

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

**IN RE THALOMID AND REVLIMID
ANTITRUST LITIGATION**

Civ. No. 14-6997 (MCA) (MAH)

**[PROPOSED] ORDER GRANTING PLAINTIFFS' UNOPPOSED MOTION
TO DISTRIBUTE NOTICE TO THE SETTLEMENT CLASS, APPOINT
NOTICE AND CLAIMS ADMINISTRATOR, AND FOR APPROVAL OF
THE PLAN OF ALLOCATION**

Upon consideration of Plaintiffs' Unopposed Motion to Distribute Notice to the Settlement Class, Appoint Notice and Claims Administrator, and For Approval of the Plan of Allocation (the "Motion"), it is hereby **ORDERED** as follows:

1. The Motion is hereby **GRANTED**.

Notice Distribution

2. The Notice Program set forth in the Motion, including the forms of Notice and Claim Forms attached as exhibits thereto, satisfy the requirements of Fed. R. Civ. P. 23 and due process, and are therefore approved. Non-material modifications to the exhibits may be made without further order of the Court. The Notice and Claims Administrator is directed to carry out the Notice Program in

conformance with the Settlement and to perform all other tasks that the Settlement requires.

3. The Court finds that the form, content, and method of giving notice to the Settlement Class as described in the Motion and exhibits: (a) constitute the best practicable notice to the Settlement Class; (b) are reasonably calculated, under the circumstances, to apprise Settlement Class members of the pendency of the action, the terms of the proposed Settlement, and their right under the proposed Settlement; (c) are reasonable and constitute due, adequate, and sufficient notice to those persons entitled to receive notice; and (d) satisfy the requirements of Fed. R. Civ. P. 23, the constitutional requirement of due process, and any other legal requirements. The Court further finds that the notice is written in plain language, uses simple terminology, and is designed to be readily understandable by Settlement Class members.

4. On or before 9/3, 2019 [approximately 10 days from the entry of this Order], Settlement Class Counsel shall cause the notices, in substantially the same form as the Exhibits referenced above, to be begin to be sent and published in the manner and in and through the media outlets and other media enumerated in the Declaration of Carla Peak. Settlement Class Counsel shall also provide a copy of the notices to all persons who request it and shall post a copy of the notices on the internet at the address identified in the notices. Settlement Class Counsel shall notify

Defendant Celgene Corp. of all class members who elect to opt out of the Settlement or object to the Settlement within 5 business days of the deadline for the same.

5. At least 10 days before the date fixed by the Court for the Fairness Hearing, Settlement Class Counsel shall cause to be filed with the Clerk of this Court a declaration by the person under whose general direction the publication of notice was made, showing that publication was made in accordance with this Order.

Appointment of Notice and Claims Administrator

6. The Court hereby appoints KCC, LLC as Notice and Claims Administrator for the Settlement. The Court has already authorized Interim Co-Lead Class Counsel to “expend funds from the [Settlement Fund] for the payment of the costs of notice . . . and settlement administration costs.” ECF No. 290 at ¶10.

Plan of Allocation

7. The Court finds that the proposed Plan of Allocation is fair, reasonable, and adequate under the circumstances and fairly compensates Settlement Class members based upon the scope of the releases Defendants have provided as set forth in the Settlement Agreement.

8. The Court approves the Claims Forms attached as Exhibits G and H to the Declaration of Carla Peak.

Fairness Hearing

9. A Fairness Hearing shall take place before the Court on January 16, 2020 [no earlier than 130 days from entry of this Order] at 2:00 ~~a.m.~~/p.m. before the Hon. Madeline Cox Arleo, U.S.D.J., at the Martin Luther King, Jr. Federal Building and Courthouse, 50 Walnut Street, Newark, New Jersey, to determine, among other things, whether: (a) the proposed Settlement Class should be finally certified for settlement purposes pursuant to Fed. R. Civ. P. 23; (b) the Settlement should be finally approved as fair, reasonable, and adequate and, in accordance with the terms of the Settlement, all claims in the litigation should be dismissed with prejudice; (c) Settlement Class members should be bound by the releases set forth in the Settlement; (d) a to-be filed, proposed final approval order and judgment should be entered; (e) class counsel's to-be-filed application for an award of attorneys' fees, costs, and expenses should be approved; and (f) the to-be-filed application for Service Awards should be approved. Any other matters the Court deems necessary and proper will also be addressed at the hearing.

10. Any member of the Settlement Class may request to be excluded therefrom; such request of exclusion must be made no later than 100 days after entry of this Order and must otherwise comply with the requirements set forth in the notices distributed to Settlement Class members. Any Settlement Class Member who does not timely seek exclusion from the Settlement Class and who wishes to

object to the terms of the proposed Settlement must do so in writing and must otherwise comply with the requirements set forth in the notices distributed to Settlement Class members, and must do so no later than 100 days after entry of this Order.

11. Class Counsel shall submit their final approval motion and their application for fees, costs, and expenses, and the application for Service Awards, 80 days after entry of this Order. Class Counsel shall post a copy of any motion for fees, costs, and expenses, and any supporting papers, on the settlement website within 24 hours after filing such materials with the Court. By no later than 5 days prior to the Fairness Hearing, responses shall be filed, if any, to any filings by objectors, and any replies in support of final approval of the Settlement and/or Class Counsel's application for attorneys' fees, costs, and expenses, and for Service Awards, shall be filed.

12. Any Settlement Class Member that has not timely and properly excluded itself from the Settlement Class in the manner described below, may appear at the Fairness Hearing in person or by counsel and be heard, to the extent allowed by the Court, regarding the proposed Settlement; provided, however, that no Settlement Class Member that has elected to exclude itself from the Settlement Class shall be entitled to object or otherwise appear, and, further provided, that no Settlement Class Member shall be heard in opposition to the Settlement unless the

Settlement Class Member complies with the requirements of this Order pertaining to objections, which are described below.

Summary of Deadlines

13. The Settlement shall be administered according to its terms pending the Fairness Hearing. Deadlines arising under the Settlement and this Order include, but are not limited to, the following:

- Notice Commencement Deadline: 9/3, 2019 [10 days after entry of this Order];
- Application for Attorneys’ Fees, Expenses, and Incentive Awards (“Fee Application”): 11/11, 2019 [80 days after entry of this Order];
- Motion for Final Approval of the Settlement (“Final Approval Motion”): 11/11, 2019 [80 days after entry of this Order];
- Objection and Opt-Out Deadline: 12/2, 2019 [100 days after entry of this Order];
- Replies in Support of Final Approval Motion and Fee Application: 12/30, 2019 [5 days before the Fairness Hearing];
- Fairness Hearing: 1/6, 2020 [130 days after entry of this Order, or as soon thereafter as is convenient for the Court]; and
- Claims Deadline: 12/30, 2019 [130 days after entry of this Order].

IT IS SO ORDERED this 22nd day of August, 2019.



U.S.D.J.