

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

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IN RE: FIRST DATABANK )  
ANTITRUST LITIGATION )  
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THIS DOCUMENT RELATES TO: )  
ALL ACTIONS. )  
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MASTER FILE NO.: 01CV00870

**FILED**

FEB 14 2002

NANCY MAYER-WHITTINGTON, CLERK  
U.S. DISTRICT COURT

**FINAL ORDER AND JUDGMENT APPROVING SETTLEMENT BETWEEN  
THE INDIRECT PURCHASER SETTLEMENT CLASS AND DEFENDANTS**

This consolidated action (the "Action") having come before this Court for a hearing, as noticed, on February 6, 2002, pursuant to the Order Conditionally Certifying Indirect Purchaser Settlement Class and Preliminarily Approving Proposed Settlement Between the Indirect Purchaser Settlement Class and Defendants dated August 22, 2001 (the "Preliminary Approval Order") to consider and determine the matters set forth in the Preliminary Approval Order and due notice of said hearing having been published and given; and all entities having objections to the proposed settlement set forth in the Stipulation of Settlement, entered into as of June 1, 2001, and the attachments thereto (the "Settlement Agreement"), and described in the Notice of Proposed Settlement (the "Notice"), having been given an opportunity to be heard with respect thereto and/or to request exclusion from the Indirect Settlement Class; and the Court having considered the matter, including all papers filed in connection therewith, and the oral presentations of counsel at said hearing, and good cause appearing therefor:

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:**

1. Unless otherwise defined herein, all definitions in the Settlement Agreement apply to this Final Order.

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2. This Court has jurisdiction over this Action and each of the Parties to the Settlement Agreement and will continue to retain such jurisdiction for as long as necessary to effectuate the Settlement Agreement.

3. The Court hereby confirms its Preliminary Approval Order and certifies the Indirect Purchaser Settlement Class (as defined below) for settlement purposes pursuant to Rule 23 of the Federal Rules of Civil Procedure. The Court further finds that the Indirect Purchaser Plaintiffs are adequate representatives for the Indirect Purchaser Settlement Class, and that Hanzman, Criden, Chaykin & Rolnick, P.A. is appointed as Liaison Plaintiffs' Counsel for the Indirect Purchaser Settlement Class (the "Class Counsel").

4. The Court hereby certifies the following Indirect Purchaser Settlement Class pursuant to Rule 23 of the Federal Rules of Civil Procedure:

All persons and entities (excluding governmental entities, Defendants and Defendants' parents, subsidiaries and affiliates) who purchased electronic drug information databases sold by any of the Defendants containing clinical, pricing, or other information on prescription or non-prescription pharmaceutical drugs, or services, products, or software related thereto, in Alabama, Arizona, California, District of Columbia, Florida, Hawaii, Illinois, Kansas, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Rhode Island, South Dakota, Tennessee, Washington, West Virginia and Wisconsin directly from system vendors (which, in turn, purchased directly from Defendants) from January 15, 1998 through the date of Divestiture as defined in the Settlement Agreement.

5. The Court finds that the prerequisites for a class action under Rule 23 of the Federal Rules of Civil Procedure have been met, and that the Indirect Purchaser Settlement Class is so numerous that joinder of all members thereof is impracticable; there are questions of law and fact common to members of the Indirect Purchaser Settlement Class that predominate over individual questions; the claims of the Indirect Purchaser Plaintiffs are typical of the claims of the members of the Indirect Purchaser Settlement Class; the Indirect Purchaser Plaintiffs will fairly and adequately

represent the Indirect Purchaser Settlement Class; and a class action is superior to other available means for the fair and efficient adjudication of this Action.

6. On or before September 6, 2001: (a) notices by publication substantially in the form approved by the Court in the Preliminary Approval Order, were published once weekly over a period of three (3) weeks in THE PINK SHEET - FDC REPORTS MODERN HEALTHCARE, PHARMACY WEEK and THE PHARMACEUTICAL REPRESENTATIVE and posted on Class Counsel's web site. This was the most practicable method for providing notice to Indirect Purchaser Settlement Class Members, because there was no practical way to identify them and it was therefore not possible to conduct a direct mail notice campaign, as more fully set forth in the affidavit of Deborah E. Greenspan dated December 21, 2001 ("Greenspan Aff."), and the parties' Report on the Status of Notice of Settlement dated October 25, 2001. Such notice is hereby determined to be in full compliance with the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process and is found to be the best notice practicable under the circumstances and to constitute due and sufficient notice to all entities entitled thereto.

7. Due and adequate notice of the proceedings having been given to the Indirect Purchaser Settlement Class and a full opportunity having been offered to the Indirect Purchaser Settlement Class to participate in the hearing, it is hereby determined that all Settling Class Members (as defined in Paragraph 11 below), are bound by this Final Order and Judgment.

8. The Settlement Agreement and the settlements set forth therein (the "Settlement"), is hereby approved and confirmed as fair, adequate and reasonable, and in the best interests of the Indirect Purchaser Settlement Class as a whole, and its terms satisfy Rule 23 of the Federal Rules of Civil Procedure and due process.

9. The Settlement of this Action was not the product of collusion between the Indirect Purchaser Plaintiffs and Defendants or their respective counsel, but rather was the result of bona fide and arm's length negotiation conducted in good faith by the Parties and their counsel.

10. The Amended Allocation and Distribution Plan, previously filed with the Court, is approved, and the proceeds of the Indirect Net Settlement Fund shall be distributed in the manner provided therein.

11. The Court hereby dismisses this Action, with prejudice and without costs.

12. The term "Settling Class Member" as used herein refers to all members of the Indirect Purchaser Settlement Class except those who timely requested exclusion as identified on Exhibit 1 hereto. Without any further action by anyone, the Releasors, for good and sufficient consideration, are hereby deemed to have released and forever discharged the Releasees from each and every direct, indirect, individual, class, representative, derivative and other claim, right, action, allegation, demand, defense, counterclaim, issue, setoff, liability, penalty, and cause of action of every nature and description whatsoever, known or unknown, suspected or unsuspected, including (without limitation) all claims for damages, restitution, disgorgement or rescission, or any other legal or equitable relief, liquidated or unliquidated, which the Releasors, or any of them, had, now has, or may hereafter have against the Releasees, or any of them, arising from or in connection with or in any way related, directly or indirectly, to any of the acts, facts, matters, transactions, events, occurrences, disclosures, statements, representations, omissions, or failures to act set forth, alleged, referred to, or otherwise embraced in the Action or the Complaint, including but not limited to claims arising under the statutory or common laws of the United States, any state, territory or other jurisdiction (whether domestic or foreign), excepting only any claim to enforce the terms of the Settlement Agreement.

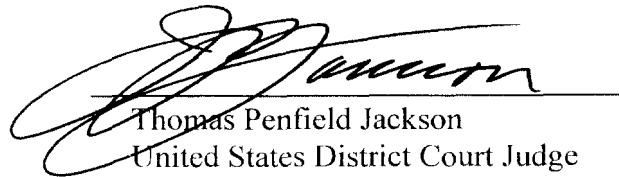
13. The Settling Class Members are hereby severally and permanently barred and enjoined from commencing, instituting, maintaining, prosecuting, participating in or enforcing against any of the Releasees any of the Released Claims, either directly or indirectly, representatively, derivatively, or in any other capacity.

14. Neither this Final Order, the Settlement Agreement, nor any of their terms or the negotiations or papers related thereto shall constitute any evidence or an admission by any Releasees, that any acts of wrongdoing have been committed and shall not be deemed to create any inference that there is any liability therefor. Neither this Final Order, nor the Settlement Agreement, nor any of its terms or the negotiations or papers related thereto shall be offered or received in evidence or used for any purpose whatsoever, in this or any other matter or proceeding in any court, administrative agency, arbitration, or other tribunal, other than as may be necessary to consummate or enforce the Settlement Agreement, the terms of the Settlement, or this Final Order, or by Defendants to obtain dismissal of any actions asserting Released Claims.

15. Pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Court finds that there is no just reason for delay and therefore orders that this Final Order and Judgment is final and immediately appealable.

16. Without in any way affecting the finality of this Final Order, this Court hereby retains jurisdiction over the Action for the purposes of implementing and enforcing the terms of the Settlement Agreement, including the administration of the settlements provided for therein, as well as all matters relating to the terms of this Final Order.

SO ORDERED this 14<sup>th</sup> day of February, 2002.

  
Thomas Penfield Jackson  
United States District Court Judge