

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

In re: Seroquel XR (Extended Release  
Quetiapine Fumarate) Antitrust Litigation  
All End-Payor Class Actions

Master Dkt. No. 20-cv-1076-CFC  
**CONFIDENTIAL - FILED**  
**UNDER SEAL**

**[PROPOSED] ORDER GRANTING END-PAYOR PLAINTIFFS’  
UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF  
CLASS ACTION SETTLEMENTS AND OTHER RELIEF**

WHEREAS, pursuant to Rules 23(a), 23(b)(3), and 23(e) of the Federal Rules of Civil Procedure, End-Payor Plaintiffs (“EPPs”) seek an order, *inter alia*, preliminarily approving the settlement of this Action pursuant to the terms and provisions of the Settlement Agreement with Defendants AstraZeneca Pharmaceuticals LP and AstraZeneca UK Limited (collectively, “AstraZeneca”) dated September 18, 2024 (“AstraZeneca Settlement Agreement”), and the terms and provisions of the Settlement Agreement with Defendant Handa Pharmaceuticals, LLC (“Handa”) dated September 19, 2024 (“Handa Settlement Agreement”) (collectively, the “Settlement Agreements”); preliminarily certifying the proposed Class for settlement purposes only; directing notice to putative Class members pursuant to the proposed Notice plan; preliminarily appointing the named EPPs as Class Representatives; appointing Class Counsel, the Claims Administrator, and the

Escrow Agent; directing the timing and procedures for any objections to and any request for exclusion from the Settlement; setting forth other procedures, filings, and deadlines; and scheduling the opt-out hearing, if necessary, and a final Fairness Hearing; and

WHEREAS, the Court has read and considered the Settlement Agreements, supplements, and EPPs' Unopposed Motion for Preliminary Approval of Settlements and for Other Relief and corresponding exhibits;

NOW, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Settlement Agreements, and all terms used in this Order shall have the same meanings as set forth in the Settlement Agreements attached hereto as Exhibit A (AstraZeneca Settlement Agreement) and Exhibit B (Handa Settlement Agreement). EPPs' motion for preliminary approval (**D.I. 764**) is **GRANTED**.

2. This Court has subject matter jurisdiction under 28 U.S.C. § 1332(d), and venue is proper in this District.

3. The Court has personal jurisdiction over the EPPs,<sup>1</sup> Settlement Class Members, Defendants AstraZeneca Pharmaceuticals LP and AstraZeneca UK

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<sup>1</sup>The named "End-Payor Plaintiffs" or "EPPs" are: Fraternal Order of Police, Miami Lodge 20, Insurance Trust Fund; Law Enforcement Health Benefits, Inc.; the Mayor and City Council of Baltimore; Welfare Plan of the International Union of Operating Engineers Locals 137, 137A, 137B, 137C, and 137R; and the Uniformed

Limited (collectively, “AstraZeneca”), and Defendant Handa Pharmaceuticals, LLC (“Handa,” and together with the End-Payor Plaintiffs and AstraZeneca, the “Parties”).

**Preliminary Certification of the Settlement Class**

4. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court preliminarily certifies, for settlement purposes only, the following “Settlement Class” under the antitrust and consumer protection laws of Arizona, Arkansas, California, the District of Columbia, Florida, Hawaii, Illinois, Iowa, Kansas, Maine, Maryland, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Dakota, Tennessee, Vermont, West Virginia, and Wisconsin, (the “Class States”):

All entities that, for consumption by their members, employees, insureds, participants, or beneficiaries, purchased, paid, and/or provided reimbursement for some or all of the purchase price of Seroquel XR or quetiapine fumarate ER 50 mg, 150 mg, 200 mg, and/or 300 mg tablets, other than for resale, in the Class States, at any time from September 5, 2015, through and until the date the Court orders Preliminary approval of the Settlement.

5. Excluded from the Settlement Class are: (a) Defendants and their subsidiaries and affiliates; and (2) federal and state governmental entities.

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Firefighters’ Association of Greater New York Security Benefit Fund and the Retired Firefighters’ Security Benefit Fund of the Uniformed Firefighters’ Association (collectively, the “Class Representatives”).

6. Under Rule 23(a)(1), the Court determines that the Settlement Class is so numerous that the joinder of all members is impracticable. Based on the available data, there have been millions of individual transactions of Seroquel XR and generic quetiapine fumarate ER spread over thousands of TPPs. This is more than sufficient to satisfy Rule 23(a)(1)'s requirement that the class be so numerous that joinder of all members is impracticable.

7. Under Rule 23(a)(2), the Court determines that the Settlement Class presents questions of law or fact common to the Settlement Class, including common questions regarding whether AstraZeneca and Handa engaged in anticompetitive conduct; whether that conduct delayed generic entry; and whether that conduct led to overcharges for Seroquel XR and generic quetiapine fumarate ER.

8. The Court preliminarily appoints the Class Representatives as Settlement Class Representatives for the following reasons:

(a) The Class Representatives allege, on behalf of the Settlement Class, the same manner of injury from the same course of conduct of which they complain themselves, and they assert on their behalf the same legal theories they assert for the Settlement Class as a whole. The Court therefore determines that the claims of the Class Representatives are typical of the claims of the proposed Settlement Class within the meaning of Rule 23(a)(3); and,

(b) Pursuant to Rule 23(a)(4), the Court determines that EPPs have and will continue to fairly and adequately protect the interests of the Settlement Class. The interests of the Class Representatives do not conflict with the interests of absent members of the Settlement Class. All members of the Settlement Class share a common interest in proving the alleged anticompetitive conduct, and all Settlement Class Members share a common interest in recovering damages from AstraZeneca and Handa. Moreover, like the Class Representatives, the Settlement Class is made up of business entities, and any member of the Settlement Class that wishes to opt out will be allowed to do so. Furthermore, EPPs and their Counsel are well qualified to represent the Settlement Class in this case, given their experience in prior cases and the vigor with which they have prosecuted this Action for over four years.

9. The Court determines that the Settlement Class is ascertainable under the standard established by the Third Circuit based on the documents and data produced in this case. The Class definition consists of objective criteria, and the Class can be ascertained through a reliable and administratively feasible methodology.

10. Pursuant to Rule 23(b)(3), the Court determines that common questions of law and fact predominate over questions affecting only individual members of the Settlement Class. The issues in this Action are subject to generalized proof and thus

are applicable to the Settlement Class as a whole, and such issues predominate over those issues that are subject only to individualized proof.

11. Also pursuant to Rule 23(b)(3), the Court determines that a class action is superior to other available methods for the fair and efficient adjudication of this Action. The Court believes it is desirable, for purposes of judicial and litigation efficiency, to concentrate in a single action the claims of the Class. The Court also believes there are few manageability problems presented by a case such as this, particularly given the Settlement preliminarily approved in this Order. *See Sullivan v. DB Invs., Inc.*, 667 F. 3d 273, 302-03 (3d Cir. 2011) (noting that a settlement class eliminates manageability concerns because there will be no trial); *In re Google, Inc. Cookie Placement Consumer Privacy Litig.*, No. 12-MD-2358, 2023 WL 4420431, at \*7 (D. Del. July 10, 2023) (“The cases cited by counsel in support focus on the court’s concern for trial manageability, which is admittedly non-existent in a settlement class.”).

12. Pursuant to Rules 23(c)(1)(B) and 23(g), the Court has considered the factors provided in Rule 23(g)(1)(A), and the Court preliminarily appoints the law firms of Grant & Eisenhofer P.A., Cohen Milstein Sellers & Toll PLLC, and Miller Shah LLP as Co-Lead Class Counsel for the Settlement Class (“Class Counsel” or “Co-Lead Counsel”).

**Preliminary Approval of the Proposed Settlement**

13. At preliminary approval, a court evaluates whether the proposed settlement is within the range of possible approval and free of obvious deficiencies or reasons to doubt its fairness. *See Du ex rel. Enteromedics, Inc. v. Blackford*, No. 17-cv-00194, 2018 WL 4691046, at \*6 (D. Del. Sept. 28, 2018); *Easterday v. USPack Logistics LLC*, No. 15-cv-07559, 2023 WL 4398491, at \*5 (D.N.J. July 6, 2023).

14. The Court finds that the Settlement has no obvious shortcomings and is within the range of possible approval.

15. The Court also finds that the Settlement Agreements have been reached as a result of extensive, arm's-length negotiations of disputed claims and that the proposed Settlement is not the result of any collusion.

16. In addition, the Court finds that the proceedings that occurred before the Parties entered into the Settlement Agreements afforded counsel the opportunity to adequately assess the claims and defenses in the Action as well as the relative positions, strengths, weaknesses, risks, and benefits to each Party, and, as such, to negotiate individual Settlement Agreements that are fair, reasonable, and adequate and reflect those considerations.

17. The Court preliminarily approves the Settlement Agreements and all of their terms as fair, reasonable, and adequate under Rule 23 and in the best interests of the Settlement Class, subject to further consideration at the final Fairness Hearing.

18. The Court also preliminarily approves the proposed Plan of Allocation as fair, reasonable, and adequate.

19. The Court appoints the Huntington Bank as Escrow Agent for the purpose of administering the Escrow Account holding the Settlement Fund. All expenses incurred by the Escrow Agent must be reasonable and shall be payable solely from the Settlement Fund.

**Approval of the Notice Plan to the Settlement Class**

20. The proposed Notice Plan includes, *inter alia*, notice by publication, direct mail notice to third-party payors that can be identified with reasonable effort, and the establishment of a Settlement website: [www.SeroquelXRAntitrustSettlement.com](http://www.SeroquelXRAntitrustSettlement.com).

21. The proposed Notice Plan is reasonably calculated to apprise the Settlement Class of the pendency of the Action; the certification of the Settlement Class for settlement purposes only; the terms of the Settlements, their benefits, and the Release of Claims; Settlement Class Members' rights, including the right to, and the deadlines and procedures for, requesting exclusion from the Settlements or objecting to the Settlements; Class Counsel's application for fees, costs, and

expenses and/or the application for service awards for the Class Representatives; the deadline, procedures, and requirements for submitting a claim for reimbursement pursuant to the Settlements' terms; the time, place, and right to appear at the final Fairness Hearing; and other pertinent information about the Settlements and the Settlement Class Members' rights.

22. The Court finds that this Notice Plan satisfies the requirements of Rule 23(e) and due process, is otherwise fair and reasonable, and constitutes the best notice practicable under the circumstances. Accordingly, the Court approves and directs the implementation of the Notice Plan.

23. The Court also approves the form and content of the Settlement Class Notices and Claim Form. The Parties may make non-material modifications to the Settlement Class Notices and Claim Form prior to mailing and publication if they jointly agree any such changes are appropriate.

24. The Court appoints Epiq as the Settlement Claims Administrator ("Claims Administrator"). All expenses incurred by the Claims Administrator must be reasonable and shall be payable solely from the Settlement Fund. Class Counsel may, without an order of the Court so directing, withdraw up to two hundred thousand dollars (\$200,000) for notice and notice-related expenses.

25. The Claims Administrator is directed to perform all settlement administration duties set forth in, and pursuant to the terms and time periods of, the

Settlement Agreements, including implementing and maintaining the Settlement website, implementing the Notice Plan, processing and reviewing timely submitted and proper claims under the Settlements' terms, and submitting any declarations and other materials to counsel and the Court, as well as performing any other duties required under the Settlement Agreements.

26. AstraZeneca and Handa shall comply with their obligation to give notice under the Class Action Fairness Act ("CAFA"), 28 U.S.C. §1711, *et seq.*

27. If necessary, a hearing to determine which entities may opt out of either or both of the Settlements will be held before this Court on March 19, 202~~5~~<sup>4</sup>, at <sup>1:00 pm at</sup> the United States District Court for the District of Delaware, J. Caleb Boggs Federal Building, Courtroom 4B, 844 N. King Street, Wilmington, DE 19801.

28. A hearing on final approval (the "Fairness Hearing") shall be held before this Court on April 23, 2025, at <sup>9:00am at</sup> the United States District Court for the District of Delaware, J. Caleb Boggs Federal Building, Courtroom 4B, 844 N. King Street, Wilmington, DE 19801. At the Fairness Hearing, the Court will consider, *inter alia*: (a) the fairness, reasonableness, and adequacy of the Settlements and whether the Settlements should be finally approved; (b) whether the Court should approve the proposed Plan of Allocation of the Settlement Fund among members of the Settlement Class; (c) whether the Court should approve awards of Class Counsel's attorneys' fees and reimbursement of costs and expenses; (d)

whether service awards should be awarded to the Class Representatives; and (e) whether a Final Judgment and Order terminating the litigation between EPPs, on the one hand, and AstraZeneca and Handa, on the other, should be entered. The Fairness Hearing may be rescheduled or continued; in that event, the Court will furnish all counsel with appropriate notice. Class Counsel shall be responsible for communicating any such notice promptly to Settlement Class Members by posting a conspicuous notice on the Settlement website.

29. Any Settlement Class Member that wishes to be excluded from either or both of the Settlements must email or mail by first-class mail postmarked no later than forty-five (45) days after the Notice Date a written request for exclusion (“Request for Exclusion”) to the Claims Administrator at the email address or mailing address, respectively, specified in the Settlement Class Notice. To be effective, the Request for Exclusion must be timely and must:

- (a) Include the Settlement Class Member’s full name, current mailing address, and telephone number;
- (b) Specify whether they are opting out of the AstraZeneca and/or Handa Settlement;
- (c) Be signed by the Settlement Class Member that is opting out or by the Settlement Class Member’s authorized agent or representative;

(d) For any request for exclusion submitted by a Settlement Class Member's authorized agent or representative, be accompanied by proof of the representative's legal authority and authorization to act and request exclusion on behalf of the Settlement Class Member;

(e) Specifically and unambiguously state the desire to be excluded from either or both of the Settlements in *In re Seroquel XR (Extended Release Quetiapine Fumarate) Antitrust Litigation*, 1:20-cv-01076-CFC (D. Del.); and

(f) Include data reflecting the Settlement Class Member's purchases, payments, and/or reimbursements for 50 mg, 150 mg, 200 mg, and 300 mg tablets of Seroquel XR and generic quetiapine fumarate ER.

30. Group or class-wide exclusions shall not be permitted.

31. Any Settlement Class Member that fails to submit a timely and complete Request for Exclusion, consistent with paragraph 29 hereof, sent to the proper email address or mailing address shall remain in the Settlement Class and shall be subject to and bound by all determinations, orders, and judgments in the Action concerning the Settlements, including but not limited to the releases of Released Claims set forth in the Settlement Agreements. . After the deadline for requesting exclusion, the Court shall endeavor to issue, on an expedited basis, an

order reflecting which Settlement Class Members, if any, have submitted a timely and complete Request for Exclusion, pursuant to a motion to be filed by the Parties.

32. Any Settlement Class Member that has not submitted a Request for Exclusion may object to the fairness of the Settlement Agreements and/or the requested amount of Class Counsel's fees, costs, and expenses and/or service awards for the Class Representatives.

(a) To object, a Settlement Class Member must either: (i) file the objection, together with any supporting briefs and/or documents, with the Court in person or via the Court's electronic filing system within forty-five (45) days of the Notice Date; or (ii) mail, via first-class mail postmarked within forty-five (45) days of the Notice Date, the objection, together with any supporting briefs and/or documents, to each of the following: (a) the Clerk's Office of the United States District for the District of Delaware, J. Caleb Boggs Federal Building, 844 N. King Street, Wilmington, DE 19801; (b) Robert G. Eisler, Grant & Eisenhofer P.A., 485 Lexington Ave. 29th Floor, New York, NY 10017, on behalf of Class Counsel; (c) Benjamin Greenblum, Williams & Connolly LLP, 680 Maine Avenue SW, Washington, DC 20024, on behalf of AstraZeneca; and (d) James E. Gallagher, Davis, Malm & D'Agostine, P.C., One Boston Place, 37th Floor, Boston, MA 02108, on behalf of Handa.

(b) Any objecting Settlement Class Member must include the following with its objection: (i) the objector's name, address, and telephone number; (ii) documentation establishing that the objector is a Settlement Class Member; (iii) whether the objector objects to any part or all of the proposed AstraZeneca and/or Handa Settlements(s), (iv) an explanation of the position to be asserted and the grounds for the objection, accompanied by any legal support for objection; (v) copies of any papers, briefs, or other documents upon which the objection is based and that are pertinent to the objection; (vi) the full name, address, and telephone number of any counsel representing said objector in connection with the objection; (vii) a statement of whether the objecting Settlement Class Member intends to appear at the Fairness Hearing, either with or without counsel, and the identities of any counsel who will appear on behalf of the Settlement Class Member at the Fairness Hearing; (viii) the following statement followed by the objector's signature: "I declare under penalty of perjury under the laws of the United States of America that [the objector] is a member of the Class."; (ix) a list of all other objections submitted by the objector, or the objector's counsel, to any class-action settlements submitted in any court in the United States in the previous five (5) years, including the full case name, the jurisdiction in which it was filed, and the docket number. If the Settlement Class Member or their counsel has not

objected to any other class-action settlement in the United States in the previous five (5) years, they shall affirmatively so state in the objection.

(c) The Clerk's Office shall file on the public docket all objections received by mail.

(d) Subject to the approval of the Court, any Settlement Class Member that properly has filed a timely objection may appear, in person or by counsel, at the Fairness Hearing to explain why the proposed Settlement should not be approved as fair, reasonable, and adequate, or to object to any motion for award of Class Counsel's fees, costs, and expenses and/or service awards for the named End-Payor Plaintiffs. To appear, any Settlement Class Member must, no later than the objection deadline, file with the Clerk of Court and serve upon all counsel designated in the Settlement Class Notice, a "Notice of Intention to Appear" at the Fairness Hearing. The Notice of Intention to Appear must include copies of any papers, exhibits, or other evidence and the identity of all witnesses that the objecting Settlement Class Member (or the objecting Settlement Class Member's counsel) intends to present to the Court in connection with the Fairness Hearing. Any Settlement Class Member that does not provide a Notice of Intention to Appear in accordance with the deadline and other requirements set forth in this Order and the Settlement Class Notice shall be deemed to have waived any right to appear, in person or

by counsel, at the Fairness Hearing. Any lawyer representing a Settlement Class Member for the purpose of making comments or objections must also file a Notice of Appearance with the Court using the Court's Case Management/Electronic Case Files (CM/ECF) System.

(e) Any Settlement Class Member that has not properly filed a timely objection in accordance with the deadline and requirements set forth in this Order and the Settlement Class Notice shall be deemed to have waived any objections to the Settlements and any adjudication or review of the Settlement Agreements and/or their approval by appeal or otherwise.

33. In the event either the AstraZeneca Settlement or the Handa Settlement is not granted final approval by the Court, or for any reason the parties fail to obtain a Final Judgment and Order as contemplated in either Settlement Agreement, or either Settlement is terminated pursuant to their terms for any reason, then the following shall apply:

(a) All orders and findings entered in connection with that Settlement shall become null and void and have no further force and effect, and shall not be admissible or discoverable in this or any other proceeding, judicial or otherwise;

(b) Nothing contained in this Order is, or may be construed as, any admission or concession by or against AstraZeneca, Handa, the Released

Parties, or EPPs of any allegation, claim, defense, or point of fact or law in connection with this Action.

(c) The preliminary certification of the Settlement Class pursuant to this Order shall be vacated.

34. All proceedings in the Action between EPPs, on the one hand, and AstraZeneca and Handa, on the other hand, are hereby stayed, except proceedings for purposes of effectuating the Settlements, until the Court renders a final decision regarding the approval of the Settlements and, if the Court approves the Settlements, enters a Final Judgment and Order and dismisses such Action as to AstraZeneca and/or Handa with prejudice.

35. Pending the Fairness Hearing and the Court's decision whether to grant final approval of the Settlements, no Settlement Class Member—including those Settlement Class Members that file Requests for Exclusion from the Settlement(s) that have not yet been reviewed and approved by the Court at the Fairness Hearing—shall directly, representatively, or in any other capacity commence, prosecute, continue to prosecute, or participate in, against any of the Released Parties, any action or proceeding in any court or tribunal (judicial, administrative, or otherwise) asserting any of the matters, claims, or causes of action that are to be released in the Settlement Agreements. Pursuant to 28 U.S.C. §§ 1651(a) and 2283, the Court finds

that issuance of this preliminary injunction is necessary and appropriate in aid of the Court’s continuing jurisdiction and authority over the Action.

36. Pending the Fairness Hearing and any further determination thereof, this Court shall maintain continuing jurisdiction over these Settlement proceedings.


37. Based on the foregoing, the Court sets forth the following schedule for the Fairness Hearing and the actions preceding it. If any deadline set forth in this Order falls on a weekend or federal holiday, then such deadline shall be extended to the next business day. These deadlines may be extended by order of the Court, for good cause shown, without further notice to the Settlement Class. Settlement Class Members must check the Settlement website regularly for updates and further details regarding this Settlement:

Event	Deadline for Compliance
Mailing Notice Complete	No later than 30 calendar days after entry of the Preliminary Approval Order (the “Notice Date”)
Publication of Summary Notice and Notice posted on <a href="http://www.SeroquelXRAntitrustSettlement.com">www.SeroquelXRAntitrustSettlement.com</a>	No later than 30 calendar days after entry of the Preliminary Approval Order
Deadline for filing Claim Forms	No later than 180 calendar days after entry of the Preliminary Approval Order
Deadline for requests for exclusion, objections, and notices of intent to appear at the Fairness Hearing	No later than 45 calendar days after the Notice Date

Deadline for filing motions (if necessary) as to any opt-outs who do not provide the required data, if necessary	16 calendar days after Deadline for requests for exclusion, objections, and notices of intent to appear at the Fairness Hearing
Expedited hearing regarding potential opt-outs who do not provide the required data, if any	To be scheduled by the court after the deadline for filing motions as to any potential opt-outs who do not provide the required data
Deadline for EPPs to file motion for final approval of the Settlement, the Plan of Allocation, and application for attorneys' fees, costs, expenses, and service awards	<del>35 calendar days prior to the Fairness Hearing</del> <i>March 21, 2025</i>
Deadline for EPPs to file reply, if any, in further support of above	7 calendar days prior to the Fairness Hearing

**SO ORDERED.**

12.9.24  
DATE

  
UNITED STATES DISTRICT JUDGE  
Chief Judge Colm F. Connolly