

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
CASE NO. 15-cv-09841-DLC

SHANNON MAHONEY, individually and
on behalf of herself and all others similarly
situated,

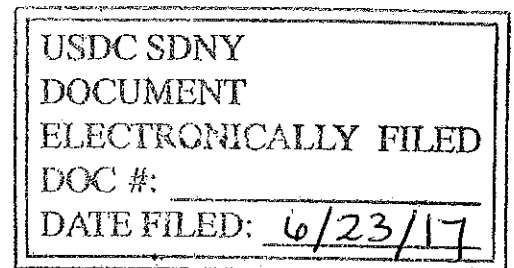
Plaintiff,

v.

CLASS ACTION

ENDO HEALTH SOLUTIONS, INC., a Delaware
corporation; ENDO PHARMACEUTICALS, INC.,
a Delaware corporation; GENERICS INTERNATIONAL
(US PARENT), INC., a Delaware corporation
d/b/a Qualitest Pharmaceuticals; GENERICS
INTERNATIONAL (US), INC., a Delaware corporation;
GENERICS BIDCO I, LLC, a Delaware limited liability
company; GENERICS BIDCO II, LLC, a Delaware
limited liability company; GENERICS INTERNATIONAL
(US HOLDCO), INC., a Delaware corporation;
GENERICS INTERNATIONAL (US MIDCO), INC.,
a Delaware corporation; and VINTAGE
PHARMACEUTICALS, LLC, a Delaware
limited liability company,

Defendants.



**ORDER GRANTING FINAL APPROVAL OF THE SETTLEMENT BETWEEN THE
CLASS AND THE DEFENDANTS**

This matter is before the Court on the plaintiff's unopposed motion for final approval of the Settlement between the class and the defendants ("Motion"). [D.E. 101]. The class moved for final approval of the Settlement Agreement and Release attached as Exhibit 1 to the plaintiff's Motion ("Settlement" or "Agreement") [D.E. 101-1].¹ Based on the controlling legal

¹ Unless otherwise indicated, all defined terms in this Order shall have the same meaning as in the Settlement Agreement.

standards and the supporting facts, the Court has determined that Final Approval is warranted. See City of Detroit v. Grinnell Corp., 495 F.2d 448 (2d Cir. 1974).

The relevant facts upon which the lawsuit was based, as well as those regarding the history of this litigation and the terms of the Settlement, are set forth in the Court's Order preliminarily approving class settlement, certifying settlement class, and authorizing dissemination of notice to the settlement class [D.E. 97] and the Motion. Also set forth there are the relevant facts regarding the notice program approved by the Court, and the proposed plan of distribution of the Settlement proceeds.

The class is an opt-out class under Rule 23(b)(3) of the Federal Rules of Civil Procedure. The class is defined as:

All persons and entities who paid for Multi-Vitamin with Fluoride Tablets between October 31, 2007, and December 31, 2015, excluding (a) government entities who were parties to the settlement in *United States v. Vintage Pharmaceuticals, LLC, et al.*, Case No. 13 civ. 1506 (DLC), (b) defendants and their officers, directors, agents and employees, and (c) all persons and entities that acquired Multi-Vitamin with Fluoride Tablets for sale to others.

The Court has personal jurisdiction over all members of the class because they received the requisite notice and due process. [D.E. 101-4, at ¶¶ 5-18]; see Phillips Petroleum Co. v. Shutts, 472 U.S. 797, 811-12 (1985); see also In re Prudential Ins. Co. of Am. Sales Practices Litig., 148 F.3d 283, 306 (3d Cir. 1998). The extensive and comprehensive notice approved by the Court and provided to the class, as described in detail in the Motion, satisfied due process requirements because it described the substantive claims and contained information reasonably necessary for class members to decide whether to remain a class member and be bound by the final judgment. It was "reasonably calculated, under [the] circumstances, to apprise interested parties of the pendency of the action and afford them an opportunity to present their objections."

Shutts, 472 U.S. at 812. No class member objected and only twenty-two individuals opted out of the Settlement, which is indicative of the class' overall satisfaction with the Settlement.

As set forth in the Motion, the Claims Administrator utilized the data obtained from pharmacy chains, third party payers, and pharmacy benefits administrators to identify individual consumer class members, their addresses, and the total amount of money each of them spent to purchase the Tablets during the Class Period ("Identified Claims"). The Claims Administrator also oversaw a claims process for individuals and entities to submit claims for payment ("Submitted Claims"). The Claims Administrator is authorized to distribute \$10,000,000 of the Settlement proceeds to those members of the class for whom it either has a complete address and payment history for the Tablets, or who submitted valid claims, in the following manner. All Identified Claims are to be paid on a pro rata basis (that is, as a percentage of total allowed Submitted and Identified Claims), up to 100% of each claim. All consumer Submitted Claims up to \$250 are to be paid (pro rata) whether the class member provided supporting documents or not, unless the claim would create a payment that is duplicative of an Identified Claim, in which case the Claims Administrator will use the Identified Claim. Consumer Submitted Claims above \$250 will be paid (pro rata) if the claimant submitted sufficient documentation supporting their claim. Submitted Claims by entities including third-party payors, health insurers, and other Submitted Claims for payments made on behalf of more than one natural person, are to be paid (pro rata) if the entity submitting the claim provided sufficient information supporting its claim. The Claims Administrator will make one attempt to send checks to class members. Class Counsel will report to the Court on unclaimed funds and propose their disposition.

The Court will award attorneys' fees to Settlement Class Counsel. The Court finds that the time and labor counsel expended on the case was appropriate and the case was appropriately

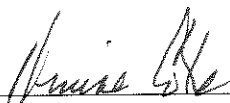
staffed. The case was moderately complex and the quality of representation was strong and creative. The risk in bringing this case was somewhat large as there were serious issues with certifying a national class and establishing the class' damages model.

In light of the foregoing, it is ORDERED AND ADJUDGED that the Court hereby:

- (1) GRANTS final approval of the Settlement of \$15,500,000;
- (2) CERTIFIES for settlement purposes the above-defined class, pursuant to Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure;
- (3) APPOINTS as the settlement class representative Plaintiff Shannon Mahoney;
- (4) APPOINTS as Settlement Class Counsel David M. Buckner, Seth E. Miles, and Brett E. von Borke of Buckner + Miles and Ryon McCabe and Robert C. Glass of McCabe Rabin;
- (5) AUTHORIZES the Claims Administrator to distribute \$10,000,000 of the Settlement proceeds to the members of the class;
- (6) AWARDS Class Counsel attorneys' fees in the amount of \$3,400,000. Class Counsel may distribute \$3,000,000 upon the funding of the Settlement with the remaining \$400,000 to be distributed once the Settlement Funds have been distributed to the class). Class Counsel may thereafter file a motion for additional attorneys' fees;
- (7) AWARDS Class Counsel reimbursement of litigation costs and expenses in the amount of \$73,724.23;
- (8) APPROVES a total of up to \$2,026,275.77 in current and future notice and claims administration expenses;
- (9) DIRECTS Class Counsel, the plaintiff, and the defendants to implement and consummate the Settlement pursuant to its terms and conditions and this Order;
- (10) RETAINS continuing jurisdiction over the plaintiff, the class, and the defendants to implement, administer, consummate, and enforce the Settlement and the Court's Final Approval Order; and

The Clerk of Court shall prepare a Final Judgment dismissing the lawsuit with prejudice against the defendants.

DONE and ORDERED in chambers at New York, New York, this ^{23^d}~~22~~nd day of June, 2017.



HON. DENISE COTE
UNITED STATES DISTRICT JUDGE

~~Copies furnished to:~~
~~Counsel of record~~