

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

KING DRUG COMPANY OF FLORENCE, Inc., et al., on behalf of themselves and all others similarly situated, Plaintiffs, v. CEPHALON, INC., et al., Defendants.	Civil Action No. 2:06-cv-01797-MSG Judge Mitchell S. Goldberg
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**DECLARATION OF BRUCE E. GERSTEIN IN SUPPORT OF DIRECT PURCHASER
CLASS PLAINTIFFS' UNOPPOSED MOTION FOR CERTIFICATION OF A
SETTLEMENT CLASS, APPOINTMENT OF CLASS COUNSEL, PRELIMINARY
APPROVAL OF PROPOSED SETTLEMENT, APPROVAL OF THE FORM AND
MANNER OF NOTICE TO THE CLASS AND PROPOSED SCHEDULE FOR A
FAIRNESS HEARING**

I, Bruce E. Gerstein, declare as follows:

1. I am an attorney admitted *pro hac vice* in this matter and a partner in the law firm of Garwin Gerstein & Fisher LLP, Lead Counsel for Direct Purchaser Class Plaintiffs pursuant to the Court's Order dated August 18, 2009 (ECF No. 196). I submit this Declaration in support of Direct Purchaser Class Plaintiffs' Unopposed Motion for Certification of a Settlement Class, Appointment of Class Counsel, Preliminary Approval of Proposed Settlement, Approval of the Form and Manner of Notice to the Class and Proposed Schedule for a Fairness Hearing.

2. Attached hereto as Exhibit 1 is a true and correct copy of a Settlement Agreement dated April 17, 2015 between Direct Purchaser Class Plaintiffs and Defendants Cephalon, Inc., Teva Pharmaceutical Industries Ltd., Teva Pharmaceuticals USA, Inc., and Barr Pharmaceuticals, Inc. (collectively, the "Cephalon Defendants").

3. Attached hereto as Exhibit A to the Settlement Agreement is a proposed Order Granting Direct Purchaser Class Plaintiffs' Unopposed Motion for Certification of a Settlement Class, Appointment of Class Counsel, Preliminary Approval of Proposed Settlement, Approval of the Form and Manner of Notice to the Class and Proposed Schedule for a Fairness Hearing.

4. Attached hereto as Exhibit B to the Settlement Agreement is a proposed form of Notice.

5. Attached hereto as Exhibit C to the Settlement Agreement is a proposed Final Judgment and Order of Dismissal Approving Direct Purchaser Class Settlement and Dismissing Direct Purchaser Class Claims Against the Cephalon Defendants.

6. Attached hereto as Exhibit D to the Settlement Agreement is a true and correct copy of an Escrow Agreement dated April 17, 2015 between Direct Purchaser Class Plaintiffs, the Cephalon Defendants and Morgan Stanley Smith Barney, LLC.

April 17, 2015

Respectfully submitted,

By: /s/ Bruce E. Gerstein
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