



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

MICHAEL DEPINTO, On Behalf of)
Himself and All Others Similarly)
Situated,)

Plaintiff,)

v.)

Consol. C.A. No. 10742-CB)

JOHN S. STAFFORD, III, BASSIL I.)
DAHIYAT, JONATHAN FLEMING,)
ATUL SARAN, HAROLD R.)
WERNER, BRUCE L.A. CARTER,)
CHARLES STEWART, and)
DONALD C. FOSTER,)

Defendants.)

IN RE XENCOR, INC.)
SHAREHOLDERS LITIGATION)

PLAINTIFF’S MOTION FOR CLASS DISTRIBUTION ORDER

Plaintiff Michael DePinto (“Plaintiff”) moves this Court to enter the proposed Class Distribution Order submitted contemporaneously herewith pursuant to the terms of the Stipulation of Settlement, Compromise and Release dated November 21, 2016 (“Stipulation”) and the Final Order and Judgment dated April 4, 2017 (“Judgment”). The grounds for this motion are as follows:

1. Pursuant to the Judgment, Strategic Claims Services (the “Claims Administrator”) has processed the Claim Forms¹ returned to the Claims Administrator in connection with the Settlement. *See* Affidavit of Sarah Evans Regarding the Results of the Claims Administration Process (the “Evans Affidavit”) dated September 13, 2017.

2. Consistent with the Stipulation and Judgment, and pursuant to the recommendations of the Claims Administrator, Plaintiff requests entry of an administrative order:

a. Adopting the Claims Administrator’s administrative recommendations to accept the administratively approved claims set forth in Exhibit B to the Evans Affidavit;

b. Adopting the Claims Administrator’s administrative recommendations to reject the administratively rejected claims set forth in Exhibit C to the Evans Affidavit;

c. Directing the Claims Administrator to distribute to each Claimant who is eligible to share in the Net Settlement Fund (“Authorized Claimant”) his, her or its share of the Net Settlement Fund (*i.e.*, the Authorized Claimant’s Net Loss Percentage times the Net Settlement Fund) (the “Initial Distribution”);

¹ Capitalized terms not otherwise defined herein shall have the meanings set forth in the Stipulation or the Evans Affidavit.

d. Directing that to the extent there is a balance remaining in the Net Settlement Fund six months following the Initial Distribution, by reason of uncashed checks or otherwise, and after the Claims Administrator has made reasonable and diligent efforts to have Valid Claimants cash their checks, the Claims Administrator shall use the remaining balance: (i) first, to pay any amounts mistakenly omitted from the Initial Distribution to Valid Claimants or to pay, in full or in part, depending on the amount of funds remaining, any late, but otherwise valid and fully documented claims received after the cut-off date used to make the Initial Distribution, provided that such distributions to any late post-distribution claimants meet all of the other criteria for inclusion in the Initial Distribution; (ii) second, to pay any additional Notice and Administration Expenses incurred in administering the Settlement; and (iii) finally, to make a second distribution to Valid Claimants who cashed their checks from the Initial Distribution, after payment of the estimated costs or fees to be incurred in administering the Net Settlement Fund and in making this second distribution (the “Second Distribution”), if such second distribution is economically feasible.

e. Directing that, if six months after the Second Distribution, if undertaken, or if such Second Distribution is not undertaken, any funds remaining in the Net Settlement Fund after the Claims Administrator has made reasonable

and diligent efforts to have Valid Claimants who are entitled to participate in the Settlement cash their checks, such funds shall escheat to the State of Delaware;

f. Directing that all distribution checks bear a notation “CASH PROMPTLY, VOID AND SUBJECT TO RE-DISTRIBUTION IF NOT CASHED 120 DAYS AFTER ISSUE DATE”;

g. Directing that Valid Claimants who do not cash their distribution checks within the time allotted will irrevocably forfeit all recovery from the Settlement unless good cause is shown. The funds allocated to all such stale-dated checks will be made available for redistribution to other Valid Claimants in subsequent distributions, if such distributions are determined to be economically feasible;

h. Directing that any Claim received after June 16, 2017 and any response to a deficiency and/or rejection notice received after June 16, 2017 be rejected as untimely;

i. Approving all of the Claims Administrator’s fees and expenses in connection with the notice and administration of the Settlement, including those fees and expenses to be incurred in connection with the distribution;

j. Authorizing the destruction of the paper copies of the Claim Forms and all supporting documentation one year after the Second Distribution, or if no Second Distribution is undertaken, one year after the First Distribution, and

the destruction of electronic copies of the same three years after the Second Distribution, or if no Second Distribution is undertaken, three years after the First Distribution; and

k. Retaining jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as this Court deems appropriate.

Dated: September 14, 2017

PRICKETT, JONES & ELLIOTT, P.A.

/s/ Elizabeth M. McGeever

Michael Hanrahan (#941)

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CERTIFICATE OF SERVICE

I, Elizabeth M. McGeever, do hereby certify on this 14th day of September, 2017, that I caused a copy of Plaintiff's Motion for Class Distribution Order to be served by eFiling, via File & Serve*Xpress* upon the following counsel of record:

William M. Lafferty, Esquire
D. McKinley Measley, Esquire
Richard Li, Esquire
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/s/ Elizabeth M. McGeever
Elizabeth M. McGeever (I.D. No. 2057)