

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA**

In re WELLBUTRIN XL ANTITRUST LITIGATION)	
)	Civil Action No.: 2:08-cv-2433
THIS DOCUMENT RELATES TO:)	
INDIRECT PURCHASER ACTION)	Honorable Mary A. McLaughlin

**INDIRECT PURCHASER PLAINTIFFS’ AND CLASS COUNSEL’S APPLICATION
FOR AWARDS OF INCENTIVE PAYMENTS, FEES AND REIMBURSEMENT
OF EXPENSES FROM THE PROPOSED CLASS ACTION SETTLEMENT**

Aetna Health of California, Plumbers & Pipefitters Local 572 Health and Welfare Fund, and Painters District Council No. 30 Health and Welfare Fund (“Plaintiffs”), by and through Co-Lead Class Counsel, respectfully move this Court for an order: (1) awarding attorneys’ fees, pursuant to FED. R. CIV. P. 23(h), of \$3,916,275, which amounts to 33.33% of the Gross Settlement Fund; (2) reimbursing Class Counsel \$1,279,514.86 for the costs and expenses reasonably incurred in this litigation; and (3) approving incentive awards in the aggregate amount of \$60,000 for the three Plaintiffs.

In support of this Application, Co-Lead Class Counsel submit the accompanying Memorandum in Support of Indirect Purchaser Plaintiffs’ and Class Counsel’s Application for Awards of Incentive Payments, Fees, and Reimbursement of Expenses from the Proposed Class Action Settlement and the Declaration of Peter D. St. Phillip, Jr. with its exhibits A-V. To date, there have been no objections to the relief requested herein. The Court has scheduled a hearing on final approval for June 18, 2013.

WHEREFORE, Plaintiffs respectfully move this Court for the entry of an Order substantially in the form attached as Exhibit A to Class Plaintiffs' Motion for Final Approval of Settlement with the Valeant Defendants.

Dated: May 15, 2013

Respectfully submitted,

By: /s/ Kenneth A. Wexler.

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Plaintiffs' Co-Lead Counsel

CERTIFICATE OF SERVICE

I hereby certify that on May 15, 2013, I electronically filed the foregoing using the Court's Case Management and Electronic Case Filing system, which will send notification of such filing to counsel of record in this action registered with the Court's system. Those counsel not registered with the Court's system will receive service via electronic and U.S. Mail.

/s/ Amber M. Nesbitt