

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

In re Vitamin C Antitrust Litigation

Master File 06-MD-1738 (DGT) (JO)

This Document Relates To:

ALL CASES

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~~PROPOSED~~ ORDER APPROVING DIRECT AND INDIRECT PURCHASER
PLAINTIFFS' NOTICE PLAN AND FORM OF NOTICE

THIS CAUSE came before the Court on Direct and Indirect Purchaser Plaintiffs' Joint Motion for Approval of Notice Plan and Form of Notice filed April 29, 2013.

On March 28, 2013, the Court preliminarily approved Direct Purchaser Plaintiffs' settlements with Northeast Pharmaceutical Group Co., Ltd. ("NEPG") and with Weisheng Pharmaceutical Company Ltd. ("Weisheng") and China Pharmaceutical Group Corp. Ltd. ("CPG"). ECF Nos. 682-83. On April 3, 2013, the court preliminary approved Indirect Purchaser Plaintiffs' settlement with NEPG. ECF No. 686. On April 29, 2013, Plaintiffs filed their joint proposed notice plan.

The Court, having review the Motion and its accompanying memorandum, hereby:

ORDERS AND ADJUDGES:

Notice to Class Members

1. Within fourteen days of the date of this order, Class Counsel shall cause copies of a Notice of Class Settlement, substantially in the form attached to Plaintiffs' Proposed Order as

Exhibit 1, to begin to be mailed by first-class mail to each known member of the Direct Purchaser Damages Class.

2. As soon as practicable after the Notice Date, Class Counsel shall cause to be published a Publication Notice, substantially in the form attached to Plaintiffs' Proposed Order as Exhibit 2. The Publication Notice shall be published one time in each of the following publications: *Beverage Industry*, *Food Processing*, *Pharmaceutical Processing*, *Feedstuffs*, *Cosmetic World*, *People*, *Sports Illustrated*, and *Time*. As described in Plaintiffs' brief, Class Counsel shall further cause banners to be placed across the estimated 800 websites that comprise the 24/7 Network and on Facebook.

3. Within fourteen days of the date of this order, Class Counsel shall cause the Notice to be published on the following website: www.vitaminCantitrust.com.

4. As described in the notices, any members of the Indirect Purchaser Damages Class may request exclusion from that class.

5. A member of the Indirect Purchaser Damages Class wishing to request exclusion shall mail a request in written form by first-class mail, postmarked by 7/12/2013 to the address of the Administrator designated in the Notice. The exclusion request must clearly state: (a) the Indirect Purchaser Damages Class Member's name, address, and telephone number; (b) all trade names or business names and addresses that the Indirect Purchaser Damages Class Member has used, as well as any subsidiaries or affiliates that have purchased vitamin C at any time from December 1, 2001 to June 30, 2006 who are also requesting exclusion; (c) the name of the Action ("*In re Vitamin C Antitrust Litigation*"); and (d) a signed statement that the Indirect Purchaser Damages Class Member requests to be excluded from the Indirect Purchaser Damages Class. The request for exclusion shall not be effective unless it provides the required information

and is made within the time stated above. Persons or entities that request exclusion shall not be entitled to share in the benefits of any judgment reached with respect to that Class, nor shall they be bound by any judgment, whether favorable or adverse.

The Fairness Hearing

6. A Fairness Hearing is hereby scheduled to be held on 8/29/2013 at 2:30 pm ~~[at least 120 days after the entry of this order]~~ before the undersigned in Courtroom 8D South at 225 Cadman Plaza East, Brooklyn, New York, to consider the fairness, reasonableness and adequacy of NEPG's settlements with the Injunction Class and the Indirect Purchaser Damages Class, the reasonableness and adequacy of Weisheng and CPG's settlements with the Direct Purchaser Damages Class and the Injunction Class, Class Counsel's request for attorneys' fees, litigation expenses, the Plan of Allocation for distribution of the Direct Purchaser Damages Class settlement fund, and the proposal for distribution of the Indirect Purchaser Damages Class settlement fund.

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7. All papers in support of final approval of the settlements and the Plan of Allocation shall be filed by 7/19/2013 ~~forty-five (45) days before the Fairness Hearing.~~

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8. a. Any member of the Direct Purchaser Damages Class that did not request exclusion from the Direct Purchaser Damages Class may object to the fairness, reasonableness, and adequacy of the Settlement Agreement with CPG and Weisheng, the request of Class Counsel for the Direct Purchaser Damages Class for attorneys' fees and expenses, and/or the Plan of Allocation for the Direct Purchaser Damages Class settlement fund.

b. Any member of the Injunction Class may object to the fairness, reasonableness, and adequacy of the Injunction Class settlement with NEPG, or with CPG and Weisheng.

c. Any member of the Indirect Purchaser Damages Class that has not requested exclusion from the Indirect Purchaser Damages Class may object to the fairness, reasonableness, and adequacy of the Indirect Purchaser Settlement Agreement with NEPG, the request of Class Counsel for the Indirect Purchaser Damages Class for attorneys' fees and expenses and/or the proposal for distribution of the Indirect Purchaser Damages Class settlement fund.

d. However, any person who wishes to object must, twenty (20) days or more before the Fairness Hearing: (i) file with the Clerk of the Court a signed statement that indicates such person's objection, and its basis, with regard to any Settlement with respect to which that person wishes to object and includes proof of membership in the relevant Class; and (ii) serve copies of such statement, as well as any other papers or briefs that such person files with the Court, either in person or by mail, upon Class Counsel and Counsel for NEPG and CPG/Weisheng, as described in the Detailed Notice.

9. a. In addition, any member of any of the Direct Purchaser Damages Class that has not requested exclusion may appear at the Fairness Hearing and be heard as to the fairness, reasonableness, and adequacy of the Settlement Agreement with CPG and Weisheng, the request of Class Counsel for the Direct Purchaser Damages Class for attorneys' fees and litigation expenses, and/or the Plan of Allocation for the Direct Purchaser Damages Class settlement fund.

b. Any member of the Injunction Class may appear at the Fairness Hearing and be heard as to the fairness, reasonableness, and adequacy of the settlements with the Injunction Class.

c. Any member of the Indirect Purchaser Damages Class that has not requested exclusion in the manner set forth above may appear at the Fairness Hearing and be

heard as to the fairness, reasonableness, and adequacy of the Indirect Purchaser Settlement Agreement with NEPG, the request of Class Counsel for the Indirect Purchaser Damages Class for attorneys' fees and expenses, and/or the proposal for distribution of the Indirect Purchaser Damages Class settlement fund.

d. However, any person who wishes to be heard is encouraged to, twenty (20) days or more before the Fairness Hearing: (a) file with the Clerk of the Court a signed statement that indicates such person's position, and its basis, with regard to any issue with respect to which that person wishes to be heard, and includes proof of membership in the relevant class; and (b) serve copies of such statement, as well as any other papers or briefs that such person files with the Court, either in person or by mail, upon Class Counsel and Counsel for NEPG and CPG/Weisheng, as described in the Detailed Notice.

10. The date of the Fairness Hearing shall be set forth in the Notice and Publication Notice, but shall be subject to adjournment by the Court without further notice to the members of the Settlement Class other than that which may be posted at the Court and on the Court's website and on www.vitaminCantitrust.com.

11. If any provision of this Order conflicts with a provision of any of the Preliminary Approval Orders, the provisions of this Order shall govern.

So ordered.

Honorable Brian M. Cogan
United States District Judge

Dated: April 30, 2013
Brooklyn, New York