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**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

**[PROPOSED] ORDER
APPROVING DISTRIBUTION
PLAN**

Judge: Hon. David O. Carter

1 Plaintiffs moved this Court for an order approving a plan for distribution of the
2 Net Settlement Fund to Authorized Claimants in the above-captioned securities class
3 action (the “Action”). Having reviewed and considered all the materials and
4 arguments submitted in support of Plaintiffs’ motion, including the Memorandum of
5 Points and Authorities in Support and the Declaration of Tara Donohue in Support of
6 Plaintiffs’ Motion for Approval of Distribution Plan (the “Donohue Declaration”),

7 NOW, THEREFORE, IT IS HEREBY ORDERED that:

8 1. This Order incorporates by reference the definitions in the Stipulation and
9 Agreement of Settlement dated January 26, 2018 (ECF No. 606) (the “Stipulation”),
10 and the Donohue Declaration and all capitalized terms used in this Order shall have
11 the same meanings as defined in the Stipulation or in the Donohue Declaration.

12 2. This Court has jurisdiction over the subject matter of the Action and over
13 all parties to the Action, including all Class Members.

14 3. Plaintiffs’ proposed plan for distribution of the Net Settlement Fund to
15 Authorized Claimants is **APPROVED**. Accordingly:

16 (a) The administrative recommendations of the Court-authorized
17 Claims Administrator, Garden City Group, LLC (n/k/a Epiq Class Action and
18 Claims Solutions, Inc.) (“GCG”), to accept the Timely Eligible Claims stated in
19 Exhibit D to the Donohue Declaration and the Late But Otherwise Eligible
20 Claims stated in Exhibit E to the Donohue Declaration, are adopted;

21 (b) The Claims Administrator’s administrative recommendations to
22 reject wholly ineligible Claims, as stated in Exhibit F to the Donohue
23 Declaration, are adopted;

24 (c) GCG is directed to conduct an Initial Distribution of the Net
25 Settlement Fund, after deducting all payments previously allowed and the
26 payments approved by this Order, and after deducting the payment of any
27 estimated taxes, the costs of preparing appropriate tax returns, and any escrow
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1 fees, while maintaining a 10% reserve from the Net Settlement Fund to address
2 any tax liability and claims administration-related contingencies that may arise,
3 as stated in paragraph 39(a) of the Donohue Declaration. Specifically, as stated
4 in paragraph 39(a) of the Donohue Declaration: (1) GCG will determine each
5 Authorized Claimant's *pro rata* share of the total Net Settlement based on the
6 Claimant's Recognized Claim, calculated pursuant to the Court-approved Plan
7 of Allocation, in comparison to the total Recognized Claims of all Authorized
8 Claimants as stated in subparagraph 39(a)(1) of the Donohue Declaration; (2)
9 GCG will, in accordance with the terms of the Court-approved Plan of
10 Allocation, calculate the total amount each Authorized Claimant would recover
11 in accordance with the calculations stated in subparagraph (c)(1) above and
12 then it will eliminate from the distribution any Authorized Claimant whose total
13 *pro rata* share of the Net Settlement Fund is less than \$10.00. These Claimants
14 will not receive any payment from the Net Settlement Fund and will be so
15 notified by GCG; (3) After eliminating Claimants who would have received
16 less than \$10.00 in the Initial Distribution, GCG will calculate the *pro rata*
17 shares of the Net Settlement Fund for Authorized Claimants who will receive
18 \$10.00 or more (the "Distribution Amount"); (4) Authorized Claimants whose
19 Distribution Amount calculates to less than \$100.00 under subparagraph (c)(3)
20 above will be paid their full Distribution Amount in the Initial Distribution
21 ("Claims Paid in Full"). These Authorized Claimants will get no additional
22 funds in subsequent distributions; (5) 90% of the remaining balance of the Net
23 Settlement Fund will be distributed *pro rata* to Authorized Claimants whose
24 Distribution Amount calculates to \$100.00 or more under subparagraph (c)(3)
25 above. The remaining 10% of the Net Settlement Fund will be held in reserve
26 (the "Reserve") to address any tax liability and claims administration-related
27 contingencies that may arise. To the extent the Reserve is not depleted, the
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1 remainder will be distributed in the “Second Distribution” described in
2 subparagraph (f) below.

3 (d) In order to encourage Authorized Claimants to promptly cash their
4 checks, all distribution checks will bear the following notation: “CASH
5 PROMPTLY. VOID AND SUBJECT TO REDISTRIBUTION IF NOT
6 CASHED BY [DATE 90 DAYS AFTER ISSUE DATE].” Lead Counsel and
7 GCG are authorized to take appropriate action to locate and contact any
8 Authorized Claimant who has not cashed his, her, or its check within said time
9 as detailed in paragraph 39(b) footnote 4 of the Donohue Declaration;

10 (e) Authorized Claimants who do not cash their Initial Distribution
11 checks within the time allotted or on the conditions stated in paragraph 39(b)
12 footnote 4 of the Donohue Declaration will irrevocably forfeit all recovery from
13 the Settlement, and the funds allocated to all of these stale-dated checks will be
14 available to be distributed to other Authorized Claimants in the Second
15 Distribution. Similarly, Authorized Claimants who do not cash their second or
16 subsequent distributions (should such distributions occur) within the time
17 allotted or on the conditions stated in paragraph 39(b) footnote 4 of the
18 Donohue Declaration will irrevocably forfeit any further recovery from the Net
19 Settlement Fund;

20 (f) After GCG has made reasonable and diligent efforts to have
21 Authorized Claimants cash their Initial Distribution checks (provided in
22 paragraph 39(b) footnote 4 of the Donohue Declaration), but not earlier than
23 nine (9) months after the Initial Distribution, GCG will, in consultation with
24 Lead Counsel, conduct a second distribution (the “Second Distribution”), in
25 which any amount remaining in the Net Settlement Fund after the Initial
26 Distribution (including from the Reserve and the funds for all void stale-dated
27 checks), after deducting GCG’s fees and expenses incurred in administering the
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1 Settlement for which it has not yet been paid (including GCG's estimated costs
2 of the Second Distribution), and after deducting the payment of any estimated
3 taxes, the costs of preparing appropriate tax returns, and any escrow fees, will
4 be distributed to all Authorized Claimants in the Initial Distribution who cashed
5 their Initial Distribution check and are entitled to receive at least \$10.00 from
6 the Second Distribution based on their *pro rata* share of the remaining funds.
7 Additional distributions, after deduction of costs and expenses as described
8 above and subject to the same conditions, may occur thereafter in six-month
9 intervals until Lead Counsel, in consultation with GCG, determine that further
10 distribution is not cost-effective;

11 (g) At such time as Lead Counsel, in consultation with GCG,
12 determine that further distribution of the funds remaining in the Net Settlement
13 Fund is not cost-effective, if sufficient funds remain to warrant the processing
14 of Claims received after October 15, 2019, such Claims will be processed, and
15 any such Claims that are otherwise valid, as well as any previously received
16 Claims for which an adjustment was received after submission of Plaintiffs'
17 motion that resulted in an increased Recognized Claim, will be paid in
18 accordance with subparagraph (h) below. If any funds remain in the Net
19 Settlement Fund after payment of such late or late-adjusted Claims, the
20 remaining balance of the Net Settlement Fund, after payment of any unpaid
21 fees or expenses incurred in connection with administering the Net Settlement
22 Fund and after the payment of any estimated taxes, the costs of preparing
23 appropriate tax returns, and any escrow fees, will be contributed to non-
24 sectarian, not-for-profit 501(c)(3) organization(s), to be recommended by Lead
25 Counsel and approved by the Court; and

26 (h) No new Claims may be accepted after October 15, 2019, and no
27 further adjustments to previously received Claims that would result in an
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1 increased Recognized Claim amount may be made, subject to the following
2 exception. If Claims are received or modified that would have been eligible for
3 payment or additional payment under the Plan of Allocation if timely received,
4 then, at the time that Lead Counsel, in consultation with GCG, determine that a
5 redistribution is not cost-effective as provided in subparagraph (g) above, and
6 after payment of any unpaid fees or expenses incurred in connection with
7 administering the Net Settlement Fund and after deducting the payment of any
8 estimated taxes, the costs of preparing appropriate tax returns, and any escrow
9 fees, such Claimants, at the discretion of Lead Counsel, may be paid the
10 distribution amounts or additional distribution amounts on a *pro rata* basis that
11 would bring them into parity with other Authorized Claimants who have cashed
12 all their prior distribution checks to the extent possible.

13 4. All persons involved in the review, verification, calculation, tabulation,
14 or any other aspect of the processing of the Claims submitted, or who are otherwise
15 involved in the administration or taxation of the Settlement Fund or the Net
16 Settlement Fund, are hereby released and discharged from any and all claims arising
17 out of that involvement, and all Class Members and other Claimants, whether or not
18 they receive payment from the Net Settlement Fund, are hereby barred from making
19 any further claims against the Net Settlement Fund, Plaintiffs, Lead Counsel, the
20 Claims Administrator, the Escrow Agent or any other agent retained by Plaintiffs or
21 Lead Counsel in connection with the administration or taxation of the Settlement Fund
22 or the Net Settlement Fund, or any other person released under the Settlement beyond
23 the amounts allocated to Authorized Claimants.

24 5. The Court has reviewed and approves the reimbursement of the costs and
25 expenses of the brokers and nominees in the amount of \$37,713.11 in connection with
26 disseminating the Class Notice and Settlement Notice Packets to potential Class
27 Members.

