

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

IN RE: GENERIC PHARMACEUTICALS
PRICING ANTITRUST LITIGATION

MDL NO. 2724

16-MD-2724

THIS DOCUMENT RELATES TO:

HON. CYNTHIA M. RUFÉ

Direct Purchaser Class Plaintiffs' Actions

FINAL ORDER AND JUDGMENT APPROVING
DPPS' SUN AND TARO SETTLEMENTS

AND NOW, this 9th day of March 2023, upon consideration of the unopposed Motion of Direct Purchaser Class Plaintiffs for Final Approval of (1) the Sun and Taro Settlements and (2) the Plan of Allocation [MDL Doc. No. 2344], and Direct Purchaser Class Plaintiffs César Castillo, LLC, FWK Holdings, LLC, Rochester Drug Cooperative, Inc., and KPH Healthcare Services, Inc. a/k/a Kinney Drugs, Inc. (“DPPs”) and Defendants Sun Pharmaceutical Industries, Inc. and its affiliates (Caraco Pharmaceutical Laboratories, Mutual Pharmaceutical Company, Inc., and URL Pharma, Inc.) (collectively, Sun”) and Taro Pharmaceuticals U.S.A., Inc., (“Taro”) (the “Settling Defendants”) having entered into the Settlement Agreements to fully and finally resolve the Settlement Class’s claims against Settling Defendants,¹ and the Court having held a hearing in open court on March 8, 2023, and for the reasons set forth in the Court’s Memorandum Opinion, it is hereby **ORDERED, ADJUDGED and DECREED** that the Motion is **GRANTED** and:

¹ Unless otherwise noted, the capitalized terms used in this Final Order and Judgment have the same meanings as defined in the Settlement Agreements. [MDL Doc. No. 2010-3].

1. The Preliminary Approval Order dated May 11, 2022 [MDL Doc. No. 2093] certified the following Settlement Class pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3):

All persons or entities, and their successors and assigns, that directly purchased one or more of the Named Generic Drugs from one or more Defendants in the United States and its territories and possessions, at any time during the period from May 1, 2009 until December 31, 2019.

Excluded from the Settlement Class are Defendants and their present and former officers, directors, management, employees, subsidiaries, or affiliates, judicial officers and their personnel, and all governmental entities.

2. Pursuant to Federal Rule of Civil Procedure 23, the Court finds that the Settlement Agreements between DPPs and Settling Defendants are fair, reasonable and adequate and approves the Settlement Agreements in their entirety.

3. The Court finds that the dissemination of the Notice via first-class mail, publication, and the establishment and maintenance of a dedicated website were implemented in accordance with the Order granting preliminary approval [MDL Doc. No. 2093], and satisfy the requirements of Federal Rules of Civil Procedure 23(c)(2)(B) and 23(e), the United States Constitution and other applicable laws and rules, and constituted the best notice practicable under the circumstances.

4. The persons and entities identified in Exhibit A, which is attached hereto and incorporated by reference herein, have timely and validly requested exclusion from the Settlement Class and are hereby excluded from the Settlement Class, are not bound by this Final Judgment, and may not make any claim or receive any benefit from the Settlements, whether monetary or otherwise. Said excluded persons and entities may not pursue any claims released under the Settlement Agreements on behalf of those who are bound by this Final Judgment. Each

Settlement Class Member not appearing in Exhibit A is bound by this Final Judgment and will remain forever bound.

5. DPPs' claims against Settling Defendants are dismissed, with prejudice and in their entirety, and except as provided for in the Settlement Agreements, without costs, as to Settling Defendants. This dismissal shall not affect, in any way, the rights of DPPs or members of the Settlement Class to pursue claims not released by the Settlement Agreements.

6. DPPs and all members of the Settlement Class (on behalf of themselves and their respective past and present parents, subsidiaries, and affiliates, as well as their past and present general and limited partners, officers, directors, employees, agents, attorneys, servants, predecessors, successors, heirs, executors, administrators, and representatives) ("Releasers") agree to dismiss Settling Defendants (and their past and present parents, subsidiaries, divisions, affiliates, stockholders, and general or limited partners, as well as their past and present respective officers, directors, employees, trustees, insurers, agents, attorneys, and any other representatives thereof) (the "Releasees"), except that this release shall not apply to any present or former officer, director, employee, trustee, insurer, agent, attorney, or other representative of the Settling Defendants who does not cooperate with DPPs pursuant to the Cooperation Agreement and Paragraph 10 of the Settlement Agreements. And as further provided under Settlement Class Counsel's reservation of rights in Paragraph 14 of the Settlement Agreements, this Final Order and Judgment does not release any non-settling defendant's liability in the Action, nor does it absolve Settling Defendants' present or former officers, directors, employees, trustees, insurers, agents, attorneys, or other representatives from their duty to cooperate in discovery in their capacity as a current or former officer, director, employee, trustee, insurer, agent, attorney, or other representative for other, non-settling defendants. Subject to these

exceptions and reservation of rights, the Releasees shall be completely released, acquitted, and forever discharged from any and all claims, demands, actions, suits, causes of action, whether class, individual, or otherwise in nature (whether or not any Settlement Class member has objected to the Settlement or makes a claim upon or participates in the Settlement Fund, whether directly, representatively, derivatively or in any other capacity) that DPPs and the Settlement Class, or each of them, ever had, now has, or hereafter can, shall, or may have on account of, or in any way arising out of, any and all known and unknown, foreseen and unforeseen, suspected or unsuspected, actual, contingent, or joint and several, liquidated or unliquidated claims, injuries, damages, and the consequences thereof in any way arising out of, or relating in any way to, any of the claims in the Action, whether actual or alleged, from the beginning of the world up to the date of execution of the Settlement Agreements, including any conduct alleged, and causes of action asserted or that could have been alleged or asserted, based upon the allegations in the Action, relating to the Named Generic Drugs or other generic drugs that could have been named based on the facts alleged in the Action, including but not limited to those arising under any federal or state antitrust, unfair competition, unfair practices, price discrimination, unitary pricing, or trade practice law (the “Released Claims”). The release of Released Claims shall not preclude DPPs from pursuing any and all claims against other defendants for the sale of the Named Generic Drugs or other generic drugs sold by those defendants or their alleged co-conspirators. Nothing herein, and nothing in Paragraph 13 of the Settlement Agreements, shall release any claims (a) arising in the ordinary course of business between Releasors and the Releasees arising under Article 2 of the Uniform Commercial Code (pertaining to sales), other than claims based in whole or in part on any of the Released Claims; (b) for the indirect purchase of any of the Named Generic Drugs or any other generic drugs; (c) for negligence, breach of

contract, bailment, failure to deliver, lost goods, damaged or delayed goods, breach of warranty, or product liability claims between any of the Releasees and any of the Releasors relating to any of the Named Generic Drugs or any other generic drugs, other than claims based in whole or in part on any of the Released Claims; (d) as to any generic drug, including any of the Named Generic Drugs, that is currently the subject of any unrelated pending litigation against Settling Defendant that is not part of the Action; (e) as to any generic drug, including any of the Named Generic Drugs, that is, after the date of the Settlement Agreements, the subject of any unrelated litigation brought against Settling Defendant under federal or state antitrust laws or under RICO where the allegation is that generic competition was delayed (e.g., reverse payment, sham litigation, sham citizen petition, or “Walker Process” fraud cases) or otherwise reduced or impaired by alleged conduct other than that pled or based on the facts alleged in the DPPs’ complaints in the Action; (f) for any claims of any type relating to any drugs other than the Named Generic Drugs, other than those pled or based on the facts alleged in the DPPs’ complaints in the Action. DPPs and the Settlement Class shall not seek to establish liability against any Releasee based, in whole or in part, upon any of the Released Claims or conduct at issue in the Released Claims.

7. DPPs and each member of the Settlement Class hereby expressly waives and releases any and all provisions, rights, and benefits conferred by § 1542 of the California Civil Code, which reads:

SECTION 1542. GENERAL RELEASE—CLAIMS EXTINGUISHED. A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

DPPs and each member of the Settlement Class also hereby expressly waives and releases any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States or other jurisdiction, or principle of common law, which is similar, comparable, or equivalent to § 1542 of the California Civil Code. DPPs and each member of the Settlement Class may hereafter discover facts other than or different from those that it knows or believes to be true with respect to the claims that are the subject of this Paragraph, but DPPs and each member of the Settlement Class have agreed that as of the November 4, 2021, they expressly waive and fully, finally, and forever settle and release as to the Releasees all known or unknown, suspected or unsuspected, accrued or unaccrued, contingent or non-contingent claim that would otherwise fall within the definition of Released Claims, whether or not concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts. For the avoidance of doubt, DPPs and each member of the Settlement Class also hereby agrees that, they expressly waive and fully, finally, and forever settle and release any and all claims that would otherwise fall within the definition of Released Claims it may have against any of the Releasees under § 17200, *et seq.*, of the California Business and Professions Code or any similar, comparable, or equivalent provision of the law of any other state or territory of the United States or other jurisdiction, which claims are hereby expressly incorporated into the definition of Released Claims.

8. This Final Judgment does not settle or compromise any claims by DPPs or the Settlement Class against any person or entities other than the Released Parties, and all rights against any other Defendant or other person or entity are specifically reserved.

9. Without affecting the finality of this Final Judgment, the Court retains exclusive jurisdiction over the Action and the Settlement Agreements, including the administration, interpretation, consummation, and enforcement of the Settlement Agreements.

10. Pursuant to Federal Rule of Civil Procedure 54(b), the court finds that there is no just reason for delay and hereby direct the entry of this Final Judgment of dismissal forthwith as to the Released Parties.

It is so **ORDERED**.

BY THE COURT:

/s/ Cynthia M. Rufe

CYNTHIA M. RUFÉ, J.

EXHIBIT A

1. Accredo Health Group, Inc.
2. Acme Markets
3. Albany Area Primary Health Care, Inc.
4. Albertson's, Inc.
5. Albertsons
6. Albertsons Companies LLC
7. Albertsons Companies, Inc.
8. Albertsons LLC
9. Albertsons Market
10. Alliance
11. Alliance BMP
12. Alliance Boots
13. Alliance Healthcare
14. Alliance Rx Walgreens Prime Pharmacy
15. Alliance Santé
16. Alliance UniChem
17. Allina Health System
18. American Drug Stores
19. American Stores Company
20. Andronico's
21. Andronico's Community Markets
22. Augusta Health Care, Inc., d/b/a Augusta Health
23. Avera Health
24. Baker's
25. Balducci's Food Lover's Markets
26. Baptist Health
27. Baxter County Regional Hospital, Inc., d/b/a Baxter Regional Medical Center
28. Baystate Health, Inc.
29. Beaufort-Jasper-Hampton Comprehensive Health Services, Inc.
30. Berkshire Health Systems
31. Billings Clinic
32. Bowen Development
33. Bravo Health Mid-Atlantic Inc.
34. Bravo Health Pennsylvania Inc.
35. Broad Top Area Medical Center, Inc.
36. Burlington Drug
37. Burlington Drug Company
38. Burrells
39. Burrells Limited
40. Butler Health System
41. Cape Cod Healthcare, Inc.
42. Care New England
43. CaroMont Health, Inc.
44. Carr-Gottstein Foods Co.

45. CentraCare Health
46. Central Market
47. Central Texas Community Health Centers, d/b/a CommUnityCare
48. Children's Hospital of Philadelphia
49. Cigna Corporation
50. Cigna Health and Life Insurance Company
51. Cigna HealthCare of Arizona, Inc.
52. Cigna HealthCare of California, Inc.
53. Cigna HealthCare of Colorado, Inc.
54. Cigna HealthCare of Connecticut, Inc.
55. Cigna HealthCare of Florida, Inc.
56. Cigna HealthCare of Georgia, Inc.
57. Cigna HealthCare of Illinois, Inc.
58. Cigna HealthCare of Indiana, Inc.
59. Cigna HealthCare of Maine, Inc.
60. Cigna HealthCare of Massachusetts, Inc.
61. Cigna HealthCare of Mid-Atlantic, Inc.
62. Cigna HealthCare of New Hampshire, Inc.
63. Cigna HealthCare of New Jersey, Inc.
64. Cigna HealthCare of North Carolina, Inc.
65. Cigna HealthCare of Pennsylvania, Inc.
66. Cigna HealthCare of South Carolina, Inc.
67. Cigna HealthCare of St. Louis, Inc.
68. Cigna HealthCare of Tennessee, Inc.
69. Cigna HealthCare of Texas, Inc.
70. Cigna HealthCare of Utah, Inc.
71. City Market
72. Collier Health Services, Inc., d/b/a Healthcare Network
73. Community Health Center of Snohomish County
74. Company Amigos United
75. Confluence Health
76. Conway Regional Health System
77. Cook County Hospital District, d/b/a North Shore Health
78. Cook Hospital
79. Copps Food Center
80. Crusaders Central Clinic Association
81. CuraScript, Inc.
82. CVS Health Corp.
83. CVS Pharmacy, Inc.
84. Cystic Fibrosis Services
85. Cystic Fibrosis Services Inc.
86. Cystic Fibrosis Services LLC
87. Dallas County Medical Center
88. DCH Health System

89. Delta Memorial Hospital
90. Dillon
91. Dillon Companies, Inc.
92. Dominick's
93. Dominick's Finer Foods, LLC
94. Douglas County Hospital, d/b/a Alomere Health
95. Drew Memorial Hospital, Inc., d/b/a Drew Memorial Health System
96. Duane Reade
97. Duane Reade, Inc.
98. Duval Pharmacy
99. East Boston Neighborhood Health Center
100. Ely-Bloomenson Community Hospital
101. Erie Family Health Centers
102. ESI Mail Pharmacy Service, Inc.
103. Essentia Health
104. Evangelical Community Hospital
105. Excela Health
106. Express Scripts Holding Company
107. Express Scripts Pharmaceutical Procurement LLC
108. Express Scripts Pharmacy, Inc.
109. Express Scripts, Inc.
110. Extreme Value
111. Extreme Value Centers
112. Fairview Health Services
113. FMJ, Inc.
114. Food 4 Less
115. Food 4 Less Holdings, Inc.
116. Foods Pavilion
117. Fred Meyer
118. Fred Meyer Jewelers, Inc.
119. Fred Meyer Stores, Inc.
120. Fred Meyer, Inc.
121. Fry's
122. Fulton County Medical Center
123. Genuardi's
124. Genuardi's Family Markets LP
125. Gerbes
126. Gillette Children's Specialty Healthcare
127. Glacial Ridge Health System
128. Glencoe Regional Health Services, d/b/a Glencoe Regional Health
129. Globe Stores
130. Granby Pharmacy, Inc., d/b/a Center Pharmacy
131. Great Lakes Bay Health Centers
132. Great Salt Plains Health Center, Inc.

133. Greater Lawrence Family Health Center
134. Green Hills Insurance
135. Guthrie Hospitals
136. H.E. Butt Grocery Company
137. H.E. Butt Grocery Company L.P.
138. Haggen
139. Haggen Food & Pharmacy
140. Happy Harry's
141. Happy Harry's Discount Drug Stores, Inc.
142. Happy Harry's Inc.
143. Harris Teeter
144. Harris Teeter, Inc.
145. Harris Teeter, LLC
146. HC Pharmacy Central, Inc.
147. Health Partners of Western Ohio
148. HealthPoint
149. HealthSpring Life & Health Insurance Company, Inc.
150. HealthSpring of Florida, Inc.
151. HealthSpring Pharmacy of Tennessee, LLC
152. HealthSpring Pharmacy Services, LLC
153. Healthy Options, Inc.
154. H-E-B
155. Hennepin Healthcare System, Inc.
156. Home Chef
157. Humana Inc.
158. Humana Pharmacy, Inc.
159. Infinity Infusion
160. International Community Health Services
161. J M Smith
162. J M Smith Corporation
163. Jay C Food Stores
164. Jerseymaid Milk Products
165. Jewel Food Stores
166. Jewel Foods
167. Jewel Foods, Inc.
168. Jewel-Osco Pharmacy
169. Junior Food Stores of West Florida, Inc.
170. Kessel
171. Kessel Food Markets, Inc.
172. King Soopers
173. Kings Food Markets
174. Kiosk Medicine Kentucky, LLC
175. Kittson Healthcare

176. Kootenai Hospital District, an Idaho Public Hospital District, d/b/a Kootenai Health
177. KRGP Inc.
178. Kroger
179. Kroger Limited Partnership I
180. Kroger Limited Partnership II
181. Kroger Texas L.P.
182. Lake Region Healthcare
183. Lakewood Health System
184. Lawrence Brothers
185. Lawrence Brothers Co.
186. Lawrence Brothers Pharmacy
187. Lehigh Valley Health System
188. LifeCare Medical Center
189. Lifespan Corporation
190. Logan Health
191. Longview Wellness Center, Inc., d/b/a Wellness Pointe
192. Lucerne Foods, Inc.
193. Lucky Stores (Utah locations)
194. Lutheran Charity Association, d/b/a Jamestown Regional Medical Center
195. Lynnfield Compounding Center, Inc.
196. Lynnfield Drug, Inc.
197. Madelia Health
198. Madison Health (formerly Madison Memorial Hospital)
199. Madison Healthcare Services, d/b/a Madison Hospital
200. Main Line Health
201. Marana Health Center, Inc.
202. Mariano's Fresh Market
203. Market Street
204. Mary Rutan Hospital
205. Mass General Brigham Incorporated
206. Matthews Property 1, LLC
207. Mayo Clinic (requested exclusion from the Taro settlement only)
208. May's Drug Stores
209. May's Drug Stores, Inc.
210. Medco Containment Insurance Company of NY
211. Medco Containment Life Insurance Company
212. MedCura Health Inc. (formerly Oakhurst Medical Centers, Inc.)
213. Medicenter
214. Med-X
215. Med-X Corporation
216. Meeker Memorial Hospital and Clinic
217. Memorial Hospital of Laramie County, d/b/a Cheyenne Regional Medical Center

218. Memorial Hospital of Sweetwater County
219. Memorial Sloan Kettering Cancer Center
220. Metro Market
221. Middlesex Health
222. Millcreek Community Hospital
223. Mille Lacs Health System
224. Montefiore Medical Center
225. Mount Nittany Health System
226. Murray County Medical Center
227. New Albertson's Inc.
228. New Albertson's L.P.
229. NewYork-Presbyterian
230. North Memorial Health
231. North Olympic Healthcare Network
232. North Valley Health Center
233. Northern Itasca Hospital District, d/b/a Bigfork Valley
234. Northfield Hospitals + Clinics
235. Novant Health, Inc.
236. Nuvance Health
237. NYU Langone Hospitals
238. Ochsner Health
239. Olmsted Medical
240. Omnicare
241. OptumRx Group Holdings, Inc.
242. OptumRx Holdings, LLC
243. OptumRx, Inc.
244. Ortonville Area Health Services
245. Osco Drugs
246. Overtake Hospital Medical Center
247. Owen's
248. Owen's Supermarket
249. Ozarks Community Hospital
250. Pak 'N Sav
251. Paul's Market
252. Pavilions Place Randall's
253. Pay Less Super Markets
254. PeaceHealth
255. Peak Vista Community Health Centers
256. Penn Highlands Healthcare
257. Perham Health
258. Peyton's
259. Peyton's Fountain
260. Peyton's Mid-South Company
261. Peyton's Northern

262. Peyton's Phoenix
263. Peyton's-Southeastern, Inc.
264. Pick 'n Save
265. Pikeville Medical Center, Inc.
266. Postal Prescription Services
267. Prime Therapeutics Specialty Pharmacy
268. Prime Therapeutics Specialty Pharmacy LLC
269. Priority Healthcare Corporation
270. Priority Healthcare Distribution, Inc.
271. Providence St. Joseph Health
272. Pueblo Community Health Center, Inc.
273. QFC
274. Raley's of New Mexico
275. Ralphs
276. Ralphs Grocery Company
277. Randall's Food & Drugs LP
278. Ridgeview Medical Center
279. Rite Aid Corporation
280. Rite Aid Hdqtrs. Corp.
281. River's Edge Hospital
282. Riverview Healthcare Association
283. Riviera Brands
284. Roanoke Chowan Community Health Center
285. Roundy's Inc.
286. Ruler Foods
287. Rutherford County Primary Care Clinic, Inc., d/b/a Primary Care & Hope Clinic
288. RWJBarnabas Health
289. S&W Pharmacy
290. S&W Pharmacy, Inc.
291. Safeway
292. Safeway Food & Drug
293. Safeway Inc.
294. Sanford Health
295. Sav-On Drug
296. Scott's Foods
297. Scott's Pharmacy
298. Select Medical
299. Shands Jacksonville Medical Center, Inc.
300. Shands Teaching Hospital and Clinics, Inc.
301. Shasta Community Health Center
302. Shaw's Supermarkets, Inc.
303. Shawnee Health Service and Development Corporation
304. Shop-Rite, LLC

305. Simon David
306. Sleepy Eye Medical Center
307. Smith Drug
308. Smith Drug Company
309. Smith's Food & Drug Centers, Inc.
310. Smith's
311. South Big Horn County Hospital District, d/b/a Three Rivers Health
312. Specialty Products Acquisitions, LLC
313. St. Clair Health Corporation
314. St. Luke's Hospital of Duluth
315. St. Luke's University Health Network
316. St. Thomas Community Health Center
317. Stamford Health, Inc.
318. Star Market
319. Stigler Health & Wellness Center, Inc.
320. Sunrise R&D Holdings, LLC
321. Sunrise Technology LLC
322. Super D. Drugs Acquisition Co.
323. Super Saver Foods
324. Superior
325. Superior Acquisitions Limited
326. Superior Holdings Limited
327. Swift County-Benson Health Services
328. Syringa Hospital Districts
329. Tel-Drug of Pennsylvania, LLC
330. Tel-Drug, Inc.
331. The Chautauqua Center, Inc.
332. The Children's Hospital Corporation, d/b/a Boston Children's Hospital
333. The Kroger Co.
334. The Kroger Co. of Michigan
335. The Mount Sinai Hospitals Group, Inc.
336. The Vons Companies, Inc.
337. Thomas Jefferson University
338. TLC Corporate Services LLC
339. Tom Thumb Food & Drugs
340. Tri-Area Community Health
341. Tri-County Health Care
342. Trinity Home Care
343. UC Health
344. UHS of Delaware, Inc.
345. UM Health
346. UMass Memorial Health
347. United Express
348. United HealthCare Services, Inc.

349. United Hospital District, Inc.
350. United Supermarkets
351. United Supermarkets, LLC
352. University Health Systems of Eastern Carolina, Inc., d/b/a ECU Health
353. Upham's Corner Health Committee, Inc.
354. UPMC (University of Pittsburgh Medical Center)
355. USA Drug
356. USA/Super D Franchising
357. Valley Health
358. Valor Health
359. Vineyard Scripts
360. Vons
361. Vons Grocery Company
362. WakeMed Health & Hospital
363. Walgreen
364. Walgreen Co.
365. Walgreen Company
366. Walgreens
367. Welia Health
368. Wellpath LLC
369. West Tennessee Healthcare
370. White River Health System, Inc., d/b/a White River Medical Center
371. Winona Health Services