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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
(OAKLAND DIVISION)

FAMILYMEDS, INC., a Connecticut corporation; and FAMILYMEDS GROUP, INC., a Nevada corporation, f/k/a Drugmax, Inc., a Nevada corporation,

Plaintiffs,

v.

McKESON CORPORATION, a Delaware corporation; D&K HEALTHCARE RESOURCES LLC, a Delaware limited liability company, f/k/a D&K HEALTHCARE RESOURCES, INC., a Delaware corporation,

Defendants.

CASE NO. CV-08-2850 WDB

Related to Case No. CV-07-5715 WDB

STIPULATION FOR DISMISSAL OF COMPLAINT IN CASE NO. CV-08-2850 WDB; AND

ORDER THEREON

[FRCP 41(a)(1)(A)(ii)]

Complaint filed: June 6, 2008
Trial date: None set

This "Stipulation for Dismissal of Complaint in Case No. CV-08-2850-WDB" (this "Stipulation") is entered into by and among Familymeds, Inc., a Connecticut corporation and Familymeds Group, Inc. a Nevada corporation, f/k/a Drugmax, Inc., a Nevada corporation (collectively, "Familymeds") on the one hand, and McKesson Corporation, a Delaware corporation ("McKesson") and D&K Healthcare Resources LLC, a Delaware limited liability company, f/k/a D&K Healthcare Resources, Inc., a Delaware corporation, on the other (collectively, the "Parties," and individually, each a "Party") pursuant to the terms of an "Agreement and General Release" (the "Settlement Agreement") entered into by the Parties on October 16, 2008. The Parties, through their respective counsel, each hereby stipulate and agree that the conditions precedent have been satisfied with respect to (a) the ability of McKesson to file a satisfaction of judgment on account of the Judgment issued in favor of McKesson on September 9, 2008 in Case No. CV-07-5715 WDB (the "First Action") as set forth in the Settlement Agreement, (b) the obligation of Familymeds Group, Inc. to dismiss with prejudice its Counterclaim in the First Action (the Cross-Complaint filed by Familymeds, Inc. in the First Action having previously been dismissed without prejudice),

1 and (c) the obligation of Familymeds Group, Inc. and Familymeds, Inc. to dismiss the Complaint
2 commencing Case No, CV-08-02850 WDB (the "Second Action"). The Parties further stipulate
3 and agree as follows (without modifying the Settlement Agreement):

4 1. That the "Complaint for Specific Performance of Contract and Accounting" filed on
5 June 6, 2008, by Familymeds Group, Inc. and Familymeds, Inc. commencing Case No. CV-08-2850
6 WDB shall be and is hereby dismissed with prejudice pursuant to Rule 41(a)(1)(A)(ii) of the
7 Federal Rules of Civil Procedure, each party to bear its own costs and attorneys' fees herein
8 incurred, except as may have been provided in the Settlement Agreement.

9
10 DATED: January 23, 2009

JEFFER, MANGELS, BUTLER & MARMARO LLP
ROBERT C. GEBHARDT
MICHAEL A. GOLD
MATTHEW S. KENEFICK

11
12
13 By: /s/ Matthew S. Kenefick
MATTHEW S. KENEFICK
14 Attorneys for FAMILYMEDS, INC., a Connecticut
15 corporation and FAMILYMEDS GROUP, INC. a
Nevada corporation, f/k/a DRUGMAX, INC., a
Nevada corporation

16 DATED: January 23, 2009

HENDERSON, CAVERLY, PUM & CHARNEY LLP

17
18 By: /s/ Maria K. Pum
MARIA K. PUM
19 Attorneys for MCKESSON CORPORATION, a
20 Delaware corporation and D&K HEALTHCARE
21 RESOURCES LLC, a Delaware limited liability
company, f/k/a D&K HEALTHCARE RESOURCES,
INC., a Delaware corporation

22 I attest that I have obtained concurrence in the filing of this document from Maria K. Pum.

23 /s/ Matthew S. Kenefick

24 **ORDER**

25 PURSUANT TO THE FOREGOING STIPULATION, IT IS SO ORDERED.

26 DATED: 1/26/09

27 Wayne D. Brazil
THE HONORABLE WAYNE D. BRAZIL
28 UNITED STATES MAGISTRATE JUDGE