

## Amendment to Distributors Washington Settlement Agreement

The Agreement Parties to the Distributors Washington Settlement Agreement (“*Agreement*”) agree that Sections V.B–D of the Agreement shall be amended to read as set forth below in this Amendment to the Distributors Washington Settlement Agreement (“*Amendment*”).<sup>1</sup>

B. *Amounts.* The total estimated amount to cover all Washington Fees and Costs is \$87,750,230.98, which includes both the amount set forth in Section V.B.1 and the estimated amount set forth in Section V.B.2.

1. State Outside and Inside Counsel Fees and Costs. Settling Distributors shall pay \$76,829,316.21 to cover in-house fees and costs and outside counsel fees and costs to the Washington Attorney General’s Office, which shall be used for any lawful purpose in the discharge of the Attorney General’s duties at the sole discretion of the Attorney General. The amount shall be paid in the increments and on the schedule as specified in Section V.C (Payment Year 1 – 20%, Payment Year 2 – 20%, Payment Year 3 – 15%, Payment Year 4 – 15%, Payment Year 5 – 15%, Payment Year 6 – 10%, Payment Year 7– 5%).

2. Fees and Costs for Participating Litigating Subdivisions’ Attorneys. The Agreement Parties have estimated that \$10,920,914.77 is the Contingency Fee Fund amount described in Section II.D of Exhibit R of the Global Settlement allocable to Litigating Subdivisions in the State of Washington (the “Estimated Washington Contingency Fee Allocation”). The actual amount may be greater or less. Attorneys engaged in Qualifying Representations of Participating Litigating Subdivisions who meet the criteria set forth in Section II.G of Exhibit R of the Global Settlement may apply for the Attorney Fee Fund and Litigating Subdivision Cost Fund as set forth in Exhibit R of the Global Settlement. For the avoidance of doubt, application to the Attorney Fee Fund, Litigating Subdivision Cost Fund and MDL Expense Fund is the sole means through which Participating Litigating Subdivisions and their counsel may receive attorneys’ fees and costs under this Agreement, except that subdivisions may pay fees and costs to their attorneys pursuant to a State Back-Stop agreement.

C. *Schedule.* State Outside and Inside Counsel Fees and Costs shall be paid according to the following schedule:

1. Payment Year 1: Twenty percent (20%) of the State Outside and Inside Counsel Fees and Costs amount (\$15,365,863.24), to be paid on or before December 1, 2022.

2. Payment Year 2: Twenty percent (20%) of the State Outside and Inside Counsel Fees and Costs amount (\$15,365,863.24), to be paid on or before December 1, 2022.

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<sup>1</sup> Unless otherwise indicated herein, all capitalized terms used in this Amendment shall have the meanings given to them by the Agreement.

3. Payment Year 3: Fifteen percent (15%) of the State Outside and Inside Counsel Fees and Costs amount (\$11,524,397.43), to be paid on or before July 15, 2023.

4. Payment Year 4: Fifteen percent (15%) of the State Outside and Inside Counsel Fees and Costs amount (\$11,524,397.43), to be paid on or before July 15, 2024.

5. Payment Year 5: Fifteen percent (15%) of the State Outside and Inside Counsel Fees and Costs amount (\$11,524,397.43), to be paid on or before July 15, 2025.

6. Payment Year 6: Ten percent (10%) of the State Outside and Inside Counsel Fees and Costs amount (\$7,682,931.62), to be paid on or before July 15, 2026.

7. Payment Year 7: Five percent (5%) of the State Outside and Inside Counsel Fees and Costs amount (\$3,841,465.81), to be paid on or before July 15, 2027.

D. *Remittance.* So that Settling Distributors do not pay the same fees and costs under both the Global Settlement and this Agreement, the State of Washington and its counsel shall do as follows:

1. The State of Washington shall instruct the Fee Fund Administrator selected pursuant to Exhibit S of the Global Settlement that the Settling Distributors shall not pay the Fixed Amount for the State of Washington, and the State of Washington will not be eligible to receive funds from the State Outside Counsel Fee Fund under the Global Settlement.


2. The State of Washington shall instruct the State Cost Fund Administrator selected pursuant to Exhibit T of the Global Settlement that the State of Washington will not be eligible to receive funds from the State Cost Fund under the Global Settlement.

[Signatures begin on next page.]

**Authorized and agreed to by:**

Dated: August 23, 2022

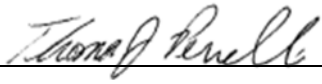
AMERISOURCEBERGEN CORPORATION

By:   
\_\_\_\_\_  
Elizabeth Campbell  
Executive Vice President and Chief Legal Officer

**Authorized and agreed to by:**

Dated: 8/19/2022

MCKESSON CORPORATION

By: 

Name: Thomas J. Perrelli, *on behalf of McKesson*

Title: Outside Counsel for McKesson

**Authorized and agreed to by:**

Dated: August 23, 2022 CARDINAL HEALTH, INC.

By:  \_\_\_\_\_

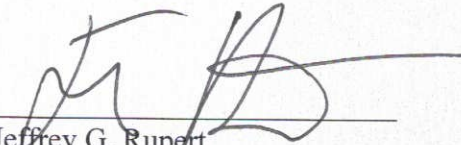
Name: Jessica L. Mayer

Title: Chief Legal and Compliance Officer

**Authorized and agreed to by:**

Dated: August 24, 2022

ROBERT W. FERGUSON  
Attorney General, State of Washington

By:   
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Jeffrey G. Rupert  
Division Chief  
Complex Litigation Division