

1 **BERNSTEIN LITOWITZ BERGER**  
2 **& GROSSMANN LLP**  
3 RICHARD D. GLUCK  
(Bar No. 151675)  
4 rich.gluck@blbglaw.com  
12481 High Bluff Drive, Suite 300  
5 San Diego, CA 92130  
Telephone: (858) 793-0070  
Facsimile: (858) 793-0323

6 -and-

7 **KESSLER TOPAZ**  
8 **MELTZER & CHECK, LLP**  
9 ELI R. GREENSTEIN  
(Bar No. 217945)  
egreenstein@ktmc.com  
10 One Sansome Street, Suite 1850  
San Francisco, CA 94104  
Telephone: (415) 400-3000  
11 Facsimile: (415) 400-3001

12 *Counsel for Class Representatives*

13 *[Additional counsel on signature page]*

14 **UNITED STATES DISTRICT COURT**  
15 **CENTRAL DISTRICT OF CALIFORNIA**  
16 **SOUTHERN DIVISION**

17 IN RE ALLERGAN, INC. PROXY  
18 VIOLATION SECURITIES  
LITIGATION

**Case No. 8:14-cv-02004-DOC-KESx**  
**CLASS ACTION**

**REPLY IN FURTHER SUPPORT  
OF: (I) PLAINTIFFS' MOTION  
FOR FINAL APPROVAL OF THE  
PROPOSED SETTLEMENT AND  
PLAN OF ALLOCATION; AND (II)  
LEAD COUNSEL'S MOTION FOR  
AN AWARD OF ATTORNEYS'  
FEES AND REIMBURSEMENT OF  
LITIGATION EXPENSES**

Hearing Date: June 12, 2018  
Time: 4:00 p.m.  
Courtroom: 9D (Santa Ana)  
Judge: Hon. David O. Carter

24  
25  
26  
27  
28

**TABLE OF CONTENTS**

**Page**

I. PRELIMINARY STATEMENT ..... 1

II. THE REACTION OF THE CLASS SUPPORTS APPROVAL OF THE SETTLEMENT, THE PLAN OF ALLOCATION AND THE REQUESTED ATTORNEYS’ FEES AND LITIGATION EXPENSES ..... 2

    A. The Court-Approved Robust Notice Program..... 2

    B. The Reaction of the Class Supports Approval of the Settlement and Plan of Allocation ..... 3

    C. The Class’s Reaction Supports Approval of the Fee and Expense Request..... 4

III. CONCLUSION ..... 4

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**TABLE OF AUTHORITIES**

	<b>Cases</b>	<b>Page(s)</b>
1		
2		
3		
4	<i>In re AOL Time Warner, Inc. Sec. &amp; “ERISA” Litig.</i> ,	
5	2006 WL 903236 (S.D.N.Y. Apr. 6, 2006).....	3
6	<i>In re Biolase, Inc. Sec. Litig.</i> ,	
7	2015 WL 12720318 (C.D. Cal. Oct. 13, 2015).....	3
8	<i>Destefano v. Zynga, Inc.</i> ,	
9	2016 WL 537946 (N.D. Cal. Feb. 11, 2016).....	3, 4
10	<i>In re Heritage Bond Litig.</i> ,	
11	2005 WL 1594403 (C.D. June 10, 2005) .....	4
12	<i>Nat’l Rural Telecomms. Coop. v. DIRECTV, Inc.</i> ,	
13	221 F.R.D. 523 (C.D. Cal. 2004) .....	3
14	<i>In re Nuvelo, Inc. Sec. Litig.</i> ,	
15	2011 WL 2650592 (N.D. Cal. July 6, 2011).....	4
16	<i>In re Omnivision Techs., Inc.</i> ,	
17	559 F. Supp. 2d 1036 (N.D. Cal. 2008) .....	3
18	<i>Patel v. Axesstel, Inc.</i> ,	
19	2015 WL 645073 (S.D. Cal. Oct. 23, 2015) .....	4
20	<i>In re Rite Aid Corp. Sec. Litig.</i> ,	
21	396 F.3d 294 (3d Cir. 2005).....	4
22		
23		
24		
25		
26		
27		
28		
	<b>Statutes</b>	
	28 U.S.C. § 1715 .....	2

1 Court-appointed Class Representatives State Teachers Retirement System of  
2 Ohio, Iowa Public Employees Retirement System and Patrick T. Johnson (collectively,  
3 “Plaintiffs”), on behalf of themselves and the other members of the Court-certified  
4 Class, and Lead Counsel respectfully submit this memorandum in further support of:  
5 (i) Plaintiffs’ Motion for Final Approval of Class Action Settlement and Approval of  
6 Plan of Allocation (ECF No. 617); and (ii) Lead Counsel’s Motion for an Award of  
7 Attorneys’ Fees and Reimbursement of Litigation Expenses (ECF No. 618) (together,  
8 the “Motions”).<sup>1</sup>

### 9 I. PRELIMINARY STATEMENT

10 The reaction of the Class confirms that the proposed \$250 million Settlement is  
11 an excellent result. Following an extensive Court-approved notice program—  
12 including mailing of the Settlement Notice to over 61,700 potential Class Members  
13 and nominees and publication of a summary notice in multiple media—*not a single*  
14 *member of the Class objected to any aspect of the Settlement, the Plan of Allocation*  
15 *or the requested fees and expenses*. This represents a significant endorsement of all  
16 aspects of the proposed Settlement and requested fees from the very group to whom  
17 these issues matter the most—the Class itself.

18 In addition, all three Plaintiffs—including the two sophisticated, institutional  
19 investor Lead Plaintiffs—have expressly endorsed the Settlement, Plan of Allocation  
20 and requested attorneys’ fees and expenses in sworn declarations. *See* ECF Nos. 619-  
21 8, ¶¶ 8-9, 11-12; 619-9, ¶¶ 8-9, 11-12; and 619-10, ¶¶ 6-9. As explained herein, the  
22 unanimous reaction of the Class and the fact that there are *zero* objections to the  
23 Settlement, Plan of Allocation or motion for fees and expenses powerfully support the  
24 Court’s approval of both pending Motions.

25  
26 <sup>1</sup> Unless otherwise noted, capitalized terms have the meanings ascribed to them in  
27 the Stipulation and Agreement of Settlement dated as of January 26, 2018 (ECF No.  
28 606) or in the Joint Declaration of Mark Lebovitch and Lee Rudy in Support of (I)  
Plaintiffs’ Motion for Final Approval of the Proposed Settlement and Plan of  
Allocation and (II) Lead Counsel’s Motion for Award of Attorneys’ Fees and  
Reimbursement of Litigation Expenses (ECF No. 619).

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**II. THE REACTION OF THE CLASS SUPPORTS APPROVAL OF THE SETTLEMENT, THE PLAN OF ALLOCATION AND THE REQUESTED ATTORNEYS’ FEES AND LITIGATION EXPENSES**

Plaintiffs and Lead Counsel respectfully submit that their submissions with the Court on April 25, 2018 (the “Opening Papers”) amply demonstrate why the Settlement, Plan of Allocation and request for attorneys’ fees and expenses are fair and reasonable. Now that the time for submitting objections has passed, the lack of any objections provides additional strong support for approval of the Motions.

**A. The Court-Approved Robust Notice Program**

Pursuant to the Court’s Preliminary Approval Order (ECF No. 614), the Claims Administrator, under the supervision of Lead Counsel, conducted a robust notice program, including mailing Settlement Notice Packets to over 61,700 potential Class Members and nominees, publishing the Summary Settlement Notice in *The Wall Street Journal*, *The New York Times*, and *The Financial Times* and over *PR Newswire* and posting the Settlement Notice, along with the Opening Papers, on the website for the Action (i.e., [www.allerganproxyviolationsecuritieslitigation.com](http://www.allerganproxyviolationsecuritieslitigation.com)).<sup>2</sup>

The Settlement Notice informed Class Members of the terms of the proposed Settlement and Plan of Allocation, and that Lead Counsel would apply for an award of attorneys’ fees in an amount not to exceed 25% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed \$8.5 million. *See* Settlement Notice ¶¶ 5, 63. The Settlement Notice also advised Class Members of their right to object to the proposed Settlement, the Plan of Allocation and/or the request for

---

<sup>2</sup> The notice program is described in the previously filed Affidavit of Jose C. Fraga Regarding (A) Mailing of the Settlement Notice and Claim Form; and (B) Publication of the Summary Settlement Notice dated April 25, 2018 (ECF No. 619-2), ¶¶ 3-11. *See also* Supplemental Affidavit of Jose C. Fraga Regarding Mailing of Settlement Notice and Claim Form dated May 23, 2018 (the “Supp. Fraga Aff.”), filed herewith. In addition, pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. § 1715(b), notice of the Settlement was also provided by Defendants to the United States Attorney General and the State and Territory Attorneys General.

1 attorneys' fees and expenses, and the May 9, 2018 deadline for doing so. *See*  
2 Settlement Notice, at 2 and ¶¶ 66-70.<sup>3</sup>

3 Following this extensive notice program, *not a single* Class Member has  
4 objected to the Settlement, the Plan of Allocation or Lead Counsel's application for  
5 fees and expenses.

6 **B. The Reaction of the Class Supports Approval of the Settlement and**  
7 **Plan of Allocation**

8 The absence of any objections from Class Members strongly supports a finding  
9 that the Settlement is fair, reasonable, and adequate. *See Destefano v. Zynga, Inc.*, 2016  
10 WL 537946, at \*13 (N.D. Cal. Feb. 11, 2016) ("By any standard, the lack of objection  
11 of the Class Members favors approval of the Settlement."); *In re Biolase, Inc. Sec.*  
12 *Litig.*, 2015 WL 12720318, at \*6 (C.D. Cal. Oct. 13, 2015) (finding class's positive  
13 reaction and absence of objections favored granting final approval of settlement); *In re*  
14 *Omnivision Techs., Inc.*, 559 F. Supp. 2d 1036, 1043 (N.D. Cal. 2008) (finding reaction  
15 of class favored approval of settlement where "only 3 out of 57,630 potential Class  
16 Members" submitted objections); *Nat'l Rural Telecomms. Coop. v. DIRECTV, Inc.*, 221  
17 F.R.D. 523, 529 (C.D. Cal. 2004) ("[T]he absence of a large number of objections to a  
18 proposed class action settlement raises a strong presumption that the terms of a  
19 proposed class settlement action are favorable to the class members.").

20 Moreover, the absence of objections from institutional investors, sophisticated  
21 investors with ample means and incentive to object to the Settlement if they deemed it  
22 unsatisfactory, is further evidence of the Settlement's fairness. *See In re AOL Time*  
23 *Warner, Inc. Sec. & "ERISA" Litig.*, 2006 WL 903236, at \*10 (S.D.N.Y. Apr. 6, 2006)  
24 (the lack of objections from institutional investors supported approval of settlement).

25 The lack of objections also supports approval of the Plan of Allocation. *See*,

26  
27 <sup>3</sup> As noted above, the Summary Settlement Notice, which informed readers of the  
28 proposed Settlement, how to obtain copies of the Settlement Notice and Claim Form,  
and the deadlines for the submission of Claim Forms and objections, was published in  
three major publications and released over the Internet.

1 *e.g.*, *Patel v. Axesstel, Inc.*, 2015 WL 6458073, at \*7 (S.D. Cal. Oct. 23, 2015)  
2 (approving plan of allocation where it “was laid out in detail in the notice, and no class  
3 members objected”); *In re Heritage Bond Litig.*, 2005 WL 1594403, at \*11 (C.D. Cal.  
4 June 10, 2005) (“The fact that there has been no objection to this plan of allocation  
5 favors approval of the Settlement.”).

6 **C. The Class’s Reaction Supports Approval of the Fee and Expense**  
7 **Request**

8 The positive reaction of the Class should also be considered with respect to Lead  
9 Counsel’s motion for an award of attorneys’ fees and reimbursement of Litigation  
10 Expenses. The absence of any objections by Class Members to the requested attorneys’  
11 fees and expenses supports a finding that these requests are fair and reasonable. *See*,  
12 *e.g.*, *Destefano*, 2016 WL 537946, at \*18 (finding “the lack of objections by any Class  
13 Members” to support the 25% fee award); *In re Nuvelo, Inc. Sec. Litig.*, 2011 WL  
14 2650592, at \*3 (N.D. Cal. July 6, 2011) (finding only one objection to the fee request  
15 to be “a strong, positive response from the class, supporting an upward adjustment of  
16 the benchmark [fee award]”); *Heritage Bond*, 2005 WL 1594403, at \*21 (“The absence  
17 of objections or disapproval by class members to Class Counsel’s fee request further  
18 supports finding the fee request reasonable.”). Additionally, as with approval of the  
19 Settlement, the lack of any objections by sophisticated institutional investors  
20 particularly supports approval of the fee request. *See In re Rite Aid Corp. Sec. Litig.*,  
21 396 F.3d 294, 305 (3d Cir. 2005) (the fact that “a significant number of investors in the  
22 class were ‘sophisticated’ institutional investors that had considerable financial  
23 incentive to object had they believed the requested fees were excessive” and did not do  
24 so, supported approval of the fee request).

25 **III. CONCLUSION**

26 For the foregoing reasons and the reasons set forth in the Opening Papers,  
27 Plaintiffs and Lead Counsel respectfully request that the Court approve the Settlement,  
28 the Plan of Allocation, and the requested attorneys’ fees and Litigation Expenses.



1 Attached hereto as Exhibit 1 is a copy of the proposed Judgment Approving  
2 Class Action Settlement, which is the same as the Judgment previously submitted to  
3 the Court as an exhibit to the Stipulation (ECF No. 606-5), except that certain dates  
4 have been filled in. Attached hereto as Exhibits 2 and 3, respectively, are the proposed  
5 Order Approving Plan of Allocation of Net Settlement Fund and proposed Order  
6 Awarding Attorneys' Fees and Reimbursement of Litigation Expenses.

7  
8 DATED: May 23, 2018

Respectfully submitted,  
BERNSTEIN LITOWITZ BERGER  
& GROSSMANN LLP

9  
10 /s/ Mark Lebovitch  
11 MARK LEBOVITCH (*Pro Hac Vice*)  
12 markl@blbglaw.com  
13 JEREMY P. ROBINSON (*Pro Hac Vice*)  
14 jeremy@blbglaw.com  
15 MICHAEL D. BLATCHLEY (*Pro Hac Vice*)  
16 michaelb@blbglaw.com  
17 EDWARD G. TIMLIN (*Pro Hac Vice*)  
18 edward.timlin@blbglaw.com  
19 1251 Avenue of the Americas, 44th Floor  
20 New York, NY 10020  
21 Telephone: (212) 554-1400  
22 Facsimile: (212) 554-1444

23 -and-

24 RICHARD D. GLUCK (Bar No. 151675)  
25 rich.gluck@blbglaw.com  
26 12481 High Bluff Drive, Suite 300  
27 San Diego, CA 92130  
28 Telephone: (858) 793-0070  
Facsimile: (858) 793-0323

KESSLER TOPAZ  
MELTZER & CHECK, LLP  
ELI R. GREENSTEIN (Bar No. 217945)  
egreenstein@ktmc.com  
STACEY M. KAPLAN (Bar No. 241989)  
skaplan@ktmc.com  
PAUL A. BREUCOP (Bar No. 278807)  
pbreucop@ktmc.com  
One Sansome Street, Suite 1850  
San Francisco, CA 94104  
Telephone: (415) 400-3000  
Facsimile: (415) 400-3001

-and-



1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

LEE RUDY (*Pro Hac Vice*)  
lrudy@ktmc.com  
JOSH D' ANCONA (*Pro Hac Vice*)  
jdancona@ktmc.com  
JUSTIN O. RELIFORD (*Pro Hac Vice*)  
jreliford@ktmc.com  
280 King of Prussia Road  
Radnor, PA 19087  
Telephone: (610) 667-7706  
Facsimile: (610) 667-7056

*Lead Counsel for Class Representatives and the Class*

MURRAY MURPHY MOUL  
BASIL LLP  
BRIAN K. MURPHY (*Pro Hac Vice*)  
murphy@mmb.com  
JOSEPH F. MURRAY (*Pro Hac Vice*)  
murray@mmb.com  
1114 Dublin Road  
Columbus, OH 43215  
Telephone: (614) 488-0400  
Facsimile: (614) 488-0401

*Special Counsel for the Ohio Attorney General*

# **EXHIBIT 1**

1 UNITED STATES DISTRICT COURT  
2 CENTRAL DISTRICT OF CALIFORNIA  
3 SOUTHERN DIVISION

4 IN RE ALLERGAN, INC. PROXY  
5 VIOLATION SECURITIES  
6 LITIGATION

7 Case No. 8:14-cv-02004-DOC-KESx  
8 CLASS ACTION  
9 **JUDGMENT APPROVING CLASS  
10 ACTION SETTLEMENT**

11 WHEREAS, a class action is pending in this Court entitled *In re Allergan,*  
12 *Inc. Proxy Violation Securities Litigation*, Case No. 8:14-cv-2004-DOC-KESx  
13 (C.D. Cal.) (the “Action”);

14 WHEREAS, by Order dated March 15, 2017, this Court certified the Action  
15 to proceed as a class action on behalf of all persons who sold Allergan, Inc.  
16 (“Allergan”) common stock contemporaneously with purchases of Allergan  
17 common stock made or caused by Defendants during the period February 25, 2014  
18 through April 21, 2014, inclusive (the “Class Period”) and were damaged thereby  
19 (the “Class”);<sup>1</sup>

---

20 <sup>1</sup> A person is considered to have sold “contemporaneously” if he, she, or it sold  
21 Allergan common stock on a trading day during the Class Period. Excluded from  
the Class by definition are: Defendants; their Officers and directors during the Class  
Period; Immediate Family Members of the individual Defendants and of the  
excluded Officers and directors; any entity in which any of the foregoing has or had  
a controlling interest; any affiliates, parents or subsidiaries of the Defendants; the

1           WHEREAS, pursuant to this Court’s Order dated June 14, 2017, the Notice  
2 of Pendency of Class Action (the “Class Notice”) was mailed to potential members  
3 of the Class to notify them of, among other things: (i) the Action pending against  
4 Defendants; (ii) the Court’s certification of the Action to proceed as a class action  
5 on behalf of the Class; and (iii) their right to request to be excluded from the Class,  
6 the effect of remaining in the Class or requesting exclusion, and the requirements  
7 for requesting exclusion;

8           WHEREAS, (i) State Teachers Retirement System of Ohio, Iowa Public  
9 Employees Retirement System, and Patrick T. Johnson (collectively, “Plaintiffs”),  
10 on behalf of themselves and the other members of the Class (defined below); and (ii)  
11 defendants Valeant Pharmaceuticals International, Inc., Valeant Pharmaceuticals  
12 International, and J. Michael Pearson (collectively, the “Valeant Defendants”) and  
13 Pershing Square Capital Management, L.P., PS Management GP, LLC, PS Fund 1,  
14 LLC, Pershing Square, L.P., Pershing Square II, L.P., Pershing Square GP, LLC,  
15 Pershing Square Holdings, Ltd., Pershing Square International, Ltd., and William  
16 Ackman (collectively, the “Pershing Defendants,” together with the Valeant  
17 Defendants, “Defendants,” and, together with Plaintiffs, the “Parties”) have entered

18 \_\_\_\_\_  
19 legal representatives, agents, affiliates, heirs, successors or assigns of any of the  
20 foregoing, in their capacities as such; and Nomura International plc, and any of its  
21 affiliates, parents, or subsidiaries. Also excluded from the Class are any persons that  
submitted a request for exclusion as set forth on Exhibit 1 hereto.

1 into a Stipulation and Agreement of Settlement dated January 26, 2018 (the  
2 “Stipulation”), that provides for a complete dismissal with prejudice of the claims  
3 asserted against Defendants in the Action on the terms and conditions set forth in the  
4 Stipulation, subject to the approval of this Court (the “Settlement”);

5 WHEREAS, unless otherwise defined in this Judgment, the capitalized terms  
6 herein shall have the same meaning as they have in the Stipulation;

7 WHEREAS, by Order dated March 19, 2018 (the “Preliminary Approval  
8 Order”), this Court: (i) preliminarily approved the Settlement; (ii) ordered that  
9 notice of the proposed Settlement be provided to the Class; (iii) provided Class  
10 Members with the opportunity to object to the proposed Settlement; and  
11 (iv) scheduled a hearing regarding final approval of the Settlement;

12 WHEREAS, due and adequate notice has been given to the Class;

13 WHEREAS, the Court conducted a hearing on June 12, 2018 (the “Settlement  
14 Hearing”) to consider, among other things, (i) whether the terms and conditions of  
15 the Settlement are fair, reasonable, and adequate to the Class, and should therefore  
16 be approved; and (ii) whether a judgment should be entered dismissing the Action  
17 with prejudice as against the Defendants; and

18 WHEREAS, the Court having reviewed and considered the Stipulation, all  
19 papers filed and proceedings held herein in connection with the Settlement, all oral  
20  
21

1 and written comments received regarding the Settlement, and the record in the  
2 Action, and good cause appearing therefor;

3 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

4 1. **Jurisdiction** – The Court has jurisdiction over the subject matter of the  
5 Action, and all matters relating to the Settlement, as well as personal jurisdiction  
6 over all of the Parties and each of the Class Members.

7 2. **Incorporation of Settlement Documents** – This Judgment  
8 incorporates and makes a part hereof: (i) the Stipulation filed with the Court on  
9 January 26, 2018; and (ii) the Settlement Notice and the Summary Settlement  
10 Notice, both of which were filed with the Court on January 26, 2018.

11 3. **Settlement Notice** – The Court finds that the dissemination of the  
12 Settlement Notice and the publication of the Summary Settlement Notice: (i) were  
13 implemented in accordance with the Preliminary Approval Order; (ii) constituted the  
14 best notice practicable under the circumstances; (iii) constituted notice that was  
15 reasonably calculated, under the circumstances, to apprise Class Members of (a) the  
16 effect of the proposed Settlement (including the Releases to be provided thereunder),  
17 (b) Lead Counsel’s motion for an award of attorneys’ fees and reimbursement of  
18 Litigation Expenses; (c) their right to object to any aspect of the Settlement, the Plan  
19 of Allocation, and/or Lead Counsel’s motion for attorneys’ fees and reimbursement  
20 of Litigation Expenses, and (d) their right to appear at the Settlement Hearing; (iv)

1 constituted due, adequate, and sufficient notice to all persons and entities entitled to  
2 receive notice of the proposed Settlement; and (v) satisfied the requirements of Rule  
3 23 of the Federal Rules of Civil Procedure, the United States Constitution (including  
4 the Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15  
5 U.S.C. § 78u-4, as amended, and all other applicable law and rules.

6 4. **Final Settlement Approval and Dismissal of Claims** – Pursuant to,  
7 and in accordance with, Rule 23 of the Federal Rules of Civil Procedure, this Court  
8 hereby fully and finally approves the Settlement set forth in the Stipulation in all  
9 respects (including, without limitation: the amount of the Settlement, the Releases  
10 provided for therein, and the dismissal with prejudice of the claims asserted against  
11 Defendants in the Action), and finds that the Settlement is, in all respects, fair,  
12 reasonable, and adequate to the Class. The Parties are directed to implement,  
13 perform and consummate the Settlement in accordance with the terms and provisions  
14 contained in the Stipulation.

15 5. The Action and all of the claims asserted against Defendants in the  
16 Action by Plaintiffs and the other Class Members are hereby dismissed with  
17 prejudice. The Parties shall bear their own costs and expenses, except as otherwise  
18 expressly provided in the Stipulation.

19 6. **Binding Effect** – The terms of the Stipulation and of this Judgment  
20 shall be forever binding on Defendants, Plaintiffs, and all other Class Members  
21



1 (regardless of whether or not any individual Class Member submits a Claim Form  
2 or seeks or obtains a distribution from the Net Settlement Fund), as well as their  
3 respective heirs, executors, administrators, predecessors, successors, and assigns in  
4 their capacities as such. The persons listed on Exhibit 1 hereto are excluded from  
5 the Class pursuant to request and are not bound by the terms of the Stipulation or  
6 this Judgment.

7 7. **Releases** – The Releases set forth in ¶¶ 5 and 6 of the Stipulation,  
8 together with the definitions contained in ¶ 1 of the Stipulation relating thereto, are  
9 expressly incorporated herein in all respects. The Releases are effective as of the  
10 Effective Date. Accordingly, this Court orders that:

11 (a) Without further action by anyone, and subject to ¶ 8 below, upon  
12 the Effective Date of the Settlement, Plaintiffs and each of the other Class Members,  
13 on behalf of themselves, and their respective heirs, executors, administrators,  
14 predecessors, successors, and assigns in their capacities as such, shall be deemed to  
15 have, and by operation of law and of this Judgment shall have, fully, finally and  
16 forever compromised, settled, released, resolved, relinquished, waived, and  
17 discharged each and every Released Plaintiffs' Claim against the Defendants and the  
18 other Defendants' Releasees, and shall forever be enjoined from prosecuting any or  
19 all of the Released Plaintiffs' Claims against any of the Defendants' Releasees.  
20  
21

1 (b) Without further action by anyone, and subject to ¶ 8 below, upon  
2 the Effective Date of the Settlement, Defendants, on behalf of themselves, and their  
3 respective heirs, executors, administrators, predecessors, successors, and assigns in  
4 their capacities as such, shall be deemed to have, and by operation of law and of this  
5 Judgment shall have, fully, finally, and forever compromised, settled, released,  
6 resolved, relinquished, waived, and discharged each and every Released Defendants’  
7 Claim against Plaintiffs and the other Plaintiffs’ Releasees, and shall forever be  
8 enjoined from prosecuting any or all of the Released Defendants’ Claims against any  
9 of the Plaintiffs’ Releasees. This Release shall not apply to any person listed on  
10 Exhibit 1 hereto.

11 8. Notwithstanding ¶ 7(a) – (b) above, nothing in this Judgment shall bar  
12 any action by any of the Parties to enforce or effectuate the terms of the Stipulation  
13 or this Judgment. In addition, nothing in this Judgment shall in any respect affect or  
14 impact the U.S. Securities and Exchange Commission, or any other governmental  
15 regulatory or law enforcement agency, from taking any action or refraining from  
16 taking any action against any of the Parties with respect to the facts or circumstances  
17 giving rise to this Action.

18 9. **Rule 11 Findings** – The Court finds and concludes that the Parties and  
19 their respective counsel have complied in all respects with the requirements of  
20  
21

1 Federal Rule of Civil Procedure 11 in connection with the institution, prosecution,  
2 defense, and settlement of the Action.

3 10. **No Admissions** – Neither this Judgment, the Term Sheet, the  
4 Stipulation (whether or not consummated), including the exhibits thereto and the  
5 Plan of Allocation contained therein (or any other plan of allocation that may be  
6 approved by the Court), the negotiations leading to the execution of the Term Sheet  
7 and the Stipulation, nor any proceedings taken pursuant to or in connection with the  
8 Term Sheet, the Stipulation and/or approval of the Settlement (including any  
9 arguments proffered in connection therewith):

10 (a) shall be offered against any of the Defendants' Releasees as  
11 evidence of, or construed as, or deemed to be evidence of any presumption,  
12 concession, or admission by any of the Defendants' Releasees with respect to the  
13 truth of any fact alleged by Plaintiffs or the validity of any claim that was or could  
14 have been asserted or the deficiency of any defense that has been or could have been  
15 asserted in this Action or in any other litigation, or of any liability, negligence, fault,  
16 or other wrongdoing of any kind of any of the Defendants' Releasees or in any way  
17 referred to for any other reason as against any of the Defendants' Releasees, in any  
18 civil, criminal, or administrative action or proceeding, other than such proceedings  
19 as may be necessary to effectuate the provisions of the Stipulation;

1 (b) shall be offered against any of the Plaintiffs' Releasees, as  
2 evidence of, or construed as, or deemed to be evidence of any presumption,  
3 concession, or admission by any of the Plaintiffs' Releasees that any of their claims  
4 are without merit, that any of the Defendants' Releasees had meritorious defenses,  
5 or that damages recoverable under the Complaint would not have exceeded the  
6 Settlement Amount or with respect to any liability, negligence, fault, or wrongdoing  
7 of any kind, or in any way referred to for any other reason as against any of the  
8 Plaintiffs' Releasees, in any civil, criminal, or administrative action or proceeding,  
9 other than such proceedings as may be necessary to effectuate the provisions of the  
10 Stipulation; or

11 (c) shall be construed against any of the Releasees as an admission,  
12 concession, or presumption that the consideration to be given under the Settlement  
13 represents the amount which could be or would have been recovered after trial;  
14 *provided, however,* that the Parties and the Releasees and their respective counsel  
15 may refer to this Judgment and the Stipulation to effectuate the protections from  
16 liability granted hereunder and thereunder or otherwise to enforce the terms of the  
17 Settlement.

18 11. **Retention of Jurisdiction** – Without affecting the finality of this  
19 Judgment in any way, this Court retains continuing and exclusive jurisdiction over:

20 (i) the Parties for purposes of the administration, interpretation, implementation, and  
21

1 enforcement of the Settlement; (ii) the disposition of the Settlement Fund; (iii) any  
2 motion for an award of attorneys' fees and/or Litigation Expenses by Lead Counsel  
3 in the Action that will be paid from the Settlement Fund; (iv) any motion to approve  
4 the Plan of Allocation; (v) any motion to approve the Class Distribution Order; and  
5 (vi) the Class Members for all matters relating to the Action.

6 12. Separate orders shall be entered regarding approval of a plan of  
7 allocation and the motion of Lead Counsel for an award of attorneys' fees and  
8 reimbursement of Litigation Expenses. Such orders shall in no way affect or delay  
9 the finality of this Judgment and shall not affect or delay the Effective Date of the  
10 Settlement.

11 13. **Modification of the Stipulation of Settlement** – Without further  
12 approval from the Court, Plaintiffs and Defendants are hereby authorized to agree to  
13 and adopt such amendments or modifications of the Stipulation or any exhibits  
14 attached thereto to effectuate the Settlement that: (i) are not materially inconsistent  
15 with this Judgment; and (ii) do not materially limit the rights of Class Members in  
16 connection with the Settlement. Without further order of the Court, Plaintiffs and  
17 Defendants may agree to reasonable extensions of time to carry out any provisions  
18 of the Settlement.

19 14. **Termination of Settlement** – If the Settlement is terminated as  
20 provided in the Stipulation or the Effective Date of the Settlement otherwise fails to  
21

1 occur, this Judgment shall be vacated, rendered null and void and be of no further  
2 force and effect, except as otherwise provided by the Stipulation, and this Judgment  
3 shall be without prejudice to the rights of Plaintiffs, the other Class Members, and  
4 Defendants, and the Parties shall revert to their respective positions in the Action as  
5 of December 28, 2017, as provided in the Stipulation.

6 15. **Entry of Final Judgment** – There is no just reason to delay the entry  
7 of this Judgment as a final judgment in this Action. Accordingly, the Clerk of the  
8 Court is expressly directed to immediately enter this final judgment in this Action.

9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21

SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
The Honorable David O. Carter  
United States District Judge

**Exhibit 1**

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21

Arnold Barad  
Arlene Barad JT TEN  
Boynton Beach, FL

Isobel Nesselson  
Chicago, IL

Roger J. Syverson  
Olathe, KS

Sandra J. Syverson  
Olathe, KS

Joan M. Taylor  
Honey Brook, PA

Katherine H. Wahlert  
Rutherford, NJ



# **EXHIBIT 2**

1                                   **UNITED STATES DISTRICT COURT**  
2                                   **CENTRAL DISTRICT OF CALIFORNIA**  
  **SOUTHERN DIVISION**

3 IN RE ALLERGAN, INC. PROXY  
4 VIOLATION SECURITIES  
LITIGATION

**Case No. 8:14-cv-02004-DOC-KESx**  
**CLASS ACTION**

5                                   **[PROPOSED] ORDER APPROVING**  
6                                   **PLAN OF ALLOCATION OF NET**  
7                                   **SETTLEMENT FUND**

8                   This matter came on for hearing on June 12, 2018 (the “Settlement Hearing”)  
9 on Plaintiffs’ motion to determine whether the proposed plan of allocation (“Plan of  
10 Allocation”) of the Net Settlement Fund created by the Settlement achieved in the  
11 above-captioned class action (the “Action”) should be approved. The Court having  
12 considered all matters submitted to it at the Settlement Hearing and otherwise; and  
13 it appearing that notice of the Settlement Hearing substantially in the form approved  
14 by the Court was mailed to all Class Members who or which could be identified with  
15 reasonable efforts, and that a summary notice of the hearing substantially in the form  
16 approved by the Court was published in *The Wall Street Journal*, *The New York*  
17 *Times*, and *The Financial Times* and released via *PR Newswire* pursuant to the  
18 specifications of the Court; and the Court having considered and determined the  
19 fairness and reasonableness of the proposed Plan of Allocation,

1 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

2 1. This Order approving the proposed Plan of Allocation incorporates by  
3 reference the definitions in the Stipulation and Agreement of Settlement dated  
4 January 26, 2018 (ECF No. 606) (the “Stipulation”) and all capitalized terms not  
5 otherwise defined herein shall have the same meanings as set forth in the Stipulation.

6 2. The Court has jurisdiction to enter this Order approving the proposed  
7 Plan of Allocation, and over the subject matter of the Action and all parties to the  
8 Action, including all Class Members.

9 3. Notice of Plaintiffs’ motion for approval of the proposed Plan of  
10 Allocation was given to all Class Members who could be identified with reasonable  
11 effort. The form and method of notifying the Class of the motion for approval of the  
12 proposed Plan of Allocation satisfied the requirements of Rule 23 of the Federal  
13 Rules of Civil Procedure, the United States Constitution (including the Due Process  
14 Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, as  
15 amended, and all other applicable law and rules, constituted the best notice  
16 practicable under the circumstances, and constituted due and sufficient notice to all  
17 persons and entities entitled thereto.

18 4. Copies of the Settlement Notice, which included the Plan of Allocation,  
19 were mailed to over 61,700 potential Class Members and nominees. There are no  
20 objections to the Plan of Allocation.



# **EXHIBIT 3**

1                                   **UNITED STATES DISTRICT COURT**  
2                                   **CENTRAL DISTRICT OF CALIFORNIA**  
  **SOUTHERN DIVISION**

3 IN RE ALLERGAN, INC. PROXY  
4 VIOLATION SECURITIES  
5 LITIGATION

**Case No. 8:14-cv-02004-DOC-KESx**  
CLASS ACTION

6                                   **[PROPOSED] ORDER AWARDING**  
7                                   **ATTORNEYS' FEES AND**  
8                                   **REIMBURSEMENT OF**  
9                                   **LITIGATION EXPENSES**

10                   This matter came on for hearing on June 12, 2018 (the “Settlement Hearing”)  
11 on Lead Counsel’s motion for an award of attorneys’ fees and reimbursement of  
12 Litigation Expenses. The Court having considered all matters submitted to it at the  
13 Settlement Hearing and otherwise; and it appearing that notice of the Settlement  
14 Hearing substantially in the form approved by the Court was mailed to all Class  
15 Members who or which could be identified with reasonable efforts, and that a  
16 summary notice of the hearing substantially in the form approved by the Court was  
17 published in *The Wall Street Journal*, *The New York Times*, and *The Financial Times*  
18 and released via *PR Newswire* pursuant to the specifications of the Court; and the  
19 Court having considered and determined the fairness and reasonableness of the  
20 award of attorneys’ fees and reimbursement of Litigation Expenses,  
21

1 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

2 1. This Order incorporates by reference the definitions in the Stipulation  
3 and Agreement of Settlement dated January 26, 2018 (ECF No. 606) (the  
4 “Stipulation”) and all capitalized terms not otherwise defined herein shall have the  
5 same meanings as set forth in the Stipulation.

6 2. The Court has jurisdiction to enter this Order and over the subject  
7 matter of the Action and all parties to the Action, including all Class Members.

8 3. Notice of Lead Counsel’s motion for an award of attorneys’ fees and  
9 reimbursement of Litigation Expenses was given to all Class Members who could  
10 be identified with reasonable effort. The form and method of notifying the Class of  
11 the motion for an award of attorneys’ fees and reimbursement of Litigation Expenses  
12 satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the  
13 United States Constitution (including the Due Process Clause), the Private Securities  
14 Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, as amended, and all other  
15 applicable law and rules, constituted the best notice practicable under the  
16 circumstances, and constituted due and sufficient notice to all persons and entities  
17 entitled thereto.

18 4. Lead Counsel are hereby awarded attorneys’ fees in the amount of  
19 \_\_\_\_\_% of the Settlement Fund and \$ \_\_\_\_\_ in reimbursement of  
20 Plaintiffs’ Counsel’s litigation expenses (which fees and expenses shall be paid from  
21



1 the Settlement Fund), which sums the Court finds to be fair and reasonable. Lead  
2 Counsel shall allocate the attorneys' fees awarded amongst Plaintiffs' Counsel in a  
3 manner which they, in good faith, believe reflects the contributions of such counsel  
4 to the institution, prosecution and settlement of the Action.

5 5. In making this award of attorneys' fees and reimbursement of Litigation  
6 Expenses to be paid from the Settlement Fund, the Court has considered and found  
7 that:

8 (a) The Settlement has created a fund of \$250,000,000 in cash that  
9 has been funded into escrow pursuant to the terms of the Stipulation, and that  
10 numerous Class Members who submit acceptable Claim Forms will benefit  
11 from the Settlement that occurred because of the efforts of Lead Counsel;

12 (b) The fee sought by Lead Counsel has been reviewed and approved  
13 as reasonable by Class Representatives, including the two institutional  
14 investor Lead Plaintiffs, that oversaw the prosecution and resolution of the  
15 Action;

16 (c) Copies of the Settlement Notice were mailed to over 61,700  
17 potential Class Members and nominees stating that Lead Counsel would apply  
18 for attorneys' fees in an amount not to exceed 25% of the Settlement Fund  
19 and reimbursement of Litigation Expenses in an amount not to exceed \$8.5  
20 million;

1 (d) There were no objections to the requested attorneys' fees and  
2 expenses;

3 (e) Lead Counsel have conducted the litigation and achieved the  
4 Settlement with skill, perseverance and diligent advocacy;

5 (f) The Action raised a number of complex and novel issues;

6 (g) Had Lead Counsel not achieved the Settlement there would  
7 remain a significant risk that Class Representatives and the other members of  
8 the Class may have recovered less or nothing from Defendants;

9 (h) Plaintiffs' Counsel devoted over 136,000 hours, with a lodestar  
10 value of over \$65.2 million, to achieve the Settlement; and

11 (i) The amount of attorneys' fees awarded and expenses to be  
12 reimbursed from the Settlement Fund are fair and reasonable and consistent  
13 with awards in similar cases.

14 6. Class Representative State Teachers Retirement System of Ohio is  
15 hereby awarded \$\_\_\_\_\_ from the Settlement Fund as reimbursement for  
16 its reasonable costs and expenses directly related to its representation of the Class.

17 7. Class Representative Iowa Public Employees Retirement System is  
18 hereby awarded \$\_\_\_\_\_ from the Settlement Fund as reimbursement for  
19 its reasonable costs and expenses directly related to its representation of the Class.  
20  
21

1 8. Class Representative Patrick T. Johnson is hereby awarded  
2 \$ \_\_\_\_\_ from the Settlement Fund as reimbursement for his reasonable  
3 costs and expenses directly related to his representation of the Class.

4 9. Any appeal or any challenge affecting this Court’s approval regarding  
5 any attorneys’ fees and expense application shall in no way disturb or affect the  
6 finality of the Judgment.

7 10. Exclusive jurisdiction is hereby retained over the parties and the Class  
8 Members for all matters relating to this Action, including the administration,  
9 interpretation, effectuation or enforcement of the Stipulation and this Order.

10 11. In the event that the Settlement is terminated or the Effective Date of  
11 the Settlement otherwise fails to occur, this Order shall be rendered null and void to  
12 the extent provided by the Stipulation.

13 12. There is no just reason for delay in the entry of this Order, and  
14 immediate entry by the Clerk of the Court is expressly directed.

15 SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

16  
17  
18 The Honorable David O. Carter  
United States District Judge

19  
20  
21

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION**

IN RE ALLERGAN, INC. PROXY  
VIOLATION SECURITIES  
LITIGATION

**Case No. 8:14-cv-02004-DOC-KESx**  
CLASS ACTION

**SUPPLEMENTAL AFFIDAVIT OF JOSE C. FRAGA  
REGARDING MAILING OF SETTLEMENT NOTICE AND CLAIM FORM**

STATE OF NEW YORK  
COUNTY OF NASSAU

JOSE C. FRAGA, being duly sworn, deposes and says:

1. I am a Senior Director of Operations for Garden City Group, LLC (“GCG”). Pursuant to the Court’s March 19, 2017 Order Preliminarily Approving Settlement and Providing for Notice (ECF No. 614) (the “Preliminary Approval Order”), GCG was retained as the Claims Administrator in connection with the Settlement of the above-captioned action (the “Action”).<sup>1</sup> I submit this Affidavit as a supplement to my previously filed Affidavit of Jose C. Fraga Regarding (A) Mailing of the Settlement Notice and Claim Form; and (B) Publication of the Summary Settlement Notice dated April 25, 2018 (ECF No. 619-2) (the “Initial Mailing Affidavit”). I am over 21 years of age and am not a party to the Action. I have

---

<sup>1</sup> Unless otherwise defined herein, all capitalized terms have the meanings set forth in the Stipulation and Agreement of Settlement dated January 26, 2018 (ECF No. 606).



1 personal knowledge of the facts set forth herein and, if called as a witness, could and  
2 would testify competently thereto.

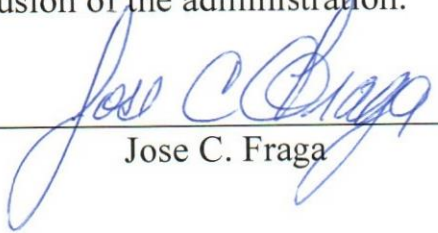
3 **MAILING OF THE SETTLEMENT NOTICE AND CLAIM FORM**

4 2. Since the execution of my Initial Mailing Affidavit, GCG has continued  
5 to disseminate copies of the Settlement Notice and Claim Form (together, the "Claim  
6 Packet") in response to additional requests from potential members of the Class and  
7 nominees. Through May 22, 2018, GCG has mailed a total of 61,708 Claim Packets  
8 to potential Class Members and nominees.


9 **TELEPHONE HELPLINE AND WEBSITE**

10 3. GCG continues to maintain the toll-free telephone number (1-855-474-  
11 3851) and interactive voice response system to accommodate inquiries from potential  
12 Class Members. GCG also continues to maintain the dedicated website for the  
13 Action ([www.allerganproxyviolationsecuritieslitigation.com](http://www.allerganproxyviolationsecuritieslitigation.com)) in order to assist  
14 potential Class Members. On April 27, 2018, GCG posted to the website copies of  
15 the papers filed in support of Plaintiffs' motion for final approval of the Settlement  
16 and Plan of Allocation and Lead Counsel's motion for an award of attorneys' fees  
17 and reimbursement of Litigation Expenses.

18 4. GCG will continue maintaining and, as appropriate, updating the website  
19 and toll-free telephone number until the conclusion of the administration.

20  
21   
22 \_\_\_\_\_  
23 Jose C. Fraga

23 Sworn to and subscribed before me  
24 this 23 day of May, 2018

25   
26 \_\_\_\_\_  
27 NOTARY PUBLIC

28 ROSE MARIE HARDINA  
Notary Public State of New York  
No. 01HA5067940