

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF CONNECTICUT**

IN RE AGGRENOX ANTITRUST LITIGATION	Master Docket No. 3:14-cv-02516-(SRU) Judge Stefan R. Underhill
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**DECLARATION OF JOSEPH OPPER 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, Joseph Opper, 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, Interim Lead Counsel for Direct Purchaser Class Plaintiffs pursuant to the Court's Order dated June 16, 2014 (ECF No. 94). 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 August 15, 2017 between Direct Purchaser Class Plaintiffs and Defendants Boehringer Ingelheim Pharma GmbH & Co KG, Boehringer Ingelheim International GmbH, Boehringer Ingelheim Pharmaceuticals, Inc. ("Boehringer") and Teva Pharmaceuticals USA, Inc., Teva Pharmaceutical Industries, Ltd., Barr Pharmaceuticals, Inc. (n/k/a Barr Pharmaceuticals, LLC), Barr Laboratories, Inc., Duramed Pharmaceuticals Inc. (n/k/a Teva Women's Health Inc.), and Duramed Pharmaceutical Sales Corp. (n/k/a Teva Sales and Marketing, Inc.)("Teva").

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 Order Granting Final Judgment and Order of Dismissal Approving Direct Purchaser Class Settlement and Dismissing Direct Purchaser Class Claims Against Boehringer and Teva.

6. Attached hereto as Exhibit D to the Settlement Agreement is a true and correct copy of an Escrow Agreement dated August 15, 2017 between Direct Purchaser Class Plaintiffs, Defendants and Berdon Claims Administration LLC.

7. Attached hereto as Exhibit 2 is a true and correct copy of the Declaration of Jeffrey Leitzinger, Ph.D., and exhibits thereto, dated September 5, 2017.

I declare under penalty of perjury that the foregoing is true and correct.

September 6, 2017

/s/ Joseph Opper