13:10
Hur
[1] 55:3
Hypertension
[1] 27:15

I

I
[268] 7:21 7:24 7:25 8:2 8:8 8:8 8:10 8:17 8:25 8:25 9:2 9:7 9:9 9:17 9:22 9:22 10:11 10:21 10:24 12:4 12:8 12:8 12:18 13:6 14:11 14:20 15:4 15:20 15:21 15:23 16:2 16:2 17:14 17:14 18:11 18:13 18:13 18:15 20:17 21:4 21:23 22:4 22:4 22:5 22:10 23:6 23:7 23:19 23:23 24:1 25:4 25:15 25:18 25:19 25:23 26:1 26:7 26:10 26:18 26:18 26:21 26:22 27:4 27:5 27:7 27:7 27:8 27:10 27:11 27:13 27:13 27:17 27:23 27:24 27:25 28:3 28:4 28:7 28:7 28:7 28:8 28:8 28:10 28:10 28:11 28:12 28:12 28:17 28:18 28:20 28:23 28:23 29:2 29:3 29:4 29:6 29:7 29:13 29:17 29:19 30:5 30:20 30:24 31:11 31:24 31:24 31:25 32:4 32:24 33:3 33:11 33:18 33:20 33:22 33:24 34:6 34:18 34:19 34:22 35:4 35:6 35:6 35:9 35:16 35:21 36:1 36:9 37:2 37:2 37:4 37:4 37:5 37:7 37:7 37:8 37:10 38:7 38:10 38:11 38:12 38:18 38:21 38:21 38:22 39:5 39:8 39:13 40:1 40:11 40:18 40:20 41:11 41:25 42:2 43:6 43:7 43:11 43:18 43:19 44:2 44:11 44:16 45:18 45:22 46:2 46:5 46:10 46:15 46:17 46:18 47:3 47:3 47:4 47:6 47:9 47:9 48:15 48:18 48:20 51:5 52:14 53:14 54:9 55:19 55:21 55:25 56:3 56:10 56:17 56:19 56:19 56:21 57:8 57:25 58:1 58:6 59:3 59:16 59:17 59:20 59:23 60:18 60:20 60:24 61:8 61:17 61:20 61:21 62:3 62:4 62:4 62:6 62:22 63:2 63:17 63:17 63:19 65:11 65:14 65:14 65:15 66:3 66:5 66:23 67:3 67:3 67:5 67:5 67:19 69:8 69:9 69:25 69:25 70:2 70:23 70:25 71:3 71:15 71:17 71:18 71:18 72:5 72:16 72:21 72:21 72:23 73:1 73:4 73:7 73:16 74:5 75:10 76:15 76:15 76:16 76:20 76:21 78:20 78:22 79:21 80:1 80:9 81:12 81:16 81:16 81:19 81:21 81:25
I'll
[9] 37:14 38:7 39:24 40:12 44:3 46:15 61:8 73:15 73:22
I'm
[18] 36:4 37:16 40:1 43:10 44:4 44:15 60:17 60:17 60:24 61:2 61:9 61:10 61:11 63:19 63:21 65:9 70:7 82:8
Idea
[6] 24:1 24:13 28:17 51:9 52:5 66:12
Ideas
[1] 51:6
Identification
[1] 25:11
Identify
[1] 23:19
Identity
[1] 79:11
If
[77] 9:22 10:7 10:8 10:9 10:11 13:12 13:15 14:19 14:24 14:25 15:5 16:19 16:25 18:3 18:25 19:18 20:15 20:18 21:22 22:22 22:23 23:7 23:13 24:4 24:13 24:20 24:21 24:23 25:3 29:7 30:17 30:24 31:5 31:5 32:5 32:18 34:22 35:15 36:18 36:22 36:25 41:18 43:16 45:25 46:23 47:11 47:24 52:2 52:10 52:12 52:17 55:13 55:21 57:18 60:10 60:12 60:20 60:23 61:17 64:18 65:3 65:7 65:9 65:20 66:12 71:4 71:7 71:8 74:8 76:12 77:10 78:14 78:15 78:22 79:21 80:19 81:17
Ignorant
[1] 41:13
III
[1] 1:8
Illnesses
[1] 46:25
Illustrate
[2] 40:18 47:9
Illustrates
[1] 48:15
Imaginable
[1] 55:12
Immediately
[1] 35:10
Important
[9] 11:17 20:5 23:20 23:22 34:19 35:9 35:13 55:7 81:2
Impossible
[2] 45:24 61:13
Impression
[1] 28:5
Improper
[1] 77:10
In
[279] 1:1 1:3 7:2 7:7 7:15 7:16 7:19 7:22 8:1 8:1 8:5 8:14 10:12 10:14 10:17 10:18 10:21 11:22 11:22 12:3 12:6 12:12 12:13 12:15 12:18 12:24 12:25 13:2 13:5 13:11 13:18 14:5 14:6 14:14 15:11 15:13 15:21 16:5 16:6 16:9 16:19 16:20 16:25 17:2 17:8 17:10 17:12 17:12 17:16 17:20 17:23 17:24 18:1 19:9 19:11 19:25 20:1 20:2 20:4 20:6 20:10 20:10 20:18 21:7 21:8 21:25 22:5 22:9 22:16 23:3 23:6 23:13 23:18 24:8 24:12 24:15 25:3 25:9 25:14 25:24 26:1 26:8 26:12 26:19 27:1 27:4 27:9 27:10 27:11 28:1 28:6 28:13 28:25 28:25 29:5 29:20 30:17 31:2 31:14 31:16 32:8 32:16 32:17 32:21 33:12 33:13 34:5 34:12 34:22 35:3 36:1 36:6 36:20 37:11 37:13 37:20 38:12 38:15 38:16 38:17 38:23 39:1 39:2 39:2 39:7 39:18 40:6 40:14 40:16 41:4 41:5 41:6 41:10 41:12 41:14 41:16 41:20 42:12 42:14 42:16 42:21 43:1 43:10 43:11 43:17 43:18 44:1 44:24 44:25 45:7 45:10 45:11 45:19 45:19 46:1 46:6 46:7 47:12 47:14 47:16 47:18 47:18 47:19 47:21 48:16 49:16 49:17 49:18 49:21 50:4 50:16 50:19 50:19 50:22 50:23 50:24 51:6 51:17 52:3 52:3 52:8 52:23 53:3 53:15 53:22 54:21 54:21 55:4 55:7 55:16 56:

14 57:4 57:9 57:18 58:1 58:19 59:1 60:22 61:9 62:12 62:12 62:18 63:5 63:6 63:22 63:22 64:1 64:2 65:6 65:12 65:24 66:6 66:14 66:17 66:19 66:25 67:6 67:8 67:13 67:16 68:4 68:8 68:11 68:14 68:21 68:24 69:4 69:12 70:4 70:12 70:15 70:18 70:19 70:22 71:9 71:13 72:7 72:7 72:8 72:15 72:23 73:2 73:7 73:9 73:11 73:22 73:23 73:25 74:4 75:1 75:7 75:23 76:5 76:6 76:11 76:16 76:20 76:20 76:22 77:2 77:3 77:9 77:15 78:8 78:22 79:8 79:8 79:10 79:12 79:14 79:24 80:3 80:5 80:20 81:16 81:21 82:9 82:17 82:19

Inadequacy
[2] 39:20 56:16

Inadequate
[4] 53:21 75:21 75:24 80:22

Inadequately
[1] 81:3

Inappropriate
[1] 47:8

Inc
[5] 3:8 3:8 3:12 3:13 3:17

Incentive
[1] 45:2

Inclined
[1] 28:17

Included
[5] 10:2 10:3 10:22 20:5 41:9

Includes
[1] 41:16

Including
[2] 21:6 37:18

Inclusive
[1] 30:15

Inconvenient
[1] 82:6

Incorporate
[1] 8:15

Incorporated
[3] 15:18 20:4 21:7

Incorporates
[1] 8:22

Incorporating
[1] 8:3

Incredibly
[1] 71:9

Indeed
[3] 19:1 19:19 39:15

Indexed
[1] 46:12

Indicated
[2] 16:18 17:18

Indicates
[1] 80:24

Individual
[7] 31:21 32:7 32:13 54:21 62:7 69:22 78:25

Individuals
[13] 49:5 53:3 53:7 54:12 54:19 61:22 62:10 73:6 76:23 77:25 78:18 79:3 79:19

Inevitably
[1] 68:16

Inflation
[1] 46:12

Information
[17] 7:16 7:17 18:4 23:2 23:20 23:23 23:25 24:2 24:13 28:19 29:4 35:24 36:12 36:16 51:24 78:19 79:4

Informed
[1] 52:1

Initial
[7] 16:11 43:17 47:24 56:19 59:23 60:4 60:5

Initially
[1] 31:14

Initiation
[3] 14:11 22:19 35:12

Injury
[1] 17:5

Innovative
[1] 47:4

Inordinate
[1] 20:25

Inquiry
[1] 72:11

Inspect
[1] 13:1

Instead
[2] 60:13 66:24

Insufficient
[1] 62:12

Intake
[1] 64:24

Intend
[3] 44:16 62:3 71:17

Intended
[1] 67:3

Inter
[1] 30:14

Interested
[2] 70:18 70:19

Interesting
[1] 57:22

Interests
[10] 25:24 40:17 41:25 45:20 45:24 47:8 47:18 48:4 68:16 72:15

Intermediary
[4] 43:25 47:23 51:13 57:1

Intermediate
[41] 7:8 9:14 10:10 30:1 30:8 31:5 37:1 47:22 53:23 54:1 54:13 56:17 56:18 56:23 57:1 58:8 58:22 58:24 59:4 59:7 59:20 61:14 61:23 62:4 64:13 64:21 65:3 67:11 67:22 67:24 68:2 68:12 68:18 69:13 69:18 71:2 71:4 71:12 71:16 72:1 74:10

Interrogatories
[1] 28:15

Into
[15] 15:18 19:5 19:17 22:11 24:18 30:10 30:13 37:22 42:24 47:5 54:10 63:6 64:15 75:17 77:12

Introduced
[1] 7:24

Inundated
[1] 23:15

Invite
[1] 65:14

Involved
[2] 33:21 57:22

Involves
[1] 40:23

Ion
[1] 3:12

Irreconcilable
[1] 48:19

Is
[342] 7:4 8:12 8:13 8:13 8:15 8:17 8:20 9:13 9:16 9:22 10:10 10:12 10:16 10:16 10:17 10:18 10:18 10:25 11:17 12:4 12:11 12:12 12:15 12:17 13:7 13:14 13:22 14:1 14:9 15:25 16:7 16:8 16:15 16:25 17:7 17:9 17:15 18:3 18:7 18:22 18:23 18:24 18:25 19:3 19:9 19:11 19:12 19:12 20:3 20:5 20:5 20:6 20:11 20:22 21:8 21:14 23:10 24:1 24:4 24:8 24:8 24:11 24:13 24:13 24:18 24:18 24:21 25:18 26:7 26:10 26:16 26:17 26:21 27:3 27:24 27:25 28:1 28:11 28:13 28:18 29:4 29:5 29:11 30:15 30:24 31:1 31:3 31:4 31:7 31:13 31:17 31:20 31:22 31:24 32:5 32:6 32:7 32:9 32:10 32:14 32:16 32:23 32:24 33:2 33:19 33:22 34:11 34:20 35:2 35:7 35:10 35:12 35:18 36:2 36:8 36:11 36:11 36:11 36:22 36:22 37:9 37:11 37:12 37:21 37:25 38:6 38:23 39:8 39:10 39:13 39:14 39:19 39:21 39:23 40:5 40:9 40:10 40:13 41:3 41:5 41:16 41:22 42:22 42:22 42:22 43:4 43:5 43:15 43:20 44:4 44:10 44:13 44:15 44:15 44:20 44:20 44:24 45:2 45:3 45:4 45:7 45:17 45:22 45:25 46:19 46:22 47:4 47:10 47:11 47:12 47:14 47:15 47:16 47:21 47:23 47:25 48:2 48:6 48:7 48:10 48:12 48:13 48:16 49:1 49:2 49:4 49:5 49:5 50:3 50:3 50:16 50:18 50:20 50:23 51:5 51:8 52:6 53:3 53:7 53:10 53:15 53:17 53:20 53:21 54:2 54:3 54:5 54:7 54:7 54:10 54:15 54:17 54:17 54:18 55:1 56:7 56:21 56:22 56:24 57:9 57:10 57:14 57:16 58:1 58:18 58:21 59:6 59:15 59:16 59:16 59:20 59:22 60:16 61:6 61:12 62:23 63:2 63:4 63:7 63:8 63:8 63:10 63:10 63:21 64:10 64:18 64:21 65:5 65:7 65:8 65:9 65:16 65:16 65:17 65:19 65:21 65:24 66:4 66:9 66:12 66:15 66:20 67:17 67:25 68:5 68:10 68:21 69:1 69:5 69:7 69:9 69:12 69:15 69:16 69:17 69:18 69:20 70:2 70:10 70:11 70:12 70:13 70:17 70:17 70:19 70:20 70:24 71:2 71:5 71:6 71:16 71:18 71:23 72:2 72:17 72:22 72:23 73:4 73:13 73:19 73:25 74:5 74:8 74:16 74:24 75:20 75:20 75:21 76:4 76:6 76:8 76:8 76:13 77:8 77:9 77:23 78:24 78:24 79:1 79:2 79:7 79:7 79:9 79:9 79:12 79:17 79:17 79:18 79:18 79:19 80:2 80:6 80:6 80:23 81:2 81:9 81:17 81:21 81:22 82:1 82:4 82:5

Isaacharoff
[8] 61:17 61:20 67:20 70:2 73:8 75:9 75:10 80:16

Isaacharoff's
[3] 65:23 70:25 72:17

Isn't
[3] 69:2 69:24 78:2

Issacharoff
[12] 5:22 48:22 48:24 48:25 56:3 57:16 57:19 63:17 66:21 67:10 67:19 76:20

Issacharoff's
[1] 65:1

Issue
[29] 17:17 17:24 18:3 18:21 19:6 19:8 21:4 22:9 24:5 27:24 28:2 31:13 31:15 31:16 31:23 34:17 35:7 35:8 36:11 37:12 42:5 55:25 56:7 56:13 56:15 57:5 63:15 77:13 81:15

Issued
[1] 8:2

Issues
[6] 9:5 25:18 31:18 32:21 49:11 57:2

It
[226] 8:21 9:6 9:6 9:8 9:23 10:3 11:14 11:23 11:23 12:2 12:2 12:3 12:8 13:8 13:8 13:11 13:14 13:24 14:3 14:5 14:6 14:6 14:7 14:8 14:22 15:3 15:23 17:3 17:5 17:24 18:1 18:3 18:16 19:3 19:12 19:18 20:5 20:7 20:18 21:22 22:14 23:8 23:9 23:23 23:25 24:5 24:5 24:23 24:23 25:14 25:18 25:19 26:21 26:25 27:2 27:5 27:7 28:8 28:22 29:15 31:7 32:4 32:19 32:23 33:1 33:7 33:7 33:13 33:23 34:11 35:4 35:10 35:11 35:24 35:25 36:2 37:1 37:5 37:9 37:11 37:14 37:23 38:6 38:8 39:8 39:13 39:13 39:14 39:24 40:5 40:21 41:3 41:4 41:5 41:6 41:11 41:12 42:4 42:11 42:11 42:12 42:12 42:21 43:7 43:12 43:16 44:3 44:22 44:25 45:3 45:6 47:5 47:6 47:12 47:14 47:14 47:18 47:25 48:13 48:16 50:1 50:3 50:16 50:25 51:5 51:8 51:15 51:18 51:22 51:23 52:9 52:12 52:15 54:2 54:3 54:5 54:10 54:15 54:22 54:23 55:6 55:10 55:14 56:6 56:7 56:7 56:9 56:13 57:9 57:10 57:14 57:16 57:18 57:19 57:22 57:22 58:3 58:17 59:15 60:2 60:3 61:12 61:21 61:25 62:1 62:12 62:25 62:25 63:9 63:11 63:12 63:18 63:21 64:17 64:18 64:18 64:18 64:21 64:22 65:11 65:17 66:1 66:9 67:4 67:14 68:25 69:1 69:2 69:5 69:12 69:14 69:16 69:18 70:1 70:11 70:14 70:24 71:9 72:2 72:17 73:4 73:12 73:14 74:5 74:16 74:16 75:4 75:18 75:19 77:2 77:17 78:25 79:1 79:9 79:11 79:12 79:12 79:15 79:16 79:17 79:18 80:17 81:7 81:18 82:5 82:10

It's
[24] 10:10 11:20 12:5 12:13 12:18 12:24 12:25 13:4 13:18 14:6 14:12 21:8 22:9 24:3 24:14 25:8 27:6 30:3 30:17 30:18 30:22 33:1 34:8 35:13

Italics
[2] 10:14 10:18

Item
[3] 7:4 39:18 39:19

Items
[3] 10:4 10:8 23:20

Its
[3] 18:4 63:12 76:2

Itself
[2] 48:13 67:9

J

J
[1] 1:8

JIM
[1] 4:3

Job
[4] 45:24 46:20 66:14 80:4

JOHN
[1] 3:20

Joinder
[3] 48:2 72:3 74:13

Joint
[1] 57:9

Judge
[27] 8:2 17:16 23:6 42:2 42:10 43:19 44:2 44:3 44:8 44:13 44:18 45:17 49:10 49:10 50:20 57:16 57:20 59:3 62:19 62:19 65:12 66:19 70:11 75:15 77:20 78:6 78:21

Judges
[1] 32:20

Judgment
[3] 49:2 54:18 76:4

Judicata
[2] 52:21 74:13
July
[4] 81:17 81:19 81:21 81:21
June
[2] 1:6 82:19
Jurisdiction
[6] 34:25 35:1 36:25 39:7 50:23 77:17
Jurisdictional
[1] 39:14
Just
[29] 10:12 11:23 12:8 15:16 17:12 22:4 22:10 24:17 25:5 29:19 31:23 32:20 32:22 33:1 33:11 39:13 39:15 41:5 46:5 57:2 61:4 62:25 63:11 69:1 69:5 69:13 78:2 78:21 79:14
Justifiable
[1] 49:24
Justifiably
[1] 23:24
Justification
[1] 20:11

K

K
[1] 4:21
Keeps
[1] 77:24
KERRIGAN
[1] 5:7
Key
[2] 76:6 80:6
Kind
[10] 9:4 11:24 17:3 25:25 46:6 50:8 62:11 64:25 66:24 67:2
Kinds
[4] 46:24 48:11 70:21 81:11
KIP
[1] 5:17
Knew
[5] 41:17 41:18 53:8 66:8 71:7
Know
[51] 7:21 11:11 11:13 11:16 11:24 12:6 13:12 15:17 17:14 18:15 24:4 24:23 25:5 27:5 27:7 27:8 28:8 28:16 29:13 32:24 33:13 33:16 34:9 34:20 35:3 35:6 35:7 37:24 40:20 40:24 41:15 45:22 46:23 47:14 51:22 51:23 58:24 62:4 62:6 63:2 63:23 64:22 66:7 66:9 66:23 67:15 67:21 71:8 71:15 72:23 74:6
Knowing
[2] 16:24 50:14
Knowledge
[6] 41:5 47:17 47:19 48:8 48:11 48:14
Known
[2] 52:6 66:12
Knows
[3] 28:20 47:11 59:19

L

L
[1] 2:20
L2th
[1] 2:17
Lab
[1] 3:12
Labor
[1] 55:5
Labs
[1] 3:12
Laminack
[42] 4:20 4:20 26:1 26:4 26:6 27:2 27:17 27:20 27:23 28:10 28:23 29:13 29:15 29:18 29:20 38:13 55:15 55:18 55:21 55:24 56:2 56:4 56:5 56:7 56:10 57:14 57:21 59:1 59:16 60:2 60:5 60:8 60:17 60:20 60:21 60:24 61:2 61:8 62:6 62:23 63:10 78:6
Language
[6] 10:3 13:4 21:19 37:13 37:17 58:1
Large
[2] 20:18 26:19
Last
[7] 7:12 7:24 7:25 15:22 21:15 28:4 53:14
Late
[3] 67:6 67:6 72:17
Latent
[6] 44:15 45:7 65:13 65:16 65:17 70:11
Later
[4] 47:25 49:14 69:23 81:18
Laugh
[1] 74:16
LAURENCE
[1] 1:15
Law
[15] 3:20 17:8 17:12 19:9 40:3 42:19 43:3 51:3 51:7 53:22 73:1 73:7 73:17 74:4 76:21
Lawn
[2] 5:2 5:17
Lawsuit
[7] 14:4 14:4 14:19 14:20 17:2 18:14 35:13
Lawsuits
[1] 27:5
Lawyer
[6] 51:5 54:22 62:6 70:21 71:7 72:24
Lawyering
[1] 71:5
Lawyers
[8] 20:10 27:9 28:24 57:3 59:5 72:22 73:5 78:9
Learned
[1] 27:9
Learns
[2] 47:14 47:21
Least
[10] 7:17 9:16 15:16 23:20 28:24 33:12 36:21 41:18 53:4 80:13
Leave
[1] 63:13
Leaving
[2] 53:6 78:4
Lee
[9] 42:23 50:8 50:9 50:11 50:16 55:7 73:7 73:19 75:25
Left
[2] 23:17 69:10
Length
[1] 77:21
Lengths
[1] 42:10
Lengthy
[1] 11:22
Less
[6] 26:19 30:15 31:3 31:7 72:3 77:25
Let
[7] 18:21 19:22 40:19 42:18 51:25 65:1 67:2
Let's
[3] 20:14 23:7 44:22
Letter
[1] 26:24
Letting
[1] 32:21
Level
[5] 44:21 44:23 62:5 65:4 65:20
LEVIN
[3] 1:13 1:14 48:22
Liability
[2] 1:4 17:17
Liberty
[1] 5:8
Library
[1] 21:20
LIEFF
[1] 1:22
Lieu
[2] 17:11 31:2
Life
[1] 79:10
Light
[2] 15:13 29:5
Like
[25] 11:11 11:23 12:6 12:17 22:14 26:16 28:12 28:13 29:19 33:1 38:22 39:5 40:18 44:11 50:5 55:15 55:19 57:25 60:2 60:3 60:5 66:24 70:17 81:16 81:25
Liked
[1] 29:2
Likely
[4] 64:12 68:2 80:21 80:25
Limitations
[11] 54:7 54:11 59:15 60:1 60:7 60:13 63:3 73:21 74:12 74:19 75:7
Limited
[3] 10:3 21:7 21:22
Line
[1] 48:12
Lines
[2] 21:15 48:14
List
[4] 10:4 10:16 14:25 23:23
Literature
[1] 78:22
Litigate
[3] 24:5 28:14 63:15
Litigated
[1] 42:6
Litigation
[14] 1:4 12:7 17:17 28:1 28:6 28:25 30:11 39:6 50:20 57:10 57:23 58:14 58:20 81:5
Little
[8] 15:4 16:9 28:4 29:5 31:10 52:14 62:25 77:9
Live
[2] 76:16 76:20
LLP
[5] 1:22 2:7 3:5 3:15 5:6
Local
[1] 34:11
Logan
[1] 3:6
Logic
[1] 78:15
Logical
[2] 33:19 74:1
Long
[1] 41:1
Longer
[6] 12:22 12:23 27:6 27:7 27:17 54:13
Look
[9] 10:9 20:14 42:21 44:2 45:13 46:19 65:23 73:10 80:18
Looked
[4] 42:2 43:7 43:20 78:20
Looking
[1] 46:9
Lot
[9] 22:19 23:15 24:7 25:23 26:16 27:8 33:23 72:22 72:22
Lots
[3] 47:5 68:11 68:11
Louisiana
[3] 2:4 4:21 73:25
Lower
[1] 10:21
Loyalty
[3] 58:5 58:22 61:15

M

M
[1] 4:2
MA
[1] 3:3
Made
[24] 22:11 33:17 42:22 44:5 44:13 44:17 44:17 44:18 46:19 47:7 49:11 51:3 52:17 53:12 54:19 55:2 55:14 60:9 61:20 63:17 67:12 77:14 78:4 81:10
MADEIRA
[1] 3:6
Make
[25] 7:16 7:18 19:14 22:14 22:21 23:8 24:12 24:17 33:7 36:13 38:12 38:25 39:12 48:14 51:25 59:11 61:8 61:21 63:25 67:5 71:3 71:6 71:9 80:9 82:10
Makes
[3] 24:15 66:19 68:4
Making
[5] 23:21 36:14 44:6 44:10 64:23
Manageable
[1] 16:8
Manifested
[1] 76:23
Manipulated
[1] 28:13
Manner
[1] 11:2
Many
[6] 22:8 32:20 32:24 44:17 64:24 66:10
MARIO
[1] 2:8
Market
[3] 2:12 6:3 6:17
MARTINES
[1] 4:21
MARTINEZ
[2] 4:11 4:11
Mass
[1] 79:22
MASTER
[1] 6:3
Material
[4] 8:7 13:10 37:25 41:3
Matrix
[13] 44:21 44:23 45:15 58:12 58:13 65:4 65:18 65:20 66:14 68:11 70:5 70:13 70:19
Matter
[10] 13:14 14:1 25:18 31:11 53:8 54:22 54:23 71:8 74:23 81:7
Matters
[1] 13:2
Matured
[1] 74:14
Matushita
[1] 77:15
May
[29] 7:3 7:5 16:3 19:4 19:

14 26:1 28:21 30:5 33:18 34:21 36:1 39:25 45:1 45:14 45:17 54:2 54:3 55:17 59:17 60:7 61:1 61:17 64:7 67:20 69:23 69:25 70:4 70:10 79:19
Maybe
[4] 27:19 32:15 35:7 63:1
McCARTHY
[1] 2:3
McDERMOTT
[1] 3:1
MD
[1] 3:11
MDL
[13] 1:4 7:7 22:10 23:12 27:11 31:22 32:3 32:5 32:6 32:12 34:9 35:1 38:15
Me
[28] 12:14 14:3 14:23 15:7 18:3 18:11 18:13 18:21 19:22 26:6 26:8 26:10 26:16 27:2 27:5 27:7 35:10 35:14 36:8 37:2 40:19 42:18 65:1 65:13 65:14 66:2 67:2 73:15
Mean
[6] 14:20 26:23 30:1 31:11 35:4 51:15
Meaningful
[3] 23:4 24:18 25:21
Means
[3] 14:1 17:8 26:10
Measure
[1] 70:1
Mechanical
[1] 6:20
Medeva
[2] 3:8 3:17
Medical
[35] 15:13 17:8 17:10 17:10 17:20 17:20 18:5 18:13 18:18 18:23 18:24 19:6 19:13 19:20 20:21 22:24 23:2 23:16 26:20 37:17 37:18 37:18 41:13 46:11 47:16 47:18 48:1 48:7 48:14 58:15 65:8 65:19 70:18 78:2 81:22
Medically
[1] 53:6
Meeting
[1] 81:24
Member
[5] 37:19 53:25 54:8 55:1 80:4
Members
[24] 36:25 37:2 37:15 39:20 51:20 51:23 53:1 53:17 53:18 53:19 53:23 53:24 54:13 58:3 65:16 71:20 74:17 75:14 76:4 76:18 78:10 78:11 80:23 81:1
Memorial
[1] 1:19
Mention
[1] 17:6
Mentioned
[1] 7:25
Merits
[2] 31:25 42:20
Message
[1] 61:7
Met
[3] 7:18 55:9 76:9
MICHAEL
[3] 1:14 4:7 5:7
Mid
[1] 29:10
Middle
[2] 12:24 26:8
Might
[16] 7:13 11:10 11:25 19:12 19:16 33:10 33:21 33:24 38:15 44:3 53:19 56:6 56:7 70:5 70:5 70:8
Mike
[1] 80:12
Mild
[4] 41:7 45:5 45:6 45:9
Mill
[1] 13:17
Miller
[4] 6:2 6:2 22:13 23:14
Millions
[1] 49:21
Mills
[1] 13:17
Mind
[2] 45:24 72:15
Minds
[1] 34:5
Minute
[2] 61:18 64:4
Misimpression
[1] 69:10
Misperceives
[2] 64:17 64:18
Missed
[1] 42:4
Missing
[1] 79:7
Moderate
[1] 41:7
Moment
[3] 17:4 41:12 61:4
Monday
[1] 56:5
Money
[7] 45:3 58:12 58:13 58:17 58:20 63:9 68:11
Monitoring
[4] 46:11 65:8 65:19 70:18
Month
[1] 14:12
Months
[7] 14:2 14:8 14:21 35:12 36:18 45:1 47:25
More
[20] 9:10 13:15 13:19 13:23 16:8 25:20 27:11 27:12 32:11 33:2 33:7 33:19 38:1 45:1 52:2 62:6 63:21 63:22 71:14 79:8
Most
[1] 73:4
Motion
[19] 7:6 7:12 23:7 29:8 32:11 32:18 32:19 36:13 39:19 40:5 40:9 40:13 41:22 42:20 43:23 49:2 56:8 81:14 82:1
Motions
[6] 32:8 32:11 34:24 36:14 40:1 40:3
Move
[1] 44:11
Moved
[1] 30:12
MOWER
[1] 4:6
Mr
[186] 7:9 7:11 7:20 7:20 7:20 7:24 8:17 8:20 9:4 9:4 9:5 9:9 9:9 9:12 10:18 11:10 11:15 12:9 12:18 12:21 12:24 13:6 13:7 14:11 14:16 15:15 15:20 15:24 16:8 16:14 19:13 19:22 21:5 22:3 22:4 22:13 23:14 24:25 25:3 25:14 26:1 26:4 26:6 27:2 27:16 27:17 27:20 27:23 28:10 28:23 29:13 29:14 29:15 29:18 29:19 29:20 29:22 30:2 30:5 30:7 30:19 31:9 32:4 32:14 33:4 33:5 33:18 34:5 34:6 34:7 34:8 34:15 34:17 35:6 35:18 35:22 35:25 36:4 37:3 37:8 38:3 38:4 38:5 38:7 38:12 38:13 38:23 39:22 40:1 40:11 40:23 42:14 42:18 46:15 48:22 48:22 48:24 49:4 49:5 49:6 49:7 49:9 51:5 51:16 52:8 53:4 53:15 54:9 54:16 54:17 55:15 55:21 55:21 55:24 55:25 56:2 56:3 56:4 56:5 56:6 56:7 56:10 56:11 56:21 57:14 57:16 57:19 57:21 59:1 59:16 60:2 60:5 60:8 60:17 60:20 60:21 60:24 61:2 61:8 61:16 61:17 61:19 61:20 62:6 62:21 62:22 62:23 63:10 63:17 63:21 64:8 64:9 64:17 65:1 65:11 66:21 67:19 68:4 68:19 68:21 68:23 69:8 69:25 71:3 71:15 71:23 72:16 74:24 75:9 75:10 75:11 76:10 76:20 76:25 77:9 77:23 78:6 78:7 78:13 79:2 80:9 80:11 80:13 81:21 82:4 82:7
Ms
[26] 7:20 7:23 10:19 12:9 13:7 16:2 16:4 17:14 18:1 18:11 18:19 20:1 20:17 20:24 21:2 21:4 21:15 21:18 30:3 33:5 38:4 38:6 38:10 38:21 65:18 66:12
Much
[16] 10:11 13:15 13:19 16:23 26:19 27:6 29:1 37:25 39:1 39:2 51:24 52:9 59:3 78:18 80:8 82:12
Mull
[1] 21:20
Must
[2] 32:6 76:15
My
[22] 7:23 26:7 26:9 27:2 28:13 33:12 39:23 43:16 44:1 44:5 45:24 50:22 55:18 56:15 56:16 62:5 62:6 65:11 70:10 70:20 72:13 82:1
Myself
[1] 56:11

N

N.Y.
[1] 5:23
Name
[9] 25:6 25:11 34:13 39:23 66:1 66:2 66:3 66:17 67:22
Names
[3] 22:23 26:23 70:3
Nast
[3] 45:21 65:18 66:12
Nature
[1] 65:25
Necessarily
[4] 11:15 11:17 65:10 74:20
Necessary
[3] 48:3 48:3 80:23
Need
[12] 11:20 14:23 15:18 17:20 17:22 26:22 27:13 30:15 53:20 64:2 65:18 81:5
Needed
[1] 62:14
Needs
[4] 28:11 33:14 39:12 72:5
Negative
[1] 58:11
NEGER
[1] 3:15
Negotiate
[1] 38:14
Negotiated
[2] 40:14 64:11
Negotiating
[2] 41:23 66:23
Negotiation
[2] 14:24 15:5
Negotiations
[4] 16:5 16:6 75:2 75:3
Neither
[1] 69:15
Never
[3] 15:15 43:13 54:17
New
[29] 2:9 2:21 3:16 5:23 8:23 9:20 13:20 26:13 29:23 29:25 30:13 30:14 30:22 30:23 31:2 49:4 51:3 51:4 51:5 51:9 52:6 57:17 71:25 72:1 76:16 76:20 76:20 77:23 78:14
Next
[4] 14:9 61:19 63:1 67:23
Nicqua
[2] 12:1 19:18
Nightmare
[2] 26:17 26:18
Nine
[1] 80:20
No
[60] 1:4 1:19 2:4 4:3 5:17 8:13 9:9 9:9 9:16 9:16 11:16 11:17 15:24 18:22 20:11 20:15 23:4 25:18 27:17 31:4 33:2 36:23 42:3 42:22 46:22 47:2 47:2 50:11 50:13 50:13 51:3 51:4 52:19 54:13 58:3 59:11 60:2 60:12 61:9 61:12 61:21 62:7 62:8 66:4 66:12 66:14 71:1 71:4 71:8 75:20 75:20 75:21 75:21 75:22 76:25 78:2 78:15 79:17 80:7 80:11
Nobody
[6] 26:6 59:8 64:10 66:20 68:1 79:4
Nolan
[5] 31:9 31:9 32:4 32:14 33:4
NOLEN
[1] 4:2
Non
[2] 21:11 50:18
Non-privileged
[1] 21:11
Nor
[1] 63:14
Not
[182] 7:14 8:10 9:7 9:13 9:17 10:3 10:5 10:19 11:1 11:15 12:13 14:17 14:23 15:1 15:6 15:23 15:24 16:18 16:21 17:5 17:12 17:20 17:22 18:6 18:21 18:23 19:2 19:2 19:15 19:16 20:1 20:25 21:7 21:24 24:4 24:11 24:14 24:23 25:1 27:14 28:12 28:17 29:22 30:2 31:22 31:24 31:25 32:11 32:12 32:23 34:24 35:1 36:2 36:4 36:15 36:22 37:2 37:4 37:11 38:11 38:15 38:20 39:1 39:8 40:9 40:10 40:16 40:24 41:3 41:6 41:16 41:19 42:19 43:3 43:9 43:10 43:11 43:20 43:23 44:4 44:10 44:15 45:1 45:7 45:15 45:25 46:7 47:19 48:13 49:1 49:5 49:25 50:2 51:1 51:7 51:8 52:6 52:16 52:21 53:5 53:16 53:18 53:18 54:2 54:3 54:15 56:14 56:22 57:18 58:10 58:13 60:4 60:8 60:9 60:10 60:24 61:1 61:10 61:25 62:7 62:25 63:5 63:7 63:14 63:22 63:23 64:1 64:1 64:12 64:18 64:20 65:3 65:5 65:16 65:24 66:7 66:20 66:21 67:13 68:5 68:18 69:7 69:21 70:5 70:11 71:8 71:13 72:2 72:16 72:18 73:2 73:12 73:16 73:18 73:20 73:23 74:8 74:21 75:1 75:4 75:12

76:13 76:24 77:1 77:11 77:18 78:6 78:7 78:12 78:21 79:9 79:17 79:24 80:1 80:3 80:13 80:19 80:25 81:4 81:5 81:9 81:17
Notations
[1] 19:15
Note
[1] 20:6
Noted
[3] 7:1 49:11 80:21
Notes
[4] 19:14 19:19 82:18 82:19
Nothing
[5] 22:25 48:11 52:23 55:14 67:10
Notice
[21] 53:12 53:18 53:21 54:20 55:8 75:14 75:16 75:21 75:22 75:23 76:14 76:24 77:1 78:11 78:23 80:19 80:22 80:23 80:24 81:5 81:7
Notices
[1] 50:13
Notion
[2] 34:20 63:15
Notwithstanding
[2] 47:25 72:6
Now
[25] 8:8 9:12 13:24 14:1 14:25 18:15 20:4 26:13 26:17 29:7 30:10 36:11 44:10 44:25 46:10 50:22 58:7 59:13 62:7 64:5 65:6 65:22 70:25 73:16 76:17
Number
[6] 25:11 26:19 41:14 45:10 66:8 67:3
Nurse
[1] 11:10
Nurses'
[2] 19:14 19:19
NW
[1] 2:17
NY
[2] 2:21 3:16

O

O'clock
[1] 82:10
O'QUINN
[1] 4:20
Oak
[3] 4:3 5:2 5:17
Object
[4] 21:24 29:10 43:19 56:20
Objection
[4] 12:4 20:15 26:7 73:2
Objections
[6] 15:15 43:17 43:21 67:8 72:24 73:17
Objectors
[2] 7:15 43:23
Obligate
[2] 52:12 52:15
Obligation
[1] 33:10
Obliged
[1] 24:8
Observation
[1] 11:7
Observations
[2] 12:1 21:11
Obtain
[4] 18:7 19:2 19:4 19:14
Obtainable
[1] 19:19
Obtaining
[1] 17:11
Obviously
[3] 36:14 53:5 64:16
Occasion
[1] 33:18
Occur
[2] 28:16 33:24
Occurred
[1] 42:8
Odd
[1] 16:6
Of
[407] 1:1 7:6 7:7 7:11 7:12 7:14 7:21 8:4 8:5 8:6 8:12 8:22 9:3 9:21 10:1 10:2 10:4 10:16 10:20 10:24 11:1 11:2 11:2 11:7 11:11 11:14 11:24 11:24 12:2 12:2 12:14 12:24 13:3 13:7 13:12 13:13 13:15 13:17 14:4 14:7 14:12 14:24 14:25 14:25 15:5 15:10 16:12 16:15 16:19 17:3 17:4 17:7 17:8 17:11 18:5 18:12 18:14 19:6 19:6 19:7 20:7 20:10 21:7 21:12 21:15 21:21 22:6 22:7 22:9 22:9 22:11 22:13 22:19 22:23 23:1 23:5 23:5 23:9 23:11 23:13 23:15 23:20 23:23 24:7 24:16 24:19 25:6 25:7 25:11 25:23 25:25 26:8 26:12 26:16 26:19 26:21 26:24 26:25 27:4 27:9 27:13 27:24 28:2 28:2 28:6 28:10 28:11 28:14 28:15 28:17 29:2 29:5 29:6 29:9 29:16 29:16 30:9 30:12 30:21 30:23 31:2 31:12 31:19 31:20 31:23 31:25 32:2 32:5 32:15 32:15 32:20 32:24 33:6 33:8 33:9 33:10 33:11 33:23 34:13 34:18 34:20 34:21 34:23 35:13 36:1 36:9 36:20 36:21 36:21 36:22 36:24 36:25 37:6 37:7 37:16 38:13 38:24 39:6 39:7 39:20 40:4 40:7 40:13 40:17 40:18 40:24 40:24 41:4 41:5 41:8 41:10 41:11 41:13 41:14 41:22 41:24 42:1 42:7 42:19 42:20 43:4 43:8 43:12 43:17 44:7 44:14 44:17 44:18 44:22 44:25 45:7 45:10 45:11 45:12 45:13 46:2 46:5 46:6 46:6 46:11 46:16 46:21 46:24 46:24 47:3 47:5 47:8 47:17 47:25 48:4 48:5 48:8 48:8 48:11 48:18 48:25 49:16 49:17 49:18 49:19 49:19 49:19 49:21 49:21 49:21 49:22 49:23 49:24 50:8 50:10 50:12 50:12 50:14 50:17 51:2 51:2 51:18 52:6 52:11 52:18 52:25 53:1 53:8 53:13 53:19 54:6 54:11 54:11 54:12 54:15 54:17 55:5 55:6 55:7 55:8 55:8 55:19 56:10 56:12 56:16 56:18 56:20 57:2 57:2 57:16 57:17 58:3 58:4 58:18 58:22 59:2 59:15 59:15 59:25 60:1 60:6 60:7 60:13 60:14 60:22 61:12 61:15 61:22 61:25 62:11 62:15 62:25 63:2 63:3 63:7 63:11 63:12 64:12 64:22 64:24 64:25 65:12 65:16 65:22 65:25 65:25 66:5 66:8 66:17 66:18 66:24 66:24 67:2 67:2 67:16 67:23 68:11 68:16 69:2 69:2 69:6 69:9 69:10 69:11 69:16 69:17 69:18 69:22 70:1 70:4 70:7 70:13 70:20 70:20 70:21 70:24 71:9 71:11 71:19 71:20 71:24 72:4 72:5 72:13 72:22 72:22 72:24 72:25 72:25 73:1 73:1 73:12 73:16 73:16 73:17 73:21 74:2 74:3 74:7 74:12 74:14 74:17 74:19 74:23 74:25 74:25 75:2 75:3 75:5 75:6 75:17 75:18 75:19 76:6 76:7 76:13 76:15 76:18 77:4 77:8 77:9 77:17 77:18 77:21 78:1 78:5 78:8 78:15 78:22 78:23 78:25 79:9 79:11 79:17 80:14 80:15 80:20 81:11 81:15 81:15 81:19 82:5 82:8 82:9 82:11 82:16 82:18 82:19 82:20 82:20 82:20 82:24
Off
[3] 60:25 72:4 74:21
Official
[1] 6:16
Often
[3] 32:11 35:12 45:10
Okay
[2] 40:22 47:3
Old
[10] 8:22 9:15 9:15 15:4 22:16 22:16 23:16 26:11 30:25 31:1
On
[109] 7:4 7:17 8:10 9:13 9:19 10:5 10:8 10:11 10:12 11:10 11:16 14:12 16:15 16:23 17:5 18:6 18:12 18:23 19:1 19:3 19:8 19:9 19:17 19:22 20:6 20:18 22:1 22:22 23:7 23:13 23:15 24:5 27:17 28:1 28:6 29:1 30:1 30:3 30:7 31:10 31:11 31:24 32:20 33:1 33:18 34:8 34:17 35:2 35:19 35:22 36:3 36:18 37:15 38:2 39:9 39:18 40:1 40:10 40:18 41:1 41:24 42:11 42:12 43:22 43:23 44:21 45:5 46:1 46:20 48:8 48:10 48:14 48:20 48:25 49:12 50:21 50:22 50:25 52:9 54:16 54:19 55:25 56:20 57:24 61:10 62:1 62:1 63:2 65:19 66:2 68:17 71:5 72:8 72:18 73:1 73:5 73:5 73:12 73:16 76:24 77:1 77:6 77:14 77:17 77:25 78:10 78:18 80:7 82:10
Once
[5] 29:8 32:17 50:24 55:9 79:5
One
[67] 5:8 9:8 11:24 13:17 16:7 19:23 20:17 21:9 22:17 23:5 29:19 30:6 31:2 31:3 31:4 35:9 36:9 36:20 39:18 40:9 40:23 40:25 41:4 41:5 41:9 41:10 41:11 41:12 41:15 41:16 41:21 41:24 44:10 44:22 44:25 45:19 46:18 47:11 47:14 47:21 47:23 48:10 51:11 53:14 54:14 55:5 55:13 61:17 62:7 63:5 63:19 64:24 65:16 65:22 66:7 66:10 67:15 69:6 69:9 70:14 72:2 72:23 76:6 76:13 76:13 76:15 79:7
Onerous
[1] 8:5
Ones
[2] 44:7 74:24
Only
[13] 9:7 9:21 12:12 47:16 52:20 58:5 58:10 59:23 63:22 63:23 65:22 80:25 81:21
Open
[3] 7:2 46:5 63:13
Operate
[1] 67:16
Operates
[1] 73:19
Opinion
[5] 21:11 46:19 52:25 73:9 76:16
Opportunity
[9] 38:25 39:4 42:16 62:16 62:17 65:2 72:19 72:20 77:2
Opposed
[1] 74:23
Opposite
[1] 80:17
Opt
[50] 7:8 9:14 10:10 10:11 16:11 20:12 24:3 26:16 30:1 30:8 30:15 31:5 31:6 43:25 45:13 45:16 47:23 47:25 52:1 52:2 52:10 54:1 54:13 56:17 56:19 56:23 57:1 57:1 57:7 58:8 59:21 59:23 60:4 62:5 64:21 65:3 65:5 67:11 67:24 68:3 68:13 68:18 69:13 69:18 70:17 71:2 72:2 75:19 78:14 78:15
Opt-out
[36] 39:20 45:13 45:16 47:23 47:23 47:25 52:10 53:17 53:23 54:1 54:13 57:7 58:14 59:4 59:23 60:4 60:5 62:4 62:5 62:16 64:13 64:21 65:3 65:5 67:22 68:18 68:18 69:13 69:18 70:17 71:2 71:12 71:16 74:10 75:5 75:19
Opt-outs
[23] 43:25 51:14 56:17 56:18 56:19 56:23 57:1 57:1 58:8 58:22 58:25 59:7 59:21 61:14 61:23 67:11 67:24 68:3 68:13 72:2 78:14 78:15 78:17
Opting
[1] 27:4
Option
[4] 68:20 69:3 70:16 71:12
Or
[80] 7:8 9:10 10:1 10:24 11:5 12:9 12:10 13:3 13:7 13:17 13:17 14:5 14:6 14:12 14:21 16:10 17:7 17:24 19:15 20:10 20:16 21:11 22:12 25:12 25:14 26:12 27:5 27:6 29:12 30:23 30:23 30:24 33:20 33:23 34:1 34:13 35:4 35:4 36:15 39:8 42:19 44:16 44:22 45:6 45:10 45:15 47:8 53:4 53:5 56:5 56:11 56:21 61:11 61:13 62:11 63:4 64:12 64:13 64:21 65:3 66:13 69:18 70:13 70:13 71:2 71:4 71:7 71:8 72:19 73:12 74:6 74:10 75:4 75:19 77:18 79:24 79:24 80:2 80:2 80:13
Order
[22] 7:6 7:14 7:15 8:2 8:3 8:12 8:23 13:13 13:23 13:25 15:19 15:20 15:21 25:9 27:10 30:20 34:13 35:1 35:15 35:16 37:10 55:15
Ordered
[2] 34:23 37:13
Orderly
[1] 64:3
Orders
[2] 29:1 35:20
Oriented
[1] 45:3
Original
[3] 16:9 20:3 21:18
Originally
[1] 13:24
Orthopedic
[1] 17:16
Ortiz
[13] 42:2 42:4 43:20 44:9 46:18 58:2 58:15 62:12 72:7 76:5 76:6 79:9 79:14
Other
[24] 9:2 10:5 16:1 19:23 20:17 21:4 21:10 23:1 27:9 30:8 30:12 30:17 36:19 38:17 45:5 48:2 58:15 58:16 63:19 65:20 67:5 69:9 71:13 78:5
Others
[1] 54:24
Otherwise

[1] 55:11
Ought
[2] 18:5 24:4
Our
[52] 7:4 7:5 7:23 10:2 10:22 11:22 13:11 13:12 16:5 16:12 16:20 19:9 20:1 21:18 21:21 21:23 22:6 22:10 28:25 29:1 29:1 29:9 31:12 31:18 34:5 36:13 36:21 39:1 39:18 44:3 44:13 48:23 62:24 64:10 64:17 64:18 64:21 66:15 67:17 67:25 67:25 68:9 68:10 68:14 69:11 69:16 78:23 79:5 81:9 82:17 82:18 82:19
Out
[67] 9:10 9:14 10:7 10:10 10:11 13:23 15:16 16:11 16:13 18:7 18:15 20:12 21:5 23:11 23:17 24:2 24:3 24:13 25:8 27:5 29:22 29:23 30:8 30:15 30:18 30:21 30:25 31:5 31:5 31:6 31:6 33:12 41:23 45:13 45:16 47:23 47:25 48:17 49:18 51:11 52:1 52:2 52:10 54:1 54:13 55:13 57:7 57:8 57:25 59:23 60:4 60:7 62:5 63:7 64:21 65:3 65:5 68:10 68:18 69:13 69:18 70:17 71:2 72:5 73:9 75:19 79:20
Outcome
[1] 47:18
Outs
[18] 7:8 26:16 30:1 43:25 56:17 56:19 56:23 57:1 57:1 58:8 59:21 67:11 67:24 68:3 68:13 72:2 78:14 78:15
Outside
[1] 21:21
Over
[16] 12:5 17:2 17:3 37:2 39:6 41:18 46:11 46:11 49:17 52:5 55:13 57:5 63:24 63:24 66:17 77:6
Overall
[1] 46:4
Overboard
[1] 29:5
Overlay
[1] 16:22
Overriding
[1] 27:23
Overrule
[1] 44:3
Overruled
[1] 76:2
Overwhelming
[1] 50:25
Own
[5] 23:7 37:9 55:18 58:14 78:18

P

P
[2] 4:2 6:2
P.C.
[2] 5:12 6:2
P.O.
[1] 4:7
Pa
[7] 1:7 1:16 3:7 5:8 5:13 6:4 6:18
Page
[11] 8:13 9:12 9:19 10:9 10:11 10:12 16:7 20:7 20:15 30:3 53:22
Pages
[3] 16:8 30:23 82:18
Paid
[6] 49:18 49:22 55:12 63:7 68:10 74:25
Paper
[1] 11:11
Papers
[8] 31:10 31:12 52:8 53:15 53:17 55:21 63:25 64:1
Paragraph
[2] 10:22 21:16
Parcel
[1] 32:15
Pariser
[3] 2:16 7:24 34:8
Park
[2] 2:21 3:16
PARKER
[2] 1:18 1:19
Part
[17] 8:22 9:21 10:12 10:12 13:7 15:10 15:10 20:18 28:10 29:2 32:14 36:20 44:6 63:11 72:4 74:17 81:2
Participants
[1] 43:10
Participate
[1] 44:1
Participated
[3] 7:22 54:20 78:8
Particular
[4] 19:15 19:16 63:23 72:24
Parties
[7] 9:2 10:18 13:3 49:24 50:1 50:24 81:4
Partner
[2] 7:23 78:7
Parts
[2] 62:25 78:5
Party
[1] 37:17
Passed
[1] 72:19
Patrolling
[2] 22:13 25:18
PAUL
[1] 5:7
Pause
[1] 61:5
Pay
[1] 76:7
Penalty
[1] 29:15
Pend
[1] 32:17
Pending
[1] 31:17
Pennsylvania
[4] 1:1 82:16 82:20 82:24
People
[74] 7:21 7:22 9:17 10:5 13:16 18:12 18:15 22:21 27:5 36:25 41:4 41:6 41:12 41:14 41:17 43:9 43:18 43:23 43:24 45:19 45:25 45:25 46:11 47:11 47:15 48:6 49:19 51:9 51:15 57:6 58:7 58:11 58:11 58:12 58:12 58:13 58:18 58:21 59:22 60:7 60:8 61:13 63:9 64:11 64:23 64:24 66:10 66:13 66:14 67:21 68:2 68:8 68:12 68:16 68:17 69:2 69:3 69:4 69:6 69:13 69:16 69:17 70:21 71:11 71:13 72:13 73:2 73:12 74:24 75:1 75:4 75:12 79:24 82:2
People's
[2] 48:10 81:17
PEPPER
[1] 3:5
Perfectly
[4] 54:10 54:15 64:22 66:19
Perhaps
[3] 45:22 51:9 69:9
Period
[7] 23:25 36:23 40:24 41:17 47:12 47:15 65:4
Perjury
[1] 29:16
Permission
[2] 8:9 46:17
Permit
[1] 46:4
Person
[19] 11:12 28:5 34:13 41:23 46:24 47:21 63:3 65:17 66:3 67:1 67:13 67:17 68:15 70:3 70:3 70:7 70:8 70:10 70:15
Personal
[1] 13:16
Personally
[1] 78:7
Perspective
[6] 9:24 22:10 23:21 29:9 56:15 62:25
Pertinent
[1] 9:25
PETER
[3] 2:20 3:2 3:15
PETROFF
[2] 5:16 5:17
Pharmaceuticals
[2] 3:8 3:17
Phentermine
[1] 1:3
Philadelphia
[9] 1:7 1:16 3:7 5:8 5:13 6:4 6:18 82:20 82:20
Philip
[3] 6:16 82:15 82:22
Photocopy
[1] 21:20
Phrase
[4] 12:10 21:6 21:6 21:8
Pick
[1] 66:2
Pine
[1] 4:8
Pirtle
[2] 4:20 78:7
Place
[5] 5:8 5:13 23:18 25:7 39:8
Plaintiff
[11] 4:23 13:14 18:7 19:2 19:3 19:6 32:17 35:23 39:9 39:10 39:11
Plaintiff's
[2] 13:16 17:5
Plaintiffs
[29] 1:17 1:21 1:25 2:6 2:10 2:14 3:4 3:23 4:5 4:9 4:13 4:18 5:4 5:14 5:19 7:7 13:18 17:19 22:17 22:22 23:24 37:14 38:24 38:25 39:3 40:2 55:18 80:21 81:3
Plaintiffs'
[1] 13:19
Played
[1] 55:12
Plays
[1] 48:17
PLC
[1] 4:6
Plus
[1] 25:10
PM
[2] 1:6 82:13
PMC
[1] 22:13
PMC-Class
[1] 5:24
Point
[60] 9:14 13:12 16:5 16:12 19:23 20:18 23:6 24:13 25:22 26:21 27:13 28:21 29:20 32:22 33:11 36:8 36:24 39:6 41:22 44:6 44:13 45:11 45:13 45:17 46:6 46:22 47:3 51:4 53:14 56:22 56:22 57:8 57:25 61:20 63:17 64:10 64:21 66:1 66:15 67:6 67:15 67:22 67:23 68:4 68:9 68:10 68:14 69:16 69:25 70:10 70:20 73:14 74:5 74:22 78:4 79:7 79:16 80:18 81:9 81:20
Pointed
[1] 73:9
Points
[6] 34:4 65:23 67:3 67:16 78:9 80:9
PORTER
[2] 2:16 2:20
Portion
[1] 7:12
Portions
[1] 10:14
Posed
[1] 62:23
Position
[8] 16:21 22:5 31:25 54:18 69:11 70:12 70:14 76:11
Positive
[14] 10:1 40:25 41:18 41:19 45:14 47:11 47:13 47:22 58:12 62:16 65:9 66:10 69:20 70:9
Possession
[13] 12:13 13:2 16:20 17:7 19:25 20:2 20:10 20:10 21:21 21:22 21:23 24:9 38:24
Possible
[2] 51:25 78:18
Possibly
[1] 52:7
Post
[2] 4:3 43:5
Potential
[2] 19:4 33:23
Potentially
[1] 32:25
PPH
[9] 37:10 37:15 37:20 41:8 44:24 45:5 45:9 60:2 60:3
Practical
[2] 13:14 14:1
Practice
[1] 50:11
Practices
[1] 80:3
Pratt
[1] 3:11
Pre-trial
[3] 8:3 8:12 8:23
Precedent
[1] 37:9
Precisely
[2] 46:19 47:17
Predicted
[1] 16:25
Predominance
[1] 79:13
Predominate
[1] 79:13
Prejudice
[1] 38:19
Prelude
[2] 28:1 31:13
Premise
[1] 67:17
Preparing
[1] 33:24
Presby
[25] 5:2 7:20 10:19 12:9 13:7 16:2 16:4 17:14 18:1 18:11 18:19 20:1 20:17 20:24 21:2 21:4 21:15 21:18

30:3 33:6 38:4 38:6 38:10 38:12 38:21
Presence
[2] 10:1 72:24
Present
[4] 41:3 49:7 51:19 73:2
Presented
[3] 49:10 50:20 79:12
Presumably
[1] 53:21
Pretty
[7] 10:10 10:25 12:14 28:25 34:17 37:25 60:19
Previously
[1] 73:11
Primary
[1] 27:14
Principle
[1] 54:25
Principles
[1] 55:6
Prior
[2] 31:3 81:4
Privacy
[1] 13:21
Privileged
[2] 20:1 21:11
Pro
[1] 74:9
Probabilities
[1] 67:10
Probably
[1] 27:11
Probalistic
[2] 51:20 53:7
Probalistically
[1] 65:24
Problem
[22] 18:20 23:10 25:13 27:18 27:19 34:16 36:7 42:3 42:19 43:20 44:19 46:17 48:16 50:9 50:11 59:18 59:24 65:2 66:22 68:25 72:12 77:12
Problems
[2] 22:19 59:4
Procedural
[7] 46:23 47:2 68:25 72:12 73:13 73:24 74:23
Procedure
[4] 7:6 12:14 42:24 43:1
Procedures
[1] 21:12
Proceed
[4] 9:23 16:3 39:25 55:17
Proceeding
[2] 40:14 73:17
Proceedings
[4] 6:20 43:17 75:1 82:17
Process
[23] 7:16 7:18 7:23 22:10 23:6 24:20 25:16 26:12 36:17 42:24 44:1 46:23 47:2 50:18 67:8 68:25 69:19 70:22 72:12 73:13 73:24 74:23 76:8
Procure
[1] 17:4
Produce
[9] 17:20 17:22 19:24 20:2 24:8 25:7 25:10 25:15 37:14
Produced
[1] 6:20
Producing
[1] 21:25
Product
[1] 17:16
Production
[2] 9:21 23:8
Products
[4] 1:4 2:18 2:22 5:9
Profession
[1] 78:23
Professor
[8] 65:22 67:10 67:19 67:20 70:2 70:25 73:8 80:16
Professors
[1] 81:24
Program
[2] 66:17 70:8
Progress
[8] 45:11 51:10 51:15 51:21 62:4 70:5 70:5 70:11
Progressed
[2] 45:15 52:2
Progressive
[4] 44:20 65:25 70:12 71:10
Proper
[3] 32:18 73:14 81:4
Properly
[1] 76:24
Property
[1] 71:24
Proposed
[3] 16:7 20:4 30:19
Proposition
[1] 80:17
Protections
[1] 76:3
Protocol
[1] 21:11
Provide
[10] 18:13 19:21 20:21 21:22 22:22 22:23 31:1 37:16 51:25 53:18
Provided
[9] 17:10 18:25 24:22 52:3 56:3 69:6 73:23 78:15 78:17
Providers
[1] 22:24
Provides
[2] 76:2 80:22
Provision
[2] 10:6 10:7
Provisions
[2] 11:3 75:17
PTO
[3] 22:16 40:15 49:25
Pulmonary
[1] 27:14
Punitive
[3] 48:2 54:2 74:13
Punitives
[1] 72:3
Purely
[2] 31:20 32:7
Purports
[1] 75:12
Purpose
[2] 13:13 41:3
Purposes
[1] 45:7
Pursuant
[1] 49:20
Pursue
[2] 58:14 60:14
Pursued
[1] 49:13
Pushed
[1] 23:14
Put
[15] 11:10 18:6 19:3 28:8 34:12 39:13 41:25 44:22 44:25 59:9 59:19 61:22 63:5 63:6 66:6
Puzzled
[1] 15:4

Q

Qua
[1] 50:18
Qualify
[2] 58:17 58:19
Qualitest
[1] 3:13
Quality
[1] 78:19
Question
[29] 15:12 16:12 18:24 19:10 26:21 34:7 40:4 40:12 43:15 47:6 47:10 50:3 50:21 50:22 53:10 56:24 58:6 58:21 62:23 62:24 67:4 67:7 74:7 74:15 77:8 77:14 77:17 79:17 80:6
Questioned
[1] 36:9
Questions
[6] 27:15 28:15 30:9 30:12 30:13 75:11
Quick
[2] 80:9 80:10
Quid
[1] 74:9
Quite
[8] 9:13 23:9 28:8 53:22 68:6 74:16 77:24 78:8
Quo
[1] 74:9
Quote
[1] 57:6
Quoted
[1] 58:1

R

R
[1] 1:19
Radar
[1] 42:11
Raise
[5] 54:11 56:13 58:6 60:6 60:13
Raised
[10] 18:20 19:10 54:21 54:23 57:2 57:4 64:1 67:4 74:7 78:9
Raises
[1] 35:14
RAND
[1] 4:2
RASPAUTI
[1] 6:2
Rather
[1] 74:4
Re
[2] 1:3 57:9
Reach
[2] 19:7 42:20
Reached
[1] 80:2
Read
[4] 11:4 37:14 51:5 73:8
Reading
[2] 11:1 51:11
Reads
[1] 46:18
Ready
[1] 23:11
Real
[1] 16:5
Realize
[2] 45:16 79:25
Really
[14] 8:13 10:19 12:4 13:13 13:15 22:5 28:20 37:25 38:12 43:3 45:12 47:7 56:22 65:7
Reargue
[1] 44:16
Reason
[4] 32:15 32:23 68:25 78:17
Reasonable
[2] 25:19 45:10
Reasons
[1] 69:9
Recall
[1] 23:7
Receive
[1] 24:24
Received
[1] 80:22
Recess
[2] 64:4 64:6
Reciting
[1] 39:16
Recognized
[2] 43:9 55:4
Recognizes
[1] 50:8
Reconcile
[1] 45:23
Reconsideration
[1] 49:2
Record
[2] 19:4 61:21
Recorded
[1] 6:20
Records
[11] 17:9 17:10 17:20 17:20 18:23 18:24 19:2 23:3 23:17 26:20 37:18
Recourse
[1] 44:4
REDPATH
[1] 3:10
REED
[1] 5:6
Refill
[1] 29:22
Reflect
[1] 47:8
Reflected
[2] 19:17 48:16
Reflecting
[1] 21:10
Reflects
[1] 48:9
Refrain
[1] 38:8
Regard
[1] 27:1
Regime
[2] 13:21 25:25
Regular
[2] 17:24 18:1
Regurgitation
[1] 11:20
Reimbursement
[1] 49:22
Reject
[1] 74:1
Rejected
[1] 44:10
Rejecting
[1] 39:4
Relate
[2] 34:1 37:19
Related
[2] 10:23 37:10
Release
[1] 37:17
Relevant
[8] 9:2 15:7 36:12 36:15 36:15 37:8 44:19 73:14
Reliance
[2] 49:24 50:25
Reload
[1] 29:7
Rely
[1] 52:9
Remaining

[2] 21:4 74:5
Remand
[6] 31:19 32:9 32:11 32:18 32:19 35:4
Remanded
[1] 59:8
Remands
[1] 32:25
Remedies
[3] 69:3 69:5 69:7
Remedy
[6] 43:22 69:1 69:23 73:21 74:6 74:7
Remember
[1] 72:6
Remove
[2] 8:6 14:6
Removed
[3] 32:10 33:25 35:4
Rep
[1] 64:20
Repeat
[1] 63:18
Replete
[1] 50:21
Report
[1] 82:17
Reported
[1] 53:6
Reporter
[1] 65:13
Reporters
[3] 6:16 82:16 82:23
Reporting
[1] 21:12
Represent
[8] 40:2 40:8 43:18 53:7 56:18 73:15 77:11 79:6
Representation
[13] 39:20 50:12 50:15 50:18 50:19 55:8 59:21 61:25 62:18 77:9 77:18 77:22 80:6
Representative
[14] 50:19 58:9 62:2 62:2 62:8 62:9 64:15 66:11 66:18 66:20 66:22 67:1 68:15 70:7
Representatives
[4] 58:4 58:5 64:23 81:10
Represented
[14] 40:2 43:11 49:7 54:23 56:19 60:11 62:15 65:17 69:4 70:21 72:14 73:15 76:12 81:4
Representing
[1] 45:21
Represents
[3] 26:16 49:6 75:12
Request
[4] 10:22 20:5 20:6 37:16
Requests
[3] 12:19 23:15 27:12
Require
[3] 43:25 79:11 79:12
Required
[4] 12:15 20:21 37:16 68:18
Requirement
[5] 22:14 22:17 23:8 33:25 81:8
Requirements
[2] 43:8 76:7
Requires
[6] 11:1 12:3 21:19 23:12 79:11 79:13
Requiring
[1] 34:20
Res
[1] 52:21
Research
[2] 3:12 81:22
Resist
[1] 38:6
RESNIK
[1] 3:2
Resolved
[1] 67:21
Respect
[10] 34:6 35:3 35:16 37:11 42:3 47:6 48:5 67:19 71:6 72:6
Respects
[1] 69:12
Respond
[4] 27:10 38:3 38:4 64:2
Response
[3] 17:21 19:13 38:13
Responsibilities
[1] 53:11
Responsibility
[3] 34:10 66:16 68:1
Responsible
[2] 28:5 41:23
Rest
[2] 63:12 74:13
Restate
[1] 82:7
Restricted
[1] 48:2
Restrictions
[1] 72:4
Result
[1] 49:23
Retains
[1] 78:25
Retreading
[1] 72:18
Retrospectively
[2] 52:16 52:24
Return
[1] 26:25
Returned
[1] 31:20
Revise
[1] 25:4
Revisit
[2] 44:5 55:1
Rick
[3] 4:20 31:9 55:18
Rid
[2] 30:9 30:12
Right
[40] 8:16 8:19 9:7 15:25 18:19 21:17 24:25 25:3 28:21 29:17 35:5 39:11 39:12 43:10 43:14 44:12 46:23 47:1 48:1 48:2 54:10 55:1 56:24 57:7 62:5 62:5 64:2 65:3 65:15 67:6 68:24 71:1 71:3 71:24 74:9 74:12 74:16 75:5 80:14 81:12
Rights
[15] 59:9 60:10 67:21 67:23 70:23 71:14 71:19 71:22 72:3 72:13 72:14 72:25 73:5 74:23 74:25
Riseman
[1] 7:23
Risk
[5] 60:17 60:18 60:19 62:15 62:17
Risks
[1] 62:15
River
[1] 2:9
Road
[8] 12:6 36:18 67:8 68:6 68:7 79:19 79:24 80:4
Rob
[1] 33:5
ROBERSON
[1] 1:18
Room
[1] 46:1
Rothschild
[3] 6:15 82:15 82:22
Roughly
[2] 63:7 66:10
Route
[1] 28:18
Rule
[16] 12:18 12:20 13:5 17:13 43:1 43:5 72:11 72:11 74:3 74:3 75:25 76:1 76:2 76:8 79:10 80:14
Rules
[8] 12:14 12:17 12:22 17:6 24:8 26:8 43:8 59:9
Run
[3] 66:20 66:20 74:20
Runs
[1] 77:12

S

S
[3] 2:16 6:15 82:22
Said
[28] 10:3 13:8 19:22 23:7 25:9 29:20 37:5 38:3 38:11 38:13 42:2 43:6 43:19 44:2 47:3 65:6 65:12 65:23 66:1 66:4 67:10 67:20 68:5 73:9 73:10 78:13 79:14 81:7
Sake
[1] 66:11
Same
[23] 10:11 13:4 19:1 27:9 36:19 39:11 44:10 47:16 47:17 48:1 48:7 49:14 54:5 54:22 56:7 57:24 65:24 70:21 70:22 71:4 72:2 72:19 77:12
Sample
[1] 13:1
Samuel
[2] 5:22 48:25
San
[1] 1:24
Sat
[1] 46:1
Satisfactory
[1] 72:12
Satisfied
[2] 50:19 79:16
Satisfies
[1] 43:7
Satisfy
[1] 16:23
Saw
[1] 62:12
Say
[29] 13:8 14:16 14:25 17:9 24:8 29:25 32:1 38:7 43:10 43:16 43:18 44:3 44:20 47:1 47:12 47:15 53:11 59:21 60:21 61:13 65:16 66:9 66:12 66:21 69:20 70:2 71:24 74:8 82:10
Saying
[21] 12:11 24:21 26:25 33:16 35:21 36:4 37:4 37:21 38:8 39:5 44:4 54:10 60:8 61:8 61:10 61:11 63:10 63:21 64:20 68:10 79:2
Says
[19] 10:13 11:19 12:9 18:23 20:7 21:9 24:10 30:20 52:17 52:17 52:23 58:3 63:1 70:3 75:11 76:10 77:15 80:1 80:14
Scale
[1] 28:1
Schedule
[2] 25:22 82:1
Schedules
[1] 81:17
SCHEETZ
[1] 3:5
Scheme
[2] 67:16 71:5
SCHWARTZ
[1] 5:11
Science
[1] 45:18
Scientific
[1] 21:20
Scope
[1] 64:22
Score
[1] 80:7
SCOTT
[1] 5:7
Screen
[1] 42:11
Screened
[1] 45:14
Screening
[10] 40:24 41:17 44:23 47:12 47:15 65:4 66:16 69:19 70:8 70:13
Screw
[1] 17:16
Seal
[2] 74:18 75:7
Search
[2] 15:2 29:4
Searching
[1] 11:22
Seated
[2] 7:3 64:7
Second
[27] 8:17 8:20 12:10 16:7 35:9 36:8 39:19 40:7 40:9 44:16 52:11 52:25 57:15 57:18 57:19 57:20 66:1 67:9 69:15 71:17 72:10 73:10 73:22 74:2 76:21 77:8 81:7
Secondly
[1] 33:11
Section
[5] 10:10 30:8 30:13 30:22 30:23
Sections
[7] 8:23 9:19 29:24 29:25 30:15 31:3 31:4
Securing
[1] 22:19
Securities
[1] 79:23
SEDRAN
[1] 1:13
See
[8] 7:13 9:22 11:16 28:19 35:9 35:21 45:15 79:22
Seek
[1] 54:2
Seeking
[1] 54:12
Seemed
[1] 30:9
Seems
[9] 14:3 14:23 15:7 18:3 18:16 33:1 35:10 37:1 39:4
Seen
[2] 55:22 55:25
Sell
[1] 79:24
SEMMES
[2] 3:10 3:10
Send
[1] 33:17
Sense
[7] 24:15 45:7 48:14 71:7 71:9 72:21 72:21
Separate
[6] 11:8 15:20 15:21 43:15 56:6 56:8
Serial

[1] 25:11
Serious
[1] 45:11
Served
[2] 34:8 34:14
Service
[3] 33:10 33:17 33:21
Sessions
[1] 66:23
Set
[11] 40:5 40:16 48:9 48:10 50:23 50:24 51:14 61:12 71:5 75:2 81:24
Sets
[1] 23:11
Setting
[2] 12:1 79:22
Settings
[1] 19:18
Settlement
[66] 10:25 11:18 11:19 12:3 21:21 39:16 40:14 40:15 41:24 42:25 43:7 43:11 43:19 44:21 45:2 45:4 45:13 46:13 46:16 46:25 47:4 47:20 48:13 48:17 49:18 49:20 49:24 51:2 51:24 52:3 52:4 52:7 52:16 52:19 52:20 52:22 53:2 53:2 53:20 53:21 55:10 57:23 62:24 63:11 64:11 66:6 66:9 67:9 67:12 68:14 68:22 70:1 71:20 72:8 73:20 73:23 74:9 74:14 75:3 75:18 76:24 77:3 78:21 78:24 80:2 81:23
Settlements
[1] 60:11
Setup
[3] 22:20 27:25 31:22
Seven
[2] 52:24 73:8
Shared
[1] 62:17
She
[9] 45:22 45:23 45:24 45:25 46:1 46:2 46:3 63:4 66:14
Sheet
[41] 8:1 8:3 8:5 8:15 8:21 8:22 9:15 9:15 11:11 15:4 16:7 16:9 16:19 16:20 20:3 20:4 20:7 21:25 22:1 22:8 22:14 22:17 22:21 23:8 23:16 24:14 24:17 25:2 25:4 25:5 25:17 26:7 26:15 26:17 29:11 30:7 30:14 30:16 31:1 35:17 38:15
Sheets
[13] 23:13 25:20 26:11 26:11 26:13 27:4 27:8 27:11 29:23 30:20 30:25 34:7 34:14
Shocked
[3] 51:11 54:9 60:20
Short
[1] 20:22
Shorten
[1] 23:7
Shorthand
[3] 82:17 82:17 82:19
Should
[22] 11:4 14:3 22:6 23:11 24:24 31:16 31:18 32:23 34:8 34:14 35:25 36:23 37:25 38:16 44:5 51:2 56:13 63:3 66:15 67:13 70:6 70:8
Shouldn't
[1] 12:7
Show
[4] 44:19 45:8 45:9 72:6
Showings
[1] 76:13
Shown
[1] 46:25
Shutts
[1] 80:22
Sic
[2] 12:1 19:18
Sick
[9] 41:6 45:25 45:25 46:1 46:8 70:6 71:7 71:8 71:9
Sickness
[1] 71:5
Side
[5] 7:23 10:5 16:1 48:23 69:10
Side's
[1] 25:16
Sidney
[3] 6:15 82:15 82:22
Sign
[2] 18:17 29:8
Signed
[3] 26:18 29:11 82:19
Significant
[1] 58:3
Signs
[2] 29:15 29:16
Simple
[1] 26:17
Simply
[3] 11:1 73:20 79:17
Sine
[1] 50:18
Single
[1] 79:23
Sitting
[1] 32:20
Situation
[4] 28:13 42:8 59:4 62:12
Six
[3] 15:17 45:1 52:24
Skin
[2] 24:7 25:23
Skipped
[1] 72:19
Skipping
[1] 37:17
Sleet
[1] 22:18
Slow
[1] 65:13
Slurs
[1] 22:21
Small
[2] 20:17 78:4
SMALLEY
[1] 5:12
SMITH
[1] 5:6
So
[73] 7:16 7:19 9:17 10:9 10:11 10:19 11:4 13:4 13:11 13:22 14:12 14:16 14:17 14:19 14:23 15:4 15:9 15:16 19:7 20:25 21:24 22:10 22:11 23:5 23:23 23:25 24:19 24:21 28:7 29:9 30:12 30:13 31:4 31:7 31:18 31:23 33:14 35:6 35:13 37:1 37:21 37:24 41:22 42:19 43:17 44:10 44:23 45:3 45:3 45:11 45:17 48:12 48:15 50:3 50:22 51:15 52:5 53:3 55:6 56:21 57:11 59:3 59:14 59:25 60:7 61:1 65:11 69:3 73:14 76:10 78:14 79:8 82:9
SOL
[1] 5:12
Solution
[1] 59:22
Solve
[3] 25:13 34:16 59:18
Solved
[1] 27:19
Solves
[1] 46:17
Some
[37] 7:14 7:21 8:4 8:4 8:6 9:5 9:20 14:14 14:14 16:6 19:14 23:6 24:18 28:11 30:12 33:9 34:13 37:2 38:13 40:2 43:24 45:19 46:16 50:8 51:6 51:15 62:11 68:8 68:9 68:11 76:18 78:11 79:3 79:24 80:4 80:4 81:19
Somebody
[6] 24:8 24:10 26:16 65:9 69:23 72:15
Somehow
[2] 47:7 52:11
Someone
[15] 36:22 44:20 44:23 44:24 44:24 45:5 45:9 47:1 47:12 47:13 65:3 65:7 65:20 70:17 70:19
Something
[9] 11:11 38:7 70:17 71:6 72:5 74:11 75:5 77:20 78:14
Somethings
[1] 49:16
Sometimes
[4] 11:15 11:22 38:9 38:11
Somewhat
[1] 45:25
Sonographer
[6] 10:23 11:5 15:9 16:16 21:12 25:6
Sonographer-technician
[1] 16:16
Soon
[2] 28:19 37:22
Sorry
[4] 8:18 63:19 65:9 70:7
Sort
[10] 10:2 12:2 12:24 21:7 22:13 23:5 31:23 46:5 48:5 74:14
Sound
[1] 34:21
Southern
[1] 57:9
Spare
[2] 39:5 39:7
Speak
[3] 15:25 18:11 78:10
Speaking
[1] 7:22
Special
[2] 6:3 58:19
Specific
[6] 10:4 10:8 11:3 22:5 23:19 31:21
Specifically
[3] 26:10 31:11 72:15
Speeded
[1] 24:20
Spell
[1] 39:24
Split
[1] 52:10
Square
[2] 3:6 54:14
Stage
[2] 72:24 73:3
Stand
[2] 7:10 15:14
Standpoint
[1] 26:15
Stands
[2] 19:1 80:17
Star
[1] 53:22
Start
[4] 10:21 34:6 36:16 50:4
Started
[4] 23:4 36:13 67:3 67:7
Starting
[1] 9:19
Starts
[3] 14:20 14:20 35:11
State
[6] 3:2 14:5 32:10 32:19 35:3 82:20
Statement
[1] 21:5
States
[4] 1:1 82:16 82:16 82:24
Status
[2] 7:5 63:22
Statute
[11] 54:6 54:11 59:15 60:1 60:6 60:13 63:3 73:21 74:12 74:19 75:6
Stay
[1] 68:21
Stenogrpahy
[1] 6:20
Step
[2] 40:19 42:18
Stepped
[1] 79:21
Stevenson
[17] 42:7 43:4 43:5 43:6 52:9 52:11 52:17 52:17 52:23 72:8 73:9 76:14 76:15 76:16 76:22 80:16 80:20
Sticking
[2] 16:5 16:12
Still
[7] 21:8 34:5 47:2 53:1 53:19 53:24 74:17
Stop
[4] 63:19 65:14 79:16 79:16
Strawman
[1] 69:10
Stream
[1] 29:10
Street
[9] 1:15 1:23 2:12 2:17 3:2 3:11 5:22 6:3 6:17
Stricken
[1] 20:16
Strike
[1] 20:19
Striking
[1] 78:24
Strong
[1] 72:21
Structural
[2] 40:5 40:12
Structure
[2] 45:12 62:19
Structured
[6] 40:20 45:3 50:5 51:13 51:24 66:6
Structuring
[1] 68:14
Subclass
[52] 40:8 40:23 40:25 40:25 41:4 41:4 41:9 41:11 41:11 41:15 41:16 41:17 41:20 41:24 44:22 44:24 45:19 45:20 45:21 47:9 47:13 47:14 47:21 48:9 48:10 48:12 56:16 58:3 58:5 58:9 58:10 58:23 61:13 61:15 61:22 62:8 64:24 65:16 65:18 66:2 66:6 66:10 66:11 66:15 66:18 68:15 70:7 78:5 79:15 79:15 79:15 81:10
Subclasses
[9] 40:16 40:20 48:16 51:17 51:18 58:16 61:12 62:14 77:10
Subclassing
[2] 40:5 46:7
Subject

[1] 81:17
Submit
[2] 52:16 55:3
Subsequently
[1] 40:14
Substantial
[1] 36:20
Succeed
[1] 27:22
Successfully
[1] 9:6
Such
[4] 20:9 38:17 50:25 54:6
Suckers
[1] 55:12
Sudden
[1] 54:11
Sue
[2] 36:22 37:24
Sufficient
[2] 18:24 69:7
Suggest
[4] 18:9 34:12 73:7 79:21
Suggested
[3] 7:13 32:15 33:6
Suggesting
[2] 37:24 60:16
Suggestion
[4] 13:22 31:18 31:19 44:1
Suite
[5] 2:9 3:21 4:16 5:3 6:4
Suits
[3] 20:13 37:15 74:21
Sunrise
[1] 2:8
Supersede
[1] 74:3
Superseded
[1] 43:1
Supervision
[1] 82:18
Supplanted
[1] 80:14
Supposed
[2] 25:21 74:21
Supreme
[15] 42:1 43:13 46:22 50:16 52:10 55:4 65:6 66:25 72:10 74:2 74:20 75:6 76:18 77:15 79:14
Sure
[7] 24:18 47:1 60:24 61:9 63:20 67:5 72:23
Surely
[1] 35:2
Surprising
[1] 48:13
Survive
[1] 45:1
SUSAN
[1] 3:10
Sympathy
[1] 33:3
Symptoms
[1] 41:7
System
[4] 22:20 24:16 40:5 66:20

T

T
[1] 5:7
T-H-O-M-A-S
[1] 39:24
T207
[1] 2:9
Table
[9] 27:17 46:1 46:24 59:8 64:11 67:18 68:1 72:14 81:11
Tailor
[1] 67:12
Take
[19] 8:25 10:9 11:11 16:13 20:14 21:5 22:5 25:15 27:5 27:7 31:10 34:10 47:11 47:13 60:17 60:18 64:4 67:3 78:14
Taken
[3] 19:15 19:16 82:19
Takes
[1] 22:11
Taking
[3] 10:7 38:14 66:8
Talk
[9] 9:17 18:17 18:21 28:24 40:12 40:19 57:3 58:15 61:2
Talked
[2] 26:6 28:3
Talking
[12] 9:17 11:19 11:25 13:16 14:21 20:12 30:23 31:21 36:12 37:12 69:1 69:22
Tangible
[1] 13:1
Tasks
[1] 37:19
Technical
[1] 28:17
Technician
[5] 10:24 11:5 15:10 16:16 21:13
Tell
[2] 9:6 66:5
Telling
[1] 55:11
Tells
[1] 27:2
Temptation
[1] 38:6
Ten
[1] 64:4
Tend
[1] 12:22
Tendency
[1] 57:3
Tens
[1] 49:21
Terms
[10] 22:9 36:1 41:5 44:22 44:25 52:22 53:1 71:9 76:2 82:9
Test
[1] 13:1
Texas
[2] 28:25 73:25
Text
[2] 16:16 21:20
Than
[14] 13:20 16:23 27:6 30:8 30:15 31:3 32:11 38:1 38:17 45:1 47:24 52:3 58:15 77:25
Thank
[15] 9:11 16:4 22:1 24:9 29:18 31:8 33:4 34:3 39:17 55:14 57:21 64:9 75:8 80:8 82:12
That
[514] 7:13 8:1 8:4 8:4 8:21 8:22 9:8 9:10 9:14 9:14 9:17 9:18 9:20 9:21 9:24 9:25 10:2 10:6 10:12 10:13 10:16 10:24 10:25 11:3 11:8 11:13 11:17 11:20 11:22 11:24 11:25 12:2 12:3 12:5 12:9 12:11 13:7 13:9 13:13 13:14 13:22 13:23 14:1 14:2 14:12 14:17 14:23 15:1 15:11 15:13 15:16 15:18 15:21 15:22 16:7 16:15 16:17 16:18 16:18 16:19 16:21 16:22 16:22 16:24 16:25 17:1 17:1 17:2 17:6 17:8 17:9 17:14 17:15 17:18 17:23 18:3 18:7 18:16 18:19 18:20 18:22 18:22 18:23 18:23 19:3 19:4 19:7 19:9 19:9 19:10 19:12 19:12 19:14 19:14 19:20 19:20 20:3 20:3 20:6 20:6 20:6 20:9 20:11 21:7 21:9 21:14 21:19 21:23 22:11 22:17 22:20 23:5 23:9 23:14 23:17 23:20 23:24 23:25 24:8 24:11 24:15 24:18 24:18 24:21 25:2 25:3 25:7 25:8 25:9 25:13 25:13 25:14 25:19 25:22 25:24 26:1 26:10 26:11 26:12 26:20 27:1 27:3 27:10 27:15 27:18 27:25 27:25 28:3 28:3 28:8 28:9 28:23 28:23 30:9 30:10 30:13 30:20 30:20 31:12 31:17 31:17 31:19 31:24 31:25 32:2 32:6 32:7 32:9 32:14 32:22 32:23 33:10 33:14 33:15 33:18 33:21 33:24 34:10 34:12 34:16 34:16 34:18 34:19 34:20 34:22 34:23 34:24 34:25 34:25 34:25 35:3 35:6 35:6 35:7 35:8 35:10 35:11 35:11 35:12 35:14 35:14 35:20 36:2 36:6 36:8 36:13 36:17 36:20 37:1 37:6 37:7 37:11 37:13 37:19 37:19 37:22 37:25 38:3 38:6 38:13 38:15 38:16 38:18 38:19 38:19 39:4 39:7 39:11 39:12 39:14 39:15 39:21 40:3 40:9 40:13 40:16 40:18 40:21 41:8 41:10 41:17 41:18 41:19 41:23 41:25 42:8 42:22 42:23 42:24 43:1 43:1 43:5 43:7 43:9 43:9 43:13 43:15 43:18 43:18 44:1 44:4 44:6 44:6 44:7 44:9 44:10 44:11 44:14 44:15 44:16 44:20 44:21 45:6 45:7 45:8 45:12 45:19 45:24 46:8 46:14 46:15 46:21 47:7 47:10 47:12 47:15 47:23 48:5 48:6 48:12 48:15 48:15 48:16 48:19 48:20 49:5 49:23 50:3 50:5 50:17 50:20 51:3 51:8 51:19 51:21 52:5 52:6 52:7 52:9 52:17 52:25 53:6 53:7 53:11 53:17 53:18 53:19 53:20 53:22 53:25 54:2 54:5 54:7 54:17 54:18 54:22 54:24 55:1 55:3 55:7 55:11 56:24 57:2 57:10 57:13 58:1 58:5 58:6 58:7 58:11 58:11 58:12 58:13 58:13 58:16 59:9 59:12 59:15 59:19 60:8 60:9 60:16 60:17 60:18 61:9 61:9 61:10 61:11 61:11 61:13 61:15 61:23 62:4 62:6 62:7 62:13 62:14 62:17 62:17 62:18 62:19 62:19 62:22 62:23 63:1 63:1 63:3 63:5 63:6 63:7 63:8 63:11 63:12 63:13 63:15 64:1 64:10 64:11 64:14 64:15 64:15 64:21 64:23 65:10 65:16 65:22 66:3 66:5 66:7 66:8 66:12 66:12 66:21 67:7 67:17 67:17 67:25 68:15 68:21 68:24 69:5 69:5 69:9 69:19 69:20 69:23 69:24 70:2 70:2 70:3 70:10 70:14 70:23 71:6 71:11 71:13 71:15 71:16 71:17 71:20 71:23 71:25 72:1 72:8 72:15 72:21 72:21 72:23 72:23 73:1 73:4 73:8 73:8 73:15 73:16 73:19 74:6 74:8 74:15 74:15 74:19 74:22 74:24 74:24 75:4 75:10 75:11 75:13 75:15 75:19 75:21 75:23 76:2 76:4 76:6 76:8 76:8 76:13 76:25 76:25 77:4 77:10 77:11 77:12 77:14 77:15 77:25 78:1 78:2 78:4 78:5 78:20 79:2 79:5 79:7 79:9 79:13 79:16 79:19 79:21 79:22 79:23 80:7 80:11 80:14 80:14 80:19 80:21 80:22 80:24 81:3 81:9 81:12 81:14 81:16 81:17 81:22 81:23 81:25 82:6 82:7 82:16 82:17 82:18
That's
[82] 9:7 11:4 11:24 14:7 15:16 15:16 17:12 18:19 22:1 22:16 24:25 25:3 27:7 27:17 27:20 27:21 30:19 32:14 32:16 32:22 34:9 34:15 34:17 35:13 36:6 36:20 37:4 37:23 38:9 38:21 40:4 43:2 43:16 45:12 45:13 46:4 46:6 46:10 48:12 48:18 51:7 51:12 51:12 51:13 51:23 52:16 53:4 54:14 55:5 55:6 56:14 56:25 58:6 58:20 59:1 59:3 59:23 60:19 61:2 63:12 63:14 64:1 65:3 65:11 65:15 65:24 66:1 66:7 67:25 68:9 68:14 68:19 68:23 68:24 71:3 75:13 76:14 77:1 77:6 77:7 78:1 78:16
The
[1158] 1:1 1:1 1:21 1:25 2:6 2:10 2:14 3:4 4:9 4:18 4:23 5:4 5:14 5:19 5:24 7:1 7:3 7:4 7:7 7:11 7:11 7:12 7:13 7:14 7:15 7:16 7:17 7:22 7:25 8:1 8:5 8:6 8:8 8:9 8:10 8:11 8:12 8:12 8:12 8:15 8:16 8:17 8:17 8:19 8:20 8:20 8:22 8:23 8:23 8:25 9:1 9:2 9:2 9:7 9:7 9:11 9:13 9:13 9:14 9:15 9:17 9:20 9:21 9:22 9:23 9:25 9:25 10:1 10:5 10:5 10:7 10:8 10:10 10:11 10:11 10:12 10:12 10:14 10:16 10:17 10:21 10:22 10:23 10:23 10:24 10:24 10:24 10:25 11:2 11:2 11:2 11:3 11:4 11:5 11:5 11:5 11:7 11:7 11:13 11:13 11:16 11:18 11:18 11:20 11:24 12:1 12:3 12:4 12:6 12:7 12:10 12:10 12:14 12:17 12:17 12:20 12:22 12:24 13:2 13:3 13:4 13:4 13:12 13:13 13:14 13:16 13:18 13:23 13:25 13:25 14:4 14:4 14:4 14:8 14:8 14:9 14:10 14:12 14:12 14:14 14:14 14:14 14:18 14:18 14:19 14:19 14:20 14:20 14:23 14:24 14:24 14:25 14:25 15:3 15:4 15:5 15:6 15:6 15:9 15:10 15:10 15:12 15:12 15:18 15:22 15:23 15:25 16:1 16:3 16:5 16:6 16:6 16:9 16:10 16:11 16:12 16:15 16:16 16:19 16:20 16:25 17:1 17:2 17:3 17:4 17:5 17:6 17:8 17:9 17:11 17:12 17:12 17:13 17:14 17:16 17:23 17:24 18:3 18:3 18:5 18:5 18:6 18:8 18:9 18:9 18:14 18:16 18:17 18:19 18:20 18:21 18:25 19:1 19:1 19:1 19:2 19:3 19:3 19:5 19:6 19:6 19:8 19:9 19:10 19:11 19:13 19:17 19:19 19:19 19:24 20:3 20:4 20:4 20:7 20:8 20:9 20:10 20:12 20:14 20:15 20:20 20:21 20:22 20:25 21:3 21:4 21:5 21:6 21:7 21:9 21:9 21:12 21:14 21:15 21:15 21:17 21:19 21:19 21:20 21:20 21:22 21:25 22:1 22:3 22:6 22:6 22:7 22:9 22:10 22:12 22:13 22:14 22:16 22:16 22:17 22:18 22:18 22:23 23:1 23:2 23:2 23:3 23:5 23:6 23:8 23:9 23:11 23:12 23:16 23:16 23:17 23:19 23:22 23:25 24:1 24:3 24:4 24:7 24:9 24:11 24:11 24:13 24:13 24:17 24:21 24:22 24:22 25:1 25:2 25:6 25:6 25:6 25:7 25:9 25:10 25:12 25:12 25:16 25:23 26:3 26:5 26:7 26:8 26:8 26:11 26:12 26:15 26:17 26:20 26:23 26:23 26:25 27:6 27:9 27:11 27:14 27:17 27:19 27:21

27:24 28:2 28:4 28:5 28:8 28:16 28:17 28:18 28:18 29:6 29:11 29:11 29:12 29:14 29:15 29:16 29:16 29:17 29:21 29:23 29:25 29:25 30:2 30:6 30:7 30:8 30:10 30:14 30:14 30:16 30:17 30:19 30:22 30:24 31:1 31:2 31:3 31:8 31:13 31:15 31:15 31:16 31:16 31:17 31:19 31:20 31:24 31:25 32:2 32:2 32:5 32:6 32:8 32:8 32:10 32:12 32:12 32:15 32:16 32:17 32:17 32:18 32:18 32:20 32:21 32:22 32:22 33:3 33:6 33:7 33:11 33:16 33:17 33:18 33:20 33:20 33:24 33:25 34:4 34:9 34:12 34:13 34:13 34:13 34:16 34:17 34:18 34:20 34:21 34:22 34:22 35:1 35:2 35:5 35:9 35:10 35:10 35:11 35:11 35:12 35:13 35:14 35:15 35:18 35:21 35:22 35:23 35:23 35:24 36:1 36:1 36:8 36:9 36:10 36:12 36:14 36:16 36:18 36:19 36:19 36:21 36:21 36:21 36:22 36:24 36:25 37:6 37:13 37:14 37:17 37:19 37:19 37:20 37:24 38:2 38:9 38:9 38:10 38:11 38:13 38:14 38:15 38:18 38:23 38:24 38:24 38:25 39:2 39:4 39:6 39:7 39:9 39:9 39:10 39:10 39:11 39:12 39:13 39:15 39:16 39:17 39:19 39:19 39:25 40:3 40:3 40:4 40:5 40:7 40:7 40:8 40:8 40:9 40:9 40:10 40:12 40:13 40:13 40:14 40:15 40:16 40:17 40:17 40:19 40:22 40:24 40:24 41:1 41:2 41:3 41:7 41:8 41:12 41:12 41:13 41:14 41:15 41:17 41:22 41:22 41:23 41:23 41:25 42:1 42:5 42:14 42:16 42:19 42:20 42:20 42:21 42:22 42:24 42:25 43:3 43:4 43:6 43:7 43:8 43:8 43:9 43:11 43:11 43:13 43:14 43:17 43:17 43:18 43:19 43:19 43:22 43:23 43:25 44:1 44:1 44:3 44:4 44:4 44:6 44:7 44:7 44:9 44:10 44:12 44:14 44:14 44:14 44:17 44:17 44:18 44:18 44:19 44:19 44:21 44:21 44:22 45:1 45:3 45:3 45:4 45:5 45:7 45:12 45:12 45:13 45:13 45:17 45:18 45:19 45:22 46:1 46:3 46:4 46:6 46:6 46:7 46:11 46:14 46:16 46:16 46:17 46:17 46:18 46:18 46:19 46:20 46:20 46:22 46:24 46:24 46:25 47:3 47:6 47:8 47:8 47:9 47:12 47:14 47:15 47:16 47:17 47:19 47:20 47:21 48:1 48:1 48:2 48:3 48:4 48:4 48:7 48:8 48:9 48:11 48:12 48:13 48:16 48:17 48:18 48:18 48:20 48:21 48:25 49:2 49:4 49:5 49:7 49:9 49:14 49:16 49:17 49:18 49:18 49:20 49:21 49:23 49:24 49:24 50:3 50:4 50:5 50:5 50:5 50:9 50:10 50:11 50:12 50:14 50:16 50:22 50:24 51:1 51:1 51:2 51:3 51:3 51:7 51:8 51:12 51:13 51:14 51:17 51:17 51:18 51:18 51:19 51:20 51:22 51:23 52:1 52:5 52:6 52:7 52:10 52:11 52:11 52:15 52:16 52:18 52:18 52:19 52:21 52:24 52:25 53:1 53:2 53:2 53:4 53:8 53:8 53:10 53:10 53:12 53:12 53:15 53:17 53:20 53:21 53:21 53:22 54:1 54:5 54:14 54:15 54:21 54:24 54:24 55:1 55:1 55:2 55:3 55:3 55:4 55:4 55:5 55:6 55:7 55:8 55:12 55:13 55:13 55:17 55:19 55:23 56:4 56:7 56:9 56:12 56:12 56:13 56:14 56:16 56:18 56:18 56:22 56:22 56:24 56:25 56:25 57:2 57:4 57:4 57:4 57:5 57:11 57:13 57:15 57:16 57:18 57:19 57:20 57:24 57:24 58:1 58:6 58:7 58:14 58:15 58:15 58:17 58:19 58:21 58:22 58:24 58:24 59:4 59:8 59:9 59:11 59:14 59:14 59:15 59:16 59:18 59:18 59:20 59:21 59:23 59:24 59:25 59:25 59:25 60:4 60:6 60:6 60:7 60:8 60:9 60:11 60:11 60:12 60:13 60:19 60:23 61:1 61:4 61:6 61:9 61:11 61:12 61:13 61:14 61:16 61:19 61:21 61:23 62:2 62:5 62:5 62:8 62:9 62:15 62:15 62:15 62:16 62:18 62:18 62:21 62:22 62:23 63:1 63:2 63:4 63:6 63:9 63:9 63:11 63:12 63:15 63:17 63:20 64:2 64:4 64:7 64:10 64:11 64:12 64:14 64:14 64:20 64:21 64:22 64:22 64:23 64:23 65:1 65:2 65:4 65:6 65:10 65:13 65:17 65:19 65:20 65:24 65:25 65:25 66:2 66:3 66:5 66:6 66:7 66:9 66:11 66:14 66:16 66:16 66:17 66:17 66:18 66:22 66:23 66:25 67:1 67:4 67:5 67:5 67:6 67:8 67:9 67:10 67:12 67:13 67:13 67:15 67:15 67:18 67:21 67:23 67:23 68:1 68:2 68:4 68:5 68:7 68:10 68:12 68:14 68:15 68:15 68:16 68:17 68:17 68:20 68:22 68:23 68:25 69:1 69:4 69:7 69:9 69:9 69:15 69:19 69:21 69:21 69:22 69:22 70:1 70:1 70:8 70:12 70:13 70:16 70:21 70:22 70:24 71:1 71:3 71:4 71:5 71:5 71:11 71:11 71:15 71:20 71:20 71:20 71:22 71:24 72:2 72:3 72:4 72:8 72:8 72:10 72:10 72:11 72:13 72:14 72:19 72:19 72:21 72:21 72:24 72:24 72:25 72:25 73:1 73:1 73:2 73:2 73:7 73:8 73:9 73:9 73:11 73:13 73:14 73:16 73:17 73:17 73:19 73:20 73:21 73:23 73:25 74:1 74:1 74:2 74:2 74:4 74:5 74:6 74:6 74:7 74:7 74:9 74:12 74:12 74:13 74:15 74:17 74:17 74:17 74:19 74:19 74:20 74:22 74:24 74:24 74:25 75:1 75:3 75:3 75:4 75:6 75:6 75:8 75:11 75:13 75:13 75:15 75:17 75:17 75:17 75:18 75:18 75:20 75:21 75:22 75:22 75:23 76:2 76:4 76:6 76:7 76:11 76:15 76:16 76:18 76:18 76:22 76:22 76:24 77:2 77:3 77:4 77:8 77:8 77:10 77:12 77:13 77:15 77:16 77:17 77:18 77:18 77:21 77:24 77:24 77:25 78:1 78:1 78:2 78:5 78:5 78:8 78:9 78:11 78:14 78:14 78:17 78:21 78:21 78:24 78:25 79:4 79:13 79:14 79:16 79:18 79:19 79:19 79:22 79:23 79:24 79:25 80:1 80:2 80:4 80:4 80:6 80:6 80:8 80:10 80:12 80:12 80:14 80:16 80:18 80:19 80:21 81:2 81:4 81:7 81:9 81:10 81:11 81:12 81:12 81:15 81:19 81:21 81:22 81:22 81:23 81:23 82:1 82:2 82:5 82:5 82:8 82:8 82:10 82:10 82:17 82:18 82:20

Their

[37] 12:13 12:13 13:22 17:20 22:22 22:23 22:24 24:9 38:1 43:22 47:16 47:19 47:21 48:7 48:8 52:8 52:15 53:6 54:18 54:21 54:22 58:14 59:7 59:9 60:10 64:1 65:5 67:21 68:22 70:23 71:19 71:22 72:14 72:15 74:23 78:18 79:3

Them

[36] 15:2 15:2 15:3 17:22 21:25 24:10 24:24 30:25 32:21 35:16 39:1 43:25 47:20 48:13 49:9 50:3 51:6 51:24 51:25 51:25 52:9 54:6 54:23 55:22 55:23 55:25 56:23 57:6 58:11 66:8 69:17 69:18 73:24 74:18 78:23 79:6

Themselves

[3] 54:12 70:4 70:15

Then

[37] 8:9 9:22 10:3 10:4 14:7 14:8 16:9 18:4 18:25 19:19 20:20 21:22 24:5 25:15 27:12 27:12 28:19 28:21 34:12 35:11 38:21 39:12 40:12 44:11 45:8 56:13 60:12 61:19 65:9 66:17 67:2 67:15 67:23 68:24 75:3 77:12 78:15

Theory

[1] 10:24

There

[115] 8:2 8:3 8:7 8:11 8:13 9:15 9:16 9:16 9:20 10:4 10:7 10:19 11:3 11:16 11:25 12:12 12:15 13:15 15:12 15:15 15:16 16:14 16:15 16:25 17:7 18:22 18:24 19:11 20:11 20:25 22:25 23:3 23:6 24:4 24:7 25:23 29:20 31:4 32:5 32:10 33:2 33:9 33:22 34:18 35:7 36:23 37:10 37:12 38:20 39:14 40:15 41:14 42:12 42:22 43:10 43:20 43:24 46:19 46:23 47:7 48:15 48:19 50:7 50:8 50:11 50:13 50:13 50:23 51:4 52:5 53:15 53:17 53:20 54:17 58:9 59:8 60:12 61:21 63:7 64:10 64:14 64:24 66:8 66:15 66:21 67:1 67:6 67:17 67:25 68:1 69:5 69:16 70:7 71:2 71:4 72:7 72:7 72:22 73:10 74:9 75:10 75:20 75:20 75:20 75:21 75:22 76:13 76:13 77:17 78:2 79:7 79:9 79:10 79:17 80:19

There's

[16] 40:25 42:3 42:19 43:15 44:19 51:3 53:5 57:8 59:11 71:1 76:25 80:5 80:7 80:11 80:13 81:7

Thereafter

[2] 37:23 82:17

Therefore

[4] 13:11 47:14 53:20 56:13

Therein

[1] 82:19

These

[49] 8:6 12:5 12:22 13:17 14:2 14:3 14:22 15:1 16:15 18:12 18:15 20:2 23:13 26:13 27:8 28:11 28:14 29:2 29:6 31:14 31:18 34:7 34:13 35:20 36:25 39:11 45:23 46:21 47:15 49:11 49:23 50:1 54:21 56:22 56:24 57:2 58:21 59:8 59:20 63:22 63:22 64:24 67:16 72:4 73:12 73:15 73:16 78:8 81:3

They

[134] 8:9 10:8 12:7 12:11 12:11 12:12 12:14 12:23 13:8 13:8 13:9 13:9 13:23 14:2 14:3 14:17 14:17 14:18 14:21 15:6 19:16 22:23 25:20 29:3 30:13 32:12 32:13 34:5 34:9 37:1 37:25 39:2 40:24 41:18 44:25 45:2 45:3 45:11 46:12 47:17 47:24 47:24 47:25 48:1 48:11 49:12 49:13 51:1 51:2 51:3 51:4 51:9 52:1 52:2 52:2 52:2 52:9 52:14 53:7 53:8 53:10 53:11 53:12 53:19 53:23 53:24 54:2 54:3 54:13 54:20 54:23 54:24 55:11 55:12 55:14 57:3 57:6 59:7 60:6 60:10 60:14 61:11 64:25 65:5 65:7 65:19 65:21 66:5 66:6 68:20 68:21 69:4 69:15 69:19 69:20 70:4 70:5 70:5 70:15 70:16 71:13 71:19 71:23 71:24 71:25 72:1 72:14 73:17 73:19 73:23 73:24 74:11 74:12 74:15 74:16 74:21 74:24 75:14 75:14 75:16 75:17 75:19 75:19 76:12 76:12 77:2 77:3 77:6 78:9 78:10 78:11 78:12 79:3 81:11

They're

[1] 21:8

Thing

[10] 11:25 12:2 13:1 30:2 49:15 63:19 64:2 69:24 71:17 72:23

Things

[16] 7:10 15:1 15:9 15:11 34:19 36:20 38:13 46:21 48:3 54:19 57:3 58:16 62:1 71:19 73:22 74:8

Think

[73] 7:25 8:2 9:9 10:17 10:25 12:18 13:6 14:12 15:20 15:21 16:2 17:15 18:13 19:2 21:23 22:6 23:6 23:19 23:24 25:4 25:15 25:18 25:24 26:18 27:1 27:11 28:3 28:18 28:20 29:4 30:20 32:4 33:19 33:20 33:22 34:19 35:6 37:4 37:7 37:8 38:22 39:8 39:13 45:18 46:2 46:18 47:4 47:9 48:15 48:18 53:14 58:1 59:3 59:16 59:17 59:20 59:23 60:18 61:1 61:20 62:22 63:17 65:15 66:3 67:19 69:9 70:24 70:25 71:18 73:4 75:10 78:20 81:12

Third

[3] 44:4 67:15 78:21

This

[122] 7:4 7:12 7:23 8:14 8:14 8:21 8:25 9:3 10:16 11:12 12:6 12:17 13:10 13:13 13:20 13:24 14:24 14:25 15:5 16:19 17:17 20:8 21:8 22:5 24:2 24:5 24:7 24:13 24:14 25:4 26:7 27:24 28:20 29:8 29:10 29:11 30:5 31:3 31:11 31:13 31:15 31:20 31:22 31:23 31:23 32:7 32:8 32:23 32:24 32:24 33:1 33:25 35:23 36:11 36:11 36:18 37:9 37:11 37:24 37:25 38:2 40:6 40:13 42:5 42:21 43:7 43:23 44:13 45:8 45:17 46:19 46:22 49:1 49:1 50:7 50:21 50:23 50:24 51:6 52:3 52:10 52:12 52:14 53:3 53:16 54:10 54:15 55:25 56:11 60:22 61:20 62:24 63:10 63:15 63:23 66:19 66:24 67:3 67:8 68:5 69:16 70:7 70:10 71:6 72:5 72:23 73:11 73:13 73:18 73:25 74:22 74:25 75:15 75:23 77:3 77:14 78:13 78:15 78:20 78:24 81:2 82:19

Thomas

[1] 39:23

Those

[28] 7:21 7:22 13:19 15:9 19:18 20:19 24:19 31:2 31:4 32:11 32:20 34:2 34:4 52:20 52:20 52:25 55:9 57:6 58:4 59:22 62:9 68:16 69:3 69:6 70:20 70:20 73:22 75:4

Thou

[3] 29:6 29:8 29:8

Though

[2] 43:6 73:10

Thought

[3] 38:21 81:16 81:19

Thousand

[1] 29:23

Thousands

[4] 28:2 28:2 28:6 49:19
Threatened
[1] 59:5
Three
[20] 14:21 21:15 22:21 23:14 28:24 49:14 49:16 49:17 49:19 49:21 50:4 61:23 62:3 62:7 67:3 67:4 67:16 70:20 70:20 77:4
Threshold
[5] 17:24 18:8 18:21 36:11 37:12
Through
[10] 9:1 14:24 24:14 47:14 58:20 61:12 72:17 75:15 77:4 77:21
Throughout
[2] 44:18 50:17
Throw
[1] 46:5
Thus
[3] 63:5 63:6 81:4
Ticket
[4] 24:3 24:4 36:12 37:24
Tied
[1] 60:21
Tight
[1] 23:24
TIM
[1] 4:15
Time
[48] 7:12 7:24 7:25 12:8 13:23 14:19 14:20 15:22 20:22 22:21 23:13 23:14 23:25 27:6 28:4 30:6 31:15 32:8 36:19 38:14 40:24 49:9 50:6 51:2 51:3 51:17 51:19 52:6 52:6 52:18 54:5 56:12 56:18 57:24 60:11 61:23 69:22 69:23 70:1 70:12 73:17 75:13 75:17 75:20 76:11 76:12 77:18 79:4
Timeliness
[1] 18:4
Timely
[3] 22:19 22:23 27:10
Timing
[2] 18:5 18:10
Title
[1] 80:1
To
[508] 7:7 7:13 7:15 7:18 7:24 7:25 8:4 8:6 8:25 9:6 9:12 9:14 9:17 9:17 9:21 9:23 9:25 9:25 10:4 10:5 10:7 10:17 10:18 10:19 10:21 10:23 10:23 11:24 12:5 12:6 12:7 12:9 12:10 12:12 12:14 12:15 12:22 13:1 13:7 13:8 13:9 13:19 13:22 13:23 13:25 14:3 14:22 14:23 14:24 15:2 15:2 15:3 15:6 15:7 15:8 15:15 15:18 15:22 15:25 16:7 16:10 16:13 16:13 16:20 16:21 16:21 16:21 17:1 17:4 17:14 17:21 18:3 18:5 18:7 18:9 18:11 18:17 18:20 18:22 18:22 19:2 19:3 19:3 19:5 19:5 19:7 19:10 19:11 19:14 19:17 19:24 20:4 20:5 20:8 20:9 20:11 20:15 20:17 20:20 20:21 21:4 21:5 21:19 21:19 21:21 21:22 21:24 21:24 22:6 22:10 22:14 22:18 22:20 22:21 22:22 23:10 23:12 23:16 23:19 23:22 23:25 24:1 24:1 24:3 24:4 24:7 24:8 24:10 24:11 24:13 24:14 24:15 24:16 24:17 24:19 24:19 25:1 25:1 25:4 25:8 25:9 25:17 25:19 25:19 25:21 25:23 26:6 26:8 26:10 26:13 26:19 27:3 27:10 27:10 27:21 27:24 28:1 28:5 28:12 28:14 28:17 28:18 28:18 28:18 28:19 28:21 28:24 28:25 29:2 29:4 29:7 29:7 29:10 29:19 29:22 29:23 30:9 30:14 30:14 30:18 30:22 31:13 31:22 32:6 32:9 32:11 32:17 32:19 32:19 32:23 33:2 33:7 33:13 33:14 33:16 33:17 33:21 33:22 34:1 34:4 34:7 34:7 34:11 34:18 34:18 34:22 34:25 35:1 35:3 35:7 35:8 35:10 35:16 35:16 35:20 36:8 36:12 36:13 36:13 36:14 36:22 36:24 37:1 37:10 37:14 37:14 37:16 37:19 37:23 37:24 38:2 38:3 38:4 38:4 38:6 38:7 38:12 38:13 38:14 38:14 38:19 38:22 38:25 38:25 39:4 39:4 39:5 39:7 39:8 39:10 39:11 39:12 39:13 39:13 39:19 39:21 40:15 40:18 40:21 41:8 41:11 41:25 42:3 42:4 42:10 42:17 42:17 42:20 42:23 42:24 43:10 43:10 43:14 43:16 43:16 43:18 43:19 43:22 44:1 44:3 44:4 44:6 44:11 44:11 44:15 44:16 44:19 44:20 44:25 45:2 45:15 45:19 45:22 45:23 45:24 46:2 46:3 46:7 46:12 46:15 47:1 47:1 47:1 47:3 47:3 47:10 47:12 47:15 48:1 48:2 48:4 48:5 48:11 48:20 49:4 49:9 49:10 49:20 50:3 50:7 50:8 50:9 50:10 50:18 50:20 50:24 51:2 51:4 51:6 51:11 51:16 51:16 51:24 52:10 52:12 52:15 52:21 52:23 53:5 53:12 53:20 54:9 54:11 54:12 54:14 54:18 54:20 55:1 55:3 55:5 55:5 55:10 55:10 55:15 55:19 56:10 56:17 56:20 56:20 56:24 57:1 57:3 57:4 57:7 57:8 57:8 57:11 57:25 57:25 58:5 58:12 58:13 58:13 58:19 59:7 59:14 59:19 59:20 59:22 59:22 59:23 59:24 60:13 60:14 60:17 60:18 61:2 61:8 61:9 61:13 61:14 61:21 62:3 62:5 62:5 62:8 62:9 62:14 62:16 62:20 62:23 63:2 63:4 63:8 63:9 63:23 64:2 64:2 64:2 64:12 64:12 64:15 64:22 64:22 65:1 65:13 65:14 65:16 66:2 66:7 66:8 66:9 66:9 66:9 66:12 66:23 67:3 67:5 67:10 67:19 68:2 68:5 68:8 68:12 68:18 69:6 69:17 69:18 69:20 69:23 69:25 70:2 70:16 70:16 71:1 71:6 71:12 71:17 71:18 71:24 72:5 72:5 72:6 72:11 72:12 72:13 72:14 72:16 72:25 73:4 73:9 73:14 73:15 73:15 73:22 74:1 74:1 74:6 74:6 74:8 74:13 74:15 74:18 74:20 74:21 74:22 74:23 75:5 75:22 76:1 76:1 76:4 76:4 76:7 76:7 76:14 77:2 77:10 78:10 78:17 78:18 79:1 79:3 79:5 79:15 79:16 79:25 80:12 80:23 80:25 81:4 81:16 81:17 81:24 81:25 81:25 82:9 82:17
Today
[12] 9:5 20:5 31:24 45:1 57:1 58:6 58:22 59:2 62:6 65:21 70:20 81:13
Together
[6] 31:14 57:25 59:10 59:19 61:22 81:24
Told
[2] 30:16 57:5
TONY
[1] 4:11
Too
[7] 15:13 18:16 19:12 23:24 67:6 67:6 72:17
Took
[2] 41:2 77:25
Top
[2] 9:13 9:13
Tort
[1] 79:22
Trace
[5] 41:7 41:19 66:13 70:13 70:17
Trade
[2] 68:11 72:4
Trade-off
[2] 63:2 72:4
Trade-offs
[1] 47:7
Trading
[1] 68:16
Transcribed
[1] 82:18
Transcript
[1] 6:20
Transcription
[1] 82:18
Transferee
[1] 32:12
Transferer
[1] 32:18
Transferor
[2] 23:12 31:17
Transferred
[1] 32:21
Transpired
[1] 7:1
Treated
[1] 70:23
Treatment
[1] 48:7
Treats
[1] 47:20
Tried
[1] 66:2
Tries
[1] 42:24
Trigger
[4] 33:19 33:25 34:1 35:10
Triggered
[1] 36:2
True
[7] 32:14 41:11 54:2 54:3 54:5 65:25 82:18
Truly
[1] 19:8
Trust
[1] 63:6
Trustee
[1] 62:11
Trustees
[1] 66:16
Truth
[1] 42:14
Try
[5] 26:19 27:21 28:18 43:16 59:7
Trying
[9] 45:23 46:2 46:3 58:12 58:13 58:19 61:2 61:9 79:1
Turn
[1] 65:1
Turning
[1] 12:5
Turns
[3] 62:1 62:1 77:17
Twice
[1] 43:16
Two
[43] 3:6 8:8 8:13 10:19 13:15 14:16 14:17 15:9 18:14 20:19 24:16 24:22 25:10 30:23 31:2 31:4 33:6 34:19 34:21 40:1 40:3 41:11 41:17 45:20 47:11 47:13 47:15 48:6 48:12 58:16 62:1 63:4 63:5 65:23 67:5 68:7 69:3 69:5 69:12 71:18 75:11 76:13 80:9
TX
[10] 1:20 2:5 2:13 3:22 4:4 4:12 4:17 4:22 5:3 5:18
Types
[3] 16:15 29:9 57:2
Typify
[1] 41:13

U

U.S.
[2] 6:17 82:23
Ultimate
[1] 67:12
Ultimately
[6] 21:23 22:13 23:22 48:17 54:16 76:5
Unable
[1] 19:7
Unavailable
[1] 11:21
Under
[17] 11:18 12:14 13:13 13:20 13:23 13:25 15:3 29:15 33:20 52:20 52:20 53:1 68:10 71:24 74:18 81:23 82:18
Undermines
[1] 32:2
Underneath
[1] 67:17
Understand
[14] 12:4 12:8 17:6 27:25 28:11 29:3 31:24 37:10 38:18 40:11 42:4 45:18 73:4 77:24
Understanding
[1] 65:12
Understands
[1] 61:9
Undivided
[3] 58:5 58:22 61:14
Undo
[1] 44:5
Unfettered
[1] 57:7
Unfortunate
[1] 51:20
Unfortunately
[1] 76:1
Unique
[1] 58:19
United
[5] 1:1 3:12 82:15 82:16 82:24
Unless
[3] 11:20 54:20 58:4
Unlike
[2] 44:14 59:17
Unlikely
[1] 65:17
Unnecessary
[2] 8:5 30:10
Until
[7] 23:4 25:2 35:2 36:2 42:11 66:16 76:23
Up
[42] 8:25 9:12 9:14 11:20 19:22 22:13 23:7 24:6 24:20 30:14 32:11 32:21 33:23 36:9 40:6 40:16 41:8 42:11 42:12 42:17 45:8 45:9 48:9 48:10 48:13 49:12 51:14 59:14 59:18 60:22 61:12 63:1 63:24 63:25 71:5 73:21 74:8 74:11 74:12 74:12 77:6 81:24
Update
[1] 7:5
Upon
[7] 14:4 25:8 33:11 37:16 49:24 49:25 78:19
Upshot

[1] 75:3
Us
[24] 7:15 8:4 8:5 12:7 12:12 13:8 13:9 14:18 14:18 14:22 15:6 16:23 17:4 21:19 25:7 36:16 36:23 37:24 39:13 50:22 55:15 57:2 63:4 63:9
Use
[2] 12:8 62:11
Useless
[1] 22:24

V

V
[9] 42:23 50:7 50:9 50:11 50:16 55:7 73:7 73:19 77:15
Vacate
[1] 53:20
Vacation
[2] 81:17 82:9
Van
[1] 4:12
Variety
[1] 70:4
Version
[1] 53:22
Very
[25] 9:13 11:17 13:21 16:9 19:1 26:21 27:3 31:15 37:13 44:24 44:24 46:1 46:8 47:20 47:20 47:23 50:1 50:10 55:1 58:19 70:6 70:6 77:20 80:8 82:12
Victorious
[1] 39:16
Videotape
[1] 19:17
View
[7] 11:12 11:16 11:20 11:22 13:13 36:21 50:22
Views
[3] 19:15 19:16 22:6
VII
[1] 80:1
Violated
[1] 47:1
Virtually
[1] 78:1

W

W
[4] 3:6 3:11 4:7 5:22
Wait
[1] 45:14
Waive
[1] 60:10
Waiver
[2] 59:15 73:22
Want
[30] 7:13 10:5 12:11 12:12 13:9 14:17 15:1 19:4 22:10 28:5 34:4 34:18 38:12 44:25 46:12 46:15 46:17 47:3 48:12 57:8 58:13 61:8 61:21 64:20 65:5 65:8 65:19 65:21 67:5 70:16
Wanted
[5] 11:4 16:21 20:17 21:4 56:10
Wants
[7] 9:23 19:5 19:14 19:17 51:6 74:6 77:10
Was
[147] 9:4 9:14 9:16 10:4 10:7 10:25 11:16 11:23 12:2 15:5 16:12 16:14 16:20 16:25 17:17 17:23 17:24 18:1 19:14 19:18 20:3 22:20 23:6 23:15 23:19 23:22 23:23 23:24 24:1 24:22 24:23 27:13 29:20 30:8 36:10 37:4 37:24 40:5 40:14 41:18 41:23 42:7 42:8 42:11 42:12 42:14 42:25 43:11 44:21 45:18 45:23 46:2 46:3 46:22 48:9 48:15 48:19 49:7 49:7 49:8 49:25 50:1 50:5 50:11 50:13 50:13 50:14 50:14 50:20 51:1 51:8 51:12 51:13 51:19 51:19 51:24 52:5 52:6 53:21 55:6 56:11 56:21 56:21 56:23 56:25 57:18 57:19 57:22 57:24 58:9 59:8 61:20 61:23 62:12 62:14 62:14 62:17 62:17 62:18 62:19 62:25 62:25 64:10 64:11 64:22 66:17 66:21 66:25 67:4 68:1 68:1 68:15 68:15 71:7 72:7 72:7 72:8 72:11 74:9 74:11 74:19 75:4 75:13 75:16 75:21 75:21 75:22 75:23 76:13 76:24 77:1 77:13 77:17 77:18 77:22 78:5 78:6 78:6 78:7 78:17 79:8 80:18 80:19 80:19 81:6 81:9 81:23
Washington
[1] 2:17
Wasn't
[4] 11:23 12:2 15:12 67:17
Waving
[1] 50:4
Way
[21] 8:11 11:1 12:4 14:23 24:15 25:14 28:9 35:7 40:16 41:8 50:5 50:14 58:19 59:23 61:9 61:11 64:3 66:5 68:4 73:19 79:25
Ways
[2] 24:7 25:23
We
[228] 7:13 7:13 7:16 7:17 7:18 7:25 8:6 8:10 8:21 9:4 9:17 9:24 9:24 10:6 10:6 10:16 10:17 11:4 11:11 11:21 11:23 11:25 12:5 12:8 13:10 13:12 13:16 13:20 13:24 14:6 14:16 14:23 14:25 15:1 15:2 15:3 15:7 15:20 15:21 16:5 16:8 16:12 16:18 16:18 16:19 16:22 16:23 16:24 16:24 17:1 17:6 18:5 18:20 18:22 19:2 19:7 19:8 19:20 19:20 20:2 20:2 20:12 20:19 21:6 21:22 21:24 22:7 22:14 22:15 22:19 23:17 24:4 24:15 24:17 24:20 25:3 25:4 25:5 25:17 25:20 25:21 26:17 27:9 27:10 27:21 27:22 28:3 28:4 28:16 28:19 28:19 28:21 28:24 29:9 30:7 30:8 30:10 30:12 30:12 30:24 30:25 31:1 31:7 31:10 31:17 31:18 31:21 32:15 34:10 35:4 35:14 36:5 36:6 36:12 36:13 36:16 36:19 37:12 37:23 38:1 38:13 38:15 38:20 43:2 43:18 44:6 44:10 45:7 45:16 46:14 46:19 46:20 46:23 47:1 47:11 47:13 49:14 50:5 50:10 50:23 51:16 51:22 51:22 52:16 53:3 53:8 53:18 54:14 55:3 55:11 56:1 56:9 56:11 56:12 56:13 57:4 57:5 57:6 58:7 58:18 58:24 59:1 59:3 59:21 60:8 61:25 62:12 63:5 63:6 63:14 63:14 63:15 63:24 64:2 64:4 64:20 64:20 65:12 66:2 66:8 66:17 67:6 67:7 67:12 67:15 67:20 67:21 67:23 68:5 68:6 68:7 68:8 68:8 68:10 68:11 69:12 70:6 70:14 72:11 72:12 72:17 72:18 72:18 75:2 75:2 76:1 76:6 76:10 77:4 77:20 78:15 78:17 79:5 79:5 79:21 79:22 80:2 80:21 81:2 81:5 81:14 81:18 81:22 81:24 82:5 82:10 82:10 82:16
Wednesday
[1] 82:8
Week
[1] 33:6
Weeks
[9] 14:16 14:17 15:17 18:14 24:16 24:22 25:10 34:21 77:4
Weinstein
[2] 57:16 57:20
WEISS
[2] 5:11 5:12
Well
[16] 13:11 16:16 17:17 18:16 18:21 21:21 27:4 27:12 30:4 34:1 37:12 49:2 51:9 52:14 56:3 70:10
Went
[9] 9:6 16:6 42:10 42:12 46:1 47:5 49:11 60:11 77:21
Were
[99] 7:21 7:22 7:24 7:25 8:2 8:5 9:17 9:24 9:25 15:15 16:22 17:1 18:22 19:7 19:15 19:16 20:16 21:6 22:17 22:22 22:24 23:3 23:20 28:4 31:14 35:3 37:12 40:16 40:24 41:6 41:9 41:18 41:19 41:20 41:20 43:9 47:7 47:7 47:18 49:10 49:13 49:18 49:22 51:14 52:10 52:12 53:1 54:23 56:12 57:5 58:25 59:9 60:10 60:12 61:21 64:1 64:11 64:23 64:25 66:10 66:13 66:14 67:21 68:2 68:8 69:19 69:20 70:21 70:23 71:4 71:7 71:8 71:19 71:22 71:23 73:16 73:18 73:23 74:11 74:12 74:21 74:22 75:1 75:12 75:14 75:14 76:12 76:24 77:3 77:10 78:9 78:9 78:9 79:9 81:3 81:4 81:11 82:16 82:18
West
[1] 53:22
What
[105] 8:9 8:14 8:21 9:22 10:9 10:16 10:17 10:18 10:18 11:7 11:8 12:4 12:9 12:11 12:12 13:8 13:22 14:1 15:5 16:20 16:24 17:1 17:3 17:8 17:9 18:9 19:11 19:12 22:25 23:10 23:15 23:22 24:18 24:21 25:18 26:10 27:13 27:21 27:25 28:12 28:16 28:20 29:4 29:20 30:7 31:7 31:22 34:1 35:21 36:10 36:11 37:13 37:21 37:23 38:21 44:2 45:17 46:2 46:4 46:25 47:4 50:3 50:22 51:8 51:12 51:15 52:13 52:17 53:3 53:4 54:16 55:15 56:10 56:22 57:13 57:25 58:7 58:18 59:11 59:16 59:22 60:16 60:23 62:14 63:10 63:14 64:14 64:25 65:7 65:12 65:19 65:21 66:8 66:25 71:18 74:5 75:25 76:4 76:8 77:21 78:24 79:2 79:8 79:12 80:3
What's
[3] 36:15 36:15 62:6
Whatever
[11] 19:25 22:7 22:11 23:10 24:8 34:11 34:24 35:4 35:4 75:3 80:2
When
[38] 11:19 12:8 14:2 14:4 14:21 18:11 18:17 18:20 19:16 20:12 23:11 25:20 28:4 29:25 31:15 33:2 33:24 34:10 35:18 36:13 40:13 41:11 48:6 53:23 56:4 57:3 58:17 59:7 59:9 64:11 65:15 66:9 74:9 76:10 77:14 77:16 79:3 81:11
Whenever
[1] 71:10
Where
[11] 7:10 8:10 13:21 15:13 21:14 28:13 32:9 33:9 34:9 34:13 79:18
Whether
[17] 7:13 16:12 27:6 36:15 39:6 42:19 45:15 53:5 56:11 56:21 63:4 64:12 73:12 75:4 77:17 80:6 81:5
Which
[23] 7:17 8:7 8:13 9:13 10:10 10:14 10:25 13:2 13:2 15:6 15:7 18:4 27:3 30:24 36:8 36:9 36:22 37:1 37:10 49:25 54:7 79:4 80:17
While
[4] 27:14 34:5 36:18 45:6
Who
[61] 7:21 7:22 7:24 9:6 15:25 17:19 24:19 24:24 26:16 33:14 33:16 34:7 39:21 40:8 41:6 41:6 41:7 41:7 41:15 41:16 41:23 44:20 44:23 47:21 50:14 51:17 51:22 51:23 53:1 53:3 53:7 53:17 54:19 56:23 56:25 58:9 58:18 58:21 58:24 59:21 61:2 61:14 61:22 62:2 62:3 63:24 63:25 67:21 68:1 68:2 68:12 68:17 69:13 69:13 70:8 70:10 70:13 70:17 75:12 78:20 82:2
Whole
[13] 13:13 14:24 15:5 22:20 30:2 32:2 36:6 40:17 41:14 46:20 59:18 62:25 72:9
Whom
[1] 63:2
Whose
[1] 76:23
Why
[22] 11:4 11:17 11:24 12:7 19:15 19:16 19:18 27:4 27:7 32:15 32:23 35:13 37:4 47:9 51:23 55:6 59:1 59:3 59:5 59:6 60:4 64:4
Wide
[2] 19:5 41:4
Will
[55] 3:1 8:8 8:10 8:25 8:25 9:22 10:21 12:8 13:8 13:9 13:10 13:11 25:17 25:20 27:5 27:7 28:3 28:14 28:16 28:19 28:21 31:25 33:23 34:6 34:10 36:4 36:5 36:6 36:14 39:14 40:21 41:11 45:10 48:22 56:9 57:6 61:19 62:4 62:6 65:18 65:19 66:21 69:5 70:14 71:11 71:12 71:13 78:1 80:1 80:4 80:4 81:18 82:5 82:10 82:10
WILLIAMS
[1] 3:20
Willing
[11] 19:24 34:22 38:25 39:10 44:15 59:14 60:17 60:18 63:2 63:4 82:9
Wing
[1] 78:22
Wish
[5] 28:7 28:10 38:2 38:4 38:7
With
[88] 7:12 7:14 7:18 8:9 8:23 9:21 11:3 11:12 12:10 15:1 16:10 17:17 17:23 17:24 18:1 18:4 18:5 19:19 21:18 21:25 22:8 22:20 23:15 23:17 25:21 26:25 27:1 27:18 28:17 28:21 31:10 31:19 31:22 32:12 32:24 34:6 34:23 35:7 35:8 35:16 36:5 36:5 36:16 37:6 37:17 38:14 40:3 40:4 40:7 40:20 41:24 42:3 42:10 42:12 42:18 44:24 45:5 45:9 45:9 46:17 48:5 48:6 48:11 48:14 50:9 50:11 50:21 53:12 53:25 56:17 57:11 59:4 59:5 64:24 67:7 67:19 70:1 70:2 70:19 71:6

72:6 72:14 72:25 73:12 74:7 76:16 78:14 81:15
Within
[13] 16:15 18:14 20:22 21:23 23:8 25:10 27:3 34:21 40:25 41:9 41:25 44:22 48:16
Without
[2] 36:16 38:19
Women
[1] 80:1
Won't
[7] 18:16 25:17 36:4 38:10 39:16 63:17 80:5
Words
[3] 20:15 20:19 30:17
Work
[1] 28:3
Workable
[1] 22:15
Worked
[2] 23:16 59:19
Workout
[1] 7:14
Works
[2] 51:7 54:15
World
[4] 21:8 46:6 46:7 67:13
Worried
[2] 66:25 67:11
Worry
[2] 57:5 72:11
Worse
[3] 22:12 45:17 60:24
Would
[114] 10:6 10:8 11:7 11:8 11:9 11:16 11:23 12:5 15:3 16:18 16:21 16:22 17:2 17:3 17:4 17:5 18:9 18:13 19:20 19:24 20:2 20:14 20:20 20:25 21:24 21:24 22:14 22:25 22:25 22:25 23:16 23:22 25:13 26:13 27:1 27:2 28:7 28:8 28:10 29:2 29:6 29:19 29:22 29:23 31:25 32:22 33:7 33:11 33:13 33:14 33:24 34:1 34:12 34:16 34:22 34:23 35:2 35:23 37:2 37:3 37:5 38:1 38:22 39:5 40:18 43:22 44:11 46:25 47:17 47:24 48:12 51:10 51:11 51:15 51:17 51:18 51:20 51:21 51:22 51:23 52:12 52:15 52:16 53:2 53:8 54:9 55:3 55:11 55:15 55:19 57:25 59:14 59:25 60:2 60:3 60:13 60:14 60:20 60:21 60:24 62:2 62:3 66:17 66:23 67:1 71:3 74:3 75:2 75:4 78:16 79:21 79:22 81:16 81:25
Wouldn't
[3] 11:13 11:17 66:22
Written
[2] 20:3 37:16
Wrong
[2] 60:23 61:11
Wyeth
[34] 16:10 16:14 16:21 17:1 18:4 18:20 19:4 19:5 19:12 21:5 21:24 23:1 28:19 28:24 33:11 33:12 33:22 37:23 38:14 39:10 39:11 42:23 46:3 54:5 54:11 55:11 59:25 60:12 63:12 64:22 66:9 68:5 72:5 74:11
Wyeth's
[5] 7:5 9:24 23:21 25:8 33:8

Y

Years
[13] 22:9 30:10 32:9 46:12 49:14 49:17 49:17 49:19 49:21 50:4 61:24 62:3 62:7
Yes
[12] 12:18 12:21 14:16 20:24 26:3 27:16 30:2 32:14 37:3 47:10 55:24 56:2
Yet
[5] 31:1 38:20 67:21 70:23 73:13
York
[8] 2:9 2:21 3:16 5:23 57:17 76:17 76:20 76:21
You
[205] 7:3 7:24 9:11 10:9 10:9 11:11 11:13 11:15 11:16 11:17 11:19 11:20 12:6 13:12 14:19 14:20 15:1 15:2 15:2 15:17 15:22 15:24 16:3 16:4 18:9 18:11 18:17 18:20 19:10 19:24 19:25 20:14 20:18 20:20 22:2 22:10 22:24 24:9 24:10 24:12 24:21 24:23 24:23 25:1 25:2 25:5 25:9 25:9 26:23 26:23 26:24 26:25 28:5 28:21 29:7 29:18 29:25 29:25 30:14 30:14 30:20 30:21 30:22 31:5 31:5 31:6 31:6 31:8 32:17 32:18 33:4 33:16 33:16 34:3 34:4 34:9 34:12 34:12 34:20 34:23 34:24 34:25 35:2 35:3 35:6 35:15 35:18 35:21 36:4 36:4 36:9 36:15 37:1 37:3 37:4 37:5 37:14 37:21 37:21 37:22 37:24 38:2 38:4 39:5 39:6 39:17 39:25 40:20 41:1 41:18 41:19 41:19 41:20 41:20 42:16 42:19 43:4 43:5 43:13 43:15 44:6 45:8 45:14 45:14 45:14 45:15 45:16 46:5 46:7 46:8 46:8 46:10 46:25 47:2 47:9 48:6 51:20 52:17 52:19 52:21 55:14 55:15 55:17 55:23 56:4 57:21 58:10 58:17 58:17 58:21 59:2 59:14 59:17 59:18 60:9 60:10 60:16 60:23 61:7 62:11 62:23 63:3 63:13 63:23 64:7 64:9 65:15 66:2 66:3 66:5 66:23 67:4 67:6 67:11 67:12 67:13 69:1 69:6 69:8 69:21 69:22 70:1 70:1 71:7 71:7 71:8 71:10 72:2 72:3 73:4 73:9 73:15 74:5 74:7 74:8 74:8 74:9 75:8 78:14 79:14 79:16 80:8 80:18 82:7 82:12
Your
[77] 7:11 8:18 9:12 13:6 15:21 16:2 16:4 18:2 18:17 19:25 20:6 20:10 20:10 20:18 20:24 21:2 22:1 22:4 24:3 24:12 25:10 25:15 26:1 26:24 27:1 27:19 27:23 28:1 29:10 29:17 29:18 30:5 31:9 32:4 33:3 35:2 35:19 36:24 37:8 37:9 39:5 43:20 45:16 46:5 46:10 47:1 48:18 48:22 48:24 49:1 49:11 51:7 51:18 52:18 53:14 54:16 55:18 57:8 57:25 60:2 60:7 60:16 60:21 61:1 61:3 62:22 64:9 65:14 67:7 69:25 72:6 72:16 72:19 74:15 75:10 79:21 80:7
Yourself
[2] 17:11 67:7

Z

Zero
[1] 60:15
Zimroth
[51] 2:20 7:9 7:11 8:17 8:20 9:4 9:9 9:12 11:10 11:15 12:18 12:21 12:24 13:6 14:11 14:16 15:15 15:20 15:24 16:8 16:14 19:13 19:22 29:19 29:22 30:2 34:5 34:6 34:15 34:17 35:6 35:18 35:22 35:25 36:4 37:3 37:8 38:3 38:4 38:23 55:21 55:25 61:16 61:19 62:21 62:22 63:21 67:20 68:4 74:24 82:7
Zimroth's
[1] 21:5