



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

LOUISIANA MUNICIPAL POLICE)
EMPLOYEES' RETIREMENT SYSTEM)
and U.F.C.W. LOCAL 1776 &)
PARTICIPATING EMPLOYERS PENSION)
FUND,)

Plaintiff,)

v.)

Civil Action No. 5795-VCL)

DAVID PYOTT, HERBERT W. BOYER,)
LOUIS J. LAVIGNE, GAVIN S. HERBERT,)
STEPHEN J. RYAN, LEONARD D.)
SCHAEFFER, MICHAEL R. GALLAGHER,)
ROBERT ALEXANDER INGRAM,)
TREVOR M. JONES, DAWN E. HUDSON,)
RUSSELL T. RAY, and DEBORAH)
DUNSIRE,)

Defendants,)

and)

ALLERGAN, INC.,)
Nominal Defendant.)

THE INDIVIDUAL DEFENDANTS' MOTION TO DISMISS

Defendants David E. I. Pyott, Herbert W. Boyer, Ph.D., Louis J. Lavigne, Jr., Gavin S. Herbert, Stephen J. Ryan, M.D., Leonard D. Schaeffer, Michael R. Gallagher, Robert A. Ingram, Trevor M. Jones, Ph.D., Dawn E. Hudson, Russell T. Ray, and Deborah Dunsire, M.D. (collectively, the "Individual Defendants" or the "Board"), by and through their undersigned attorneys, hereby move to dismiss the Verified Second Amended Derivative Complaint (the "Second Amended Complaint") filed by plaintiffs Louisiana Municipal Police Employees' Retirement System and U.F.C.W. Local 1776 & Participating Employers Pension Fund (collectively, "Plaintiffs") on two grounds. First, the Second Amended Complaint is

legally deficient and should be dismissed because Plaintiffs failed to make a pre-suit demand on the Board pursuant to Court of Chancery Rule 23.1. Second, in addition to failing to meet the pleading requirements of Rule 23.1, the Second Amended Complaint fails to state a claim for breach of fiduciary duty or corporate waste upon which relief may be granted. Plaintiffs' Second Amended Complaint does not contain any particularized allegations establishing that the Directors acted in bad faith or otherwise breached their fiduciary duties or wasted corporate assets. For this independent reason, the Second Amended Complaint should be dismissed pursuant to Court of Chancery Rule 12(b)(6).

The grounds for this motion will be explained more fully in briefs to be submitted in accordance with a schedule agreed upon by the parties.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Shannon E. German

Kenneth J. Nachbar (#2067)
Shannon E. German (#5172)
1201 North Market Street, 18th Floor
P.O. Box 1347
Wilmington, DE 19899-1347
(302) 658-9200

OF COUNSEL:

GIBSON, DUNN & CRUTCHER LLP
Wayne W. Smith
Jeffrey H. Reeves
Kristopher P. Diulio
3161 Michelson Drive
Irvine, CA 92612-4412
(949) 451-3800

Attorneys for Defendants David E. I. Pyott, Herbert W. Boyer, Ph.D., Louis J. Lavigne, Jr., Gavin S. Herbert, Stephen J. Ryan, M.D., Leonard D. Schaeffer, Michael R. Gallagher, Robert A. Ingram, Trevor M. Jones, Ph.D., Dawn E. Hudson, Russell T. Ray, and Deborah Dunsire, M.D.

July 15, 2011

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the July 15, 2011, she caused to be served by LexisNexis Files & Serve a copy of the foregoing THE INDIVIDUAL DEFENDANTS' MOTION TO DISMISS upon the following counsel of record:

Pamela S. Tikellis, Esquire
Robert J. Kriner, Esquire
Chimicles & Tikellis LLP
222 Delaware Avenue, Suite 1100
P.O. Box 1035
Wilmington, DE 19899

Seth D. Rigrodsky, Esquire
Brian D. Long, Esquire
Gina M. Serra, Esquire
Rigrodsky & Long, P.A.
919 North Market Street, Suite 980
Wilmington, DE 19801

Cathy L. Reese, Esquire
Jose P. Sierra, Esquire
Kyle Wagner Compton, Esquire
Fish & Richardson P.C.
222 Delaware Avenue, 17th Floor
Wilmington, DE 19801

/s/ Shannon E. German

Shannon E. German (#5172)