

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE TRICOR DIRECT PURCHASER)
ANTITRUST LITIGATION)

THIS DOCUMENT RELATES TO:)
Louisiana Wholesale Drug Co., Inc. (05-340))
Rochester Drug Co-Operative, Inc. (05-351))
Meijer, Inc., et al. (05-358))


CASE NO. 05-340 (SLR)
(consolidated)

DIRECT PURCHASER CLASS'S MOTION FOR FINAL SETTLEMENT APPROVAL

Direct Purchaser Class Plaintiffs Louisiana Wholesale Drug Co., Inc., Rochester Drug Co-Operative, Inc., Meijer, Inc. and Meijer Distribution, Inc. (collectively "Plaintiffs"), by their counsel ("Class Counsel"), respectfully move this Court for an order and judgment pursuant to Federal Rules of Civil Procedure 23 and 54, finally approving: (a) the proposed settlement of this action for \$250 million, plus interest (the "Settlement") on the terms set forth in the Settlement Agreement between the parties (attached to the Direct Purchaser Class Plaintiffs' Brief In Support Of Their Motion For Preliminary Approval Of Settlement, Approval Of Form Of Notice, And Setting Of Final Settlement Schedule And Hearing as Exhibit A) (D.I. No. 527); and (b) the proposed Plan of Allocation of the Settlement proceeds, net of any awards of attorneys' fees, expenses and incentive awards (attached hereto as Exhibit A). The Settlement is a laudable result for a class of direct purchasers in a case that, as described more fully in the accompanying brief and affidavits, posed many difficult legal and factual challenges. In support of this Motion, Class Counsel submits the accompanying (a) Brief In Support Of The Direct Purchaser Class's Motion For Final Settlement Approval; and (b) the Plan of

Allocation, as well as the Declaration of Jeffrey J. Leitzinger, Ph.D. Regarding Classwide Damages and the Proposed Plan of Allocation. This Motion also relies on the brief and affidavits previously filed on March 9, 2009 in connection with Class Counsel's fee application (D.I. Nos. 527, 532 and 533).

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