

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

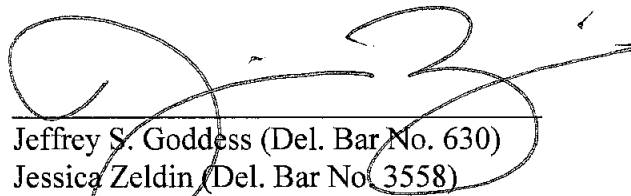
IN RE TRICOR DIRECT PURCHASER ANTITRUST LITIGATION	)	
	)	CASE NO. 05-340 (SLR)
	)	(consolidated)
	)	
THIS DOCUMENT RELATES TO:	)	
	)	
<i>Louisiana Wholesale Drug Co., Inc. (05-340)</i>	)	
<i>Rochester Drug Co-Operative, Inc. (05-351)</i>	)	
<i>Meijer, Inc., et al. (05-358)</i>	)	
	)	

**DIRECT PURCHASER CLASS’S MOTION FOR AN AWARD OF ATTORNEYS’ FEES,  
REIMBURSEMENT OF EXPENSES AND  
INCENTIVE AWARDS TO THE CLASS REPRESENTATIVES**

Direct Purchaser Class Plaintiffs respectfully move this Court for an order (i) awarding attorneys’ fees of one-third (33 1/3%) of the Settlement Fund of \$250 million, plus accrued interest thereon; (ii) reimbursing Class Counsel for the costs and expenses of the litigation in the amount of \$3,330,791.79; and (iii) approving incentive awards of \$50,000 for each of the three certified Class Representatives: 1) Louisiana Wholesale Drug Co. Inc.; 2) Rochester Drug Co-Operative, Inc.; and 3) Meijer, Inc./ Meijer Distribution, Inc. A proposed Order and Final Judgment granting: 1) final approval of the settlement; 2) approval of the Plan of Allocation; and 3) Direct Purchaser Class’s Motion For An Award Of Attorneys’ Fees, Reimbursement Of Expenses And Incentive Awards To The Class Representatives will be filed in connection with Direct Purchaser Class’s Motion in Support of Final Approval of Settlement on April 10, 2009, as per the Court’s order of January 8, 2009 (D.I. No. 529). The settlement Notice, mailed to the direct purchaser class, notified Class

members that Class Counsel intended to request (i) an award of attorneys' fees of up to one-third of the Settlement Fund, plus interest thereon; (ii) the reimbursement of Class Counsel's costs and expenses; and (iii) incentive awards to the three Class Representatives.

The \$250 million Settlement with Defendants offers the class of approximately 430 commercial entities that purchased Tricor directly from Abbott a significant recovery for their losses. This recovery 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 challenges. In support of this Motion, Class Counsel submits the accompanying Brief in Support of the Direct Purchaser Class's Motion For An Award of Attorneys' Fees, Reimbursement Of Expenses, And Incentive Awards For The Class Representatives.



Jeffrey S. Goddess (Del. Bar No. 630)  
Jessica Zeldin (Del. Bar No. 3558)  
ROSENTHAL, MONHAIT & GODDESS, P.A.  
919 N. Market Street, Suite 1401  
P.O. Box 1070  
Wilmington, Delaware 19899-1070  
Tel: (302) 656-4433  
Fax: (302) 658-7567  
jgoddess@rmgglaw.com

*Delaware Counsel for Direct Purchaser Class Plaintiffs*

**Executive Committee for Direct Purchaser Class Plaintiffs**

GARWIN, GERSTEIN & FISHER, L.L.P.  
Bruce E. Gerstein  
Barry S. Taus  
Adam Steinfeld  
1501 Broadway, Suite 1416  
New York, NY 10036  
Tel: (212) 398-0055  
Fax: (212) 764-6620

BERGER & MONTAGUE, P.C.

Eric L. Cramer

Peter Kohn

1622 Locust Street

Philadelphia, PA 19103

Tel: (215) 875-3000

Fax: (215) 875-4604

ODOM & DES ROCHES, L.L.P.

Stuart E. Des Roches

650 Poydras Street

Suite 2020

New Orleans, LA 70130

Tel: (504) 522-0077

Fax: (504) 522-0078

KAPLAN FOX & KILSHEIMER LLP

Linda P. Nussbaum

John D. Radice

850 Third Avenue

14th Floor

New York, NY 10022

Tel: (212) 687-1980

Fax: (212) 687-7714

THE SMITH FOOTE LAW FIRM, LLP

David P. Smith

720 Murray Street

P.O. Box 1632

Alexandria, LA 71309

Tel: (318) 445-4480

Fax: (318) 487-1741

March 9, 2009