

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE PFIZER INC. SECURITIES LITIGATION

No. 04-cv-9866 (LTS)(HBP)

ECF CASE

**PLAINTIFFS' MOTION FOR DISTRIBUTION
OF THE NET SETTLEMENT FUND**

Additional Counsel:

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Class Counsel

PLEASE TAKE NOTICE that, pursuant to this Court's December 21, 2016 Orders approving the terms of the Stipulation and Agreement of Settlement dated August 26, 2016 and the Plan of Allocation for distributing the settlement proceeds to Class Members, and upon the accompanying Memorandum in Support of this Motion and the Declaration of Michelle Smith, Plaintiffs respectfully submit this Motion for Distribution of the Net Settlement Fund, and hereby move this Court for entry of a proposed Order in the form lodged herewith:

1. Approving the procedures used and actions taken by Garden City Group, LLC ("GCG") (now operating as part of Epiq Class Action and Claims Solutions, Inc.) and Lead Counsel for the administration of the Settlement and approving the administrative determinations of GCG in accepting and rejecting claims filed in this matter.
2. Approving the acceptance of the claims set forth in Exhibits C-1 and C-2 to the Smith Declaration.
3. Approving the rejection of the claims identified as rejected or ineligible as listed on Exhibit C-3 to the Smith Declaration, which list includes the wholly rejected Disputed Claims contained in Exhibit B to the Smith Declaration.
4. Approving payment in the amount of \$2,596,794.99 to GCG for the unpaid costs of administration through the Initial Distribution, as set forth in paragraph 60 of the Smith Declaration. This payment is to be made from the Settlement Fund.
5. Directing Lead Counsel and GCG to distribute the Net Settlement Fund to Authorized Claimants in accordance with the Distribution Plan as set forth in paragraph 61 of the Smith Declaration, which would, among other things: (a) authorize an Initial Distribution of the Net Settlement Fund to the Authorized Claimants listed in Exhibits

- C-1 and C-2 to the Smith Declaration; and (b) provide for a Second Distribution (and, if necessary, subsequent distributions) of any funds remaining after the Initial Distribution.
6. Directing GCG and Lead Counsel, at such time as they determine that further re-distribution is not cost-effective, and if sufficient funds remain to warrant the processing of Proofs of Claim received after June 30, 2018, to process such Proofs of Claim and, at the discretion of Lead Counsel, pay such claimants their distribution amounts on a *pro rata* basis so as to bring them, to the extent possible, into parity with other Authorized Claimants who have cashed all of their prior distributions. If any funds remain in the Net Settlement Fund after payment of such valid late claims, and after payment of any unpaid costs or fees and taxes, such balance shall be donated to an appropriate non-profit organization to be agreed upon by Plaintiffs and Defendants.
 7. Releasing and discharging GCG, Plaintiffs, and Plaintiffs' Counsel, and all other persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the Proofs of Claim, from any and all claims arising out of such involvement (the "Released Persons"), and barring all Class Members, whether or not they are to receive payment from the Settlement Fund, from making any further claims against the Settlement Fund or the Released Persons beyond the amount allocated to them by GCG pursuant to this Order.
 8. Retaining jurisdiction over any further matter which may arise in connection with the administration of this Settlement.

9. Declaring that any Proof of Claim received or modified after June 30, 2018 shall not be included in the Initial Distribution of the Net Settlement Fund.

Dated: October 24, 2018

Respectfully submitted,

Additional Counsel:

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Lead Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE PFIZER INC. SECURITIES LITIGATION

No. 04-cv-9866 (LTS)(HBP)

ECF CASE

**[PROPOSED] ORDER AUTHORIZING DISTRIBUTION
OF THE NET SETTLEMENT FUND AND PAYMENT OF SETTLEMENT
ADMINISTRATOR'S COSTS**

WHEREAS, by orders dated December 21, 2016, this Court approved the terms of the Stipulation and Agreement of Settlement dated August 26, 2016 and the Plan of Allocation for distributing the settlement proceeds to Class Members; and

WHEREAS, the cash settlement proceeds have been deposited by the Defendants into an escrow account established by Lead Counsel, on behalf of the Class (the "Settlement Fund"); and

WHEREAS, the deadline for Class Members to submit Proof of Claim and Release forms ("Proofs of Claim") in order to participate in the distribution of the Settlement Fund was January 28, 2017; and

WHEREAS, pursuant to Lead Counsel's instruction, Garden City Group, LLC ("GCG") (now operating as part of Epiq Class Action and Claims Solutions, Inc.), the Court-approved administrator for the Settlement, has continued to process Proofs of Claim received through June 30, 2018; and

WHEREAS, all Class Members who filed claims through June 30, 2018 that were in any way ineligible or deficient were: (1) informed that their claims were ineligible or deficient; and (2) given an opportunity to correct any deficiency prior to their claims being finally rejected, or to contest the determination as to the deficiency, by requesting judicial review; and

WHEREAS, Lead Counsel now seeks authorization to distribute the settlement proceeds to Authorized Claimants, after deduction of any taxes, fees and expenses previously approved by the Court or approved by this Order (the “Net Settlement Fund”); and

WHEREAS, the Court has retained jurisdiction of this Action for the purpose of considering all matters relating to this litigation, including the administration and distribution of the Net Settlement Fund to the members of the Class; and

NOW, THEREFORE, upon reading: (1) the memorandum of law in support of Motion for Distribution of the Net Settlement Fund; and (2) the Declaration of Michelle Smith of GCG (“Smith Declaration”); and after due deliberation, it is hereby ORDERED as follows:

1. The procedures used and actions taken by GCG and Lead Counsel for the administration of the Settlement are hereby adjudged to have been proper and complete, and the Court hereby approves the administrative determinations of GCG in accepting and rejecting claims filed in this matter.
2. The Court hereby approves the claims set forth in Exhibits C-1 and C-2 to the Smith Declaration. These claims include fully and partially valid claims, as well as late-filed, but otherwise valid, claims, of Class Members (“Authorized Claimants”).
3. The Court hereby approves GCG’s recommended rejection of claims identified as rejected or ineligible as listed on Exhibit C-3 to the Smith Declaration, which list includes the wholly rejected Disputed Claims set forth in Exhibit B to the Smith Declaration.
4. The Court hereby approves the payment in the amount of \$2,596,794.99 to GCG for the unpaid costs of administration through the Initial Distribution, as set forth in

- paragraph 60 of the Smith Declaration. This payment is to be made from the Settlement Fund.
5. Lead Counsel and GCG are directed to distribute the Net Settlement Fund to Authorized Claimants in accordance with the Distribution Plan as set forth in paragraph 61 of the Smith Declaration, which would, among other things: (a) authorize an Initial Distribution of the Net Settlement Fund to the Authorized Claimants listed in Exhibits C-1 and C-2 to the Smith Declaration; and (b) provide for a Second Distribution (and, if necessary, subsequent distributions) of any funds remaining after the Initial Distribution.
 6. In the Initial Distribution, GCG will determine a Distribution Amount for each Authorized Claimant based on the sum of the Authorized Claimant's *pro rata* share of the Net Settlement Fund. As provided for in the Court-approved Plan of Allocation, Authorized Claimants whose Distribution Amount is less than \$10 will receive no payment. Authorized Claimants whose Distribution Amount is \$10 or more but less than \$200 will receive 100% of their Distribution Amount in the Initial Distribution (i.e., "Claims Paid in Full"). Authorized Claimants whose Distribution Amount is \$200 or more will receive 90% of their Distribution Amount in the Initial Distribution, with the remaining 10% retained in escrow to create a reserve for any contingencies that may arise ("Reserve").
 7. Checks will bear the notation: "CASH PROMPTLY, VOID AND SUBJECT TO RE-DISTRIBUTION IF NOT CASHED BY DATE 90 DAYS AFTER ISSUE DATE." Lead Counsel and GCG are authorized to take appropriate actions to locate and/or

- contact any Authorized Claimant who has not cashed his/her or its check within said time.
8. Authorized Claimants who do not cash their checks within the time allotted will irrevocably forfeit all recovery from the Settlement.
 9. After Lead Counsel and GCG have made reasonable and diligent efforts to have Authorized Claimants cash their distribution checks, and consistent with the Court-approved Plan of Allocation, to the extent any funds remain in the Net Settlement Fund nine (9) months after the Initial Distribution, GCG will conduct a Second Distribution pursuant to which any balance remaining in the Net Settlement Fund (including from the Reserve and the funds for all void-stale-dated checks), after deducting GCG's unpaid costs and expenses incurred in connection with administering the Net Settlement Fund (including the estimated costs of such Second Distribution), and after the payment of any estimated taxes, the costs of preparing appropriate tax returns, any escrow fees, and other contingencies, and after the payment of any Proofs of Claim received through June 30, 2018 but for which an adjustment was received after June 30, 2018, which resulted in a Recognized Claim or an increased Recognized Claim, shall be distributed to Authorized Claimants from the Initial Distribution who (1) were not Claims Paid in Full; (2) cashed their Initial Distribution payment, and (3) are entitled to at least \$10 in the Second Distribution.
 10. Consistent with the Court-approved Plan of Allocation, if economically feasible, subsequent distributions of funds remaining in the Net Settlement Fund will take place. At such time as GCG and Lead Counsel determine that further re-distribution is not cost-effective, if sufficient funds remain to warrant the processing of Proofs of

Claim received after June 30, 2018, such Proofs of Claim will be processed, and such Claimants, at the discretion of Lead Counsel, may be paid their distribution amounts on a *pro rata* basis that would bring them into parity with other Authorized Claimants who have cashed all of their prior distribution to the extent possible. If any funds remain in the Net Settlement Fund after payment of such valid late claims, and after payment of any unpaid costs or fees and taxes, such balance shall be donated to an appropriate non-profit organization to be agreed upon by Plaintiffs and Defendants.

11. GCG, Plaintiffs, and Plaintiffs' Counsel, and all other persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the Proofs of Claim are released and discharged from any and all claims arising out of such involvement (the "Released Persons"), and all Class Members, whether or not they are to receive payment from the Settlement Fund, are barred from making any further claims against the Settlement Fund or the Released Persons beyond the amount allocated to them by GCG pursuant to this Order.
12. The Court retains jurisdiction over any further matter which may arise in connection with the administration of this Settlement.
13. Any Proof of Claim received or modified after June 30, 2018 shall not be included in the Initial Distribution of the Net Settlement Fund.

Dated: _____, 2018

SO ORDERED:

Laura T. Swain, U.S.D.J.