

EXHIBIT 8

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF RHODE ISLAND

IN RE: LOESTRIN 24 FE ANTITRUST
LITIGATION

MDL No. 2472

THIS DOCUMENT RELATES TO:
Direct Purchaser Actions

Master File No. 1:13-md-2472-S-PAS

**DIRECT PURCHASER CLASS PLAINTIFF'S [PROPOSED] PLAN OF
ALLOCATION FOR THE DIRECT PURCHASER CLASS**

Direct Purchaser Plaintiff Ahold USA, Inc. (“Ahold” or “Direct Purchaser Plaintiff”), on behalf of the previously certified Class,¹ hereby submits this proposed Plan of Allocation to allocate the settlement funds received in the settlement with Defendants and related entities,² plus any interest earned on the settlement funds, and net of Court-approved attorneys’ fees, any

¹ The Court previously certified the following Class:

All persons or entities in the United States and its territories who purchased brand or generic Loestrin 24 directly from Warner [Chilcott] or Amneal at any time during the period from September 1, 2009, through and until June 3, 2015, and all persons or entities in the United States and its territories who purchased brand Minastrin 24 directly from Warner at any time during the period from September 1, 2009, through and until March 14, 2017 (the “Class Period”).

Excluded from the Class are defendants, and their officers, directors, management, employees, subsidiaries, or affiliates, and, all federal governmental entities. Also excluded from the class are educational institutions such as universities and colleges.

In re Loestrin 24 Fe Antitrust Litig., No. 13-md-2472, 2019 WL 3214257, at *7, *17 (D.R.I. Jul. 2, 2019) (filed at ECF No. 1050). Also excluded from the Class are the following entities who have independently filed actions and previously opted out of the Class: Walgreen Co., The Kroger Co., Safeway Inc., HEB Grocery Company L.P., Albertson’s LLC, CVS Pharmacy, Inc., Rite Aid Corporation, and Rite Aid Hdqtrs. Corp. *See* Nov. 14, 2019 Text Order; *see also* Settlement Agreement at ¶ 1 (“The parties agree that solely for purposes of this settlement the following entities are to be excluded from the Class: Walgreen Co., The Kroger Co., Safeway, Inc., Albertson’s LLC, HEB Grocery Company L.P., CVS Pharmacy, Inc., Rite Aid Corp., and Rite Aid Hdqtrs. Corp. For avoidance of confusion any use of the terms ‘Direct Purchaser Class,’ ‘Class,’ or ‘Class Members’ excludes these entities.”).

² “Defendants” are Warner Chilcott Co., LLC f/k/a Warner Chilcott Co., Inc.; Warner Chilcott (US), LLC; and Warner Chilcott Sales (US), LLC (together and individually, “Warner Chilcott”) and Watson Laboratories, Inc. In addition to Defendants, parties to the Settlement Agreement are related entities Warner Chilcott plc n/k/a Allergan WC Ireland Holdings Ltd.; Warner Chilcott Holdings Co. III, Ltd.; Warner Chilcott Corp.; Warner Chilcott Laboratories Ireland Limited; and Watson Pharmaceuticals, Inc. and parent entity Allergan, plc.

Court-approved named plaintiff service award, and Court-approved expenses, including settlement-related costs and expenses (the “Net Settlement Fund”).

The proposed Plan of Allocation (“Allocation Plan”) allocates the Net Settlement Fund based on each Class member’s *pro rata* weighted share of combined unit purchases of brand Loestrin 24 Fe, brand Minastrin 24 Fe, and generic Loestrin 24 Fe.³ This proposal is similar to allocation plans that have been approved in similar class actions brought by direct purchasers to recover overcharges arising from impaired generic competition.⁴

Plaintiffs’ expert, economist Dr. Jeffrey J. Leitzinger, Ph.D., can calculate each Class member’s (and eventually, each Claimant’s⁵) percentage share of the Net Settlement Fund using sales data for brand Loestrin 24 Fe, brand Minastrin 24 Fe, and generic Loestrin 24 Fe produced by Defendants and manufacturers of generic Loestrin 24 Fe during discovery.⁶ Claimants will

³ As explained below, the relevant manufacturers of generic Loestrin 24 Fe are Amneal (which purchased Watson’s ANDA for generic Loestrin 24 Fe), Mylan, Generics Bidco 24, Northstar, Teva/Barr, Actavis, and Lupin. *See* Declaration of Jeffrey J. Leitzinger, Ph.D. Related to Proposed Allocation Plan and Net Settlement Fund Allocation ¶ 5 n.8, ¶ 6, Feb. 24, 2020 (“Leitzinger Allocation Declaration”) (filed herewith).

⁴ *See, e.g., In re Solodyn (Minocycline Hydrochloride) Antitrust Litig.*, No. 14-md-2503, ECF Nos. 1163-4, 1179 (D. Mass.) (*pro rata* shares of settlement fund computed on basis of claimants’ brand and generic purchases); *In re Lidoderm Antitrust Litig.*, No. 14-md-2521, ECF Nos. 1004-5, 1004-6, 1054 (N.D. Cal.) (*pro rata* shares of settlement fund computed on basis of claimants’ brand and generic purchases); *In re Aggrenox Antitrust Litig.*, No. 14-md-2516, ECF Nos. 733-1, 739 (D. Conn.) (*pro rata* shares of settlement fund computed on basis of purchases); *King Drug of Florence, Inc. v. Cephalon, Inc.*, No. 06-cv-1797, ECF Nos. 864-17, 870 (E.D. Pa.) (same); *In re Doryx Antitrust Litig. (Mylan Pharms., Inc. v. Warner Chilcott Public Ltd.)*, No. 12-cv-3824, ECF Nos. 452-3, 665 (E.D. Pa.) (same); *In re Tricor Direct Purchaser Antitrust Litig.*, No. 05-340, ECF Nos. 536-1, 543 (D. Del.) (*pro rata* shares of settlement fund computed on basis of claimants’ unit purchases in a product hop case).

⁵ A “Claimant” is any entity that timely submits a completed claim form. A Claimant’s percentage share will be zero if that Claimant timely submits a claim form but that Claimant’s claim is rejected because, for example, the Claimant did not purchase brand Loestrin 24 Fe, brand Minastrin 24 Fe, or generic Loestrin 24 Fe during the relevant time periods (described below) and does not have any valid assignment covering any such direct purchases. Allocations to Claimants whose right to settlement allocation arises by virtue of assignments from Class members would be determined in the same fashion as allocation for Class members. In these cases, the volumes of brand and generic purchases used to determine the allocation would be the volumes assigned to the Claimant by an otherwise eligible Class member (and the assignor Class member’s brand and generic purchase volumes would be reduced by the same amount). Leitzinger Allocation Declaration ¶ 5 & n.10. As the Claim Form will make clear, data submitted by a Claimant who files a Claim Form based on an assignment may be shared with the Claimant’s assignor Class member during the claims administration process.

⁶ *See* Leitzinger Allocation Declaration ¶¶ 6-7. Dr. Leitzinger previously submitted two reports and two

also have the option of submitting their own records or data showing their net unit purchases of brand Loestrin 24 Fe, brand Minastrin 24 Fe, and generic Loestrin 24 Fe (net of returns) during the relevant periods described below in, *inter alia*, Section 2.1, along with data regarding any relevant assignment agreement. Dr. Leitzinger will review any such submissions and confer with the Claims Administrator regarding the final calculations, which may include making any necessary and appropriate adjustments.⁷

Throughout this Allocation Plan, “purchases” refers to unit purchases of brand Loestrin 24 Fe, brand Minastrin 24 Fe, or generic Loestrin 24 Fe made directly from Defendants or directly from any manufacturer of generic Loestrin 24 Fe during the relevant time periods, or purchases that are covered by a Claimant’s assignment from a direct purchaser of such purchases, during the relevant time periods. The unit of purchase is a pill (tablet). “Purchases” throughout refers to net unit purchases, *i.e.*, gross purchases net of any returns and net of any purchases for which the Claimant or Class member has assigned away its rights to recovery in this litigation.⁸

As explained more fully below, Claimants’ *pro rata* shares will be based only on purchases made directly from Defendants or a manufacturer of generic Loestrin 24 Fe (or

declarations in this matter which addressed, among other issues, damages and class certification, and which the Court previously found supported class certification and were admissible and reliable under *Daubert v. Merrell Dow Pharmaceuticals, Inc.*, 509 U.S. 579 (1993). *See* Declaration of Jeffrey J. Leitzinger, Ph.D., July 30, 2018 (“Leitzinger Class Declaration”); Rebuttal Declaration of Jeffrey J. Leitzinger, Ph.D., Nov. 29, 2018 (“Leitzinger Class Rebuttal Declaration”); Expert Report of Jeffrey J. Leitzinger, Ph.D., Jan. 4, 2019 (“Leitzinger Merits Report”); Rebuttal Report of Jeffrey J. Leitzinger, Ph.D., Mar. 12, 2019 (“Leitzinger Merits Rebuttal Report”); *In re Loestrin 24 Fe Antitrust Litig.*, No. 13-md-2472, 2019 WL 3214257, at *17 (D.R.I. July 2, 2019) (certifying the class and denying defendants’ motion to exclude Dr. Leitzinger’s opinions and testimony); *see also id.* at *6 (discussing Dr. Leitzinger’s opinions regarding damages and finding that they “rest[] on a reliable foundation and [are] relevant to the task at hand.” (quotation and citation omitted)).

⁷ *See* Leitzinger Allocation Declaration ¶¶ 6-7.

⁸ *Id.* ¶ 5 & n.11.

covered by an assignment from a direct purchaser) during the relevant time periods.⁹

The proposed Allocation Plan is practical and efficient, using computerized sales data already obtained from Defendants and the generic Loestrin 24 Fe manufacturers during discovery.¹⁰ It also is a reasonable way to allocate the Net Settlement Fund, and is fair to all members of the Class, including those Class members that bought brand Loestrin 24 Fe, brand Minastrin 24 Fe, and/or those that bought generic Loestrin 24 Fe.¹¹

THE ALLOCATION PLAN

The Allocation Plan works as follows:

1.1 At the appropriate time and after receiving Court approval, the Claims Administrator, working with Dr. Leitzinger's firm Econ ONE Research, Inc. ("Econ One"), will provide a separate, individualized claim form (the "Claim Form") for each Class member. The Claim Form will expressly set forth the Class member's purchases of (a) net brand Loestrin 24 Fe direct purchases from September 1, 2009 through July 18, 2013;¹² (b) net brand Minastrin 24 Fe direct purchases for the period from July 24, 2013 through March 14, 2017;¹³ and (c) net generic Loestrin 24 Fe direct purchases for the period from January 6, 2014 through March 14, 2017.¹⁴ Thus, the Claim Form will set forth and this Plan of Allocation will allocate the Net

⁹ See *id.* ¶ 5 & n.10.

¹⁰ See Leitzinger Allocation Declaration ¶¶ 6-8.

¹¹ See *id.* ¶¶ 7-8.

¹² September 1, 2009 is the beginning of the Class Period and the beginning of the damages period Dr. Leitzinger analyzed in his prior reports. *Id.* ¶ 3.a; Leitzinger Class Declaration ¶ 5 & n.4; Leitzinger Merits Report ¶ 5 & n.6. July 18, 2013 is the last date that Loestrin 24 Fe was sold to a direct purchaser according to the sales data produced by Warner Chilcott in this litigation. Leitzinger Allocation Declaration ¶ 3.a.

¹³ July 24, 2013 is the first date on which Minastrin 24 Fe was sold according to the sales data produced by Warner Chilcott in this litigation and March 14, 2017 is the end of the Class Period and the end of the damages period for which Dr. Leitzinger measured damages in his prior reports. Leitzinger Allocation Declaration ¶ 3.b; Leitzinger Class Declaration ¶ 5 & n.4; Leitzinger Merits Report ¶ 5 & n.6.

¹⁴ January 6, 2014 is the first date on which generic Loestrin 24 Fe was sold according to the sales data

Settlement Fund based on each Class member's brand and generic Loestrin 24 Fe and brand Minastrin 24 Fe direct purchases from September 1, 2009 through March 14, 2017 since, according to the sales data produced in this litigation, Class members did not purchase brand Loestrin 24 Fe after July 18, 2013, brand Minastrin 24 Fe prior to July 24, 2013, or generic Loestrin 24 Fe before January 6, 2014.¹⁵ Dr. Leitzinger can calculate these figures using the sales data produced during discovery by Defendants and the manufacturers of generic Loestrin 24 Fe.¹⁶ The Claim Form will request that the Class member verify the accuracy of the information contained in the Claim Form and will provide instructions for challenging any of the figures or computations contained in the Claim Form. If a Class member agrees that the information in the Claim Form is accurate, it will be asked to sign and return the Claim Form to the Claims Administrator.¹⁷ If a Class member believes that the information contained in its Claim Form is not accurate, that Class member may submit its own purchase data pursuant to the procedures described below.

1.2 The Claim Form will request the Claimant's full name and mailing address for correspondence regarding the distribution of the Net Settlement Fund, and the identity and contact information for the person responsible for overseeing the claims process for

produced by the generic manufacturers in this litigation and March 14, 2017 is the end of the damages period for which Dr. Leitzinger measured damages in his previous reports. Leitzinger Allocation Declaration ¶ 3.c; Leitzinger Class Declaration ¶ 5 & n.4; Leitzinger Merits Report ¶ 5 & n.6.

¹⁵ See *supra* nn. 12-14; Leitzinger Allocation Declaration ¶ 3.

¹⁶ See Leitzinger Allocation Declaration ¶ 6 & n.11 (explaining that these totals can be calculated from the sales data produced in this case, and that he has already performed preliminary calculations of each Class member's net purchases that account for known assignments to the retailer plaintiffs that have previously opted out of the Class, Walgreen Co., The Kroger Co., Safeway Inc., HEB Grocery Company L.P., Albertson's LLC, Rite Aid Corp., Rite Aid Hdqtrs. Corp., and CVS Pharmacy, Inc.); see also *id.* ¶ 7.

¹⁷ In order to help the Claimant verify that the purchase totals contained in the Claim Form is accurate, the brand Loestrin 24 Fe, brand Minastrin 24 Fe, and generic Loestrin 24 Fe National Drug Codes ("NDCs") will be listed on the Claim Form. The NDCs are standard codes maintained by the FDA and used in the pharmaceutical industry to identify specific pharmaceutical products, and allow Claimants to understand precisely what purchases are being considered for purposes of allocation.

the Claimant. In addition, the Claim Form will include the release language contained in the settlement agreement with Defendants. Each Claimant will be required to execute the Claim Form in exchange for receiving any distribution from the Net Settlement Fund.

1.3 *Timeliness.* The submission of the Claim Form to the Claims Administrator (with any necessary supporting documentation if the Claimant disagrees with the information contained in its Claim Form) will be deemed timely if it is received or postmarked within 30 days of the date the Claim Forms were mailed. At Class Counsel's discretion, this deadline may be extended by up to 45 days without additional approval of the Court. Class Counsel may also seek further extensions of the deadline by order of the Court after any such initial extension.

2. Calculation of Weighted *Pro Rata* Shares of the Net Settlement Fund.

2.1 Each Claimant's allocated share of the Net Settlement Fund will be set in proportion to each Claimant's weighted combined total of (a) total net brand Loestrin 24 Fe purchases from September 1, 2009 through July 18, 2013; (b) total net brand Minastrin 24 Fe purchases for the period from July 24, 2013 through March 14, 2017; and (c) total net generic Loestrin 24 Fe purchases for the period from January 6, 2014 through March 14, 2017.¹⁸ The manufacturers that sold generic Loestrin 24 Fe during this time period, January 6, 2014 through March 14, 2017, were Amneal (which purchased Watson's ANDA for generic Loestrin 24 Fe), Mylan, Generics Bidco 24, Northstar, Teva/Barr, Actavis, and Lupin.¹⁹ Warner Chilcott sold brand Loestrin 24 Fe and brand Minastrin 24 Fe during the relevant time periods.²⁰ The

¹⁸ The dates utilized in this Plan of Allocation are explained above in Section 1.1 and footnotes 12-14.

¹⁹ Leitzinger Allocation Declaration ¶¶ 3, 5 n.8. Dr. Leitzinger used generic Loestrin 24 Fe sales data produced by these same generic manufacturers in his prior damages calculations, during the litigation. Leitzinger Allocation Declaration ¶ 3 n.8; Leitzinger Class Declaration ¶ 22; Leitzinger Merits Report ¶ 22.

²⁰ Leitzinger Class Declaration ¶¶ 22-23; Leitzinger Merits Report ¶¶ 22-23.

Allocation Plan utilizes the weighted totals of each Claimant's purchases of brand Loestrin 24 Fe, brand Minastrin 24 Fe, and generic Loestrin 24 Fe to account for the different amount of overcharge associated with purchases of brand and generic products, as described in Section 2.3.²¹

2.2 The allocation computation will be based on the following information (whether from the data already produced in discovery or from submissions by Claimants): (a) each Claimant's net brand Loestrin 24 Fe purchases from September 1, 2009 through July 18, 2013; (b) each Claimant's net brand Minastrin 24 Fe purchases for the period from July 24, 2013 through March 14, 2017; (c) each Claimant's net generic Loestrin 24 Fe purchases for the period from January 6, 2014 through March 14, 2017; and (d) the combined total of net unit purchases of brand Loestrin 24 Fe from September 1, 2009 through July 18, 2013, brand Minastrin 24 Fe from July 24, 2013 through March 14, 2017, and generic Loestrin 24 Fe from January 6, 2014 through March 14, 2017 made by all Claimants with valid, accepted Claim Forms.

2.3 According to Dr. Leitzinger's prior damages calculations, the Class suffered a lower average per-unit overcharge on generic purchases than it did on brand purchases. According to Dr. Leitzinger's calculations, the average per-unit overcharge on generic purchases is 7% of the average per-unit overcharge on brand Loestrin 24 Fe and brand Minastrin 24 Fe purchases.²² This is because damages on brand purchases were calculated as the difference between the high brand price and the much lower generic price; while damages on generic purchases were calculated as the difference between the (already low) generic price and the even

²¹ Leitzinger Allocation Declaration ¶ 5.

²² *Id.*

lower generic price that would have prevailed with earlier generic competition.²³ Accordingly, the Allocation Plan weighs each generic Loestrin 24 Fe purchase as .07 (or 7%) of a brand Loestrin 24 Fe or brand Minastrin 24 Fe purchase.²⁴

2.4 To calculate the *pro rata* share for each Claimant of the Net Settlement Fund, the Claims Administrator, working with Dr. Leitzinger, will take (a) each Claimant's weighted combined total net purchases of brand Loestrin 24 Fe purchases from September 1, 2009 through July 18, 2013, brand Minastrin 24 Fe purchases from July 24, 2013 through March 14, 2017, and generic Loestrin 24 Fe purchases from January 6, 2014 through March 14, 2017, and divide it by (b) the weighted combined total purchases by all Claimants who timely submit valid, accepted Claim Forms of brand Loestrin 24 Fe purchases from September 1, 2009 through July 18, 2013, brand Minastrin 24 Fe from July 24, 2013 through March 14, 2017, and generic Loestrin 24 Fe from January 6, 2014 through March 14, 2017. This calculation will yield each Claimant's *pro rata* share of the Net Settlement Fund.²⁵ Using data produced in discovery, Dr. Leitzinger has already performed a preliminary computation of net brand Loestrin 24 Fe, net brand Minastrin 24 Fe, and net generic Loestrin 24 Fe purchases for each Class member, and can use these figures to calculate the percentage shares of the Net Settlement Fund due to each Class member.²⁶ Should any Class member fail to submit a claim or should any Claimant document and submit an alternative amount of purchases that is approved by the Claims Administrator (in consultation with Dr. Leitzinger and Class Counsel), the Claimant's shares will be recalculated

²³ *Id.*

²⁴ *Id.*

²⁵ *Id.*

²⁶ *See id.* ¶ 6.

accordingly.²⁷

2.5 The final calculations of each Claimant's *pro rata* share will then be applied to the Net Settlement Fund to determine each Claimant's allocated share.

3. Processing of Claims.

3.1 All Claims will be reviewed and processed by the Claims Administrator, with assistance from Dr. Leitzinger and his staff at Econ One as required and appropriate.

3.2 *Acceptance and Rejection.* The Claims Administrator shall first determine whether a Claim Form received is timely, properly completed, and signed. If a Claim Form is incomplete, the Claims Administrator shall communicate with the Claimant via First Class Mail, email, or telephone regarding the deficiency. Claimants will then have 21 days from the date they are contacted by the Claims Administrator regarding the deficiency to cure any such deficiency. If any Claimant fails to correct the deficiency within this time, the claim may be rejected and the Claimant shall be notified by letter stating the reason for rejection. The Claims Administrator will then review all completed, non-deficient Claim Forms to determine whether each will be accepted or rejected and, will notify any Claimants whose Claim Forms are rejected by letter stating that the Claimant's Claim Form is rejected and stating the reason for rejection. Any Claimant whose Claim Form is rejected may seek review by the Court via the appeals process described in Section 7.2 below.

3.3 All late Claims Forms that are otherwise complete will be processed by the Claims Administrator, but marked as "Late Approved Claims." If Class Counsel conclude that, in their judgment, any such "Late Approved Claims" should ultimately not be accepted,²⁸

²⁷ See *id.* ¶¶ 6-7.

²⁸ Cf. *Kuehbeck v. Genesis Microchip Inc.*, No. C02-05344, 2007 WL 2382030, at *1 (N.D. Cal. Aug. 17, 2007) (authorizing distribution to timely filed claims and valid claims that were submitted late). Courts have approved

the Claimant will be so notified, and then may seek review by the Court via the appeals process described in Section 7.2 below.

3.4 *The Pro Rata Distribution Calculation.* The Claims Administrator, in conjunction with Dr. Leitzinger, will be responsible for determining the total amount each Claimant will receive from the Net Settlement Fund. Once the Claims Administrator has determined which Claimants' claims are approved, the Claims Administrator will work with Dr. Leitzinger to calculate each Claimant's *pro rata* share of the Net Settlement Fund as determined by the calculation described above in Section 2.²⁹

4. Processing Challenged Claims.

4.1 The Claims Administrator, in conjunction with Dr. Leitzinger and Class Counsel, shall review any and all written challenges by Claimants to the determinations of the Claims Administrator. If upon review of a challenge and supporting documentation, the Claims Administrator decides to amend or modify its determination of any Claimant's net unit purchases, distribution amount, and or *pro rata* share of the Net Settlement Fund, it shall advise the Claimant who made the challenge. These determinations shall be final, subject to the appeals process described in Section 7.2 below.

4.2 Where the Claims Administrator determines that a challenge requires additional information or documentation, it will so advise the Claimant and provide that Claimant an opportunity to cure the deficiency within 25 days. If that Claimant fails to cure the deficiency within that time, the challenge may be rejected and the Claimant will be notified of

similar provisions in similar generic suppression cases. *See, e.g., In re Solodyn (Minocycline Hydrochloride) Antitrust Litig.*, 14-md-02503, ECF Nos. 1163-4 § 3.3, 1179 (D. Mass.) (approving a similar provision regarding late claims); *In re Lidoderm Antitrust Litig.*, 14-md-02521, ECF Nos. 1004-5 § 3.3, 1054 (N.D. Cal.) (same).

²⁹ *See* Leitzinger Allocation Declaration ¶¶ 6-7; *see also id.* ¶ 5.

the rejection of its challenge by mail, which notification shall be deemed final subject to any appeal and decision by the Court.

4.3 If the Claims Administrator concludes that it has enough information to properly evaluate a challenge and maintains that its initial determinations were correct, it will so inform the Claimant in writing, which notification shall be deemed final subject to any appeal and decision by the Court.

5. Report to Court Regarding Distribution of Net Settlement Fund.

5.1 After the Claims Administrator reviews all submitted claims and works with Dr. Leitzinger to determine the amount each Claimant is entitled to receive from the Net Settlement Fund, the Claims Administrator will prepare a final report for the Court's review and approval. The report will explain the tasks and methodologies employed by the Claims Administrator in processing the claims and administering the Allocation Plan. It will also contain (a) a list of Class members or other Claimants (if any) who filed Claim Forms that were rejected and the reasons, (b) a list of challenges (if any) to the estimated distribution amounts that were rejected and the reasons, and (c) the date any such Claimant whose challenge was rejected was informed by the Claims Administrator, for purposes of calculating the timeliness of any appeal using the procedures set forth below. Finally, the final report shall contain an accounting of the expenses associated with the Allocation Plan, including bills from Econ One and the Claims Administrator, any taxes that are due and owing, and any other fees or expenses associated with the settlement allocation process.

6. Payment to the Claimants.

6.1 Upon Court approval of the final report and declaration of the Claims Administrator, the Claims Administrator shall issue a check or wire payable to each Claimant

who has submitted a complete and valid Claim Form.

6.2 It is anticipated that the entire Net Settlement Fund will be distributed in a single distribution. However, subject to further order of the Court, any monies from the Net Settlement Fund that remain unclaimed after the first distribution shall, if economically feasible, be distributed to Claimants in an additional distribution or distributions on the basis of the same calculations of the Claimants' *pro rata* weighted combined total of brand Loestrin 24 Fe, brand Minastrin 24 Fe, and generic Loestrin 24 Fe purchases described above.

6.3 Insofar as the Net Settlement Fund includes residual funds after distribution or distributions as set forth in the preceding sections that cannot be economically distributed to the Claimants (because of the costs of distribution as compared to the amount remaining), Class Counsel shall make an application to the Court for such sums to be used to make *cy pres* payments for the benefit of members of the Class.³⁰

7. Resolution of Disputes.

7.1 In the event of any disputes between Claimants and the Claims Administrator on any subject (*e.g.*, timeliness, required completeness or documentation of a claim, or the calculation of the Claimant's unit purchases, share of the net settlement fund, and/or amount payable), the decision of the Claims Administrator shall be final, subject to the Claimant's right to seek review by the Court. In notifying a Claimant of the final rejection of a Claim or a challenge thereto, the Claims Administrator shall notify the Claimant of its right to seek such review.

7.2 Any such appeal by a Claimant must be submitted in writing to the Court,

³⁰ In the experience of Class Counsel, based on numerous prior distributions in similar cases, all net settlement proceeds are typically distributed in a single distribution, obviating the need for additional distributions or for any *cy pres* payments.

with copies to the Claims Administrator and Class Counsel, within 21 days of the Claims Administrator's final rejection notification to the Claimant.

Dated: February 24, 2020

Respectfully submitted,

/s/ Thomas M. Sobol

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