

Exhibit 3

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

_____	x	
	:	
PUBLIC PENSION FUND GROUP, et al.	:	No.: 4:08-CV-1859 (CEJ)
	:	
v.	:	
	:	
KV PHARMACEUTICAL COMPANY, et al.	:	
	:	
_____	x	

**DECLARATION OF JOSEPH CONNOLLY, CHAIRMAN OF THE BOARD
OF TRUSTEES AND THE TREASURER OF THE NORFOLK COUNTY
RETIREMENT SYSTEM, IN SUPPORT OF (A) LEAD PLAINTIFFS' MOTION
FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND (B) LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
PAYMENT OF LITIGATION EXPENSES**

I, JOSEPH CONNOLLY, hereby declare under penalty of perjury as follows:

1. I am the Chairman of the Board of Trustees and the Treasurer of the Norfolk County Retirement System ("Norfolk"), a Court-appointed Lead Plaintiff in this securities class action (the "Action").¹ Norfolk is one of 106 contributory retirement systems within the Commonwealth of Massachusetts, representing more than 9,500 active and retired members. Norfolk has approximately \$450 million in assets, accumulated primarily from three sources: members' contributions, unit appropriations, and return on investments.

¹ Unless otherwise indicated herein, capitalized terms have those meanings contained in the Stipulation and Agreement of Settlement, dated and filed with the Court on December 20, 2013.

2. I submit this Declaration in support of (a) Lead Plaintiffs' motion for final approval of the proposed settlement reached in the Action (the "Settlement"); and (b) Lead Counsel's motion for an award of attorneys' fees and payment of litigation expenses. I have personal knowledge of the matters set forth in this Declaration or, upon information and belief, believe them to be true and correct, as I have been directly involved in monitoring and overseeing the prosecution and settlement of the Action, and I could and would testify competently thereto.

I. Work Performed by Norfolk on Behalf of the Class

3. In fulfillment of its responsibilities as a Lead Plaintiff, and on behalf of all class members, Norfolk diligently performed its role as a lead plaintiff in pursuit of a favorable result in this Action.

4. Since being appointed as a lead plaintiff, Norfolk has, through the direct involvement of myself, among other things: (a) conferred with Lead Counsel on, and approved, the overall strategies for the prosecution of the Action; (b) reviewed all significant pleadings filed in the Action; (c) worked cooperatively with the our Co-Lead Plaintiff; (d) reviewed periodic reports from Lead Counsel concerning the work being done; and (e) communicated with Lead Counsel with respect to the settlement negotiations that occurred at, and following, the mediation session and that ultimately resulted in the agreement in principle to settle the Action.

II. Norfolk Strongly Endorses Approval of the Settlement by the Court

5. Based on its involvement throughout the prosecution and resolution of the Action, Norfolk believes that the proposed Settlement is fair, reasonable and adequate to the Class. It also believes that the proposed Settlement represents a substantial recovery for the Class, particularly in light of the significant risks of continued litigation in this case, including the obstacles posed by KV Pharmaceutical Company's bankruptcy

proceedings. Therefore, Norfolk strongly endorses approval of the Settlement by the Court.

III. Norfolk Supports Lead Counsel's Motion for an Award of Attorneys' Fees and Payment of Litigation Expenses

6. Norfolk believes that Lead Counsel's request for an award of attorneys' fees in the amount of 30% of the Settlement Fund is fair and reasonable. It has evaluated Lead Counsel's fee request by considering the significant amount of work they performed on behalf of Lead Plaintiffs and the Class over the past five years, the risks faced by counsel, and by considering the substantial recovery obtained for the Class. Norfolk further believes that the litigation expenses being requested by Lead Counsel are reasonable, and represent costs and expenses necessary for the prosecution and resolution of this securities fraud action. Based on the foregoing, and consistent with its obligation to the Class to obtain the best result at the most efficient cost, Norfolk fully supports Lead Counsel's motion for an award of attorneys' fees and payment of litigation expenses.

IV. Conclusion

7. Norfolk, a Court-appointed Lead Plaintiff that was closely involved throughout the prosecution and settlement of the Action, strongly endorses the Settlement as fair, reasonable and adequate, and believes it represents a significant recovery for the Class. It further supports Lead Counsel's attorneys' fee and litigation expense application, and believes that it represents fair and reasonable compensation for counsel in light of the recovery obtained for the Class and the litigation risks. Accordingly, Norfolk respectfully requests that the Court approve (a) Lead Plaintiffs' motion for final approval of proposed Settlement; and (b) Lead Counsel's motion for an award of attorneys' fees and payment of litigation expenses.

I declare under penalty of perjury that the foregoing is true and correct, and that I have authority to execute this Declaration on behalf of the Norfolk County Retirement System.



JOSEPH CONNOLLY

Executed this 11 day of March, 2014