

**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

**NOTICE OF MOTION 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**

Pursuant to Federal Rule of Civil Procedure 23, Direct Purchaser Class Plaintiffs (“DPC Plaintiffs”) respectfully move for entry of the Preliminary Approval Order proposed herewith (Exhibit A to the Settlement Agreement annexed to the Declaration of Bruce E. Gerstein) which provides for:

- (a) Certification of a settlement class;
- (b) Appointment of Class Counsel for the settlement class;
- (c) Preliminary approval by the Court of a proposed Settlement Agreement between DPC Plaintiffs and Defendants Cephalon, Inc., Teva Pharmaceutical Industries Ltd., Teva Pharmaceuticals USA, Inc., and Barr Pharmaceuticals, Inc. (collectively, the “Cephalon Defendants”);
- (d) Approval of the proposed form and manner of notice to the Class;
- (e) Approval of the proposed Escrow Agreement between DPC Plaintiffs, the Cephalon Defendants and Morgan Stanley Smith Barney, LLC;

- (f) Approval of the proposed Final Judgment and Order; and
- (g) The establishment of a proposed schedule leading up to and including the Fairness Hearing.

In support of this motion, DPC Plaintiffs rely upon the accompanying Memorandum of Law and Declaration of Bruce E. Gerstein (and exhibits thereto).

April 17, 2015

Respectfully submitted,

By: /s/ Bruce E. Gerstein
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