

EXHIBIT

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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

IN RE NIFEDIPINE ANTITRUST LITIGATION	:	Civil Action No.
	:	1:03-MC-223 (RJL)
	:	
	:	MDL No. 1515
THIS DOCUMENT RELATES TO:	:	
	:	
SAJ DISTRIBUTORS, INC., et al.,	:	
v.	:	
BIOVAIL CORPORATION, et al.	:	
Case No.: 1:02:CV01931	:	
	:	
MEIJER, INC., et al.,	:	
v.	:	
BIOVAIL CORPORATION, et al.	:	
Case No.: 1:02:CV7852	:	
	:	
INDEPENDENT DRUG CO.,	:	
v.	:	
BIOVAIL CORPORATION, et al.	:	
Case No.: 1:02CV01354	:	
	:	
ROCHESTER DRUG COOPERATIVE,	:	
v.	:	
BIOVAIL CORPORATION, et al.	:	
Case No.: 1:03CV1473	:	

**ORDER GRANTING CLASS COUNSEL’S MOTION FOR AN AWARD
OF ATTORNEYS’ FEES, REIMBURSEMENT OF ADDITIONAL EXPENSES AND
AWARDS TO CERTIFIED CLASS REPRESENTATIVES**

This Court, having considered: (a) Class Counsel’s Motion for an Award of Attorneys’ Fees, Reimbursement of Additional Expenses and Awards to Certified Class Representatives; (b) Compendium of Firm Declarations in Support of Motion for Attorneys’ Fees; (c) the Memorandum of Law in Support of Class Counsel’s Motion for an Award of Attorneys’ Fees, Reimbursement of Additional Expenses and Awards to Certified Class Representatives; and (d)

the Supplemental Declaration of Richard J. Kilsheimer, and having held a hearing on January 31, 2011 and having considered all of the submissions and arguments with respect thereto, it is hereby **ORDERED, ADJUDGED, and DECREED that:**

1. Class Counsel have moved for an award of attorneys' fees and reimbursement of additional expenses. Pursuant to Rules 23(h)(3), 54(d) and 52(a) of the Federal Rules of Civil Procedure, this Court makes the following findings of fact and conclusions of law:

(a) that the Teva Settlement and the Biovail/Elan Settlement both confer a substantial benefit on the Class;

(b) that the value conferred on the Class is immediate and readily quantifiable and represents a substantial portion of the total overcharge allegedly incurred as a result of the conduct challenged in this lawsuit;

(c) that Class Counsel effectively pursued the claims on behalf of the members of the Class before this Court in this complex case, and reasonably expended 31,030.50 hours in so doing, resulting in a total lodestar of \$14,101,078.45 at the normal and customary current hourly rates of those law firms, which was expended with no guarantee it would be compensated;

(d) that the Teva Settlement and the Biovail/Elan Settlement were both obtained as a direct result of Class Counsel's skillful advocacy;

(e) that Plaintiffs' Counsel incurred additional expenses in the amount of \$5,024.33 that were not included in the previous Motion for Reimbursement of Expenses which was filed on November 5, 2010, which I find were reasonable and necessary to the representation of the Class and the prosecution of this lawsuit, and for which Class Counsel had no guarantee of reimbursement;

(f) that notice of Class Counsel's intent to move for attorneys' fees not to exceed 33-1/3% of the \$35 million total Settlement Fund created by the Teva Settlement and the Biovail/Elan Settlement, plus reimbursement of certain additional out-of-pocket Expenses not to exceed \$50,000, which were incurred after Class Counsel moved for an award of Expenses on November 5, 2010 and an award of \$60,000 to each of the certified Class Representatives¹ for their efforts on behalf of the Class;

(g) that Class Counsel did, in fact, move for an award of attorneys' fees in the amount of 33-1/3% of the total Settlement Fund (including the interest accrued thereon), plus reimbursement of certain additional out-of-pocket Expenses not to exceed \$50,000, which were incurred after Class Counsel moved for an award of Expenses on November 5, 2010 and an award of \$60,000 to each of the certified Class Representatives;

(h) that no member of the Class has objected to the award of attorneys' fees, reimbursement of the additional expenses sought by Class Counsel or the award of \$60,000 to each of the certified Class Representatives;

(i) that counsel who recover a common fund for the benefit of persons other than themselves or their clients are entitled to a reasonable attorneys' fee from the fund as a whole. *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980); *Blum v. Stenson*, 465 U.S. 886, 900 n. 16 (1984);

(j) that the requested 33-1/3% fee award is well within the applicable range of reasonable percentage fund awards, and results in a negative multiplier;

¹ The certified Class Representatives are: 1) SAJ Distributors, Inc. and Stephen L. LaFrance Holdings, Inc. (treated as one entity); 2) Meijer, Inc. and Meijer Distribution, Inc. (treated as one entity); 3) Independent Drug Company; and 4) Rochester Drug Cooperative.

(k) that the additional expenses were necessarily incurred in the prosecution of this litigation; and

(l) that the Class Representatives have actively fulfilled their obligations to the Class.

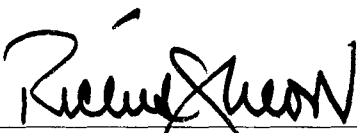
2. Accordingly, Class Counsel are hereby awarded attorneys' fees in the amount of 33-1/3% of the Settlement Fund, or a total fee award of \$11,666,667.00, plus interest earned thereon until the date of payment. The Court finds this award to be fair and reasonable. Further, Class Counsel are hereby awarded \$5,024.33 out of the Settlement Fund to reimburse their additional expenses which were not included in their prior motion for reimbursement of expenses filed on November 5, 2010, which the Court finds to be fair and reasonable, and which amount shall be paid to Class Counsel from the Settlement Fund in accordance with the terms of the Settlement Agreement. Class Counsel shall allocate the fees and expenses among all of the counsel representing Plaintiffs based upon their evaluation of the contribution of such counsel to the prosecution and resolution of this litigation.

3. The four Class Representatives are each hereby awarded \$60,000 out of the Settlement Fund, for their efforts representing the Class, which amount is in addition to whatever monies these Plaintiffs will receive from the Settlement Fund pursuant to the Plan of Allocation. The Court finds these awards to be fair and reasonable.

4. Without affecting the finality of this Order, the Court shall retain continuing jurisdiction over this matter to resolve disputes, if any, that may arise from the provisions of this Order.

SO ORDERED.

Dated: 1/31, 2011



HON. RICHARD J. LEON
UNITED STATES DISTRICT JUDGE