

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

In re: NEXIUM (ESOMEPRAZOLE)
ANTITRUST LITIGATION

MDL No. 2409

Civil Action No. 1:12-md-02409-WGY

This Document Relates To:

All Actions

~~PROPOSED~~ ORDER GRANTING PLAINTIFFS' MOTION FOR
REIMBURSEMENT OF EXPENSES, PAYMENT OF ADMINISTRATION
AND NOTICE COSTS, AND AWARDED INCENTIVE AWARDS
TO THE CLASS REPRESENTATIVES FOR
THE DIRECT PURCHASER CLASS AND END-PAYOR CLASS

The Court, having considered (a) Plaintiffs' Motion for Reimbursement of Expenses, Payment of Administration and Notice Costs, and Awarding Incentive to the Class Representatives for the Direct Purchaser Class and End-Payor Class; (b) Plaintiffs' Memorandum in Support of this Motion; (c) the Joint Declaration of Lead Counsel for the Direct Purchaser Class, Bruce E. Gerstein, Thomas M. Sobol and David F. Sorensen, and accompanying papers and declarations; (d) the Declarations of Scott A. Perwin, Monica L. Rebuck, and Moira Cain-Mannix for the Individual Retailer Plaintiffs; (e) the Declaration of Kenneth A. Wexler for the End-Payor Class; (f) the Declaration of Michael Rosenbaum of Berdon Claims Administration LLC as Escrow Agent; and (g) all other prior proceedings had herein; and having held a hearing on September 29, 2015 considered all of the submissions and arguments made therein; pursuant to paragraph 5 of the Plaintiffs' respective Settlement Agreements with Teva and subject to the finality of Plaintiffs' respective Settlement Agreements with Teva, it is hereby ORDERED that:

- a. Direct Purchaser Class Plaintiffs' counsel be reimbursed \$3,655,083.31 (three million, six hundred fifty-five thousand, eighty-three dollars and thirty-one cents) for expenses incurred in the prosecution of this case through trial;
- b. Individual Retailer Plaintiffs' counsel be reimbursed \$2,665,627.36 (two million, six hundred sixty-five thousand, six hundred twenty-seven dollars and thirty-six cents) for expenses incurred in the prosecution of this case through trial;
- c. End-Payor Class Plaintiffs' counsel be reimbursed \$2,563,288.86 (two million, five hundred sixty-three thousand, two hundred eighty-eight dollars and eighty-six cents) for expenses incurred in the prosecution of this case through trial;
- d. \$4,443.80 (four thousand four hundred forty-three dollars and eighty cents) be paid to cover the unpaid notice expenses incurred by the Direct Purchaser Class in connection with the Teva Settlement;
- e. \$1,500.00 (one thousand five hundred dollars) be paid to cover the unpaid annual escrow fee incurred in connection with the Teva Settlement,
- f. \$1,479,423.04 (one million, four hundred seventy-nine thousand, four hundred twenty-three dollars and four cents) be paid to cover the End-Payor Class administrative and notice expenses associated with this litigation and the Teva Settlement;
- g. incentive awards of \$50,000.00 (fifty thousand dollars) each are to be awarded to each of the five Direct Purchaser Class Representatives: (1) American Sales Company, LLC; (2) Meijer, Inc. and Meijer Distribution, Inc.; (3) Value Drug Company; (4) Burlington Drug Company Inc.; and (5) Rochester Drug Co-

Operative, Inc., from the proceeds of the Teva Settlement Fund allocated to the Direct Purchaser Class; and

- h. service awards of \$5,000.00 (five thousand dollars) each are to be awarded to each of the ten End-Payor Class Representatives: (1) United Food and Commercial Workers Unions and Employers Midwest Health Benefits Fund; (2) Fraternal Order of Police of Miami Lodge 20, Insurance Trust Fund; (3) New York Hotel Trades Council & Hotel Association of New York City, Inc. Health Benefits Fund; (4) Laborers International Union of North America Local 35 Health Care Fund; (5) International Brotherhood of Electrical Workers Local 595 Health and Welfare Fund; (6) Laborers International Union of North America Local 17 Health Care Fund; (7) International Association of Machinists and Aerospace Workers District No. 15 Health Fund; (8) A.F. of L. – A.G.C. Buildings Trades Welfare Plan; (9) Michigan Regional Council of Carpenters Employee Benefits Fund; and (10) Allied Services Division Welfare Fund, from the proceeds of the Teva Settlement Fund allocated to the End-Payor Purchaser Class;

from the proceeds of the Settlement Fund with Teva Pharmaceutical Industries Ltd. and Teva Pharmaceuticals USA, Inc. (“Teva Settlement Fund”).

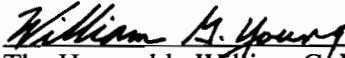
The aforementioned costs and expenses shall be disbursed by the Escrow Agent only to Garwin Gerstein & Fisher LLP for allocation among the Direct Purchaser Class, End-Payor Class, and Individual Retailer Plaintiffs.

When additional costs and expenses under paragraph 5(c) of the Plaintiffs’ respective Settlement Agreements become known, Plaintiffs may make further applications for

disbursements from the Teva Settlement Fund.

IT IS SO ORDERED.

Dated: October 15, 2015


The Honorable William G. Young
United States District Judge
U.S. District Court for the District of Massachusetts