

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

MEIJER, INC.; MEIJER DISTRIBUTION,
INC.; LOUISIANA WHOLESALE DRUG
CO., INC.; ROCHESTER DRUG CO-
OPERATIVE, INC.; AMERICAN SALES
COMPANY, INC.; SAJ DISTRIBUTORS,
INC.; and STEPHEN L. LaFRANCE
HOLDINGS, INC., on behalf of themselves
and all others similarly situated,

Plaintiffs,

v.

BARR PHARMACEUTICALS, INC.,

Defendant.

Civil Action No. 05-2195 (CKK)

**ORDER PRELIMINARILY APPROVING PROPOSED
SETTLEMENT WITH BARR PHARMACEUTICALS, INC.,
AUTHORIZING NOTICE TO THE CLASS
AND SETTING A HEARING DATE**

Upon consideration of the Direct Purchaser Class Plaintiffs' Motion for Preliminary Approval of Proposed Settlement with Defendant Barr Pharmaceuticals, Inc., the attachments thereto and the submissions of the parties, it is hereby ORDERED as follows:

1. The Court finds that the proposed settlement between the Direct Purchaser Class and defendant Barr Pharmaceuticals, Inc. ("Barr"), as set forth in the Settlement Agreement dated December 15, 2008 (the "Settlement Agreement"), subject to final determination following proper notice and a fairness hearing, is sufficiently fair, reasonable and adequate to authorize dissemination of notice to the class which the Court has previously certified as:

All persons or entities in the United States who purchased Ovcon 35 directly from Warner Chilcott at any time during the period April 22, 2004 through December 31, 2006. Excluded from the Class are Defendants and their officers, directors, management, and employees, subsidiaries or affiliates, and all governmental

entities. Also excluded are hospitals, universities and clinics.

Per this Court's Order Preliminarily Approving the Proposed Settlement with the Warner Chilcott Defendants, dated January 2, 2008 (Dkt. No. 172), the Class definition also excludes any claims asserted, whether by assignment or otherwise, by the following entities: Walgreen Co., Eckerd Corporation, Maxi Drug, Inc. d/b/a Brooks Pharmacy, Albertson's Inc., The Kroger Co., Safeway, Inc., Hy-Vee, Inc., CVS Pharmacy, Inc., Rite Aid Corporation, and Rite Aid Hdqtrs. Corp.

2. Upon review of the record, the Court finds that the proposed Settlement between the Direct Purchaser Class and Barr, which was arrived by arm's-length negotiations by experienced counsel with the assistance of both Magistrate Judge Alan Kay and Prof. Eric D. Green, respectively, as mediators, falls within the range of possible approval, and should be, and hereby is, preliminarily approved.

3. The Court likewise approves the form of notice attached to Plaintiffs' Motion for Preliminary Approval as Exhibit B (the "Notice") for dissemination to the Class.

4. The Court finds that the mailing of the Notice to Class members constitutes the best notice practicable under the circumstances and is valid, due and sufficient notice to all persons entitled thereto and complies fully with the requirements of Federal Rule of Civil Procedure 23, and the due process requirements of the Constitution of the United States.

5. Within 20 days from the date of entry of this Order, the Notice shall be mailed by first class mail, postage prepaid, to all members of the Class ("Notice Date").

6. The Court finds that both the prior Notice of Pendency of Class Action and the Partial Settlement with the Warner Chilcott defendants, mailed to Class members on January 24, 2008, satisfied the requirements of Rule 23(c)(2)(B) and due process of law, and because the

Notice of Pendency provided an opt-out period (which closed on March 10, 2008), there is no need for an additional opt-out period pursuant to Fed.R.Civ.P. 23(e)(4).

7. Any member of the Class who objects to the terms of the Settlement with Barr preliminarily approved by this Order must do so in writing. The objection must include the caption of this case, be signed, be properly addressed as provided in the Notice, and be postmarked no later than sixty-five (65) days from the date of preliminary approval (“Objection Deadline”) and shall otherwise comply with the requirements set forth in the Notice.

8. Class Counsel shall file with the Court and serve on Barr their motion for attorneys’ fees and expenses, and for incentive awards for the Class Representatives seven (7) days prior to the Objection Deadline. Class Counsel shall file their motion for final approval of the Settlement seven (7) days after the Objection Deadline.

9. Fourteen days (14) days after the Objection Deadline, Class Counsel shall cause to be filed with the Clerk of this Court, and served upon counsel for Barr, declarations of the person under whose general direction the mailing of the Notice was effectuated, showing that the mailing was made in accordance with this Order.

10. The Court will hold a Fairness Hearing before the undersigned Judge on April 20, 2009 at 9:00 A.M., to determine the fairness, reasonableness and adequacy of the proposed settlement with Barr. Any Class member who follows the procedure set forth in the Notice may appear and be heard at this hearing. The Fairness Hearing may be conducted without further notice to the Class.

11. The Court approves the establishment of an escrow account, as a “qualified settlement fund” pursuant to Treas. Reg. § 1.468B.1. The Court retains continuing jurisdiction over any issues regarding the formation or administration of the escrow account. Class Counsel,

in accordance with the Settlement Agreement, are authorized to expend funds from the escrow account to pay Taxes, Tax Expenses and notice and administration costs.

12. Epiq Systems, Inc., which has previously been appointed by the Court with respect to the Partial Settlement with Warner Chilcott, is approved to serve as Claims Administrator for the settlement with Barr.

13. Other than matters relating to the settlement approval process, this case is hereby stayed.

This 18th day of December, 2008.


COLLEEN KOLLAR-KOTELLY, U.S.D.J.