

**IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

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NATIONAL ASSOCIATION OF CHAIN  
DRUG STORES; NATIONAL COMMUNITY  
PHARMACISTS ASSOCIATION;  
KLINGENSMITH DRUG INC., KOPP  
DRUG, INC.; LECH'S PHARMACY, PJI  
PHARMACY, INC.; MJR, LTD.; MJRRX,  
INC.; DAVID M. SMITH RPH, INC.;  
PROFESSIONAL SPECIALIZED  
PHARMACIES, LLC; ANBAR, INC.;  
SELLERSVILLE PHARMACY, INC.; TEP,  
INC.; THOMPSON ENTERPRISES INC.;  
BROAD AVE PHARMACY LLC;  
HOLLIDAYSBURG PHARMACY LLC;  
VALUE DRUG COMPANY; and VALUE  
SPECIALTY PHARMACY LLC,

*Electronically Filed*

Civil Action No. 2:12-cv-00395-CB-CRE

Judge Cathy Bissoon

Plaintiffs,

v.

EXPRESS SCRIPTS, INC.  
and MEDCO HEALTH SOLUTIONS, INC.,

Defendants.

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**MOTION FOR LEAVE TO FILE AMICUS CURIAE BRIEF  
IN SUPPORT OF PLAINTIFFS**

Amici Curiae Consumer Federation of America, National Consumers League, the National Legislative Association on Prescription Drug Prices, and U.S. PIRG ("Amici"), hereby respectfully move pursuant to Federal Rules of Civil Procedure 7(b)(1) for leave to file as Amici Curiae a brief in support of Plaintiffs in this above-captioned case. A copy of the brief which

Amici seek leave to file is attached hereto and hereby lodged with the Court pending disposition of this motion.

In support of this motion, Amici state as follows:

Amicus Curiae Consumer Federation of America (“CFA”) is composed of over 280 state and local affiliates representing consumer, senior-citizen, low-income, labor, farm, public power and cooperative organizations. CFA represents consumer interests before federal and state regulatory and legislative agencies, participates in judicial proceedings as amicus curiae, and conducts research and public education.

Amicus Curiae National Consumers League (“NCL”) is America’s oldest consumer organization, representing consumers and workers on marketplace and workplace issues since 1899. NCL provides government, businesses, and other organizations with the consumer’s perspective on concerns including child labor, privacy, food safety, and medication information.

Amicus Curiae National Legislative Association on Prescription Drug Prices (“NLARx”) is a national nonprofit, nonpartisan organization of state legislators who support policies to reduce prescription drug prices and expand access to affordable medicines.

Amicus Curiae U.S. PIRG (Public Interest Research Group) (“U.S. PRIG”) is a federation of 28 non-profit, non-partisan state Public Interest Research Groups. The PIRGs have worked on behalf of American consumers since 1970 for a fair and competitive marketplace, a sustainable economy, and a responsive, democratic government. In association with the U.S. PIRG Education Fund, U.S. PIRG’s staffs of policy experts, researchers, organizers, and advocates have authored reports, generated media coverage, organized citizens, and lobbied in the state and federal legislatures winning important victories in the areas of consumer protection, public transportation, product safety, health care, and good government. U.S. PIRG has a long

track record of advocacy to improve the quality and lower the cost of prescription drugs. U.S. PIRG is supported by contributions from its hundreds of thousands of citizen members. U.S. PIRG Education Fund receives significant funding from foundation grants.

Amici have no financial interest in any party to the case or in the outcome of the case.

Amici seek to submit a brief in support of Plaintiffs' disposition to enjoin the merger between the Defendants, Express Scripts and Medco. Amici seek to submit their brief because of the importance of the impact this merger will have on consumers, and on the ability to protect prescription drug costs and preserve consumer choice and access in the healthcare market. Specifically, Amici can provide the Court with a consumer perspective on the allegations in the complaint, as well as shed light on the practical implications the issues in this case have on consumers. Amici's brief will provide guidance to the Court in considering this case in whole, and will help to ensure that the Court's decision will be well-informed as to its impact on an industry that plays such a substantial role in our country's healthcare system.

Based upon the foregoing, CFA, NCL, NLARx and U.S. PIRG respectfully request the Court grant leave to file the amicus curiae brief lodged herewith.

Dated: April 18, 2012

Respectfully submitted,

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*Counsel for Amici Curiae*

**CERTIFICATE OF SERVICE**

I hereby certify that on April 18, 2012, I caused the foregoing **Motion for Leave to File Amicus Brief in Support of Plaintiffs** to be served on all parties through the Court's electronic filing system, CM/EFS, including:

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