

**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:)	
)	Honorable Mary A. McLaughlin
INDIRECT PURCHASER ACTION)	
)	

**INDIRECT PURCHASER PLAINTIFFS’ MOTION FOR FINAL
APPROVAL OF SETTLEMENT WITH THE VALEANT DEFENDANTS**

Pursuant to FED. R. CIV. P. 23(e), Aetna Health of California, Inc. (“Aetna”), Plumbers & Pipefitters Local 572 Health and Welfare Fund, (“Local 572”), and Painters District Council No. 30 Health and Welfare Fund (“Painters”) (collectively, “Plaintiffs”), hereby move, on behalf of themselves and the certified class of end-payer purchasers (the “Class”), for final approval of their settlement with Valeant Pharmaceuticals International, Inc., f/k/a Biovail Corp., Biovail Laboratories, Inc., and Valeant International Bermuda, f/k/a Valeant International (Barbados) SRL f/k/a Biovail Laboratories International SRL (collectively, “Valeant”).

The Settlement Agreement,¹ if approved by the Court, resolves all claims under six states’ laws against Valeant concerning the alleged suppression of generic competition for Wellbutrin XL for all class members who paid for Wellbutrin XL and its generic equivalents during the period November 14, 2005, to the present. The settlement provides for Valeant to pay \$11.75 million dollars in cash plus the lesser of \$500,000 or 50% of the actual costs of notifying the Class members of the settlement.

¹ A copy of the Settlement Agreement was filed as Exhibit A to the Declaration of Peter D. St. Phillip, Jr. in Support of Plaintiffs’ Motion for Preliminary Approval of Settlement (Dkt. No. 454-1).

The proposed settlement is fair, reasonable, and adequate and satisfies the class action settlement standards set forth by the Third Circuit in both *Girsh v. Jepsen*, 521 F.2d 153 (3d Cir. 1975) and *In re Prudential Ins. Co. Am. Sales Practice Litig. Agent Actions*, 148 F.3d 283 (3d Cir. 1998). Co-Lead Class Counsel respectfully request that the Court enter the proposed Order and Final Judgment attached hereto as Exhibit A, which, *inter alia*, grants final approval to the settlement pursuant to FED. R. CIV. P. 23(e).

Dated: May 15, 2013

Respectfully submitted,

By: /s/ Kenneth A. Wexler.

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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