

**COURT OF CHANCERY
OF THE
STATE OF DELAWARE**

WILLIAM B. CHANDLER III
CHANCELLOR

COURT OF CHANCERY COURTHOUSE
34 THE CIRCLE
GEORGETOWN, DELAWARE 19947

Submitted: May 8, 2006
Decided: May 10, 2006

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Potter Anderson & Corroon LLP
1313 North Market Street
Wilmington, DE 19899

Daniel A. Dreisbach
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Re: *In re: Appraisal of Transkaryotic Therapies, Inc.*
Civil Action No. 1554-N

Dear Counsel:

In light of a rapidly approaching July 28 discovery completion date in this appraisal action, petitioners seek this Court's guidance in respect to a dispute regarding a proposed confidentiality order. The parties have narrowed their dispute to one issue: whether the confidentiality order should contain a single confidentiality tier or should provide for a second, "highly confidential" designation limiting the review of materials so designated solely to counsel and experts.

Respondent Shire Human Genetic Therapies, Inc., formerly known as Transkaryotic Therapies, Inc. ("TKT" or the "Company") provides two justifications for a two-tiered confidentiality order. First, the Company's business, which relates primarily to research, development and production of pharmaceutical products, is by its nature highly sensitive, such that the misuse of highly confidential materials is especially likely to cause significant and irreparable harm to the Company. Second, the petitioners are significant institutional investors and/or market arbitrageurs, with the ability to make and execute trading decisions (including trading the securities of the Company's competitors, entities that may be

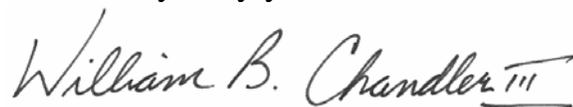
potential acquisition targets or potential acquirers of the Company's parent) on the basis of information learned through discovery in this action. I find these reasons unpersuasive.

First, misuse of the Company's sensitive information will be adequately protected by the proposed one-tier confidentiality order, in the same way that similar single-tiered orders have protected sensitive information in countless other appraisal actions. Second, the securities laws themselves protect the Company and the market from the possibility of petitioners and their affiliates trading improperly on insider information.

Finally, I note that there are no extraordinary circumstances here that would justify the added complexity, and undue burden on petitioners, of a two-tiered confidentiality order.

IT IS SO ORDERED.

Very truly yours,

A handwritten signature in cursive script that reads "William B. Chandler III". The signature is written in black ink and is positioned below the typed name.

William B. Chandler III

WBCIII:bsr