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UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**JOINT DECLARATION OF BRUCE E. GERSTEIN AND RICHARD J.
KILSHEIMER IN SUPPORT OF DIRECT PURCHASER CLASS
PLAINTIFFS' MOTIONS FOR FINAL APPROVAL OF SETTLEMENT
AND FOR AN AWARD OF ATTORNEYS' FEES, REIMBURSEMENT OF
EXPENSES AND INCENTIVE AWARDS TO CLASS REPRESENTATIVES**

I. INTRODUCTION

Bruce E. Gerstein, the managing partner at Garwin Gerstein & Fisher, L.L.P. (here, “Garwin Gerstein”), and Richard J. Kilsheimer, a partner at Kaplan Fox & Kilsheimer LLP (here, “Kaplan Fox”), the two firms appointed by the Court as Co-Lead Counsel for the Direct Purchaser Class Plaintiffs (here, the “Class Plaintiffs”), respectfully submit this declaration in support of Class Plaintiffs’ motion for final approval of the settlement of this case, under which defendants Pfizer, Inc. and Warner-Lambert Company (collectively, “Pfizer”) have paid \$190 million (plus interest) to the certified Class in return for certain releases and dismissal of the case with prejudice.

This declaration is also submitted in support of Class Plaintiffs’ application for an award of attorneys’ fees totaling one-third of the Settlement Fund, reimbursement of expenses totaling \$2,213,537.35 that were incurred in the prosecution of this case, and incentive awards of \$100,000 each for plaintiffs Meijer¹ and Louisiana Wholesale Drug Company, Inc. (“LWD”), who were the named class representatives in this case. Garwin Gerstein and Kaplan Fox have been involved in all material aspects of this litigation from its inception in 2002 to

¹ As used here, “Meijer” refers collectively to plaintiffs Meijer, Inc. and Meijer Distribution, Inc.

its settlement in 2014, and we are therefore fully familiar with the facts set forth below.

This has been a hard fought litigation for more than 12 years. Throughout this litigation, Co-Lead Counsel spearheaded and coordinated work of the law firms experienced in prosecution and trying of complex pharmaceutical and antitrust cases, carefully allocating assignments by taking in consideration each firms' strengths and expertise.

Over the course of this case, Pfizer has been represented by some of the country's leading law firms: Kaye Scholer LLP; Skadden, Arps, Slate, Meagher & Flom, LLP; Paul, Weiss, Rifkind, Wharton & Garrison LLP; and Drinker Biddle & Reath, LLP. Pfizer battled throughout, at virtually every instance. Pfizer moved to dismiss Class Plaintiffs' amended complaint, vigorously opposed class certification, sought extensive discovery from plaintiffs Meijer and LWD, brought a motion for summary judgment, and filed *Daubert* motions to strike many of Class Plaintiffs' experts.

At all junctures, Class Plaintiffs were at high risk. The case could have been dismissed at either the motion to dismiss or summary judgment stages. Even after surviving summary judgment, at the time a settlement was reached, three of Class Plaintiffs' experts, who would have been vitally important at trial, were subject to

defendants' pending *Daubert* challenges. If Class Plaintiffs had lost any of these motions, their multi-year efforts, undertaken at great time and expense, would have been for naught. Moreover, Class Plaintiffs faced significant risks if the case had gone to trial. It was particularly uncertain whether a jury would accept Class Plaintiffs' theories of causation as well as their contentions about Pfizer's "overarching scheme" to delay generic entry.

Throughout the litigation, Class Plaintiffs fought back. Class Counsel² reviewed over seven million pages of documents and took 42 fact depositions; retained four experts, who rendered reports concerning various subjects; defended their depositions; and took the depositions of nine defense experts. There were a number of discovery disputes and Class Plaintiffs brought motions to compel and for sanctions which resulted in further production of documents by defendants and additional testimony.

The settlement process was mediated by Eric Green, a well-known mediator, over a period of more than three years. The first mediation occurred in December 2010, but was not successful. Professor Green held a further mediation session in February 2013. Again it was unsuccessful. Finally in 2014, Professor Green held

² "Class Counsel" refers to Co-Lead Counsel and several other law firms who worked closely with, and under the direction of, Co-Lead Counsel during the prosecution of this case.

two additional mediation sessions and, at the second session in March 2014, a settlement in principle was achieved.

The mediation sessions were not merely negotiations between the parties with Professor Green as an intermediary, but on two occasions involved evidentiary presentations that allowed for a vigorous debate of the facts, the law, and Counsel's ability to present their sides' evidence in this very complex case in a manner that could be easily understood by a lay jury.

Despite the risks in this litigation, even while in mediation, Class Counsel continually litigated at full throttle until they achieved a settlement whose level they believed to be an excellent result for the Class.

II. HISTORY OF THE LITIGATION

A. Commencement of the Case and Initial Proceedings Through the Filing of the Direct Purchaser Class Plaintiffs' Amended Complaint

1. Beginning in 1998, defendants Pfizer and Warner-Lambert Co. (which Pfizer acquired in 2000) began instituting litigation against a number of generic drug-makers alleging, *inter alia*, violation of defendants' patents covering the drug Neurontin, known as the '476, the '479 and the '482 patents. Over time, Pfizer instituted more than 20 such lawsuits against a number of generic drug manufacturers. These patent-infringement lawsuits (except for the lawsuits Pfizer

filed against Apotex Corp. (“Apotex”) in Illinois federal court related to Apotex’s alleged infringement of Pfizer’s ‘476 and ‘479 patents), were originally transferred in 2001 by the Judicial Panel on Multidistrict Litigation (“JMPL”) to Judge John C. Lifland in the District of New Jersey for coordinated pre-trial proceedings under MDL No. 1384. The Illinois litigation and the cases under MDL No. 1384 are referred to collectively here as the “Patent Actions.”³ Class Counsel, who have significant experience litigating antitrust cases against brand-name drug manufacturers for anticompetitive conduct aimed at delaying the entry into the market of cheaper generic drugs, monitored the Patent Actions and began investigating defendants’ efforts to block or delay the entry of generic Neurontin.

2. In March and April 2001, the courts overseeing the various Patent Actions began to issue opinions which supported the theory that defendants’ litigations against the generic drug-makers were shams aimed at improperly extending Pfizer’s monopoly on Neurontin when faced with the threat of

³ MDL No. 1384, which bore the caption *In re Gabapentin Antitrust Litigation*, included actions that Pfizer or Warner-Lambert Co. had filed against Apotex, Purepac and Faulding (*Warner Lambert Co. v. Purepac and Faulding*, 98-cv-2749 (D.N.J.), *Warner Lambert Co. v. Purepac Pharm.*, 99-cv-5948 (D.N.J.), *Warner-Lambert Co. v. Purepac Pharm.*, 00-cv-2931 (D.N.J.), *Pfizer Inc. et al. v. Purepac Pharm.*, 00-cv-3522 (D.N.J.)) and *Pfizer, Inc. v. Apotex Corp.*, 01-cv-0611 (D.N.J.)). The ‘476 and ‘479 cases against Apotex that were not included as part of MDL No. 1384 were *Warner-Lambert Co. v. Apotex Corp.*, 98-cv-4293 (N.D. Ill.) and *Pfizer Inc. et al. v. Apotex Corp.*, 00-cv-4398 (N.D. Ill.).

competition from generics. On March 3, 2001, the district court in Illinois granted Apotex's motion for summary judgment, holding that Apotex's formulation of generic Neurontin did not infringe the '476 and '479 patents. On September 13, 2001, the United States Court of Appeals for the Federal Circuit affirmed the district court's holding that Apotex had not infringed those patents.

3. The first class action complaint on behalf of direct purchasers of Neurontin alleging that Pfizer had violated the antitrust laws was filed in the District of New Jersey on March 26, 2002 and assigned to Judge Lifland and then-Magistrate Judge Stanley R. Chesler. An additional class-action complaint was filed by other direct purchasers in the District of New Jersey (these cases are referred to here collectively as the "Antitrust Actions"). While Class Plaintiffs would later supplement these original complaints with numerous facts about defendants' alleged over-arching scheme to keep generic Neurontin off the market, these two initial direct purchaser class action complaints asserted that the defendants engaged in various anti-competitive acts to unlawfully maintain and extend their monopoly over gabapentin formulations.⁴ Specifically, the proposed class of direct purchasers alleged that Pfizer and Warner-Lambert successfully blocked generic competition for its brand-name drug Neurontin, through, *inter*

⁴ Gabapentin anhydrous is the active pharmaceutical ingredient (or API) in Neurontin.

alia, the wrongful listing of patents in the Orange Book, and by instituting sham litigation (the Patent Actions) against all of the generic companies that had filed ANDAs seeking to market generic forms of Neurontin.

4. Other types of plaintiffs, including individuals and entities who were indirect purchasers of Neurontin or generic gabapentin (the “End-Payor Plaintiffs”), filed complaints in the District of New Jersey and other districts. Defendants then moved before the JPML to transfer the cases to Judge Lifland for coordinated or consolidated pre-trial proceedings. The Antitrust Actions and other cases pending before Judge Lifland were stayed pending the JPML’s decision on transferring the cases to a single district for pre-trial purposes.

5. On August 15, 2002, the JPML ordered that all cases alleging antitrust violations against defendants Pfizer or Warner-Lambert relating to delayed entry of generic Neurontin be transferred to Judge Lifland in the District of New Jersey under the caption MDL No. 1479.

6. On August 28, 2002, defendants moved to stay the Antitrust Actions until the resolution of the underlying patent-infringement litigation before Judge Lifland. (Doc. No. 9) On October 29, 2002, Magistrate Judge Chesler granted defendants’ motion to stay the antitrust litigation. (Doc. No. 25) However, notwithstanding that stay, at the request of Co-Lead Counsel, Judge Chesler

directed that defendants make available to the plaintiffs in the Antitrust Actions all of the discovery exchanged by the parties, and all the materials filed with the Court in the Patent Actions up to that point, subject to the entry of a confidentiality order.

7. On March 14, 2003, Magistrate Judge Mark Falk (to whom this case was reassigned when Judge Chesler received his commission as a district court judge) ordered the consolidation and coordination of the various Antitrust Actions, and designated Kaplan Fox and Garwin Gerstein as Co-Lead Counsel for the direct purchaser class, and Jonathan D. Clemente, a partner at the law firm of Clemente Mueller, P.A. (then known as Clemente, Mueller & Tobia, P.A.) as Liaison Counsel for all plaintiffs in the direct purchaser class action cases. (Doc. No. 27)

8. On August 23, 2005, Judge Lifland issued opinions granting summary judgment motions, and dismissed the Patent Actions against several generic drug manufacturers. On June 5, 2006, Judge Lifland entered final judgment based upon his August 2005 summary judgment decisions in the Patent Actions, which allowed the parties in the Patent Actions to appeal to the United States Court of Appeals for the Federal Circuit. Judge Lifland's June 5, 2006 final judgment also stayed certain antitrust and unfair-competition counterclaims filed by two of the defendants in the Patent Actions (Apotex and Purepac) pending the appeal of the summary judgment orders.

9. Pfizer moved to stay all proceedings in the Antitrust Actions pending resolution of the appeals in the Patent Actions, and on August 25, 2006, Judge Lifland granted defendants' motion, further staying the Antitrust Actions. (Doc. No. 47) On October 18, 2006, Magistrate Judge Falk entered an agreed-upon confidentiality order, giving plaintiffs in the Antitrust Actions access to discovery and other materials from the Patent Actions during the pendency of the stay. (Doc. No. 48)

10. On March 12, 2007, the Antitrust Actions were reassigned to Judge Faith S. Hochberg and Magistrate Judge Patty Shwartz. (Doc. No. 52) On June 26, 2007, this Court directed that the Antitrust Actions be stayed until 90 days after the Federal Circuit's decision on the summary judgment appeals from the Patent Actions. (Doc. No. 55)

11. On September 21, 2007, the Federal Circuit issued an opinion reversing in part, and affirming in part, Judge Lifland's orders on summary judgment, and remanded the cases for further proceedings. The Federal Circuit ruled that there were material issues of fact concerning the claims that the generic drug companies had infringed the '482 Patent. The parties in the Patent Actions sought *en banc* review of that decision. The parties in the Antitrust Actions conferred and agreed that under the circumstances, the *status quo* should remain in

place until the Federal Circuit decided the *en banc* motion. The Federal Circuit denied those motions and issued its mandate on November 21, 2007.

B. Class Plaintiffs' Amended Complaint

12. This Court held a status conference with the parties in the Antitrust Actions on January 10, 2008 during which briefing on defendants' proposed motions to dismiss Class Plaintiffs' amended complaints, which were scheduled to be filed in February 2008, was discussed.

13. Class Counsel expended considerable time researching the legal and factual bases for Class Plaintiffs' amended complaint. Class Counsel reviewed and analyzed the millions of pages of documents from the Patent Actions that had been produced following the lifting of the discovery stay in late 2006, and specifically referenced many of these documents in the amended complaint. After Class Plaintiffs filed their first complaints in the spring of 2002, there had been disclosures related to defendants' off-label marketing campaign involving illegal promotion of Neurontin for a variety of unapproved uses. While some of defendants' illegal off-label efforts for Neurontin began to emerge in press reports in late 2002, in 2004 Pfizer entered a guilty plea admitting to engaging in such promotion, and a number of documents defendants produced in the Antitrust Actions confirmed the wide-ranging nature of their illegal scheme. Class Counsel

used the facts adduced in discovery and the hearing transcripts, plea agreements and information released to the public as part of the criminal proceedings in Massachusetts federal court in Class Plaintiffs' amended complaint to buttress their existing allegations about the scope of defendants' overarching scheme to delay entry of generic Neurontin.

14. In addition to the facts related to defendants' criminal, off-label scheme, Class Counsel reviewed the voluminous record from the Patent Actions to support the amended complaint's allegations that defendants' patent-infringement lawsuits were shams, and part-and-parcel of their misuse and abuse of the court system and the Hatch-Waxman statutory scheme to prevent generic competition. Unlike in 2002 when Class Plaintiffs' initial complaint was filed, by 2008 Class Counsel were faced with the potentially-adverse impact of the Supreme Court's 2007 decision in *Bell Atlantic Corp. v. Twombly*, 550 U.S. 544, which Class Counsel (rightly) believed defendants would characterize as having increased Class Plaintiffs' pleading burdens on a motion to dismiss.

15. On February 14, 2008, Class Plaintiffs filed their amended complaint, alleging that defendants had willfully and unlawfully acquired and maintained a monopoly over the market for gabapentin anhydrous in violation of Section 2 of the Sherman Act. (Doc. No. 68) Class Plaintiffs alleged that this monopoly was

built and maintained through an overall scheme consisting of defendants' illegal off-label promotion of Neurontin, manipulation of the patent-application and approval process, violation of Hatch-Waxman procedures, and the repeated filing of sham patent litigation. The amended complaint alleged that, but for defendants' tactics, their monopoly on gabapentin anhydrous would have quickly been dissipated by generic competition.

C. Motion to Dismiss Class Plaintiffs' Amended Complaint

16. As anticipated, defendants strongly disputed Class Plaintiffs' allegations, and on April 1, 2008, moved to dismiss the amended complaint on a variety of grounds, including: failure to properly state a claim for relief under the *Twombly* decision; decisions in the Patent Actions allegedly undermining Class Plaintiffs' sham litigation allegations; failure to bring monopolization claims within the applicable statute of limitations; failure to allege an actionable restraint of trade; immunity for certain of their '482 Patent-prosecution actions under the *Noerr-Pennington* doctrine; and lack of causation. (Doc. No. 90)

17. On May 16, 2008, Class Plaintiffs filed their opposition to defendants' motion to dismiss that highlighted the myriad facts alleged in the amended complaint, and challenged defendants' improper efforts to use opinions and statements from the Patent Actions as support for their motion to dismiss the

Antitrust Actions. (Doc. No. 103) On June 5, 2008, Pfizer filed a reply, arguing that Class Plaintiffs' allegations of an overarching scheme to block generic entry failed to allege any illegal conduct, and again asserting that the proceedings from the Patent Actions were integral to Class Plaintiffs' complaints and should be considered by the Court on a motion to dismiss. (Doc. No. 108) In March 2009, defendants moved to submit ostensibly relevant new authority in further support of their motion to dismiss, a motion which was opposed by the Class Plaintiffs, but which Judge Hochberg ultimately granted prior to her decision on the motion to dismiss. (Doc. Nos. 169-174)

18. Judge Hochberg held a hearing on defendants' motion to dismiss on April 22, 2009, during which counsel for Pfizer and for Class Plaintiffs made lengthy arguments supporting their positions. On August 28, 2009, Judge Hochberg issued an order denying defendants' motion to dismiss the amended complaint. (Doc. No. 216) The Court found that Class Plaintiffs had sufficiently alleged an overall anticompetitive scheme, rejected defendants' attempts to have opinions and statements from the Patent Actions bind the Court in the Antitrust Actions, and further noted that the amended complaint raised myriad factual issues that could not be resolved at that stage of the case.

D. Discovery

i. **Document Discovery**

19. As noted above, on October 29, 2002, Magistrate Judge Chesler granted defendants' motion to stay the Antitrust Actions pending resolution of outstanding motions for summary judgment in the Patent Actions. However, notwithstanding that stay, Magistrate Judge Chesler directed that defendants should make available to the plaintiffs in the Antitrust Actions all the discovery exchanged by the parties, and all the materials filed with the Court up to that point, in the Patent Actions, subject to the entry of a confidentiality order. Class Counsel met and conferred with Pfizer's counsel over a period of time to reach an agreed-upon form of confidentiality order. However, due in part to objections from the defendants in the Patent Actions (*i.e.*, the generic drug companies whose information was included in Judge Chesler's October 29, 2002 order), a confidentiality order covering the materials from the Patent Actions was not entered until October 18, 2006.

20. Defendants began producing documents from the Patent Actions on a rolling basis starting in late December 2006. By early March 2007, defendants had completed their production of these materials, which ran to nearly one million pages. As part of the preparation of their amended complaint, Class Counsel

reviewed these materials as they were produced, and created a document database using a Concordance-based document-review system on a server dedicated specifically to the litigation, which has been hosted by Co-Lead Counsel since 2006.

21. The database eventually grew to include 522 gigabytes of information and currently contains 19 million files including PDF, text, optical-character-recognition, Microsoft Excel spreadsheet, searchable transcripts and TIFF image files. It includes all documents produced in this litigation and over 70 deposition transcripts comprising all of the testimony taken in the Antitrust Actions and a significant amount of the testimony taken in the Patent Actions. In addition, the database also eventually included voluminous trial transcripts and exhibits from the trial in the Patent Actions, as well as publicly-available documents from the *qui tam* action against Pfizer (*United States ex rel. Franklin v. Parke-Davis*, 96-cv-11651-PBS (D. Mass.), referred to here as the “*Franklin Action*”) and the Racketeer Influenced and Corrupt Organizations Act litigation against Pfizer (*Kaiser Foundation Health Plan et al. v. Pfizer, Inc., et al.*, 04-cv-10739-PBS (D. Mass.), referred to here as the “*Kaiser Litigation*”).

22. When the discovery stay was lifted in the autumn of 2006, Class Counsel served defendants with document requests, interrogatories and requests

for admission. Class Counsel met-and-conferred extensively with counsel for the defendants on the scope and timing of this discovery. Defendants eventually produced more than 7 million pages of documents in response to Class Plaintiffs' document requests (exclusive of defendants' electronic sales data and other transactional data, which were provided directly to the Class' experts as part of those experts' preparation for Class Plaintiffs' motion for class certification). Defendants also responded to Class Plaintiffs' interrogatories and requests for admission.

23. Using the same Concordance database first created to host and review the Patent Actions' documents, Class Counsel spent significant time running searches on all of the these millions of pages of documents produced in discovery to prepare for depositions; to develop Class Plaintiffs' theories of liability and damages; to prepare their motion for partial summary judgment and their opposition to defendants' motions for summary judgment; to prepare Class Plaintiffs' mediation statements; and to prepare for trial.

- (a). Class Counsel's Active Monitoring of the Other Cases Involving Pfizer's Alleged Overarching Scheme to Delay Entry of Generic Neurontin

24. Throughout this litigation, Class Counsel actively monitored and reviewed the record from the Patent Actions, including the many dueling expert

reports the parties served in those litigations. Class Counsel worked with experts for Class Plaintiffs in assessing these expert reports for possible inconsistencies, or potentially-helpful concessions, in the statements and opinions offered by certain of the experts that were being offered by Pfizer in both the Patent and Antitrust Actions.

25. As the Patent Actions moved towards trial in the spring of 2011, Class Counsel (as they had throughout the duration of the Antitrust Actions) closely monitored the progress of those cases to ensure that Class Plaintiffs would be apprised of any findings or testimony in those cases that may have had potentially beneficial or negative effects on the Antitrust Actions. This monitoring also allowed Class Counsel to be aware of positions Pfizer was taking in the Patent Actions that contradicted its positions in the Antitrust Actions. For example, in the patent case Pfizer did not have to define a relevant market. However, its expert's approach to the calculation of damages demonstrated that there was a lack of cross-elasticity between the drugs that were suggested by Pfizer as potential alternatives to Neurotin.

26. Co-Lead Counsel attended the first two days of the jury trial in the Patent Actions, which began in mid-May 2011. As the trial in the Patent Actions progressed, Class Counsel obtained and reviewed the trial transcripts and exhibits,

and attended the trial when the parties made their opening statements and when one of Pfizer's expert witnesses from the Antitrust Actions was testifying in the Patent Actions, in order to assess his demeanor and the consistency of his opinions. This proved particularly fruitful in that the testimony of certain of Pfizer's witnesses during the trial of the Patent Actions appeared to undermine some of the opinions proffered by defendants' experts on positions asserted by Pfizer in the Antitrust Actions.

27. Class Counsel also obtained, reviewed and analyzed the publicly-available materials from the government's criminal case related to defendants' off-label marketing. Class Counsel's discovery efforts also entailed obtaining, reviewing and assessing the public record from the *Franklin* and *Kaiser* Litigations that focused on some of the same conduct that formed the basis for defendants' guilty plea and the off-label marketing element of Class Plaintiffs' antitrust claims. Class Counsel reviewed thousands of pages of publicly-available pleadings, briefing, expert reports, discovery documents, deposition exhibits and deposition, hearing and trial transcripts from the *Kaiser* Litigation. Class Counsel's review of these materials aided their prosecution of the Antitrust Actions by supplementing the discovery received from the defendants here, and Class Plaintiffs ultimately

relied on certain of the factual findings from the *Kaiser* Litigation in opposing defendants' motion for summary judgment.

(b). Discovery from Plaintiffs Meijer and LWD

28. Beginning in April 2008, defendants served plaintiffs Meijer and LWD with discovery seeking, *inter alia*, information related to their purchases of Neurontin and generic gabapentin. They also sought discovery concerning any assignments of claims from one or more drug distributors who had purchased, then resold, defendants' drugs. Defendants also sought discovery related to the basis for Class Plaintiffs' claims and the extent of their damages alleged to have resulted from defendants' antitrust violations.

29. Throughout the spring and summer of 2008, Class Counsel served objections to defendants' discovery, and met-and-conferred with defendants' counsel on the scope of this discovery. As those discussions occurred, Class Counsel worked with plaintiffs Meijer and LWD to gather potentially responsive documents and data for production. Class Counsel met and communicated with knowledgeable employees who collected, sorted and compiled documents and data for eventual production to defendants. Class Counsel reviewed Meijer and LWD's documents for responsiveness and privilege, and began production of those materials in the summer of 2008.

30. Class Plaintiffs reviewed and produced thousands of pages of documents in response to defendants' document requests (which included both hard-copy files and transactional data in electronic format). Meijer and LWD also worked with Class Counsel to respond to interrogatories, and Class Counsel met and communicated with employees from both Meijer and LWD to prepare for those employees' depositions in June 2009, which were defended by Class Counsel. LWD's Rule 30(b)(6) witness travelled from the company's Louisiana headquarters to Co-Lead Counsel's New York offices to prepare for and attend a full-day deposition on June 4, 2009, and Meijer's Rule 30(b)(6) witness travelled from the company's Michigan headquarters to Chicago to prepare for and attend a full-day deposition on June 10, 2009.

(c). Document Discovery from Non-Parties

31. Beginning in early 2009, Class Counsel served subpoenas *duces tecum* on many of the defendants in the Patent Actions, including Apotex, Eon Labs, Teva/Ivax, Purepac and Watson Pharmaceuticals. This non-party discovery was aimed primarily at obtaining documents related to the matters at issue in the Patent Actions, to the extent that those documents had not already been produced by Pfizer following the October 18, 2006 entry of the confidentiality order that permitted production of discovery from the Patent Actions. Class Counsel met-

and-conferred with counsel for these non-parties, and the non-parties began to produce responsive documents in the summer of 2009.

32. In response to Class Plaintiffs' subpoenae, non-party Teva produced electronic documents (primarily spreadsheets) that were the equivalent of one million pages of hard-copy documents. In addition to the Teva production, other non-parties produced a combined total of 1.6 million pages of documents, including approximately 300,000 pages from Eon Labs, 50,000 pages from Apotex, 1.3 million pages from Purepac, and 5,000 pages from Watson Pharmaceuticals. Working with their experts, Class Counsel reviewed and analyzed these documents and spreadsheets.

ii. Deposition Discovery – Fact Witnesses

33. In addition to Class Counsel's document-discovery efforts, Class Counsel took a leading role in identifying fact witnesses from defendants and non-parties (primarily the generic drugmakers that were defendants in the Patent Actions). Class Counsel also engaged in time-consuming meet-and-confers with defendants and non-parties about the substance and logistics of those depositions, including scheduling, resolving disputes as to the scope of testimony and coordinating with counsel for other plaintiff groups. In addition, Class Counsel

took the lead in preparing for and conducting many of these depositions, and actively participated in nearly all of the others.

34. Class Counsel took a leading or substantial role in more than 40 fact depositions, including nearly 20 of defendants' current or former employees who were examined on a wide variety of topics including: defendants' marketing tactics; the development of Neurontin; the chemical formulation of gabapentin; the history of defendants' patent-prosecution efforts and their dealings with regulators throughout the NDA and Hatch-Waxman process; defendants' marketing, sales and research-and-development costs and the profitability of brand-name Neurontin; and licensing of defendants' gabapentin patents to affiliated companies such as Pfizer's Greenstone generic subsidiary. Class Counsel also took the lead, or a significant role, in preparing for and deposing defendants' corporate representatives on a variety of topics, including (as detailed below in the section of this declaration related to Class Plaintiffs' crime-fraud and sanctions motions) the nature and scope of defendants' off-label marketing scheme. In addition, as part of deposition discovery from non-parties, Class Counsel prepared for and deposed, or significantly participated in the preparation and depositions of, over 20 witnesses from Apotex, Eon, Teva/Ipax and Purepac.

35. The following chart reflects the fact witness depositions taken in this

litigation:

#	Name [Title]	Company	Date(s)	Location(s)
1	Allen, Charles Scott [Director, Quality Control]	Purepac	12/07/09	New York City
2	Babcock, Mark [Director, Analytical Development]	Eon	09/15/09	Broomfield, Colo.
3	Bauer, Jeff [V.P., Business Development]	Eon	11/05/09	Princeton, N.J.
4	Bauer, Kristen [Deputy General Counsel]	Teva	10/09/09	Blue Bell, Pa.
5	Bauersmith, James [Senior Counsel, Legal Affairs]	Teva	09/23/09 12/22/09	Washington, D.C. Blue Bell, Pa.
6	Bond, Byron [Sr. Director, Trade Operations]	Pfizer	10/14/09	New York City
7	Boothe, Douglas [CEO, Actavis (30(b)(6) Witness)]	Purepac	11/19/09 11/20/09	New York City
8	Calvitt, Claude [Sr. Associate Scientist]	Pfizer	01/31/11	New York City
9	Cantor, Michael [Outside Patent Counsel (30(b)(6) Witness)]	Purepac	01/22/10	Hartford, Conn.
10	Carrado, Joseph [V.P., Regulatory Affairs]	Eon	10/20/09	Princeton, N.J.
11	Davidson, Simon [Productions/Operation Mgr.]	Pfizer	01/31/11	New York City
12	Diaz, Andres [Sr. Manager, Global Logistics (30(b)(6) Witness)]	Pfizer	07/02/09	New York City
13	Donevan, Sean [Medical Director, Lyrica Team]	Pfizer	12/02/09	New York City
14	Engels, David [V.P., Global Portfolio Maximization]	Pfizer	09/29/09	New York City
15	Evans O'Conner, Linda	Teva	12/04/09	Princeton, N.J.

#	Name [Title]	Company	Date(s)	Location(s)
	[Director, Regulatory Compliance (30(b)(6) Witness)]			
16	Fahner, Gordon [V.P., Supply Chain (30(b)(6) Witness)]	Apotex	12/08/09	Toronto, Ont.
17	Furqueron, Zachary [Director, Analytics – Medical Communications Dep’t.]	Pfizer	11/09/09	New York City
18	Gaenzle, Christopher [Ass’t. General Counsel]	Pfizer	08/03/11	New York City
19	Gibney, James [Director, Corporate Compliance]	Pfizer	03/17/10	New York City
20	Harvey, James [Director, Sourcing]	Pfizer	06/11/09	New York City
21	Hillel, Uri [Exec. Director, Quality Assurance]	Teva	10/15/09 10/16/09	New York City
22	Hobart, William [Assoc. Director, New Products]	Teva	12/11/09	Blue Bell, Pa.
23	Isaacs, Sarah [V.P., Compliance]	Teva	12/11/09	New York City
24	Jadeja, Janak [Director of Regulatory Affairs]	Purepac	11/24/09	New York City
25	Jaskot, Deborah [V.P., Regulatory Affairs]	Teva	09/09/09	Blue Bell, Pa.
26	Jaworski, Pat [Sr. Director, Regulatory Affairs (30(b)(6) Witness)]	Teva	11/06/09	Woodcliff Lake, N.J.
27	Johnson, Rady [Ass’t. General Counsel (30(b)(6) Witness)]	Pfizer	11/18/09 06/15/10 06/10/11	New York City New York City New York City
28	Kennally, William [Director (30(b)(6) Witness)]	Greenstone	06/26/09	Philadelphia
29	King, Jennifer [Assoc. Director, New Product Forecasting (30(b)(6) Witness)]	Teva	10/05/09	Blue Bell, Pa.
30	Lynch, Frederick	Purepac	08/14/09	New York City

#	Name [Title]	Company	Date(s)	Location(s)
	[V.P., Supply Chain/Manufacturing]			
31	Magrab, Brendan [V.P., Supply Chain/Manufacturing]	Purepac	01/20/10	New York City
32	Marth, William [Pres./CEO, Teva N. America (30(b)(6) Witness)]	Teva	12/22/09	North Wales, Pa.
33	Mishra, Avanish [District Bus. Mgr., Northeast]	Pfizer	08/27/09 02/04/10	New York City New York City
34	Myers, Jeffrey [Patent Counsel]	Pfizer	11/13/09	New York City
35	Naiman, Jonathan [Sr. Director, Supply Chain]	Pfizer	06/25/09	New York City
36	Ostrowski, William [Sr. Director, I.T. (30(b)(6) Witness)]	Purepac	08/20/09	New York City
37	Pesachovic, Michael [Project Manager, Analytical R&D]	Teva	11/18/09 11/19/09	New York City
38	Schwartz, Edi [Head of R&D, Europe (30(b)(6) Witness)]	Teva	10/28/09 10/29/09	New York City
39	Stainmatz, Michael [Plant Manager, Plant 12]	Teva	10/22/09	New York City
40	Sullivan, Kevin [Senior Director, Finance]	Pfizer	10/29/09	New York City
41	Svokos, George [V.P., Sales & Marketing]	Teva	12/10/09	New York City
42	Tremonte, Joseph [Sr. Director, Marketing (30(b)(6) Witness)]	Eon	07/17/09	Princeton, N.J.

iii. Expert Discovery

36. Class Counsel retained expert witnesses who provided analysis and testimony in support of Class Plaintiffs' claims and to rebut defendants' defenses. Those experts included:

a. Gary L. French, Ph.D., Class Plaintiffs' economic expert, who evaluated and opined on the issues of class certification and damages. Dr. French, who prepared reports for both class certification and the merits, opined that the delay in generic entry caused Class members to pay higher prices for gabapentin products for a longer period of time than they would have in the absence of defendants' exclusionary conduct. The economic impact of delayed generic entry on the prices of gabapentin products was predictable, substantial, market-wide and lent itself to aggregate economic assessment. Dr. French also opined that there was a feasible and reliable methodology to calculate the aggregate antitrust overcharge damages, and he estimated class-wide aggregate damages suffered by Class members as a result of defendants' alleged anticompetitive conduct. Dr. French determined that the Class's aggregate damages have a broad range anywhere from hundreds of millions of dollars to billions of dollars, depending on a number of factors and assumptions, *inter alia*, (a) his definition of the "but for" world (*i.e.* timing of the generic entry and number of generic manufacturers entering the

market absent Defendants' unlawful conduct), and (b) two different approaches to the quantification of the overcharges paid by the Class based on whether the phenomenon known as "generic bypass" was accounted for or not. Class Counsel devoted significant time and resources in working with Dr. French in the preparation of his reports, and to prepare him for his depositions. Class Counsel has continued to work with Dr. French and his staff during the settlement phase of this litigation.

b. Professor Carl Moy, a patent expert who evaluated the prosecution history of the '482 Patent and opined that defendants delayed the issuance of the '482 Patent. Professor Moy also opined that defendants had no reasonable basis to claim infringement of the '476 Patent and that their lawsuits for the alleged infringement of the '479 Patent had no realistic chance of success. Professor Moy also opined that Pfizer's lawsuits against Apotex, Geneva, and Mutual for the alleged infringement of the '482 Patent did not have a realistic chance of success.

c. Peter T. Kissinger, Ph.D., an expert in chemistry, evaluated the chemistry of the '482 Patent, and its limitations. Dr. Kissinger also opined on the methodology used by defendants to establish infringement of the '482 Patent and whether it had any basis in good scientific practice.

d. Keith B. Leffler, Ph.D., an economic expert on liability issues, analyzed the relevant economic market in which Neurontin competes and opined that the relevant economic market was the market for the sale and purchase of gabapentin in the United States and that defendants had a 100 percent share in this market until generics entered in 2004. Class Counsel worked closely with Dr. Leffler as he and his staff prepared his liability reports, and prepared for his depositions.

37. Class Counsel also had to respond to experts retained by defendants in a variety of subjects. Specifically, Class Counsel, with the assistance of Class Plaintiffs' experts, reviewed and analyzed the reports submitted by defendants' experts, and compared their opinions with the opinion and testimony of Pfizer's experts in the Patent actions. Class Counsel also prepared for and took the depositions of the following defense expert witnesses:

a. James Hughes, Ph.D., defendants' economic expert at the class certification stage, whose opinion was submitted to contradict Class Plaintiffs' assertion that Class members' injury and damages could be accurately assessed on a class-wide basis without individual analysis for each member of the proposed Class.

b. Monica G. Noether, Ph.D., defendants' economic expert at the merits stage, who opined that Class Plaintiffs' experts did not establish that Pfizer had market power in the relevant market and did not provide "direct" or "indirect" evidence of monopolization. Dr. Noether opined that Neurontin competed in several relevant antitrust markets corresponding to the various therapeutic uses of Neurontin. She further criticized Class Plaintiffs for not removing defendants' off-label sales from their "but-for world" model. Dr. Noether also criticized Class Plaintiffs' "but-for world" scenarios for allegedly erroneous assumptions.

c. Christopher N. Sipes, who, among other things, analyzed the Hatch-Waxman regulatory regime and its requirements for the Orange Book listing. Mr. Sipes, a partner at the law firm of Covington & Burling, opined that a reasonable basis existed for listing the '476, '479, and '482 patents in the Orange Book in connection with Neurontin. Mr. Sipes disagreed with Class Plaintiffs' allegations, and their experts' opinions, that the listing and enforcement of the '476 and '479 patents were components of defendants' overall exclusionary scheme. Mr. Sipes also opined that Pfizer's issuance and listing of the '482 Patent could not be characterized as manipulation of the Hatch-Waxman system.

d. Peter Barton Hutt, also a partner at the law firm of Covington & Burling, who was defendants' other expert concerning the Hatch-Waxman

regulatory system. Mr. Hutt opined on the history of the legislation and enactment of the Hatch-Waxman Act and policies underlying the Act.

e. Lawrence H. Pretty, defendants' patent expert, who opined on whether Pfizer's prosecution of the '482 Patent involved improper delay. Mr. Pretty also testified that the '476, '479, and '482 patent lawsuits had objectively reasonable bases and could not have constituted "sham litigation."

f. Gregory K. Bell, Ph.D., who evaluated Class Plaintiffs' "overall scheme" allegations and opined that Pfizer's conduct with respect to Neurontin could not be characterized as a scheme to manipulate the Hatch-Waxman regulatory regime.

g. Andrew Slaby, M.D., M.P.H., Ph.D., who opined about prescribing gabapentin and other drugs that are competitive treatments for bipolar and mood disorders. Dr. Slaby opined that gabapentin was an effective treatment for some patients suffering from bipolar and other recurrent cyclic mood disorders.

h. Michael J. McLean, M.D., Ph.D., who opined that physicians utilize various drug alternatives to treat patients with epilepsy and neuropathic pain. Specifically, Dr. McLean opined that other drugs in addition to Neurontin are used to treat epilepsy and neuropathic pain and physicians choose among the drugs on the basis of such factors as their own experience and preferences, the drugs that

patients have used previously and their reaction to these drugs, and the safety, efficacy and tolerability of one drug over another for each specific patient.

i. Prof. Martyn C. Davies, Ph.D., defendants' chemistry expert, whose report contradicted the assertion, by Class Plaintiffs' chemistry expert Dr. Kissinger, that there was no available pH methodology to determine whether there were more than 20 parts-per-million acidic chloride in a sample of gabapentin, which is one of the claims of the '482 Patent.

iv. Discovery Disputes

(a) Pfizer's Privilege Logs and the Appointment of Special Master Professor Paul R. Rice

38. On or about July 17, 2009, Pfizer served a privilege log containing in excess of 2,100 entries. Following extensive discussions about the adequacy of this log, Pfizer revealed that it had withheld as privileged, but not logged, 4,000 – 5,000 additional documents. In December 2009, the Court directed Pfizer to log all documents withheld under a claim of privilege.

39. On March 12, 2010, the Court appointed Professor Paul R. Rice as Special Master to resolve disputes concerning Pfizer's privilege log. (Doc. No. 304) On or about April 7, 2010, Pfizer produced final, complete versions of its privilege logs in addition to roughly 7,500 additional pages of previously-withheld documents. Class Plaintiffs sought to take two additional depositions of former

Pfizer employees Claude Calvitt and Simon Davidson concerning a subset of those documents, and on April 23, 2010, the parties met and conferred regarding that request. On August 23, 2010, Class Plaintiffs renewed their request for the depositions of Messrs. Calvitt and Davidson, both of which took place on January 31, 2011.

40. The proceedings before Special Master Rice related to the privilege logs continued through the autumn of 2010, and Co-Lead Counsel prepared extensively for, and participated in, numerous in-person and telephonic conferences, including a number of presentations before Special Master Rice on the disputed privilege issues, and submissions of reasons why Pfizer's privilege claims were questionable. Class Counsel were hampered in part in this effort, because in making those arguments, they could only rely on the privilege logs and their descriptions of the documents. Special Master Rice issued a number of decisions concerning Pfizer's claims of privilege, upholding some and rejecting others. As a result of those proceedings, Pfizer ultimately produced more than 10,000 pages of documents it had initially withheld under claims of privilege.

(b). Class Plaintiffs' Crime-Fraud Motions

41. Class Counsel's efforts in obtaining discovery to support Class Plaintiffs' claims led to significant, time-consuming and hard-fought disputes with

defendants resulting from defendants' refusal, on the basis of attorney-client privilege and work-product protection, to produce certain requested evidence. Specifically, Pfizer refused to produce a voluminous body of evidence believed by Class Counsel to be relevant to Class Plaintiffs' allegations of defendants' sham lawsuits regarding alleged infringement by generic manufacturers of the '476 and '479 patents. This dispute resulted in Class Plaintiffs filing two motions to obtain discovery on the basis of the crime-fraud exception (collectively referred to here as the "Crime-Fraud Motions").

42. Class Plaintiffs filed the first Crime-Fraud Motion on February 19, 2010, arguing that Pfizer had admitted to committing a crime when it pled guilty to violating 21 U.S.C. §§ 331(d), 333(a)(2) & 355(a) in connection with its promotion of Neurontin for off-label uses. (Doc Nos. 288-289) Class Plaintiffs also argued that Pfizer's filing and prosecution of the '479 Patent infringement litigation, as well as numerous instances of alleged misrepresentations to the courts in those cases, were in furtherance of a crime. Therefore, Class Counsel sought discovery of communications between Pfizer and its counsel relating to the basis for prosecuting the '479 Patent lawsuits and any advice given to Pfizer regarding off-label promotion of Neurontin.

43. On May 21, 2010, pursuant to a May 17, 2010 order, Class Plaintiffs supplemented their first Crime-Fraud Motion by providing the Court, for its *in camera* review, with lists of allegedly privileged documents that Pfizer and its outside patent counsel had identified on their privilege logs. (Doc. No. 343) The first list was a privilege log produced by Pfizer's outside counsel in the patent infringement litigation regarding: (a) off-label uses or off-label marketing of Neurontin; (b) Pfizer's July 1, 1999 letter to Judge Chesler in *Warner-Lambert v. Purepac & Faulding*, No. 98-2749 (JCL); (c) the December 27, 2000 hearing in the same action before Judge Chesler; (d) the summary judgment papers concerning the '479 patent; and (e) statements made concerning off-label marketing at the September 24, 2004 hearing in *Warner-Lambert v. Purepac*, No. 00-2931 (JCL). The second list was a list of internal Pfizer documents on the same topics. The three remaining lists were of documents the descriptions of which appeared to fall within the five categories listed above, but could not be evaluated by Class Plaintiffs without further information.

44. In an August 10, 2011 order, the Court found a *prima facie* case of fraud committed by defendants which was furthered by the actions of Pfizer's counsel through its misrepresentations to the patent courts. (Doc. No. 477) The Court held that Class Plaintiffs had established entitlement to *in camera* review of

the documents outlined in the five categories set forth in their May 21, 2010 submission. The Court further ordered that the identified documents should be submitted to Professor Paul R. Rice, the Special Master appointed by the Court on March 12, 2010 to resolve the parties' privilege disputes, for his *in camera* review.

45. In the process of Special Master Rice's *in camera* review, Class Counsel were involved in extensive discussions with him and defendants in the pursuit of the production of responsive documents that were withheld as ostensibly privileged or protected.

46. Class Plaintiffs filed their second Crime-Fraud Motion on November 18, 2011. (Doc. Nos. 494-495) In their second Crime-Fraud Motion, Class Plaintiffs moved for the production of documents pursuant to the crime-fraud exception to the attorney-client privilege relating to defendants' prosecution of the '476 Patent litigation. Class Plaintiffs argued that the '476 Patent was improperly listed in the Orange Book and the '476 Patent lawsuits were improperly initiated and maintained by Pfizer as a part of its overall exclusionary scheme to delay generic competition. Class Plaintiffs specifically contended that: (a) Pfizer had no initial basis for filing the '476 capsule cases against Purepac and other generic manufacturers; (b) Pfizer also had no basis to continue the '476 capsule cases once it had irrefutable evidence that the gabapentin active pharmaceutical ingredient

(the “API”) supplied by Teva to Purepac was made in Israel; and (c) even after learning that the API supplied by Teva did not infringe the ‘476 Patent, Pfizer continued to assert the same allegations in subsequent ‘476 infringement cases. Further, Class Plaintiffs argued that defendants made misrepresentations to the patent courts in relation to Purepac’s and Apotex’s motions for attorneys’ fees which constituted a separate basis for the crime-fraud exception. Therefore, Class Plaintiffs requested that the Court order Pfizer to produce documents it withheld relating to the above matters for *in camera* review. On November 30, 2012, the Court denied Class Plaintiffs’ second Crime-Fraud Motion. (Doc. No. 681)

(c). Class Plaintiffs’ Motion for Sanctions

47. Class Counsel undertook significant efforts to obtain discovery, specifically Rule 30(b)(6) witness testimony, on the issues related to Pfizer’s illegal marketing of Neurontin for off-label uses, including off-label promotion of Neurontin for neurodegenerative diseases claimed by the ‘479 Patent, and the factual bases for Pfizer’s denials in its Answer in this case concerning its promotion of Neurontin for off-label uses. The issues of Pfizer’s off-label promotion of Neurontin, particularly off-label promotion of Neurontin for neurodegenerative diseases, were believed by Class Counsel to be important for the overall exclusionary scheme alleged by Class Plaintiffs.

48. Not being able to resolve this issue after extensive communications with defendants by the end of the agreed-upon discovery period, on December 8, 2009, Class Counsel submitted a joint dispute letter to Magistrate Judge Shwartz requesting that defendants be ordered to designate a Rule 30(b)(6) witness to testify with respect to: (a) Pfizer's off-label marketing of Neurontin for neurodegenerative diseases; (b) defendants' compliance efforts after the 2004 guilty plea; and (c) the factual basis for defendants' denials in their Answer to Class Plaintiffs' amended complaint of the off-label allegations; and (d) delayed prosecution of the '482 Patent. Defendants opposed this request.

49. On December 10, 2009, Magistrate Judge Shwartz granted Class Plaintiffs' request to compel defendants to produce a Rule 30(b)(6) witness concerning their off-label marketing for neurodegenerative diseases and the factual basis for the off-label uses denials in its Answer, but denied the other requests. (Doc. No. 264)

50. Pursuant to the Court's order, Pfizer designated James Gibney, Pfizer's director of corporate compliance, as its Rule 30(b)(6) witness. Class Counsel took the lead in preparing for and taking Mr. Gibney's deposition on March 17, 2010. At the deposition, it became clear that Mr. Gibney was not prepared to provide the information on the relevant topics. Therefore, on April 5,

2010, Class Plaintiffs moved for sanctions pursuant to Fed. R. Civ. P. 37. (Doc. No. 312)

51. On April 15, 2010, Magistrate Judge Shwartz denied Class Plaintiffs' request for sanctions, but ordered that defendants produce a Rule 30(b)(6) witness no later than April 30, 2010 to provide the testimony regarding defendants' off-label denials in their Answer, and how those statements were consistent with Pfizer's public statements and actions. (Doc. No. 318)

52. On May 7, 2010, Magistrate Judge Shwartz denied defendants' request for reconsideration of her April 15, 2010 order. (Doc. No. 333) After Class Counsel undertook extensive negotiations and conferences with defense counsel regarding an extension of the deposition deadline, Pfizer's Rule 30(b)(6) witness, Assistant General Counsel Rady Johnson, was produced for deposition on June 15, 2010.

53. Class Counsel found that Mr. Johnson was an inadequate witness whose testimony consisted of a recitation of an outline titled "Factual Bases for Denials Relating to Off-Label Allegations," which had been prepared by defendants' outside counsel. On July 8, 2010, after an unsuccessful attempt to resolve this issue directly with defendants, Class Plaintiffs renewed their motion for sanctions or, alternatively, for permission to depose: (a) defendants' outside

counsel who represented Pfizer and Warner-Lambert during the criminal investigation of Pfizer's off-label promotion of Neurontin and the negotiation of the guilty plea, and (b) those outside counsel involved in preparing defendants' Answer to Class Plaintiffs' amended complaint. (Doc. No. 362)

54. On January 24, 2011, Magistrate Judge Shwartz partially granted Class Plaintiffs' request for sanctions, ordering that Rule 30(b)(6) witness Mr. Johnson be re-deposed and provide the responses required by the Court's December and March orders, and to answer Class Plaintiffs' questions seeking, *inter alia*: (a) the facts upon which defendants denied off-label promotion; (b) how these denials were consistent with Pfizer's public actions; (c) the steps taken by defendants to review their Answer before it was filed; and (d) steps that Mr. Johnson took to prepare for his deposition. (Doc. No. 409) The Court also, *inter alia*, struck all objections posed during Mr. Johnson's June 15, 2010 deposition, including those ostensibly based on work-product protection regarding Pfizer's denial of off-label uses. The Court also ordered that, at trial, defendants would be prohibited from offering any evidence regarding their off-label denials except for: (a) the evidence disclosed in the deposition testimony of Messrs. Gibney and Johnson; and (b) the evidence specifically listed in the outline, prepared by

defendants' counsel, titled "Factual Bases for Denials Relating to Off-Label Allegations."

55. Defendants objected to Magistrate Judge Shwartz's January 24, 2011 order, and Class Counsel took the lead in arguing that the order should be affirmed. On June 9, 2011 Judge Hochberg affirmed Magistrate Shwartz's January 24, 2011 order. (Doc. No. 469)

56. Class Counsel took a leading role in preparing for and deposing Pfizer's Rule 30(b)(6) witness Rady Johnson for the second time on June 11, 2011. After taking the deposition, Class Plaintiffs renewed their motion for sanctions, arguing that Mr. Johnson was again not adequately prepared for his deposition, erroneously testified that illegal off-label promotion did not extend beyond 2000, and excluded some off-label uses from those being illegally promoted by defendants.

57. On July 5, 2011, Magistrate Judge Shwartz denied Class Plaintiffs request for sanctions, but allowed the deposition of Chris Gaenzle, Pfizer's senior litigator, who worked with the outside counsel and approved the Answer which denied off-label use. (Doc. No. 471) Pursuant to the July 5, 2011 order, Class Counsel prepared for the deposition of Chris Gaenzle and took his deposition on August 3, 2011.

E. Class Certification

58. Although document discovery had been underway for nearly two years, immediately following Judge Hochberg's denial of defendants' motion to dismiss on April 22, 2009, Class Counsel began finalizing the papers in support of their forthcoming motion for class certification. On September 25, 2009, Class Plaintiffs moved to certify a class of "[a]ll persons or entities in the United States who had purchased Neurontin from defendant Pfizer at any time during the period of July 16, 2000 through September 25, 2009." (Doc. Nos. 226-227) Defendants filed their opposition brief and supporting papers on October 26, 2009. (Doc. No. 234) On November 25, 2009, Class Plaintiffs filed their reply brief in further support of their class certification motion. (Doc. No. 251) On March 12, 2010, and again on April 28, 2010, Class Plaintiffs moved to supplement their motion for class certification by revising their proposed definition to conform the Class Period to the evidence in the record that developed after the close of class briefing in November 2009; Class Plaintiffs now proposed a shorter Class Period of December 11, 2002 through August 31, 2008. (Doc. Nos. 301-302, 329).

59. The preparation of the class certification papers was intense and time-consuming. Class Counsel conducted extensive document analyses to support the claims of class-wide impact, and to rebut defendants' defenses to class certification

as expressed by Dr. Hughes, the economist Pfizer retained to oppose class certification. Class Counsel also worked closely with Dr. French, an economist with considerable experience in assessing antitrust impact and calculating damages in complex antitrust actions. As part of the discovery related to class certification, Class Counsel requested and received from Pfizer the equivalent of thousands of pages of electronic sales data, which Dr. French and his colleagues used to construct a model for assessing damages on a class-wide basis. Class Counsel devoted significant time and resources to preparing and defending Dr. French at deposition, and also expended considerable time and resources to prepare for and take the deposition of Dr. Hughes, defendants' expert.

60. Defendants vigorously contested Class Plaintiffs' motion for class certification. Their opposition focused largely on the effect of the Third Circuit's class certification decision in *In re Hydrogen Peroxide*, 552 F.3d 305 (2008). Pfizer argued that that decision increased Class Plaintiffs' burden to show common impact under Rule 23 – a showing that defendants strenuously contended could not be met by Class Plaintiffs' overcharge theory and the proposed damages methodology developed by Dr. French.

61. Judge Hochberg heard oral argument on Class Plaintiffs' class certification motion on April 13, 2010 and further argument on September 13,

2010. Pursuant to Judge Hochberg's Order of May 28, 2010 (Doc. No. 346), Class Plaintiffs submitted a statement of undisputed facts relevant to class certification, a proposed summary of the claims, issues, or defenses subject to class treatment, and a trial plan describing the issues likely to be presented at trial and demonstrating that they were susceptible to class-wide proof. On January 25, 2011, Judge Hochberg granted Class Plaintiffs' motion (including their motion to amend the proposed class definition), certifying a class of "[a]ll persons or entities in the United States that purchased Neurontin from Pfizer at any time during the period of December 11, 2002 through August 31, 2008 and who have purchased generic gabapentin," excluding from the class definition the "defendants and each of their respective parents, employees, subsidiaries, affiliates, and franchisees, and all government entities." (Doc. No. 412) Judge Hochberg's January 25, 2011 class certification order also appointed Garwin Gerstein and Kaplan Fox as Co-Lead Counsel for the certified Class, and designated plaintiffs Meijer and LWD as representatives of the certified class.

62. On February 7, 2011, Judge Hochberg approved Co-Lead Counsel's proposed form and manner of notice of pendency of the now-certified class action. (Doc. No. 423) The Court approved Class Counsel's retention of Berdon Claims Administration, LLC ("Berdon"), a claims-administration firm with extensive

experience in class action antitrust litigation related to generic drugs, to perform services related to notifying Class Members of the pendency of the class action. Using defendants' transactional sales data, Berdon identified 67 potential Class Members and mailed the approved long-form notice of pendency of class action. Berdon then caused the short-form notice of pendency of class action to be published in the February 28, 2011 issue of *The Pink Sheet*, a drug-industry publication widely read by Class Members.

63. On or prior to the April 4, 2011 deadline for requests for exclusions from the certified class, Berdon received timely requests for exclusion from CVS Pharmacy, Inc., Caremark, L.L.C., Rite Aid Corp., Rite Aid HDQTRS Corp., Walgreen Co., the Kroger Co., Supervalu, Inc., Safeway, Inc., American Sales Company, Inc. and HEB Grocery Company, LP.⁵ (Doc. No. 446)

F. Motions for Summary Judgment

64. On April 30, 2012, Class Plaintiffs moved for partial summary judgment on two related issues: (a) Pfizer's monopoly power in the market for gabapentin prior to generic entry, and (b) Pfizer's improper maintenance of that

⁵ The requests for exclusion of CVS, Rite Aid, Caremark, Walgreens, Supervalu, Safeway, American Sales Co. and HEB included claims for purchases made from drug distributors Cardinal Health, Inc. and McKesson Corporation, which Cardinal and McKesson had assigned to one or more of the entities that requested exclusion from the certified class.

monopoly power. Class Plaintiffs also moved for an order that defendants be collaterally-estopped from relitigating judicial and factual findings from the government's criminal action related to their off-label marketing, the *Kaiser* Litigation and the Patent Actions. (Doc. Nos. 517-520)

65. On April 30, 2012, defendants also moved for summary judgment with respect to all of Class Plaintiffs' claims, asserting a variety of arguments that attacked all the aspects of Class Plaintiffs' claims and evidence, including Defendants' contentions that (a) Pfizer did not have a monopoly power in a relevant market; (b) Class Plaintiffs cannot establish that Pfizer engaged in anticompetitive conduct; and (c) Class Plaintiffs cannot establish that the alleged anticompetitive conduct caused their injuries. (Doc. Nos. 515-516, 521, 522, 524, 526-527).

66. In support of its arguments, Pfizer vigorously challenged evidence submitted to demonstrate that Pfizer had monopoly power prior to the introduction of generic gabapentin, and that Pfizer had maintained that monopoly power by wrongfully listing the '476 and '479 patents in the Orange Book, pursuing sham litigation on the '476 and '479 patents, and engaging in off-label marketing to expand the market for Neurontin and to disadvantage generics, leading to the introduction of Lyrica, Pfizer's successor brand-name drug to Neurontin. Pfizer

challenged evidence of Pfizer's monopoly power, which included: (a) direct evidence of Pfizer's ability to maintain a price for gabapentin well above its competitive price; and (b) indirect evidence demonstrating the existence and scope of the relevant market (defined by Class Plaintiffs' expert Dr. Leffler), and Pfizer's ability to profitably set prices of Neurontin at a level well above the costs of producing, distributing and selling Neurontin without patients and doctors switching to alternative therapies. Because proof of monopoly power is an essential element of any Sherman Act Section 2 claim, Pfizer's argument regarding its lack of monopoly power, if successful, would have defeated Class Plaintiffs' claims similar to the Court's findings in its favor in respect to the alleged anticompetitive conduct and causation.

67. To refute Pfizer's summary judgment motion, Class Counsel marshalled legal and factual evidence and expert testimony, and asserted that:

- a. The relevant market, for purposes of indirectly proving monopoly power, was properly defined as Neurontin and its AB-rated generics. Class Counsel devoted substantial time to rebut the opinions of Dr. Noether, defendants' economic expert, who asserted that the relevant market was broader, and that it was sufficiently broad to preclude a showing of market power that would have allowed Pfizer to act anti-competitively;

b. Pfizer willfully maintained monopoly power through a variety of methods, including: (i) the off-label marketing scheme that was the subject of its 2004 guilty plea; (ii) its use of litigation to delay generic competition, by filing multiple lawsuits on the '476 and '479 patents, even though Pfizer knew it did not have the factual basis to support the patent-infringement cases for the '476 and '476 patents; (iii) defendants knew that they lacked the factual support to legally list the '476 and '479 patents in the Orange Book; (iv) Pfizer intentionally delayed the prosecution of its '482 Patent, and maintained its '482 Patent lawsuits long past the point where they had no realistic chances of success; and (v) there were sufficient disputed facts regarding causation that warranted a trial.

68. Class Counsel's role in summary judgment briefing was extensive and time-consuming. Class Counsel expended many hours working with defense counsel to draft, revise and submit a detailed Joint Statement of Undisputed Material Facts (the "Joint Statement") that was filed concurrently with the parties' respective motions for summary judgment. (Doc. No. 523) The Joint Statement, which was over 100 pages, contained succinct recitations of facts which both sides agreed were true, and thus could be relied upon by the Court in considering the motions for summary judgment. Its preparation involved collecting and distilling

the contents of hundreds of documents, scores of pleadings, briefs and transcripts from multiple litigations, dozens of deposition transcripts and expert reports from the Patent and Antitrust Actions, and multiple meet-and-confers with defense counsel about the evidence to be referenced in the Joint Statement.

69. Class Counsel devoted considerable time preparing Class Plaintiffs' Statement of Undisputed Material Facts, which (like the Joint Statement) involved many hours of compiling and distilling the factual and economic evidence, and contained those facts that Class Counsel contended were material to the motion and were supported by the record developed in the litigation, but which Pfizer disputed. Class Counsel also expended many hours responding to defendants' Statement of Undisputed Material Facts, setting forth the reasons, including references to specific evidence, why those purported facts were in dispute.

70. Class Counsel also spent a large amount of time and effort on the legal research necessary to support their motion for partial summary judgment and collateral estoppel, and also to defeat defendants' motion for summary judgment. This research involved numerous procedural issues related to collateral estoppel, as well as a thorough examination and explanation of the Hatch-Waxman Act and antitrust precedent on monopoly power. Furthermore, responding to defendants' summary judgment briefing involved extensive legal research to counter their

arguments that the evidence failed to establish the existence of any illegal scheme. Defendants' contentions that Class Plaintiffs' experts and evidence failed to show the existence (or maintenance) of monopoly power – either by the direct evidence method or indirect evidence of such power – required Class Counsel to research the viability of both theories of proving monopoly power, an effort that involved research into many complex legal, factual and economic issues.

71. Class Counsel retained and worked closely with four experts – economists Drs. French and Leffler, chemist Dr. Kissinger, and patent expert Professor Moy – in support of Class Plaintiffs' motion for partial summary judgment and to counter defendants' summary judgment motion. Class Counsel's work with these experts related to various issues raised in the parties' summary judgment papers, including the definition of the contours of the relevant market and the nature and scope of competition for brand-name Neurontin, the propriety of defendants' patent litigation, and the reasonableness of defendants' asserted claim construction in the Patent Actions.

i. Motions to Strike Portions of Defendants' Summary Judgment Motion

72. Because defendants' summary judgment motion challenged Class Plaintiffs' sham litigation claims by relying on evidence of their settlement of certain of the Patent Actions, on May 30, 2012 Class Plaintiffs moved to strike

those portions of defendants' motion as barred by Fed. R. Evid. 408, and to preclude defendants from using those settlements as a defense in the Antitrust Actions. (Doc. Nos. 545-546) Alternatively, Class Plaintiffs sought discovery related to the negotiation, drafting and execution of those settlement agreements. Defendants opposed Class Plaintiffs' motion to strike.

ii. Decision on Summary Judgment Motions

73. On August 8, 2013, Judge Hochberg denied defendants' motion for summary judgment and Class Plaintiffs' motion for partial summary judgment. (Doc. No. 688-689) Judge Hochberg held that there were genuine issues of material fact regarding Pfizer's monopoly power, and that Class Plaintiffs had proffered sufficient evidence of defendants' market power to justify a trial. She also held that Class Plaintiffs had introduced sufficient evidence demonstrating that there were disputed issues of fact regarding whether defendants' overall scheme delayed generic entry or whether there were intervening causes, warranting trial on causation issues.

74. In the same order, Judge Hochberg granted Class Plaintiffs' request that collateral estoppel be applied to the facts that formed the basis of defendants' guilty plea in the criminal off-label marketing case, and ordered that the parties meet-and-confer to resolve the outstanding dispute as to the scope of defendants'

guilty plea in that case. Following Judge Hochberg's summary judgment order, Class Counsel conferred with the defendants and reached agreement as to the scope of Pfizer's guilty plea, with one small exception. On September 23, 2013 the parties submitted a joint stipulation detailing their agreement as to the conduct forming the basis of defendants' guilty plea, and the single open issue. (Doc. No. 693)

75. Judge Hochberg's summary judgment decision also ordered that defendants be precluded from denying the factual findings from the *Kaiser* Litigation, but held that while both parties could rely on prior court rulings from the Patent Actions to support, or defend against, Class Plaintiffs' sham litigation allegations, whether the Patent Actions were, in fact, a sham was an issue to be tried. With respect to Class Plaintiffs' motion to strike defendants' references to settlement agreements in certain of the Patent Actions, Judge Hochberg denied the motion but referred the matter to Magistrate Judge Michael A. Hammer for appropriately circumscribed discovery on the settlement agreements.

iii. Discovery Concerning Settlements from the Patent Actions

76. Class Counsel then drafted and served document requests on the parties to those settlement agreements, including Pfizer and non-parties Teva, Sandoz (formerly Eon), and Actavis (formerly Purepac). Class Counsel met-and-

conferred with defense counsel and counsel for the non-parties after those entities objected to Class Plaintiffs' discovery requests. Class Counsel then participated in a telephonic hearing with Magistrate Judge Hammer in an effort to resolve the dispute about this post-summary judgment discovery (which was still pending as of the time of Class Plaintiffs' settlement in principle with defendants).

G. Daubert Motions

77. Concurrent with summary judgment briefing, on August 31, 2012, Class Plaintiffs also moved pursuant to *Daubert v. Merrell Dow Pharm. Inc.*, 509 U.S. 579 (1993), to exclude the opinions offered by defendants' experts Dr. Monica Noether (whose opinion was submitted to contradict Class Plaintiffs' economic expert Dr. Leffler on the issue of monopoly power as well as an opinion rebutting the damages calculations of Class Plaintiffs' experts Drs. Leffler and French); Dr. Martyn Davies (a chemistry expert whose opinions were submitted to contradict Class Plaintiffs' expert Dr. Kissinger on Pfizer's ostensible proof of infringement in the Patent Actions); Covington & Burling partners Christopher Sipes and Peter Hutt (lawyers, sometimes retained by Pfizer for regulatory matters, who offered opinions regarding the Hatch-Waxman Act and the alleged reasonableness and lawfulness of defendants' Orange Book listings for the '476 and '479 patents and the initiation of the '476 and '479 patent lawsuits); and Dr.

Gregory Bell (a management consultant who offered opinions on the development and commercialization of Neurontin to rebut Class Plaintiffs' allegations that defendants manipulated the Hatch-Waxman procedures). (Doc. Nos. 632-633) Preparation of Class Plaintiffs' *Daubert* motion involved considerable effort on Class Counsel's part, including thorough review of those experts' opinions and prior testimony and publications.

78. Defendants also filed a *Daubert* motion seeking to exclude certain opinions offered by Class Plaintiffs' experts Drs. Leffler, Kissinger and Moy. (Doc. Nos. 634-637) Defending against these *Daubert* motions involved considerable legal and factual research and close consultation with the experts. These *Daubert* motions were fully submitted and still pending as of the time Class Plaintiffs settled with defendants in March 2014.

H. Preparation for Trial

79. Following Judge Hochberg's August 8, 2013 summary judgment decision, Class Counsel began to prepare for trial. In the roughly seven months between Judge Hochberg's summary judgment decision and Class Plaintiffs' signing of an agreement settling the class action, Class Counsel engaged in final preparations for trial, including drafting motions *in limine*, determining which witnesses would be available for live testimony and which testimony would be

presented by deposition transcripts, and otherwise developing their strategy for trial. As part of that trial preparation, Class Counsel retained a nationally-known jury consultant, and over two days in December 2013, organized and presented to focus groups made up of individuals from the prospective jury pool from northern New Jersey. Class Counsel devoted significant time preparing for these focus groups, which were convened to test different case theories and means of presentation, and which proved very valuable as Class Plaintiffs prepared to try their case. These efforts included compiling and presenting opening statements outlining both Class Plaintiffs' theories as well as theories and counter-arguments that defendants were expected to present at any jury trial. Class Counsel carefully reviewed the report produced by the jury consultant, and took its recommendations into account as trial preparations proceeded.

III. MEDIATION AND SETTLEMENT

80. Class Counsel prepared for and participated in mediation sessions that occurred in December 2010, February 2013 and February and March 2014, conducted by Eric Green, a well-respected mediator with extensive experience in mediating settlements in pharmaceutical cases.

81. The sessions on December 12 and 13, 2010 were full-day mediation sessions. Class Counsel prepared detailed mediation statements or presentations

outlining their theories of the case and the evidence supporting their position. These presentations were delivered by the parties at the mediation attended by decision makers for both sides. In their presentation, Class Counsel described each component of Class Plaintiffs' case and their interrelation, including proof of Pfizer's monopoly power and relevant market, the alleged exclusionary conduct, its impact on Class members, and damages. In turn, defendants delivered a presentation attacking almost all the components of Class Plaintiffs' case, including Class Plaintiffs' allegations of an overall exclusionary scheme, as well as their causation theory. Professor Green raised numerous legal and evidentiary issues related to the parties' arguments that had to be addressed in the discussion following the presentations. Professor Green's unbiased assistance and expertise enabled the parties to vet their analysis and focus on the most critical elements of the case. Further mediation sessions in February 2013 and February and March 2014 allowed the parties to further engage in productive negotiations.

82. Representatives from Meijer and LWD travelled to New York to attend and participate in the mediation session held in December 2010 and February 2013, and Class Counsel was in close communication with key decision-makers at Meijer and LWD during all mediation sessions and settlement discussions.

83. The settlement of this hard-fought, twelve-year old litigation was reached after extensive negotiations between Class Counsel and Pfizer's counsel, under the supervision of a highly-experienced mediator. The parties expected that the Court could set a trial date at any time, and knew that a trial of this case would be both long and complex. When this case was settled in March 2014, Class Plaintiffs believed that they would have prevailed, but Class Counsel understood that the Class faced significant risks if the case were brought to trial.

A. Risks of Bringing this Case to Trial

84. In particular, defendants asserted that Class Plaintiffs could not prove causation: namely, whether the cause of the delay in generic entry was due to Pfizer's alleged scheme involving improper Orange Book listings, delays in the prosecution of the '482 Patent before the Patent and Trademark Office, illegal off-label promotion and sham litigation (all of which Pfizer denied), or rather was the result of actions unrelated to Pfizer's conduct. Specifically, there was evidence that Purepac, who was the first ANDA filer and entitled to 180 days of exclusivity before any other generic could enter the market, was not capable of manufacturing the drug due to manufacturing problems. One of Class Plaintiffs' entry scenarios depended upon another generic company's achieving success earlier in the patent litigation against it, triggering Purepac's exclusivity period and allowing entry by

others six months later, regardless of whether Purepac actually could enter the market or not. Whether a jury would credit the evidence for this scenario was uncertain.

85. Class Counsel also considered the likelihood that, in light of defendants' assertions regarding causation, Class Plaintiffs' damages models would not have been accepted by a jury, and whether a jury might ultimately limit, or preclude, an award of damages.

86. In addition, although discovery regarding defendants' settlements in the Patent Actions was still pending as of the time an agreement to settle this action was reached, the defendants may have been able to introduce evidence that those cases had been settled. While Class Plaintiffs planned to move to exclude evidence of the Patent Action settlements, the fact that Pfizer had obtained monetary settlements from the generics might have been presented to the jury, which would have posed a threat to Class Plaintiffs' claims that the '482 Patent cases were sham litigations undertaken as part of defendants' overall scheme to delay generic entry of Neurontin.

87. With respect to liability issues, this litigation is particularly risky given the complicated interrelation between, among other things, antitrust law, patent law, the Hatch-Waxman Act, state substitution laws and complex economic

principles. Class Plaintiffs also faced risks convincing a jury at trial about the “overarching scheme” liability theories. While Pfizer’s guilty plea, and the judicial findings from the *Kaiser* Litigation, were strong evidence supporting Class Plaintiffs’ liability theory, there was a risk that a jury would disagree with Class Plaintiffs’ contention that the off-label marketing played a critical role in defendants’ antitrust violations.

B. Preliminary Approval of the Settlement and Notice to the Class

88. By Order, dated May 2, 2014 (Doc. No. 727) (the “May 2, 2014 Order”), this Court found that the proposed Settlement was arrived at by arm’s-length negotiations by highly experienced counsel and preliminarily approved it. This Court also approved forms of notice to the Class, *i.e.* the written notice for mailing to Class members and the summary notice for publication in the industry trade journal, *The Pink Sheet*, and the mode and schedule of their dissemination to the Class. This Court approved the retention of Berdon.

89. Pursuant to the May 2, 2014 Order, Berdon mailed the written notice to Class Members on May 12, 2014 advising them about the terms of the Settlement and their right to object. On the same day Berdon and Co-Lead Counsel posted the written notice together with the Settlement Agreement on their

respective websites. Concurrently, the summary notice was published in *The Pink Sheet*.

90. Attached as Ex. 1 is an affidavit of Michael Rosenbaum re: Mailing and Publication of Notice with exhibits, dated June 25, 2014.

91. On June 2, 2014, Defendants deposited \$190,416,438.36, which is the agreed-upon \$190 million plus 1% per annum interest that had accrued since March 14, 2014 when the parties agreed to settle the litigation, into an escrow account held in trust by UBS AG that is earning interest for the benefit of the Class.

92. As of the date of this Declaration, no objections to the Settlement or any of its terms have been received.

93. This class is unique in that the core of the Class is a group of wholesalers that made the major part of all Class purchases in that case. They closely monitored the litigation of this case and provided their continued support to Class Counsel based on their familiarity with the Hatch-Waxman cases and numerous risks involved in their litigation. These Class members have written to the Court to express their support of the settlement and Class Counsel's request for attorneys' fees of one-third of the Settlement Fund and Class Counsel's reimbursement of expenses.

94. Attached as Ex. 2 is a letter from Donald W. Myers on behalf of AmerisourceBergen Corporation to the Court dated June 19, 2014.

95. Attached as Ex. 3 is a letter from Robert J. Tucker on behalf of Cardinal Health, Inc. to the Court dated June 18, 2014.

96. Attached as Ex. 4 is a letter from Steven Winick on behalf of McKesson Corporation to the Court dated June 16, 2014.

97. Attached as Ex. 5 is a letter from Margaret M. Glazier on behalf of Burlington Drug Co. to the Court dated June 11, 2014.

98. Attached as Ex. 6 is a letter from Matthew Kipp on behalf of Dakota Drug Inc. to the Court dated June 11, 2014.

99. Attached as Ex. 7 is a letter from Raul Rodriguez Font on behalf of Drogueria Betances, Inc. to the Court dated June 11, 2014.

100. Attached as Ex. 8 is a letter from W. Keith Elmore on behalf of King Drug Company of Florence, Inc. to the Court dated June 10, 2014.

101. Attached as Ex. 9 is a letter from Anthony V. Rattini on behalf of Miami-Luken, Inc. to the Court dated June 16, 2014.

102. Attached as Ex. 10 is a letter from Thomas G. Schoen on behalf of Prescription Supply, Inc. to the Court dated June 11, 2014.

103. Attached as Ex. 11 is a letter from Ken Couch on behalf of J M Smith Corporation d/b/a Smith Drug Co. to the Court dated June 11, 2014.

104. Attached as Ex. 12 is a letter from Gregory Drew on behalf of Value Drug Co. to the Court dated June 11, 2014.

105. Attached as Ex. 13 is a letter from Laurence F. Doud, III on behalf of Rochester Drug Co. to the Court dated June 25, 2014.

106. Class Representatives, LWD and Meijer, also support Class Counsel's request for attorneys' fees of one-third of the Settlement Fund and reimbursement of Class Counsel's expenses.

107. Attached as Ex. 14 is a declaration of Chad Gielen, President/Chief Executive Officer of Louisiana Wholesale Drug Co., Inc. dated June 16, 2014.

108. Attached as Ex. 15 is a declaration of Gayle White, former President and General Manager of Louisiana Wholesale Drug Co., Inc. dated June 15, 2014.

109. Attached as Ex. 16 is a declaration of Cynthia Rogowski, Senior Counsel for Meijer, Inc. and Meijer Distribution, Inc. dated July 24, 2014.

110. Attached as Ex. 17 is a copy of an order dated January 31, 2011 from *In re Nifedipene Antitrust Litig.*, MDL No. 1515, Dkt. No. 333, Civil Action No. 1:03-mc-223 (RJL) (D.D.C.).

111. Attached as Ex. 18 is a copy of the April 20, 2009 Order and Final Judgment in *Meijer, Inc. et al. v. Barr Pharmaceuticals, Inc.*, Civ. Action No. 05-2195 (CKK) (D.D.C.).

IV. SUMMARY OF ATTORNEYS’ FEES AND UN-REIMBURSED EXPENSES

112. Co-Lead Counsel led a team of highly experienced and highly respected law firms that have over 15 years of extensive experience prosecuting and trying Hatch-Waxman antitrust cases on behalf of the same core class of direct purchaser plaintiffs and have been involved in many critical decisions made by various courts in this area of antitrust law.

113. The following chart summarizes the aggregate time and necessary and incidental expenses of all Class Counsel, as set forth in more detail in the separate firm declarations of Class Counsel, appended here as Exhibits 19-30:

Firm Name	Hours	Lodestar	Expenses
Garwin Gerstein & Fisher LLP	17,548.50	\$10,081,077.50	\$504,771.49
Kaplan Fox & Kilsheimer LLP	11,251.50	\$6,195,676.25	\$567,990.34
Clemente Mueller, P.A.	658.75	\$242,192.24	\$4,408.88
Odom & Des Roches LLP	14,797.75	\$7,369,606.25	\$425,373.49

Firm Name	Hours	Lodestar	Expenses
Smith Segura & Raphael LLP	12,607.40	\$5,549,824.50	\$413,444.42
Sperling & Slater, P.C.	126	\$99,050.00	\$3,057.67
Berger & Montague, P.C.	2,301.09	\$1,542,827.00	\$272,646.52
Heim Payne & Chorush LLP	800.80	\$529,825.00	\$17,234.09
Vanek Vickers & Masini, P.C.	218.63	\$95,083.83	\$4,014.76
Grant & Eisenhofer, P.A.	36.3	\$17,822.50	\$487.28
Kohn, Swift & Graf, P.C.	65.3	\$44,770.00	\$108.41
Kozyak Tropin & Throckmorton, P.A.	154.1	\$36,772.50	\$0
Oren Giskan	4	\$2,700.00	\$0
TOTAL	60,570.12	\$31,807,227.57	\$2,213,537.35

114. Based upon the lodestar set forth above, the requested one-third fee results in a multiplier of 1.99.

115. Additionally, detailed time records and expense vouchers/receipts are available to the Court *in camera* should the Court wish to examine them.

V. THE EFFORTS OF THE CLASS REPRESENTATIVES ON BEHALF OF THE CLASS

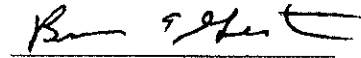
116. The Class Representatives have each made a significant contribution in prosecuting this action for the benefit of the Class members. They actively protected the Class's interests by filing the suit on behalf of the Class and undertaking all the responsibilities involved in being a named plaintiff, including responding to document requests and interrogatories, monitoring the progress of the case, testifying at depositions, and attending mediation sessions. The Class representatives were required to expend significant time and effort that was not compensated over the 12 years of this litigation.

117. The "Big 3" national wholesalers (Cardinal Health, Inc., McKesson, Inc. and AmerisourceBergen Co.) have expressly supported the requested incentive awards to the Class Representatives.

118. In recognition of their time and effort expended for the benefit of the Class, Class Counsel have requested an incentive award of \$100,000 for each of LWD and Meijer.

We declare under penalty of perjury that the above is true and correct.

Dated: July 1, 2014



Bruce E. Gerstein



Richard J. Kilsheimer

EXHIBIT

1

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

<i>In re Neurontin Antitrust Litigation</i>)	Master File No. 02-1390
THIS DOCUMENT RELATES TO:)	
LOUISIANA WHOLESALE DRUG COMPANY, INC., MEIJER, INC. and MEIJER DISTRIBUTION, INC., on behalf of themselves and all others similarly situated,)	Civil Action No. 02-1830 Civil Action No. -02-2731
Plaintiffs,)	
v.)	
PFIZER, INC. and WARNER- LAMBERT CO.,)	
Defendants.)	
)	

**AFFIDAVIT OF MICHAEL ROSENBAUM RE:
MAILING AND PUBLICATION OF NOTICE**

STATE OF NEW YORK)
) ss.:
COUNTY OF NASSAU)

MICHAEL ROSENBAUM, being duly sworn, deposes and says:

1. I am the Managing Director of Berdon Claims Administration LLC ("Berdon"), Court-approved Claims Administrator in the above-captioned class action. As such, I am personally familiar with the facts described herein.

2. This affidavit is submitted to describe the procedures employed by Berdon to ensure that all persons or entities in the United States that purchased Neurontin directly from the Defendants, Pfizer, Inc. and Warner-Lambert Company LLC (collectively, "Pfizer"), at any time during the period of December 11, 2002 through August 31, 2008 (the "Class Period"), and who have pur-

chased generic gabapentin, were given timely notice of the proposed settlement of this class action. Excluded from the Class are Defendants and each of their parents, employees, subsidiaries, affiliates and franchisees, and all governmental entities, as well as those that excluded themselves from the Class on or before April 4, 2011.

3. Pursuant to paragraph 6 of the Order Preliminarily Approving Settlement, Authorizing Notice to the Class and Setting Hearing, dated May 1, 2014 (the “Order”), the “written Notice for mailing to all known Class members,” annexed hereto as Exhibit A, was effected by Berdon via first-class mail on May 12, 2014. Copies of the Notice were addressed to 67 potential Class members, some at their multiple mailing addresses identified from Pfizer’s electronic database of direct purchasers that had been used in the Notice of Pendency mailing on February 18, 2011, bringing the mailing list to a total of 111 Notices.

4. Moreover, in the interests of maximum inclusion, the current mailing list was compared with, and corrected to reflect, the updated addresses that had been used in a 2013 mailing for a similar case. As a result, the mailing list was supplemented by an additional 10 addresses for certain direct purchasers, and on May 12, 2014, a total of 121 copies of the Notice were mailed.

5. Of the 121 Notices mailed, the USPS returned 29 as undeliverable. An Internet search performed by Berdon resulted in 26 better addresses, and one address was confirmed as good, so a total of 27 Notices were re-addressed and re-mailed. There were no good addresses that could be found for two Class members, and 6 Notices were returned even after having been re-mailed with a purported updated address, for a total of 8 Notices that remain undeliverable. Berdon will continue to take all reasonable steps to ensure that the Class is provided with copies of the Notice.

6. Concurrent with the mailing on May 12, 2014, Berdon posted the Notice on its website at www.berdonclaims.com, together with the Settlement Agreement.

7. Also pursuant to paragraph 6 of the Order, the Summary Notice of Proposed Class Action Settlement, Motion for Attorneys' Fees and Hearing regarding Settlement was published in *The Pink Sheet* on May 12, 2014, concurrent with the mailing of the Notice. Under my direction and supervision, the advertising firm of Trendson Consulting Corp. was engaged to effect such publication, and a copy thereof in the form in which it appeared in *The Pink Sheet* on that date is annexed hereto as Exhibit B.

The foregoing statements are true and correct to the best of my knowledge, information and belief.



MICHAEL ROSENBAUM

Sworn to before me this
25th day of June, 2014


Notary Public

MARLENE HURWITZ
NOTARY PUBLIC, State of New York
No. 48-97422
Qualified in Nassau County
Commission Expires April 30, 2015

EXHIBIT A

If you bought NEURONTIN directly from PFIZER OR WARNER-LAMBERT, your rights could be affected by a lawsuit

A federal court authorized this notice. It is not a solicitation from a lawyer.

- The purpose of this notice is to alert you to a proposed settlement of a Class Action Lawsuit (the “Lawsuit”) brought by Direct Purchasers of Neurontin against Pfizer Inc. and Warner-Lambert Company LLC (collectively “Pfizer” or “Defendants”). The Lawsuit asserts that Pfizer violated antitrust laws relating to the sale of its prescription drug Neurontin.

- **The Court has allowed the Lawsuit to be brought as a class action on behalf of:**

All persons or entities in the United States that purchased Neurontin from Pfizer at any time during the period of December 11, 2002 through August 31, 2008 and who have purchased generic gabapentin. Excluded from the Class are Defendants and each of their respective parents, employees, subsidiaries, affiliates, and franchisees, and all government entities.

- **Also excluded from the Class are:**

CVS Pharmacy Inc., Caremark, L.L.C., Rite Aid Corporation, Rite Aid HDQTRS Corp., Walgreen Co., American Sales Co, Inc., HEB Grocery Co. LP, Safeway Inc., SuperValu, Inc., and The Kroger Co., in their own right as direct purchasers of Neurontin from Pfizer and as assignees limited to their purchases of Neurontin from Class members.

- This Court has preliminarily approved a proposed settlement of the Lawsuit (the “Settlement”) between Defendants and the Class. The Settlement will provide for payment of \$190,000,000.00 (one hundred ninety million dollars) plus interest into an escrow account (the “Settlement Fund”). The Settlement will also provide for allocation of the net Settlement Fund to the members of the Class, compensation of counsel for the Class (“Class Counsel”) for expenses and attorneys’ fees out of the Settlement Fund, and incentive awards to named Plaintiffs out of the Settlement Fund, as approved by the Court.

- The Court has scheduled a hearing on final approval of the Settlement, the plan for allocating the Settlement Fund to members of the Class (summarized in response to Question 9), and Class Counsel’s request for reimbursement of costs and for attorneys’ fees and incentive awards to named Plaintiffs out of the Settlement Fund. The hearing, before United States District Judge Faith S. Hochberg, has been scheduled for July 31, 2014 at 10 a.m., at the United States District Court for the District of New Jersey, Martin Luther King, Jr. Federal Building & U.S. Courthouse, 50 Walnut Street, Courtroom 4A, Newark, NJ 07101.

- This Notice contains summary information with respect to the Settlement. The terms and conditions of the Settlement are set forth in a Settlement Agreement, dated April 17, 2014 (the “Settlement Agreement”). A complete copy of the Settlement Agreement is available through any of the methods listed in response to Question 20 below.

PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A CLASS MEMBER TO WHOM THIS NOTICE IS ADDRESSED, THE SETTLEMENT WILL AFFECT YOUR RIGHTS. YOU ARE NOT BEING SUED IN THIS MATTER. YOU DO NOT HAVE TO APPEAR IN COURT, AND YOU DO NOT HAVE TO HIRE AN ATTORNEY IN THIS CASE. IF YOU ARE IN FAVOR OF THE SETTLEMENT, YOU DO NOT NEED TO DO ANYTHING. IF YOU DISAPPROVE, YOU MAY OBJECT TO THE SETTLEMENT PURSUANT TO THE PROCEDURES DESCRIBED BELOW.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
YOU CAN DO NOTHING NO ACTION IS NECESSARY NOW TO RECEIVE PAYMENT	If the Settlement is approved by the Court and you are a Class Member, you will not need to do anything right now to receive a payment. In a few months, a claim form will be mailed to all members of the Class setting out each Class Member’s recovery from the Settlement Fund. The portion, if any, of the Settlement Fund to be allocated to you will be calculated on a <i>pro rata</i> basis based on your combined Class Purchases of Neurontin and generic gabapentin in units during a relevant portion of the Class Period as part of the implementation of the Settlement. To receive your share, you will need to sign and return the claim form as directed.
GO TO A HEARING	If you have submitted a written objection to the Settlement, you may (but do not have to) attend the Court hearing about the Settlement and present your objection to the Court. You may attend the hearing even if you do not file a written objection, but you will only be allowed to speak at the hearing if you file written comments in advance of the hearing.

- These rights and options – **and the deadlines to exercise them** – are explained in this Notice.
- The Court in charge of this case still has to decide whether to approve the Settlement.

WHAT THIS NOTICE CONTAINS

SUMMARY OF SETTLEMENT PAGE 4

BASIC INFORMATION PAGE 4

- 1. Why did I get this notice? Page 4
- 2. What is this lawsuit about? Page 4
- 3. What is a class action? Page 5
- 4. Why is this lawsuit a class action? Page 5
- 5. What has happened in this case so far? Page 5
- 6. Why is there a Settlement? Page 6
- 7. How do I know whether I am part of the Settlement? Page 6
- 8. What does the Settlement provide? Page 6
- 9. How much will my payment be? Page 8
- 10. How can I get payment? Page 9
- 11. When would I get my payment? Page 9

THE LAWYERS REPRESENTING YOU PAGE 9

- 12. Do I have a lawyer in this case? Page 9
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- 15. When and where will the Court decide whether to approve the Settlement? Page 10
- 16. How do I tell the Court that I don’t like the Settlement? Page 10
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IF YOU DO NOTHING PAGE 12

- 19. What happens if I do nothing at all? Page 12

GETTING MORE INFORMATION PAGE 12

- 20. How do I get more information? Page 12

SUMMARY OF SETTLEMENT

A Settlement Fund consisting of \$190,000,000.00 (one hundred ninety million dollars) in cash, plus interest, is being established in this case. The net cash amount in the Settlement Fund, after payment of any taxes, expenses, Court-approved attorneys' fees and costs, and any incentive awards to the named Plaintiffs who served as class representatives in this case will be allocated among Class Members *pro rata*, according to a Plan of Allocation, approval of which will simultaneously be sought from the Court as part of the Settlement.

As with any litigated case, the Plaintiffs would face an uncertain outcome if this Lawsuit were to continue against the Defendants. Continued litigation could result in a judgment or verdict greater or less than the recovery under the Settlement Agreement, or in no recovery at all.

Throughout this case, the Plaintiffs and the Defendants have disagreed on both liability and damages, and they do not agree on the amount that would be recoverable even if the Plaintiffs were to prevail at trial. The Defendants have denied, and continue to deny, the claims and contentions alleged by the Plaintiffs, that they are liable at all to the Class, or that the Class has suffered any damages for which the Defendants could be legally responsible. Nevertheless, the Defendants have taken into account the uncertainty and risks inherent in any litigation, particularly in a complex case such as this one, and have concluded that it is desirable that the Lawsuit be fully and finally settled as to them on the terms and conditions set forth in the Settlement Agreement.

BASIC INFORMATION

1. Why did I get this Notice?

You received this notice because you may have purchased Neurontin directly from Pfizer between December 11, 2002 and August 31, 2008 and may have also purchased generic gabapentin.

You have received this notice because, as a potential member of the Class certified by the Court, you have a right to know about the Settlement, and about all of your options, before the Court decides whether to approve the Settlement. If the Court approves the Settlement, and after any objections and appeals are resolved, the net amount of the Settlement Fund will be allocated among Class Members according to a Court-approved Plan of Allocation (summarized below in response to Question 9). This notice describes the Lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

2. What is this lawsuit about?

The Lawsuit claims that Pfizer violated federal antitrust laws by illegally delaying the entry of generic versions of the prescription drug Neurontin. The active ingredient in Neurontin is gabapentin anhydrous. The Lawsuit claims that Pfizer delayed competition from less expensive generic versions of Neurontin by executing a multifaceted scheme involving, among other things, improperly listing certain patents with the U.S. Food and Drug Administration, engaging in illegal promotion and sales of Neurontin for unapproved uses, filing and maintaining sham litigations with

respect to certain patents, and making misrepresentations to the patent courts. Plaintiffs allege that by engaging in the alleged scheme Pfizer delayed competition from less expensive generic versions of Neurontin and was able to maintain its monopoly in the market for gabapentin anhydrous, improperly causing direct purchasers of Neurontin to pay artificially inflated prices for gabapentin products. The Lawsuit seeks damages representing three times the amount that was overpaid as a result of the allegedly illegal conduct, plus interest, attorneys' fees and costs.

Pfizer denies that it did anything wrong and maintains that any conduct it engaged in was reasonable and based upon independent, legitimate business and economic justifications, without the purpose or effect of injuring competition. Pfizer also claims that its actions have had procompetitive effects that benefited competition and consumers.

The Court has not decided whether Pfizer violated any laws.

The Lawsuit is known as *In re Neurontin Antitrust Litigation*, Civil Action No. 02-1390. Judge Faith S. Hochberg of the United States District Court for the District of New Jersey is overseeing this class action.

3. What is a class action?

In a class action, one or more entities called "Class Representatives" sue on behalf of other entities with similar claims. In this case, there are three (3) Class Representatives: Louisiana Wholesale Drug Co., Inc. ("LWD"); Meijer, Inc.; and Meijer Distribution, Inc. (together, "Meijer").

The Class Representatives and the entities on whose behalf they have sued are together a "Class" or "Class Members." They are also called the "Plaintiffs." Their attorneys are called "Plaintiffs' Counsel" or "Class Counsel."

The companies that have been sued are Pfizer, Inc. and Warner-Lambert Company LLC, which became a wholly-owned subsidiary of Pfizer Inc. on or about June 19, 2000. They are called the "Defendants" or "Pfizer."

In a class action lawsuit, one court resolves the issues for everyone in the class, except for those class members who exclude themselves from the class.

4. Why is this lawsuit a class action?

The Court has decided that the Lawsuit can be a class action because it found that the Lawsuit meets the requirements of Federal Rule of Civil Procedure 23, which governs class actions in federal courts.

5. What has happened in this case so far?

Extensive fact and expert discovery has been taken in this case. The Court denied Defendants' motion to dismiss on August 28, 2009, ruling that Plaintiffs had properly pled violations of § 2 of the Sherman Act and the case could continue. On January 25, 2011 the Court held that the case could proceed as a class action on behalf of all members of the Class. On August 8, 2013, the Court

denied Defendants' motion for summary judgment and Plaintiffs' motion for partial summary judgment.

6. Why is there a Settlement?

This Settlement is the product of extensive negotiations between Class Counsel and Defendants' counsel. After twelve years of working on the case, and after thoroughly investigating the facts and legal issues involved, and after extensive mediation with an independent mediator, Defendants agreed to pay a total of \$190 million, plus interest, to resolve the antitrust claims that Plaintiffs brought against them. The Court has not decided in favor of Plaintiffs or Defendants. The Class Representatives and the lawyers representing them and the Class believe that the \$190 million, plus interest, cash Settlement is fair and in the best interests of Class Members. By agreeing to the Settlement, the parties will avoid the cost of completing the trial and avoid the risks that they would lose the trial, risks involved with a subsequent trial to determine the amount of damages, if any, or subsequent appeals of either or both trials. As a result of the Settlement, Class Members will be guaranteed compensation without undue delay.

7. How do I know whether I am part of the Settlement?

The proceeds of this Settlement will be allocated only to members of the Class on a *pro rata* basis, and then only according to a Court-approved Plan of Allocation. You are a member of the Class if you fall within the Class definition approved by Judge Faith S. Hochberg. In her Order certifying the Class in this case, Judge Hochberg decided that all persons and entities in the United States that purchased Neurontin directly from Defendants at any time during the period of December 11, 2002 through August 31, 2008 and that have purchased generic gabapentin are Class Members. Judge Hochberg excluded Defendants and their parents, employees, subsidiaries, affiliates, and franchisees from the Class. She also excluded all government entities.

The following entities are also excluded from the Class: CVS Pharmacy Inc., Caremark, L.L.C., Rite Aid Corporation, Rite Aid HDQTRS Corp., Walgreen Co., American Sales Co, Inc., HEB Grocery Co. LP, Safeway Inc., SuperValu Inc., and The Kroger Co., in their own right as direct purchasers of Neurontin from Pfizer and as assignees limited to their purchases of Neurontin from Class Members. Any claims by those entities, including assigned claims, are not included within the Settlement and will not be compensated from the Settlement Fund.

If you are not sure whether you are included in the Class, you may call or write to the lawyers representing the Class in this case at the telephone numbers, addresses, or web sites listed in response to Question 12 below.

8. What does the Settlement provide?

A Settlement Fund consisting of \$190 million, plus interest, in cash, has been established in this case. The net amount in the Settlement Fund, after payment of (and establishment of reserves for) any taxes and Court-approved costs, attorneys' fees, and expenses, including any Court-approved incentive awards to be paid to the Class Representatives, will be allocated to Class Members according to a Plan of Allocation to be approved by the Court.

Generally, the Class Representatives and the Class Members will release the Defendants from all claims arising out of conduct that was or could have been asserted in the Lawsuit regarding the factual allegations in the complaints filed with the Court. Specifically, upon the Settlement becoming final, Defendants and their past, present and future parents, subsidiaries, divisions, affiliates, joint ventures, stockholders, officers, directors, management, supervisory boards, insurers, general or limited partners, employees, agents, trustees, associates, attorneys and any of their legal representatives (and the predecessors, heirs, executors, administrators, successors and assigns of each of the foregoing) (the "Released Parties") will be unconditionally, fully and finally released and forever discharged from all manner of claims, debts, obligations, demands, actions, suits, causes of action, damages whenever incurred, liabilities of any nature whatsoever, including costs, expenses, penalties and attorneys' fees, known or unknown, suspected or unsuspected, accrued in whole or in part, in law or equity, that Plaintiffs or any member or members of the Class (including any of their past, present or future officers, directors, insurers, general or limited partners, divisions, stockholders, agents, attorneys, employees, legal representatives, trustees, parents, associates, affiliates, joint ventures, subsidiaries, heirs, executors, administrators, predecessors, successors and assigns, acting in their capacity as such) (the "Releasers"), whether or not they object to the Settlement and whether or not they make a claim upon or participate in the Settlement Fund, ever had, now has, or hereafter can, shall or may have, directly, representatively, derivatively or in any other capacity, arising out of or relating in any way to any conduct alleged or asserted in any of Plaintiffs' filings in the Lawsuit, relating to any alleged delay in the marketing, sale, manufacture, pricing, or purchase of, or the enforcement of intellectual property related to Neurontin or its generic equivalents, except the Settlement does not release any claims between Plaintiffs, members of the Class and the Released Parties concerning product liability, breach of contract, breach of warranty or personal injury (the "Released Claims").

In addition, upon the Settlement becoming final, Plaintiffs and each Class member, on behalf of themselves and all other Releasers, will expressly waive, release and forever discharge any and all provisions, rights and benefits conferred by § 1542 of the California Civil Code, which reads:

Section 1542. General Release; extent. A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor;

or by any law of any state or territory of the United States or other jurisdiction, or principle of common law, which is similar, comparable or equivalent to § 1542 of the California Civil Code. Each Class Member will also expressly waive and fully, finally and forever settle, release and discharge, upon the Settlement becoming final, any known or unknown, suspected or unsuspected, asserted or unasserted, contingent or non-contingent claim that would otherwise fall within the definition of Released Claims, whether or not concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts. Each Class Member will also waive and fully, finally and forever settle, release and discharge any and all claims it may have against any Released Party under § 17200, *et seq.*, of the California Business and Professions Code or any similar comparable or equivalent provision of the law of any other state or territory of the United States or other jurisdiction, which claims are expressly incorporated into the definition of Released Claims.

The releases set forth above will not release any claims arising between Plaintiffs, Class Members and the Released Parties concerning product liability, breach of contract, breach of warranty or personal injury.

All costs, fees and expenses related to this litigation and the Settlement are to be paid solely out of the proceeds of the Settlement Fund. Class Counsel intends to seek, solely from the Settlement Fund, attorneys' fees totaling up to 33 1/3% of the Settlement Fund plus the reimbursement of reasonable costs and expenses incurred in the prosecution of the Lawsuit not to exceed \$3 million, plus interest thereon. Class Counsel's application for an award of attorneys' fees will be filed with the Court and made available for download and/or viewing on or before July 1, 2014 on the following internet sites maintained by Class Counsel: www.garwingerstein.com and www.kaplanfox.com. An application will also be made to the Court for an incentive award of one-hundred thousand dollars (\$100,000.00) for each of LWD and Meijer, to compensate them for their participation in, and prosecution of, this case on behalf of the Class, which has included, among other things, production of documents and electronic data, providing written discovery responses, appearing for depositions, supplying affidavits, and regular communication with counsel. Class Counsel will file their application for an award of attorneys' fees, reimbursement of costs and expenses, and for incentive awards for the Class Representatives with the Clerk of the United States District Court for the District of New Jersey, Martin Luther King, Jr. Federal Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101 on or before July 1, 2014. The application will be available for inspection during normal business hours at the office of the Clerk, in addition to the web sites noted above.

This is only a summary of the proposed Settlement and is qualified in its entirety by the terms of the actual Settlement Agreement. A copy of the Settlement Agreement, including the releases, is on public file with the United States District Court for the District of New Jersey at the above address during normal business hours and is also available for download and/or viewing on the following websites maintained by Class Counsel and the Claims Administrator, respectively, at: www.garwingerstein.com, www.kaplanfox.com and www.berdonclaims.com.

The Court has scheduled a Fairness Hearing in order to determine whether the proposed Settlement, request for attorneys' fees and costs, and Class Representative incentive awards should be finally approved. If the Court finally approves the Settlement, the Court will also establish a Plan of Allocation that will be followed to distribute the net Settlement Fund to Class Members, following the payment of attorneys' fees and expenses, costs, taxes, and any incentive awards for the Class Representatives, as described in response to Question 9 below.

9. How much will my payment be?

Each Class Member's proportionate, pro-rata, recovery will be determined using a Court-approved Plan of Allocation. Under the proposed Plan of Allocation, your share of the net Settlement proceeds will depend on the total amount of Neurontin that you purchased directly from Pfizer combined with the total amount of generic gabapentin that you purchased during a relevant portion of the Class Period (December 11, 2002 through August 31, 2008) ("Class Purchases"). Those who had more Class Purchases will get more money than those who had fewer Class Purchases. Specifically, all Class Members will receive a *pro rata* share of the net Settlement Fund in proportion to their Class Purchases. You are not responsible for calculating the amount you may be entitled to receive under the Settlement. This calculation will be done using electronic sales data provided by Pfizer and various generic gabapentin suppliers during the Lawsuit as part of the implementation of the Settlement.

Money from the Settlement will only be distributed to Class Members if the Court grants final approval of the Settlement.

10. How can I get a payment?

If the Settlement is approved by the Court, all Class Members will receive a Claim Form to request a pro rata share of the Settlement Fund. Class Members will be asked to verify the accuracy of the information in the Claim Form, and to sign and return the form according to the directions on the Form, which will also include a release of claims against Defendants.

11. When would I get my payment?

Payment is conditioned on several matters, including the Court's approval of the Settlement and such approval being final and no longer subject to any appeals to any court. Upon satisfaction of various conditions, the net Settlement Fund will be allocated to Class Members on a *pro rata* basis pursuant to the Plan of Allocation as soon as possible after final approval has been obtained for the Settlement. Any appeal of the final approval could take several years. Any accrued interest on the Settlement Fund will be included, *pro rata*, in the amount paid to the Class Members. The Settlement Agreement may be terminated on several grounds, including if the Court does not approve or if it materially modifies the Settlement. Should the Settlement Agreement be terminated, the Settlement will be terminated and the Lawsuit will proceed as if the Settlement had not been reached.

THE LAWYERS REPRESENTING YOU

12. Do I have a lawyer in this case?

Judge Hochberg previously decided that the two law firms listed below, along with some other law firms, were qualified to represent you and all Class Members. These two law firms are called "Direct Purchaser Plaintiffs' Co-Lead Counsel." These two law firms and the other law firms serving as Class Counsel are experienced in handling similar cases against other companies. You will not be charged directly by any of these law firms:

Garwin Gerstein & Fisher, LLP
Wall Street Plaza
88 Pine Street, 10th Floor
New York, NY 10005
212-398-0055
www.garwingerstein.com

Kaplan Fox & Kilsheimer LLP
850 Third Avenue, 14th Floor
New York, NY 10022
212-687-1980
www.kaplanfox.com

13. Should I get my own lawyer?

You do not need to hire your own lawyer because Class Counsel is working on your behalf. However, if you wish to do so, you may retain your own lawyer at your own expense.

14. How will the lawyers be paid?

If the Court approves the Settlement, the Court will be asked to approve a fee to Class Counsel and reimburse them for the costs and expenses they have paid in conducting the litigation solely out of the Settlement Fund. Class Counsel intends to seek, solely from the Settlement Fund, attorneys' fees of up to 33 $\frac{1}{3}$ % of the gross Settlement Fund. In addition, Class Counsel intends to seek, from the Settlement Fund, reimbursement of reasonable costs and expenses incurred in the prosecution of this case, not to exceed \$3 million. If the Court grants Class Counsel's requests, the fees and expenses would be deducted from the Settlement Fund, and thus no Class Member will be asked to pay attorneys' fees or expenses out of pocket in connection with this Lawsuit.

THE COURT'S FAIRNESS HEARING

15. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Fairness Hearing at 10 a.m. on July 31, 2014, at the United States District Court for the District of New Jersey, Martin Luther King, Jr. Federal Building & U.S. Courthouse, 50 Walnut Street, Courtroom 4A, Newark, NJ 07101. At this hearing, the Court will consider: (1) whether the Settlement is fair, reasonable and adequate; (2) the proposed Plan of Allocation for the Settlement Fund among Class Members; (3) Class Counsel's application for an award of attorneys' fees and disbursement of expenses and costs; and (4) the application for incentive awards of \$100,000.00 for each of the Class Representatives, LWD and Meijer. If there are objections, the Court will consider them. Judge Hochberg will listen to people who have asked to speak at the hearing. After the hearing, the Court will decide whether to approve the Settlement.

16. How do I tell the Court that I don't like the Settlement?

If you do not like the Settlement or any of its provisions, you may tell the Court that you object to the Settlement. Objecting is simply advising the Court that you do not like something about the Settlement. If you object, you can give reasons why you think the Court should not approve the Settlement, the attorneys' fee request, or any other aspect of the relief requested, and the Court will consider your views. To object, you must send a letter via first class U.S. mail saying that you object to the Settlement of *In re Neurontin Antitrust Litigation*, Civil Action No. 02-1390. You must include, in a prominent location, the name of the case (*In re Neurontin Antitrust Litigation*), the Case No. (Master Docket No. 02-1390 (FSH)) and the Judge's name (Hon. Faith S. Hochberg). Be sure to include your name, address, telephone number, your signature and the reasons you object to the settlement. Mail the objection so that it is postmarked no later than July 17, 2014, to *In re Neurontin Antitrust Litigation*, Clerk of the United States District Court for the District of New Jersey, Martin Luther King, Jr. Federal Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101. You must also send a copy of your objection to Class Counsel and to counsel for Defendant, whose addresses are:

On behalf of Class Counsel, Direct Purchaser Plaintiffs and the Class:

Bruce E. Gerstein, Esq.
GARWIN GERSTEIN & FISHER LLP
Wall Street Plaza
88 Pine Street, 10th Floor
New York, NY 10005

Richard J. Kilsheimer, Esq.
KAPLAN FOX & KILSHEIMER LLP
850 Third Avenue, 14th Floor
New York, NY 10022

On behalf of Defendants:

Aidan Synnott, Esq.
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019

17. Do I have to come to the hearing?

No. Class Counsel (the lawyers representing the Direct Purchaser Plaintiffs and the Class) will answer any questions that Judge Hochberg may have. You are welcome to come to the hearing at your own expense. If you send a written objection, you do not have to come to the Court to talk about it. So long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but that is not necessary.

18. May I speak at the hearing?

You may ask the Court for permission to speak at the Fairness Hearing. Otherwise, you may not be allowed to speak at the Fairness Hearing. If you wish to speak at the Fairness Hearing, or you wish to have an attorney representing you at your own expense speak at the Fairness Hearing, you must mail a Notice of Intention to Appear, postmarked no later than July 17, 2014 to the Clerk of the United States District Court for the District of New Jersey, Martin Luther King, Jr. Federal Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101. Your Notice of Intent must include, in a prominent location, the name of the case (*In re Neurontin Antitrust Litigation*), the Case No. (Master Docket No. 02-1390 (FSH)) and the Judge's name (Hon. Faith S. Hochberg). Be sure to include your name, address, telephone number, and your signature. You must also send a copy of your request to Class Counsel and to counsel for Defendant, whose addresses are:

On behalf of Class Counsel, Direct Purchaser Plaintiffs and the Class:

Bruce E. Gerstein, Esq.
GARWIN GERSTEIN & FISHER LLP
Wall Street Plaza
88 Pine Street, 10th Floor
New York, NY 10005

Richard J. Kilsheimer, Esq.
KAPLAN FOX & KILSHEIMER LLP
850 Third Avenue, 14th Floor
New York, NY 10022

On behalf of Defendants:

Aidan Synnott, Esq.
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019

IF YOU DO NOTHING

19. What happens if I do nothing at all now?

If you do nothing, you remain in the Class. You will keep the right to get a share of any recovery that may come from a trial or settlement with Defendants. You will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Pfizer about the legal issues in this case. All of the Court's orders will apply to you and legally bind you.

GETTING MORE INFORMATION

20. How can I get more information?

This Notice is only a summary of the litigation and your rights as a potential Class Member. For more detailed information about this litigation, please refer to the papers on file in this litigation, which may be inspected at the Office of the Clerk, United States District Court for the District of New Jersey, Martin Luther King Building and U.S. Courthouse, 50 Walnut St., Room 4015, Newark, NJ 07101 during regular business hours of each business day. In addition, you may call or write to Class Counsel listed in response to Question 12. You may also contact the Claims Administrator at:

In re Neurontin Antitrust Litigation
c/o Berdon Claims Administration LLC
P.O. Box 9014
Jericho, NY 11753-8914
Telephone: 800-766-3330 (toll-free)
Fax: 516-931-0810
www.berdonclaims.com

where you may also obtain more information and/or request additional copies of this Notice.

Corrections or changes of name or address, or requests for additional copies of this Notice should **not** be directed to the Court, but should be directed **in writing** to the Claims Administrator at the address or fax number listed above.

Any questions which you have concerning the matters contained in this Notice may be directed in writing to:

Bruce E. Gerstein, Esq.
GARWIN GERSTEIN & FISHER LLP
Wall Street Plaza
88 Pine Street, 10th Floor
New York, NY 10005

- or -

Richard J. Kilsheimer, Esq.
KAPLAN FOX & KILSHEIMER LLP
850 Third Avenue, 14th Floor
New York, NY 10022

This notice summarizes the proposed Settlement. The complete Settlement is set forth in the Settlement Agreement. You may obtain a copy of the Settlement Agreement or any other documents

relating to the proposed Settlement (such as the motion seeking the Court's preliminary approval of the Settlement and the motion seeking payment to Plaintiffs' Counsel of attorneys' fees, costs, and expenses), in any one of the following four ways:

1. by making a written request to Class Counsel listed in response to Question 12;
2. by visiting the following Internet sites maintained by Class Counsel: www.garwingerstein.com or www.kaplanfox.com, and by the Claims Administrator: www.berdonclaims.com;
3. by making a written request to the Claims Administrator at the address listed above; or
4. by visiting in person the office of the Clerk of the United States District Court for the District of New Jersey.

**PLEASE DO NOT WRITE OR CALL THE COURT
OR THE CLERK'S OFFICE FOR INFORMATION.**

DATE: May 12, 2014

BY ORDER OF THE COURT
Honorable Faith S. Hochberg
United States District Judge

EXHIBIT B

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT, MOTION
FOR ATTORNEYS' FEES, AND HEARING REGARDING SETTLEMENT

TO: ALL PERSONS OR ENTITIES WHO HAVE PURCHASED NEURONTIN DIRECTLY FROM PFIZER, INC. AND WARNER-LAMBERT AT ANY TIME DURING THE PERIOD OF DECEMBER 11, 2002, THROUGH AUGUST 31, 2008 AND WHO HAVE ALSO PURCHASED GENERIC GABAPENTIN, EXCLUDING: (1) GOVERNMENTAL ENTITIES; (2) DEFENDANTS AND THEIR OFFICERS, DIRECTORS, MANAGEMENT AND EMPLOYEES, SUBSIDIARIES AND AFFILIATES.

YOUR RIGHTS COULD BE AFFECTED.

A federal court authorized this notice. It is not a solicitation from a lawyer.

Nature of the Class Action: If you made at least one purchase of the brand name drug Neurontin directly from one of the defendants in this case and have also purchased generic gabapentin, your rights may be affected by a class action lawsuit, *In re Neurontin Antitrust Litigation*, Master Docket No. 02-cv-1390 (FSH) (D.N.J.) (the "Class Action"), now pending before the United States District Court for the District of New Jersey (the "Court"). This case was brought by Louisiana Wholesale Drug Company, Inc., Meijer, Inc. and Meijer Distribution, Inc. (collectively, "Plaintiffs") on behalf of themselves and other similarly situated direct purchasers of Neurontin that fall within the definition of the Class against Defendants Pfizer Inc. and Warner-Lambert Company LLC (collectively, "Pfizer" or "Defendants").

Plaintiffs allege that Pfizer violated federal antitrust laws by illegally delaying the entry of generic versions of the prescription drug Neurontin. The active ingredient in Neurontin is gabapentin anhydrous. Plaintiffs allege that Pfizer delayed competition from less expensive generic versions of Neurontin by executing a multifaceted scheme involving, among other things, improperly listing certain patents in the Orange Book, engaging in illegal promotion and sales of Neurontin for unapproved uses, filing and maintaining sham litigations with respect to certain patents, and making misrepresentations to the patent courts. Plaintiffs allege that by engaging in the alleged scheme Pfizer delayed competition from less expensive generic versions of Neurontin and was able to maintain its monopoly in the market for gabapentin anhydrous, improperly causing direct purchasers of Neurontin to pay artificially inflated prices for gabapentin products. Plaintiffs seek damages representing three times the amount that was overpaid as a result of the allegedly illegal conduct, plus interest, attorneys' fees and costs.

The Court has certified a class of direct purchasers of Neurontin and preliminarily approved a proposed Settlement of the Class Action. The Settlement provides for payment by Defendants of \$190,000,000.00 (one hundred ninety million dollars) plus interest into an escrow account (the "Settlement Fund"). Plaintiffs will move the Court to approve the proposed Settlement, the allocation of the net Settlement Fund to the members of the Class (defined below), and compensation to Class Counsel for expenses, attorneys' fees and incentive awards to named Plaintiffs out of the Settlement Fund.

The Class: By order dated January 25, 2011, the Court ruled that this lawsuit may be maintained by Plaintiffs on behalf of the Class consisting of:

All persons or entities in the United States that purchased Neurontin from Pfizer at any time during the period of December 11, 2002 through August 31, 2008 and who have purchased generic gabapentin. Excluded from the Class are Defendants and each of their respective parents, employees, subsidiaries, affiliates, and franchisees, and all government entities.

Also excluded from the Class are: CVS Pharmacy Inc., Caremark, L.L.C., Rite Aid Corporation, Rite Aid HDQTRS Corp., Walgreen Co., American Sales Co, Inc., HEB Grocery Co. LP, Safeway Inc., SuperValu, Inc., and The Kroger Co., in their own right as direct purchasers of Neurontin from Pfizer and as assignees limited to their purchases of Neurontin from Class members.

If you bought Neurontin only from a source other than Defendants (for example, if you only bought Neurontin directly from a wholesaler or a retailer, and did not buy any Neurontin directly from either Pfizer or Warner-Lambert) and/or you have not made any purchases of generic gabapentin, you are *not* a member of the Class on whose behalf this suit was maintained.

The Final Approval Hearing before the Honorable Faith S. Hochberg has been scheduled for July 31, 2014 at 10 a.m. at the United States District Court for the District of New Jersey, Martin Luther King, Jr. Federal Building & U.S. Courthouse, 50 Walnut Street, Courtroom 4A, Newark, NJ 07101, to approve the Settlement, the plan for allocating the net Settlement Fund to members of the Class, Class Counsel's request for attorneys' fees, reimbursement of expenses, and for incentive awards to named Plaintiffs to be paid out of the Settlement Fund.

Mailed Notice: Entities that have been identified as possible members of this Class are being advised by mail of their rights with respect to this lawsuit. If you believe you are a Class member, but have not yet received the more detailed Notice of Proposed Settlement of Class Action ("Mailed Notice"), you may obtain a copy by contacting the Claims Administrator at: *In re Neurontin Antitrust Litigation*, c/o Berdon Claims Administration LLC., P.O. Box 9014, Jericho, NY 11753-8914; Phone: 800-766-3330; Fax: 516-931-0810; or via the website www.berdonclaims.com. The Mailed Notice provides a more detailed explanation of your rights in this litigation.

If You Do Nothing, you will remain in the Class. If the Settlement is approved by the Court and you are a Class member, you will not need to do anything right now to receive a payment.

To Object to Any Part of the Settlement, but stay in this class action lawsuit and keep the right to share in the Settlement, you may write to the Court and counsel about why you do not approve of the Settlement. Instructions and deadlines can be found in the Mailed Notice.

To Get More Information, please contact the Claims Administrator, or visit www.garwingerstein.com or www.kaplanfox.com.

PLEASE DO NOT WRITE OR CALL THE COURT OR THE CLERK'S OFFICE FOR INFORMATION

Dated: May 12, 2014

BY ORDER OF THE COURT

EXHIBIT

2

Donald W. Myers

215 665 3880
donald.myers@bipc.com

Two Liberty Place
50 S. 16th Street, Suite 3200
Philadelphia, PA 19102-2555
T 215 665 8700
F 215 665 8760
www.buchananingersoll.com

June 19, 2014

The Honorable Faith S. Hochberg, U.S.D.J.
United States District Court for the District of New Jersey
United States Post Office & Courthouse Building
50 Walnut Street
Newark, NJ 07101

Re: *In re Neurontin Antitrust Litigation*, MDL No. 1479 (FSH) (PS)

Dear Judge Hochberg:

I write on behalf of my client, AmerisourceBergen Corporation (“ABC”), in support of final approval of the proposed settlement and fee award in the above-captioned litigation.

ABC is an absent class member in the current litigation and one of the three largest pharmaceutical distributors in the country. As a result, it is my understanding that our client’s claim to recovery in this case will be one of the largest by any class member.

Class Counsel have, through me, fully informed ABC of the facts and circumstances of the case, and the legal issues and risks involved. ABC is satisfied that the proposed settlement is fair and adequate, that the proposed attorneys’ fees of one-third of the settlement amount is appropriate in this case, and that the proposed service awards to each representative plaintiff are appropriate.

ABC respectfully asks the Court to approve the settlement and supports class counsel’s application for attorneys’ fees and reimbursement of costs, and service awards to the representative plaintiffs.

Respectfully,



Donald W. Myers

EXHIBIT

3



Baker & Hostetler LLP

Capitol Square, Suite 2100
65 East State Street
Columbus, OH 43215-4260

T 614.228.1541
F 614.462.2616
www.bakerlaw.com

June 18, 2014

Robert J. Tucker
direct dial: 614.462.2680
rtucker@bakerlaw.com

The Honorable Faith S. Hochberg, U.S.D.J.
United States District Court for the District of New Jersey
United States Post Office & Courthouse Building
50 Walnut Street
Newark, NJ 07101

**Re: *In re Neurontin Antitrust Litigation*, MDL No. 1479
(FSH) (PS)**

Dear Judge Hochberg:

I write on behalf of our client, Cardinal Health, Inc. (“Cardinal Health”), in support of the pending motions seeking final approval of the proposed settlement and an attorneys’ fee award for Class Counsel in the above-captioned litigation.

Cardinal Health, an absent class member in the current litigation, is one of the three largest pharmaceutical distributors in the United States. As a result, it is our understanding that Cardinal Health’s claim for recovery from the settlement in this case will be one of the three largest.

Based on information from Class Counsel, our firm has fully informed Cardinal Health on the facts and circumstances of the case, the legal hurdles, and other risks involved in the case. Cardinal Health is satisfied the proposed settlement is fair and adequate and the proposed attorneys’ fee award of one-third of the settlement amount is appropriate in this case. In addition to the value of the settlement achieved on behalf of the class, this award is justified by the time and expense class counsel incurred in prosecuting and favorably resolving this complex litigation well over more than a decade.

For these reasons, Cardinal Health asks the Court to approve the settlement and supports Class Counsel’s application for attorneys’ fees and

Hon. Faith S. Hochberg, U.S.D.J.

June 18, 2014

Page 2

reimbursement of costs, as well as Class Counsel's request for incentive awards for the named plaintiffs in this case.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert J. Tucker", with a long horizontal flourish extending to the right.

Robert J. Tucker

EXHIBIT

4

SheppardMullin

Sheppard Mullin Richter & Hampton LLP
Four Embarcadero Center, 17th Floor
San Francisco, CA 94111-4109
415.434.9100 main
415.434.3947 main fax
www.sheppardmullin.com

415.774.2970 direct
shwinick@sheppardmullin.com

June 16, 2014

The Honorable Faith S. Hochberg, U.S.D.J.
United States District Court
for the District of New Jersey
United States Post Office & Courthouse Building
50 Walnut Street
Newark, NJ 07101

Re: In re Neurontin Antitrust Litigation, MDL No. 1479 (FSH) (PS)

Dear Judge Hochberg:

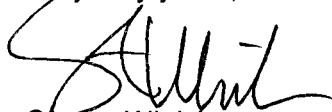
I write on behalf of my client, McKesson Corporation ("McKesson"), in support of final approval of the proposed settlement and fee award in the above-captioned litigation.

McKesson is an absent class member in the current litigation, and one of the three largest pharmaceutical distributors in the United States. I understand that McKesson's claim for recovery in this case will be one of the largest by any class member.

Class counsel have, through me, fully informed McKesson of the facts and circumstances of the case, and the legal issues and risks involved. McKesson has concluded the proposed settlement is fair and adequate, the proposed attorneys' fees of one-third of the settlement amount are appropriate in this case, and the proposed service awards to each representative plaintiff are appropriate.

Accordingly, McKesson respectfully asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs and service awards to the representative plaintiffs.

Very truly yours,



Steven Winick
for SHEPPARD, MULLIN, RICHTER & HAMPTON llp

EXHIBIT

5

Burlington Drug Company



Distribution excellence since 1891

June 11, 2014

The Honorable Faith S. Hochberg
United States District Court Judge
U.S.D.C., District of New Jersey
50 Walnut Street
Newark, NJ 07101

Re: In Re Neurontin Antitrust Litigation
No. MDL Docket No. 1479, Master File No. 02-1390 (FSH)

Dear Judge Hochberg:

I am writing in my capacity as Compliance/Regulatory Officer of Burlington Drug Company, Inc., a pharmaceutical wholesaler based in Milton, Vermont in support of the motion seeking final approval of the proposed settlement and fee award in the above-captioned litigation.

Burlington Drug is an absent class member in the above-described case, and I understand that Burlington Drug will have a claim to recovery out of the Settlement Fund in this case. Class Counsel has fully informed Burlington Drug of the facts and circumstances of the case, including the legal hurdles and other risks involved. Burlington Drug is satisfied that the proposed \$190 million case settlement is fair and adequate and that the proposed attorneys' fee award of one-third of the settlement amount is appropriate in this complex case. In addition to the value of the \$190 million settlement achieved on behalf of the class, Burlington Drug believes that this award is justified by the time and expense that class counsel put into prosecuting and favorably resolving this complex litigation.

For these reasons, Burlington Drug asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs.

Very truly yours,

Margaret M. Glazier

EXHIBIT

6



1101 Lund Boulevard
Anoka, MN 55303-1091
Phone (763) 432-4333 • Fax (763) 421-0661

June 11, 2014

The Honorable Faith S. Hochberg
United States District Court Judge
U.S.D.C., District of New Jersey
50 Walnut Street
Newark, NJ 07101

Re: In Re Neurontin Antitrust Litigation
No. MDL Docket No. 1479, Master File No. 02-1390 (FSH)

Dear Judge Hochberg:

I am writing in my capacity as General Counsel for Dakota Drug, Inc., a pharmaceutical wholesaler based in Minot, North Dakota in support of the motion seeking final approval of the proposed settlement and fee award in the above-captioned litigation.

Dakota Drug is an absent class member in the above-described case, and I understand that Dakota Drug will have a claim to recovery out of the Settlement Fund in this case. Class Counsel has fully informed Dakota Drug of the facts and circumstances of the case, including the legal hurdles and other risks involved. Dakota Drug is satisfied that the proposed \$190 million case settlement is fair and adequate and that the proposed attorneys' fee award of one-third of the settlement amount is appropriate in this complex case. In addition to the value of the \$190 million settlement achieved on behalf of the class, Dakota Drug believes that this award is justified by the time and expense that class counsel put into prosecuting and favorably resolving this complex litigation.

For these reasons, Dakota Drug asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs.

Very truly yours,



Matthew Kipp

EXHIBIT

7



June 11, 2014

The Honorable Faith S. Hochberg
United States District Court Judge
U.S.D.C., District of New Jersey
50 Walnut Street
Newark, NJ 07101

Re: In Re Neurontin Antitrust Litigation
No. MDL Docket No. 1479, Master File No. 02-1390 (FSH)

Dear Judge Hochberg:

I am writing in my capacity as President of Drogueria Betances, Inc., a pharmaceutical wholesaler based in Caguas, Puerto Rico in support of the motion seeking final approval of the proposed settlement and fee award in the above-captioned litigation.

Drogueria Betances is an absent class member in the above-described case, and I understand that Drogueria Betances will have a claim to recovery out of the Settlement Fund in this case. Class Counsel has fully informed Drogueria Betances of the facts and circumstances of the case, including the legal hurdles and other risks involved. Drogueria Betances is satisfied that the proposed \$190 million case settlement is fair and adequate and that the proposed attorneys' fee award of one-third of the settlement amount is appropriate in this complex case. In addition to the value of the \$190 million settlement achieved on behalf of the class, Drogueria Betances believes that this award is justified by the time and expense that class counsel put into prosecuting and favorably resolving this complex litigation.

For these reasons, Drogueria Betances asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs.

Very truly yours,

Drogueria Betances, Inc.

Raúl Rodríguez Font
President

EXHIBIT

8



LYNDALE ENTERPRISES, INC.
King Drug Company of Florence, Inc.

June 10, 2014

The Honorable Faith S. Hochberg
United States District Court Judge
U.S.D.C., District of New Jersey
50 Walnut Street
Newark, NJ 07101

Re: In Re Neurontin Antitrust Litigation
No. MDL Docket No. 1479, Master File No. 02-1390 (FSH)

Dear Judge Hochberg:

I am writing in my capacity as President of King Drug Company of Florence, Inc. in support of the motion seeking final approval of the proposed settlement and fee award in the above-captioned litigation.

King Drug is an absent class member in the above-described case, and I understand that King Drug will have a claim to recovery out of the Settlement Fund in this case. Class Counsel has fully informed King Drug of the facts and circumstances of the case, including the legal hurdles and other risks involved. King Drug is satisfied that the proposed \$190 million case settlement is fair and adequate and that the proposed attorneys' fee award of one-third of the settlement amount is appropriate in this complex case. In addition to the value of the \$190 million settlement achieved on behalf of the class, King Drug believes that this award is justified by the time and expense that class counsel put into prosecuting and favorably resolving this complex litigation.

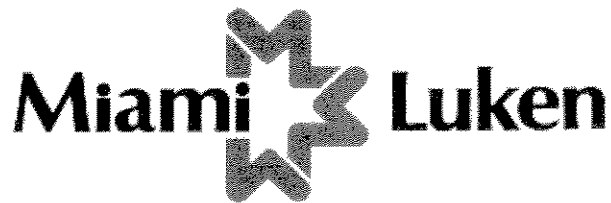
For these reasons, King Drug asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs.

Very truly yours,

W. Keith Elmore

EXHIBIT

9



265 S Pioneer Blvd
Springboro, Ohio 45066

June 16, 2014

The Honorable Faith S. Hochberg
United States District Court Judge
U.S.D.C., District of New Jersey
50 Walnut Street
Newark, NJ 07101

Re: In Re Neurontin Antitrust Litigation
No. MDL Docket No. 1479, Master File No. 02-1390 (FSH)

Dear Judge Hochberg:

I am writing in my capacity as President and CEO of Miami-Luken, Inc., a pharmaceutical wholesaler based in Springboro, Ohio in support of the motion seeking final approval of the proposed settlement and fee award in the above-captioned litigation.

Miami-Luken is an absent class member in the above-described case, and I understand that Miami-Luken will have a claim to recovery out of the Settlement Fund in this case. Class Counsel has fully informed Miami-Luken of the facts and circumstances of the case, including the legal hurdles and other risks involved. Miami-Luken is satisfied that the proposed \$190 million case settlement is fair and adequate and that the proposed attorneys' fee award of one-third of the settlement amount is appropriate in this complex case. In addition to the value of the \$190 million settlement achieved on behalf of the class, Miami-Luken believes that this award is justified by the time and expense that class counsel put into prosecuting and favorably resolving this complex litigation.

For these reasons, Miami-Luken asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs.

Very truly yours,

A handwritten signature in black ink, appearing to read "Anthony V. Rattini", is written over a horizontal line.

Anthony V. Rattini

EXHIBIT

10

Prescription Supply, Inc.

OPTISOURCE DISTRIBUTOR
www.prescriptionsupply.com

2233 Tracy Road • Northwood, Ohio 43619-1326
Phone: (419) 661-6600 • Fax: (419) 661-6617
1-800-777-0761

June 11, 2014

The Honorable Faith S. Hochberg
United States District Court Judge
U.S.D.C., District of New Jersey
50 Walnut Street
Newark, NJ 07101

Re: In Re Neurontin Antitrust Litigation
No. MDL Docket No. 1479, Master File No. 02-1390 (FSH)

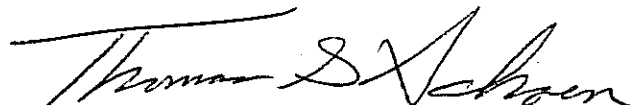
Dear Judge Hochberg:

I am writing in my capacity as President of Prescription Supply, Inc., a pharmaceutical wholesaler based in Northwood, Ohio in support of the motion seeking final approval of the proposed settlement and fee award in the above-captioned litigation.

Prescription Supply is an absent class member in the above-described case, and I understand that Prescription Supply will have a claim to recovery out of the Settlement Fund in this case. Class Counsel has fully informed Prescription Supply of the facts and circumstances of the case, including the legal hurdles and other risks involved. Prescription Supply is satisfied that the proposed \$190 million case settlement is fair and adequate and that the proposed attorneys' fee award of one-third of the settlement amount is appropriate in this complex case. In addition to the value of the \$190 million settlement achieved on behalf of the class, Prescription Supply believes that this award is justified by the time and expense that class counsel put into prosecuting and favorably resolving this complex litigation.

For these reasons, Prescription Supply asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs.

Very truly yours,



Thomas G. Schoen
President

In partnership with Pharmacy for over 50 years



CIDMA
Healthcare Distribution
Management Association

EXHIBIT

11



A division of J M Smith Corporation

June 11, 2014

The Honorable Faith S. Hochberg
United States District Court Judge
U.S.D.C., District of New Jersey
50 Walnut Street
Newark, NJ 07101

Re: In Re Neurontin Antitrust Litigation
No. MDL Docket No. 1479, Master File No. 02-1390 (FSH)


Dear Judge Hochberg:

I am writing in my capacity as President of J M Smith Corporation d/b/a Smith Drug Co., a pharmaceutical wholesaler based in Spartanburg, South Carolina in support of the motion seeking final approval of the proposed settlement and fee award in the above-captioned litigation.

Smith Drug is an absent class member in the above-described case, and I understand that Smith Drug will have a claim to recovery out of the Settlement Fund in this case. Class Counsel has fully informed Smith Drug of the facts and circumstances of the case, including the legal hurdles and other risks involved. Smith Drug is satisfied that the proposed \$190 million case settlement is fair and adequate and that the proposed attorneys' fee award of one-third of the settlement amount is appropriate in this complex case. In addition to the value of the \$190 million settlement achieved on behalf of the class, Smith Drug believes that this award is justified by the time and expense that class counsel put into prosecuting and favorably resolving this complex litigation.

For these reasons, Smith Drug asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs.

Very truly yours,



Ken Couch
President

EXHIBIT

12

June 11, 2014

The Honorable Faith S. Hochberg
United States District Court Judge
U.S.D.C., District of New Jersey
50 Walnut Street
Newark, NJ 07101

Re: In Re Neurontin Antitrust Litigation
No. MDL Docket No. 1479, Master File No. 02-1390 (FSH)

Dear Judge Hochberg:

I am writing in my capacity as President of Value Drug Co., a pharmaceutical wholesaler based in Altoona, Pennsylvania in support of the motion seeking final approval of the proposed settlement and fee award in the above-captioned litigation.

Value Drug is an absent class member in the above-described case, and I understand that Value Drug will have a claim to recovery out of the Settlement Fund in this case. Class Counsel has fully informed Value Drug of the facts and circumstances of the case, including the legal hurdles and other risks involved. Value Drug is satisfied that the proposed \$190 million case settlement is fair and adequate and that the proposed attorneys' fee award of one-third of the settlement amount is appropriate in this complex case. In addition to the value of the \$190 million settlement achieved on behalf of the class, Value Drug believes that this award is justified by the time and expense that class counsel put into prosecuting and favorably resolving this complex litigation.

For these reasons, Value Drug asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs.

Very truly yours,



Gregory Drew

EXHIBIT

13

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

-----X)	
IN RE NEURONTIN ANTITRUST)	MDL Docket No. 1479
LITIGATION)	Master File No. 02-1390 (FSH)
)	
-----X)	

DECLARATION OF CHAD GIELEN

I, Chad Gielen, do declare as follows:

1. I am the President/Chief Executive Officer of Louisiana Wholesale Drug Co., Inc. (“LWD”) a named plaintiff and certified representative of the direct purchaser class in the above-captioned litigation. LWD is a pharmaceutical wholesale business located in Sunset, Louisiana.
2. I became the President/CEO of LWD in November 2011. Before assuming this position, I was employed as the General Manager of LWD beginning in 2009. I have personal knowledge of all matters attested to herein and am authorized to execute this declaration on behalf of LWD.
3. As a named plaintiff, LWD has actively participated in this action from its inception. Among other things, LWD has, through various employees, collected and produced documents and transactional data in response to defendants’ document requests and, through a corporate designee, answered questions at a deposition taken by defendants’ attorneys in June 2009. Throughout my tenure at LWD, I was consulted and kept informed about the progress of the case and the settlement negotiations that eventually resulted in a \$190 million cash settlement for the direct purchaser class.

4. Before his retirement in November 2011, Gayle White was the President of LWD. During his tenure as President, Mr. White participated in various aspects of this litigation on behalf of LWD, including the decision to file the action.

5. I wholeheartedly support final approval of the \$190 million settlement reached between the direct purchaser class and the defendants in this case. LWD is a sophisticated business enterprise and understands the risks, time, and expense associated with litigating complex antitrust cases like this one. While I am not a lawyer, I feel the settlement obtained by counsel to be an exceptional result based on experience in several other complex litigations. LWD has been involved in several actions alleging that generic drug competition was wrongfully delayed or suppressed. Relative to those cases, this case, which was litigated for over ten years, seemed uniquely complicated, risky, and expensive.

6. As a class representative, LWD understands that attorneys' fees are to be awarded by the Court in this class action litigation. However, had LWD retained the law firms and/or attorneys specified in the engagement letter to represent it in an individual action, LWD would have retained these same attorneys based on a 33 1/3% contingency fee in the event of settlement or compromise without trial and/or based on a 40% contingency fee in the event of trial, with any applicable contingency fee percentage computed in addition to out-of-pocket cost and expense.


7. LWD understands that the attorneys appointed by the Court to represent the class in this litigation intend to submit a request to the Court for an attorneys' fee award equal to one-third of the \$190 million settlement fund (plus accrued interest) and for reimbursement of the expenses they incurred litigating this case. LWD fully supports Class Counsel's application for an award of attorneys' fees and reimbursement of expenses as requested.

8. Class Counsel have repeatedly shown themselves to be experienced and highly skilled in achieving significant recoveries for my company and for direct purchasers more generally in cases alleging delayed or impeded generic competition, and other claims. In this case, Class Counsel provided exceptional legal services to LWD and the other direct purchasers comprising the aggrieved class in this complex case, which was not without substantial risk.

9. The benefit conferred upon the Class of direct purchasers by the settlement negotiated by Class Counsel is significant. Moreover, Class Counsel's requested fee is consistent with the fees that I understand have been awarded to class counsel in similar antitrust cases involving allegations of impeded generic competition in which LWD has actively participated as a representative plaintiff.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: June 16, 2014



Chad Gielen
President/Chief Executive Officer
Louisiana Wholesale Drug Co., Inc.

EXHIBIT

14

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

-----X
)
MDL Docket No. 1479
IN RE NEURONTIN ANTITRUST) Master File No. 02-1390 (FSH)
LITIGATION)
)
-----X

DECLARATION OF GAYLE WHITE

I, Gayle White, do declare as follows:

1. I was the President and General Manager of Louisiana Wholesale Drug Co., Inc. ("LWD") a named plaintiff and certified representative of the direct purchaser class in the above-captioned litigation, for over 30 years until my retirement in November 2011. LWD is a pharmaceutical wholesale business located in Sunset, Louisiana. I have personal knowledge of all matters attested to herein.

2. On April 8, 2002, I executed an engagement letter on behalf of LWD wherein LWD retained certain law firms, namely Smith Segura & Raphael, LLP (f/k/a Percy, Smith, Foote & Gadel, LLP), Odom & DesRoches, LLP, and Garwin, Gerstein & Fisher LLP (f/k/a Garwin, Bronzaft, Gerstein & Fisher, LLP) to represent LWD in connection with this class action litigation. I have had a long-standing and highly successful relationship with these firms, having dealt with Smith Segura & Raphael, LLP and Odom & Des Roches, LLP for over 22 years and with Garwin, Gerstein & Fisher LLP for over 15 years.

3. Had LWD retained the law firms and/or attorneys specified in the engagement letter to represent it in an individual action in this complex litigation, LWD would have retained these same attorneys based on a 33 1/3% contingency fee in the event of settlement or compromise without trial and/or based on a 40% contingency fee in the event of trial, with any applicable contingency fee percentage computed in addition to out-of-pocket cost and expense.

4. While President and General Manager of LWD, I participated in various aspects of this litigation on behalf of LWD, including providing information helpful to counsel in prosecuting this action and directing various employees to collect and produce documents and transactional data in response to defendants' document requests. I also answered questions at a deposition taken in June 2009 by defendants' attorneys pursuant to Federal Rule of Civil Procedure 30(b)(6), for which I was ably prepared and represented by Smith Segura & Raphael. While this case was pending during my tenure at LWD, I was consulted and kept informed about the progress of the case.

5. I understand that settlement negotiations eventually resulted in a \$190 million cash settlement for the direct purchaser class. I wholeheartedly support final approval of the

\$190 million settlement reached between the direct purchaser class and the defendants in this case. While I am not a lawyer, I feel the \$190 million settlement obtained by counsel to be an excellent result based on my experience in several other complex litigations.

6. I understand that the attorneys appointed by the Court to represent the class in this litigation intend to submit a request to the Court for an attorneys' fee award equal to one-third of the \$190 million settlement fund (plus accrued interest) and for reimbursement of the expenses they incurred litigating this case. I fully support Class Counsel's application for an award of attorneys' fees and reimbursement of expenses as requested.

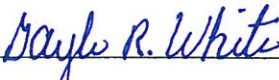
7. Class Counsel have repeatedly shown themselves to be experienced and highly skilled in achieving significant recoveries for LWD and for direct purchasers more generally in cases alleging delayed or impeded generic competition, and other claims. In this case, Class Counsel provided exceptional legal services to LWD and the other direct purchasers comprising the aggrieved class in this complex case, which was not without substantial risk.

8. The benefit conferred upon the Class of direct purchasers by the settlement negotiated by Class Counsel is significant.

9. Furthermore, Class Counsel's requested fee is consistent with the fees that I understand have been awarded to class counsel in similar antitrust cases involving allegations of impeded generic competition in which LWD actively participated as a representative plaintiff.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: June 15, 2014



Gayle R. White

EXHIBIT

15

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

In re Neurontin Antitrust Litigation

Master File No. 02-1390

THIS DOCUMENT RELATES TO:

Civil Action No. 02-1830

Civil Action No. 02-2731

LOUISIANA WHOLESALE DRUG
COMPANY, INC., MEIJER, INC. and
MEIJER DISTRIBUTION, INC., on behalf of
themselves and all others similarly
situated,

Plaintiffs,

v.

PFIZER, INC. and WARNER-LAMBERT CO.,

Defendants.

**DECLARATION OF CYNTHIA ROGOWSKI IN SUPPORT OF MOTION FOR AN
AWARD OF ATTORNEYS', REIMBURSEMENT OF EXPENSES, AND INCENTIVE
AWARDS FOR CLASS REPRESENTATIVES**

I, Cynthia Rogowski, declare as follows:

1. I am Senior Counsel for Meijer, Inc., and Meijer Distribution, Inc., (together "Meijer"), 2929 Walker Avenue, NW, Grand Rapids, MI 49544, a named plaintiff and certified class representative of the direct purchaser class in this consolidated antitrust class action. As Senior Counsel of Meijer, I am authorized to execute this Declaration on behalf of Meijer.

2. On behalf of Meijer, I and others at Meijer participated in and were kept abreast of the status and progress of this litigation through regular communication with Class counsel.

Among other things, in this litigation Meijer has:

- a. through various of its employees collected and produced documents and voluminous transactional data regarding its purchases of Neurontin in response to Defendants' document requests;
- b. through corporate designee Jacquelyn J. DeBruler, Meijer's Pharmacy OTC Buyer and Merchandiser, answered questions at a deposition taken by Defendants' attorneys on June 10, 2009 pursuant to Federal Rule of Civil Procedure 30(b)(6), for which Ms. DeBruler was ably prepared and represented by Class counsel, including David P. Germaine of Vanek, Vickers & Masini, P.C. and Richard Kilsheimer of Kaplan, Fox & Kilsheimer, LLP.


3. I and others at Meijer were also kept informed of settlement proceedings, including participating in the December, 2010 mediation sessions, that resulted in a \$190 million cash settlement for the direct purchaser class. Meijer has been involved in several actions alleging that generic drug competition was wrongfully delayed or suppressed, and we believe the result achieved here is excellent. I understand that class members will receive a share of the net settlement fund essentially in proportion to their purchases of Neurontin during the relevant time period. I believe that is fair and efficient. Meijer, therefore, strongly supports the request for approval of the settlement.

4. As a certified class representative, Meijer understands that the amount of attorneys' fees is to be determined and awarded by the Court. However, had Meijer individually retained counsel to represent Meijer in this complex litigation, it would have retained these same attorneys on an hourly or contingency fee arrangement and would have been responsible for out-of-pocket costs and expenses.

5. I understand that the attorneys representing the direct purchaser class in this litigation intend to submit a request to the Court for an award of attorneys' fees equal to one third of the total settlement amount, and for reimbursement of expenses. Meijer supports this request, and we believe that class counsel provided services of the highest quality.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: 6/24/17



Cynthia Rogowski
Senior Counsel

EXHIBIT

16



June 25, 2014

The Honorable Faith S. Hochberg
United States District Court Judge
U.S.D.C., District of New Jersey
50 Walnut Street
Newark, NJ 07101

Re: In Re Neurontin Antitrust Litigation
No. MDL Docket No. 1479, Master File No. 02-1390 (FSH)

Dear Judge Hochberg:

I am writing in my capacity as Chief Executive Officer of Rochester Drug Co-Operative, Inc. ("RDC"), a pharmaceutical wholesaler based in Rochester, NY in support of the motion seeking final approval of the proposed settlement and fee award in the above-captioned litigation.

RDC is an absent class member in the above-described case, and I understand that RDC will have a claim to recovery out of the Settlement Fund in this case. Class Counsel has fully informed RDC of the facts and circumstances of the case, including the legal hurdles and other risks involved. RDC is satisfied that the proposed \$190 million case settlement is fair and adequate and that the proposed attorneys' fee award of one-third of the settlement amount is appropriate in this complex case. In addition to the value of the \$190 million settlement achieved on behalf of the class, RDC believes that this award is justified by the time and expense that class counsel put into prosecuting and favorably resolving this complex litigation.

For these reasons, RDC asks the Court to approve the settlement and supports class counsel's application for attorneys' fees and reimbursement of costs.

Very truly yours,

Laurence F. Doud, III
Chief Executive Officer
Rochester Drug Co-Operative, Inc.
50 Jet View Drive
Rochester, NY 14625

A Wholesale Pharmaceutical Distributor
Serving the Community Pharmacy
PO Box 24389
50 Jet View Drive
Rochester, NY 14624-0389
800-333-0538
Facsimile: 585-271-3551
Locally: 585-271-7220



EXHIBIT

17

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

IN RE NIFEDIPINE ANTITRUST LITIGATION	:	Civil Action No.
	:	1:03-MC-223 (RJL)
	:	
	:	MDL No. 1515
THIS DOCUMENT RELATES TO:	:	
	:	
SAJ DISTRIBUTORS, INC., et al.,	:	
v.	:	
BIOVAIL CORPORATION, et al.	:	
Case No.: 1:02:CV01931	:	
	:	
MEIJER, INC., et al.,	:	
v.	:	
BIOVAIL CORPORATION, et al.	:	
Case No.: 1:02:CV7852	:	
	:	
INDEPENDENT DRUG CO.,	:	
v.	:	
BIOVAIL CORPORATION, et al.	:	
Case No.: 1:02CV01354	:	
	:	
ROCHESTER DRUG COOPERATIVE,	:	
v.	:	
BIOVAIL CORPORATION, et al.	:	
Case No.: 1:03CV1473	:	

**ORDER GRANTING CLASS COUNSEL’S MOTION FOR AN AWARD
OF ATTORNEYS’ FEES, REIMBURSEMENT OF ADDITIONAL EXPENSES AND
AWARDS TO CERTIFIED CLASS REPRESENTATIVES**

This Court, having considered: (a) Class Counsel’s Motion for an Award of Attorneys’ Fees, Reimbursement of Additional Expenses and Awards to Certified Class Representatives; (b) Compendium of Firm Declarations in Support of Motion for Attorneys’ Fees; (c) the Memorandum of Law in Support of Class Counsel’s Motion for an Award of Attorneys’ Fees, Reimbursement of Additional Expenses and Awards to Certified Class Representatives; and (d)

the Supplemental Declaration of Richard J. Kilsheimer, and having held a hearing on January 31, 2011 and having considered all of the submissions and arguments with respect thereto, it is hereby **ORDERED, ADJUDGED, and DECREED that:**

1. Class Counsel have moved for an award of attorneys' fees and reimbursement of additional expenses. Pursuant to Rules 23(h)(3), 54(d) and 52(a) of the Federal Rules of Civil Procedure, this Court makes the following findings of fact and conclusions of law:

(a) that the Teva Settlement and the Biovail/Elan Settlement both confer a substantial benefit on the Class;

(b) that the value conferred on the Class is immediate and readily quantifiable and represents a substantial portion of the total overcharge allegedly incurred as a result of the conduct challenged in this lawsuit;

(c) that Class Counsel effectively pursued the claims on behalf of the members of the Class before this Court in this complex case, and reasonably expended 31,030.50 hours in so doing, resulting in a total lodestar of \$14,101,078.45 at the normal and customary current hourly rates of those law firms, which was expended with no guarantee it would be compensated;

(d) that the Teva Settlement and the Biovail/Elan Settlement were both obtained as a direct result of Class Counsel's skillful advocacy;

(e) that Plaintiffs' Counsel incurred additional expenses in the amount of \$5,024.33 that were not included in the previous Motion for Reimbursement of Expenses which was filed on November 5, 2010, which I find were reasonable and necessary to the representation of the Class and the prosecution of this lawsuit, and for which Class Counsel had no guarantee of reimbursement;

(f) that notice of Class Counsel's intent to move for attorneys' fees not to exceed 33-1/3% of the \$35 million total Settlement Fund created by the Teva Settlement and the Biovail/Elan Settlement, plus reimbursement of certain additional out-of-pocket Expenses not to exceed \$50,000, which were incurred after Class Counsel moved for an award of Expenses on November 5, 2010 and an award of \$60,000 to each of the certified Class Representatives¹ for their efforts on behalf of the Class;

(g) that Class Counsel did, in fact, move for an award of attorneys' fees in the amount of 33-1/3% of the total Settlement Fund (including the interest accrued thereon), plus reimbursement of certain additional out-of-pocket Expenses not to exceed \$50,000, which were incurred after Class Counsel moved for an award of Expenses on November 5, 2010 and an award of \$60,000 to each of the certified Class Representatives;

(h) that no member of the Class has objected to the award of attorneys' fees, reimbursement of the additional expenses sought by Class Counsel or the award of \$60,000 to each of the certified Class Representatives;

(i) that counsel who recover a common fund for the benefit of persons other than themselves or their clients are entitled to a reasonable attorneys' fee from the fund as a whole. *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980); *Blum v. Stenson*, 465 U.S. 886, 900 n. 16 (1984);

(j) that the requested 33-1/3% fee award is well within the applicable range of reasonable percentage fund awards, and results in a negative multiplier;

¹ The certified Class Representatives are: 1) SAJ Distributors, Inc. and Stephen L. LaFrance Holdings, Inc. (treated as one entity); 2) Meijer, Inc. and Meijer Distribution, Inc. (treated as one entity); 3) Independent Drug Company; and 4) Rochester Drug Cooperative.

(k) that the additional expenses were necessarily incurred in the prosecution of this litigation; and

(l) that the Class Representatives have actively fulfilled their obligations to the Class.

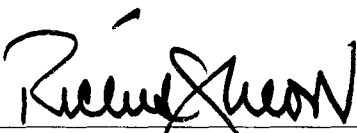
2. Accordingly, Class Counsel are hereby awarded attorneys' fees in the amount of 33-1/3% of the Settlement Fund, or a total fee award of \$11,666,667.00, plus interest earned thereon until the date of payment. The Court finds this award to be fair and reasonable. Further, Class Counsel are hereby awarded \$5,024.33 out of the Settlement Fund to reimburse their additional expenses which were not included in their prior motion for reimbursement of expenses filed on November 5, 2010, which the Court finds to be fair and reasonable, and which amount shall be paid to Class Counsel from the Settlement Fund in accordance with the terms of the Settlement Agreement. Class Counsel shall allocate the fees and expenses among all of the counsel representing Plaintiffs based upon their evaluation of the contribution of such counsel to the prosecution and resolution of this litigation.

3. The four Class Representatives are each hereby awarded \$60,000 out of the Settlement Fund, for their efforts representing the Class, which amount is in addition to whatever monies these Plaintiffs will receive from the Settlement Fund pursuant to the Plan of Allocation. The Court finds these awards to be fair and reasonable.

4. Without affecting the finality of this Order, the Court shall retain continuing jurisdiction over this matter to resolve disputes, if any, that may arise from the provisions of this Order.

SO ORDERED.

Dated: 1/31, 2011



HON. RICHARD J. LEON
UNITED STATES DISTRICT JUDGE

EXHIBIT

18

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

MEIJER, INC.; MEIJER DISTRIBUTION, INC.; LOUISIANA WHOLESALE DRUG CO., INC.; ROCHESTER DRUG CO-OPERATIVE, INC.; AMERICAN SALES COMPANY, INC.; SAJ DISTRIBUTORS, INC.; and STEPHEN L. LaFRANCE HOLDINGS, INC., on behalf of themselves and all others similarly situated,

Civil Action No. 05-2195 (CKK)

Plaintiffs,

v.

BARR PHARMACEUTICALS, INC.,

Defendant.

ORDER AND FINAL JUDGMENT APPROVING SETTLEMENT BETWEEN DIRECT PURCHASER CLASS PLAINTIFFS AND DEFENDANT BARR PHARMACEUTICALS, INC., AWARDING ATTORNEYS' FEES AND EXPENSES, AWARDING REPRESENTATIVE PLAINTIFF INCENTIVE AWARDS, APPROVING PLAN OF ALLOCATION, AND ORDERING DISMISSAL AS TO ALL DEFENDANTS

Pursuant to Rules 23(e) and 54(b) of the Federal Rules of Civil Procedure, in accordance with the terms of the settlement agreement between Direct Purchaser Class Plaintiffs and Barr Pharmaceuticals, Inc. ("Barr") dated December 15, 2008 (the "Settlement Agreement"), and in accordance with this Court's entry of its July 10, 2008 Order Approving Settlement Between the Direct Purchaser Plaintiffs and the Warner Chilcott Defendants¹ Only and Final Judgment as to the Warner Chilcott Defendants (D.E. #182) ("Warner Chilcott Settlement"), it is hereby

¹ The "Warner Chilcott Defendants" include Warner Chilcott Holdings Company III, Ltd., Warner Chilcott Corporation, Warner Chilcott (US) Inc., Warner Chilcott Company Inc., and Galen (Chemicals), Ltd.

ORDERED, ADJUDGED AND DECREED that:

1. This Order and Final Judgment incorporates by reference the definitions in the Settlement Agreement and all terms used herein shall have the same meanings set forth in the Settlement Agreement. (D.E #201). As set forth in the Preliminary Approval Order (D.E. #202), dated December 18, 2008, the previously certified Class is defined as follows:

All persons and entities in the United States who purchased Ovcon 35 directly from Defendants at any time during the period April 22, 2004 through December 31, 2006.

The definition of the Class excludes any claims asserted, whether by assignment or otherwise, by the following entities: Walgreen Co., Eckerd Corporation, Maxi Drug, Inc. dba Brooks Pharmacy, Albertson's Inc., The Kroger Co., Safeway, Inc., Hy-Vee, Inc., CVS Pharmacy, Inc., Rite Aid Corporation, and Rite Aid Hdqtrs. Corp. Also excluded from the Class are hospitals, universities and clinics.

2. This Court has jurisdiction over this Direct Purchaser Class Action and each of the parties to the Settlement Agreement including all Class members, as well as over each of the parties to the Warner Chilcott Settlement that this Court previously finally approved between this Class and the Warner Chilcott Defendants.

3. As set forth in more detail in the Settlement Agreement, Barr has agreed to pay a total of \$13,000,000 to settle this Action (the "Barr Settlement"), which, combined with the \$9,000,000 sum that the Warner Chilcott Defendants paid, results in a total of \$22,000,000 paid by Defendants combined (the "Settlement Fund"), exclusive of interest. As of this date, \$146,557.78 in interest has accrued on the Settlement Fund bringing the total Settlement Fund plus interest to \$ 22,146,557.78.

4. As required by this Court in its Preliminary Approval Order (D.E. #202), notice of the proposed settlement with Barr was mailed by first-class mail to all members of the Class.

Such notice to members of the Class is hereby determined to be fully in compliance with requirements of Fed. R. Civ. P. 23(e) and due process and is found to be the best notice practicable under the circumstances and to constitute due and sufficient notice to all entities entitled thereto.

5. Due and adequate notice of the proceedings having been given to the Class and a full opportunity having been offered to the Class to participate in the fairness hearing, it is hereby determined that all Class Members are bound by this Final Order and Judgment.

6. The settlement of this Direct Purchaser Class Action as to Barr, like the settlement as to the Warner Chilcott Defendants, was not the product of collusion between Plaintiffs and Barr or their respective counsel, but rather was the result of *bona fide* and arm's-length negotiations conducted in good faith between Class Counsel and Barr's Counsel.

7. The Court has held a hearing to consider the fairness, reasonableness and adequacy of the proposed settlement, and has been advised that there have been no objections to the settlement from any members of the Class.

8. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court hereby finally approves in all respects the Barr Settlement as set forth in the Settlement Agreement and finds that the Barr Settlement is, like the prior settlement with the Warner Chilcott Defendants, in all respects, fair, reasonable, adequate, and in the best interests of the Class. The Court further approves the establishment of the Settlement Fund as to Barr upon the terms and conditions set forth in the Settlement Agreement and the Escrow Agreement. The Parties are hereby directed to carry out the Barr Settlement in accordance with its terms and provisions.

9. The Court approves the Plan of Allocation of Settlement Proceeds as proposed by Class Counsel in the Plan of Allocation (the "Plan"), dated February 27, 2009, and supported by

the Declaration of Jeffrey J. Leitzinger, Ph.D., dated February 25, 2009. The Plan had previously been summarized in the Notice of Proposed Settlement. It directs Epiq Systems, Inc., the firm retained by Class Counsel as the claims administrator, to distribute the Direct Purchaser Settlement Funds in the manner provided in the Plan.

10. All claims in the above-captioned action against Barr are hereby dismissed with prejudice, and without costs, with such dismissal subject only to compliance by the Parties with the terms and conditions of the Settlement Agreement and this Final Order and Judgment, over which the Court retains jurisdiction.

11. In accordance with the Settlement Agreement, the Released Parties shall be released and fully and forever discharged from all manner of claims, demands, actions, suits, causes of action, damages wherever incurred, liabilities of any nature whatsoever, including costs, expenses, penalties and attorneys' fees, known or unknown, suspected or unsuspected, in law or equity, that Plaintiffs or any member or members of the Class who have not timely excluded themselves from the Class Action (including any of their past, present or future officers, directors, stockholders, agents, attorneys, employees, legal representatives, trustees, parents, associates, affiliates, subsidiaries, partners, heirs, executors, administrators, purchasers, predecessors or successors), whether or not they object to the Settlement and whether or not they make a claim upon or participate in the Settlement Fund, ever had, now has, or hereafter can, shall or may have, directly, representatively, derivatively or in any other capacity, arising out of any conduct alleged in the Class Action or otherwise relating to the facts, occurrences, transactions, or other matters alleged in the Class Action and any damages or other harm allegedly resulting there from (the "Released Claims"). As set forth in the Settlement Agreement, the Released Claims do not include any claims relating to any product, defect,

breach of contract, or similar claim relating to Balziva or other Barr products not directly related to the facts, occurrences, transactions, or other matters alleged in the Class Action.

12. All Class Members shall be forever enjoined and barred from asserting any of the matters, claims or causes of action released by the Settlement Agreement, and all Class Members shall be deemed to have forever released any and all such matters, claims and causes of action as provided for in the Settlement Agreement.

13. Each settling Class Member is hereby deemed expressly to have waived and released, with respect to the Released Claims, any and all provisions, rights and benefits conferred by (i) Section 1542 of the California Civil Code, which reads:

A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor.

(ii) Section 17200, *et seq.* of the California Business and Professional Code; and (iii) any similar state, federal or other laws, rules or regulations or principles of common law. Each settling Class Member may hereafter discover facts other than or different from those that it knows or believes to be true with respect to the subject matter of the Released Claims, but each settling Class Member shall hereby be deemed to have expressly waived and fully, finally and forever settled and released any known or unknown, suspected or unsuspected, asserted or unasserted, contingent or non-contingent claim with respect to the Released Claims, whether or not concealed or hidden, without regard to the subsequent discovery or existence of such additional or different facts.

14. Class Counsel have moved for an award of attorneys' fees and reimbursement of expenses. Pursuant to Rules 23(h)(3), 54(d) and 52(a) of the Federal Rules of Civil Procedure, this Court makes the following findings of fact and conclusions of law:

(a) that the Barr Settlement and the Warner Chilcott Settlement both confer a substantial benefit on the Class;

(b) that the value conferred on the Class is immediate and readily quantifiable, in that, upon this Judgment's becoming final, each Class member who duly submits and executes a Claim Form in accordance with the Plan of Allocation will receive a cash payment that represents a substantial portion of the total overcharge allegedly incurred as a result of the conduct challenged in this lawsuit;

(c) that Class Counsel effectively pursued the claims on behalf of the members of the Class before this Court in this complex case, and reasonably expended 17,488.70 hours in so doing, resulting in a lodestar of \$7,226,504 at the normal and customary hourly rates of these law firms, which was expended with no guarantee it would be compensated;

(d) that the Barr Settlement and Warner Chilcott Settlement were both obtained as a direct result of Class Counsel's skillful advocacy;

(e) that the Barr Settlement and the Warner Chilcott Settlement were reached following mediation sessions presided over by Magistrate Judge Kay and Prof. Eric D. Green, and were negotiated in good-faith and in the absence of collusion;

(f) that during the prosecution of this Class Action, Class Counsel incurred expenses in the amount of \$1,152,390.34, which I find were reasonable and necessary to the representation of the Class and the prosecution of this lawsuit, and for which Class Counsel had no guarantee of reimbursement;

(g) that Class members were advised in the Notice of Proposed Settlement of Class Action, which notice was approved by this Court, that Class Counsel intended to move for an award of attorneys' fees in an amount up to 33-1/3% of the gross Settlement Fund (including

the interest accrued thereon) created by both the Barr Settlement and the Warner Chilcott Settlement, plus reimbursement of reasonable costs and expenses incurred in the prosecution of this action;

(h) that Class Counsel did, in fact, move for an award of attorneys' fees in the amount of 33-1/3% of the gross Settlement Fund (including the interest accrued thereon), plus reimbursement of reasonable costs and expenses incurred in the prosecution of this action, which motion has been on the docket and publicly available since February 13, 2009 (D.E. #203);

(i) that no member of the Class, which is composed of approximately 30 business entities, has objected to the award of attorneys' fees or expenses sought by Class Counsel, and certain members of the Class have affirmatively expressed their lack of objection and/or support for both settlements and the requested attorneys' fees and costs;

(j) that counsel who recover a common fund for the benefit of persons other than themselves or their clients are entitled to a reasonable attorneys' fee from the fund as a whole. *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980); *Blum v. Stenson*, 465 U.S. 886, 900 n.16 (1984);

(k) that the requested 33-1/3% fee award is well within the applicable range of reasonable percentage fund awards, and results in a low multiplier.

Accordingly, Direct Purchaser Plaintiffs' Class Counsel are hereby awarded attorneys' fees in the amount of 33-1/3% of the gross Settlement Fund plus interest through this date, or a total fee award of \$ 7,382,185.93. The Court finds this award to be fair and reasonable. Further, Direct Purchaser Plaintiffs' Class Counsel are hereby awarded \$ 1,152,390.34 out of the Settlement Fund to reimburse their expenses incurred in the prosecution of this lawsuit, which the Court finds to be fair and reasonable, and which amount shall be paid to Direct Purchaser

Class Counsel from the Settlement Fund in accordance with the terms of the Settlement Agreement. The Executive Committee of Class Counsel shall allocate the fees and expenses among all of the Class Counsel.

15. Neither this Final Order and Judgment, the Settlement Agreement, nor any of its terms or the negotiations or papers related thereto shall constitute evidence or an admission by any party or Releasee, that any acts of wrongdoing have been committed, and they shall not be deemed to create any inference that there is any liability therefore. Neither this Final Order and Judgment, the Settlement Agreement, nor any of the terms or negotiations or papers related thereto shall be offered or received in evidence or used for any purpose whatsoever, in this or any other matter or proceeding in any court, administrative agency, arbitration or other tribunal, other than as expressly set forth in the Settlement Agreement.

16. Without affecting the finality of this judgment, the Court retains exclusive jurisdiction over the Barr and Warner Chilcott Settlements, and the Settlement Agreement, including the administration and consummation of the Settlement Agreement, the Plan of Allocation, and in order to determine any issues relating to attorneys' fees and expenses and any distribution to members of the Class. In addition, without affecting the finality of this judgment, Defendants and each member of the Class hereby irrevocably submit to the exclusive jurisdiction of the United States District Court for the District of Columbia, for any suit, action, proceeding or dispute arising out of or relating to the Settlement Agreement or the applicability of the Settlement Agreement, including, without limitation any suit, action, proceeding or dispute relating to the release provisions therein.


17. The five Class Representatives are each hereby awarded \$50,000 out of the Settlement Fund, for representing the Class, which amount is in addition to whatever monies

these plaintiffs will receive from the Settlement Fund pursuant to the Plan of Allocation. The Court finds these awards to be fair and reasonable.

18. In the event the Barr Settlement does not become final in accordance with paragraph 5 of the Settlement Agreement, this Order and Final Judgment shall be rendered null and void as provided by the Settlement Agreement, shall be vacated, and all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Settlement Agreement.

19. The Court hereby directs that this judgment be entered by the clerk forthwith pursuant to Federal Rule of Civil Procedure 54(b). The direction of the entry of final judgment pursuant to Rule 54(b) is appropriate and proper because this judgment fully and finally adjudicates the claims of the Plaintiffs and the Class against all Defendants in this action, allows consummation of the Settlement, and will expedite the distribution of the Settlement proceeds to the Class members.

SO ORDERED this the 20th day of April, 2009.



Hon. Colleen Kollar-Kotelly
United States District Judge
Washington, D.C.

EXHIBIT

19

CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF CO-LEAD COUNSEL BRUCE E. GERSTEIN ON
BEHALF OF GARWIN GERSTEIN & FISHER LLP IN SUPPORT OF
DIRECT PURCHASER CLASS COUNSEL'S MOTION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Bruce E. Gerstein, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am the managing partner in the law firm of Garwin Gerstein & Fisher, L.L.P. ("Garwin Gerstein") and I am Co-Lead counsel for the Direct Purchaser Class in the above-captioned matter. I am submitting this declaration in

support of Class Counsel's motion for attorney fees and reimbursement of expenses in connection with services rendered by Garwin Gerstein in the above-entitled actions. A copy of my firm's resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As Co-Lead counsel, I have been responsible for litigation of this Class Action from for over 12 years, starting from its inception through the negotiation of the Settlement, with the assistance of other members of the Direct Purchaser Class Executive Committee and other class counsel. My firm devised and implemented the litigation strategy, worked on all the aspects of the case and guided the overall litigation at all its stages.

3. Organization of counsel is critical to the efficient management of complex litigation such as this case. My firm allocated assignments to the Class Counsel and coordinated their implementation through email and regular conference calls. All attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

4. From the inception of this litigation to the present, my firm expended the total of 17,548.50 hours in this litigation. The total lodestar for my firm is \$10,081,077.50.

5. The schedule below is a summary of the amount of time spent, from inception through present, by my firms' attorneys and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Bruce Gerstein	Partner	1,474.75	\$1,000.00	\$1,478,750.00
Scott Fisher	Partner	18.75	\$850.00	\$15,937.50
Barry Taus	Former Partner	81.00	\$700.00	\$56,700.00
Noah Silverman	of Counsel	1,678.00	\$800.00	\$1,342,400.00
Brett Cebulash	Former Partner	1,178.00	\$650.00	\$765,700.00
Joseph Opper	Partner	954.00	\$850.00	\$810,900.00
Adam Steinfeld	Former Partner	390.75	\$630.00	\$246,172.50
Kevin Landau	Former Partner	80.75	\$625.00	\$50,468.75
Stephen H. Schwartz	Former Partner	229.75	\$485.00	\$111,428.75
Anne Fornecker	Former Associate	105.25	\$560.00	\$58,940.00
Archana Tamoshunas	Former Associate	15.50	\$550.00	\$8,525.00
Ephraim Gerstein	Attorney	592.00	\$600.00	\$355,200.00
Elena Chan	Attorney	2.00	\$600.00	\$1,200.00
Anna Tydniouk	Attorney	6,126.00	\$575.00	\$3,522,450
Danniel Litvin	Attorney	37.00	\$490.00	\$18,130.00
Jonathan Gerstein	Attorney	647.75	\$490.00	\$317,397.50
Kimberly Hennings	Attorney	109.50	\$600.00	\$65,700.00
Janet Siedman	Paralegal	26.50	\$275.00	\$7,287.50
Susan Roth	Paralegal	477.00	\$335.00	\$159,795.00
Apolinar Uriarte	Paralegal	397.50	\$300.00	\$119,250.00
Rimma Neman	Clerk	67.75	\$230.00	\$15,582.50
Adam Weiss	Former Paralegal	1,716.50	\$160.00	\$274,640.00

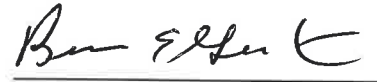
Brett Berman	Summer Clerk	407.00	\$130.00	\$52,910.00
Lance Young	Of Counsel	64.50	\$590.00	\$38,055.00
Claire Cimino	Paralegal	589.00	\$305.00	\$179,645.00
Joseph Regen	Summer Clerk	74.75	\$110.00	\$8,222.50
Eric Levine	Summer Clerk	0.50	\$90.00	\$45.00
Stephanie Hines	of Counsel	6.75	\$540.00	\$3,645.00
Total		17,548.50		\$10,081,077.50

6. My firm also has incurred a total of \$504,771.49 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expense	Amount
Filing Fees	\$1,502.82
Litigation Fund	385,000
Travel/Meals	8,006.32
Telephone/Teleconference	6,483.45
Messengers	976.54
Photocopies	435.75
PHV	1,086
Postage	53.55
Research	100,967.11
Subpoena	80.00
Transcripts	179.95
TOTAL	\$504,771.49

7. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source material and accurately record the expenses incurred.

Dated: July 1, 2014


Bruce E. Gerstein



JANET SEIDMAN
Notary Public State Of New York
No. 24-4705123
Qualified in Kings County
Commission Expires January 31, 2018

EXHIBIT 1

RESUME OF

GARWIN GERSTEIN & FISHER LLP

Garwin Gerstein & Fisher LLP and its predecessor firms have successfully championed the rights of investors, consumers, small businesses and the public for over fifty years in complex class action litigation involving such issues as:

- *Antitrust violations, such as price-fixing and other anti-competitive practices;*
- *The violation of investors' rights as a result of securities fraud or breaches of fiduciary duty;*
- *Unfair and deceptive trade practices;*
- *Deceptive insurance practices;*
- *Employment discrimination practices.*

Set forth below is a sampling of cases in which Garwin Gerstein & Fisher has acted as lead or co-lead counsel over the past few years alone:

- (a) *In Re Hypodermic Products Direct Purchaser Antitrust Litigation*, Master Docket No. 2:05-cv-01602-JLL-MAH (D.N.J.). Lead Counsel on behalf of a class of direct purchasers of hypodermic needle products; confirming important Third Circuit law on the issue of standing to pursue direct damages under federal antitrust laws (2012 U.S. App. Lexis 11293 (3d Cir. 2012)); case resolved in 2012 for \$45 million in cash;
- (b) *Meijer, Inc. et al. v. Abbott Laboratories*, Case No. 07-5985 (CW) (N.D. Cal.) Co-Lead Counsel for a class of direct purchasers of Norvir; after successfully certifying a class of direct purchasers, defeating motions to dismiss and summary judgment and preparing for and opening at trial, the case was resolved during trial for \$52 million in cash;
- (c) *In re Remeron Antitrust Litigation*, Case No. 2:02-cv-02007-FSH-PS (D.N.J.) (Co-Lead Counsel), recovered \$75 million for a class of direct purchasers of mirtazapine who were overcharged because Organon USA, Inc. and Akzo Nobel, N.V. engaged in a scheme involving various illegal and deceptive acts to improperly extend Remeron's patent protection and market exclusivity, in violation of §2 of the Sherman Act;

- (d) *Courtney Davis, et al. v. Eastman Kodak Company*, 04-cv-0098; 07-cv-6512 (CJS)(F) (W.D.N.Y.). Co-Lead Counsel in employment discrimination class action brought on behalf of Kodak employees; resolved for \$21.4 million in cash consideration and substantial enhancements in corporate procedures and policies to protect all employees. In its opinion awarding attorneys' fees, the Court commended class counsel, specifically complementing Co-Lead Counsels' efforts "for the outstanding job they did in representing the interests of their clients." The Court went on to state that Co-Lead Counsel's:

legal work in an extraordinarily complex case was exemplary, their tireless commitment to seeking justice for their clients was unparalleled and their conduct as officers of the court was beyond reproach.

2010 U.S. Dist. LEXIS 133751 (at *35) (N.D.N.Y. 2010).

- (e) *Natchitoches Parish Hospital Service District v. Tyco International, Ltd., et al.* 05-12024 (PBS) (D. Mass.). Lead Counsel for a class of purchasers of sharps containers; settled for \$32.5 million after thirteen (13) days of trial following successful certification of a class, defeating motions to dismiss and summary judgment, extensive fact and expert discovery, and *Daubert* and *in limine* briefing and arguments;
- (f) *In re Buspirone Antitrust Litigation*, MDL Docket No. 1413 (S.D.N.Y.) (Co-Lead Counsel). Case resolved for \$220 million on behalf of a class of direct purchasers of Buspirone after successful pretrial motion practice. *See, e.g., In re Buspirone Antitrust Litigation*, 185 F.Supp. 2d 340 (S.D.N.Y. 2002) (granting summary judgment against Bristol Myers with respect to certain patent infringement claims); *In re Buspirone Antitrust Litigation*, 208 F.R.D. 516 (S.D.N.Y. 2002) (discussing issues of waiver of attorney client privilege with respect to matters placed at issue in the litigation.);
- (g) *In re Tricor Direct Purchaser Antitrust Litigation* (D.Del.), (Co-Lead and Co-Trial Counsel) settled during trial for \$250 million for a class of branded Tricor direct purchasers;
- (h) *In re Relafen Antitrust Litigation*, Master File No. 01-12239-WGY (D. Mass.) (Co-Lead Counsel). Case was resolved on the eve of trial for \$175 million on behalf of a class of direct purchasers of Relafen. District Court certified class of direct purchasers (218 F.R.D. 337 (D. Mass 2003)) and denied defendants' motion for summary judgment.
- (i) *Butler et al. v. Provident Mutual Life Insurance Company*, January Term, 1999, No. 007801 (Court of Common Pleas-Philadelphia County), (Co-Lead Counsel) After expedited efforts led by Garwin Gerstein & Fisher LLP, successfully preliminarily

and permanently enjoined a transaction that would have denied Provident's policyholders any compensation for their ownership interests in Provident as part of a conversion of Provident to a Mutual Holding Company. As a result, Provident successfully sought a partner for a sponsored demutualization (Nationwide Financial Services) which delivered over \$1 billion in compensation to Provident's eligible members.

- (j) *Sanders v. Wang, etc.*, Del. Ch., CA No. 16640, Steele, V.C. (November 8, 1999); (Co-Lead Counsel) The Court of Chancery concluded that a Compensation Committee of the Board "exceeded their authority" under a stock option plan in awarding shares to inside directors/officers in granting judgment on the pleading for plaintiffs on behalf of nominal defendant Computer Associates - settled for the return of over \$250 million in value of common stock for the Company. *See e.g.*, 1999 WL 1044880, 25 Del. J.Corp.L. 1036
- (k) *In re M&F Worldwide Corp. Shareholder Litigation*, Consolidated Civil Action No. 18502, V.C. Strine, (Co-Trial Counsel). After complete discovery and a two-week trial, defendants agreed in 2002 to the complete relief sought by the plaintiffs - rescission of a complex series of transactions valued at over \$130 million;
- (l) *In re Nifedipine Antitrust Litigation*, 03-MC-223 (RJL), MDL No. 1515, (District of Columbia). Co-Lead Counsel on behalf of a class of direct purchasers of nifedipine; case resolved in 2010 for \$35 million in cash consideration after defeating motions to dismiss, obtaining and sustaining a favorable ruling on class certification (246 F.R.D. 365 (D. C. 2007)) and extensive fact and expert discovery;
- (m) *In re Cardizem CD Antitrust Litigation* 200 F.R.D. 326 (E.D. Mich. 2001), (Co-Lead Counsel) Certifying class of direct purchasers of diltiazem. *See also, In re Cardizem CD Antitrust Litigation*, 105 F. Supp.2d 618 (E.D.Mich. 2000) found *Noerr-Pennington* doctrine inapplicable and finding antitrust claim stated under both *per se* rule and rule of reason; granting partial summary judgment for violation of antitrust law. Settled for \$110 million;
- (n) *In re Terazosin Hydrochloride Antitrust Litigation* 99-MDL-1317 (S.D.Fl.) (Co-Lead Counsel), recovered \$75 million for a class of direct purchasers of Terazosin Hydrochloride ("Hytrin") who were overcharged as a result of an illegal agreement between Abbott Laboratories, Zenith Pharms. Inc. (now known as Ivax Pharms., Inc.) and Geneva Pharms. Inc., which improperly delayed competition from generic versions of Hytrin; *see, e.g.*, 335 F.Supp 2d 1336 (S.D. Fla. 2004); 352 F. Supp. 2d 1279 (S.D. Fla. 2005); 344 F.3d 1294 (11th Cir. 2003); 164 F. Supp. 1240 (S.D. Fla. 2001);
- (o) *Gutter v. E.I. DuPont de Nemours, et al.*, Case No. 95-2152 (S.D.Fl.), (Lead Counsel), After over seven years of intensive litigation, after complete fact and

expert discovery, this securities case was settled in 2003 for \$77.5 million in cash. *See e.g.*, 124 F.Supp.2d 1291 (S.D.Fl. 2000);

- (p) *In re Cendant Corporation Derivative Action Litigation*, 189 F.R.D. 117 (D.N.J. 1999), 232 F.Supp.2d 327 (D.N.J. 2002), (Lead Counsel), Court found, *inter alia*, demand excused where board implicated in failing to detect alleged financial fraud by management, and Certificate of Incorporation liability exclusion for breach of fiduciary duty did not insulate directors – recovery of \$54 million for Cendant and its shareholders;
- (q) *In re Nuveen Fund Litigation*, 1996 WL 347012, 1996 WL 328001, 1996 WL 328003, 1996 WL 328006, 1994 WL 505293, 1994 WL 505294 (N.D. Ill. 1996), (Lead Counsel), (a case addressing novel issues arising under the Investment Company Act and Minnesota Corporate law); *see also* 555 N.W. 2d 301 (MN App. 1996). – recovery of \$24 million in cash for shareholders of certain Nuveen Funds;
- (r) *In re Northwest Airlines Corp. Antitrust Litigation*, 49 F.Supp.2d 553 (E.D. Mich. 1999), 197 F.Supp.2d 908 (E.D. Mich. 2002), 208 F.R.D. 174 (E.D. Mich. 2002), 310 F.3d 953 (6th Cir. 2002), (Lead Counsel), Successfully withstood motion to dismiss a novel antitrust claim lodged against, *inter alia*, Northwest Airlines for “hidden cities” price ticketing practices and then successfully persuaded the district court to certify a class of those impacted by “hidden cities” fares;
- (s) *In re USACafes, L.P. Litigation*, 600 A.2d. 43 (Del. Ch. 1991), (Lead Counsel), a case recognizing - for the first time under Delaware law - a fiduciary duty owed by directors of a Delaware corporate general partnership to its Delaware limited partners;
- (t) *Zapata v. Maldonado*, 430 A.2d 779 (Del.1981), (Lead Counsel), unquestionably one of the most important decisions in stockholder derivative litigation. The Delaware Supreme Court's decision halted a tidal wave of decisions that threatened to eliminate the derivative action as an effective barrier to corporate waste and mismanagement;
- (u) *Michelson v. Duncan*, 407 A.2d 211 (Del. Sup. 1979), (Lead Counsel), a reversal in part of a dismissal of a derivative action predicated upon a shareholder ratification. The Delaware Supreme Court defined and reinstated plaintiff's waste cause of action;
- (v) *Stein v. Orloff*, Del. Ch., CA No. 7276, 11 Del. J. Corp. L. 312, 1985 WL 11561 Hartnett, V.C. (May 30, 1985), (Lead Counsel), finding demand excused where plaintiffs stated a claim for waste of corporate assets by alleging properly “the consideration received by corporation was so inadequate that no person of ordinary sound business judgment would deem it worth what corporation paid.”;

- (w) *Galef v. Alexander*, 615 F.2d 51 (2d Cir. 1980), (Lead Counsel), almost as important a decision as *Maldonado*, wherein Second Circuit reversed and remanded a business judgment dismissal of a derivative action. The Second Circuit's decision strongly intimated that business judgment could not be used to dismiss a well pleaded proxy claim, regardless of state law;
- (x) *Halpern v. Armstrong*, 491 F. Supp. 365 (S.D.N.Y. 1980), (Lead Counsel), an important Section 14(a) decision by Judge Milton Pollack wherein he found material proxy violations and thereby voided a number of transactions undertaken by Revlon, Inc., the corporation in question;
- (y) *Jacobs v. Adams*, 601 F.2d 176 (5th Cir. 1979), (Lead Counsel), an important and total reversal of a district court's holding (1) that a New York executor may not prosecute a derivative action in Florida; and (2) that Florida law requires a plaintiff in a derivative action to make a demand on a corporation's shareholders before instituting suit.

FIRM PARTNERS

BRUCE E. GERSTEIN graduated from Bernard M. Baruch College of The City University of New York in 1972 with a Bachelor of Business Administration with a major in public accounting, and is a Certified Public Accountant licensed in the State of New York (inactive). He graduated from Brooklyn Law School with honors in 1977. For the six years prior to joining the firm then known as Garwin & Bronzaft in January 1978, Mr. Gerstein was an investigatory accountant specializing in the area of stockholder's derivative and class actions. Mr. Gerstein is recognized as a leading attorney in complex litigation around the country resolving successfully antitrust, securities and consumer related class actions resulting in hundreds of millions of dollars for class members. Most recently, he was principally responsible for the negotiation of settlements of \$110 million (Cardizem/Andrx), \$220 million (Buspar/Bristol Myers) and \$175 million (Relafen/Glaxo Smith Kline) representing direct purchasers of pharmaceutical products.

He has been named lead counsel in federal and state courts across the United States. He has lectured recently at conferences discussing important cutting edge antitrust issues in Florida and California, appearing most recently at a University of San Francisco symposium as a panelist with Herbert Hovenkamp, a leading authority and author of the seminal treatise on Antitrust law, discussing *inter alia*, issues arising out of the interplay between antitrust law, patent law and the Hatch Waxman Act.

Mr. Gerstein is admitted to practice in all of the Courts of the State of New York and the Court of Appeals for the First, Second, Third, Fifth, Seventh, Ninth and Eleventh Circuits. He is a member of the Association of the Bar of the City of New York and the New York County Lawyers' Association ("NYCLA"), the Federal Bar Council and the Federal Courts Committee of

the NYCLA.

SCOTT W. FISHER graduated from Rensselaer Polytechnic Institute in 1971 with a Bachelor of Science degree in Aeronautical Engineering. He received a Master of Arts in Mathematics Education in 1974 from Brooklyn College. Following his graduation from Rensselaer Polytechnic Institute, Mr. Fisher was an educator employed by the New York City Board of Education in a wide variety of pedagogical areas including curriculum development in mathematics.

Mr. Fisher graduated from Brooklyn Law School in 1982. Following his graduation from law school, he joined the firm then known as Garwin, Bronzaft & Gerstein, where he has worked on many major consumer class actions, stockholder class and derivative litigations. Mr. Fisher has been appointed lead or co-lead counsel in various securities litigations. Most recently Mr. Fisher served as co-trial counsel in Delaware Chancery Court in the *M&F Worldwide Corp. Shareholder Litigation*, Del. Ch. Consolidated C.A. No. 18502 NC (V.C. Strine) a case which resulted in a complete victory for M&F shareholders. He also had a prominent role in the pre-trial and trial proceedings of the fen/phen diet drug product liability class action tried before the Hon. Marina Corodemus in New Jersey Superior Court in 1999, which was resolved as part of a global resolution of diet drug cases for in excess of \$4 billion.

Mr. Fisher has lectured recently at a Lorman sponsored conference on issues raised in connection with the settlement of class actions, including the use of mediation to facilitate settlement; and has appeared as a panel member at a New York State Bar Association conference discussing *inter alia*, class action practice from the plaintiff's perspective.

Mr. Fisher is admitted to the Bars of the State of New York and of the United States District Courts for the Southern and Eastern Districts of New York, the District of Arizona, the Eastern District of Michigan, the Courts of Appeal for the Second, Third, Seventh and Eleventh Circuits and the Supreme Court of the United States. Mr. Fisher is also a member of The Association of The Bar of The City of New York, American Trial Lawyers' Association and The New York State Bar Association.

JOSEPH OPPER graduated from Tufts University in 1970 with a Bachelor of Arts in Political Science. He graduated from Hofstra University School of Law in 1975. From 1985 to 1996 Mr. Opper was a member of the Antitrust Bureau of the New York State Department of Law and served as the Acting Bureau Chief from 1994-96. Immediately, prior to joining the firm in 2000, he was employed by Milberg Weiss Bershad Hynes & Lerach LLP, where he specialized in Antitrust and Human Rights litigation. From 1975-85 Mr. Opper practiced law at the Legal Aid Society in Brooklyn, New York.

Mr. Opper is a member of the New York Bar and is admitted to practice before the United States District Courts for the Southern and Eastern Districts of New York; United States Court of Appeals for the Second Circuit and United States Supreme Court.

ASSOCIATES

KIMBERLY HENNINGS graduated *cum laude* from the University of Tampa in 2000 with a Bachelor of Science degree in Criminology.

Ms. Hennings graduated cum laude from Brooklyn Law School in 2003, and has been employed by Garwin Gerstein & Fisher since October 2003.

Ms. Hennings is admitted to the Bars of the States of New York and New Jersey.

ELENA K. CHAN graduated *cum laude* from Barnard College of Columbia University in 1997 with a Bachelor of Arts degrees in Political Science and East Asian Languages and Cultures.

Ms. Chan graduated *cum laude* from American University's Washington College of Law in 2004, where she was a Dean's Fellow and Student Attorney in the Glushko-Samuels Intellectual Property Law Clinic. She has been employed by Garwin Gerstein & Fisher since March 2005.

Ms. Chan is admitted to the Bars of the States of New York and New Jersey .

ANNA L. TYDNIUK graduated *cum laude* from Odessa State University of Odessa, Ukraine in 1987 with a Master of Art degree in Linguistics.

Ms. Tydniuk graduated *cum laude* from Brooklyn Law School in 2005, and has been employed by Garwin Gerstein & Fisher since October 2005.

Ms. Tydniuk is admitted to the Bar of the State of New York.

DAN LITVIN graduated from New York University in 2002 with a Bachelor of Science degree in Marketing, being consistently honored on the Dean's List.

Mr. Litvin graduated from Brooklyn Law School in 2006. During this time, Mr. Litvin drafted a number of employment discrimination decisions for an Administrative Law Judge at the Equal Employment Opportunity Commission.

Mr. Litvin has been employed by Garwin Gerstein & Fisher since October 2006.

Mr. Litvin is admitted to the Bar of the State of New York.

EPHRAIM R. GERSTEIN graduated with Honors from the University of Michigan in 1998 with a Bachelor of Arts degree in English.

Mr. Gerstein graduated from The University of Texas School of Law in 2001, where he was a member of the Texas Review of Litigation. From November 2001 until November 2006 Mr.

Gerstein served as a Judge Advocate in the United States Air Force. While in the Air Force, Mr. Gerstein served as government counsel in hundreds of military justice matters, and as Acting Staff Judge Advocate to Air Force Officer Accessions and Training Schools, where he oversaw all military justice and general counsel matters for the largest officer training organization in the Air Force. Mr. Gerstein is a recipient of the Meritorious Service Medal and the Air Force Commendation Medal. Mr. Gerstein has been employed by Garwin Gerstein & Fisher since December 2006.

Mr. Gerstein is admitted to the State Bar of Texas and the Bar of the State of New York.

JONATHAN M. GERSTEIN graduated from the University of Michigan in 2002 with a Bachelor of Arts degree in English.

Mr. Gerstein graduated from Brooklyn Law School in the summer of 2007. Mr. Gerstein clerked at Garwin Gerstein & Fisher throughout his time at Brooklyn Law and has been employed by Garwin as an associate since his graduation. Prior to entering law school, Mr. Gerstein worked in an advertising agency in New York City as an Account Executive.

Mr. Gerstein is admitted to the Bar of the State of New York.

OF COUNSEL

NOAH H. SILVERMAN graduated from Grinnell College in 1986 with a Bachelor of Arts degree in Political Science.

Mr. Silverman graduated from Northwestern University School of Law in 1990 and has been with the firm since May 1991.

Mr. Silverman is admitted to the Bar of the State of New York and the United States District Court for the Southern and Eastern Districts of New York. He is a member of the Association of the Bar of the City of New York.

CONTRACT ATTORNEYS

STEPHANIE HINES graduated from Lewis & Clark Law School in 2002, *magna cum laude*. Ms. Hines worked at the Perkins Cole law firm in Portland, Oregon for ten years from 2001 through August 2011 before joining Aubertine Draper Rose (Predecessor firm to Aubertine Law Group) in September 2013. Ms. Hines worked for ALG until May 1 of 2014. Ms. Hines has thirteen years of experience practicing complex commercial litigation.

While at ALG, Ms. Hines worked on several antitrust litigation cases. She was one of direct

purchaser class counsel in *In Re: Prograf Antitrust Litigation*, 1:11-md-02242-RWZ, (D.Mass. 2011), *In Re: Lamictal Direct Purchaser Antitrust Litigation*, 12-995-WHW-MCA (D. NJ 2012), *In Re: Lipitor Antitrust Litigation*, 12-2389 (PGS) (D. NJ 2011), and *In Re: Nexium Antitrust Litigation*, 12-cv-11711 (D. Mass. 2012). Ms. Hines also served as special counsel for the Nevada Attorney General in a merger in 2011.

While at Perkins Cole, she represented clients in a diverse range of disputes, including matters involving business torts, employment disputes, securities, antitrust, consumer protection, fiduciary duties, intellectual property, and international arbitration claims. Her experience covers all aspects of a case, including case investigation and development, discovery management, depositions, motion practice, oversight of trial experts, cross and direct examination of witnesses, and alternative dispute resolution. Ms. Hines also has experience representing companies, Audit Committees, Special Litigation Committees, or other Board Committees, in conducting confidential international investigations of alleged improprieties. Her work in this area includes steering forensic investigation work relating to electronic data, developing the work of experts involved in the investigations, and communicating the results of internal investigations to government agencies conducting their own review.

LANCE YOUNG is a 1990 graduate of Michigan State University and received his B.A. with dual concentrations in Finance and Professional Accounting. Following graduation, Mr. Young began law school at Thomas M. Cooley Law School and simultaneously began work on a graduate business degree at the University of Michigan.

Mr. Young received his M.B.A. with dual concentration in Finance and Operations Management and his J.D. (*Cum laude*) in 1994.

Mr. Young is admitted to the State Bar of Michigan; the U.S. District Court for the Eastern District of Michigan and the U.S. Sixth Circuit Court of Appeals.

FORMER PARTNERS AND ASSOCIATES

BARRY S. TAUS graduated Cum Laude from the State University of New York at Albany in 1986 with a Bachelor of Science degree in Accounting.

Mr. Taus joined the firm then known as Garwin, Bronzaft, Gerstein & Fisher in 1988, where he has worked on numerous antitrust and stockholder class action and derivative litigations. He graduated from Brooklyn Law School in 1989 and was employed by Garwin Gerstein & Fisher from August 1989 through June 2009.

Mr. Taus is admitted to the Bars of the State of New York and the United States District

Court for the Southern District of New York. He is also a member of the Association of the Bar of the City of New York and the New York State Bar Association.

BRETT H CEBULASH graduated from the University of Virginia in 1984 with a Bachelor of Arts degree in Psychology.

Mr. Cebulash graduated cum laude from Brooklyn Law School in 1993 and was employed by Garwin Gerstein & Fisher from October 1993 through June 2009.

Mr. Cebulash is admitted to the Bar of the State of New York and the State of New Jersey and the United States District Court for the Southern and Eastern Districts of New York. He is a member of the Association of the Bar of the City of New York and the American Bar Association.

KEVIN S. LANDAU graduated from Lehigh University in 1993 with a Bachelor of Arts degree in Government, with high honors.

Mr. Landau graduated from Brooklyn Law School in 1996, where he served on the Brooklyn Law Review. Mr. Landau was employed by Garwin Gerstein & Fisher from September 1996 through June 2009.

Mr. Landau is admitted to the Bar of the State of New York and is a member of the New York State Bar Association.

ADAM STEINFELD graduated from Brandeis University in 1994 with a Bachelor of Arts degree in Political Science.

Mr. Steinfeld graduated from Brooklyn Law School in 1997, where he served on the Brooklyn Law Review. Mr. Steinfeld was employed by Garwin Gerstein & Fisher from August 1997 through June 2009.

Mr. Steinfeld is admitted to the Bars of the States of New York and Massachusetts.

STEPHEN H. SCHWARTZ graduated from Charter Oak College in 1988 with a Bachelors in Business.

Mr. Schwartz graduated from the University of Pennsylvania in 1991. At the University of Pennsylvania, Mr. Schwartz was awarded a Winston Fellowship in Law & Economics, and did his fellowship work in the field of creditors' rights.

Mr. Schwartz is admitted to the Bar of the state of New York Bar and is admitted to practice before the United States District Courts for the Southern and Eastern Districts of New York. Mr.

Schwartz was employed by Garwin Gerstein & Fisher from July 1998 thru June 2004.

ARCHANA TAMOSHUNAS graduated from Williams College in 1995 with a Bachelor of Arts degree in Political Science and Studio Art.

Ms. Tamoshunas graduated from New York University School of Law in 1999, where she was a member of the Moot Court Board. After graduating from law school, Ms. Tamoshunas was employed by the City of New York, representing the City in Family Court. Ms. Tamoshunas was employed by Garwin Gerstein & Fisher from October 2002 through June 2009.

Ms. Tamoshunas is admitted to the Bar of the State of New York, the United States District Courts for the Southern and Eastern Districts of New York, and is a member of the American Bar Association, The New York State Bar Association and the New York County Lawyers' Association.

ANNE K. FORNECKER graduated magna cum laude from James Madison University in 1996 with a Bachelor of Arts degree in Sociology.

Ms. Fornecker graduated cum laude from Brooklyn Law School in 2002, where she was a member of Brooklyn Law Review. Ms. Fornecker has been employed by Garwin Gerstein & Fisher from January 2003 through June 2009.

Ms. Fornecker is admitted to the Bar of the State of New York and the United States District Courts for the Southern and Eastern Districts of New York.

EXHIBIT

20

CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

**UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY**

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF RICHARD J. KILSHEIMER ON BEHALF OF
KAPLAN FOX & KILSHEIMER LLP IN SUPPORT OF DIRECT
PURCHASER CLASS COUNSEL'S MOTION FOR AN AWARD OF
ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Richard J. Kilsheimer, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a member of the law firm of Kaplan Fox & Kilsheimer LLP ("Kaplan Fox"), and I am Co-Lead Counsel for the Direct Purchaser Class in the above-captioned matter. I am submitting this declaration in support of Class

Counsel's motion for attorney fees and reimbursement of expenses in connection with services rendered by Kaplan Fox in the above-entitled action. A copy of my firm's resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As Co-Lead Counsel, I have been responsible for litigation of this case for over 12 years, starting from its inception through the negotiation of the settlement, with the assistance of other members of the Direct Purchaser Class Executive Committee and other Class Counsel. My firm, along with Mr. Gerstein's firm, devised and implemented the litigation strategy, worked on all the aspects of the case and guided the overall litigation at all its stages.

3. Organization of counsel is critical to the efficient management of complex litigation such as this case. My firm, along with Mr. Gerstein's firm, allocated assignments to the Class Counsel and coordinated their implementation through emails and regular conference calls. All attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

4. From the inception of this litigation to the present, my firm expended the total of 11,251.50 hours in this litigation. The total lodestar for my firm is \$6,195,676.25.

5. The schedule below is a summary of the amount of time spent, from inception through present, by my firms' attorneys and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by our firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorney/Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Kaplan, Robert	Partner	281.25	\$925	\$260,156.25
Arenson, Gregory	Partner	4.00	\$850	\$3,400.00
Kilsheimer, Richard	Partner	4,428.25	\$850	\$3,764,012.50
Campbell, Melinda	Partner	22.50	\$615	\$13,837.50
Specks, Gary	Of Counsel	25.00	\$770	\$19,250.00
Pinilis, William	Of Counsel	27.50	\$560	\$15,400.00
Fox, Christine	Associate	952.50	\$615	\$585,787.50
Katcher, Elana	Associate	28.25	\$550	\$15,537.50
McCahill, Matthew	Associate	477.00	\$550	\$262,350.00
Dubick, Lauren	Associate	153.00	\$440	\$67,320.00
Cutini, Gwendolyn	Associate	6.00	\$350	\$2,100.00
Rudnick, Nicholas	Associate	160.25	\$350	\$56,087.50
Thompson, Michelle	Associate	24.00	\$235	\$5,640.00
Uris, Jason	Law Clerk	26.50	\$230	\$6,095.00
Cosgrove, Kevin	Investigator	3.00	\$305	\$915.00
Sargent, Hillary	Investigator	39.00	\$300	\$11,700.00
Moonsammy, Mandrika	Paralegal	873.50	\$305	\$266,417.50
Gomes, Wilfred	Paralegal	23.75	\$260	\$6,175.00
Gayle, Tirek	Paralegal	7.00	\$250	\$1,750.00
Harvey, Tanya	Paralegal	3,123.00	\$250	\$780,750.00
Bailey, Arthur	Paralegal	2.50	\$235	\$587.50
Ng, Meimei	Paralegal	2.50	\$230	\$575.00
Gharib, Linda	Paralegal	61.75	\$200	\$12,350.00

Attorney/Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Yearwood, David	Paralegal	0.50	\$175	\$87.50
Turri, Gabriel	Paralegal	5.00	\$175	\$875.00
Shoemaker, Nicole	Paralegal	5.50	\$120	\$660.00
Byrne, Courtney	Paralegal	1.00	\$110	\$110.00
Rodriguez, Lillian	Paralegal	28.00	\$100	\$2,800.00
Komins, Sarah	Paralegal	329.50	\$100	\$32,950.00

6. My firm also has incurred a total of \$567,990.34 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expense	Amount
Facsimile	\$2,104.00
Telephone	\$947.10
Air Express	\$4,142.75
Postage	\$204.36
Messengers	\$320.66
Photocopies – In-House	\$23,082.40
Photocopies – Outside Vendors	\$54,077.78
Experts	\$24,563.72
Process Service	\$9,189.14
Filing Fees	\$928.00
Transcripts	\$2,077.78
Notice Publication	\$775.00
Online Research	\$56,041.95
Travel/Meals	\$4,534.70
Assessments	\$385,000.00

7. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source material and accurately record the expenses incurred.

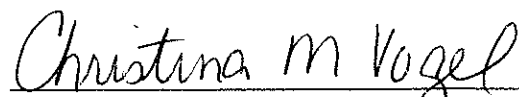
8. Kaplan Fox was responsible for establishing, maintaining and overseeing the litigation fund, which was used throughout the duration of the case to pay the out-of-pocket costs for all common expenditures made on behalf of the Class as the litigation progressed. The total amount of contributions made by Class Counsel to the litigation fund over the course of the litigation was \$1,620,000.00. Each firm's individual payments are reflected in their individual fee declarations. The following chart lists the types and amounts of expenditures paid from the litigation fund for the benefit of the Class:

Expense	Amount
Experts and Consultants	\$1,131,635.17
Special Master	\$105,900.00
Discovery	\$105,797.16
Mediation	\$55,243.00
Court Reporters/Transcripts	\$205,469.92
Claims Administration	\$15,884.75
Bank Charges	\$70.00
Total	\$1,620,000.00

Dated: 30 June, 2014


Richard J. Kilsheimer

Sworn to and subscribed before me this 30th day of June, 2014.


NOTARY PUBLIC

CHRISTINA M VOGEL
NOTARY PUBLIC STATE OF NEW YORK
NO. 01VO6033577
QUALIFIED IN PUTNAM COUNTY
COMMISSION EXPIRES NOV. 22 2017

Exhibit 1



KAPLAN FOX & KILSHEIMER LLP

FIRM PROFILE

*850 Third Avenue, 14th Floor
New York, New York 10022
Tel.: (212) 687-1980
Fax: (212) 687-7714*

*350 Sansome Street, Suite 400
San Francisco, California 94104
Tel.: (415) 722-4700
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*160 Morris Street
Morristown, New Jersey 07960
Tel: (973) 656-0222
Fax: (973) 401-1114*

History of Kaplan Fox & Kilsheimer LLP

Kaplan Fox & Kilsheimer was founded in 1954, making the firm one of the most established litigation practices in the country. From its inception, the firm has tackled complex cases, and Kaplan Fox's early commitment to high-stakes litigation continues to define the firm to the present day. In 2009, Portfolio Media's *Law360* ranked Kaplan Fox's securities litigation practice as one of the top five plaintiffs'-side firms in the country, and industry publication *Legal 500* currently ranks Kaplan Fox as one of the top U.S. antitrust firms. In March 2013, the *National Law Journal* included Kaplan Fox on its list of the top-ten "hot" litigation boutiques, a list that includes both plaintiff and defense firms. In 2012 and 2013, six of the firm's attorneys were rated by their peers in New York, California and Pennsylvania to be "*Super Lawyers*" or "*Super Lawyers - Rising Stars*" in the areas of securities, antitrust or consumer protection litigation.

Kaplan Fox has three primary litigation practice areas (antitrust, securities, and consumer protection), and is a leader in all three. To date, we have recovered more than **\$5 billion** for our clients and classes. The following describes Kaplan Fox's major practice areas, its most significant recoveries and its key personnel.

Antitrust Litigation

Kaplan Fox has long been at the forefront of significant private antitrust actions, and we have been appointed by courts as lead counsel or member of an executive committee for plaintiffs in some of the largest antitrust cases throughout the United States. Current members of the firm have argued some of the most significant antitrust decisions in recent years before numerous federal appellate courts. For example, Robert Kaplan argued the

appeal in **In re Flat Glass Antitrust Litigation**, 385 F.3d 350 (3d Cir. 2004), and Greg Arenson argued the appeal in **In re High Fructose Corn Syrup Antitrust Litigation**, 295 F.3d 651 (7th Cir. 2002). In a recent survey of defense counsel, in-house attorneys and individuals involved in the civil justice reform movement, both of these Kaplan Fox lawyers were named among the 75 best plaintiffs' lawyers in the country based on their expertise and influence.

Over the years, Kaplan Fox has recovered over **\$2 billion** for our clients in antitrust cases. Some of the larger more recent antitrust recoveries include:

In re Neurontin Antitrust Litigation, MDL No. 1479, Master File No. 02-1390 (D.N.J.) (\$190 million settlement preliminarily approved and awaiting final approval)

In re High Fructose Corn Syrup Antitrust Litigation, MDL No. 1087, Master File No. 95-1477 (C.D. Ill.) (\$531 million recovered)

In re Brand Name Prescription Drugs Antitrust Litigation, MDL No. 997 (N.D. Ill.) (over \$720 million recovered)

In re Infant Formula Antitrust Litigation, MDL No. 878 (N.D. Fla.) (\$126 million recovered)

In re Flat Glass Antitrust Litigation, MDL No. 1200 (W.D. Pa.) (over \$122 million recovered)

In re Hydrogen Peroxide Antitrust Litigation, MDL No. 1682 (E.D. Pa.) (\$97 million recovered)

In re Air Cargo Shipping Services Antitrust Litigation, MDL No. 1775 (E.D.N.Y.) (over \$800 million recovered to date in this currently-pending case)

In re Plastics Additives Antitrust Litigation, 03-CV-1898 (E.D. Pa.) (\$46.8 million recovered)

In re Medical X-Ray Film Antitrust Litigation, CV 93-5904 (E.D.N.Y.) (\$39.6 million recovered)

In re NBR Antitrust Litigation, MDL No. 1684 (E.D. Pa.) (\$34.3 million recovered)

Securities Litigation

Over the past 35 years, Kaplan Fox has been a leader in prosecuting corporate fraud, ranging from cases of accounting fraud to those involving complex financial instruments. Since the passage of the Private Securities Litigation Reform Act in 1995, Kaplan Fox has emerged as one of the foremost securities litigation firms representing institutional investors of all sizes, including many of the world's largest public pension funds.

Kaplan Fox was named by Portfolio Media's *Law360* as one of the top five plaintiffs'-side securities litigation firms for 2009. This selection was based, in part, on the firm's representation of public pension funds in high-profile and complex securities class actions including *In re Fannie Mae Securities Litigation* (where the firm represents the Tennessee Consolidated Retirement System), *In re Merrill Lynch & Co., Inc. Securities, Derivative & ERISA Litigation*, *In re Bank of America Corp. Sec., ERISA & Derivative Litigation* and *In re Ambac Financial Group, Inc. Securities Litigation*. Some of the firm's most significant securities recoveries are listed below:

In re Bank of America Corp. Securities, Derivative, and ERISA Litigation, MDL No. 2058 (S.D.N.Y.) (\$2.425 billion recovered)

In re Merrill Lynch & Co., Inc. Securities Litigation, Master File No. 07-CV-9633 (JSR) (S.D.N.Y.) (\$475 million recovered)

In re 3Com Securities Litigation, No. C-97-21083-EAI (N.D. Ca) (\$259 million recovered)

In re MicroStrategy Securities Litigation, No. CV-00-473-A (E.D. Va.) (\$155 million recovered)

AOL Time Warner Cases I & II (Opt-Out) Nos. 4322 & 4325 (Cal. State Court, LA County) (\$140 million recovered)

In re Informix Securities Litigation, C-97-129-CRB (N.D. Cal.) (\$136.5 million recovered)

In re Xcel Energy, Inc. Securities Litigation, Master File No. 02-CV-2677-DSD (D. Minn.) (\$80 million recovered)

In re Elan Corporation Securities Litigation, No. 02-CV-0865-RMB (S.D.N.Y.) (\$75 million recovered)

Barry Van Roden, et al. v. Genzyme Corp., et al., No. 03-CV-4014-LLS (S.D.N.Y.) (\$64 million recovered)

In re Sequenom, Inc. Securities Litigation, No. 09-cv-921 (S.D. Cal.) (\$57 million recovered)

Consumer Protection and Data Privacy Litigation

The Consumer Protection Practice is headquartered in Kaplan Fox's San Francisco office and is led by Laurence King, an experienced trial lawyer and former prosecutor. Kaplan Fox's consumer protection attorneys have represented victims of a broad array of misconduct in the manufacturing, testing, marketing and sale of a variety of products and services, and have regularly been appointed as lead or co-lead counsel, or as a member of a committee of plaintiffs' counsel, in consumer protection actions by courts throughout the nation. Among the firm's successes in consumer-protection litigation are the **Baycol Products Litigation**, MDL No. 1431-MJD/JGL (D. Minn.), where the Kaplan Fox served on the plaintiffs' steering committee in a case resulting in recovery of over \$350 million to victims of defective drugs, and **In re Providian Financial Corp. Credit Card Terms Litigation**, (JCCP 4085)(Cal. Super. Ct., S.F. Cty.)/MDL No. 1301-

WY (E.D. Pa.), where the firm was co-lead counsel in litigation related to fraudulent business practices that resulted in over \$100 million in recovery for a class of consumers.

Kaplan Fox is also an emerging leader in data privacy litigation, including data breach cases (where a company fails to adequately safeguard personal data) and tracking cases (where a company unlawfully intercepts or gathers data). The firm successfully prosecuted one of very first online data breach cases, **Syran v. LexisNexis Group**, No. 05-cv-0909 (S.D. Cal.), and is the court-appointed liaison counsel in a pending data breach case against LinkedIn (**In re: LinkedIn User Privacy Litigation**, 12-cv-3088-EJD (N.D. Cal.)). The firm is also a leader in the even newer field of email and internet tracking litigation, with cases currently pending against Facebook (**In re: Facebook Internet Tracking Litigation**, 5:12-md-02314-EJD (N.D. Cal.)), online advertiser PulsePoint, Inc. (**Mount v. PulsePoint, Inc.**, No. 13-cv-6592 (S.D.N.Y.)) and Yahoo!, Inc., where the firm was recently appointed as co-lead counsel (**In re: Yahoo Mail Litigation**, 5:13-cv-04980-LHK (N.D. Cal.))

ATTORNEY BIOGRAPHIES

PARTNERS

ROBERT N. KAPLAN is widely recognized as a leading antitrust litigator, and has led the prosecution of numerous antitrust class actions in the 43 years since he joined Kaplan Fox in 1971. Mr. Kaplan, who has also earned a reputation as a leading litigator in securities fraud class actions, honed his litigation skills as a trial attorney with the Antitrust Division of the Department of Justice. There, he gained significant experience litigating both civil and criminal actions. He also served as law clerk to the Hon. Sylvester J. Ryan, then Chief Judge of the U.S. District Court for the Southern District of New York.

Mr. Kaplan's published articles include: "Supreme Court Divide Hampers Nearly All Class Actions," *Law360*, January 2014, "Complaint and Discovery In Securities Cases," *Trial*, April 1987; "Franchise Statutes and Rules," *Westchester Bar Topics*, Winter 1983; "Roots Under Attack: *Alexander v. Haley* and *Courlander v. Haley*," *Communications and the Law*, July 1979; and "Israeli Antitrust Policy and Practice," *Record of the Association of the Bar*, May 1971.

In addition, Mr. Kaplan served as an acting judge of the City Court for the City of Rye, N.Y., from 1990 to 1993.

Mr. Kaplan sits on the boards of several community organizations, including the Board of Directors of the Carver Center in Port Chester, N.Y., and is a member of the Dana Farber Visiting Committee Thoracic Oncology.

Education:

- B.A., Williams College (1961)
- J.D., Columbia University Law School (1964)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1964)
- Bar of the District of Columbia (2013)
- U.S. Supreme Court
- U.S. Courts of Appeals for the Second, Third, Seventh, Ninth, and Eleventh Circuits

- U.S. District Courts for the Southern, Eastern, and Northern Districts of New York, the Central District of Illinois, and the District of Arizona

Professional Affiliations:

- Committee to Support the Antitrust Laws (past President)
- National Association of Securities and Commercial Law Attorneys (past President)
- Advisory Group of the U.S. District Court for the Eastern District of New York
- American Bar Association
- Association of Trial Lawyers of America (Chairman, Commercial Litigation Section, 1985-86)
- Association of the Bar of the City of New York (served on the Trade Regulation Committee; Committee on Federal Courts)

Mr. Kaplan can be reached by email at: RKaplan@kaplanfox.com

FREDERIC S. FOX first associated with Kaplan Fox in 1984, and became a partner in the firm in 1991. He has concentrated his work in the area of class action litigation. Mr. Fox has played important roles in many major class action cases. He was one of the lead trial lawyers in two recent securities class actions, one of which was the first case tried to verdict under the Private Securities Litigation Reform Act of 1995.

Mr. Fox currently represents institutional clients in pending securities litigation involving Fannie Mae, where the firm represents the Tennessee Consolidated Retirement System, and actions brought by the firm's institutional clients against Credit Suisse. Mr. Fox has represented many institutional investors, including governmental entities in both class actions and individual litigation. Mr. Fox served as lead counsel in securities litigation brought on behalf of major public pension funds in *In re Bank of America Corp. Securities, Derivative, and ERISA Litigation* (S.D.N.Y.), a case arising out of Bank of America's acquisition of Merrill Lynch that has settled for \$2.425 billion, and represented institutional investors in *In re Merrill Lynch & Co., Inc. Securities, Derivative & ERISA Litigation*, which settled for \$475 million. Mr. Fox also served as lead counsel in *In re Merrill Lynch Research Reports Securities Litigation* (S.D.N.Y.) (arising from analyst

reports issued by Henry Blodget, settled for \$125 million) and *In re Salomon Analyst Williams Litigation* (S.D.N.Y.) and *In re Salomon Focal Litigation* (S.D.N.Y.) (both actions stemming from analyst reports issued by Jack Grubman, which settled for a combined \$25.5 million). Mr. Fox is a frequent speaker and panelist in both the U.S. and abroad on a variety of topics including securities litigation and corporate governance.

Mr. Fox is listed in the current editions of New York *Super Lawyers* and is recognized in Benchmark Litigation 2010 as a New York “Litigation Star.”

Mr. Fox is the author of “Current Issues and Strategies in Discovery in Securities Litigation,” ATLA, 1989 Reference Material; “Securities Litigation: Updates and Strategies,” ATLA, 1990 Reference Material; and “Contributory Trademark Infringement: The Legal Standard after *Inwood Laboratories, Inc. v. Ives Laboratories*,” *University of Bridgeport Law Review*, Vol. 4, No. 2.

During law school, Mr. Fox was the Notes and Comments Editor of the *University of Bridgeport Law Review*.

Education:

- B.A., Queens College (1981)
- J.D., Bridgeport School of Law (1984)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1985)
- U.S. Courts of Appeals for the Fourth, Fifth, and Sixth Circuits
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations:

- American Bar Association
- Association of the Bar of the City of New York
- Association of Trial Lawyers of America (Chairman, Commercial Law Section, 1991-92)

Mr. Fox can be reached by email at: FFox@kaplanfox.com

RICHARD J. KILSHEIMER first associated with Kaplan Fox in 1976 and became a partner in the firm in 1983. His practice is concentrated in the area of antitrust litigation. During his career, Mr. Kilsheimer has played significant roles in a number of the largest

and most successful antitrust class actions in the country. He is currently serving as co-lead counsel for plaintiffs in several pending antitrust cases, including *In re Neurontin Antitrust Litigation*, MDL No. 1479, Master File No. 02-1390 (D.N.J.), a delayed-generic entry case against Pfizer and Warner-Lambert which recently received preliminary approval for a \$190 million settlement after 12 years of litigation. He also practices in the areas of securities fraud and commercial litigation.

In December 2007, Mr. Kilsheimer was a speaker on the subject “Elevated Standards of Proof and Pleading: Implications of *Twombly* and *Daubert*” at the American Antitrust Institute Symposium on the Future of Private Antitrust Enforcement held in Washington, D.C. Mr. Kilsheimer has also served on the Antitrust and Trade Regulation Committee of the Association of the Bar of the City of New York (2004-2007).

Prior to joining the firm, Mr. Kilsheimer served as law clerk to the Hon. Lloyd F. MacMahon (1975-76), formerly Chief Judge of the U.S. District Court for the Southern District of New York.

Mr. Kilsheimer is co-author of “Secondary Liability Developments,” ABA Litigation Section, Subcommittee on Secondary Liability, 1991-1994.

Education:

- A.B., University of Notre Dame (1972)
- J.D., *cum laude*, St. John's University (1975)

Bar Affiliations and Court Admissions:

- State of New York (1976)
- U.S. Courts of Appeal for the Second (1983), Third (2002), Sixth (2002) and D.C. (2005) Circuits
- U.S. District Courts for the Southern and Eastern Districts of New York (1976) and the Northern District of Indiana (1987)

Professional Affiliations:

- Association of the Bar of the City of New York (Member: Antitrust and Trade Regulation Committee (2004-2007))
- Federal Bar Council
- Committee to Support the Antitrust Laws

Mr. Kilsheimer can be reached by email at: RKilsheimer@kaplanfox.com

GREGORY K. ARENSON is a seasoned business litigator with experience representing clients in a variety of areas, including antitrust, securities, and employee termination. His economics background has provided a foundation for his recognized expertise in handling complex economic issues in antitrust cases, both as to class certification and on the merits. He argued the appeals in *In re High Fructose Corn Syrup Antitrust Litig.*, 295 F.3d 651 (7th Cir. 2002), and *In re Hydrogen Peroxide Antitrust Litig.*, 552 F.3d 305 (3d Cir. 2009).

Mr. Arenson has been a partner in the firm since 1993. Prior to joining Kaplan Fox, Mr. Arenson was a partner with Proskauer Rose. Earlier in his career, he was a partner with Schwartz Klink & Schreiber, and an associate with Rudnick & Wolfe (now DLA Piper).

Mr. Arenson writes frequently on discovery issues and the use of experts. His published articles include: "Rule 8 (a)(2) After *Twombly*: Has There Been a Plausible Change?" 14 NY LITIGATOR 23 (2009); "Report on Proposed Federal Rule of Evidence 502," 12 NY LITIGATOR 49 (2007); "Report: Treating the Federal Government Like Any Other Person: Toward a Consistent Application of Rule 45," 12 NY LITIGATOR 35 (2007); "Report of the Commercial and Federal Litigation Section on the Lawsuit Abuse Reduction Act of 2005," 11 NY LITIGATOR 26 (2006); "Report Seeking To Require Party Witnesses Located Out-Of-State Outside 100 Miles To Appear At Trial Is Not A Compelling Request," 11 NY LITIGATOR 41 (2006); "Eliminating a Trap for the Unwary: A Proposed Revision of Federal Rule of Civil Procedure 50," 9 NY LITIGATOR 67 (2004); "Committee Report on Rule 30(b)(6)," 9 NY LITIGATOR 72 (2004); "Who Should Bear the Burden of Producing Electronic Information?" 7 FEDERAL DISCOVERY NEWS, No. 5, at 3 (April 2001); "Work Product vs. Expert Disclosure – No One Wins," 6 FEDERAL DISCOVERY NEWS, No. 9, at 3 (August 2000); "Practice Tip: Reviewing Deposition Transcripts," 6 FEDERAL DISCOVERY NEWS, No. 5, at 13 (April 2000); "The Civil Procedure Rules: No More Fishing Expeditions," 5 FEDERAL DISCOVERY NEWS, No. 9, at 3 (August 1999); "The Good, the Bad and the Unnecessary: Comments on the Proposed Changes to the Federal Civil Discovery Rules," 4 NY LITIGATOR 30 (1998); and "The Search for Reliable Expertise: Comments on Proposed Amendments to the Federal Rules of Evidence," 4 NY LITIGATOR 24 (1998). He was co-editor of FEDERAL RULES OF CIVIL PROCEDURE, 1993 AMENDMENTS, A PRACTICAL GUIDE,

published by the New York State Bar Association; and a co-author of "Report on the Application of Statutes of Limitation in Federal Litigation," 53 ALBANY LAW REVIEW 3 (1988).

Mr. Arenson's *pro bono* activities include being vice chair of the New York State Bar Association Commercial and Federal Litigation Section; a co-chair of the New York State Bar Association Task Force on the State of Our Courthouses, whose report was approved by the New York State Bar Association House of Delegates on June 20, 2009; a member of the New York State Bar Association Special Committee on Standards for Pleadings in Federal Litigation, whose report was approved New York State Bar Association House of Delegates on June 19, 2010; and a member of the New York State Bar Association Special Committee on Discovery and Case Management in Federal Litigation, whose Interim Report on Preservation and Spoliation was adopted by the Executive Committee of the New York State Bar Association on July 15, 2011. He is a member of The Sedona Conference® Working Group 1 on Electronic Document Retention and Production. He also serves as a mediator in the U.S. District Court for the Southern District of New York. In addition, he is an active alumnus of the Massachusetts Institute of Technology, having served as a member of the Corporation, a member of the Corporation Development Committee, vice president of the Association of Alumni/ae, and member of the Alumni/ae Fund Board (of which he was a past chair).

Education:

- S.B., Massachusetts Institute of Technology (1971)
- J.D., University of Chicago (1975)

Bar Affiliations and Court Admissions:

- Bar of the State of Illinois (1975)
- Bar of the State of New York (1978)
- U.S. Supreme Court
- U.S. Courts of Appeals for the Second, Third and Seventh Circuits
- U.S. District Courts for the Northern and Central Districts of Illinois, and the Southern and Eastern Districts of New York
- U.S. Tax Court

Professional Affiliations:

- New York State Bar Association, Commercial and Federal Litigation Section, Vice-Chair (2011-12), and Committee on Federal Procedure (Chairman since 1997)
- New York State Bar Association, Task Force on the State of Our Courthouses, Co-Chair
- New York State Bar Association, Special Committee on Discovery and Case Management in Federal Litigation (2010- present)
- New York State Bar Association, Special Committee on Standards for Pleadings in Federal Litigation (2008-09)
- Association of the Bar of the City of New York
- American Bar Association
- The Sedona Conference® Working Group 1 on Electronic Document Retention and Production
- Member, Advisory Board, FEDERAL DISCOVERY NEWS (1999 – present)

Mr. Arenson can be reached by email at: GArenson@kaplanfox.com

LAURENCE D. KING first associated with Kaplan Fox in 1994, and became a partner in the firm's New York office in 1998. In 2000, Mr. King relocated to San Francisco to open the firm's first West Coast office, and is now partner-in-charge of the Kaplan Fox's San Francisco and Los Angeles offices.

Mr. King practices primarily in the areas of consumer protection litigation and securities litigation, the latter with an emphasis on institutional investor representation. In both of these practice areas, he has played a substantial role in cases that have resulted in some of the largest recoveries ever obtained by Kaplan Fox, including *In re Bank of America Corp. Securities, Derivative, and ERISA Litigation* (S.D.N.Y.), *In re Baycol Products Litigation* (E.D. Pa.), *In re 3Com Securities Litigation* (N.D. Cal.), *In re Informix Securities Litigation* (N.D. Cal.), *AOL Time Warner Cases I & II* (Ca. Super. Ct., L.A. Cty.) and *Providian Credit Card Cases* (Ca. Super. Ct., S.F. Cty.).

An experienced trial lawyer, prior to joining Kaplan Fox Mr. King served as an assistant district attorney under the legendary Robert Morgenthau in the Manhattan District Attorney's office, where he tried numerous felony prosecutions to a jury verdict.

At Kaplan Fox, he was a member of the trial team for two securities class actions tried to verdict, *In re Biogen Securities Litigation* (D. Mass.) and *In re Health Management Securities Litigation* (E.D.N.Y.). Mr. King has also participated in trial preparation for numerous other cases in which favorable settlements were achieved for our clients on or near the eve of trial.

Mr. King was selected by his peers as a Northern California *Super Lawyer* in 2012 and 2013, and from 2011-13, he served as a Vice-Chair, and then as Co-Chair, of the American Association for Justice's Class Action Litigation Group.

Education:

- B.S., Wharton School of the University of Pennsylvania (1985)
- J.D., Fordham University School of Law (1988)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1989)
- Bar of the State of California (2000)
- U.S. District Courts for the District of New Jersey, the Eastern District of Pennsylvania, the Southern and Eastern Districts of New York, and the Northern, Central and Southern Districts of California

Professional Affiliations:

- Bar Association of San Francisco
- American Bar Association
- American Association for Justice
- San Francisco Trial Lawyers' Association
- American Business Trial Lawyers

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JOEL B. STRAUSS first associated with Kaplan Fox in 1992, and became a partner of the firm in 1999. He practices in the area of securities and consumer fraud class action litigation, with a special emphasis on accounting and auditing issues.

Prior to joining Kaplan Fox, Mr. Strauss served as a senior auditor with one of the former "Big Eight" accounting firms. Combining his accounting background and legal skills, he has played a critical role in successfully prosecuting numerous securities class

actions across the country on behalf of shareholders. Mr. Strauss was one of the lead trial lawyers for the plaintiffs in the first case to go to trial and verdict under the Private Securities Litigation Reform Act of 1995.

More recently Mr. Strauss has been involved in representing the firm's institutional clients in the following securities class actions, among others: *In re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation* (S.D.N.Y.) (\$475 million settlement); *In re Credit Suisse-AOL Securities Litigation* (D. Mass.); and *In re Prestige Brands Holdings Inc. Securities Litigation* (S.D.N.Y.). He has also recently served as lead counsel for lead plaintiffs in *In re OCA, Inc. Securities Litigation* (E.D. La., \$6.5 million settlement) and *In re Proquest Company Securities Litigation* (E.D. Mich., \$20 million settlement).

Although currently practicing exclusively in the area of law, Mr. Strauss is a licensed Certified Public Accountant in the State of New York.

Mr. Strauss has also been a guest lecturer on the topics of securities litigation, auditors' liability and class actions for seminars sponsored by the Practising Law Institute and the Association of the Bar of the City of New York.

Education:

- B.A., Yeshiva University (1986)
- J.D., Benjamin N. Cardozo School of Law (1992)

Bar Affiliations and Court Admissions:

- Bar of the State of New Jersey
- Bar of the State of New York
- U.S. District Courts for the Southern and Eastern Districts of New York and the District of New Jersey
- U.S. Court of Appeals for the Third Circuit

Professional Affiliations:

- American Bar Association (member, Litigation Section, Rule 23 Subcommittee)
- Association of the Bar of the City of New York
- New York State Bar Association
- American Institute of Certified Public Accountants

Mr. Strauss can be reached by email at: JStrauss@kaplanfox.com

HAE SUNG NAM first associated with Kaplan Fox in 1999 and became a partner in the firm in 2005. She practices in the areas of securities and antitrust litigation, mainly focusing in the firm's securities practice.

Since joining the firm, Ms. Nam has been involved in all aspects of securities practice, including case analysis for the firm's institutional investor clients as well as being a key member of the litigation team representing a number of institutional clients in securities litigation. She is currently part of the team prosecuting securities claims against Bank of America Corporation, Fannie Mae and Ambac Financial Group, Inc. She also has a focus in prosecuting opt-out actions on behalf of the firm's clients and has played a significant role in *AOL Time Warner Cases I & II* (Ca. Sup. Ct., L.A. Cty.) and *State Treasurer of the State of Michigan v. Tyco International, Ltd., et al.* The recoveries for the Firm's institutional clients in both of these cases were multiples of what they would have received had they remained members of the class action.

Prior to joining Kaplan Fox, Ms. Nam was an associate with Kronish Lieb Weiner & Hellman LLP, where she trained as transactional attorney in general corporate securities law and mergers and acquisitions.

Ms. Nam graduated, *magna cum laude*, with a dual degree in political science and public relations from Syracuse University's Maxwell School and S.I. Newhouse School of Public Communications. Ms. Nam obtained her law degree, with honors, from George Washington University Law School. During law school, Ms. Nam was a member of the George Washington University Law Review. She is the author of a case note, "Radio – Inconsistent Application Rule," 64 Geo. Wash. L. Rev. (1996). In addition, she also served as an intern for the U.S. Department of Justice, Antitrust Division.

Education:

- B.A., *magna cum laude*, Syracuse University (1994)
- J.D., with honors, George Washington University School of Law (1997)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1998)
- U.S. District Court for the Eastern District of Wisconsin

Professional Affiliations:

- New York State Bar Association

- American Bar Association

Ms. Nam can be reached by email at: HNam@kaplanfox.com

DONALD R. HALL has been associated with Kaplan Fox since 1998, and became a partner of the firm in 2005. He practices in the areas of securities, antitrust and consumer protection litigation. Mr. Hall is actively involved in maintaining and establishing the firm's relationship with institutional investors and oversees the Portfolio Monitoring and Case Evaluation Program for the firm's numerous institutional investors.

Mr. Hall currently represents a number of the firm's institutional investor clients in securities litigation actions, including representing the Tennessee Consolidated Retirement System in *In re Fannie Mae 2008 Securities Litigation*. Mr. Hall also represented numerous public pension systems in the *Bank of America* litigation that settled for \$2.425 billion, and he has also represented the firm's institutional clients in *In re Ambac Financial Group, Inc. Securities Litigation*, *In Re Credit Suisse – AOL Securities Litigation*, *In re Merrill Lynch & Co., Inc. Securities, Derivative & ERISA Litigation* (which settled for \$475 million), *In re Majesco Securities Litigation* and *In re Escala Securities Litigation*. Additionally, he was a member of the litigation team in *AOL Time Warner Cases I & II* (Ca. Sup. Ct., L.A. Cty.), an opt-out action brought by institutional investors that settled just weeks before trial. This action, stemming from the 2001 merger of America Online and Time Warner, resulted in a recovery of multiples of what would have been obtained if those investors had remained members of the class action.

Mr. Hall has played a key role in many of the firm's securities and antitrust class actions resulting in substantial recoveries for the firm's clients, including *In re Merrill Lynch Research Reports Securities Litigation* (arising from analyst reports issued by Henry Blodget); *In re Salomon Analyst Williams Litigation* and *In re Salomon Focal Litigation* (both actions stemming from analyst reports issued by Jack Grubman); *In re Flat Glass Antitrust Litigation*; and *In re Compact Disc Antitrust Litigation*.

Mr. Hall graduated from the College of William and Mary in 1995 with a B.A. in Philosophy and obtained his law degree from Fordham University School of Law in 1998. During law school, Mr. Hall was a member of the *Fordham Urban Law Journal* and a member of the Fordham Moot Court Board. He also participated in the Criminal Defense

Clinic, representing criminal defendants in federal and New York State courts on a *pro bono* basis.

Education:

- B.A., College of William and Mary
- J.D., Fordham University School of Law

Bar Affiliations and Court Admissions:

- Bar of the State of Connecticut (2001)
- Bar of the State of New York (2001)
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations:

- American Bar Association
- Association of Trial Lawyers of America
- New York State Bar Association

Mr. Hall can be reached by email at: DHall@kaplanfox.com

JEFFREY P. CAMPISI joined Kaplan Fox in 2004 and became a partner of the firm in 2013. He practices in the area of securities litigation.

Mr. Campisi currently represents state pension funds in pending securities class actions against Monsanto Company (*Rochester Laborers Pension Fund v. Monsanto Company, et al.*) (10cv1380) (E.D. Mo.) and in *In re 2008 Fannie Mae Securities Litigation* (08cv7831) (S.D.N.Y.). He recently represented shareholders in the following securities class actions: *In re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation* (07cv9633) (S.D.N.Y.) (\$475 million settlement); *In re Sequenom, Inc. Securities Litigation* (S.D. Cal.) (09cv921) (\$48 million in cash and stock recovered).

Mr. Campisi served as law clerk for the late Herbert J. Hutton, United States District Court Judge for the Eastern District of Pennsylvania.

Education:

- B.A., *cum laude*, Georgetown University (1996)
- J.D., *summa cum laude*, Villanova University School of Law (2000)
Member of Law Review and Order of the Coif

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2001)
- U.S. District Courts for the Southern and Eastern Districts of New York (2001)

Professional Affiliations:

- American Bar Association
- New York State Bar Association
- American Association for Justice
- Nassau County Bar Association

Mr. Campisi can be reached by email at: jcampisi@kaplanfox.com

MELINDA CAMPBELL became associated with Kaplan Fox in September 2004 and became a partner of the firm in 2013. She practices in the areas of antitrust, securities and other areas of civil litigation.

While attending law school, Ms. Campbell provided *pro bono* legal services to the Philadelphia community through the Civil Practice Clinic of the University of Pennsylvania Law School as well as the Homeless Advocacy Project. She also conducted *pro bono* legal research for the Southern Poverty Law Center.

Education:

- B.A., University of Missouri (2000)
- J.D., University of Pennsylvania Law School (2004)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2005)
- U.S. District Courts for the Southern and Eastern Districts of New York (2006)

Ms. Campbell can be reached by email at: MCampbell@kaplanfox.com

ASSOCIATES

ELANA KATCHER has been associated with Kaplan Fox since July 2007. She practices in the area of complex commercial litigation.

Education:

- B.A. Oberlin College (1994)

- J.D., New York University (2003)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2004)
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations:

- New York State Bar Association
- New York City Bar Association

Ms. Katcher can be reached by email at: ekatcher@kaplanfox.com

MATTHEW P. McCAHILL was associated with Kaplan Fox from 2003 – 2005 and rejoined the firm in 2013 after working on antitrust, insurance and *qui tam* cases at a prominent plaintiffs' firm in Philadelphia, where he was part of the team representing merchants in the nation's largest antitrust class action, *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, MDL No. 1720 (E.D.N.Y.), which settled for over \$6 billion. He practices primarily in antitrust, securities and complex commercial litigation. Mr. McCahill has represented multinational corporations, bankruptcy trustees and non-profit entities in breach of contract and fiduciary duty matters, fraudulent conveyance actions and federal and state eminent domain proceedings. He is currently prosecuting both class and opt-out antitrust actions in the chemicals, transportation (air, rail and ship), construction materials and payment-card industries. Mr. McCahill's *pro bono* work includes representing Army and Marine Corps veterans in benefits proceedings before the U.S. Department of Veterans' Affairs. During law school, Mr. McCahill was a member of the *Fordham Urban Law Journal*.

Education:

- B.A., History, *summa cum laude*, Rutgers College (2000)
- J.D., Fordham Law School (2003)

Bar Affiliations and Court Admissions:

- Bars of the State of New York and the Commonwealth of Pennsylvania
- U.S. District Courts for the Southern and Eastern Districts of New York and the Eastern District of Pennsylvania
- U.S. Court of Appeals for the Second Circuit

Professional Affiliations:

- New York State Bar Association
- American Bar Association
- Association of the Bar of the City of New York

Mr. McCahill can be reached by email at: mmccahill@kaplanfox.com

MARIO M. CHOI is a resident of the San Francisco office of Kaplan Fox and practices in the area of complex civil litigation. Prior to joining the firm in February 2009, Mr. Choi was a litigation associate at Pryor Cashman LLP and a law clerk to the Hon. Richard B. Lowe, III, Justice of the New York Supreme Court, Commercial Division.

Education:

- B.A., Boston University (2000)
- M.A., Columbia University (2001)
- J.D., Northeastern University (2005)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2006)
- Bar of the State of California (2006)
- U.S. District Courts for the Southern District of New York and the Northern, Central, and Southern Districts of California

Professional Affiliations:

- American Bar Association
- Asian American Bar Association – Bay Area
- Bar Association of San Francisco

Mr. Choi can be reached by email at: mchoi@kaplanfox.com

PAMELA MAYER has been associated with Kaplan Fox since February 2009. She practices in the area of securities litigation. Prior to joining Kaplan Fox, Ms. Mayer was a securities investigation and litigation attorney for a multinational investment bank. Utilizing her combined legal and business background, including her M.B.A., Ms. Mayer focuses on the research and analysis of securities claims on behalf of our firm's individual and institutional clients and is dedicated full-time to the firm's Portfolio Monitoring and

Case Evaluation Program. She also has substantial litigation experience in the area of intellectual property.

Education:

- B.S., The University of Rochester
- J.D., The George Washington University
- M.B.A., Finance, The University of Michigan

Bar Affiliations and Court Admissions:

- Bar of the State of New York
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations:

- New York State Bar Association

Ms. Mayer can be reached by email at: pmayer@kaplanfox.com

LAUREN I. DUBICK joined Kaplan Fox in 2013. She practices in the areas of antitrust and securities litigation, as well as complex commercial litigation. Prior to joining Kaplan Fox, Ms. Dubick served as a trial attorney with the Antitrust Division of the United States Department of Justice where she investigated and prosecuted violations of civil and criminal antitrust laws. During her tenure at the Justice Department, Ms. Dubick played significant roles on some of the Division's largest investigations and litigations and led two software merger investigations.

Ms. Dubick also served as a Special Assistant U.S. Attorney in the Eastern District of Virginia where she gained substantial trial experience prosecuting white collar crimes and other offenses. During that time, she first-chaired two trials, both of which led to verdicts for the government. Earlier in Ms. Dubick's career, she clerked for the late Hon. Ann Aldrich of the U.S. District Court for the Northern District of Ohio.

Ms. Dubick, who prior to law school spent several years working in software and new media, has been a guest lecturer on judicial discretion and co-authored an article on consumer protection, "*Perspective on Marketing, Self-Regulation and Childhood Obesity: FTC and HHS Call on Industry to Market More Responsibly*," 13.2 *American Bar Association Consumer Protection Update* 19 (2006).

Education:

- B.A., *cum laude*, Harvard College (2000)
- J.D., *magna cum laude*, The Ohio State University Moritz College of Law (2007), Editor of *The Ohio State Law Review* and Member of the Order of the Coif

Bar Affiliations and Court Admissions:

- Bar of the State of Ohio (2007)
- Bar of the State of New York (2013)
- U.S. Court of Appeals for the Fourth Circuit
- U.S. District Courts for the Southern and Eastern Districts of New York

Ms. Dubick can be reached by email at: ldubick@kaplanfox.com

DAMIEN H. WEINSTEIN has been associated with Kaplan Fox since September 2011. He practices in the areas of securities, antitrust, and other areas of civil litigation. During law school, Mr. Weinstein was an Associate Editor on both the *Fordham Law Review* and Moot Court programs.

Education:

- B.A., *summa cum laude*, University of Massachusetts – Amherst (2007)
- J.D., *cum laude*, Fordham University School of Law (2011)

Bar Affiliations and Court Admissions:

- Bar of the State of New Jersey (2011)
- Bar of the State of New York (2012)
- U.S. District Courts for the Southern and Eastern Districts of New York

Mr. Weinstein can be reached by email at: dweinstein@kaplanfox.com

OF COUNSEL

GARY L. SPECKS practices primarily in the area of complex antitrust litigation. He has represented plaintiffs and class representatives at all levels of litigation, including appeals to the U.S. Courts of Appeals and the U.S. Supreme Court. In addition, Mr. Specks has represented clients in complex federal securities litigation, fraud litigation,

civil RICO litigation, and a variety of commercial litigation matters. Mr. Specks is resident in the firm's Chicago office.

In 1983, Mr. Specks served as special assistant attorney general on antitrust matters to Hon. Neil F. Hartigan, then Attorney General of the State of Illinois.

Education:

- B.A., Northwestern University (1972)
- J.D., DePaul University College of Law (1975)

Bar Affiliations and Court Admissions:

- Bar of the State of Illinois (1975)
- U.S. Courts of Appeals for the Third, Fifth, Seventh, Ninth and Tenth Circuits
- U.S. District Court for the Northern District of Illinois

Professional Affiliations:

- American Bar Association
- Illinois Bar Association
- Chicago Bar Association

Mr. Specks can be reached by email at: GSpecks@kaplanfox.com

W. MARK MCNAIR practices in the area of securities litigation with a special emphasis on institutional investor involvement. He associated with the firm in 2003, and is resident in Washington, D.C. Prior to entering private practice, he was an attorney at the Securities and Exchange Commission and the Municipal Securities Rulemaking Board.

Education:

- B.A. with honors, University of Texas at Austin (1972)
- J.D. University of Texas at Austin (1975)
- L.L.M. (Securities) Georgetown University (1989)

Mr. McNair can be reached at MMcnair@kaplanfox.com

LINDA M. FONG practices in the areas of general business and consumer protection class action litigation. She has been associated with Kaplan Fox since 2001,

and is resident in the firm's San Francisco office. Ms. Fong served on the Board of the San Francisco Trial Lawyers Association from 2000 to 2011. She was selected for inclusion on the Northern California *Super Lawyers* list for 2011 through 2013.

Education:

- J.D., University of San Francisco School of Law (1985)
- B.S., with honors, University of California, Davis
- Elementary Teaching Credential, University of California, Berkeley

Bar Affiliations and Court Admissions:

- Bar of the State of California (1986)
- U.S. District Courts for the Northern, Southern and Eastern Districts of California
- U.S. Court of Appeals for the Ninth Circuit

Professional Affiliations:

- San Francisco Trial Lawyers Association
- Asian American Bar Association
- American Association for Justice

Awards:

- Presidential Award of Merit, Consumer Attorneys of California

Ms. Fong can be reached by email at: lfong@kaplanfox.com

WILLIAM J. PINILIS practices in the areas of commercial, consumer and securities class action litigation. He has been associated with Kaplan Fox since 1999, and is resident in the firm's New Jersey office.

In addition to his work at the firm, Mr. Pinilis has served as an adjunct professor at Seton Hall School of Law since 1995, and is a lecturer for the New Jersey Institute for Continuing Legal Education. He has lectured on consumer fraud litigation and regularly teaches the mandatory continuing legal education course Civil Trial Preparation.

Mr. Pinilis is the author of "Work-Product Privilege Doctrine Clarified," *New Jersey Lawyer*, Aug. 2, 1999; "Consumer Fraud Act Permits Private Enforcement," *New Jersey Law Journal*, Aug. 23, 1993; "Lawyer-Politicians Should Be Sanctioned for Jeering Judges," *New Jersey Law Journal*, July 1, 1996; "No Complaint, No Memo – No Whistle-

Blower Suit,” *New Jersey Law Journal*, Sept. 16, 1996; and “The *Lampf* Decision: An appropriate Period of Limitations?” *New Jersey Trial Lawyer*, May 1992.

Education:

- B.A., Hobart College (1989)
- J.D., Benjamin Cardozo School of Law (1992)

Bar Affiliations and Court Admissions:

- Bar of the State of New Jersey (1992)
- Bar of the State of New York (1993)
- U.S. District Courts for the District of New Jersey, and the Southern and Eastern Districts of New York

Professional Affiliations:

- Morris County Bar Association
- New Jersey Bar Association
- Graduate, Brennan Inn of Court

Mr. Pinilis can be reached by email at: WPinilis@kaplanfox.com

JUSTIN B. FARAR joined Kaplan Fox in March 2008 and is located in our Los Angeles office. He practices in the area of securities and antitrust litigation with a special emphasis on institutional investor involvement. Prior to joining the firm, Mr. Farar was a litigation associate at O’Melveny & Myers, LLP and clerked for the Honorable Kim McLane Wardlaw on the Ninth Circuit Court of Appeals. Mr. Farar also currently serves as a Commissioner to the Los Angeles Convention and Exhibition Authority.

Education:

- J.D., Order of the Coif, University of Southern California Law School (2000)
- B.A., with honors, University of California, San Diego

Bar Affiliations and Court Admissions:

- Bar of the State of California (2000)
- U.S. Court of Appeals for the Ninth Circuit (2000)
- U.S. District Court for the Central of California (2000)

Awards:

- The American Society of Composers, Authors and Publishers' Nathan Burkan Award Winner, 2000 for article titled "Is the Fair Use Defense Outdated?"

Mr. Farar can be reached by email at: JFarar@kaplanfox.com

DAVID STRAITE joined Kaplan Fox in 2013. He focuses on securities, corporate governance, hedge fund, antitrust and digital privacy litigation and is resident in the firm's New York office. Prior to joining the firm, Mr. Straite helped launch the U.S. offices of London-based Stewarts Law LLP, where he was the global head of investor protection litigation, the partner in residence in New York, and a member of the U.S. executive committee. He also worked in the Delaware office of Grant & Eisenhofer and the New York office of Skadden Arps.

Mr. Straite is a frequent speaker and panelist in the U.S. and abroad. Most recently, he spoke on the hedge fund panel at the February 6, 2013 meeting of the National Association of Public Pension Attorneys in Washington, D.C. ("*Structuring Investments – Do I Get to Go to the Cayman Islands?*"); debated the General Counsel of Meetup, Inc. during 2013 Social Media Week ("*David vs. Goliath: the Global Fight for Digital Privacy*"); and gave a guest lecture on the Legal Talk Network's "Digital Detectives" podcast. He has also been interviewed by media outlets in the U.S., Israel and Britain about a variety of legal issues.

Mr. Straite's recent work includes representing investors in the Harbinger Capital hedge fund litigation and the Citigroup CSO hedge fund litigation in New York federal court; pursuing digital privacy claims as court-appointed co-lead counsel in *In re: Facebook Internet Tracking Litigation* in California and *In re: Google Inc. Cookie Placement Consumer Privacy Litigation* in Delaware; pursuing corporate governance claims in Delaware Chancery Court in *In re: Molycorp Derivative Litigation*; and helping to develop the first multi-claimant test of the U.K.'s new prospectus liability statute in a case against the Royal Bank of Scotland in the English courts. Mr. Straite also authored *Netherlands: Amsterdam Court of Appeal Approves Groundbreaking Global Settlements Under the Dutch Act on the Collective Settlement of Mass Claims*, in The International Lawyer's annual "International Legal Developments in Review" (2009), co-authored *Google and the Digital Privacy Perfect Storm* in the E-Commerce Law Reports (U.K.)

(2013), and was a contributing author for Maher M. Dabbah & K.P.E. Lasok, QC, Merger Control Worldwide (2005).

Education:

- B.A., Tulane University, Murphy Institute of Political Economy (1993)
- J.D., *magna cum laude*, Villanova University School of Law (1996), Managing Editor, Law Review and Order of the Coif

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2000)
- Bar of the State of Delaware (2009)
- Bar of the Commonwealth of Pennsylvania (1996)
- Bar of the State of New Jersey (1996)
- Bar of the District of Columbia (2008)
- U.S. District Courts for the Southern and Eastern Districts of New York, Eastern District of Pennsylvania and the District of Delaware
- U.S. Court of Appeals for the Third Circuit

Professional Affiliations:

- American Bar Association (Section of Litigation and Section of International Law)
- Delaware Bar Association
- New York American Inn of Court (Master of the Bench)
- Royal Society of St. George (Delaware Chapter)
- Internet Society

Mr. Straite can be reached by email at: dstraite@kaplanfox.com

DEIRDRE A. RONEY joined the San Francisco office of Kaplan Fox as Of Counsel in 2013. Ms. Roney's focus is in the area of institutional investor participation in securities litigation.

Prior to joining Kaplan Fox, Ms. Roney represented governmental entities in public finance and public-private partnership transactions as an associate at Hawkins, Delafield & Wood in New York. Before that, she served as a law clerk in the U.S. Court of International Trade and a trial attorney for the U.S. Federal Maritime Commission.

Education:

- J.D., George Washington University School of Law (2003)

Bar Affiliations and Court Admissions:

- Bar of the State of New York
- Bar of the State of California

Ms. Roney can be reached by email at: droney@kaplanfox.com

GEORGE F. HRITZ joined Kaplan Fox in 2014. He has extensive experience in both New York and Washington D.C. handling sophisticated litigation, arbitration and other disputes for well-known corporate clients and providing crisis management and business-oriented legal and strategic advice to a broad range of U.S. and international clients, including those with small or no U.S. legal departments, often acting as de facto U.S. general counsel. Mr. Hritz has tried, managed and otherwise resolved large-scale matters for major financial and high-tech institutions and others in numerous venues throughout the U.S. and overseas. While he never hesitates to take matters to trial, he regularly looks for solutions that go beyond expensive victories. He has had great success in resolving disputes creatively by effectively achieving consensus among all of the parties involved, often with considerable savings for his clients.

Mr. Hritz clerked for a federal district judge in New York and spent his associate years at Cravath, Swaine & Moore, one of the leading business litigation firms in the world. In 1980, Mr. Hritz became one of the seven original partners in Davis, Markel, Dwyer & Edwards, which ultimately grew to over 50 lawyers and became the New York litigation group of Hogan & Hartson, then Washington, D.C.'s oldest major law firm. Since 2011, Mr. Hritz has represented both defendants and plaintiffs in resolving international disputes and provided strategic advice and assisted clients on managing of other counsel, including monitoring law firm and consultant performance and billing.

Education:

- A.B., Princeton University, History (1969)
- J.D., Columbia University School of Law (1973) (Harlan Fiske Stone Scholar)

Bar Affiliations and Court Admissions:

- Bars of the State of New York (1974) and District of Columbia (1978)

- U.S. Supreme Court
- U.S. Courts of Appeals for the Second, Third, Fourth, Eleventh and D.C. Circuits
- U.S. District Courts for the Southern and Eastern Districts of New York and the District of Columbia

Professional Affiliations:

- D.C. Bar Association
- Federal Bar Council (2d Circuit)
- Advisory Group of the U.S. District Court for the Eastern District of New York

Mr. Hritz can be reached by email at: hritz@kaplanfox.com

EXHIBIT

21

CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF JONATHAN D. CLEMENTE, ESQ. ON BEHALF OF
CLEMENTE MUELLER P.A. IN SUPPORT OF DIRECT PURCHASER
CLASS COUNSEL’S MOTION FOR AN AWARD OF ATTORNEYS’ FEES
AND REIMBURSEMENT OF EXPENSES**

I, **JONATHAN D. CLEMENTE, ESQ.**, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a member of the law firm **CLEMENTE MUELLER P.A.** (“CM”). I am submitting this declaration in support of Class Counsel’s motion for

attorney fees and reimbursement of expenses in connection with services rendered by CM in the above-entitled actions. A copy of my firm's resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As Liaison Counsel of record in this case for the Direct Purchaser Plaintiffs, my firm has been integrally involved in many aspects of this litigation since the filing of the Complaint in 2002 (over 12 years ago), including but not limited to appearing in Court for conferences and Motions, reviewing all Court filing on both a substantive level and for compliance with Local Rules and actually signing and filing of all pleadings filed with the Court.

3. Although my firm agreed to perform services as Liaison Counsel for the Direct Purchaser Defendants based on a percentage of the contingency fee agreed to between the Plaintiffs and such Lead Counsel, all attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

4. From the inception of this litigation to the present, my firm expended the total of **658.75** hours in this litigation. The total lodestar for my firm is **\$242,192.24**.

5. The schedule below is a summary of the amount of time spent, from inception through present, by my firms' attorney and its support staff in this

litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by our firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Jonathan D. Clemente	Partner	77.40	\$475	\$36,765.00
Andrea K. Smith	Partner	480.40	\$400	\$192,160.00
Mark A. Clemente	Of Counsel	3.70	\$475	\$1757.50
Richard A. Walsh	Associate	23.40	\$225	\$5,265.00
Matthew H. Mueller	Associate	.80	\$200	\$160.00
Peter B. Phillips	Associate	4.00	\$200	\$800.00
Matthew DeFazio	Paralegal	5.30	\$95	\$503.50
Paralegal	Paralegal	63.75	\$75	\$4,781.25

6. My firm also has incurred a total of **\$4,408.88** in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expencc amount	Date	Description
\$14.50	4/18/2002	Messenger delivery to U.S. District Court
\$150.00	4/18/2002	Filing fee for complaint

\$63.96	9/9/2002	Postage (\$50.46) and messenger delivery (\$13.50) charges re submission of Memorandum in Opposition for Stay
\$60.45	9/9/2002	In-house photocopying charges re submission of memorandum in opposition for stay
\$3.00	9/9/2002	New Jersey Lawyers Service Delivery to Clerk, U.S.D.C.
\$21.98	9/10/2002	Postage (8.48) and messenger delivery (13.50) charges re submission of pro hac vice motion (Attorneys Gerstein and Schwartz)
\$10.40	9/10/2002	In house copying charges re submission of pro hac vice cross motion (attorneys Gerstein and Schwartz)
\$44.00	9/11/2002	Integrity Express (Inv. 8442) messenger delivery to USDC Newark re motion filing
\$18.90	9/17/2002	Total for fax, postage, and copying re notice to all counsel re oral argument at 9/23/2002 motion
\$66.67	9/19/2002	Postage \$30.67; fax \$6.30 & copying \$29.70 costs re forwarding of defendant's consolidate reply memorandum re motion for stay to all plaintiff's counsel
\$12.00	2/24/2003	Messenger to Magistrate Judge Falk, USDC
\$4.55	2/27/2003	Pacer charges re: antitrust litigation
\$4.20	2/4/2008	In-house photocopying for 2/4/08 submission (42 pages @ .10/page)
\$14.08	3/31/2008	Pacer charges re review of online US Court documents - 1/1/08 - 3/31/08
\$31.05	6/12/2008	In-house photocopying of discovery documents (\$3.69) and postage (\$31.05)
\$3.50	8/29/2008	NJ Lawyers Service Delivery to U.S. District Court, Mgst. Judge Shwartz
\$3.50	9/4/2008	NJ Lawyers Service Delivery - United States District Court
\$5.21	9/16/2008	Certified Mail postage to New Jersey Lawyers Fund
\$8.56	9/30/2008	Pacer - online research charges during September 2008
\$11.85	1/5/2009	FedEx overnight delivery to Hon. Patty Shwartz, United States District Court
\$3.50	1/16/2009	NJ Lawyers Service Delivery to Clerk, United States District Court

\$3.50	7/21/2009	NJ Lawyers Service Delivery to United States District Court , Hon. Patty Shwartz USMJ
\$3.50	7/22/2009	NJ Lawyers Service Delivery to Clerk, United States District Court
\$3.50	7/23/2009	NJ Lawyers Service Delivery to United States District Court - Hon. Patty Shwartz
\$3.50	7/28/2009	NJ Lawyers Service Delivery to Clerk, United States District Court
\$13.46	9/22/2009	FedEx overnight delivery to Hon. Faith S. Hochberg, USM, United States District Court
\$3.50	9/25/2009	NJ Lawyers Service Delivery to Clerk, United States District Court
\$81.80	9/28/2009	Copying fee i/c/w filing of Motion to Certify Class (2 sets @ 409 pages/ea.)
\$25.00	9/28/2009	Messenger delivery to Judge Hochberg and Judge Shwartz United States District Court
\$4.51	9/29/2009	Postage for certified mailing to NJ Lawyers Fund
\$3.50	10/27/2009	NJ Lawyers Service Delivery to Hon. Patty Schwartz, USMJ; United States District Court
\$3.50	11/5/2009	NJ Lawyers Service Delivery to Hon. P Shwartz; United States District Court
\$4.34	11/20/2009	Postage for certified mail to New Jersey Lawyers Fund
\$3.50	11/20/2009	NJ Lawyers Service Delivery to Clerk, United States District Court
\$40.50	11/25/2009	In-House copying 81pages, 5 sets
\$14.50	11/25/2009	FedEx overnight delivery to Barry L. Refsink, Esq., Hanglely Aronchick Segal
\$14.50	11/25/2009	FedEx overnight delivery to Hon. Faith S. Hochberg, United States District Court , United States District Court
\$14.50	11/25/2009	FedEx overnight delivery to Clifford H. Aronson Esq., Skadden Arps Slate Meagher
\$11.68	11/25/2009	FedEx overnight delivery to John J. Francis Jr. Esq., Drinker Biddle
\$3.50	12/11/2009	NJ Lawyers Service Delivery to Hon. Patty Schwartz, USMJ, USDC
\$168.60	2/22/2010	In-House copying 843 pages, 2 sets
\$25.00	2/22/2010	Messenger delivery to Judge Hochberg, United States District Court
\$12.40	3/2/2010	Copying fee i/c/w filing (2 sets @ 62 pages ea.)

\$15.44	3/2/2010	FedEx overnight delivery to Hon. Faith S. Hochberg, USD, United States District Court
\$15.44	3/2/2010	FedEx overnight delivery to Hon. Patty Shwartz USMJ, United States District Court
\$21.00	3/4/2010	Hand delivery to Judge Hochberg and Magistrate Shwartz at United States District Court
\$42.40	3/8/2010	Copying fee i/c/w filing of Plaintiffs' motion to supplement their Motion for Class Certification (2 copies @ 212 pages)
\$20.60	3/8/2010	Copying fee i/c/w filing of Direct Purchaser Plaintiffs' Reply Mem of Law in Support of their Motion for Discovery Pursuant to the Crime Fraud Exception (206 pages)
\$17.73	3/8/2010	FedEx overnight delivery to Hon. Faith S. Hochberg USDJ, United States District Court
\$41.80	3/12/2010	Copying fee i/c/w filing (2 sets @ 209 pages ea.)
\$3.90	3/12/2010	NJ Lawyers Service Delivery to Hon. Faith S. Hochberg USDJ, United States District Court
\$28.20	3/23/2010	Copying fee i/c/w filing of Joint dispute Letter (282 pages)
\$25.00	3/23/2010	Hand delivery to Magistrate Shwartz at United States District Court
\$12.48	3/26/2010	FedEx overnight delivery to Hon. Patty Shwartz, USMJ, United States District Court
\$12.48	3/26/2010	FedEx overnight delivery to Hon. Faith Hochberg, USMJ, United States District Court
\$28.50	4/5/2010	Messenger delivery to Hon. Patty Shwartz, United States District Court
\$36.00	4/5/2010	Copying fee i/c/w filing of Joint dispute Letter (360 pages)
\$28.00	4/9/2010	Mileage (\$22/44miles) and parking (\$6) expenses re travel to and from Newark District Court
\$3.90	4/16/2010	NJ Lawyers Service Delivery to Hon. Patty Shwartz, United States District Court
\$3.90	4/16/2010	NJ Lawyers Service Delivery to Hon. Faith S. Hochberg, United States District Court
\$4.80	4/16/2010	Copying fee i/c/w filing of Plaintiffs' Motion for Discover Pursuant to the Crime Fraud Exception (2 sets @ 24 pages ea.)
\$3.90	4/28/2010	NJ Lawyers Service Delivery to Hon. Patty Shwartz, United States District Court

\$3.90	4/28/2010	NJ Lawyers Service Delivery to Hon. Faith S. Hochberg, United States District Court
\$10.80	4/28/2010	Copying fee i/c/w filing of Plaintiffs' Second Motion to Supplement their Motion for Class Certification With An Alternative Class Definition (2 sets @ 54 pages ea.)
\$76.00	5/5/2010	Mileage and parking expenses re travel for attendance at hearing re: crime fraud exception
\$21.89	5/21/2010	FedEx overnight delivery to Hon. Faith S. Hochberg, USM, United States District Court
\$38.00	5/21/2010	Copying fee i/c/w filing of Plaintiffs' Second Supplemental Submission (2 sets @ 190 pages ea.)
\$21.89	5/21/2010	FedEx overnight delivery to Hon. Patty Shwartz, USMJ, United States District Court
\$4.80	6/1/2010	Copying fee i/c/w filing of Plaintiffs' Reply Mem of Law in Support of their Second Motion to Supplement Their Motion for Class Certification (2 sets @ 24 pages ea.)
\$3.90	6/1/2010	NJ Lawyers Service Delivery to Hon. Patty Shwartz, United States District Court
\$3.90	6/1/2010	NJ Lawyers Service Delivery to Hon. Faith S. Hochberg, United States District Court
\$101.80	6/15/2010	in -house copying 2 sets, 509 pages
\$22.14	6/15/2010	FedEx overnight delivery to Hon. Patty Shwartz, USMJ, United States District Court
\$22.14	6/15/2010	FedEx overnight delivery to Hon. Faith S. Hochberg, USM, United States District Court
\$25.84	6/25/2010	Copying fee i/c/w filing of Plaintiffs' response to defendants' June 24, 2010 letter (323 pages)
\$8.50	6/25/2010	NJ Lawyers Service Priority Delivery to Hon. Patty Shwartz, United States District Court
\$3.90	7/6/2010	NJ Lawyers Service Delivery to Hon. Patty Shwartz, United States District Court
\$3.90	7/6/2010	Copy fee i/c/w filing of Class Plaintiffs' Motion for Leave to File Response to Defendants' Corrected Mem of Law in Opp to Class Plaintiffs' 6/15/2010 Submission (39 pgs)
\$32.00	7/7/2010	Messenger delivery to Judge Hockberg, United States District Court
\$8.50	7/8/2010	NJ Lawyers Service Priority Delivery to Hon. Patty Shwartz, United States District Court
\$47.10	7/8/2010	Copying fee i/c/w filing of Joint Dispute Letter (471 pages)


\$3.90	7/15/2010	NJ Lawyers Service Delivery to Hon. Patty Shwartz, United States District Court
\$12.54	7/19/2010	FedEx overnight delivery to Hon. Patty Shwartz, USMJ, United States District Court
\$7.80	8/9/2010	NJ Lawyers Service Delivery to Clerk, United States District Court
\$4.34	8/9/2010	Postage for certified mail to New Jersey Lawyers Fund
\$7.80	9/13/2010	Copying fee i/c/w filing of Joint Dispute Letter regarding Plaintiffs' request for limited depositions of former Pfizer employees (78 pages)
\$20.70	1/28/2011	FedEx overnight delivery to Hon. Faith S. Hochberg USM; USDC
\$2.40	2/3/2011	Copying fee i/c/w filing of Class Notice Program (2 sets @ 15 pages ea.)
\$3.90	2/3/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg USDJ, USDC
\$3.90	2/3/2011	New Jersey Lawyers Service delivery to Hon. Patty Shwartz, USMJ, USDC
\$3.90	2/11/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg USDJ, USDC
\$3.90	2/25/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg; USDC
\$27.80	2/25/2011	Copying fee i/c/w filing of Plaintiffs' Opposition to Defendants' Appeal of Magistrate Judge Shwartz's 1/24/2011 Order & Opinion (2 sets @ 139 pages ea.)
\$3.90	2/25/2011	New Jersey Lawyers Service delivery to Hon. Patty Schwartz; USDC
\$640.00	3/4/2011	Copying fee i/c/w submission to the Court pursuant to Judge Hochberg's Order of 3/2/2011 requesting hard copies of all brief, declarations and exhibits filed in support of or in opposition to Plaintiff's motion for discovery pursuant to the crime fraud exception Approx 3200 pages, 2 sets
\$25.00	3/4/2011	Messenger delivery to Judge Hochberg, USDC
\$3.90	3/7/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg USDJ, United States District Court
\$3.90	5/3/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg USDJ, United States District Court
\$3.90	5/3/2011	NJ Lawyers Service Delivery to Clerk, United States District Court

\$3.90	5/12/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hockberg, USDJ; USDC
\$3.90	5/12/2011	New Jersey Lawyers Service delivery to Hon. Patty Shwartz USMJ; USDC
\$5.00	5/12/2011	In-house photocopying 25 pages, 2 sets
\$4.40	5/20/2011	In-house photocopying 22 pages, 2 sets
\$3.90	5/20/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg USDJ, United States District Court
\$3.90	5/20/2011	New Jersey Lawyers Service delivery to Hon. Patty Shwartz USMJ, United States District Court
\$3.90	5/24/2011	New Jersey Lawyers Service delivery to Hon. Patty Shwartz USMJ, United States District Court
\$3.90	5/25/2011	New Jersey Lawyers Service delivery to Hon. Patty Shwartz USMJ, United States District Court
\$3.90	5/25/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg USDJ, United States District Court
\$4.64	6/6/2011	Postage for certified mail delivery to New Jersey Lawyers Fund
\$64.20	7/1/2011	In-house photocopying 321 pages, 2 sets
\$3.90	7/5/2011	New Jersey Lawyers Service delivery to Hon. Patty Shwartz, USDC
\$4.40	9/6/2011	In-house photocopying 22 pages, 2 sets
\$3.90	9/6/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg, USDJ, USDC
\$3.90	10/14/2011	New Jersey Lawyers Service delivery to Hon. Patty Shwartz, USDC
\$3.90	10/28/2011	New Jersey Lawyers Service delivery to US District Court Clerk
\$4.64	10/28/2011	Certified Mail Postage to New Jersey Lawyers Fund
\$149.20	11/18/2011	In-house photocopying 746 pages, 2 sets
\$3.90	11/18/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg, USDJ
\$3.90	12/13/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg, USDJ
\$2.20	12/23/2011	In-house photocopying 22 pages
\$3.90	12/23/2011	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg, USDJ
\$3.90	4/30/2012	New Jersey Lawyers Service delivery to Hon. Patty Schwartz, USMJ, USDC
\$384.20	5/1/2012	In-house photocopying 1921 pages, 2 sets
\$31.00	5/1/2012	Messenger delivery to Judge Hochberg, USDC

\$31.40	5/21/2012	In-house photocopying 314 pages
\$3.90	5/21/2012	New Jersey Lawyers Service delivery to Hon. Patty Shwartz USMJ; US District Court
\$5.40	5/30/2012	In-house photocopying 27 pages, 2 sets
\$565.60	5/30/2012	In-house photocopying 2828 pages, 2 sets
\$31.00	5/31/2012	Messenger delivery to Hon. Faith Hochberg, USDC
\$32.60	6/11/2012	In-house photocopying 163 pages, 2 sets
\$31.00	6/12/2012	Messenger delivery to Hon. Faith Hochberg, USDC
\$8.80	6/25/2012	In-house photocopying 44 pages, 2 sets
\$21.80	6/25/2012	FedEx overnight delivery to Hon. Faith S. Hochberg; USDC
\$38.60	7/3/2012	In-house photocopying 193 pages, 2 sets
\$31.00	7/3/2012	Messenger delivery to Judge Hochberg, USDC
\$3.90	8/6/2012	New Jersey Lawyers Service delivery to Clerk, USDC
\$3.90	8/31/2012	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg USDC, USDC
\$161.20	8/31/2012	Photocopying for 8/31/2012 Daubert motions In-house photocopying 806 pages, 2 sets
\$3.90	10/9/2012	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg UDSJ
\$12.20	10/9/2012	Photocopying charges for 10/9 Opposition to Daubert motion submission (122 pages @ .10/page)
\$3.90	10/22/2012	New Jersey Lawyers Service delivery to Hon. Faith S. Hochberg, USDJ. U.S. District Court of NJ
\$6.40	10/22/2012	Photocopying charges for 10/22 Daubert submission (64 pages)
\$4.00	11/4/2013	New Jersey Lawyers Service delivery to Clerk, U.S. District Court
\$32.00	12/3/2013	Mileage (\$21/42miles) and parking (\$11) expenses re travel for status conference at NJ District Court
\$4.00	4/21/2014	New Jersey Lawyers Service delivery to USDC; Hon. Faith S. Hochberg USDJ
\$32.00	5/1/2014	Mileage (\$21/42miles) and parking (\$11) expenses re travel for motion at NJ District Court
\$4,408.88	Total	

7. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source material and accurately record the expenses incurred.

Dated: June 25, 2014



Jonathan D. Clemente, Esq.

Sworn to and subscribed before me this 25th day of June, 2014.



NOTARY PUBLIC

MONICA HAHN
NOTARY PUBLIC OF NEW JERSEY
COMMISSION EXPIRES DEC. 29, 2015

EXHIBIT 1



New Jersey | New York | Pennsylvania
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CURRICULUM VITAE

WILLIAM F. MUELLER: born Newark, New Jersey, August 13, 1951; admitted to bar, 1980, New Jersey and New York; 2008, Pennsylvania; 1980, U.S. District Court District of New Jersey; 1980, U.S. District Court Southern District of New York; 1980 U.S. Court of Appeals, Third and Second Circuits; 1987, U.S. District Court, Eastern District of New York; 1998, U.S. District Court, Northern District of New York. Education: Muhlenburg College (A.B., 1973); New York Law School (J.D., 1980); Elsberg Prize for the Most Proficient in Contract Law. Named by New Jersey Monthly Magazine as a Super Lawyer (top 5% in the State) 2005 to 2013. Member: Defense Research Institute, Construction Section-Construction Defect Subcommittee-Brief Bank Representative-Environmental Coverage Section, 1988; Regional Editor - Defense Research Newsletter; Member, Committee on Industrywide Litigation. Member: New Jersey State, New York State, and American Bar Associations.

SPECIALIZATIONS, Asbestos litigation, construction litigation, negligence and product liability, environmental litigation, toxic tort litigation, subrogation and insurance coverage litigation.

JONATHAN D. CLEMENTE: born Newark, New Jersey, January 30, 1956; admitted to bar, 1981, New Jersey and U.S. District Court District of New Jersey; 1983, Pennsylvania, 1984, U.S. Court of Appeals, Third Circuit; 1987, District of Columbia Court of Appeals; U.S. Court of International Trade. Education: Cornell University (B.S., 1978); Seton Hall University (J.D., cum laude, 1981). Managing Editor, Seton Hall Law Review, 1980-1981. Author: Comment, "Corporations: Conflicting Bank Duties in Tender Offer Financing," 10 Seton Hall Law Review 794, 1980; Chapter 54, "Foreign Corporations," Matthew Bender New Jersey Transaction Guide, 1985. Law Secretary to the Hon. Herman D. Michels, Presiding Judge of the Appellate Division, Superior Court of New Jersey, 1981-1982. Counselor, Inn of Transactional Counsel 2002 to Present. Member: Essex County, New Jersey State and American Bar Associations. Member: Supreme Court of New Jersey District X Fee Arbitration Committee, 1993-1997. Member: Board of Trustees of ECLC of New Jersey, Chairman 2002-2003, Vice-Chair 1999-2002.

SPECIALIZATIONS, Corporate and commercial law, health care law, real property foreclosure, Chancery practice and litigation, computer law and software licensing, representation of non-profit entities, insurance regulations, estate planning.

ANDREA KITZIS SMITH: born Manchester, Connecticut, January 16, 1969; admitted to bar, 1994, New Jersey and U.S. District Court, District of New Jersey; 1995, New York. Education: Dartmouth College (B.A., 1991); Rutgers University School of Law-Newark (J.D. 1994). Articles Editor, Rutgers-Newark Law Review. Law Secretary to the Honorable Isabel B. Stark, Superior Court, Law Division, Civil Part, 1994-1995. Member: New Jersey State and American Bar Associations.

SPECIALIZATIONS, Corporate and commercial law, health care law, computer law and software licensing, general insurance litigation and commercial law.

MARK A. CLEMENTE, (Of Counsel), born Newark, New Jersey, November 12, 1951; admitted to bar, 1981, New Jersey; 1981, U.S. District Court District of New Jersey. Education: Cornell University (B.A. 1974); Cornell University, Hotel Administration 1977, Seton Hall University (J.D., cum laude, 1981). He presides as the Municipal Judge in the Borough of Glen Ridge.

SPECIALIZATIONS, Corporate and commercial law, real property foreclosure, Chancery practice and litigation, health care law, insurance regulations, estate planning.

THOMAS P. ROHAN, (Of Counsel), born Brooklyn, New York, September 4, 1957; admitted to bar, 1987, New Jersey; 1984, New York: Marquette University (B.A. 1979); St. John's University (J.D. 1983). Member: New Jersey State and New York State Bar Associations.

SPECIALIZATIONS, Commercial real estate acquisition, disposition and leasing, real estate finance, corporate and commercial law and residential real estate.

LORI ANNE FEE, born Yonkers, New York, May 6, 1966, admitted to bar, 1997, New Jersey; 1991, New York; 1992, Massachusetts. Education: State University of New York at Albany (B.A. 1988); Syracuse University College of Law (J.D. 1991). Member: New York and American Bar Associations.

SPECIALIZATIONS, Workers Compensation, toxic tort litigation, personal injury and general insurance litigation, corporate and commercial law.

JESSIE CHRISTINE BASNER, born November 2, 1977, admitted to bar, 2004 New Jersey and U.S. District Court, District of New Jersey; 2005, New York, U.S. District Court, Southern

and Eastern District of New York, United States Court of Appeals, Second Circuit; Pennsylvania 2012. Education: Winona State University (B.S. 1999); Washington University in St. Louis (J.D. 2004). Member: New York and American Bar Associations.

SPECIALIZATIONS, Copyright and trademark law and litigation, corporate and commercial law, Toxic tort litigation, personal injury and general insurance litigation.

MATTHEW H. MUELLER, born Randolph New Jersey, April 12, 1983, admitted to bar, 2010 New Jersey; 2010, New York, U.S. District Court District of New Jersey; 1980, Education: Seton Hall University (B.A. 2007); New York Law School (J.D. 2010). Member: New York State, New Jersey State and American Bar Associations.

SPECIALIZATIONS, Personal Injury Litigation, Toxic Tort Litigation, Construction Litigation, Commercial Litigation, Landlord/Tenant, Collection.

ELISABETH R. BALA, born in Chester-Upland, Pennsylvania, October 5, 1982; admitted to bar, 2013, Pennsylvania; 2007, Delaware. Education: University of Pittsburgh (B.A., 2004); Widener University School of Law (J.D. 2007). Member: American Bar Association, Delaware State Bar Association, and Pennsylvania Bar Association.

SPECIALIZATIONS. Bankruptcy, Asbestos/Toxic Tort Litigation, Personal Injury Litigation, Product Liability Litigation, and Insurance Litigation

IAN P. McAVOY, born New York, New York, July 16, 1983, admitted to bar, 2014, New Jersey; 2014, New York; 2014, U.S. District Court District of New Jersey. Education: University of Rochester (B.A. 2005); University at Buffalo Law School - SUNY (J.D. 2013). Member: New York and New Jersey Bar Associations.

SPECIALIZATIONS, Toxic tort litigation, personal injury litigation, corporate and commercial law.

EXHIBIT

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CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: (973) 455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

In re Neurontin Antitrust Litigation

Master File No. 02-1390

THIS DOCUMENT RELATES TO:

Civil Action No. 02-1830

Civil Action No. 02-2731

**LOUISIANA WHOLESALE DRUG
COMPANY, INC., MEIJER, INC. and
MEIJER DISTRIBUTION, INC., on
behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

**PFIZER, INC. and WARNER-
LAMBERT CO.,**

Defendants.

**AFFIDAVIT OF STUART E. DES ROCHES ON BEHALF OF ODOM &
DES ROCHES, LLP IN SUPPORT OF DIRECT PURCHASER CLASS
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

STATE OF LOUISIANA)

) ss.: 433-23-6752

PARISH OF ORLEANS)

STUART E. DES ROCHES, being first duly sworn, deposes and says:

I, Stuart E. Des Roches, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a partner in the law firm of Odom & Des Roches, LLP (“ODR”).

I submit this declaration in support of Direct Purchaser Class Counsel’s motion for an award of attorney’s fees and reimbursement of expenses in connection with the above-entitled action. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As counsel of record and a member of the Court-designated Executive Committee in this case for the Direct Purchaser Class Plaintiffs, ODR has been intimately involved in many aspects of this litigation for over twelve (12) years.

3. Organization of counsel is critical to the efficient and effective management of complex antitrust cases such as this case. In that regard, ODR coordinated assignments with Class Counsel, particularly Co-lead Counsel, through email, regular conference calls and in-person meetings. All attorneys, paralegals, and law clerks of ODR were instructed to keep contemporaneous time records reflecting their time spent on this case.

4. From the inception of this litigation to the present, ODR has worked a total of 14,797.75 hours on this case. ODR's total lodestar is \$7,369,606.25.

5. The schedule below is a summary of the amount of time spent, from inception through present, by ODR's attorneys and support staff on this case, and the corresponding lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by ODR, which are available at the request of the Court.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
John G. Odom	Partner	85.25	\$875	\$74,593.75
Stuart E. Des Roches	Partner	1,164.50	\$750	\$873,375.00
Andrew W. Kelly	Partner	2,036	\$675	\$1,374,300.00
Charles F. Zimmer	Partner	14	\$575	\$8,050.00
Craig M. Glantz	Contract Attorney	4,342.50	\$575	\$2,496,937.50
Chris Letter	Associate Attorney	2,069	\$500	\$1,034,500.00
John E. Fitzpatrick, III	Associate Attorney	1,942.75	\$400	\$777,100.00
Annie M. Schmidt	Associate Attorney	310.25	\$300	\$93,075.00
John A. Meade	Associate Attorney	660.50	\$500	\$330,250.00
Kim J. Fontenot	Paralegal	1,053.25	\$150	\$157,987.50

Amy L. Kennelly	Paralegal	753.50	\$120	\$90,420.00
Andrea Achary	Paralegal	19	\$120	\$2,280.00
Jay Mattappally	Law Clerk	316.25	\$150	\$47,437.50
David Pellegrin	Law Clerk	31	\$300	\$9,300.00
Total		14,797.75		\$7,369,606.25

6. ODR incurred a total of \$ \$425,373.49 in unreimbursed expenses in connection with the prosecution of this case. These expenses were reasonably and necessarily incurred in connection with this case and include:

Expense	Amount
Advances to litigation fund	\$300,000.00
Copy costs	\$35,196.31
Postage/Courier Services	\$2,133.55
Travel expenses	\$86,009.49
Long distance/fax	\$626.54
Court costs	\$654.00
Computer research	\$753.60
Total	\$425,373.49

7. The expenses incurred in this action are also reflected on ODR's books and records. These books and records are prepared from expense vouchers, check records and other source material and accurately record the expenses incurred.

8. With respect to the standing of counsel in this case, attached hereto as Exhibit "A" is a brief biography of the firm and attorneys who were primarily involved in this case. ODR has engaged in antitrust litigation for many years, including over fourteen (14) years of litigating Hatch-Waxman antitrust cases on behalf of direct purchaser class plaintiffs.

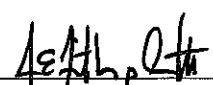
9. Also, over the years ODR has engaged in non-class contingency fee litigation, including non-class antitrust litigation in the pharmaceutical industry. The firm's typical contingency fee arrangement, including in prior non-class antitrust cases, has been at least one-third of any recovery, and usually more, for any case that goes to trial.

SO SWORN, this 27th day of June, 2014, New Orleans, Louisiana.

Dated: 27 June, 2014


Stuart E. Des Roches

Sworn to and subscribed before me this 27th day of June, 2014.



NOTARY PUBLIC

JOHN E. FITZPATRICK, III
NOTARY PUBLIC
BAR#31155
STATE OF LOUISIANA
MY COMMISSION IS FOR LIFE

Exhibit A

ODOM & DES ROCHES, LLP
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
SUITE 2020, POYDRAS CENTER
650 POYDRAS STREET
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TEL. (504) 522-0077
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Firm Resume

Odom & Des Roches, LLP, engages in multi-party litigation of complex civil matters throughout the United States. The firm's clients include local businesses, national and international companies, and private individuals.

The lawyers of Odom & Des Roches, LLP, have particular depth of experience in antitrust litigation, corporate litigation, and pharmaceutical industry litigation. The firm routinely handles complex class action cases and other matters both inside and outside the Multi-District Litigation context. The firm's partners have served as lead trial counsel in several national antitrust class cases that have gone to trial in various federal courts around the country. The firm also maintains an active defense practice, and regularly represents an international accounting firm and other business interests.

The firm has been intimately involved in, among others, the following national antitrust class action and non-class action cases:

- *In re TriCor Direct Purchaser Antitrust Litig.*, Civil Action No. 05-340, D. Del. (district court appointment to plaintiffs' executive committee representing Sherman Act Class Plaintiffs; served as lead trial counsel) (district court-approved settlement of \$250,000,000).
- *In re Buspirone Antitrust Litig.*, MDL Docket No. 1410, S.D.N.Y. (district court appointment to steering committee representing Sherman Act Class Plaintiffs) (district court-approved settlement of \$220,000,000).

- *In re Cardizem CD Antitrust Litig.*, MDL Docket No. 1278, E.D. Mich. (district court appointment to discovery committee representing Sherman Act Class Plaintiffs) (district court-approved settlement of \$110,000,000).
- *In re Relafen Antitrust Litig.*, Master File No. 01-12239, D. Mass. (counsel for Sherman Act Class plaintiffs) (district court-approved settlement of \$175,000,000).
- *In re Brand Name Prescription Drugs Antitrust Litig.*, Civil Action No. 94-C-897, E.D.N.Y. (representation of 3,800 non-class independent retail pharmacy operations) (private settlements reached with many defendants).
- *In re Terazosin Hydrochloride Antitrust Litig.*, MDL Docket No. 1317, S.D. Fla. (counsel for Sherman Act Class Plaintiffs) (district court-approved settlement of \$72,500,000).
- *Natchitoches Parish Hospital Service District, et al. v. Tyco International (US), et al.*, Civil Action No. 05-12024, D. Mass. (counsel for Sherman Act Class plaintiffs; served as lead trial counsel) (district court-approved settlement of \$32,500,000).
- *In re Remeron Antitrust Litig.*, Civil Action No. 03-CV-0085, D.N.J. (counsel for Sherman Act Class Plaintiffs) (district court-approved settlement of \$75,000,000).
- *Meijer, Inc. et al. v. Abbott Laboratories*, Civil Action No. 4:07-cv-05985, N.D. Cal. (counsel for Sherman Act Class Plaintiffs)(district court-approved settlement of \$52,000,000).
- *In re K-Dur Antitrust Litig.*, MDL Docket No. 1419, D.N.J. (district court appointment to executive committee representing Sherman Act Class Plaintiffs; case pending).
- *In re Ciprofloxacin Hydrochloride Antitrust Litig.*, MDL Docket No. 1383, E.D.N.Y. (district court appointment to executive committee representing Sherman Act Class Plaintiffs).
- *In re Hypodermic Direct Purchaser Antitrust Litig.*, Civil Action No. 05-1602, D.N.J. (district court appointment to executive committee representing Sherman Act Class Plaintiffs (district court-approved settlement of \$45,000,000).
- *In re AndroGel Antitrust Litig.*, Civil Action No. 09-md-2084, N.D. Ga. (district court appointment to executive committee for Sherman Act Class Plaintiffs; case pending).

- *King Drug of Florence, Inc., et al. v. Cephalon, Inc., et al.*, Civil Action No. 2:06-cv-01797, E.D. Pa. (district court appointment to executive committee for Sherman Act Class Plaintiffs; case pending).
- *In re Nexium (Esomeprazole) Antitrust Litig.*, Civil Action No. 1:12-md-02409, D. Mass. (counsel for Sherman Act Class Plaintiffs; case pending).
- *In re Lipitor Antitrust Litig.*, Civil Action No. 3:12-cv-2389, D.N.J. (counsel for Sherman Act Class Plaintiffs; case pending).
- *In re Lamictal Direct Purchaser Antitrust Litig.*, Civil Action No. 2:12-cv-00995 D.N.J. (counsel for Sherman Act Class Plaintiffs; case pending).
- *In re Adderall XR Antitrust Litig.*, Civil Action No. 12-cv-3711, S.D.N.Y. (counsel for Sherman Act Class Plaintiffs; case pending).
- *In re Prograf Antitrust Litig.*, Civil Action No. 1:11-md-02242, D. Mass. (counsel for Sherman Act Class Plaintiffs; case pending).
- *In re: Suboxone (Buprenorphine Hydrochloride and Nalaxone) Antitrust Litig.*, MDL No. 2445, E.D. Pa. (counsel for Sherman Act Class Plaintiffs; case pending).

The core of the firm's philosophy and practice is its commitment and ability to try jury cases, and its lawyers structure their strategy from the outset of an engagement with an eye towards eventual appearances in the courtroom for motion practice and jury trials. It is the firm's philosophy and experience that being prepared for the rigors of motion practice and trial maximizes the opportunities for the client to obtain favorable results. In addition to its active jury trial practice, the firm has extensive appellate experience, and its senior partner argued and won the unanimous reversal of a federal circuit court of appeals before the United States Supreme Court. Odom & Des Roches, LLP, which is rated "AV" by Martindale-Hubbell, maintains offices in New Orleans, Louisiana and Hahira, Georgia. The firm is listed in Martindale-Hubbell's "Bar Register of Preeminent Lawyers".

PARTNERS

John Gregory Odom, PLC. Mr. Odom was born in Hahira, Lowndes County, Georgia on November 29, 1951, and was admitted to the bar of the State of Georgia in 1978, the District of Columbia in 1982, and the State of Louisiana in 1983. He is also admitted to the bars of numerous United States District Courts and Courts of Appeals throughout the country, as well as the United States Supreme Court. He practiced with a leading Savannah firm for several years, and was a business litigation partner in the second-largest firm in Louisiana for seven years before leaving to

form his own firm in 1990.

Mr. Odom was educated at Yale University (B.A., cum laude, 1973); The Queen's College, Oxford University (B.A. (hons.), 1975; M.A., 1981); and the University of Virginia School of Law (J.D., 1978). He is the author of "Recent Developments in Litigation Under the Racketeer Influenced and Corrupt Organizations Act and Federal Securities Law," Manual of Recent Developments in the Law, Louisiana State Bar Association, 1987-1990, and "Creative Applications of Civil RICO," 11 Am. J. Trial Adv. 245, Fall, 1987. His regular areas of practice include corporate litigation; healthcare industry litigation; securities litigation; RICO litigation; professional liability litigation; class action litigation; and antitrust litigation.

Stuart E. Des Roches. Mr. Des Roches was born in New Orleans, Louisiana on August 12, 1966, and was admitted to the bar for the State of Louisiana in 1992. He has practiced continuously with Mr. Odom since 1992 and was made a partner in the firm in 1998. He is admitted to practice in numerous United States District Courts and Courts of Appeals throughout the country, as well as the United States Supreme Court. Mr. Des Roches was educated at the University of New Orleans (B.A., 1989), and Tulane University School of Law (J.D., 1992), and is a member of the New Orleans, Louisiana, and American Bar Associations, and the United States Supreme Court Historical Society.

Mr. Des Roches has routinely practiced antitrust law for the past twenty years, and has particular experience in antitrust litigation relating to the Hatch-Waxman Act, the pharmaceutical industry, and medical devices. Mr. Des Roches served as the lead trial lawyer for the class of direct purchasers in *In re Tricor Direct Purchaser Antitrust Litigation* (D. Del.), which resulted in the largest settlement to date of a Hatch-Waxman antitrust case (\$250,000,000) after commencement of trial. He also served as co-lead trial counsel with the firm's partner Mr. Kelly in *Natchitoches Parish Hospital Service District, et al. v. Tyco Healthcare, et al.* (D. Mass.), which settled for \$32,500,000 after three weeks of trial and on the eve of closing arguments. He has also been involved in various other litigation matters, including numerous trials, in the areas of general business and accountant's liability defense.

Andrew W. Kelly. Mr. Kelly was born in Bellefonte, Pennsylvania on December 6, 1966, and was admitted to the bar for the States of California and Louisiana in 1994. He is admitted to practice in the United States District Courts for the Eastern, Middle, and Western Districts of Louisiana, and the Southern District of California; and the United States Court of Appeals for the Fifth Circuit. Mr. Kelly was educated at the University of California at Berkeley (B.A., 1988), and the University of San Diego School of Law (J.D., 1994). He served as law clerk to the Honorable John Minor Wisdom, of the United States Court of Appeals for the Fifth Circuit. His regular areas of practice include business litigation; class action litigation; and antitrust litigation. Along with Mr. Des Roches, Mr. Kelly served as co-lead trial counsel for the class of direct purchasers in *Natchitoches Parish Hospital Service District, et al. v. Tyco Healthcare, et al.* (\$32,500,000 settlement three weeks into trial). He is also available for counseling on criminal defense matters.

ASSOCIATES

John E. Fitzpatrick, III. Mr. Fitzpatrick was born in New Orleans, Louisiana on May 9, 1968. He earned a J.D. from Loyola University School of Law in 2006, and received a Bachelor of Arts degree from Loyola University in 2001. Mr. Fitzpatrick is admitted to practice before the Louisiana Supreme Court and the several courts of the State of Louisiana. He is also admitted to practice in all United States District Courts in Louisiana, and the Fifth Circuit Court of Appeals. He actively participates in the firm's antitrust litigation practice.

Chris Letter. Mr. Letter was born in Philadelphia, Pennsylvania on August 30, 1974. He earned a J.D. from Loyola University of New Orleans School of Law in 2007 and received a Bachelor of Arts degree in history from the University of New Orleans in 1998. Mr. Letter is admitted to practice in the Louisiana Supreme Court and the several courts of the State of Louisiana. He is also admitted to practice in the United States District Courts in Louisiana, and the Fifth Circuit Court of Appeals. He actively participates in the firm's antitrust litigation practice.

Annie M. Schmidt. Ms. Schmidt was born in New Orleans, Louisiana on May 11, 1985. She earned a J.D. from Loyola University School of Law in 2010, and received a Bachelor of Arts degree from Spring Hill College in 2007. Ms. Schmidt is admitted to practice before the Louisiana Supreme Court and the several courts of the State of Louisiana. She actively participates in the firm's antitrust litigation practice.

OF COUNSEL

Craig M. Glantz. Mr. Glantz was born in New York, New York on March 15, 1971. He was admitted to the bar of the State of California in 1999 and the States of New York and Massachusetts in 2000. He received a B.A. in History from Tufts University in 1993, where he graduated *magna cum laude* and earned membership in *Phi Beta Kappa*. He received a J.D. from Northwestern University School of Law in 1998, where he graduated *cum laude* and received the Arlyn Miner Book Award for excellence in Legal Writing. Following law school, Mr. Glantz served as a judicial law clerk to the Honorable John Minor Wisdom of the United States Court of Appeals for the Fifth Circuit and then practiced with a prominent international law firm. Mr. Glantz has a range of experience in a variety of areas, including business litigation, real estate and corporate transactions.

EXHIBIT

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CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF DAVID P. SMITH AND DAVID C. RAPHAEL, JR.,
ON BEHALF OF
SMITH SEGURA & RAPHAEL, LLP IN SUPPORT OF DIRECT
PURCHASER CLASS
PLAINTIFFS' APPLICATION FOR AN AWARD OF ATTORNEYS'
FEEES AND REIMBURSEMENT OF EXPENSES**

We, David P. Smith and David C. Raphael, Jr., declare as follows:

1. David P. Smith's professional law corporation and David C. Raphael, personally, are partners in the law firm of Smith Segura & Raphael, LLP. We submit this Declaration in support of Direct Purchaser Class Plaintiffs' ("Class

Plaintiffs”) application for an award of attorneys’ fees and reimbursement of expenses in connection with services rendered in prosecuting this action.

2. Louisiana Wholesale Drug Company, Inc. (“LWD”) is our long-standing client. Smith Segura & Raphael, LLP, has acted as liaison for LWD and constantly communicated with LWD to keep it fully informed of all developments and aspects throughout this twelve-year litigation. Smith Segura & Raphael, LLP has additionally been significantly involved in all aspects of the litigation, from inception to present day. Among other things, Smith Segura & Raphael, LLP drafted and entered into the engagement agreement with LWD for the commencement of this action; conducted conferences with Gayle R. White, President and General Manager of LWD in early 2002, leading to the development of this case; collaborated with Steve Schwartz, Garwin, Bronzaft and others to develop this case; performed investigations and factual research leading to the filing of the complaint; performed research regarding relevant patents; performed research regarding relevant FDA documents, including abusive Orange Book listings with the FDA; assisted in the drafting of the complaint; drafted the initial disclosures for LWD; drafted responses by LWD and the Meijer plaintiffs to defendants’ First Set of Interrogatories and Requests for Production of Documents; participated in numerous conference calls with co-counsel regarding case management, litigation strategies, and all aspects of the litigation; reviewed, coded,

and indexed documents in the electronic litigation management database; led the but-for generic entry team; participated in numerous regular conference calls with co-counsel regarding deposition scheduling and coverage during the final five months of fact discovery; reviewed and analyzed documents regarding regulatory, litigation and manufacturing issues pertaining to generic challengers Apotex, Purepac, Ivax, Teva, Eon and Watson; created regulatory and litigation timelines for generic challengers Apotex, Ivax, Teva, Eon and Watson; negotiated and arranged with U.S. and Canadian counsel for Apotex for 30(b)(6) deposition in Toronto; scheduled, prepared for, and deposed the following fact witnesses on generic entry issues: Pat Jaworski (Ivax), Joseph Carrado (Eon), Uri Hillel (Teva), Jeff Bauer (Eon), Douglas Boothe (Purepac), Gordon Fahner (Apotex), Linda O'Connor (Ivax), George Svokos (Plantex), Edward Schwartz (Teva), Mechael Pesachovich (Teva API), Sarah Isaacs (Teva Tech); assisted in preparation for and attended the deposition of Mark Babcock on generic entry issues; worked extensively with opt-out counsel on various potential generic entry scenarios; formulated primary generic entry theory involving Apotex court decision trigger and December 2002 entry with generic gabapentin capsules; worked extensively with opt-out counsel on privilege log objections and review of documents obtained as a result of those objections; assisted in the preparation for and attended the deposition of Simon Davidson on global API supply issues; reviewed and

summarized dozens of depositions in the present case, the related patent infringement case, and/or the Franklin whistleblower case re: generic entry, authorized generic launch, and API supply issues; prepared/developed the causation evidence outline on generic entry, authorized generic launch, and API supply issues; engaged and coordinated discussions with potential causation expert, Cheryl Blume; compiled and delivered information to Cheryl Blume for review and analysis; drafted initial outlines for Cheryl Blume report; participated in strategy decisions regarding ultimate use of Cheryl Blume as expert witness; engaged and coordinated discussions with potential rebuttal causation expert, Martha Bennett; prepared initial drafts of Martha Bennett reply report on causation issues; assisted with the drafting of the reports of plaintiffs' damages expert, Gary French; prepared Gary French for deposition and defended French deposition with co-counsel, Eric Cramer; prepared for and deposed Pfizer witness Avanish Mishra on off-label marketing issues; assisted with the preparation for and attended the depositions of the following Pfizer off-label marketing witnesses: James Gibney, Chris Gaenzle, Rady Johnson (deposed twice); prepared for and deposed the following Pfizer expert witnesses: Michael McLean, Andrew Slaby; assisted with the preparation of causation and off-label marketing portions of the trial plan, mediation statements and summary judgment briefs; assisted with preparation of the Statement of Facts in support of Plaintiffs' Motion for Summary Judgment;

drafted Daubert motions to strike defendant experts Hutt and Sipes; attended numerous mediations with representatives from LWD; held meetings and conferences with Gayle R. White, President of LWD, in preparation for his deposition as a 30(b)(6) representative of LWD; drafted objections of LWD and Meijer plaintiffs to Defendants' 30(b)(6) Notices of Deposition; and defended the deposition of LWD representative, Gayle R. White.

3. The total number of hours expended on this litigation by our firm from inception through the present is 12,607.40. The total lodestar for our firm is \$5,549,824.50.

4. The following schedule is a detailed summary showing the time spent by our firm's attorneys and professional support staff who were involved in this litigation, and the lodestar calculation based on our firm's current billing rates from the inception of the case through the present. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by our firm. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
David P. Smith, APLC	P	956.30	\$675	\$645,502.50
David C. Raphael, Jr.	P	2782.40	\$575	\$1,599,880.00

Erin R. Leger	P	2391.40	\$495	\$1,183,743.00
Brian D. Brooks	P	327.50	\$550	\$180,125.00
Betty Owens	CA	741.10	\$475	\$352,022.50
Adair Williams	A*	110.90	\$350	\$38,815.00
Elisa Tubbs	A*	1245.30	\$350	\$435,855.00
Cynthia Jordan	CA	182.00	\$350	\$63,700.00
Mittie Jones	CA	736.10	\$350	\$257,635.00
Jason Harrington	CA	158.10	\$350	\$55,335.00
Jerry Honigman	CA	1090.50	\$300	\$327,150.00
Kristel Horne	CA	263.30	\$350	\$92,155.00
Mark Windham	PL	190.40	\$185	\$35,224.00
Aruna Patel	PL*	882.70	\$165	\$145,645.50
Jessica Chiasson	PL*	22.20	\$185	\$4,107.00
Brigid Deloach	CP	303.30	\$185	\$56,110.50
Nancy Blackwell	PL	43.80	\$135	\$5,913.00
Donna Thompson	PL	79.90	\$135	\$10,786.50
Ross Foote	P*	100.20	\$600	\$60,120.00
TOTALS		12,607.40		5,549,824.50

* Denotes former employees and/or Partner.

5. The hourly rates for the partners, attorneys and professional support staff included in the summary above are the usual and customary hourly rates charged for their services in non-contingent matters and/or which have been


accepted and approved in other complex class action litigations. Attached as Exhibit 1 are biographies of the principal attorneys from our firm who were involved in this case.

6. Our firm also has incurred a total of \$413,444.42 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

EXPENSE	AMOUNT
Assessments/Litigation Fund	\$300,000.00
Travel/Means	\$75,977.48
Telephone/Facsimile	\$7,797.71
Photocopies – In-House	\$17,746.20
Photocopies – Outside	\$379.03
Postage/Air Express/Messengers	\$2,240.48
Filing Fees	\$2,044.60
Computer Research (at costs)	\$7,240.92
TOTAL EXPENSES	\$413,444.42

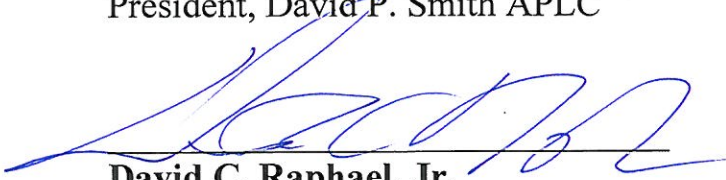
7. The expenses incurred in this action are reflected on our firm's books and records, which are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

Dated: June 11, 2012



David P. Smith
President, David P. Smith APLC

Dated: June 11, 2012



David C. Raphael, Jr.

Sworn to and subscribed before me this 11th day of June, 2014.



NOTARY PUBLIC

SUSAN C. SEGURA
Notary Public ID # 22611
Rapides Parish, Louisiana

SMITH SEGURA & RAPHAEL, LLP
A LAW FIRM INCLUDING A PROFESSIONAL LAW CORPORATION

DAVID P. SMITH, APLC*
SUSAN C. SEGURA
DAVID C. RAPHAEL, JR.
BRIAN D. BROOKS†
ERIN R. LEGER

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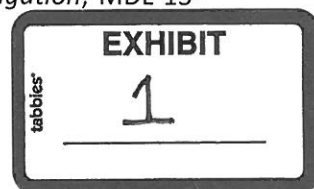
*Also Admitted in Tennessee
†Also Admitted in New York

TELEPHONE: 318-445-4480
FACSIMILE: 318-487-1741

FIRM RESUME
June 2014

Smith Segura & Raphael, LLP, is a law firm headquartered in Alexandria, Louisiana. The firm's principal area of practice is class action antitrust litigation. The clients of the firm include local businesses, national and international companies, and private individuals.

The five partners of the firm have been extensively involved in numerous complex multi-party lawsuits, including *In Re: Brand Name Prescription Drugs Antitrust Litigation*, MDL 996 (N.D. Ill.); complex and diverse class actions such as *Northwest Airlines, Inc., et al., Antitrust Litigation* (S.D. Mich.); *Cardizem Antitrust Litigation*, MDL 1278 (S.D. Mich); *Hytrin Antitrust Litigation*, MDL 1317 (S.D. Fla.); *Cipro Antitrust Litigation*, MDL 1382 (E.D.N.Y.); *Buspirone Antitrust Litigation*, MDL 1410 (D.D.C); *K-Dur Antitrust Litigation*, MDL 1419 (D.N.J.); *In Re: Relafen Antitrust Litigation*, 01-cv-12239 (D. Mass); *Neurontin Antitrust Litigation*, MDL 1479 (D.N.J.); *Remeron Antitrust Litigation*, 03-cv-0085 (D.N.J.); *Independent Drug Co. v. Biovail Corporation, et al (Adalat CC Antitrust Litigation)* (D.D.C.); *In re: OxyContin Antitrust Litigation*, MDL 04-md-1603 (S.D. N.Y.); *Louisiana Wholesale Drug Company, Inc, et a. v. Biovail Corporation et al (Tiazac Antitrust Litigation)* (D.D.C.); *Louisiana Wholesale Drug Company, Inc. v. Abbott Laboratories, et al (TriCor Antitrust Litigation)*, 05-cv-340 (D. Del.); *In re: Hypodermic Products Antitrust Litigation*, MDL No. 1730 (D.N.J.); *Louisiana Wholesale Drug Company, Inc. v. Ferring B.V., et al (DDAVP Antitrust Litigation)* (S.D.N.Y.); *Natchitoches Parish Hospital Service District v. Tyco International, LTD, et al (Pulse Oximeter Antitrust Litigation)* (C.D. Cal.); *Natchitoches Parish Hospital Service District v. Tyco International, LTD, et al (Sharps Containers Antitrust Litigation)*, 05-cv-12024 (D. Mass.); *Louisiana Wholesale Drug Company, Inc. v. Warner Chilcott Limited Company, et al (Ovcon 35 Antitrust Litigation)* (D.D.C.); *King Drug Company of Florence, Inc. v. Cephalon, Inc., et al (Modafinil Antitrust Litigation)*, 06-cv-1797 (E.D. Pa.); *William Rosenstein & Sons, et al v. Eastern Mushroom Marketing Cooperative, Inc., et al (Mushrooms Antitrust Litigation)*, 06-cv-620 (E.D. Pa.); *Texas Grain Storage, Inc., et al v. Monsanto Company*, 07-cv-0673 (W.D. Tex.); *In re: Nexium Antitrust Litigation*, MDL 12-md-2409 (D.Mass.); *Rochester Drug Co-Operative, Inc., et al v. Braintree Laboratories, Inc. (Miralax Antitrust Litigation)* (D. Del.); *Delaware Valley Surgical Supply Co., Inc., et al v. Ethicon, Inc. et al (Endosurgical Antitrust Litigation)*, 05-cv-8809 (C.D. Cal.); *Louisiana Wholesale Drug Co., Inc. v. Sanofi Aventis, et al (Arava Antitrust Litigation)* (S.D.N.Y.); *Meijer, Inc., et al v. Abbott Laboratories, et al (Norvir Antitrust Litigation)*, 07-cv-5985 (N.D. Cal.); *Dik Drug Co., et al v. Altana Pharma Ag, et al (Protonix Antitrust Litigation)* (D.N.J.); *Meijer, Inc., et al v. Unimed Pharmaceuticals, Inc. et al (Androgel Antitrust Litigation)* (N.D. Ga.); *In re: Neurontin Antitrust Litigation*, MDL 1479 (D.N.J.); *In re: Prograf Antitrust Litigation*, 11-cv-2242 (D. Mass.); *Burlington Drug Company, Inc., et al v. Pfizer, Inc., et al (In re Lipitor Antitrust Litigation)*, 12-cv-2389 (D.N.J.); *Louisiana Wholesale Drug Company, Inc., et al v. SmithKline Beecham, et al (Lamictal Antitrust Litigation)*, 12-cv-0995 (D.N.J.); *Louisiana Wholesale Drug Company, Inc. v. Shire LLC, and Shire U.S., Inc. (Adderall XR Antitrust Litigation)*, 12-cv-3711 (S.D.N.Y.); *In re: Nexium Antitrust Litigation*, MDL 12-md-2409 (D. Mass.); *In re: Niaspan Antitrust Litigation*, MDL 13-md-2460 (E.D. Pa.); *In re: Suboxone Antitrust Litigation*, MDL 13-



md-2445 (E.D. Pa.); *In re: Aggrenox Antitrust Litigation*, MDL 14-md-2516 (D.Conn.); and *In re: Lidoderm Antitrust Litigation*, MDL 14-md-2521 (N.D. Ca.).

PARTNERS OF THE FIRM

DAVID P. SMITH, APLC, born in Lecompte, Louisiana, January 28, 1942; admitted to bar, 1968, Tennessee; 1971, Louisiana; U.S. Court of Military Appeals and U.S. Tax Court; 1974, U.S. Supreme Court. Education: Louisiana State University and A. and M. College (B.A., 1964); University of Tennessee at Knoxville (J.D., 1967). Capt., JAGC, USMCR, 1968-1971. Tax Attorney, Office of the Chief Counsel, Internal Revenue Service, 1971-1976. Member: Louisiana State and American Bar Associations. Committees: Louisiana Bar Association Committees, including service on the Multi-Jurisdictional Practice Committee. Areas of Practice: Diverse state and federal litigation, including complex multi-party litigation, as well as commercial and business torts.
E-mail: dsmith@ssrllp.com

SUSAN C. SEGURA, born in Loreauville, Louisiana, March 5, 1965; admitted to bar, 1993, Louisiana; also admitted to practice before U.S. Court of Appeals Fifth Circuit, U.S. District Court, Eastern and Western Districts of Louisiana. Education: University of Southwestern Louisiana (B.S., Summa Cum laude, 1987), Louisiana State University (J.D., 1993). Member: Alexandria, Louisiana State and American Bar Associations; Louisiana Association of Defense Counsel. Areas of Practice: Diverse state and federal litigation, including complex multi-party and/or class action litigation and commercial litigation.
E-mail: ssegura@ssrllp.com

DAVID C. RAPHAEL, JR., born in New Orleans, Louisiana, April 22, 1968; admitted to bar, 1994, Louisiana; also admitted to practice U.S. Supreme Court, U.S. Court of Appeals Third Circuit, U.S. Court of Appeals Fifth Circuit, U.S. Court of Appeals Federal Circuit, U.S. District Court, Eastern, Middle and Western Districts of Louisiana. Education: Louisiana State University (B.S., 1989, J.D., 1993). Member: Louisiana State and American Bar Associations. Areas of Practice: Diverse state and federal litigation, including complex multi-party and/or class action litigation, as well as business transactions; commercial and business torts; successions and estate planning.
E-mail: draphael@ssrllp.com

BRIAN D. BROOKS, born in Houston, Texas, October 25, 1974; admitted to bar, 2003 (Louisiana), 2006 (New York); also admitted to practice in the U.S. District Court for the Southern District of New York. Education: Northwestern State University (B.A., 1998); Washington and Lee University School of Law (J.D., 2002). Member: Louisiana, New York, and American Bar Associations. Areas of Practice: Diverse state and federal litigation, including complex multi-party litigation, as well as commercial and business torts.
E-mail: bbrooks@ssrllp.com

ERIN R. LEGER, born in Lake Charles, Louisiana, February 08, 1981; admitted to bar, 2006, Louisiana. Education: Louisiana State University (B.S., 2003; J.D., 2006). Admitted to practice in the U.S. District Court for the Western District of Louisiana. Member: Louisiana and America Bar Associations. Areas of Practice: Diverse state and federal litigation, including complex multi-party litigation and/or complex and diverse class actions, as well as commercial and business torts.
E-mail: eleger@ssrllp.com

LEGAL ASSISTANTS OF THE FIRM

MARK L. WINDHAM, born in Natchez, Mississippi, January 31, 1972. Education: Louisiana Tech University (B.S., Business Administration with a specialization in Human Resource Management, 1997); Louisiana Tech University and University of Louisiana at Lafayette (Graduate Studies in Business Administration). Notary Public for the State of Louisiana; dual commissions in the Parishes of Ouachita and Rapides. Seventeen years experience in the legal field with an emphasis in the areas of complex commercial litigation, class action antitrust litigation, trial support, contracts, estate planning/successions and law firm administration.

Email: mwindham@ssrllp.com

NANCY A. BLACKWELL, born in Taipei, Taiwan, August 23, 1963. Education: Delta Business College, Louisiana State University at Alexandria. Experience: Over 20 years experience in all areas of law with a present emphasis in complex commercial litigation and class action antitrust litigation.

E-mail: nblackwell@ssrllp.com

DONNA G. THOMPSON, born in Alexandria, Louisiana, March 16, 1959. Education: Delta Business College (Certificate in Legal Secretary studies). Legal experience includes areas of complex commercial litigation and class action antitrust litigation.

E-mail: dthompson@ssrllp.com

EXHIBIT

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CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF PAUL E. SLATER ON BEHALF OF SPERLING &
SLATER, P.C. IN SUPPORT OF DIRECT PURCHASER CLASS
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

I, Paul E. Slater, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a member of the law firm Sperling & Slater, P.C. ("S&S"). I am submitting this declaration in support of Class Counsel's motion for attorney fees and reimbursement of expenses in connection with services rendered by S&S in

the above-entitled actions. A copy of my firm's resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As a counsel of record in this case for the Direct Purchaser Plaintiffs, my firm has been integrally involved in many aspects of this litigation for more than 12 years, including investigation and factual research, discovery, preparation of pleadings and briefs, settlement negotiations, the development of litigation strategy and case management.

3. Organization of counsel is critical to the efficient management of complex litigation such as this case. My firm coordinated assignments with Class Counsel through email and regular conference calls. All attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

4. From the inception of this litigation to the present, my firm expended the total of 126 hours in this litigation. The total lodestar for my firm is \$99,050.00.

5. The schedule below is a summary of the amount of time spent, from inception through present, by my firm's attorney and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and

maintained by our firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Paul E. Slater	Partner	101.50	\$825	\$83,737.50
Greg Shinall	Partner	24.50	\$625	\$15,312.50

6. My firm also has incurred a total of \$3,057.67 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expense	Amount
Telephone/facsimile	\$63.75
Photocopies – In-house	\$16.80
Travel/Meals	\$2,977.12

7. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source material and accurately record the expenses incurred.

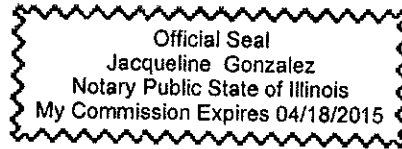
Dated: June 9, 2014



Sworn to and subscribed before me this 9th day
of June, 2014.



NOTARY PUBLIC



EXHIBIT

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CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF ERIC L. CRAMER ON BEHALF OF BERGER &
MONTAGUE, P.C. IN SUPPORT OF DIRECT PURCHASER CLASS
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

I, Eric L. Cramer, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a managing shareholder of the law firm Berger & Montague, P.C. ("B&M"). I am submitting this declaration in support of Class Counsel's motion for attorneys' fees and reimbursement of expenses in connection with

services rendered by B&M in the above-entitled actions. A copy of my firm's resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As a counsel of record in this case for the Direct Purchaser Plaintiffs, my firm has been integrally involved in many aspects of this litigation for almost twelve years, including taking primary responsibility for briefing and arguing (twice) the class certification motion, and having substantial involvement in economic aspects of the case, including working with economic experts, deposing opposing economists, and briefing regarding economic issues, such as market power and relevant market. My firm also oversaw the development of the allocation plan as part of the settlement process. I also personally kept certain absent class members informed about developments in the litigation throughout its long tenure.

3. Organization of counsel is critical to the efficient management of complex litigation such as this case. My firm coordinated assignments with Class Counsel through email and regular conference calls. All attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

4. From the inception of this litigation to the present, my firm expended the total of 2,301.09 hours in this litigation. The total lodestar for my firm is \$1,542,827.00.

5. The schedule below is a summary of the amount of time spent, from inception through present, by my firm's attorneys and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by our firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
H. Laddie Montague, Jr.	President	.2	\$900.00	\$180.00
Daniel Berger	Managing Shareholder	4.25	\$900.00	\$3,825.00
Eric Cramer	Managing Shareholder	982.4	\$875.00	\$859,600.00
Peter R. Kahana	Shareholder	50.1	\$750.00	\$37,575.00
Peter Kohn*	Shareholder	100.8	\$795.00	\$80,136.00
Michael C. Dell'Angelo	Shareholder	.3	\$660.00	\$198.00
Bart D. Cohen*	Shareholder	115.3	\$610.00	\$70,333.00
Ellen T. Noteware	Senior Counsel	251.05	\$550.00	\$138,077.50

Daniel C. Simons	Senior Counsel	150.5	\$550.00	\$82,775.00
Caitlin G. Coslett	Associate	101.9	\$450.00	\$45,855.00
Neill W. Clark*	Associate	241	\$585.00	\$140,985.00
Zachary D. Caplan	Associate	.5	\$365.00	\$182.50
Laura Gleason*	Associate	.7	\$310.00	\$217.00
Anne Ebbesen	Paralegal	5.4	\$300.00	\$1,620.00
Pat Frohbergh	Paralegal	184.6	\$300.00	\$55,380.00
Karen Markert	Paralegal	27.75	\$300.00	\$8,325.00
Jim Cook	Paralegal	6.54	\$275.00	\$1,798.50
Mark Stein	Paralegal	1.5	\$275.00	\$412.50
Diane Werwinski	Paralegal	4.2	\$275.00	\$1,155.00
Maryanne Rossi*	Paralegal	1	\$240.00	\$240.00
Beth Burghaze*	Paralegal	6.5	\$215.00	\$1,397.50
Ron Davis*	Law Clerk	59.9	\$200.00	\$11,980.00
Cindy Fonda*	Paralegal	3.5	\$150.00	\$525.00
Sandy McCollum	Litigation Technology Support	.2	\$57.50	\$11.50
Arun Rajendran	Litigation Technology Support	1	\$43.00	\$43.00
TOTALS		2301.09		\$1,542,827.00

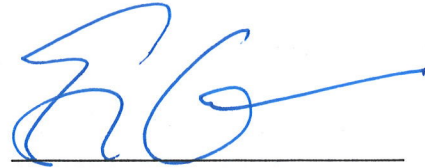
*former employee

6. My firm also has incurred a total of \$ 272,646.52 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expense	Amount
Litigation Fund Assessments	\$250,000.00
Reproduction cost	\$4,141.49
FedEx/Messenger/Postage	\$297.72
Travel/Hotel/Meal Expenses	\$3,097.18
Telephone/ Teleconferences/Fax	\$63.08
Service of subpoenas	\$0
Computer research	\$6,901.77
Filing fees or other court costs	\$2,248.00
Internet/Data Access re Discovery	\$131.65
Transcripts	\$0
Miscellaneous Case Cost	\$167.47
Research	\$306.16
Consulting Fees	\$5,292.00
TOTAL	\$272,646.52

7. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source material and accurately record the expenses incurred.

Dated: June 23, 2014

A handwritten signature in blue ink, consisting of stylized initials and a long horizontal stroke extending to the right, positioned above a solid horizontal line.

EXHIBIT

1

Berger & Montague, P.C.
ATTORNEYS AT LAW

Dated: June 20, 2014

BERGER & MONTAGUE, P.C.

THE FIRM:

Berger & Montague has been engaged in the practice of complex and class action litigation from its Center City Philadelphia office for over 40 years. The firm has been recognized by courts throughout the country for its ability and experience in handling major complex litigation, particularly in the fields of antitrust, securities, mass torts, civil and human rights, whistleblower cases, employment, and consumer litigation. In numerous precedent-setting cases, the firm has played a principal or lead role. The firm has achieved the highest possible rating by its peers and opponents as reported in *Martindale-Hubbell*. Currently, the firm consists of 68 lawyers; 18 paralegals; and an experienced support staff. Few firms in the United States have our breadth of practice and match our successful track record in such a broad array of complex litigation.

The *National Law Journal* has selected Berger & Montague in nine out of the last ten years (2003-05, 2007-12) for its “Hot List” of top plaintiffs’ oriented litigation firms in the United States with a history of high achievement and significant, groundbreaking cases. Normally 15 or fewer firms are chosen for this honor. The *Legal 500*, a guide to worldwide legal services providers, has repeatedly cited Berger & Montague’s antitrust practice as “stand[ing] out by virtue of its first-class trial skills.” For four straight years, Berger & Montague has been selected by *Chambers and Partners’ USA’s America’s Leading Lawyers for Business* as one of Pennsylvania’s top antitrust firms. Also in 2009, The Public Justice Foundation awarded its prestigious Trial Lawyer of the Year Award on the Berger & Montague trial team in the Rocky Flats mass environmental tort class action, for their “long and hard-fought” victory against “formidable corporate and government defendants,” the second time Berger & Montague has won this honor. The jury verdict in that case was vacated on appeal, and proceedings are continuing in the district court.

Berger & Montague was founded in 1970 by the late David Berger to concentrate on the representation of plaintiffs in a series of antitrust class actions. David Berger helped pioneer the use of class actions in antitrust litigation and was instrumental in extending the use of the class action procedure to other litigation areas, including securities, employment discrimination, civil and human rights, and mass torts. The firm’s complement of nationally recognized lawyers has represented both plaintiffs and defendants in these and other areas, and has recovered billions of dollars for its clients. In complex litigation, particularly in areas of class action litigation, Berger & Montague has established new law and forged the path for recovery.

The firm has been involved in a series of notable cases, some of them among the most important in the last 40 years of civil litigation. For example, the firm was one of the principal counsel for plaintiffs in the *Drexel Burnham Lambert/Michael Milken* securities and bankruptcy litigation. Claimants in these cases recovered approximately \$2 billion in the aftermath of the collapse of the junk bond market and the bankruptcy of *Drexel* in the late 1980’s. The firm was also among

the principal trial counsel in the *Exxon Valdez Oil Spill* litigation in Anchorage, Alaska, a trial resulting in a record jury award of \$5 billion against Exxon, later reduced by the U.S. Supreme Court to \$507.5 million. Berger & Montague was lead counsel in the *School Asbestos Litigation*, in which a national class of secondary and elementary schools recovered in excess of \$300 million to defray the costs of asbestos abatement. The case was the first mass tort property damage class action certified on a national basis. Berger & Montague was also lead/liaison counsel in the *Three Mile Island Litigation* arising out of a serious nuclear incident.

In antitrust litigation, the firm has served as lead, co-lead or co-trial counsel on many of the most significant civil antitrust cases over the last 40 years, including *In re Corrugated Container Antitrust Litigation* (recovery in excess of \$366 million), the *Infant Formula* case (recovery of \$125 million), the *Brand Name Prescription Drug* price fixing case (settlement of more than \$700 million), the *State of Connecticut Tobacco Litigation* (settlement of \$3.6 billion), the *Graphite Electrodes Antitrust Litigation* (settlement of more than \$134 million), and the *High-Fructose Corn Syrup Litigation* (\$531 million). The firm has also played a leading role in cases in the pharmaceutical arena, especially in cases involving the delayed entry of generic or other rival drug competition, having achieved over \$1 billion in settlements in such cases over the past decade.

In the area of securities litigation, the firm has represented public institutional investors – such as the retirement funds for the States of Pennsylvania, Connecticut, New Hampshire, New Jersey, Louisiana and Ohio, as well as the City of Philadelphia and numerous individual investors and private institutional investors. The firm was co-lead counsel in the *Melridge Securities Litigation* in the Federal District Court in Oregon, in which jury verdicts of \$88.2 million and a RICO judgment of \$239 million were obtained. Berger & Montague has served as lead or co-lead counsel in numerous other major securities class action cases where substantial settlements were achieved on behalf of investors.

Additionally, in the human rights area, the firm, through its membership on the executive committee in the *Holocaust Victim Assets Litigation*, helped to achieve a \$1.25 billion settlement with the largest Swiss banks on behalf of victims of Nazi aggression whose deposits were not returned after the Second World War. The firm also played an instrumental role in bringing about a \$4.37 billion settlement with German industry and government for the use of slave and forced labor during the Holocaust.

JUDICIAL PRAISE FOR BERGER & MONTAGUE ATTORNEYS

Berger & Montague's record of successful prosecution of class actions and other complex litigation has been recognized and commended by judges and arbitrators across the country. Some remarks on the skill, efficiency, and expertise of the firm's attorneys are excerpted below.

Antitrust Litigation

From **Judge William H. Pauley, III**, of the U.S. District Court of the Southern District of New York:

“Class Counsel did their work on their own with enormous attention to detail and unflagging devotion to the cause. Many of the issues in this litigation . . . were unique and issues of first impression.”

* * *

“Class Counsel provided extraordinarily high-quality representation. This case raised a number of unique and complex legal issues The law firms of Berger & Montague and Coughlin Stoia were indefatigable. They represented the Class with a high degree of professionalism, and vigorously litigated every issue against some of the ablest lawyers in the antitrust defense bar.”

In re Currency Conversion Fee Antitrust Litigation, 263 F.R.D. 110, 129 (2009).

From **Judge Faith S. Hochberg** of the United States District court for the District of New Jersey:

“[W]e sitting here don't always get to see such fine lawyering, and it's really wonderful for me both to have tough issues and smart lawyers ... I want to congratulate all of you for the really hard work you put into this, the way you presented the issues, ... On behalf of the entire federal judiciary I want to thank you for the kind of lawyering we wish everybody would do.”

In re Remeron Antitrust Litig., Civ. No. 02-2007 (Nov. 2, 2005).

From U.S. District **Judge Jan DuBois**, of the U.S. District Court of the Eastern District of Pennsylvania:

“[T]he size of the settlements in absolute terms and expressed as a percentage of total damages evidence a high level of skill by petitioners ... The Court has repeatedly stated that the lawyering in the case at every stage was superb, and does so again.”

In Re Linerboard Antitrust Litig., 2004 WL 1221350, at *5-*6 (E.D. Pa. 2004).

From **Judge Nancy G. Edmunds**, of the U.S. District Court of the Eastern District of Michigan:

“[T]his represents an excellent settlement for the Class and reflects the outstanding effort on the part of highly experienced, skilled, and hard working Class Counsel....[T]heir efforts were not only successful, but were highly organized and efficient in addressing numerous complex issues raised in this litigation[.]”

In re Cardizem CD Antitrust Litig., MDL No. 1278 (E.D. Mich., Nov. 26, 2002).

From **Judge Charles P. Kocoras** of the U.S. District Court for the Northern District of Illinois:

“The stakes were high here, with the result that most matters of consequence were contested. There were numerous trips to the courthouse, and the path to the trial court and the Court of Appeals frequently traveled. The efforts of counsel for the class has [sic] produced a substantial recovery, and it is represented that the cash settlement alone is the second largest in the history of class action litigation. . . . There is no question that the results achieved by class counsel were extraordinary[.]”

Regarding the work of Berger & Montague in achieving more than \$700 million in settlements with some of the defendants in *In Re Brand Name Prescription Drugs Antitrust Litigation*, 2000 U.S. Dist. LEXIS 1734, at *3-*6 (N.D. Ill. Feb. 9, 2000).

From **Judge Peter J. Messitte** of the U.S. District Court for the District of Maryland:

“The experience and ability of the attorneys I have mentioned earlier, in my view in reviewing the documents, which I have no reason to doubt, the plaintiffs’ counsel are at the top of the profession in this regard and certainly have used their expertise to craft an extremely favorable settlement for their clients, and to that extent they deserve to be rewarded.”

Settlement Approval Hearing, Oct. 28, 1994, in *Spawd, Inc. and General Generics v. Bolar Pharmaceutical Co., Inc.*, CA No. PJM-92-3624 (D. Md.).

From **Judge Donald W. Van Arsdale** of the U.S. District Court for the Eastern District of Pennsylvania:

“As to the quality of the work performed, although that would normally be reflected in the not immodest hourly rates of all attorneys, for which one would expect to obtain excellent quality work at all times, the results of the settlements speak for themselves. Despite the extreme uncertainties of trial, plaintiffs’ counsel were able to negotiate a cash settlement of a not insubstantial sum, and in addition, by way of equitable relief, substantial concessions by the defendants which, subject to various condition, will afford the right, at least, to lessee-dealers to obtain gasoline supply product from major oil companies and suppliers other than from their respective lessors. The additional benefits obtained for the classes by way of equitable relief would, in and of itself, justify some upward adjustment of the lodestar figure.”

Bogosian v. Gulf Oil Corp., 621 F. Supp. 27, 31 (E.D. Pa. 1985).

From **Judge Krupansky**, who had been elevated to the Sixth Circuit Court of Appeals:

Finally, the court unhesitatingly concludes that the quality of the representation rendered by counsel was uniformly high. The attorneys involved in this litigation are extremely experienced and skilled in their prosecution of antitrust litigation and other complex actions. Their services have been rendered in an efficient and expeditious manner, but have nevertheless been productive of highly favorable result.

In re Art Materials Antitrust Litigation, 1984 CCH Trade Cases ¶65,815 (N.D. Ohio 1983).

From **Judge Joseph Blumenfeld** of the U.S. District Court for the District of Connecticut:

“The work of the Berger firm showed a high degree of efficiency and imagination, particularly in the maintenance and management of the national class actions.”

In re Master Key Antitrust Litigation, 1977 U.S. Dist. LEXIS 12948, at *35 (Nov. 4, 1977).

Securities Litigation

From **Judge Jed Rakoff** of the U.S. District Court for the Southern District of New York:

Court stated that lead counsel had made “very full and well-crafted” and “excellent submissions”; that there was a “very fine job done by plaintiffs’ counsel in this case”; and that this was “surely a very good result under all the facts and circumstances.”

In re Merrill Lynch & Co., Inc. Securities, Derivative & ERISA Litigation, Master File No. 07-cv-9633(JSR)(DFE) (S.D.N.Y., July 27, 2009).

From **Judge Michael M. Baylson** of the U.S. District Court for the Eastern District of Pennsylvania:

“The Court is aware of and attests to the skill and efficiency of class counsel: they have been diligent in every respect, and their briefs and arguments before the Court were of the highest quality. The firm of Berger & Montague took the lead in the Court proceedings; its attorneys were well prepared, articulate and persuasive.”

In re CIGNA Corp. Sec. Litig., 2007 U.S. Dist. LEXIS 51089, at *17-*18 (E.D. Pa. July 13, 2007).

From **Chancellor William Chandler, III** of the Delaware Chancery Court:

“All I can tell you, from someone who has only been doing this for roughly 22 years, is that I have yet to see a more fiercely and intensely litigated case than this case. Never in 22 years have I seen counsel going at it, hammer and tong, like they have gone at it in this case. And I think that’s a testimony – Mr. Valihura correctly says that’s what they are supposed to do. I recognize that; that is their job, and they were doing it professionally.”

Ginsburg v. Philadelphia Stock Exchange, Inc., No. 2202 (Del. Ch., Oct. 22, 2007).

From **Judge Stewart Dalzell** of the U.S. District Court for the Eastern District of Pennsylvania:

“Thanks to the nimble class counsel, this sum, which once included securities worth \$149.5 million is now all cash. Seizing on an opportunity Rite Aid presented, class counsel first renegotiated what had been stock consideration into Rite Aid Notes and then this year monetized those Notes. Thus, on February 11, 2003, Rite Aid redeemed those Notes from the class, which then received \$145,754,922.00. The class also received \$14,435,104 in interest on the Notes.”

“Co-lead counsel ... here were extraordinarily deft and efficient in handling this most complex matter... they were at least eighteen months ahead of the United States Department of Justice in ferreting out the conduct that ultimately resulted in the write down of over \$1.6 billion in previously reported Rite Aid earnings. In short, it would be hard to equal the skill class counsel demonstrated here.”

In re Rite Aid Corp. Securities Litigation, 269 F. Supp. 2d 603, 605, n.1, 611 (E.D. Pa. 2003).

From **Judge Helen J. Frye**, United States District Judge for the U.S. District Court for the District of Oregon:

“In order to bring about this result [partial settlements then totaling \$54.25 million], Class Counsel were required to devote an unusual amount of time and effort over more than eight years of intense legal litigation which included a four-month long jury trial and full briefing and argument of an appeal before the Ninth Circuit Court of Appeals, and which produced one of the most voluminous case files in the history of this District.”

* * *

“Throughout the course of their representation, the attorneys at Berger & Montague and Stoll, Stoll, Berne, Lokting & Shlachter who have worked on this case have exhibited an unusual degree of skill and diligence, and have had to contend with opposing counsel who also displayed unusual skill and diligence.”

In Re Melridge, Inc. Securities Litigation, No. CV 87-1426-FR (D. Ore. April 15, 1996).

From **Judge Marvin Katz** of the U.S. District Court for the Eastern District of Pennsylvania:

“[T]he co-lead attorneys have extensive experience in large class actions, experience that has enabled this case to proceed efficiently and professionally even under short deadlines and the pressure of handling thousands of documents in a large multi-district action... These counsel have also acted vigorously in their clients’ interests....”

* * *

“The management of the case was also of extremely high quality.... [C]lass counsel is of high caliber and has extensive experience in similar class action litigation.... The submissions were of consistently high quality, and class counsel has been notably diligent in preparing filings in a timely manner even when under tight deadlines.”

Commenting on class counsel, where the firm served as both co-lead and liaison counsel in *In re Ikon Office Solutions, Inc. Securities Litigation*, 194 F.R.D. 166, 177, 195 (E.D. Pa. 2000).

From **Judge William K. Thomas**, Senior District Judge for the United States District Court for the Northern District of Ohio:

“In the proceedings it has presided over, this court has become directly familiar with the specialized, highly competent, and effective quality of the legal services performed by Merrill G. Davidoff, Esq. and Martin I. Twersky, Esq. of Berger & Montague....”

* * *

“Examination of the experience-studded biographies of the attorneys primarily involved in this litigation and review of their pioneering prosecution of many class actions in antitrust, securities, toxic tort matters and some defense representation in antitrust and other litigation, this court has no difficulty in approving and adopting the hourly rates fixed by Judge Aldrich.”

Commenting in *In re Revco Securities Litigation*, Case No. 1:89CV0593, Order (N.D. Oh. September 14, 1993).

PROMINENT JUDGMENTS AND SETTLEMENTS

The firm has a wide breadth of achievement in many significant areas of complex and business-related litigation. The following is a partial list of some of the more notable judgments and settlements in antitrust and securities litigation.

Antitrust Litigation

In re Currency Conversion Fee Antitrust Litigation: Berger & Montague, as one of two co-lead counsel, spearheaded a class action lawsuit alleging that the major credit cards had conspired to fix prices for foreign currency conversion fees imposed on credit card transactions. After eight years of litigation, a settlement of \$336 million was approved in October, 2009, with a Final Judgment entered in November, 2009. Following the resolution of eleven appeals, the District Court, on October 5, 2011, directed distribution of the settlement funds to more than 10 million timely filed claimants, among the largest class of claimants in an antitrust consumer class action. (MDL No. 1409 (S.D.N.Y)).

Ross, et al. v. Bank of America (USA) N.A., et al.: Berger & Montague, as lead counsel for the cardholder classes, obtained final approval of settlements reached with Chase, Bank of America, Capital One and HSBC, on claims that the defendant banks unlawfully acted in concert to require cardholders to arbitrate disputes, including debt collections, and to preclude cardholders from participating in any class actions. The case was brought for injunctive relief only. The settlements remove arbitration clauses nationwide for 3.5 years from the so-called “cardholder agreements” for over 100 million credit card holders. This victory for consumers and small businesses came after nearly five years of hard-fought litigation, including obtaining a decision by the Court of Appeals reversing the order dismissing the case, and will aid consumers and small businesses in their ability to resist unfair and abusive credit card practices. A proposed settlement has been reached with the non-bank defendant arbitration provider (NAF), and, after defeating summary judgment, Berger & Montague is preparing the case for trial against the remaining two bank defendants.

In re High Fructose Corn Syrup Antitrust Litigation: Berger & Montague was one of three co-lead counsel in this nationwide class action alleging a conspiracy to allocate volumes and customers and to price-fix among five producers of high fructose corn syrup. After nine years of litigation, including four appeals, the case was settled on the eve of trial for \$531 million. (MDL. No. 1087, Master File No. 95-1477 (C.D. Ill.)).

In re Linerboard Antitrust Litigation: Berger & Montague was one of a small group of court-appointed executive committee members who led this nationwide class action against producers of linerboard. The complaint alleged that the defendants conspired to reduce production of linerboard in order to increase the price of linerboard and corrugated boxes made therefrom. At the close of discovery, the case was settled for more than \$200 million. (98 Civ. 5055 and 99-1341 (E.D. Pa.)).

Meijer, Inc., et al. v. Abbott Laboratories: Berger & Montague served as co-lead counsel in a class action on behalf of pharmaceutical wholesalers and pharmacies charging Abbott Laboratories with illegally maintaining monopoly power and overcharging purchasers in violation of the federal antitrust laws. Plaintiffs alleged that Abbott had used its monopoly with respect to its anti-HIV medicine Norvir (ritonavir) to protect its monopoly power for another highly profitable Abbott HIV drug, Kaletra. This antitrust class action settled for \$52 million after four days of a jury trial in federal court in Oakland, California. (Case No. 07-5985 (N.D. Cal.)).

In re Nifedipine Antitrust Litigation: Berger & Montague played a major role (serving on the executive committee) in this antitrust class action on behalf of direct purchasers of generic versions of the anti-hypertension drug Adalat (nifedipine). After eight years of hard-fought litigation, the court approved a total of \$35 million in settlements. (Case No. 1:03-223 (D.D.C.)).

Johnson, et al. v AzHHA, et al.: Berger & Montague is co-lead counsel in this litigation on behalf of a class of temporary nursing personnel, against the Arizona Hospital and Healthcare Association, and its member hospitals, for agreeing and conspiring to fix the rates and wages for temporary nursing personnel, causing class members to be underpaid. The court approved a nearly \$22.5 million settlement on behalf of this class of nurses. (Case No. 07-1292 (D. Ariz.)).

In re DDAVP Direct Purchaser Antitrust Litigation: Berger & Montague served as co-lead counsel in a case that charged defendants with using sham litigation and a fraudulently obtained patent to delay the entry of generic versions of the prescription drug DDAVP. Berger & Montague achieved a \$20.25 million settlement only after winning a precedent-setting victory before the United States Court of Appeals for the Second Circuit that ruled that direct purchasers had standing to recover overcharges arising from a patent-holder's misuse of an allegedly fraudulently obtained patent. (Case No. 05-2237 (S.D.N.Y.)).

In re Terazosin Antitrust Litigation: Berger & Montague was one of a small group of counsel in a case alleging that Abbott Laboratories was paying its competitors to refrain from introducing less expensive generic versions of Hytrin. The case settled for \$74.5 million. (Case No. 99-MDL-1317 (S.D. Fla.)).

In re Remeron Antitrust Litigation: Berger & Montague was one of a small group of counsel in a case alleging that the manufacturer of this drug was paying its competitors to refrain from introducing less expensive generic versions of Remeron. The case settled for \$75 million. (2:02-CV-02007-FSH (D. N.J.)).

In re Tricor Antitrust Litigation: Berger & Montague was one of a small group of counsel in a case alleging that the manufacturer of this drug was paying its competitors to refrain from introducing less expensive generic versions of Tricor. The case settled for \$250 million. (No. 05-340 (D. Del.)).

In re Relafen Antitrust Litigation: Berger & Montague was one of a small group of firms who prepared for the trial of this nationwide class action against GlaxoSmithKline, which was alleged to have used fraudulently-procured patents to block competitors from marketing less-expensive generic versions of its popular nonsteroidal anti-inflammatory drug, Relafen (nabumetone). Just before trial, the case was settled for \$175 million. (No. 01-12239-WGY (D. Mass.)).

In re Microcrystalline Antitrust Litigation: Berger & Montague was one of two co-lead counsel in this class action alleging a conspiracy to fix the price of microcrystalline cellulose, used in the manufacture of many pharmaceuticals. The case was settled shortly before trial for a total of \$50 million. (MDL No. 1402 (E.D. Pa.)).

In re Graphite Electrodes Antitrust Litigation: Berger & Montague was one of the four co-lead counsel in a nationwide class action price-fixing case. The case settled for in excess of \$134 million and over 100% of claimed damages. (02 Civ. 99-482 (E.D. Pa.)).

In re Buspirone Antitrust Litigation: The firm served on the court-appointed steering committee in this class action, representing a class of primarily pharmaceutical wholesalers and resellers. The Buspirone class action alleged that pharmaceutical manufacturer BMS engaged in a pattern of illegal conduct surrounding its popular anti-anxiety medication, Buspar, by paying a competitor to refrain from marketing a generic version of Buspar, improperly listing a patent with the FDA, and wrongfully prosecuting patent infringement actions against generic competitors to Buspar. On April 11, 2003, the Court finally approved a \$220 million settlement. (MDL No. 1410 (S.D.N.Y.)).

In re Cardizem CD Antitrust Litigation: Berger & Montague served on the executive committee of firms appointed to represent the class of direct purchasers of Cardizem CD. The suit charged that Aventis (the brand-name drug manufacturer of Cardizem CD) entered into an illegal agreement to pay Andrx (the maker of a generic substitute to Cardizem CD) millions of dollars to delay the entry of the less expensive generic product. On November 26, 2002, the district court approved a final settlement against both defendants for \$110 million. (No. 99-MD-1278, MDL No. 1278 (E.D. Mich.)).

In re Brand Name Prescription Drugs Antitrust Litigation: The firm served as co-lead counsel in this antitrust price-fixing class action on behalf of a class of purchasers of brand name prescription drugs. Following certification of the class by the district court, settlements exceeded \$717 million. (No. 94 C 897 (M.D. Ill.)).

North Shore Hematology-Oncology Assoc., Inc. v. Bristol-Myers Squibb Co.: The firm was one of several prosecuting an action complaining of Bristol Myers's use of invalid patents to block competitors from marketing more affordable generic versions of its life-saving cancer drug, Platinol (cisplatin). The case settled for \$50 million. (No. 1:04CV248 (EGS) (D.D.C.)).

In re Catfish Antitrust Litig. Action: The firm was co-trial counsel in this action which settled with the last defendant a week before trial, for total settlements approximating \$27 million. (No. 2:92CV073-D-O, MDL No. 928 (N.D. Miss.)).

In re Carbon Dioxide Antitrust Litigation: The firm was co-trial counsel in this antitrust class action which settled with the last defendant days prior to trial, for total settlements approximating \$53 million, plus injunctive relief. (MDL No. 940 (M.D. Fla.)).

In re Infant Formula Antitrust Litigation: The firm served as co-lead counsel in an antitrust class action where settlement was achieved two days prior to trial, bringing the total settlement proceeds to \$125 million. (MDL No. 878 (N.D. Fla.)).

Red Eagle Resources Corp., Inc., v. Baker Hughes, Inc.: The firm was a member of the plaintiffs' executive committee in this antitrust class action which yielded a settlement of \$52.5 million. (C.A. No. H-91-627 (S.D. Tex.)).

In re Corrugated Container Antitrust Litigation: The firm, led by H. Laddie Montague, was co-trial counsel in an antitrust class action which yielded a settlement of \$366 million, plus interest, following trial. (MDL No. 310 (S.D. Tex.)).

Bogosian v. Gulf Oil Corp.: With Berger & Montague as sole lead counsel, this landmark action on behalf of a national class of more than 100,000 gasoline dealers against 13 major oil companies led to settlements of over \$35 million plus equitable relief on the eve of trial. (No. 71-1137 (E.D. Pa.)).

In re Master Key Antitrust Litigation: The firm served as co-lead counsel in an antitrust class action that yielded a settlement of \$21 million during trial. (MDL No. 45 (D. Conn.)).

Securities Litigation

In re Merrill Lynch Securities Litigation: Berger & Montague, as co-lead counsel, obtained a recovery of \$475 million for the benefit of the class in one of the largest recoveries among the recent financial crisis cases. (Civil Action No. 07-CV-09633 (S.D.N.Y.)).

In re NetBank, Inc. Securities Litigation: Berger & Montague served as lead counsel in this certified class action on behalf of the former common shareholders of NetBank, Inc. The \$12.5 million settlement, which occurred after class certification proceedings and substantial discovery, is particularly noteworthy because it is one of the few successful securities fraud class actions litigated against a subprime lender and bank in the wake of the financial crisis. (Case No. 07-2298 (D. Ga.)).

In re KLA Tencor Securities Litigation: The firm, as a member of Plaintiffs' Counsel's Executive Committee, obtained a cash settlement of \$65 million in an action on behalf of

investors against KLA-Tencor and certain of its officers and directors. (No. 06-cv-04065 (N.D. Cal.)).

In re Sotheby's Holding, Inc. Securities Litigation: The firm, as lead counsel obtained a \$70 million settlement, of which \$30 million was contributed, personally, by an individual defendant (No. 00 Civ. 1041 (DLC) (S.D.N.Y.)).

Ginsburg v. Philadelphia Stock Exchange, Inc., et al.: The firm represented certain shareholders of the Philadelphia Stock Exchange in the Delaware Court of Chancery, and obtained a settlement valued in excess of \$99 million settlement. (C.A. No. 2202-CC (Del. Ch.)).

In re Sepracor Inc. Securities Litigation: The firm, as co-lead counsel, obtained a settlement of \$52.5 million for the benefit of bond and stock purchaser classes. (Civil Action No. 02-12235-MEL (D. Mass.)).

In re CIGNA Corp. Securities Litigation: The firm, as co-lead counsel, obtained a settlement of \$93 million for the benefit of the class. (Master File No. 2:02-CV-8088 (E.D. Pa.)).

In re Fleming Companies, Inc. Securities Litigation: The firm, as lead counsel, obtained a class settlement of \$94 million for the benefit of the class. (Civil Action No. 5-03-MD-1530 (TJW) (E.D. Tex.)).

In re Xcel Energy Inc. Securities, Derivative & "ERISA" Litigation: The firm, as co-lead counsel in the securities actions, obtained a cash settlement of \$80 million on behalf of investors against Xcel Energy and certain of its officers and directors. (Civil Action No. 02-2677 (DSD/FLN) (D. Minn.)).

Brown v. Kinross Gold U.S.A. Inc.: The firm represented lead plaintiffs as co-lead counsel and obtained \$29.25 million cash settlement and an additional \$6,528,371 in dividends for a gross settlement value of \$35,778,371. (No. 02-CV-0605 (D. Nev.)) All class members recovered 100% of their damages after fees and expenses.

In re Alcatel Alsthom Securities Litigation: In 2001, the firm, as co-lead counsel, obtained a class settlement for investors of \$75 million cash. (MDL Docket No. 1263 (PNB) (E.D. Tex.)).

In re Rite Aid Corp. Securities Litigation: The firm, as co-lead counsel, obtained settlements totaling \$334 million against Rite Aid's outside accounting firm and certain of the company's former officers. (99 CV 1349 (E.D. Pa.)).

In re Sunbeam Inc. Securities Litigation: As co-lead counsel, the firm obtained a settlement on behalf of investors of \$141 million in the action against Sunbeam's outside accounting firm and Sunbeam's officers. (98 CV 8258 (S.D. Fla.)).

In re Waste Management, Inc. Securities Litigation: In 1999, the firm, as co-lead counsel, obtained a class settlement for investors of \$220 million cash which included a settlement against Waste Management's outside accountants. (97 CV 7709 (N.D. Ill.)).

In re IKON Office Solutions Inc. Securities Litigation: The firm, serving as both co-lead and liaison counsel, obtained a cash settlement of \$111 million in an action on behalf of investors against IKON and certain of its officers. (MDL Dkt. No. 1318 (E.D. Pa.)).

In re Melridge Securities Litigation: The firm served as lead counsel and co-lead trial counsel for a class of purchasers of Melridge common stock and convertible debentures. A four-month jury trial yielded a verdict in plaintiffs' favor for \$88.2 million, and judgment was entered on RICO claims against certain defendants for \$239 million. The court approved settlements totaling \$57.5 million. (CV-87-1426 FR (D. Ore.)).

Walco Investments, Inc. et al. v. Kenneth Thenen, et al. (Premium Sales): The firm, as a member of the plaintiffs' steering committee, obtained settlements of \$141 million for investors victimized by a Ponzi scheme. Reported at: 881 F. Supp. 1576 (S.D. Fla. 1995); 168 F.R.D. 315 (S.D. Fla. 1996); 947 F. Supp. 491 (S.D. Fla. 1996)).

In re The Drexel Burnham Lambert Group, Inc.: The firm was appointed co-counsel for a mandatory non-opt-out class consisting of all claimants who had filed billions of dollars in securities litigation-related proofs of claim against The Drexel Burnham Lambert Group, Inc. and/or its subsidiaries. Settlements in excess of \$2.0 billion were approved in August 1991 and became effective upon consummation of Drexel's Plan of Reorganization on April 30, 1992. (90 Civ. 6954 (MP), Chapter 11, Case No. 90 B 10421 (FGC), Jointly Administered, reported at, *inter alia*, 960 F.2d 285 (2d Cir. 1992), *cert. dismissed*, 506 U.S. 1088 (1993) ("Drexel I") and 995 F.2d 1138 (2d Cir. 1993) ("Drexel II")).

In re Michael Milken and Associates Securities Litigation: As court-appointed liaison counsel, the firm was one of four lead counsel who structured the \$1.3 billion "global" settlement of all claims pending against Michael R. Milken, over 200 present and former officers and directors of Drexel Burnham Lambert, and more than 350 Drexel/Milken-related entities. (MDL Dkt. No. 924, M21-62-MP (S.D.N.Y.)).

RJR Nabisco Securities Litigation: In this action, Berger & Montague represented individuals who sold RJR Nabisco securities prior to the announcement of a corporate change of control. This securities case settled for \$72 million. (88 Civ. 7905 MBM (S.D.N.Y.)).

New Jersey v. Qwest Communications International: The Berger firm represented the pension funds for public employees in the State of New Jersey seeking to recover losses on their investments in Qwest common stock. The opt-out action settled for \$45 million. (MER-L-3738-02 (N.J. Super. Ct., Mercer Cty.)).

FOUNDING PARTNER:

David Berger (1912-2007)

David Berger was the founder and the Chairman of Berger & Montague. He received his A.B. *cum laude* in 1932 and his LL.B. *cum laude* in 1936, both from the University of Pennsylvania. He was a member of The Order of the Coif and was an editor of the *University of Pennsylvania Law Review*. He had a distinguished scholastic career including being Assistant to Professor Francis H. Bohlen and Dr. William Draper Lewis, Director of the American Law Institute, participating in the drafting of the first Restatement of Torts. He also served as a Special Assistant Dean of the University of Pennsylvania Law School. He was a member of the Board of Overseers of the Law School and Associate Trustee of the University of Pennsylvania. In honor of his many contributions, the Law School established the David Berger Chair of Law for the Improvement of the Administration of Justice.

David Berger was a law clerk for the Pennsylvania Supreme Court. He served as a deputy assistant to Director of Enemy Alien Identification Program of the United States Justice Department during World War II.

Thereafter he was appointed Lt.j.g. in the U.S. Naval Reserve and he served in the South Pacific aboard three aircraft carriers during World War II. He was a survivor of the sinking of the U.S.S. Hornet in the Battle of Santa Cruz, October 26, 1942. After the sinking of the Hornet, Admiral Halsey appointed him a member of his personal staff when the Admiral became Commander of the South Pacific. Mr. Berger was ultimately promoted to Commander. He was awarded the Silver Star and Presidential Unit Citation.

After World War II, he was a law clerk in the United States Court of Appeals. The United States Supreme Court appointed David Berger a member of the committee to draft the Federal Rules of Evidence, the basic evidentiary rules employed in federal courts throughout the United States. David Berger was a fellow of the American College of Trial Lawyers, the International Society of Barristers, and the International Academy of Trial Lawyers, of which he was a former Dean. He was a Life Member of the Judicial Conference of the Third Circuit and the American Law Institute.

A former Chancellor (President) of the Philadelphia Bar Association, he served on numerous committees of the American Bar Association and was a lecturer and author on various legal subjects, particularly in the areas of antitrust, securities litigation, and evidence.

David Berger served as a member of President John F. Kennedy's committee which designed high speed rail lines between Washington and Boston. He drafted and activated legislation in the Congress of the United States which resulted in the use of federal funds to assure the continuance of freight and passenger lines throughout the United States. When the merger of the Pennsylvania Railroad and the New York Central Railroad, which created the Penn Central

Transportation Company, crashed into Chapter 11, David Berger was counsel for Penn Central and a proponent of its reorganization. Through this work, Mr. Berger ensured the survival of the major railroads in the Northeastern section of the United States including Penn Central, New Jersey Central, and others.

Mr. Berger's private practice included clients in London, Paris, Dusseldorf, as well as in Philadelphia, Washington, New York City, Florida, and other parts of the United States. David Berger instituted the first class action in the antitrust field, and for over 30 years he and the Berger firm were lead counsel and/or co-lead counsel in countless class actions brought to successful conclusions, including antitrust, securities, toxic tort and other cases. He served as one of the chief counsel in the litigation surrounding the demise of Drexel Burnham Lambert, in which over \$2.6 billion was recovered for various violations of the securities laws during the 1980s. The recoveries benefitted such federal entities as the FDIC and RTC, as well as thousands of victimized investors.

In addition, Mr. Berger was principal counsel in a case regarding the Three Mile Island accident near Harrisburg, Pennsylvania, achieving the first legal recovery of millions of dollars for economic harm caused by the nation's most serious nuclear accident. As part of the award in the case, David Berger established a committee of internationally renowned scientists to determine the effects on human beings of emissions of low level radiation.

In addition, as lead counsel in *In re Asbestos School Litigation*, he brought about settlement of this long and vigorously fought action spanning over 13 years for an amount in excess of \$300 million.

David Berger was active in Democratic politics. President Clinton appointed David Berger a member of the United States Holocaust Memorial Council, in which capacity he served from 1994-2004. In addition to his having served for seven years as the chief legal officer of Philadelphia, he was a candidate for District Attorney of Philadelphia, and was a Carter delegate in the Convention which nominated President Carter.

Over his lengthy career David Berger was prominent in a great many philanthropic and charitable enterprises some of which are as follows: He was the Chairman of the David Berger Foundation and a long time honorary member of the National Commission of the Anti-Defamation League. He was on the Board of the Jewish Federation of Philadelphia and, at his last place of residence, Palm Beach, as Honorary Chairman of the American Heart Association, Trustee of the American Cancer Society, a member of the Board of Directors of the American Red Cross, and active in the Jewish Federation of Palm Beach County.

David Berger's principal hobby was tennis, a sport in which he competed for over 60 years. He was a member of the Board of Directors of the International Tennis Hall of Fame and other related organizations for assisting young people in tennis on a world-wide basis.

THE SHAREHOLDERS:

Harold Berger

Harold Berger, a former Judge of the Court of Common Pleas of Philadelphia, is a graduate of the University of Pennsylvania School of Electrical Engineering (B.S.E.E. 1948) and the University of Pennsylvania Law School (J.D. 1951). He is a senior partner and managing principal of the firm and serves on its Executive Committee.

He currently serves as a member of the Board of Overseers of the School of Engineering and Applied Science of the University of Pennsylvania. He has served as Chair of the Third Circuit Class Action and Complex Litigation Committee of the Federal Bar Association and is past Chair of the FBA's National Committee on the Federal and State Judiciary. He is the author of numerous law review articles and has lectured extensively before bar associations and at universities. His biography appears in *Who's Who in America*, *Who's Who in American Law* and *Who's Who in the World*. He has been given the highest rating for legal ability as well as the highest rating for ethical standards by the *Martindale-Hubbell* American legal directory.

Harold Berger has participated in many national litigation and class action matters of a complex nature, including the *Exxon Valdez Oil Spill Litigation*, C.A. No. A89-095 (D. Alaska), which resulted in a record punitive damage award of \$5 billion against Exxon after Trial and in which he served on the case management team and as Co-Chair of the national discovery team. He also participated in the *In re Three Mile Island Litigation*, C.A. No. 79-0432 (M.D. Pa.), where he acted as liaison counsel, and in the nationwide school asbestos property damage class action, *In re Asbestos School Litigation*, Master File No. 83-0268 (E.D. Pa.), where the firm was co-lead counsel. The case was settled for an amount in excess of \$300 million. He also served as co-lead counsel in the *Ashland Oil Spill Litigation*, Master File No. M-14670 (W.D. Pa.), as co-lead counsel in the *Chrysler Motors Corp. Odometer Litigation*, MDL Docket No. 740 (E.D. Mo.), and as lead counsel in the *Collins & Aikman Product Liability Class Action*, C.A. No. 87-2529 (E.D. Pa.).

Harold Berger is a former member of the State and Federal Court Relations Committee of the National Conference of State Trial Judges and is the recipient of numerous awards including a Special American Bar Association Presidential Program Award and Medal and the Special Service Award of the Pennsylvania Conference of State Trial Judges. He is the recipient of the Federal Bar Association's National Service Award for distinguished service to the Federal and State Judiciary. He is a permanent member of the Judicial Conference of the Third Circuit Court of Appeals and served as National Chair of the FBA's Alternate Dispute Resolution Committee.

Recipient of the Alumnus of the Year Award of the Thomas McKean Law Club of the University of Pennsylvania Law School, Harold Berger was honored by the University of Pennsylvania School of Engineering and Applied Science by the dedication of the Honorable Harold Berger Annual Lecture and Award to a technical innovator who has made a lasting contribution to the

quality of our lives. He was further honored by the University by the dedication of a student award in his name for engineering excellence.

Harold Berger has served as Chair of the International Conferences on Global Interdependence held at Princeton University. He has served as Chair of the Aerospace Law Committees of the American, Federal and Inter-American Bar Associations and, in recognition of the importance and impact of his scholarly work, was elected to the International Academy of Astronautics in Paris. He is active in law and engineering alumni affairs at Penn, serving as a University Overseer and as Chair of the Friends of Biddle Law Library. He is a past President of the Eastern District Chapter of the Federal Bar Association and has served as Chair of the Chapter's Class Action and Complex Litigation Committees in addition to serving as Chair of the Bench-Bar Liaison Committee.

Long active in diverse, philanthropic, charitable, community and inter-faith endeavors, Harold Berger currently serves as a Trustee of The Federation of Jewish Charities of Greater Philadelphia, as a Director of the National Museum of Jewish History, as a National Director of the Hebrew Immigrant Aid Society (HIAS) in its endeavors to assist refugees and indigent souls of all faiths, as a Charter Fellow of the Foundation of the Federal Bar Association and as a member of the Hamilton Circle of the Philadelphia Bar Foundation. He is the recipient of "The Children of the American Dream" award of HIAS and Council for his leadership in the civic, legal, academic and Jewish communities.

H. Laddie Montague, Jr.

H. Laddie Montague, Jr. is a graduate of the University of Pennsylvania (B.A. 1960) and the Dickinson School of Law (L.L.B. 1963) where he was a member of the Board of Editors of the *Dickinson Law Review*. He is currently Chairman of the Board of Governors for Dickinson School of Law of Penn State University. He is a member of the Executive Committee of the firm having joined its predecessor David Berger, P.A. at its inception in 1970. He is the President and shareholder of the firm and is Chairman of the Antitrust Department.

In addition to being one of the courtroom trial counsel for plaintiffs in the mandatory punitive damage class action in the *Exxon Valdez Oil Spill Litigation*, Mr. Montague has served as lead or co-lead counsel in many class actions, including *In re Infant Formula Antitrust Litigation* (1993) and *Bogosian v. Gulf Oil Corp.* (1984), a nationwide class action against thirteen major oil companies. Mr. Montague was co-lead counsel for the State of Connecticut in its litigation against the tobacco industry.

Mr. Montague was one of four co-lead counsel in *In re Brand Name Prescription Drugs Antitrust Litigation*, M.D.L. 997 (N.D. Ill.) and was one of three co-lead counsel in *In Re High Fructose Corn Syrup Antitrust Litigation*, M.D.L. No. 1087 (C.D. Ill.). In addition to the *Exxon Valdez Oil Spill Litigation*, he has tried several complex, protracted cases to jury, including two class actions: *In re Master Key Antitrust Litigation* (1977) and *In re Corrugated Container*

Antitrust Litigation (1980). For his work as trial counsel in the *Exxon Valdez Oil Spill Litigation*, Mr. Montague shared the Trial Lawyers for Public Justice 1995 Trial Lawyer of the Year Award.

Mr. Montague has been repeatedly singled out by *Chambers USA: America's Leading Lawyers for Business* as one of the top antitrust attorneys in the City of Philadelphia. He is lauded for his stewardship of the firm's antitrust department, referred to as "the dean of the Bar," stating that his peers in the legal profession hold him in the "highest regard," and explicitly praised for, among other things, his "fair minded[ness]." His is also listed in *Lawdragon 500, An International Who's Who of Competition Lawyers*, and *The Legal 500: United States (Litigation)*.

Mr. Montague has been invited and made presentation at the Organization for Economic Cooperation and Development (Paris, 2006); the European Commission and International Bar Association Seminar (Brussels, 2007); the Canadian Bar Association, Competition Section (Ottawa, 2008); and the 2010 Competition Law & Policy Forum (Ontario).

A frequent lecturer on class action litigation, Mr. Montague has presented for the Practicing Law Institute, the Pennsylvania Bar Institute and other groups, including the Antitrust Section of the American Bar Association. He has taught a Complex Litigation course at Temple University's Beasley School of Law and has been a panelist at the Federal Bench-Bar Conference for the Eastern District of Pennsylvania. Mr. Montague was a member of the 1984 faculty of the Columbia Law School Continuing Legal Educational Program entitled "The Trial of an Antitrust Case." Mr. Montague has testified before Congress with respect to antitrust and business fraud legislation, including the Racketeer Influenced and Corrupt Organizations Act ("RICO"). He is currently a member of the Advisory Board of the Antitrust & Trade Regulation Report published by the Bureau of National Affairs.

Merrill G. Davidoff

Merrill G. Davidoff received a B.A. degree from the University of Pennsylvania, and a J.D. from the University of Pennsylvania Law School (*cum laude*). He is admitted to practice law in the Commonwealth of Pennsylvania, the State of New York, the United States Supreme Court, and almost all federal Courts of Appeal. Mr. Davidoff is Co-Chairman of the Antitrust Department with Mr. Montague, Chairs the Environmental Group, and has litigated and tried a wide range of securities, antitrust, and environmental class actions.

In the Rocky Flats Nuclear Weapons Plant class action where Mr. Davidoff is lead counsel, the Court held the United States Department of Energy in contempt of court after a one week trial in November, 1995 (reported at 907 F. Supp. 1460 (D. Colo. 1995)). In 2005-2006, this class action finally went to trial (with Mr. Davidoff as lead trial counsel) and, in February 2006, the jury returned a special verdict for the plaintiffs for \$554 million, the largest property damage class action jury verdict ever. The verdict was the third-largest jury verdict of 2006 in the United States, according to *The National Law Journal*. In 2008, after extensive post-trial motions, the District Court entered a \$926 million judgment for plaintiffs in this case. In July, 2009, the trial

team led by Mr. Davidoff won the Public Justice “Trial Lawyer of the Year” award for its work on the *Rocky Flats* case. The jury verdict in that case was vacated on appeal, and proceedings are continuing in the district court.

In *In re Foreign Currency Fee Antitrust Litigation*, MDL No. 1409, where Mr. Davidoff and Berger & Montague are co-lead counsel, the Court approved a class action settlement of \$336 million with Visa, MasterCard, and a number of their member banks, which drew more than 10 million claims from class members in one of the largest consumer antitrust class actions.

In *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, MDL No. 1720 (E.D.N.Y.), perhaps the largest pending antitrust case in the United States, H. Laddie Montague, Jr., Mr. Davidoff and Berger & Montague are one of the three Court-appointed co-lead counsel.

Mr. Davidoff has represented diverse clients, including Burger King Corporation; John I. Haas, Inc.; Joh. Barth & Sohn, A.G.; Karhu, Inc.; Rexroth Corporation/Rexroth GmbH; ADVO System, Inc.; the LeFrak Organization; Mannesmann A.G.; Championship Auto Racing Teams, Inc.; Cascade Steel Rolling Mills, Inc.; Carpenter Technology Corp.; the State of New Jersey; and the City of Philadelphia. Mr. Davidoff represented the State of New Jersey in the *Qwest* securities litigation, securing a \$45 million “opt-out” settlement, and currently represents the State of New Jersey in “opt-out” litigation against the former public accounting firm for Lehman Brothers Inc. He has also represented many other large and small companies, sports teams, professional organizations, individuals and professional firms. He has acted as lead counsel and trial counsel in numerous antitrust, commercial, environmental, and securities cases. He represented Championship Auto Racing Teams (“CART”), a major Indy-car race-sanctioning organization, in a series of antitrust cases against Indianapolis Motor Speedway and others. Mr. Davidoff has been a speaker at American Trial Lawyers Association meetings and seminars, and has addressed the Environmental and Toxic Torts Section at the National Convention of ATLA. He is also a member of the Antitrust and Business Law Sections of the American Bar Association, and served on the subcommittee of the American Bar Association Antitrust Section which prepared the 1985 supplements to the “Antitrust Civil Jury Instructions.”

In October, 2007, Mr. Davidoff was on the faculty of a continuing education program for all Pennsylvania Common Pleas (trial court) Judges, and received the following accolade:

On behalf of the Supreme Court of Pennsylvania and AOPC’s Judicial Education Department, thank you for your extraordinary commitment to the *Dealing with Complexities in Civil Litigation* symposia. We appreciate the considerable time you spent preparing and delivering this important course across the state. *It is no surprise to me that the judges rated this among the best programs they have attended in recent years.*

From: Stephen M. Feiler, Ph.D.
Director of Judicial Education

Mr. Davidoff served as co-lead and trial counsel for a plaintiff class in the first mass tort class action trial in federal court which resulted in a precedent-setting settlement for class members, *In re Louisville Explosions Litigation*. In the Canadian Radio-Television and Telecommunications Commission (“CRTC”) Decisions (*Challenge Communications, Ltd. v. Bell Canada*), Mr. Davidoff was lead counsel for Applicant (plaintiff) in three evidentiary hearings before the CRTC. The hearings resulted in the first precedent breaking Bell Canada’s monopoly over the telecommunications equipment which was connected to its telephone network. He was lead counsel in the *Revco Securities Litigation*, an innovative “junk bond” class action, which settled for \$36 million. Mr. Davidoff was lead plaintiffs’ counsel and lead trial counsel in *In re Melridge Securities Litigation*, tried to jury verdicts for \$88 million (securities fraud) and \$240 million (RICO). He was co-lead counsel for the class in *In re Graphite Electrodes Antitrust Litigation*, an international price-fixing case which yielded settlements ranging from 18% to 32% of the plaintiffs’ and class’ purchases from the defendants (aggregate settlements totaled \$134 million). He was one of co-lead counsel in the *Ikon Securities Litigation*, in which a settlement of \$111 million was obtained. He was co-lead counsel and designated lead trial counsel in the *In Re Sunbeam Securities Litigation*, where settlements of \$142 million were reached. One of his areas of concentration is representation in commodities futures and options matters, and expertise in derivatives. He has represented market-makers on the Philadelphia Stock Exchange, where he owned a member firm in the 1990s, as well as broker-dealers and market-makers on other exchanges.

Chambers & Partners highly-regarded Chambers USA Edition has rated Berger & Montague’s Antitrust Practice as “the top choice for plaintiff antitrust representation, particularly in complex class actions.” In one recent edition, Mr. Davidoff was described as a “giant in the field.”

Sherrie R. Savett

Summary

Sherrie R. Savett, Chair of the Securities Litigation Department and Qui Tam/False Claims Act Department, and member of the Management Committee of the law firm of Berger & Montague, has practiced in the area of securities litigation and class actions since 1975. Eight securities class actions in which Ms. Savett served as lead counsel, are among the largest securities class actions settled in the United States since the enactment of the Private Securities Litigation Reform Act (“PSLRA”) in 1995. In the past decade, she has also worked actively in the False Claims Act arena and was a part of the team that litigated and settled the Average Wholesale Price qui tam cases which settled collectively for over \$1 billion. She has advanced investor protection by helping to establish several significant legal precedents. Ms. Savett speaks and writes often on professional topics, and is also a business and community leader.

Securities Litigation

Ms. Savett serves or has served as lead or co-lead counsel or as a member of the executive committee in a large number of important securities and consumer class actions in federal and state courts across the country, including:

Advanced Micro Devices (class settlement of \$11.5 million);
***Alcatel Alsthom** (class settlement of \$75 million);
BankAmerica (derivative settlement of \$39.25 million);
Boston Chicken (class settlement of \$21.5 million);
Bristol-Myers Squibb (class settlement of \$20 million);
Cephalon (class settlement of \$17 million);
***Cigna** (class settlement of \$93 million);
Coastal Physician Group (class settlement of \$8.15 million);
Crocker Bank (class settlement of \$35 million);
Employee Solutions (class settlement valued at \$15 million);
Fidelity/Micron (class settlement of \$10 million);
***Fleming Companies** (class settlement of \$94 million);
Genentech (class settlement of \$29 million);
Global Crossing (class settlement of \$444 million);
Home Shopping Network (class settlement of \$18.2 million);
***KLA-Tencor** (class settlement of \$65 million);
Long Island Lighting (class settlement of \$48.5 million);
Marconi (class settlement of \$7.1 million);
***Medaphis/Deloitte & Touche** (class settlement of \$96.5 million);
MicroWarehouse (class settlement valued at \$30 million);
Motorola (class settlement of \$15 million);
Oak Industries (class settlement in excess of \$35 million);
Plains All American Pipeline LP (class settlement of \$24.1 million);
Policy Management (class settlement of \$32 million);
Policy Management II (class settlement of \$7.75 million);
Public Service Company of New Mexico (class and derivative settlements of \$33 million);
Raychem (class settlement of \$19.5 million);
***Rite Aid** (class settlement of \$334 million);
Safety-Kleen (class settlement of \$44.5 million achieved two days before trial);
Sepracor (class settlement of \$52.5 million);
Shopko Stores (class settlement of \$4.9 million);
SmithKline Beckman (class settlement of \$22 million);
***Sotheby's Holdings** (class settlement of \$70 million);
Summit Technology (class settlement of \$10 million);
Sunrise Medical (class settlement of \$20 million);
Subaru (class settlement of \$70 million);
Synergen (class settlement of \$28 million);
U.S. Bioscience (class settlement valued at \$15.25 million);

United HealthCare (class settlement of \$20.1 million);
United Telecommunications (class settlement of \$28 million);
Valujet (class settlement of \$5 million);
W.R. Grace (derivative settlement of \$8.5 million);
**Waste Management* (class settlement of \$220 million); and
**Xcel Energy* (class settlement of \$80 million).

* Listed among the largest securities class actions settled in the United States since the enactment of the PSLRA in 1995.

Investor Protection

Ms. Savett has helped establish several significant precedents. Among them is the holding (the first ever in a federal appellate court) that municipalities are subject to the anti-fraud provisions of SEC Rule 10b-5 under ‘ 10(b) of the Securities Exchange Act of 1934, and that municipalities that issue bonds are not acting as an arm of the state and therefore are not entitled to immunity from suit in the federal courts under the Eleventh Amendment. *Sonnenfeld v. City and County of Denver*, 100 F.3d 744 (10th Cir.1996)

In the *U.S. Bioscience* securities class action, a biotechnology case where critical discovery was needed from the federal Food and Drug Administration, the court ruled that the FDA may not automatically assert its administrative privilege to block a subpoena and may be subject to discovery depending on the facts of the case. *In re U.S. Bioscience Secur. Litig.*, 150 F.R.D. 80 (E.D. Pa. 1993)

In the *CIGNA Corp. Securities Litigation*, the Court denied defendants’ motion for summary judgment, holding that a plaintiff has a right to recover for losses on shares held at the time of a corrective disclosure and his gains on a stock should not offset his losses in determining legally recoverable damages. *In re CIGNA Corp. Securities Litigation*, 459 F. Supp. 2d 338 (E.D. Pa. 2006).

Judicial Praise

From **Judge Stewart Dalzell**, of the U.S. District Court for the Eastern District of Pennsylvania, *In re U.S. Bioscience Securities Litigation*, Civil Action No. 92-0678, hearing held April 4, 1994 (E.D. Pa. 1994).:

“The quality of lawyering on both sides, but I am going to stress now on the plaintiffs’ side, simply has not been exceeded in any case, and we have had some marvelous counsel appear before us and make superb arguments, but they really don’t come any better than Mrs. Savett . . . , and the arguments we had on the motion to dismiss [Mrs. Savett argued the motion], both sides were fabulous, but plaintiffs’ counsel were as good as they come.”

From **Judge David S. Doty**, of the U.S. District Court for the District of Minnesota, *In re Xcel Energy Sec. Deriv. "ERISA" Litig.*, 364 F. Supp. 2d 980, 992, 995-96 (D. Minn. 2005):

"... [A] just result without the assistance of a governmental investigation," plaintiffs' co-lead counsel Berger & Montague "conducted themselves in an exemplary manner," "consistently demonstrated considerable skill and cooperation to bring this matter to an amicable conclusion," and "moved the case along expeditiously".

From Judge **Wayne R. Andersen**, of the U.S. District Court for the Northern District of Illinois, *In Re: Waste Management, Inc. Securities Litigation*, Civil Action No. 97-C 7709 (N.D. Ill. 1999):

"...[Y]ou have acted the way lawyers at their best ought to act. And I have had a lot of cases...in 15 years now as a judge and I cannot recall a significant case where I felt people were better represented than they are here ... I would say this has been the best representation that I have seen."

From **Judge Stewart Dalzell**, of the U.S. District Court for the Eastern District of Pennsylvania, *In re Rite Aid Inc. Sec. Litig.*, 269 F.Supp. 2d 603, 611 (E.D. Pa. 2003):

"This litigation presented layers of factual and legal complexity which assured that, absent a global settlement, these disputes would take on Dickensian dimensions ... In short, it would be hard to equal the skill class counsel demonstrated here [T]hey were at least eighteen months ahead of the United States Department of Justice in ferreting out the conduct that ultimately resulted in the write down of over \$1.6 billion in previously reported Rite Aid earnings.

From U.S. District Judge **Michael M. Baylson**, *In Re: CIGNA Corp. Sec. Litig.*, 2007 U.S. Dist. LEXIS 51089, **17-18 (E.D. Pa. July 13, 2007):

"The Court is aware of and attests to the skill and efficiency of class counsel: they have been diligent in every respect, and their briefs and arguments before the Court were of the highest quality. The firm of Berger & Montague took the lead in the Court proceedings; its attorneys were well prepared, articulate and persuasive."

Professional Leadership

Ms. Savett is active in her profession, and is a frequent author and lecturer on prosecuting shareholder and consumer class actions. She was formerly on the board of the Philadelphia Bar Foundation.

In April 2013, Ms. Savett spoke at the 2013 ABA Litigation Section Annual Conference in Chicago on two panels. One program on securities litigation was entitled "The Good, The Bad, and The Ugly: Ethical Issues in Class Action Settlements and Opt Outs." The other program

focused on consumer class actions in the real estate area and was entitled “The Foreclosure Crisis Puzzle: Navigating the Changing Landscape of Foreclosure.”

In May 2007, Ms. Savett spoke in Rome, Italy at the conference presented by the Litigation Committee of the Dispute Resolution Section of the International Bar Association and the Section of International Law of the American Bar Association on class certification. Ms. Savett participated in a mock hearing before a United States Court on whether to certify a worldwide class action that includes large numbers of European class members.

She has lectured at the Wharton School of the University of Pennsylvania and at the Stanford Law School on prosecuting shareholder class actions. She is frequently invited to present and serve as panelist in American Bar Association, American Law Institute/American Bar Association and Practising Law Institute (PLI) conferences on securities class action litigation and the use of class actions in consumer litigation. She has been a presenter and panelist at PLI’s Securities Litigation and Enforcement Institute annually since 1995. She has also spoken at major institutional investor and insurance industry conferences, and DRI -- the Voice of the Defense Bar. In February 2009, she was a member of a six person panel who presented an analysis of the current state of securities litigation before over 1,000 underwriters and insurance executives at the PLUS (Professional Liability Underwriting Society) Conference in New York City. She has presented at the Cyber-Risk Conference in 2009 and will present at the PLUS Conference in Chicago on November 16, 2009 on the subject of litigation involving security breaches and theft of personal information.

Ms. Savett is a member of the Editorial Board of the *Securities Litigation Report* and has been a contributor to this publication.

She has written numerous articles on securities and complex litigation issues, including:

“Plaintiffs’ Vision of Securities Litigation: Current Trends and Strategies,” 1762 *PLI*, October 2009

“Plaintiffs’ Vision of Securities Litigation: Trends/Strategies in 2005-2007,” 1620 *PLI*, September 2007

“Plaintiffs’ Vision of Securities Litigation: Trends/Strategies in 2005-2007,” SM086 ALI ABA, June 7-8, 2007

“Securities Class Actions Since the 1995 Reform Act: A Plaintiff’s Perspective,” 1557 *PLI*, September 2006

“Securities Class Actions Since the 1995 Reform Act: A Plaintiff’s Perspective,” 1505 *PLI*, September 2005

“Recent Developments in the Lead Plaintiff and Lead Counsel Provisions of the Private Securities Litigation Reform Act (PSLRA),” 1 *Securities Litigation Report*, (Glasser LegalWorks) December 2004-January 2005

“Primary Liability of ‘Secondary’ Actors under the PSLRA,” 1 *Securities Litigation Report*, (Glasser) November 2004

“Securities Class Actions Since the 1995 Reform Act: A Plaintiff’s Perspective,” 1442 *PLI/Corp.13*, September-October 2004

“Securities Class Actions Since the 1995 Reform Act: A Plaintiff’s Perspective,” SJ084 ALI-ABA 399, May 13-14, 2004

“The ‘Indispensable Tool’ of Shareholder Suits,” *Directors & Boards*, Vol. 28, February 18, 2004

“Plaintiff’s Perspective on How to Obtain Class Certification in Federal Court in a Non-Federal Question Case”, 679 *PLI*, August 2002

“Hurdles in Securities Class Actions: The Impact of Sarbanes-Oxley from a Plaintiff’s Perspective,” 9 *Securities Litigation and Regulation Reporter* (Andrews), December 23, 2003

“Securities Class Actions Since the 1995 Reform Act: A Plaintiff’s Perspective,” SG091 ALI-ABA, May 2-3, 2002

“Securities Class Actions Since the 1995 Reform Act: A Plaintiff’s Perspective,” SF86 ALI-ABA 1023, May 10, 2001

“Greetings from the Plaintiffs’ Class Action Bar: We’ll Be Watching,” SE082 ALI-ABA739, May 11, 2000

“Preventing Financial Fraud,” B0-00E3 *PLI* BO-00E3 April-May 1999

“Shareholders Class Actions in the Post Reform Act Era,” SD79 ALI-ABA 893, April 30, 1999

“What to Plead and How to Plead the Defendant’s State of Mind in a Federal Securities Class Action,” with Arthur Stock, *PLI*, ALI/ABA 7239, November 1998

“The Merits Matter Most: Observations on a Changing Landscape under the Private Securities Litigation Reform Act of 1995,” 39 *Arizona Law Review* 525, 1997

“Everything David Needs to Know to Battle Goliath,” ABA Tort & Insurance Practice Section, *The Brief*, Vol. 20, No.3, Spring 1991

“The Derivative Action: An Important Shareholder Vehicle for Insuring Corporate Accountability in Jeopardy,” *PLI* H4-0528, September 1, 1987

“Prosecution of Derivative Actions: A Plaintiff’s Perspective,” *PLI* H4-5003, September 1, 1986

Honors

Ms. Savett is widely recognized as a leading litigator and a top female leader in the profession by local and national legal rating organizations.

The Legal Intelligencer and *Pennsylvania Law Weekly* named her one of the “56 Women Leaders in the Profession” in 2004.

In 2003-2005 and 2007-2009, Berger & Montague was named to the *National Law Journal’s* “Hot List” of 12-20 law firms nationally “who specialize in plaintiffs’ side litigation and have excelled in their achievements.” Having achieved this designation in 6 out of 7 years, the firm is on the *National Law Journal’s* “Hall of Fame.” Ms. Savett’s achievements were mentioned, among others, in each year.

Ms. Savett was named a “Pennsylvania Top 50 Female Super Lawyer” and a “Pennsylvania Super Lawyer” from 2004 through 2009 by *Philadelphia Magazine* after an extensive nomination and polling process among Pennsylvania lawyers.

In 2006 and 2007, she was named one of the “500 Leading Litigators” and “500 Leading Plaintiffs’ Litigators” in the United States by *Lawdragon*. In 2008, Ms. Savett was named as one of the “500 Leading Lawyers in America.” Also in 2008, she was named one of 25 “Women of the Year” in Pennsylvania by *The Legal Intelligencer* and *Pennsylvania Law Weekly* which stated on May 19, 2008 in the *Women in the Profession* in *The Legal Intelligencer* that she “has been a prominent figure nationally in securities class actions for years, and some of her recent cases have only raised her stature.”

In June 2008, Ms. Savett was named by *Lawdragon* as one of the “100 Lawyers You Need to Know in Securities Litigation.”

Business and Community Leadership

A business leader, Ms. Savett is a member of The Forum of Executive Women and a member of the Union League of Philadelphia.

Ms. Savett is active in community affairs. She is currently serving the second year of a three year term as President of The Jewish Federation of Greater Philadelphia, and has served for decades on its Board of Trustees. She also serves as Vice Chairperson of the Board of Directors of the National Liberty Museum and the Board of the Anti-Defamation League. In 2005, she received The Spirit of Jerusalem Medallion, the State of Israel Bonds’ highest honor.

Education

She earned her J.D. from the University of Pennsylvania Law School, and a B.A. *summa cum laude* from the University of Pennsylvania.

Personal

Ms. Savett has three children and three grandchildren. In addition to her family, she enjoys tennis, physical training, travel and collecting art.

Daniel Berger

Daniel Berger graduated with honors from Princeton University (Class of 1969) and Columbia Law School (1974) where he was a Harlan Fiske Stone academic scholar. He is presently a senior member and shareholder of the firm, for which he serves as Managing Shareholder. Over the last 15 years, he has been involved in a number of complicated commercial cases including class action securities, antitrust, mass tort and bankruptcy cases. In the antitrust area, he has headed up the firm's involvement in highly successful litigation against brand and generic prescription drug manufacturers in which the Berger Firm has been co-lead counsel, a member of various executive committees or otherwise played a key role including, *inter alia*, the following cases: *Duane Reade Co. v. Aventis et al.* (\$110 million settlement involving prescription drug Hytrin); *Louisiana Wholesale Drug Co. v. Bristol-Myers Squibb* (\$220 million settlement involving prescription drug Buspar); *Valley Drug Co. v. Abbott Laboratories et al.*, (pending case involving agreements by brand and generic drug companies to delay generic entry); *Louisiana Wholesale Drug Co. v. Schering Plough* (pending case involving agreements by brand and generic drug companies to delay generic entry); and *Louisiana Wholesale Drug Co. v. Glaxo SmithKline Co.* (pending case involving fraud on the U.S. Patent Office and improper FDA listing by a brand prescription drug manufacturer which delayed generic entry. In the civil rights area, he has been counsel in informed consent cases involving biomedical research and human experimentation by federal and state governmental entities.

Daniel Berger also has a background in the study of economics having done graduate level work in applied micro-economics and macro-economic theory, the business cycle and economic history. He has published law review articles in the *Yale Law Journal*, the *Duke University Journal of Law and Contemporary Problems* and the *New York Law School Law Review* and worked with the American Law Institute /American Bar Association program on continuing legal education. He has been affiliated with the Kennedy School of Government through the Shorenstein center of Media and Public Policy at Harvard University.

Mr. Berger has been active in city government in Philadelphia and was a member of the Mayor's Cultural Advisory Council, advising the Mayor of Philadelphia on arts policy and the Philadelphia Cultural Fund, which is responsible for all city grants to arts organizations. Mr. Berger was also a member of the Pennsylvania Humanities Council, one of the State organizations through which the National Endowment for the Humanities makes grants.

Mr. Berger is also an author and journalist and has published in the *Nation* magazine and reviewed books for the *Philadelphia Inquirer*.

Todd S. Collins

Todd S. Collins is a graduate of the University of Pennsylvania (B.A. 1973) and the University of Pennsylvania Law School (J.D. 1978), where he won the 1978 Henry C. Laughlin Prize for Legal Ethics. He is a member of the Pennsylvania and Delaware Bars. Since joining Berger & Montague in 1982, following litigation and corporate experience in Wilmington, Delaware and Philadelphia, he has concentrated on complex class litigation, including cases on behalf of securities purchasers, shareholders, trust beneficiaries, and retirement plan participants and beneficiaries. Mr. Collins serves on the Berger Firm's Planning Committee.

Mr. Collins has served as lead counsel or co-lead counsel in numerous cases that have achieved significant benefits on behalf of the Class. These cases include: *In re AMF Bowling Securities Litigation* (S.D.N.Y.) (\$20 million recovery, principally against investment banks, where defendants asserted that Class suffered no damages); *In re Aero Systems, Inc. Securities Litigation* (S.D. Fla.) (settlement equal to 90 percent or more of Class members' estimated damages); *Price v. Wilmington Trust Co.* (Del. Ch.) (in litigation against bank trustee for breach of fiduciary duty, settlement equal to 70% of the losses of the Class of trust beneficiaries); *In re Telematics International, Inc. Securities Litigation* (S.D. Fla.) (settlements achieved, after extensive litigation, following 11th Circuit reversal of dismissal below); *In re Ex-Cell-O Securities Litigation* (E.D. Mich.); *In re Sequoia Systems, Inc.* (D. Mass.); *In re Sapiens International, Inc. Securities Litigation* (S.D.N.Y.); *In re Datastream Securities Litigation* (D.S.C.); *Copland v. Tolson* (Fischer & Porter Corporate Litigation), (C.P. Bucks County, Pa.) (on eve of trial, in case against corporate principals for breach of fiduciary duty, settlement reached that represented 65% or more of claimants' losses, with settlement funded entirely from individual defendants' personal funds); and *In re IKON Office Solutions, Inc. Securities Litigation* (E.D. Pa.). In *IKON*, where Mr. Collins was co-lead counsel as well as chief spokesman for plaintiffs and the Class before the Court, plaintiffs' counsel created a fund of \$111 million for the benefit of the Class.

In addition, Mr. Collins has served as lead or co-lead counsel in several of the leading cases asserting the ERISA rights of 401(k) plan participants. Mr. Collins has served as co-lead counsel in *In re Lucent Technologies, Inc. ERISA Litigation* (D.N.J.); *In re Nortel Networks Corp. ERISA Litigation* (M.D. Tenn.); *In re SPX Corporation ERISA Litigation* (W.D. N.C.); and *King v. Wal-Mart Stores, Inc.* (D. Nev.). In *Lucent*, Mr. Collins and his team achieved a settlement consisting of \$69 million for the benefit of plan participants as well as substantial injunctive relief with respect to the operation of the 401(k) plans.

Mr. Collins is at the forefront of litigation designed to achieve meaningful corporate governance reform. Recently, he brought to a successful conclusion two landmark cases in which corporate

therapeutics are at the core of the relief obtained. In *Oorbeek v. FPL Group, Inc.* (S.D. Fla.), a corporate derivative action brought on behalf of the shareholders of FPL Group, plaintiffs challenged excessive “change of control” payments made to top executives. In settlement, plaintiffs recovered not only a substantial cash amount, but also a range of improvements in FPL’s corporate governance structure intended to promote the independence of the outsider directors.

Similarly, in *Ashworth Securities Litigation* (S.D. Cal.), a Section 10(b) fraud case, in which Mr. Collins was co-lead counsel, plaintiffs again have been successful in recovering millions of dollars and also securing important governance changes. In this case, the changes focused on strengthening the accounting function and improving revenue recognition practices.

In corporate acquisition cases, Mr. Collins has served as co-lead counsel in cases such as *In Re Portec Rail Products, Inc. Shareholders Litig.* (tender offer enjoined), *Silberman v. USANA Health Sciences, Inc. et al.* (D. Utah) (offer enjoined on plaintiffs’ motion) and *Kahn v. Saker, et al.* (Sup. Ct. NJ) (consideration to minority shareholders increased by more than 25 percent as a result of settlement).

Eric L. Cramer

Eric L. Cramer is a shareholder with the Philadelphia law firm of Berger & Montague, P.C., where he has practiced since 1995. He has repeatedly been selected by Chambers USA *America’s Leading Lawyers for Business* as one of Pennsylvania’s top antitrust lawyers; has been deemed a “Super Lawyer” by Philadelphia Magazine; was highlighted in 2011 as one of the top lawyers in the country by *the Legal 500* in the field of complex antitrust litigation; and, was selected as a “Rising Star” and “antitrust ace” by *Lawdragon.com*. Mr. Cramer has focused his practice on complex litigation in the antitrust arena, including prosecuting antitrust class actions in the pharmaceutical and medical device industries. In the last several years, Mr. Cramer and his colleagues have won substantial settlements for their clients and class members from pharmaceutical industry defendants for a combined total of nearly \$1 billion.

Among other writings, Mr. Cramer has co-authored *Antitrust, Class Certification, and the Politics of Procedure*, 17 *George Mason Law Review* 4 (2010) (<http://ssrn.com/abstract=1578459>); co-wrote *Of Vulnerable Monopolists?: Questionable Innovation in the Standard for Class Certification in Antitrust Cases*, to be published in the *Rutgers Camden Law Review* (Fall 2010) (<http://ssrn.com/abstract=1542143>); co-authored a Chapter of *American Antitrust Institute’s Private International Enforcement Handbook* (2010), entitled “*Who May Pursue a Private Claim?*”; contributed to a chapter of the American Bar Association’s *Pharmaceutical Industry Handbook* (July 2009), entitled “*Assessing Market Power in the Prescription Pharmaceutical Industry*”; and co-authored an article entitled *The Superiority of Direct Proof of Monopoly Power and Anticompetitive Effects in Antitrust Cases Involving Delayed Entry of Generic Drugs*, 39 *U.S.F. Law Rev.* 81 (Fall 2004).

He is a *summa cum laude* graduate of Princeton University (1989), where he was elected to Phi Beta Kappa. He graduated *cum laude* from Harvard Law School with a J.D. in 1993. He is a Senior Fellow of the American Antitrust Institute, a member of the Advisory Board of the Institute of Consumer & Antitrust Studies at Loyola University Chicago School of Law, a member of the Boards of Public Justice (formerly known as Trial Lawyers for Public Justice) and the Center for Literacy.

David F. Sorensen

Mr. Sorensen graduated from Duke University (B.A. *magna cum laude* 1983) and from Yale University (J.D. 1989). He was Law Clerk to the Hon. Norma L. Shapiro (E.D. Pa.), in 1990-1991. He is admitted to practice law in the Commonwealth of Pennsylvania, the United States Supreme Court, and numerous federal Courts of Appeal.

Mr. Sorensen practices in the areas of complex mass tort and antitrust class action litigation. He helped try a class action property damage case, *Cook v. Rockwell Corp.*, that resulted in a jury verdict of \$554 million on February 14, 2006, after a four-month trial, on behalf of thousands of property owners near the former Rocky Flats nuclear weapons plant located outside Denver, Colorado. The verdict was the third-largest jury verdict of 2006 in the United States, according to *The National Law Journal*; the largest in Colorado history; and was the first time a jury had awarded damages to property owners living near one of the nation's nuclear weapons sites. In 2008, the District Court entered a \$926 million judgment for plaintiffs. In July 2009, the trial team, including Mr. Sorensen, won the "Trial Lawyer of the Year" award from the Public Justice Foundation, for its work on the *Cook* case. The jury verdict in that case was vacated on appeal, and proceedings are continuing in the district court.

Mr. Sorensen also played a major role in the firm's representation of the State of Connecticut in *State of Connecticut v. Philip Morris, Inc., et al.*, in which Connecticut recovered approximately \$3.6 billion from certain manufacturers of tobacco products.

Mr. Sorensen also has played major roles in a number of antitrust cases representing direct purchasers of prescription drugs. These cases have alleged that pharmaceutical manufacturers have wrongfully kept less expensive generic drugs off of the market, in violation of federal antitrust laws. Several of these cases have resulted in substantial cash settlements, including *In re Terazosin Hydrochloride Antitrust Litigation*, MDL 1317 (S.D. Fla.) (\$75 million); and *In re Remeron Antitrust Litig.* (D.N.J.) (\$75 million). Mr. Sorensen also argued and won class certification in *In re K-Dur Antitrust Litigation*, 2008 WL 2699390 (D.N.J. April 14, 2008), and *In re Nifedipine Antitrust Litigation*, 246 F.R.D. 365 (D.D.C. 2007); and argued and obtained a precedent-setting victory in *In re DDAVP Direct Purchaser Antitrust Litigation*, 585 F.3d 679 (2d Cir. 2009), in which the Second Circuit held that direct purchasers had standing to seek antitrust damages relating to *Walker Process* patent fraud. Most recently, he argued on behalf of direct purchaser plaintiffs in *King Drug Co. v. Cephalon, Inc.*, ___ F. Supp. 2d ___, 2010 WL 1221793 (E.D. Pa. March 29, 2010), in which the court denied defendants' motions to dismiss

antitrust claims arising from agreements between Cephalon and its generic competitors that, plaintiffs allege, have wrongfully blocked generic competition.

Mr. Sorensen presented at symposia in November 2004, and in September 2009, focusing on antitrust issues in the pharmaceutical industry, at the University of San Francisco School of Law, and co-authored, with one of the school's law professors, Joshua P. Davis, *Chimerical Class Conflicts in Federal Antitrust Litigation: The Fox Guarding the Chicken House in Valley Drug*, 39 U.S.F. Law Review 141 (Fall 2004).

In October, 2007, Mr. Sorensen was on the faculty of a continuing education program for all Pennsylvania Common Pleas judges (trial court). He also has been a guest lecturer at the University of Colorado Law School.

Mr. Sorensen has been named as one Pennsylvania's "SuperLawyers," every year since 2005 in the Philadelphia Magazine; and has received the highest peer-review rating, "AV," in Martindale-Hubbell.

Shanon J. Carson

Shanon J. Carson is a graduate of the Indiana University of Pennsylvania (B.A. *cum laude* 1996 - Criminology) and the Dickinson School of Law of the Pennsylvania State University (J.D. 2000). While in law school, Mr. Carson was Senior Editor of the Dickinson Law Review, and also served as a law clerk for the Honorable William W. Caldwell, Senior Judge, United States District Court, Middle District of Pennsylvania. Since joining Berger & Montague in August of 2000, Mr. Carson has concentrated his practice in the areas of employment discrimination, civil rights, products liability and other commercial litigation, and complex class action litigation. Mr. Carson is admitted to practice in the Commonwealth of Pennsylvania.

Glen L. Abramson

Glen L. Abramson has been a member of Berger & Montague's Securities Litigation Department since 2003, concentrating his practice in the area of complex securities class action litigation. Prior to joining Berger & Montague, he worked at Dechert LLP in Philadelphia, where he handled complex commercial litigation, product liability, intellectual property, and civil rights disputes. While at Dechert, Mr. Abramson co-chaired a civil rights trial in federal court that led to a six-figure verdict. Mr. Abramson also spent three years as a professional equities trader.

Currently Mr. Abramson represents both public and private institutional investors, as well as high-net-worth individuals, in several high-profile securities fraud class actions. He is actively involved in *In re Mutual Funds Investment Litigation*, where Berger & Montague is a member of the Steering Committee, and represents the interest of investors who were harmed as a result of the mutual fund industry's recent market timing and late trading scandal.

Mr. Abramson is also active in pursuing corporate governance reform on behalf of institutional investors. He is a member of the National Association of Public Pension Attorneys (NAPPA), and had contributed to an article titled “The Indispensable Tool of Shareholder Suits: Private Securities Litigation as a Remedy for Failed Governance” in *Directors & Boards* magazine (Vol. 28, No. 2, Winter 2004). Mr Abramson has also commented on securities fraud cases for several publications, including *The Economist*.

In 2006, 2007, and 2008, Mr. Abramson was named as a Pennsylvania Super Lawyer - Rising Star. The designation of “Rising Star” is an honor conferred upon only the top 2.5% of attorneys in Pennsylvania who are 40 or younger.

Mr. Abramson was awarded a B.A. from Cornell University where he was elected to Phi Beta Kappa. He holds a J.D. *cum laude* from the Harvard Law School, where he was a member of the Harvard Legal Aid Bureau. He is admitted to practice law in Pennsylvania and New Jersey.

Jonathan D. Berger

Jonathan Berger is a shareholder in the Employment and Commercial Litigation practice groups at Berger & Montague. Mr. Berger concentrates his practice on the prosecution of class actions, collective actions and plaintiff litigation on behalf of employees, consumers, and shareholders across the country.

Mr. Berger also serves as counsel for several commercial hydraulic manufacturers and other companies. As counsel, Mr. Berger provides legal services relating to corporate, commercial, employment, and other business activities.

Since joining the firm in September 1987, Mr. Berger has been involved in class actions and complex commercial litigation including the *Exxon Valdez Oil Spill Litigation*; *In re Asbestos School Litigation*, Master File No. 83-0268 (E.D. Pa); *In re Domestic Airlines Antitrust Litigation*, 137 F.R.D. 677 (N.D. Ga. 1991); *Ford/Firestone MDL Litigation*; *Unisys ERISA Benefits Litigation*; *Commercial Explosives Antitrust Litigation*; and *Vitamins Antitrust Litigation*. Mr. Berger has also prosecuted complex multi-party litigation involving hydraulic engineered systems.

Mr. Berger has recently litigated wage & hours cases in federal and state courts including: *Chabrier v. Wilmington Finance, Inc.*, No. 06-4176 (E.D. Pa.). Mr. Berger obtained a settlement of \$2,925,000 on behalf of retail loan officers who worked in four offices of Wilmington Finance, Inc. to resolve claims for unpaid overtime wages and related penalties. A significant opinion issued in the case is *Chabrier v. Wilmington Finance, Inc.*, 2008 WL 938872 (E.D. Pa. April 04, 2008) (denying the defendant’s motion to decertify the class); and *Espinosa v. National Beef California, L.P.*, No. ECU04657 (Cal. Super. Ct.) (\$3.35 million settlement).

Steven L. Bloch

Steven L. Bloch concentrates on class action matters involving insurance and related financial products and services – including annuities, securities and other investment vehicles, as well as consumer fraud, ERISA and employee benefits and antitrust. Mr. Bloch also has wide-ranging complex litigation experience, and has handled matters involving commercial and corporate disputes, civil RICO, business torts, real estate, securities, banking and credit card transactions and labor and employment. Mr. Bloch holds the highest peer-review rating, “AV,” in Martindale-Hubbell and previously has been honored as a Pennsylvania Super Lawyer – Rising Star, in the business litigation arena. Mr. Bloch graduated from Benjamin N. Cardozo School of Law (J.D. 1992) and the State University of New York at Albany (B.A. 1989).

Representative class action matters as co-lead counsel:

- Settlement on behalf of a certified nationwide class involving claims of civil RICO and fraud against The Hartford Financial Services Group, Inc. and affiliates concerning the Hartford’s structured settlements practices (*Spencer v. The Hartford Financial Services Group, Inc. et al.*, U.S. Dist. Ct., D.Conn., Case No. 05-cv-1681) (\$72.5 million)
- Settlement on behalf of a certified class of automobile insurance policyholders in West Virginia against Nationwide Mutual Insurance Company for personal injuries and property damage arising out of Nationwide’s failure to offer policyholders the ability to purchase statutorily-required optional levels of underinsured (“UIM”) and uninsured (“UM”) motorist coverage (*Nationwide Mutual Insurance Company v. O’Dell*, Case No. 00-C-37, West Virginia Circuit Court, Roane County) (\$75 million)
- Settlement on behalf of a class of policyholders in multiple states against AFLAC, Inc. concerning the improper adjustment of supplemental disability income policies (*Becker v. American Family Life Assurance Company of Columbus and AFLAC, Inc.*, U.S. Dist. Court, D.S.C., Case No. 05-2101) (\$7 million)
- Certified pending multi-state class action against United American Ins. Co. and certain agents and business affiliates concerning the sale of limited benefit health insurance and related products (*Smith v. Collinsworth et al.*, Circuit Court of Saline County, Arkansas, Case No. CV2004-72-2)

Representative complex commercial and civil litigation matters:

- Prosecution of an action involving the sale of a health-care industry software program, resulting in a seven-figure settlement
- Prosecution of an action involving the sale of a hair care business and proprietary information, resulting in a seven-figure verdict and permanent injunction

- Successful defense and settlement (for a nominal sum) of an action by a major credit card brand against a card issuing bank, avoiding enforcement of a long-term contract predicated on price fixing and anticompetitive conduct
- Prosecution of an action by a card issuing bank against an internet service provider and its merchant bank for improper credit card transactions, resulting in a seven-figure settlement
- Successful defense and settlement (for a nominal sum) of an action for preliminary and permanent injunctive relief against a food equipment manufacturer alleging misappropriation of proprietary information and trade secrets as well as unfair competition
- Established basis for liability against a clearing bank under UCC Article 8 predicated on collusion in the illicit conduct of a securities broker-dealer in a case of first impression in the State of New York
- Successful defense and dismissal of an action against a broker-dealer by a pension fund for alleged fraud and regulatory violations in connection with a so-called “mini” tender offer
- Secured writ of mandate - upheld on appeal - on behalf of the Philadelphia City Council against the Mayor of Philadelphia to enforce legislation
- Successful defense of an action for a TRO and preliminary injunction seeking to enjoin construction of a multi-million dollar parking garage facility based on claims of interference with easement, real property and contractual rights
- Successful prosecution of multiple actions by the Pennsylvania Insurance Commissioner on behalf of insurers in insolvency and liquidation proceedings.

Gary E. Cantor

Gary E. Cantor is a graduate of Rutgers College (B.A., *magna cum laude*, 1974, with highest distinction in economics) where he was a member of Phi Beta Kappa, and the University of Pennsylvania Law School (J.D. 1977), where he was a member of the Moot Court Board and the author of a law review comment on computer-generated evidence. He was admitted to the Pennsylvania bar in 1977. Since joining the Berger firm in 1977, he has concentrated on complex litigation, particularly securities litigation and securities valuations. Among other cases, Mr. Cantor has served as co-lead counsel in *Steiner v. Phillips, et al.* (Southmark Securities), Consolidated C.A. No. 3-89-1387-X (N.D. Tex.), which resulted in several payments to the Settlement Fund of \$82.5 million, and *In re Kenbee Limited Partnerships Litigation*, Civil Action No. 91-2174 (GEB), a class action involving 119 separate limited partnerships resulting in cash settlement and debt restructuring (with as much as \$100 million in wrap mortgage reductions). In addition, he played a major leadership role in: *In re Merrill Lynch Securities Litigation*, Civil Action No. 07-cv-09633 (S.D.N.Y.) (\$475 million settlement); *In Re Klatencor Corp. Securities Litigation*, Master File No. C-06-04065-CRB (N.D. Cal.)(\$65 million class settlement approved September 26, 2008); *In re Sepracor Inc. Securities Litigation*, Civil Action no. 02-12235-MEL (D. Mass.)(52.5 million settlement approved September 6, 2007); *In re Marconi, Plc, Securities Litigation*, Civil Action No. 2:01-CV-1259 (W.D. Pa.)(7.1 million settlement approved January 16, 2004); *In re Sotheby's Holding, Inc. Securities Litigation*,

No. 00 Civ. 1041 (DLC) (S.D.N.Y.)(70 million class settlement); *In re Fidelity/Micron Securities Litigation*, Civil Action No. 95-12676-RGS (D. Mass.) (\$10 million class settlement); *In re Tucson Electric Power Company Securities Litigation*, C.A. No. 89-1274 PHX (WPC C.D. Ariz.) (\$30 million settlement of class and derivative actions). He was also actively involved in the *Waste Management Securities Litigation* (class settlement of \$220 million).

In addition, for over 15 years Mr. Cantor has also concentrated on securities valuations and the preparation of event or damage studies or the supervision of outside damage experts for many of the firm's securities cases, including the cases listed above as well as many of the firm's cases listed under Prominent Judgments and Settlements above. Mr. Cantor's work in this regard has focused on statistical analysis of securities trading patterns and pricing for determining materiality, loss causation and damages as well as aggregate trading models to determine class-wide damages.

Mr. Cantor has been active in numerous community service activities, including serving as treasurer, president and board chairman of a private school.

Joy P. Clairmont

Joy Clairmont received her B.A. *cum laude* in international affairs from George Washington University in 1995, and her J.D. from George Washington University Law School in 1998, where she served as a managing editor of *The Environmental Lawyer* law journal. After graduating from law school, she clerked for The Honorable Richard J. Hodgson of the Court of Common Pleas of Montgomery County, Pennsylvania. Ms. Clairmont is a member of the Pennsylvania Bar.

Ms. Clairmont joined Berger & Montague, P.C. in 2000 and focuses her practice on securities class actions and False Claims Act (*qui tam*) litigation. Her *qui tam* litigation work principally involves fraud in the pharmaceutical industry.

Ms. Clairmont was a member of the team in the *Sunbeam Securities Litigation* class action (\$142 million settlement). She has also worked extensively representing whistleblowers in *qui tam* lawsuits in state and federal courts throughout the country. A series of False Claims Act cases against drug companies for fraudulent Medicare and Medicaid drug pricing has led to recoveries to date of over \$390 million, including a \$150 million settlement with GlaxoSmithKline PLC, and a \$190 million settlement with Aventis Pharmaceuticals, Inc.

Andrew C. Curley

Andrew C. Curley is an associate with Berger & Montague. Mr. Curley received his J.D., *cum laude*, from the University of Pennsylvania. In 2000, Mr. Curley received a B.S. in finance and economics, *magna cum laude*, from the University of Delaware. Prior to joining Berger & Montague, Mr. Curley practiced in the commercial litigation department of a large Philadelphia law firm. In 2010 and 2011, Mr. Curley was named as a Pennsylvania Super Lawyer - Rising

Star. The designation of “Rising Star” is an honor conferred upon only the top 2.5% of attorneys in Pennsylvania who are 40 or younger. Mr. Curley is admitted to practice in Pennsylvania, the United States District Court for the Eastern District of Pennsylvania and the United States Court of Appeals for the Third Circuit.

Michael C. Dell’Angelo

Michael C. Dell’Angelo specializes in antitrust, securities and complex litigation. Since joining Berger & Montague, Mr. Dell’Angelo has handled cases in a variety of fields. He has successfully represented public and private institutional investors and high net-worth individuals in securities-related litigation. In antitrust and commercial litigation matters, Mr. Dell’Angelo has represented a wide array of clients, including industrial manufacturers, wholesale purchasers of prescription drug products, and bankruptcy trustees.

Mr. Dell’Angelo has been deemed a Pennsylvania Super Lawyer - Rising Star, a distinction conferred upon him annually since 2007. The designation of “Rising Star” is an honor conferred upon only the top 2.5% of attorneys in Pennsylvania who are 40 or younger. Mr. Dell’Angelo is regularly invited to speak at Continuing Legal Education and other seminars, both locally and abroad. He formerly served as the Third Circuit Editor of the American Bar Association’s quarterly publication, *Class Action and Derivative Suits*. Mr. Dell’Angelo is a member of the Philadelphia and American Bar Associations.

Prior to joining Berger & Montague, Mr. Dell’Angelo was an associate at Miller Faucher and Cafferty LLP, where he concentrated in antitrust, securities, and complex commercial litigation. While at Miller Faucher, Mr. Dell’Angelo also practiced before the Federal Trade Commission. He devoted a substantial portion of his practice to the prosecution of numerous class action law suits on behalf of survivors of slave labor during the Holocaust. These suits, against German companies, resulted in a \$5.2 billion German Foundation to pay Nazi-era claims.

Mr. Dell’Angelo’s *pro bono* work includes the representation of an Alabama death row inmate. That representation resulted in a reversal of the client’s sentencing by the Sixth Circuit and a grant of a writ of habeas corpus vacating the client’s death sentence.

Mr. Dell’Angelo graduated from Connecticut College (B.A. 1994) and The Catholic University of America, Columbus School of Law (J.D. 1997). At the Columbus School of Law he was a member of the Moot Court Honor Society and Phi Delta Phi.

Lawrence Deutsch

Lawrence Deutsch is a graduate of Boston University (B.A. 1973), George Washington University’s School of Government and Business Administration (M.S.A. 1979), and Temple University’s School of Law (J.D. 1985). He became a member of the Pennsylvania Bar in 1986 and the New Jersey Bar in 1987. He has also been admitted to practice in Eastern District of Pennsylvania, the First Circuit Court of Appeals, the Second Circuit Court of Appeals, the Third

Circuit Court of Appeals, the Fourth Circuit Court of Appeals and the U.S. Court of Federal Claims as well as various jurisdictions across the country for specific cases.

At the Berger firm, Mr. Deutsch has been involved in numerous major shareholder class action cases. He recently served as lead counsel in the Delaware Chancery Court on behalf of Class A shareholders in a corporate governance litigation concerning the rights and valuation of their shareholdings. Defendants in the case were the Philadelphia Stock Exchange, the Exchange's Board of Trustees, and six major Wall Street investment firms. The case settled for \$99 million and also included significant corporate governance provisions. Chancellor Chandler, when approving the settlement allocation and fee awards on July 2, 2008, complimented counsel's effort and results, stating, "Counsel, again, I want to thank you for your extraordinary efforts in obtaining this result for the class." The Chancellor had previously described the intensity of the litigation when he had approved the settlement, "All I can tell you, from someone who has only been doing this for roughly 22 years, is that I have yet to see a more fiercely and intensely litigated case than this case. Never in 22 years have I seen counsel going at it, hammer and tong, like they have gone at it in this case."

Mr. Deutsch currently is court-appointed Lead or a primary attorney in numerous complex litigation cases: As court-appointed lead counsel *In Re Revlon, Inc. Securities Litigation* (Civil Case No. 1:09-cv-01008-GMS); serving as principal attorney on behalf of a class of former principals of Towers Perrin (principals of TPAS, an entity of Towers Perrin) within the consolidated case *Alan H. Dugan et al v. Towers, Perrin, Forster & Crosby, Inc. et al* (Civil Case No. 2:09-cv-05099-MSG); serving as court-appointed lead counsel in *In Re Inergy LP Unitholder Litigation* (Del. Ch. No. 5816-VCP); one of principal trial counsel for plaintiffs in *Fred Potok v. Floorgraphics, Inc., et al* (Phila Co. CCP 080200944 and Phila Co. CCP 090303768); serving on team of lead counsel in *In Re: Certaineed Fiber Cement Siding Litigation*.

Over the 25 years working in securities litigation, Mr. Deutsch has been a lead attorney on many substantial matters. Mr. Deutsch served as one of lead counsel in the *In Re Sunbeam Securities Litigation* class action concerning "Chainsaw" Al Dunlap (recovery of over \$142 million for the class in 2002). As counsel on behalf of the City of Philadelphia he served on the Executive Committee for the securities litigation regarding *Frank A Dusek, et al v. Mattel Inc., et al* (recovery of \$122 million for the class in 2006).

Mr. Deutsch recently served as lead counsel for a class of investors in Scudder/Deutsche Bank mutual funds in the nationwide Mutual Funds Market Timing cases. Mr. Deutsch served on the Plaintiffs' Omnibus Steering Committee for the consortium of all cases. These cases recovered over \$300 million in 2010 for mutual fund purchasers and holders against various participants in widespread schemes to "market time" and late trade mutual funds, including \$14 million recovered for Scudder/Deutsche Bank mutual fund shareholders.

Mr. Deutsch has also represented plaintiffs in numerous matters of broker/dealer arbitrations, consumer fraud, individual securities disputes and construction litigation.

In addition to his litigation work, Mr. Deutsch has been a member of the firm's Administrative Committee over the past ten years and also manages the firm's paralegals. He has also regularly represented indigent parties through the Bar Association's VIP Program, including the Bar's highly acclaimed representation of homeowners facing mortgage foreclosure.

Prior to joining the Berger firm, Mr. Deutsch served in the Peace Corps from 1973-1976, serving in Costa Rica, the Dominican Republic and Belize. (He presently serves on the Board of Directors of the Friends of the Dominican Republic.) He then worked for ten years at the United States General Services Administration.

Candice J. Enders

Candice Enders is an associate and member of Berger & Montague's antitrust department. She received a B.A. in political science from the University of Delaware and earned her J.D. from the University of Pennsylvania.

While in law school, Ms. Enders served as a senior editor on the *University of Pennsylvania Journal of Labor and Employment Law*, volunteered as a legal advocate at the Custody and Support Assistance Clinic, and interned at Philadelphia City Council.

Since joining the Berger firm in 2003, she has concentrated entirely on the litigation of antitrust class action cases, including *In re Microcrystalline Cellulose Antitrust Litigation* (E.D. Pa.) (\$50 million settlement achieved shortly before trial); *In re Methyl Methacrylate (MMA) Antitrust Litigation* (E.D. Pa.) (\$15,100,000 settlement); *In re TFT-LCD (Flat Panel) Antitrust Litigation* (N.D. Cal.); *In re Cathode Ray Tube (CRT) Antitrust Litigation* (N.D. Cal.); and *In re Chocolate Confectionary Antitrust Litigation* (M.D. Pa.).

Michael T. Fantini

Michael T. Fantini is a graduate of Saint Joseph's University (B.S. *magna cum laude* 1986) and George Washington National Law Center (J.D. with honors 1989), where he was a member of the Moot Court Board. Prior to joining the Berger firm, he was a litigation associate in the Washington, D.C. office of Dechert, Price & Rhoads.

Since joining the Berger firm in 1992, Mr. Fantini has concentrated in consumer and securities fraud class action litigation. Some notable consumer cases include: *In re Educational Testing Service Praxis Principles of Learning and Teaching: Grade 7-12 Litigation*, MDL No. 1643 (E.D. La. 2006) (settlement of \$11.1 million on behalf of persons who were incorrectly scored on a teachers' licensing exam); *Block v. McDonald's Corporation*, No: 01CH9137 (Cir. Ct. of Cook County, Ill.) (settlement of \$12.5 million where McDonald's failed to disclose beef fat in french fries); *Fitz, Inc. v. Ralph Wilson Plastics Co.*, No. 1-94-CV-0601 7 (D. N.J.) (claims-made settlement whereby fabricators fully recovered their losses resulting from defective contact adhesives); *Parker, et al. v. American Isuzu Motors, Inc.*; No: 3476 (CCP, Philadelphia County)

(claims-made settlement whereby class members recovered \$500 each for their economic damages caused by faulty brakes); *Crawford v. Philadelphia Hotel Operating Co.*, No: 04030070 (CCP Phila. Cty. 2005) (claims-made settlement whereby persons with food poisoning recovered \$1,500 each); *Melfi v. The Coca-Cola Company* (settlement reached in case involving alleged misleading advertising of Enviga drink); and *In re TJX Companies Retail Security Breach Litigation*, Master Docket No. 07-10162 (D. Mass) (class action brought on behalf of persons whose personal and financial data were compromised in the largest computer theft of personal data in history. Some notable securities cases include: *In re PSINet Securities Litigation*, No: 00-1850-A (E.D. Va.) (settlement in excess of \$17 million); *Ahearn v. Credit Suisse First Boston, LLC*, No: 03-10956 (D. Mass.) (settlement of \$8 million); and *In re Nesco Securities Litigation*, 4:01-CV-0827 (N.D. Okla.). Finally, Mr. Fantini is currently representing the City of Philadelphia and the City of Chicago in separate suits against certain online travel companies for their failure to pay hotel taxes.

Mr. Fantini is licensed to practice in the Commonwealth of Pennsylvania and the District of Columbia.

Charles P. Goodwin

Charles P. Goodwin is graduate of Williams College (*cum laude*), where he received the Graves Essay Prize in economics, and the University of Pennsylvania Law School (*cum laude*), where he was an editor of the University of Pennsylvania Law Review. He concentrates his practice on antitrust litigation.

Mr. Goodwin played a central role in recovering \$531 million in settlement for purchasers of high fructose corn syrup from ADM, A.E. Staley, Cargill, American Maize-Products and Corn Products Corporation on claims that they had fixed prices and allocated volumes among themselves, in a litigation that lasted ten years and involved four fully briefed appeals to the United States Court of Appeals for the Seventh Circuit. (*In re High Fructose Corn Syrup Antitrust Litigation*, MDL No. 1087 (C.D. Ill.)) He led Berger & Montague's efforts in obtaining one of the seminal opinions concerning electronic discovery in *Xperior Inc. v. Credit Suisse First Boston (USA) Inc.*, 309 F. Supp. 2d 459 (S.D.N.Y. 2003.)

Mr. Goodwin served as lead counsel to the state court class action plaintiffs in a settlement yielding significant structural and monetary relief on behalf of GNC franchisees in *Duarte v. GNC*, No. 00-cv-332 (W.D. Pa.), and *Powers v. GNC Franchising, Inc.*, No. GD 99-6778 (Allegheny County). Additionally, he has helped retirees in recovering medical benefits, worth hundreds of millions of dollars, that were revoked by their former employers (*In re Unisys Retiree Medical Benefits ERISA Litigation*, MDL No. 969 (E.D. Pa.), *Local 56 UFCW v. Campbell Soup Co.*, No. 93 MC 276 (D.N.J)), and millions in assets mis-invested by their pension funds (*Rose v. Cooney*, No. 5:92-CV-208 (D. Conn.)).

Between college and law school, Mr. Goodwin was a researcher with the Normative Aging Study, an epidemiological study jointly conducted by the Harvard School of Public Health,

Boston University and the then-Veterans Administration. While practicing law, he has pursued graduate study in philosophy at the University of Pennsylvania and Temple University.

Ruthanne Gordon

Ruthanne Gordon, a shareholder at Berger & Montague, is a graduate of the University of Michigan and the University of Pennsylvania Law School. She has concentrated on the litigation of antitrust, securities and environmental class actions, and derivative litigation, including the following complex antitrust cases, among others, in which she has played a lead role: *In re Currency Conversion Fee Antitrust Litigation* (S.D.N.Y.) (after 5½ years of litigation, through the close of fact and expert discovery, achieved a settlement consisting of \$336 million and injunctive relief for a class of U.S. cardholders of Visa- and MasterCard-branded cards; over 10 million class members have filed claims); *Ross v. American Express Company* (\$49.5 million settlement currently pending, achieved after more than 7 years of litigation and after summary judgment was denied); *In re Methyl Methacrylate (MMA) Antitrust Litigation* (E.D. Pa.) (Berger & Montague served as Co-Lead Counsel); *In re Puerto Rico Cabotage Antitrust Litigation* (D.P.R.) (Ms. Gordon served as a court-appointed member of the Plaintiffs' Steering Committee); *In re Microcrystalline Cellulose Antitrust Litigation* (E.D. Pa.) (Berger & Montague served as Co-Lead Counsel in this case which settled for \$50 million shortly before trial); *In re Compact Disc Antitrust Litigation* (C.D. Cal.) (settlement obtained shortly before trial); *State of Connecticut v. Philip Morris, Inc., et al.*, in which the State of Connecticut recovered approximately \$3.6 billion from certain manufacturers of tobacco products; and *In re Commercial Tissue Antitrust Litigation* (N.D. Fla.) (settlement valued at \$54 million achieved after summary judgment briefing).

Ms. Gordon has also played a lead role in litigation involving the following industries, among others: the real estate industry (*Lyons v. Calderone, et al.* (D.N.J.); *Best v. Koger Equity, Inc., et al.* (M.D. Fla.)); the computer industry (*In re Convex Computer Corporation Securities Litigation* (N.D. Tex.); *Heideman v. Toreson, et al.* (N.D. Cal.)); public utilities (*In re Philadelphia Electric Company Derivative Litigation* (Phila. C.C.P.); *In re PSE&G Derivative Litigation* (N.J. Super. Ct. Ch. Div.)); the environmental services industry (*Houston Corporation v. Environmental Systems Company, et al.* (E.D. Ark.)); the tobacco industry (*Friedman v. RJR Nabisco, Inc., et al.* (S.D.N.Y.)); the biotechnology industry (*In re Biogen Inc. Securities Litigation* (D. Mass.)); and the healthcare industry (*In re W.R. Grace & Co. Securities Litigation* (S.D.N.Y.)).

Ms. Gordon has argued issues of first impression before the United States Court of Appeals for the Second Circuit, in *Ross v. American Express Company* (concerning standing to invoke the interlocutory appeal provision of Section 16 of the Federal Arbitration Act, in a case alleging a horizontal price-fixing conspiracy) and before the New Jersey Supreme Court, in *In re PSE&G Derivative Litigation* (concerning the standard for excusal of demand in a duty of care case).

She was counsel in *In re Louisville Explosion Litigation*, a class action case alleging property damage, which was prosecuted through a six-week trial and settled at the close of plaintiffs' case

for more than one hundred percent of actual damages. In addition, Ms. Gordon represented a class of Pennsylvania inmates in a federal civil rights class action, which resulted in the establishment of a statewide treatment program for Pennsylvania inmates suffering from post-traumatic stress disorder as a result of their service in the Vietnam war.

As a member of the Antitrust Law Section of the American Bar Association, Ms. Gordon has served as a panelist at the American Bar Association's Antitrust Law Spring Meeting, where she addressed key issues that arise in the prosecution and defense of an antitrust class action lawsuit.

Shauna Itri

Shauna Itri concentrates her practice on complex litigation, representing whistleblowers in qui tam or False Claims Act law suits in state and federal courts throughout the United States. Ms. Itri has worked on a series of False Claims Act cases against large drug companies for fraudulent Medicare and Medicaid drug pricing. This litigation has returned well over \$1 billion to state and federal governments pursuant to the Federal and State False Claims Acts, including a \$150 million settlement with GlaxoSmithKline PLC, and a \$190 million settlement with Aventis Pharmaceuticals, Inc.

In addition to representing whistleblowers, Ms. Itri has also represented shareholders in complex securities class action cases, assisting in litigation that recovered millions of dollars in settlements including: *In re: Adams Golf Securities Litigation*, Civ. Action No. 99-371 (D. Del. 1999) (settled for approximately \$17 million); *In re: American Business Financial Services, Inc. Noteholders Litigation*, No. 05-232 (E.D. Pa.) (settled for approximately \$17 million); and *Mazur v. Concord Camera et al.*, Case No. 04-61159 (S.D. Fla. 2004) (settled for approximately \$2 million).

Ms. Itri received a B.A. and an M.A. from Stanford University in 2000 and 2001. While attending Stanford University, Ms. Itri captained the Stanford University Women's Soccer Team, was on the Scholar Athlete and Honor Roll and served on the Women's Soccer Pacific Ten Conference All-Academic Team.

Ms. Itri earned her Juris Doctor from the Villanova University School of Law where she was Editor-in-Chief of the *Villanova Law School Sports & Entertainment Law Journal* and published an article entitled "*Maurice Clarett v. N.F.L.: An Analysis of Clarett's Challenge to the Legality of the NFL's Draft Eligibility Rule Under Antitrust Laws.*"

Ms. Itri is presently an adjunct professor at Villanova University, teaching a white collar crime and corporate deviance course. Ms. Itri was named a "Pennsylvania Super Lawyer Rising Star" in 2010 and 2011 by Philadelphia Magazine after an extensive nomination and polling process among Pennsylvania lawyers. She was placed on Philadelphia's First Judicial District's 2010 Roll of Honor for Pro Bono Service for her service in the community, including acting as a

volunteer attorney for the Education Law Center, Veterans Pro Bono Consortium, Philadelphia VIP Mortgage Foreclosure Program, the Homeless Advocacy Project, and HIAS.

Peter R. Kahana

Peter R. Kahana is a shareholder in the Insurance and Antitrust practice groups at Berger & Montague. He is a Phi Beta Kappa graduate of Dickinson College (B.A. *magna cum laude* 1977) with a degree in Philosophy, and graduated from Villanova Law School (J.D. 1980) where he was a member of the *Villanova Law Review*. He is admitted to practice in the Commonwealth of Pennsylvania and has clerked at the appellate court level for The Honorable Gwilym A. Price, Jr., of the Superior Court of Pennsylvania. Following his clerkship, Mr. Kahana joined the Berger firm in 1981.

Mr. Kahana has diverse trial and appellate court experience in complex civil and class action litigation, and he has successfully represented plaintiffs in numerous state and federal courts across the country. Mr. Kahana has played a leading role in major antitrust and environmental litigation, including cases such as *In re Brand Name Prescription Drugs Antitrust Litigation* (\$723 million settlement), *In re Ashland Oil Spill Litigation* (\$30 million settlement), and *In re The Exxon Valdez* (\$287 million compensatory damage and \$507.5 million punitive damage award). In connection with his work as a member of the litigation team that prosecuted *In re The Exxon Valdez*, Mr. Kahana was selected to share in 1995 the Trial Lawyer of the Year Award by the Public Justice Foundation.

Mr. Kahana has also handled many nationwide, multi-state, and state class action cases involving relief for insurance policyholders, as well as consumers of other types of products or services, who have been victimized by fraudulent conduct or unfair business practices. In 2004, Mr. Kahana, and his co-lead class counsel, were named as the recipients of the Association of Trial Lawyers of America's Steven J. Sharp Public Service Award for their successful settlement (\$20 million) of *Bergonzi v. Central States Health and Life Company of Omaha*, a case involving an insurer's refusal to pay for health insurance benefits to thousands of cancer victims for chemotherapy and radiation treatment (*Bergonzi v. CSO*, U.S.D.C., D.S.D., Case No. C2-4096). The award is presented annually to those attorneys whose cases tell the story of American civil justice and help educate state and national policy makers and the public about the importance of consumers' rights.

Other significant cases vindicating the rights of insurance policyholders, in which Mr. Kahana was appointed co-lead class counsel, have included settlement in 2010 for \$72.5 million of a nationwide civil RICO and fraud class action (certified for trial in 2009) against the Hartford and its affiliates for their alleged deceptive business practices in connection with the use of structured settlements (*Spencer, et al. v. The Hartford Financial Services Group, Inc., et al.*, 256 F.R.D. 284 (D. Conn. 2009)); and settlement in 2009 for \$75 million of breach of contract, Unfair Trade Practices Act and insurance bad faith tort claims on behalf of a class of West Virginia policyholders (certified for trial in 2007) alleging that Nationwide Mutual Insurance Company failed to properly offer and provide them with state-required optional levels of uninsured and

underinsured motorist coverage (*Nationwide Mutual Insurance Company v. O'Dell, et al.*, Circuit Court of Roane County, W. Va., Civ. Action No. 00-C-37).

In June 2006, Mr. Kahana was selected as a “Pennsylvania Super Lawyer” in a balloting and blue ribbon panel review process designed to identify attorneys in Pennsylvania who have attained a high degree of peer recognition and outstanding professional achievement. Five percent of the lawyers in Pennsylvania are named Super Lawyers.

Michael J. Kane

Michael J. Kane is a graduate of Rutgers University and Ohio Northern University School of Law, with distinction, where he was a member of the Law Review. Mr. Kane is admitted to practice in Pennsylvania and various federal courts.

Mr. Kane joined Berger & Montague’s antitrust practice in 2005, and is a shareholder at the firm. Prior to joining Berger & Montague, Mr. Kane was affiliated with Mager, White & Goldstein, LLP where he represented clients in complex commercial litigation involving alleged unlawful business practices including: violations of federal and state antitrust and securities laws, breach of contract and other unfair and deceptive trade practices. Mr. Kane has served in prominent roles in high profile antitrust, securities, and unfair trade practice cases filed in courts around the country. Mr. Kane served as co-lead counsel in *In re Microsoft Corporation Massachusetts Consumer Protection Litigation* (Mass. Super. Ct., Middlesex Cty.), in which plaintiffs alleged that as a result of Microsoft Corporation’s anticompetitive practices, Massachusetts consumers paid more than they should have for Microsoft’s operating systems and software. The case was settled for \$34 million. Mr. Kane has served as counsel in *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, MDL No. 1720 (E.D.N.Y.), which is perhaps the largest pending antitrust case in the United States. Other cases in which Mr. Kane has had a prominent role include: *In re Currency Conversion Fee Antitrust Litig.* (S.D.N.Y.); *In re Nasdaq Market Makers Antitrust Litig.* (S.D.N.Y.); *In re Compact Disc Antitrust Litig.* (C.D. Cal.); *In re WorldCom, Inc. Securities Litig.* (S.D.N.Y.); *In re Lucent Technologies, Inc. Securities Litig.* (D.N.J.); *City Closets LLC v. Self Storage Assoc., Inc.* (S.D.N.Y.); *Rolite, Inc. v. Wheelabrator Environmental Sys. Inc.*, (E.D. Pa.); and *Amin v. Warren Hospital* (N.J. Super.).

Jon J. Lambiras

Jon J. Lambiras, Esq., CPA, CFE is a graduate of Pepperdine University School of Law (J.D. 2003) and Bryant College (B.S. in Accounting, *cum laude* 1996). Since joining Berger & Montague in 2003, Jon has practiced primarily in the areas of securities fraud and consumer fraud class actions, including data breach/identity theft litigation. Jon is an attorney, Certified Public Accountant, and Certified Fraud Examiner. Prior to law school he practiced accounting for four years as an auditor of public and private corporations. While in law school, Jon was a Lead Articles Editor for the Pepperdine Law Review.

He has published articles including:

- *Hacked*, a case study published in *Computer Fraud Casebook: The Bytes That Byte* (Wiley Publishing 2008, ISBN #978-0-470-27814-7);
- *White-Collar Crime: Why the Sentencing Disparity Despite Uniform Guidelines?*, 30 PEPP. L. REV. 459 (2003) (named Student Article of the Year by the Pepperdine Law Review – *i.e.*, best student article among all student articles published in Pepperdine Law Review that year);
- *Inside Job: A Guide to Insider Trading*, 17 THE WHITE PAPER 23 (July/Aug. 2003).

Jon has served as a presenter at several continuing legal education (CLE) seminars regarding class action litigation. Also, Jon is an officer in the Philadelphia Chapter of the American Association of Attorney-Certified Public Accountants.

Jon has had significant involvement in the following securities fraud cases, among others: (i) *In re: Bally Total Fitness Securities Litig.* (settled for \$2 million in 2010); (ii) *In re: Merrill Lynch & Co., Inc. Securities Litig.* (settled for \$475 million in 2009); (iii) *In re: Carreker Corp. Securities Litig.* (settled for \$5.25 million in 2006); (iv) *In re: Medi-Hut Co., Inc. Securities Litig.* (settled for \$5 million in 2006); and (v) *In re: Fleming Companies Securities Litig.* (settled for \$94 million in 2005). Jon has had significant involvement in the following data breach cases, among others: (i) *In re: TJX Companies, Inc. Retail Security Breach Litig.* (class action for failure to safeguard personal data for more than 45 million consumers - settled in 2008 for various benefits valued at over \$200 million in then-largest credit card data breach in history); (ii) *In re: Countrywide Financial Corp. Customer Data Security Breach Litig.* (class action for failure to safeguard customer data for 17 million individuals - settled in 2010); and (iii) *In re: Heartland Payment Systems, Inc. Customer Data Security Breach Litig.* (class action for failure to safeguard credit card information for 130 million cardholders - settlement pending court approval).

Jon is also involved in various charitable activities. He has run clothing drives, toy drives, blood drives, and food drives at Berger & Montague.

Eric Lechtzin

Eric Lechtzin joined the firm in 2008 and concentrates his practice in the areas of securities fraud class actions, shareholder derivative suits, mergers and acquisitions, and consumer fraud cases. Prior to joining Berger & Montague, Mr. Lechtzin worked with two nationally prominent law firms where he represented institutional investors, including public pension funds, as well as individual shareholders, in securities fraud class actions and corporate governance litigation. For the first 9 years of his career, Mr. Lechtzin worked at a large Philadelphia law firm, where his practice focused on labor and employment litigation.

Mr. Lechtzin has helped obtain multi-million dollar settlements in a number of federal securities cases, including the following: *In re Transkaryotic Therapies, Inc. Sec. Litig.*, 2005 WL 3178162 (D. Mass. 2005) (\$50 million settlement); *In re Global Crossing Access Charge Litig.*, No. 04-MD-1630 (S.D.N.Y.) (\$15 million settlement); *Taft v. Ackermans*, (KPNQwest Sec. Litig.), No. 02-CV-07951 (S.D.N.Y.) (\$15 million settlement); *In re RenaissanceRe Holdings Ltd. Sec. Litig.*, No. 1:05-CV-06764 (S.D.N.Y.) (\$13.5 million settlement); *In re Van der Moolen Holding N.V. Sec. Litig.*, No. 1:03-CV-8284 (S.D.N.Y.) (\$8 million settlement); *Scott Tanne v. Autobytel, Inc., et al.*, No. CV 04-8987 (C.D. Cal.) (\$6.75 million settlement); *In re Hemispherx Biopharma, Inc. Litig.*, 09-CV-5262-PD (E.D. Pa.) (\$3.6 million settlement achieved after defeating defendants' motion to dismiss); *In re Biolase Technology, Inc. Sec. Litig.*, No. 8:04-CV-00947 (C.D. Cal.) (\$2.95 million settlement). Mr. Lechtzin has also helped obtain significant corporate governance reforms in shareholder derivative actions.

Mr. Lechtzin received his B.A. in Political Science and Economics, *magna cum laude*, from Temple University, where he was elected to Phi Beta Kappa, in 1988. Mr. Lechtzin received his J.D. from Temple University James E. Beasley School of Law, in 1991.

Lawrence J. Lederer

Lawrence J. Lederer has concentrated in complex commercial litigation for over 20 years, particularly in the securities field.

Mr. Lederer has substantial experience representing state government entities, public pension funds and other institutional investors in securities litigation. For example, Mr. Lederer was co-lead counsel for lead plaintiff State Teachers Retirement System of Ohio which obtained a \$475 million recovery in the securities class action litigation *In re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation*, Master File No. 07-cv-9633 (JSR) (DFE) (S.D.N.Y.). This case involved Merrill Lynch's disclosures and financial exposures concerning asset-backed securities such as collateralized debt obligations and other financial derivative instruments linked to non-prime mortgages. During the July 27, 2009 hearing concerning the \$475 million settlement, Judge Jed S. Rakoff stated that lead plaintiff had made "very full and well-crafted" and "excellent submissions"; that there was a "very fine job done by plaintiffs' counsel in this case"; that the attorney fees requested were "eminently reasonable" and "appropriately modest"; and that this was "surely a very good result under all the facts and circumstances." Other examples of securities cases in which Mr. Lederer presently is or recently was substantially involved include: *Dodona I, LLC v. Goldman, Sachs & Co.*, 847 F. Supp. 2d 624 (S.D.N.Y. 2012); *State of New Jersey, Department of Treasury, Division of Investment v. Fuld, et al.*; *Commonwealth of Pennsylvania Public School Employees' Retirement System, et al. v. Time Warner Inc., et al.*, Case No. 002103, July Term, 2003 (Pa. Common Pleas Ct.-Phila. Cty.); *In re Waste Management, Inc. Securities Litigation*, 194 F. Supp. 2d 590 (S.D. Tex. 2002); *Kelly v. McKesson HBOC, Inc.*, C.A. No. 99C-09-265 WCC, 2002 Del. Super. LEXIS 39 (Del. Super. Jan. 17, 2002); and *In re Merrill Lynch & Co., Inc. Research Reports Securities Litigation*, 02 MDL 1484 (JFK), 2007 U.S. Dist. LEXIS 93423 (S.D.N.Y. Dec. 20, 2007).

Earlier in his career, Mr. Lederer played a major role in the historic Drexel/Milken/Boesky complex of cases. *See, e.g., In re Michael R. Milken and Associates Securities Litigation*, MDL Dkt. No. 924, Master File No. M21-62 (MP), 1993 U.S. Dist. LEXIS 14242, 1993 WL 413673 (S.D.N.Y. Oct. 7, 1993) (approving approximately \$1.3 billion overall settlement with Michael R. Milken and related persons and entities); *In re The Drexel Burnham Lambert Group Inc.*, 995 F.2d 1138 (2d Cir. 1993) (affirming \$1.3 billion settlement); *Presidential Life Insurance Co. v. Milken, et al.*, 946 F. Supp. 267 (S.D.N.Y. 1996) (approving \$50 million settlement in novel “global” class action of all previously unasserted claims against some 500 defendants); *In re Ivan F. Boesky Securities Litigation*, 948 F.2d 1358 (2d Cir. 1991) (affirming district court approval of “first tier” settlements totaling approximately \$29 million against Ivan F. Boesky and others; related “second tier” class, derivative and other settlements subsequently approved totaling in excess of \$200 million).

Significantly, Mr. Lederer also has experience in the defense of securities cases. For example, he was one of the firm’s principal attorneys defending a public company which obtained a pre-trial dismissal in full of a proposed securities fraud class action against a mining company based in South Africa. *See In re DRDGold Ltd. Securities Litigation*, 472 F. Supp. 2d 562 (S.D.N.Y. 2007). He also assisted in the defense of an individual charged with “insider trading” through a criminal jury trial in federal court, and in parallel civil enforcement proceedings brought by the SEC. *United States v. Pileggi*, No. 97-cr-612-2, 1998 U.S. Dist. LEXIS 8068 (E.D. Pa. June 3, 1998), *aff’d*, No. 98-1811, 1999 U.S. App. LEXIS 18592 (3d Cir. July 22, 1999).

In bankruptcy litigation, Mr. Lederer helped obtain hundreds of millions of dollars for investors in the complex Chapter 11 proceedings involving Drexel Burnham Lambert, including through appeals before the United States Court of Appeals for the Second Circuit and the United States Supreme Court. *See, e.g., In re The Drexel Burnham Lambert Group, Inc.*, 130 B.R. 910 (Bankr. & S.D.N.Y. Aug. 20, 1991), *aff’d*, 960 F.2d 285 (2d Cir. 1992), *cert. denied*, 506 U.S. 1088 (1993). *See also Sapir, et al. v. Delphi Ventures, et al.*, No. 99-cv-8086-JORDAN (S.D. Fla.) (recovery of \$3.8 million following extensive bankruptcy and related proceedings).

Mr. Lederer has achieved the highest peer-review rating, “AV,” in *Martindale-Hubbell* for legal abilities and ethical standards, and has been repeatedly selected as one of the Pennsylvania’s “Super Lawyers” in the category of securities litigation. Mr. Lederer is admitted to practice law in Pennsylvania, the District of Columbia, and several federal courts. Mr. Lederer graduated from Georgetown University Law Center (LL.M. 1988), Western New England College School of Law (J.D. 1987), where he was a member of *Western New England Law Review*, and the University of Pittsburgh (B.A. 1984), where he was managing editor of *The Pitt News*, and co-captain (1983) and captain (1984) of the men’s varsity tennis team.

Daniel R. Miller

Daniel R. Miller concentrates his practice on complex civil litigation, representing whistleblowers in state and federal False Claim Act cases against companies or contractors who

have defrauded federal, state, or local governments, and representing individual and class plaintiffs in consumer protection actions.

Prior to joining Berger & Montague, Mr. Miller was a Deputy Attorney General for the Delaware Department of Justice for more than 16 years and tried more than 125 cases to jury verdict. During his time with the government, Mr. Miller served on numerous national negotiation and litigation teams comprised of state and federal prosecutors. Collectively, those whistleblower cases returned more than \$2 billion to state and federal treasuries.

Whistleblower (“*Qui Tam*”) cases are complex matters which often require extensive communication and coordination with the United States Department of Justice, local United States Attorneys Offices, all 50 state Attorneys General Offices, the Food and Drug Administration, the Office of Inspector General, and numerous other federal and state agencies. Now in private practice, Mr. Miller is able to provide his clients with extensive trial experience, unparalleled insight into the personnel, structure, and function of these government entities, and a complete understanding of the investigative sequences utilized by the federal and state prosecutors who lead these cases.

Mr. Miller is the Immediate Past President of the National Association of Medicaid Fraud Control Units (“NAMFCU”), an organization whose members were responsible for securing more than 1,300 criminal convictions and returning more than \$1.3 billion to the Medicaid Program last year. As a member of NAMFCU’s Global Case Committee, Mr. Miller routinely worked on large-scale fraud cases. Prior to serving as NAMFCU’s President, Mr. Miller was the co-chair of NAMFCU’s *Qui Tam* Subcommittee where he coordinated communications and litigation positions for all states which have enacted False Claims Acts. Through these various roles, Mr. Miller helped execute a multi-year plan to increase the level of state involvement in national fraud investigations and prosecutions. For example, Mr. Miller worked to successfully create and implement a national repository for the storage, review, and use of tens of millions of documents received from target companies. Moreover, Mr. Miller helped develop a robust investigation-based training module for fraud prosecutors. Mr. Miller also co-created and implemented a management structure for the evaluation, investigation, prosecution, and closure of national fraud cases.

From 2003 through 2009, Mr. Miller also served as the Director of Delaware’s Medicaid Fraud Control Unit. In that capacity, he often served as team leader in coordinating the investigation and prosecution of health care provider fraud – including cases involving physician groups, nursing homes and hospitals – with local, state, and federal authorities. These multi-disciplinary teams of government lawyers, investigators, and data analysts returned many millions of dollars to state and federal treasuries.

Mr. Miller is nationally recognized for his work in whistleblower cases under state and federal False Claims Acts, and he has been a frequent speaker on these and other topics. Some of his more recent speeches and presentations are listed below.

September, 2009

National Association of Medicaid Program Integrity Units – Annual Conference
“Use of Medicaid Data in Global Fraud Investigations”

July, 2009

6th National Pharmaceutical Company Guide to Off-Label Communications
“Identifying Enforcement Trends”

May, 2009

19th Annual ABA National Institute on Health Care Fraud
“State and Federal False Claims Act Practice and Procedure” and
“State Enforcement and Medicaid Fraud”

11th Annual Medicaid Rebates Conference
“The Role of the States in Regulating the Pharmaceutical Industry”

March, 2009

1st Annual Summit on Disclosure, Transparency, and Aggregate Spend
“Assessing Disclosure as a Compliance Tool”

7th Annual Forum on Government Regulation of Prescription Drug Pricing
“Pricing-Related Government Enforcement”

Widener Law School Healthcare Compliance Program
“False Claims Act Update”

January, 2009

6th Annual Pharmaceutical Compliance Congress
“Government Perspective on Scientific Exchange and Drug Promotion”

December, 2008

Annual Winter Meeting, National Association of Attorneys General
“The Role of NAMFCU in Global Cases”

October, 2008

9th Annual Pharmaceutical Regulatory Compliance Congress
“Post-Settlement Interactions with the Government”

10th Annual Guidelines for Disseminating Off-Label Information
“The Role of the States in Off-Label Investigations and Prosecutions”

Creating Compliant Financial Arrangements with Doctors and Hospitals
“Recent Cases Stemming from Questionable Financial Agreements”

September, 2008

1st Annual Forum on Off-Label Therapy
“The State Approach to Off-Label Enforcement”

June, 2008

7th Annual ABA Institute on Civil False Claims Act and Qui Tam Enforcement
“Current and Future State Qui Tam Enforcement”

May, 2008

18th Annual ABA National Institute on Health Care Fraud
“Sharing of Information Among Government Prosecutors”

4th USDOJ Conference on Pharmaceutical and Device Fraud
“Best Price/Nominal Price Investigations and Prosecutions”

April, 2008

8th Annual National Forum on Fraud and Abuse in the Sale and Marketing of Drugs
“Off-Label Promotion: Risk Mitigation and Lessons Learned from Recent Settlements”
“Factoring New State Enforcement Priorities in the Fraud and Abuse Analysis”

March, 2008

Symposium on Healthcare Fraud Investigations
“Preventing and Defending FCA Violations in Healthcare and Qui Tam Lawsuits”

October, 2007

9th Annual Conference: Guidelines for Disseminating Off-Label Information
“Coordination Among Federal and State Agencies in Off-Label Enforcement”

September, 2007

7th Annual Taxpayers Against Fraud Conference
“Multi-Jurisdictional Prosecution of Qui Tam Cases”

May, 2007

State False Claims Summit
“The Interplay Between State Attorneys General and Federal Prosecutors”

Prior to serving as Director of the Medicaid Fraud Unit, Mr. Miller was a Deputy Attorney General in the Criminal Division of the Delaware Department of Justice. During that time he managed a large caseload and prosecuted hundreds of violent offenders, including rapists, armed carjackers, and capital murderers.

Before becoming a prosecutor, Mr. Miller served as a judicial clerk for Delaware Superior Court Judge Susan C. Del Pesco.

Mr. Miller graduated with honors from the University of Delaware in 1989, and Temple University Law School in 1992. He is presently an adjunct professor at Temple Law, teaching trial advocacy.

Phyllis Maza Parker

Phyllis Maza Parker is a graduate of Yeshiva University (B.A. *cum laude*), Columbia University (M.A. French Literature), Boston University – Brussels, Belgium (M.S. in Management), and Temple University School of Law (J.D. *cum laude*), where she was a member of the *Temple Law Review* and published a Note on the subject of the Federal Sentencing Guidelines. Her note has since been cited in a court opinion and a law review article. After her first year of law school, Ms. Parker interned with the Honorable Dolores K. Sloviter of the United States Court of Appeals for the Third Circuit. Following graduation from law school, Ms. Parker served as law clerk to the Honorable Murray C. Goldman of the Court of Common Pleas in Philadelphia, Pennsylvania.

Since joining the Berger firm in September 1996, Ms. Parker has concentrated her practice on complex class action litigation, representing both individual and institutional investors. Among other cases, she has been on the litigation team in *In re Xcel Energy, Inc. Securities Litigation* (\$80 million settlement, listed among the 100 largest securities class action settlements in the United States since the enactment of the 1933-1934 securities acts); *In re Reliance Group Holdings, Inc. Securities Litigation* (\$15 million settlement); and *In re The Loewen Group, Inc. Securities Litigation* (\$6 million settlement). She served as lead counsel in *In re Veeco Instruments Inc. Securities Litigation* (\$5.5 million settlement on the eve of trial); as co-lead counsel in *In re Nuvelo, Inc. Securities Litigation* (\$8.9 million settlement); and, most recently, as co-lead counsel in *Coady v. Perry, et al. (IndyMac Bancorp, Inc.)* (\$6.5 million settlement). Ms. Parker is admitted to practice in Pennsylvania and New Jersey as well as the Eastern District of Pennsylvania, the First, Third and Ninth Circuit Courts of Appeal and the United States Supreme Court. Ms. Parker is a member of The Woman Advocate Committee of the ABA Section of Litigation.

Russell D. Paul

Russell D. Paul joined Berger & Montague, P.C. in 2006, and concentrates on securities class actions, complex securities litigation matters and derivative suits. Prior to joining Berger & Montague, Mr. Paul was with the firm of Grant & Eisenhofer P.A. in Wilmington, Delaware. Mr. Paul began his legal career in the New York office of Skadden, Arps, Slate, Meagher & Flom, L.L.P.

Mr. Paul has litigated securities class actions against Tyco International Ltd., Baxter Healthcare Corp., ALSTOM S.A., Able Laboratories, Inc., Refco Inc., Federal National Mortgage Association (Fannie Mae), Red Robin Gourmet Burgers, Inc. and Toll Brothers. He has also

litigated derivative actions in various state courts around the country, including in the Delaware Court of Chancery. He has briefed and argued federal appeals, including arguing before Judges Posner and Easterbrook of the Seventh Circuit. In addition to securities litigation, he has broad corporate law experience, including mergers and acquisitions, venture capital financing, proxy contests and general corporate matters.

Mr. Paul graduated from the Columbia University School of Law in 1989, where he was a Harlen Fiske Stone Scholar and a member of the Moot Court Board. In 1986, Mr. Paul received a dual degree from the University of Pennsylvania, a B.S. in Economics with a concentration in finance, *magna cum laude* from the Wharton School, and a B.A. in American History, *magna cum laude* from the College of Arts and Sciences.

Mr. Paul is admitted to the bar in the states of Delaware, New Jersey, Pennsylvania, and New York.

Barbara A. Podell

Barbara A. Podell, who joined the Berger firm as a shareholder in the Securities Group in early 2002, holds a Bachelor's degree from the University of Pennsylvania (B.A. 1972 *cum laude* with distinction in Art History). She attended the Institute of Fine Arts of New York University, and from 1973 to 1975, was a full-time faculty member at Temple University, Philadelphia, Pennsylvania, in the Department of Art History. In 1978, Ms. Podell received a Juris Doctor degree (*magna cum laude*) from the Temple University School of Law, where she was one of the top nine students in the graduating class and was Editor-in-Chief of the Temple Law Quarterly (Volume 51). Prior to joining the Berger firm, Ms. Podell was a founding member of the firm of Savett Frutkin Podell & Ryan, P.C., and before that, a shareholder at Kohn, Savett, Klein & Graf, both in Philadelphia.

Ms. Podell has served as lead or co-lead counsel in numerous securities cases in which hundreds of millions of dollars were recovered for investors. Since joining the firm in 2002, Ms. Podell has served as one of the firm's senior litigation attorneys in *In re CIGNA Corp. Securities Litigation* (\$93 million settlement); *In re CryoLife Securities Litigation* (\$23.25 million settlement); *In re ViroPharma Securities Litigation* (\$9 million settlement); and *Ginsburg v. Philadelphia Stock Exchange* (\$99 million settlement).

She is admitted to practice before the Supreme Court of Pennsylvania, the United States Courts of Appeals for the Second and Third Circuits, and the United States District Court for the Eastern District of Pennsylvania. She has achieved an "AV" rating (the highest rating) in Martindale-Hubbell.

Ms. Podell also serves as a volunteer guide at the Philadelphia Museum of Art.

Arthur Stock

Arthur Stock's practice is concentrated in securities and complex financial litigation, consumer class actions and *qui tam* litigation.

Mr. Stock has litigated numerous significant cases vindicating the rights of investors, including *Merrill Lynch Securities Litigation*, which led a \$475 million settlement for investors in Merrill Lynch common stock, one of the largest class action recoveries arising from the subprime mortgage crisis; *Safety-Kleen Securities Litigation*, which achieved a \$45 million recovery for stock investors in a Bankrupt corporation from its former officers and auditor; and *Blasband v. Rales*, which established important precedents in both the Third Circuit Court of Appeals and the Delaware Supreme Court establishing the ability of shareholders to seek recoveries from corporate officers through derivative actions.

Mr. Stock is a graduate of Yale University (B.A. *with distinction in economics* 1984) and the Duke University School of Law (J.D. *with high honors* 1990), where he served as Articles Editor of the *Duke Law Journal*. From 1990 to 1991, Mr. Stock served as a law clerk to the Honorable Jackson L. Kiser, United States District Court for the Western District of Virginia. He joined the Berger Firm in 1991. Mr. Stock is admitted to practice law in the Commonwealth of Pennsylvania.

Mr. Stock also has also lectured on securities litigation before several professional organizations, and has published articles on both securities litigation and contemporary politics. He has served as Treasurer and Member of the Board of Directors of Adoptions from the Heart, a non-profit adoption agency.

Robin Switzenbaum

Robin Blumenfeld Switzenbaum is a graduate of Barnard College (B.A. *cum laude* 1976) and the University of Pennsylvania Law School (J.D. 1985). Before law school, Ms. Switzenbaum was engaged in the development of commercial and residential real estate in Pennsylvania and New Jersey. During that time, Ms. Switzenbaum served on the board of directors of the Home Owners Warranty Council for Southeastern Pennsylvania and the Home Builders Association for Montgomery and Bucks Counties. Before becoming Of Counsel to the Berger firm in October, 1989, Ms. Switzenbaum was an associate with the Philadelphia firm of Saul, Ewing, Remick & Saul specializing in real estate, bankruptcy and zoning matters.

Since joining the Berger firm, Ms. Switzenbaum has concentrated in complex civil and securities litigation. Ms. Switzenbaum was part of the litigation teams in *In re Merrill Lynch Securities Litigation*, Civil Action No. 07-cv-09633 (S.D.N.Y.) (\$475 million settlement); *In re Rite Aid Securities Litigation*, MDL 1360 (E.D. Pa.) (\$334 million settlement), *In re Sunbeam Securities Litigation*, 98-8258-Civ-Middlebrooks (S.D. Fla.) (\$142 million settlement), and *In re CMS Energy Securities Litigation*, 02 CV 72004 (E.D. Mich.) (\$200 million settlement). With Lawrence Deutsch, Ms. Switzenbaum served as lead counsel in *Ginsburg v. Philadelphia Stock*

Exchange, Inc., et al., C.A. No. 2202-CC (Del. Ch.) representing certain shareholders of the Philadelphia Stock Exchange in the Delaware Court of Chancery (\$99 million settlement) against six large investment banks. In another state court action, Ms. Switzenbaum represented a class of holders of a publicly traded common stock who were denied their preemptive rights, *Korman v. InKine Pharmaceutical*, Case No. 04341 (CCP, Phila. County) (\$9 million settlement).

She has also successfully pursued claims on behalf of litigation trusts bringing actions against officers, directors and auditors of insolvent companies, including *Sunterra* (recovery against director and officers and accountants); and *U.S. Aggregates* (recovery against officers). Ms. Switzenbaum has participated in several securities class actions including *In re Northeast Bancorp*, Case No. N-90-24 (D. Conn) (\$4.9 million settlement), *In re Chase Manhattan Bank*, Case No. 90 Civ. 6092 (S.D.N.Y. 1992) (\$17.5 million settlement), *In re Midlantic*, Case No. 90-1275 (D.N.J.) (\$9 million settlement), *In re ShopKo Stores, Inc. Securities Litigation*, Case No. 01-C-1034 (E.D. Wis.) (\$4.9 million settlement), and *In re Medi-Hut Co., Inc. Securities Litigation*, C.A. No. 02-881 (D.N.J.) (\$4.9 million recovery against accountants, plus recovery from company).

Ms. Switzenbaum has been named as one of Pennsylvania's "Local Litigation Stars" in Complex Civil Litigation and Securities by Benchmark Litigation since 2010 and as a Pennsylvania "Super Lawyer" by *Philadelphia Magazine* since 2009.

Ms. Switzenbaum is a member of the bar in Pennsylvania, New Jersey, Florida, and California. Ms. Switzenbaum is a member of the Women's Committee and the Craft Show Committee for the Philadelphia Museum of Art and also serves as a volunteer guide at the Philadelphia Museum of Art and as a member of the Joint Board of Community Legal Services, Inc. and Philadelphia Legal Assistance. She recently chaired the development of a new office building at Broad and Erie Streets for Community Legal Services. She also recently participated on a panel on 10b-5 litigation pertaining to the financial crisis presented by NERA Economic Research in Washington, D.C.

Susan Schneider Thomas

Susan Schneider Thomas is a graduate of Brandeis University (B.A. *magna cum laude* 1977) and Temple University School of Law (J.D. *cum laude* 1980), where she was a staff member and Associate Articles Editor of the *Temple Law Quarterly* and a judicial intern to the Hon. Edward R. Becker, then on the United States District Court for the Eastern District of Pennsylvania. She was admitted to the Pennsylvania Bar in 1980. In 1980-81, she served as a law clerk to the Hon. Dolores K. Sloviter of the United States Court of Appeals for the Third Circuit. Subsequently she was an associate at Schnader, Harrison, Segal & Lewis, Philadelphia, and Greenfield & Chimicles, in Haverford, Pennsylvania, where she was actively involved in the litigation of complex securities fraud actions.

From 1985 to 1989 as an associate at Berger & Montague, she concentrated her practice in complex securities and derivative actions. Upon leaving the Berger firm, Ms. Thomas joined in

establishing the firm of Zlotnick & Thomas and worked there from 1989 through 1995, taking primary responsibility for the litigation of several major class actions including *Geist v. New Jersey Turnpike Authority*, C.A. No. 92-2377 (D.N.J.), a bond redemption case that settled for \$2.25 million and *Burstein v. Applied Extrusion Technologies*, C.A. No. 92-12166-PBS (D. Mass.), which settled for \$3.4 million. Ms. Thomas returned to the Berger firm in 1996, where she has had major responsibilities in many securities and consumer fraud class actions, including *In re CryoLife Securities Litigation*, C.A. No. 1:02-CV-1868 BBM (N.D.Ga.), which settled in 2005 for \$23.25 million and *In re First Alliance Mortgage Co.*, Civ. No. SACV 00-964 (C.D.Cal.), a deceptive mortgage lending action which settled for over \$80 million in cooperation with the FTC.

More recently, Ms. Thomas has concentrated her practice in the area of healthcare *qui tam* litigation. As co-counsel for a whistleblower, she worked extensively with the U.S. Department of Justice and various State Attorney General offices in the prosecution of False Claims Act cases against pharmaceutical manufacturers that recovered nearly \$1.5 billion for Medicare and Medicaid programs. She has investigated or is litigating False Claims Act cases involving defense contractors, private busing companies contracting with school districts, purveyors of food supplies to school districts, off-label marketing by drug companies, federal grant fraud, under-value transfers of federal lands, and fraud in connection with for-profit colleges and student loan programs.

Martin I. Twersky

Mr. Twersky, a graduate of Yeshiva University (B.A. 1969, M.S. 1973), has practiced Antitrust Law and Complex Litigation at the firm for almost 30 years, during which time he has successfully represented numerous plaintiffs and defendants in both individual and class actions pending in state and federal courts. His practice has involved litigation in the oil and gas, banking, airline, waste hauling, agricultural chemicals and other regulated industries. He is a graduate of the University of Pennsylvania Law School (J.D. 1980). Among other cases, he has played a leading role in the following class action cases: *In re: Graphite Antitrust Litigation* (E.D. Pa.) (settlements of more than \$120 million dollars); *In re: Catfish Antitrust Litigation* (N.D. Miss.) (as a member of the trial team he helped obtain settlements of more than \$27 million dollars); *In re: Revco Securities Litigation* (N.D. Ohio) (“Junk Bond” class action where settlements of \$36 million were reached); *Bogosian v. Gulf Oil* (E.D. Pa.) (landmark litigation with settlements and injunctive relief on behalf of a nationwide class of gasoline dealers); and *Lease Oil Antitrust* (S.D. Tex.), where in a significant class action decision, the Fifth Circuit affirmed the granting of an injunction prohibiting settlements in related state court actions (*see* 200 F.3d 317 (5th Cir. 2000), *cert. denied*, 530 U.S. 1263). Mr. Twersky was appointed one of the co-lead counsel in *In re: Abrasive Grains Antitrust Litig.* (95-cv-7574) (W.D.N.Y.). Mr. Twersky has also played a key role in various non-class action cases, such as *Kutner Buick v. America Motors*, 848 F.2d 614 (3rd Circuit 1989) (breach of contract) (cited in the Advisory Committee Notes to the 1991 Amendment to Rule 50, Fed. R. Civ. P.), *Florham Park v. Chevron* (D.N.J. 1988) (Petroleum Marketing Act case), and *Frigitemp v. IDT Corp.*, 638 F. Supp. 916 (S.D. N.Y. 1986) and 76 B.R. 275, 1987 LEXIS 6547 (S.D. N.Y. 1987) (RICO case brought by

the Trustee of Frigitemp Corp. against General Dynamics and others involving extortion of kickbacks from Frigitemp officers). Mr. Twersky also served prominently in savings-and-loan related securities and fraud litigation in federal and state courts in Florida, where the firm represented the Resolution Trust Corporation and officers of a failed bank in complex litigation involving securities, RICO and breach of fiduciary duty claims. *E.g.*, *Royal Palm v. Rapaport*, Civ. No. 88-8510 (S.D. Fla.) and *Rapaport v. Burgoon*, CL-89-3748 (Palm Beach County).

SENIOR COUNSEL

David A. Langer

David A. Langer is a graduate of Haverford College and Vermont Law School (*cum laude*). While in law school, Mr. Langer was a member of the *Vermont Law Review* and also served as a Managing Editor. Mr. Langer practices in the antitrust litigation area.

Mr. Langer, an associate, has had a primary role in the prosecution of the following antitrust class actions: *In re Currency Conversion Fee Antitrust Litigation* (S.D.N.Y.) (final approval of a settlement providing a \$336 million fund and injunctive relief for a class of U.S. cardholders of Visa- and MasterCard-branded cards; over 10 million class members have filed claims in this settlement); *Ross and Wachsmuth v. American Express Co., et al.* (S.D.N.Y.) (obtaining a decision from the United States Court of Appeals for the Second Circuit denying an alleged co-conspirator from relying on the doctrine of equitable estoppel to invoke arbitration clauses imposed by other co-conspirators); *Ross, et al. v. Bank of America, N.A. (USA), et al.* (S.D.N.Y.) (obtaining a decision from the United States Court of Appeals for the Second Circuit holding plaintiffs possess Article III standing to challenge the collusive imposition of arbitration clauses that ban participation in class actions; and reaching settlements with four card issuers to drop their arbitration clauses for 3.5 years); and *In re Linerboard Antitrust Litigation* (E.D. Pa.) (where he helped obtain settlements of more than \$200 million dollars).

Jennifer MacNaughton

Jennifer MacNaughton is an associate in Berger & Montague's antitrust department. She received her B.A., summa cum laude, in Political Science and German from Tulane University, her J.D. from the University of Pennsylvania, and her M.P.P. from Georgetown Public Policy Institute. Ms. MacNaughton joined the firm's antitrust department in 2001 and continued to work for the firm on a contract basis while she completed her graduate studies in Public Policy.

As a member of the trial team in the class action environmental case, *Cook v. Rockwell Int'l Corp.*, Ms. MacNaughton helped secure a \$554 million jury verdict on behalf of property owners whose land was contaminated by the former Rocky Flats nuclear weapons facility near Denver, Colorado. (The jury verdict in that case was vacated on appeal, and proceedings are continuing in the district court.) She has contributed to the success of numerous other cases, including: *In re Puerto Rico Cabotage* (settlements pending); *In re Currency Conversion Fee* (\$336 million settlement); and *In re Graphite Electrodes* (\$47.875 settlements with two defendants). Ms. MacNaughton is currently active on a number of cases, including *In re Photochromic Lens Antitrust Litigation* (M.D. Fla.); *Rochester Drug Cooperative, Inc. v. Braintree Labs., Inc.* ("Miralax") (D. Del.); and *In re Airline Baggage Fee Antitrust Litigation* (N.D. Ga.).

Ellen T. Noteware

Ellen T. Noteware is a graduate of Cornell University (B.S. 1989) and the University of Wisconsin-Madison Law School (J.D. cum laude 1993) where she won the Daniel H. Grady Prize for the highest grade point average in her class, served as Managing Editor of the Law Review, and earned Order of the Coif honors. She is currently a member of the Pennsylvania and New York bars.

Since joining Berger & Montague, Ms. Noteware has successfully represented investors, retirement plan participants, employees, consumers and direct purchasers of prescription drug products in a variety of class action cases. Ms. Noteware currently concentrates her practice on prosecuting antitrust class actions on behalf of direct purchasers of brand name drugs who are harmed when brand companies block cheaper generic competitors from entering the market. To date, five of her cases have resulted in substantial settlements: *In re Ovcon Antitrust Litigation*, (D.D.C.) \$22 million; *In re Tricor Direct Purchaser Antitrust Litigation*, (D. Del.) \$250 million; *In re Oxycontin Antitrust Litig.*, (S.D.N.Y.) \$16 million; *Meijer, Inc. v. Abbott Laboratories*, (N.D. Cal.) (Norvir) \$52 million; and *In re Metoprolol Succinate Direct Purchaser Antitrust Litigation*, (D. Del.) \$20 million.

Ms. Noteware is also extensively involved in litigation Employee Retirement Income Securities Act (“ERISA”) breach of fiduciary duty class action cases. Her ERISA settlements include: *In re Nortel Networks Corp. ERISA Litigation* (M.D. Tenn.) \$21 million; *In re Lucent Technologies, Inc. ERISA Litigation* (D.N.J.) \$69 million; *In re SPX Corporation ERISA Litigation* (W.D. N.C.) \$3.6 million. Ms. Noteware is currently actively litigating two ERISA cases against financial institutions who operated improper securities lending programs.

As a key member of the trial team that litigated *Cook v. Rockwell Corp.* (D. Colo.), Ms Noteware helped secure the largest jury verdict in Colorado history and the third largest jury trial verdict nationwide in 2006 -- \$554 million on behalf of thousands of individuals who owned property near the contaminated former Rocky Flats nuclear weapons facility outside Denver, Colorado. Ms. Noteware and the rest of the trial team received the Trial Lawyer of the Year Award from the Public Justice Foundation in recognition of the efforts.

Prominent Judgments & Settlements:

- *New Jersey v. Qwest*, (NJ Superior Court) opt-out securities fraud litigation which settled for \$45 million.
- *In re TriCor Antitrust Litig.*, (D. Del.) direct purchaser antitrust action alleging brand name pharmaceutical company delayed generic competition settled in 2009 for \$250 million.
- *Meijer, Inc. v. Abbott Laboratories*, (N.D. Cal.) \$52 million settlement in direct purchaser antitrust case involving the HIV medication Norvir.

- *Cook v. Rockwell Corp.*, (D. Colo.) jury verdict of \$554 million in environmental contamination action.
- *In re Nortel Networks Corp. ERISA Litig.*, (M.D. Tenn.) breach of fiduciary duty action settled for \$21.5 million.

Daniel Simons

Mr. Simons is an associate in Berger & Montague's antitrust department. He received a Bachelor of Arts in Political Science, magna cum laude, from Yeshiva University in 1997. In addition to winning the Political Science departmental award two years running, Mr. Simons also garnered three awards for scholastics and student leadership upon graduation.

He earned his J.D. with honors, at Temple Law School, where he headed three student groups, served on Temple Law Review, and interned in the Health Care Fraud Unit of the United States Attorney's Office. Following graduation, he clerked for the Honorable Berle M. Schiller of the Eastern District of Pennsylvania. He has also served as a volunteer in the Philadelphia Reads Program.

Mr. Simons's practice focuses on complex commercial litigation in the pharmaceutical and health care sectors. He has worked on several highly-watched pieces of litigation, including *In re Nifedipine Antitrust Litigation*, 246 F.R.D. 365 (D.D.C. 2007); *In re DDAVP Direct Purchaser Antitrust Litigation*, 585 F.3d 679 (2d Cir. 2009); and *King Drug Co. v. Cephalon, Inc.*, 2010 WL 1221793 (E.D. Pa. Mar. 29, 2010). He has also co-authored a chapter in *The International Handbook on Private Enforcement of Competition Law* (2010), entitled "Parties Entitled to Pursue a Claim."

Mr. Simons is licensed to practice in Pennsylvania and New Jersey, and has been admitted to the bar of the United States Supreme Court, the Courts of Appeal for the Second, Third, Ninth, and D.C. Circuits, as well as the United States District Courts for the Eastern District of Pennsylvania and for the District of New Jersey. He is a member of the American Bar Association and its Antitrust Section. He helped found the Old York Road Revitalization Group – a project aimed at commercial development of a collection of northern Philadelphia suburbs – and serves on its governing board.

Lane L. Vines

Lane L. Vines is a senior associate in the Securities and Commercial Litigation practice groups at Berger & Montague. He concentrates his practice in the areas of securities and investor fraud litigation. He has extensive experience prosecuting both class action and individual opt-out securities cases for state government entities, public pension funds, and other large investors. Examples of securities cases in which Mr. Vines was substantially involved include: *In re NetBank, Inc. Securities Litigation*, 1:07-cv-2298-TCB (N.D. Ga.); *Commonwealth of*

Pennsylvania Public School Employees' Retirement System, et al. v. Time Warner Inc., et al., Case No. 002103, July Term, 2003 (Pa. Common Pleas Ct.-Phila. Cty.); *In re Aerosonic Corporation Securities Litigation*, No. 8:03-CV-2373-T-24 SCB-TBM (M.D. Fla.); *In re Waste Management, Inc. Securities Litigation*, 194 F. Supp. 2d 590 (S.D. Tex. 2002); *Kelly v. McKesson HBOC, Inc.*, C.A. No. 99C-09-265 WCC, 2002 Del. Super. LEXIS 39 (Del. Super. Jan. 17, 2002); and *In re Merrill Lynch & Co., Inc. Research Reports Securities Litigation*, 02 MDL 1484 (JFK), 2007 U.S. Dist. LEXIS 93423 (S.D.N.Y. Dec. 20, 2007). Mr. Vines also participated in the securities class action litigation *In re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation*, Master File No. 07-cv-9633 (JSR) (DFE) (S.D.N.Y.), where a \$475 million recovery was obtained on behalf of lead plaintiff State Teachers Retirement System of Ohio and other members of a class of similarly situated investors, relating to Merrill Lynch's disclosures and financial exposures concerning asset-backed securities such as collateralized debt obligations and other financial derivative instruments linked to subprime mortgages.

Mr. Vines also has experience in the defense of securities and commercial cases. For example, he was one of the firm's principal attorneys defending a public company which obtained a pre-trial dismissal in full of a proposed securities fraud class action against a gold mining company based in South Africa. See *In re DRDGold Ltd. Securities Litigation*, 05-cv-5542 (VM), 2007 U.S. Dist. LEXIS 7180 (S.D.N.Y. Jan. 31, 2007).

Mr. Vines is a graduate of the University of Wisconsin-Madison (B.B.A.-Accounting, Graduated with Distinction, 1988) and Villanova University School of Law (J.D. 1997). During law school, Mr. Vines was a member of the *Villanova Law Review* and served as a Managing Editor of *Outside Works*. In that role, he selected outside academic articles for publication and oversaw the editorial process through publication.

Before joining Berger & Montague in 1999, Mr. Vines was a law clerk for the Honorable James R. Melinson, Chief U.S. Magistrate Judge for the Eastern District of Pennsylvania. He is admitted to practice in Pennsylvania and New Jersey, as well as several federal courts including the Supreme Court of the United States. He is a member of the Villanova Law J. Willard O'Brien American Inn of Court, and serves as a Committee Member for Cub Scout Pack 371 in Radnor, Pennsylvania. Mr. Vines has been a guest lecturer at Villanova Law School ("Accounting for Lawyers" course in August 30, 2011 and November 7, 2012) and is currently acting as a *pro bono* legal consultant on discovery issues for the Farmworker Legal Aid Clinic (throughout 2013). He previously was appointed by the Narberth (Pennsylvania) Borough Council and served on the Narberth Planning Commission. He has also served as an officer or director and participated in numerous other civic organizations. Prior to law school, Mr. Vines worked as an auditor for a Big 4 public accounting firm and a property controller for a commercial real estate development firm, and served as the Legislative Assistant to the Minority Leader of the Philadelphia City Council.

OUR ASSOCIATES

Zachary D. Caplan

Zachary D. Caplan is an associate in Berger & Montague's antitrust department. Mr. Caplan is a graduate of New York University's Stern School of Business and the University of Pennsylvania Law School. While in law school, Mr. Caplan was a senior editor of the *University of Pennsylvania Journal of Business Law*, participated in the Civil Practice Clinic, and interned with the United States Department of Justice Antitrust Division.

Caitlin Goldwater Coslett

Caitlin Goldwater Coslett concentrates her practice on complex litigation, including antitrust, environmental and mass tort litigation. Since joining Berger & Montague in 2009, she has worked on a variety of matters, including *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, *Cook v. Rockwell International Corp.* (mass tort litigation), and *In re Urethane [Polyether Polyols] Antitrust Litigation*. Ms. Coslett has also worked on a number of antitrust class actions on behalf of direct purchasers of prescription drugs in which the purchasers allege that pharmaceutical manufacturers have wrongfully kept less expensive generic drugs out of the market. *E.g., In re Modafinil Antitrust Litigation*.

Ms. Coslett was a Lederman/Milbank Fellow in Law and Economics at New York University School of Law where she was also an articles selection editor for the *NYU Review of Law and Social Change*.

Ms. Coslett is one of the top 100 rated female chess players in the U.S.

Alexandra J. Koropecy

Alexandra L. Koropecy is an associate at Berger & Montague, where she is a member of the firm's Employment Law, Consumer Protection and Lending Practices & Borrowers' Rights practice groups. In the Employment Law practice group, Ms. Koropecy primarily focuses on wage and hour class and collective actions arising under state and federal law. Ms. Koropecy's work in the Consumer Protection and Lending Practices & Borrowers' Rights practice groups involves consumer class actions concerning financial practices.

Ms. Koropecy is a graduate of the University of Pennsylvania and Villanova University School of Law. During law school, Ms. Koropecy served as a managing editor of the *Villanova Sports and Entertainment Law Journal* and as president of the Labor and Employment Law Society. Ms. Koropecy also interned at the United States Attorney's Office and served as a summer law clerk for the Honorable Eduardo C. Robreno of the United States District Court for the Eastern District of Pennsylvania.

Patrick F. Madden

Patrick F. Madden is a member of Berger & Montague's employee rights practice group. Mr. Madden joined Berger & Montague in September 2010 after serving as a summer associate and law clerk at the firm.

Mr. Madden is a graduate of the University of Pennsylvania with a major in urban studies (B.A. 2004, honors) and Temple University, James E. Beasley School of Law (J.D. 2010). While at Temple, Mr. Madden was the Executive Editor of Publications for the *Temple Journal of Science, Technology & Environmental Law*, and also served as an intern for the Honorable Petrese Tucker, United States District Court, Eastern District of Pennsylvania.

Prior to attending law school, Mr. Madden worked at the United States Department of Labor, Office of Labor-Management Standards as an investigator.

Yael May

Ms. May earned a B.A. with distinction in political science and urban studies from the University of Pennsylvania in 2006 (*magna cum laude*) and a J.D. from the University of Pennsylvania Law School in 2009. While at Penn Law, Ms. May was a Public International Law Fellow, served as a senior editor of the *Journal of Law and Social Change*, and worked as a student advocate in the Child Advocacy Clinic as well as the Transnational Legal Clinic. Ms. May received the Wapner, Newman and Wigrizzer Award for civil trial advocacy.

Prior to joining Berger & Montague in 2010, Ms. May worked for the Botswana Network on Ethics, Law, and HIV/AIDS (BONELA) while living in Gaborone, Botswana. During her time at BONELA, Ms. May worked on HIV discrimination litigation and produced policy reports on human rights and AIDS.

Yael May is a member of Berger & Montague's securities department. Ms. May is admitted to practice law in Pennsylvania. She is fluent in Spanish and proficient in Hebrew.

Jeff Osterwise

Jeff Osterwise is a graduate of Duke University (B.A. in Political Science and certificate in Markets & Management, 1999) and the Duke University School of Law (J.D., 2005).

Since joining Berger & Montague, P.C. in August 2005, Mr. Osterwise has practiced primarily in the areas of securities, consumer protection, and commercial litigation.

Mr. Osterwise is actively involved in Berger & Montague's representation of the City of Philadelphia and the City of Chicago in separate actions against certain online travel companies

for their failure to pay hotel taxes. He is also involved in the firm's representation of former shareholders of a corporation who were harmed by the corporation's merger with a competitor.

Mr. Osterwise has also been significantly involved in *In re Mutual Funds Investment Litigation* (\$13.966 million settlement on behalf of investors harmed by mutual fund market timing), *In re Veeco Instruments Inc. Securities Litigation* (\$5.5 million settlement on behalf of an investor class), and *In re Force Protection, Inc. Derivative Action* (shareholder derivative action seeking relief on behalf of the corporation for breaches of fiduciary duty, waste, gross mismanagement and unjust enrichment by current and former Force Protection officers and directors).

Jacob M. Polakoff

Jacob M. Polakoff is a 2006 graduate of the joint JD/MBA program at the University of Miami, where he was the recipient of the Dean's Certificate of Achievement in Legal Research & Writing, was awarded a Graduate Assistantship, and was honored with the Award for Academic Excellence in Graduate Studies.

Mr. Polakoff holds a 2002 B.S.B.A. from Boston University's School of Management, where he concentrated in finance.

Since joining Berger & Montague, P.C. in August 2006, Mr. Polakoff has worked in the commercial litigation and class action securities litigation areas. He is admitted to practice law in Pennsylvania, New Jersey, and the United States District Court for the Eastern District of Pennsylvania.

Mr. Polakoff was selected as a 2010 Pennsylvania Super Lawyer – Rising Star.

Shoshana Savett

Shoshana Savett received a B.A. from the University of Pennsylvania in 1999. She graduated from Temple Law School in 2003 and is admitted to practice law in Pennsylvania and New Jersey. Ms. Savett is an associate in the securities department.

Shoshana worked on numerous class action that have achieved significant benefits on behalf of the Class. These cases include: *In re Merrill Lynch Securities Litigation*, Civil Action No. 07-cv-09633 (S.D.N.Y.) (\$475 million settlement); *Ginsburg v. Philadelphia Stock Exchange, Inc., et al.*, C.A. No. 2202-CC (Del. Ch.) representing certain shareholders of the Philadelphia Stock Exchange in the Delaware Court of Chancery (\$99 million settlement); *In re Sepracor Inc. Securities Litigation*, Civil Action no. 02-12235-MEL (D. Mass.) (\$52.5 million settlement approved September 6, 2007).

Sarah R. Schalman-Bergen

Sarah R. Schalman-Bergen is a member of Berger & Montague's antitrust department. Ms. Schalman-Bergen is a graduate of Harvard Law School (J.D. *cum laude*, 2007), where she served as an executive editor of the *Harvard Civil Rights-Civil Liberties Law Review*. She is also a graduate of Tufts University (B.A. *summa cum laude*, 2001).

Prior to joining Berger & Montague in 2009, Ms. Schalman-Bergen was an associate in the litigation department of WolfBlock LLP. While at WolfBlock, Ms. Schalman-Bergen served as the Shestack Public Interest Fellow, and divided her caseload between general commercial litigation and HIV discrimination litigation on behalf of the AIDS Law Project of Pennsylvania. Ms. Schalman-Bergen is admitted to practice law in Pennsylvania.

Eugene R. Tompkins

Gene Tompkins graduated from the United States Merchant Marine Academy (B.S.M.E.) and the New York University Graduate School of Business Administration (M.B.A) and Temple University School of Law (J.D.). Mr. Tompkins concentrates on complex, technically-oriented disputes and business-related matters under antitrust, securities and corporate governance areas of federal and state law. His prior experience in numerous facets of the international transportation and oil and gas industries complements his efforts in many of the areas encountered in increasingly complex litigation.

Nick Urban

Nick Urban joined Berger & Montague's antitrust department as an associate in September, 2009. Mr. Urban is a graduate of the University of Pennsylvania Law School where he was a Senior Editor for the *Journal of Law and Social Change*. Mr. Urban graduated from the University of San Diego with a B.A. in Sociology.

Benjamin A. Waters

Benjamin A. Waters is an associate in the securities department of Berger & Montague. He concentrates his practice on complex litigation, including consumer protection, securities fraud, and whistleblower, qui tam, & False Claims Act litigation.

Mr. Waters graduated from the University of Pennsylvania Law School in 2012, where he served as an Arthur Littleton and H. Clayton Louderback Legal Writing Instructor. He also served as a senior editor of the University of Pennsylvania Journal of Constitutional Law.

OF COUNSEL:

Russ Henkin

Russ Henkin graduated from American University in Washington, D.C. in 1969 with a Bachelor of Science Degree with honors. He graduated from the University of Pennsylvania Law School in 1972. Mr. Henkin was law clerk to Honorable Maurice W. Sporkin in the Pennsylvania Court of Common Pleas for Philadelphia County from 1972 through 1975. From 1973 through 1975, he also worked in a small personal injury firm, trying plaintiffs' personal injury cases. He worked as an associate with the Berger firm from 1975 through 1980. During that time, he was involved in or tried complex civil litigation matters. His cases included fraud matters, securities matters, breach of contract, restrictive employment covenant litigation, eminent domain litigation, and divorce, among other fields.

From 1980 through 1991, he was associated with another firm, again involved in trials of complex civil litigation matters. His cases involved antitrust, bankruptcy litigation and reorganization, contracts, malpractice, products liability, employment discrimination, commercial disparagement litigation, business separation litigation, emotional distress litigation, claims and defense under the Racketeer Influenced and Corrupt Organization Act ("RICO"), stock fraud and foreclosure/workout and other trials. Representative results included confirmation of a \$20 million plan of reorganization for a psychiatric hospital company, and successful defense against a \$30 million RICO suit.

In June 1991, Mr. Henkin returned to the Berger firm, and is again trying complex civil matters. Those matters involve areas such as stock fraud, class action personal injury, breach of contract and consumer fraud, and lender liability. In one of his cases, he achieved a \$30 million recovery in a claimed 10 year verbal contract case.

Mr. Henkin is admitted to practice law in the Commonwealth of Pennsylvania and the State of Florida.

Jay Robert Stiefel

Jay Robert Stiefel studied History at the University of Pennsylvania (B.A. with Distinction 1968, General Honors Program, Dean's List) and as a graduate student at Oxford University (Christ Church, 1968-69), where he was elected Chairman of the Graduate Common Room, chaired the Shakespeare at Stratford program and was a member of the Christ Church and Oxford University Boat Clubs. His International Relations degree from the University of Pennsylvania (M.A. 1971) was pursuant to an interdisciplinary program including courses in International Law at the Law School and Economics at the Wharton School of Business. He was elected a member of the Executive Committee of the International Relations Program of the Graduate School of Arts & Sciences (1970-71).

Mr. Stiefel worked at the British House of Commons as a member of the Conservative Parliamentary Power Committee's Subcommittee on Amendments, chaired by Sir John Eden, Bt., and as Parliamentary Personal Assistant to Sir Peter F.H. Emery, P.C. (1969-70). Other residencies and work abroad, and nineteen years of linguistic studies, including at the Universités de Bordeaux et de la Toulouse (French, Certificat d'Assiduité 1965), have made Mr. Stiefel conversant in foreign languages, customs and practices. He was one of two U.S. Delegates to the International Conference on the U.S. Bicentennial, Philadelphia (1970).

Mr. Stiefel graduated from the Dickinson School of Law (J.D. 1974) where he was an editor of the Dickinson Law Review and a member of the Appellate Moot Court Board and of the Legal Aid Society. He completed programs on Public and Private International Law at the Hague Academy of International Law, The Netherlands, where he served as U.S. Embassy Liaison (1972); and on the British legal system at Emmanuel College, Cambridge University (1997, 1998). He has lectured on law at Temple University and authored law review articles on International and Constitutional Law. For his paper, "The Rights of the Accused Before Trial," delivered at Oxford University (1977), Mr. Stiefel was awarded le Prix des Anciens Presidents, the top prize of the Association Internationale des Jeunes Avocats (Young Lawyers International Association), a bar association whose U.S. operations he was elected to head (1978). He received the Outstanding Service Award of the Young Lawyers' Section of the Philadelphia Bar Association for his service on its Executive Committee (1981). He has also served on the PBA's Committees on International Law, Services to the Spanish-speaking Community, the Federal Courts and Lawyers for the Arts.

Mr. Stiefel has played a lead or principal role in complex securities actions throughout the country, in which many legal precedents were established and significant monetary and remedial benefits achieved. These include, among others, *Employee Solutions Securities Litigation*, Master File No. Civ-97-545-PHX-RGS (OMP) (D. Ariz.) (class settlement of in excess of \$15 million); *Rospatch Corporation Securities Litigation*, Case No. 1:90-CV-806 et al. (W.D. Mich.) (class settlement of in excess of \$6.5 million); *Long Island Lighting Company Securities Litigation*, 84-CIV-0588 (LDW) (E.D.N.Y.) (class settlement of in excess of \$48.5 million); *Washington Public Power Supply System Securities Litigation*, M.D.L. 551 (W.D. Wash) (class settlements of over \$700 million); *Charal v. Andes (re The Franklin Mint)*, C.A. Nos. 77-1725 and 78-1610 (E.D. Pa.) (\$6 million class settlement); *Dura-Bilt Corporation v. Chase Manhattan Corp.*, 79 Civ. 4666, 71 Civ. 3800 (S.D.N.Y.); *Berman v. HNC Mortgage & Realty Investors*, C.A. No. B78-111 (D.Conn.); *AM International, Inc. Securities Litigation*, M.D.L. No. 494 (S.D.N.Y.) (class settlements of cash and warrants valued at approximately \$20 million); *Cincinnati Gas & Electric Company Securities Litigation*, Master File No. C-1-83-1721 (S.D. Ohio) (class settlement of \$13.9 million); *Consumers Power Company Securities Litigation*, Civ. Act. No. 83-CV-6448 AA(E.D. Mich); *Oak Industries Securities Litigation*, No. 83-0537-G(M) (S.D. Cal.) (class settlement of in excess of \$33 million); *Lundy v. Interfirst Corporation*, No. 3-84-0952H (N.D. Tex.) (class settlement of \$6.7 million); and *Council on Social Work Education, Inc., et al. v. Texas Instruments Inc., et al.*, C.A. No. CA-83-1083-H (N.D. Tex.) (class settlement of \$12 million).

Mr. Stiefel has been a board member of various cultural and civic organizations in Philadelphia, including the Philadelphia Chamber Orchestra, Historic Rittenhouse, Inc., the Oxford & Cambridge Society, which he co-founded, and the Center City Residents' Association, chairing its Celebration of Center City Living (1995). He is also a shareholder of the Library Company of Philadelphia and serves on the Advisory Board of the American Philosophical Society Library. He is a member of the Numismatic & Antiquarian Society of Philadelphia. Mr. Stiefel's philanthropic interests include Independence Hall National Historical Park and various university museums and libraries, for which he was inducted into the De La Salle Society (2001). His sports are squash, tennis, and hiking. He is a member of the Philadelphia Club.

Mr. Stiefel is also an historian of early American commerce and the decorative arts. He has lectured at Winterthur Museum, the American Philosophical Society, Oxford University, the American Museum in Britain, and also before the Decorative Arts Trust, The Washington Decorative Arts Forum, and the Alexandria Association, among other venues. Mr. Stiefel serves on the Advisory Committee of the Delaware Antiques Show for Winterthur (1998-present). He has been admitted to various educational programs of the Attingham Trust in Great Britain and elsewhere (Summer School, 1996; and several Study Weeks since). Mr. Stiefel's "Philadelphia Cabinetmaking and Commerce, 1718-1753: the Account Book of John Head, Joiner" and "The Head Account Book as Artifact" inaugurated the American Philosophical Society's online historical journal, the *Library Bulletin*, vol. 1, no. 1, new series (Winter 2001); and were the subject of two feature articles: Lita Solis-Cohen, "Account Book Becomes Rosetta Stone for Philadelphia Furniture," *Maine Antiques Digest* (April 2001), and "The Cabinetmaker's Account," *Masterpiece* (June 2001). Mr. Stiefel's articles on Philadelphia's colonial craftsmen have appeared in various publications, including the *Bulletin of the Pewter Collectors' Club of America* (Winter 2002); the *Catalogue of Antiques and Fine Art* (Spring 2003 and 2004) and the *Magazine Antiques* (August 2006).

Mr. Stiefel is admitted to practice in the Commonwealth of Pennsylvania and before other federal courts throughout the country.

Tyler E. Wren

Tyler E. Wren is a trial lawyer with over 35 years of experience in both the public and private sectors.

Mr. Wren has represented both plaintiffs and defendants in a broad spectrum of litigation matters, including class actions, environmental, civil rights, commercial disputes, personal injury, insurance coverage, election law, zoning and historical preservation matters and other government affairs. Mr. Wren routinely appears in both state and federal courts, as well as before local administrative agencies.

Mr. Wren graduated from the Georgia Institute of Technology with a B.S. in Industrial Management and obtained his law degree from the University of Georgia School of Law. Following his graduation from law school, Mr. Wren served as staff attorney to the Committee

of Seventy, a local civic watchdog group. Mr. Wren then spent a decade in the Philadelphia City Solicitor's Office in various positions in which his litigation and counseling skills were developed: Chief Assistant City Solicitor for Special Litigation and Appeals, Divisional Deputy City Solicitor for the Environment, Counsel to the Philadelphia Board of Ethics and Counsel to the Philadelphia Planning Commission.

After leaving government employ and before joining Berger & Montague in 2010, Mr. Wren was in private practice, including nine years with the Sprague and Sprague firm, headed by nationally recognized litigator Richard Sprague. Mr. Wren was also the editor and principal author, Volumes 8-12 (Civil Litigation) of Dunlap-Hanna Pennsylvania Forms, 1987-1990.

Mr. Wren was recently named as one of Pennsylvania's "Super Lawyers" in the area of Administrative Law. Mr. Wren has for many years held an AV rating by Martindale-Hubbell, the highest rating available for both professional competence and ethical integrity.

A member of the Pennsylvania Bar since 1973, Mr. Wren is also admitted to the United States District Court for the Eastern District of Pennsylvania, the United States Court of Appeals for the Third Circuit and the United States Supreme Court. Mr. Wren is also a member of the Pennsylvania Bar Association and the Philadelphia Bar Association.

Mr. Wren is also active in community affairs, serving as the elected Vice Chair of the East Nantmeal Township Board of Supervisors (Chester County, PA) and a member of the board of directors of the East Nantmeal Land Trust.

SPECIAL COUNSEL

Abbott A Leban

Abbott A. Leban joined Berger & Montague in 2004 as Senior Counsel in its Securities Litigation Department. Since 2008, he has continued his association with the firm as Of Counsel and resident attorney in the firm's office in Wilmington, Delaware.

Mr. Leban is admitted to the practice of law in the District of Columbia, New York, Pennsylvania, and Delaware. He is also admitted in the U.S. Supreme Court, the U.S. Court of Appeals for the District of Columbia Circuit and the Fifth Circuit, and the U.S. District Courts for Delaware and the Southern District of New York. He is a member of the American and the Delaware State Bar Associations and was an original member of the National Association of Public Pension Attorneys. His local associations include the Delaware Center for Justice, Inc. and the American Civil Liberties Union of Delaware.

Mr. Leban received his B.A. from Columbia College and the J.D. degree from Yale Law School. He held a judicial clerkship in the U.S. Court of Appeals for the District of Columbia Circuit and continued in federal government service in Washington as an attorney in the (now defunct) U.S. Civil Aeronautics Board; as an Assistant U. S. Attorney for D.C.; and on the professional staff of U.S. Sen. Kenneth B. Keating (R.-N.Y.), ending as his Executive Assistant.

In 1965, Mr. Leban began a long career in the finance, insurance, and real estate ("FIRE") sector. In Equitable Life's Law Department, he was the company's first-time officer and counsel for Federal Relations. At Colonial Penn Group, Inc., of Philadelphia (CPG), he was initially President/COO of its New York-based life insurance subsidiary and later CPG's Senior V.P. and Corporate Secretary, with responsibilities for its legal, government relations, human resources, and corporate and public affairs departments. With the taking effect of ERISA in 1974, he also served as the chairman of the company's pension trusts and supervised them in the early years of the ERISA regime. In the early 1980s, Mr. Leban joined with another CPG executive in the founding management of American Homestead, Inc., of Mt. Laurel, New Jersey, a mortgage banking concern, which developed and pioneered in offering reverse mortgage products to the "house-rich, cash-poor" segment of the senior population.

In 1987, the new administration of Pennsylvania Governor Robert P. Casey appointed Mr. Leban as the chief counsel of each of the three state-level public-employee retirement systems, with then combined assets of approximately \$20 billion. In addition to corporate governance initiatives on behalf of the state and public school funds, he represented PSERS, as an *ex officio* member, along with CalPERS, on the official equity committee in Chapter 11 proceedings, *In re Texaco, Inc.*, 81 B.R. 806 (Bankr. S.D.N.Y. 1988). That committee played a key role in the settlement of the Pennzoil-Texaco lawsuit judgment and the inclusion of important governance provisions in Texaco's reorganization plan.

Mr. Leban left state government in 1991 to join the Philadelphia law firm now known as Blank Rome. As chair of the firm's Public Pension Fund Practice Group within its Corporate Department, he concentrated his work on varied corporate, tax, fiduciary, litigation, and legislative matters on behalf of both in-state and sister-state public pension funds. When his colleagues, the resident litigation partners in Blank Rome's Wilmington office, formed their own firm in 1997, Mr. Leban joined them in Delaware soon after they commenced business. Among other securities class actions in that period, he was a member of that firm's litigation team as counsel for co-lead plaintiff Colorado PERA in the *Oxford Health Plans Litigation* in the Southern District of New York and for the Florida SBA as co-lead plaintiff in the *DaimlerChrysler Securities Litigation* in the District Court for Delaware.

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EXHIBIT

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CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF RUSSELL A. CHORUSH ON BEHALF OF HEIM,
PAYNE & CHORUSH, L.L.P. IN SUPPORT OF DIRECT PURCHASER
CLASS COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES
AND REIMBURSEMENT OF EXPENSES**

I, Russell A. Chorush, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a member of the law firm of Heim, Payne & Chorush, L.L.P. ("HPC"). I am submitting this declaration in support of Class Counsel's motion for attorney fees and reimbursement of expenses in connection with services rendered

by HPC in the above-entitled actions. A copy of my resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As a counsel of record in this case for the Direct Purchaser Plaintiffs, my firm has been integrally involved in many aspects of this litigation for six and one half years.

3. Organization of counsel is critical to the efficient management of complex litigation such as this case. My firm coordinated assignments with Class Counsel through email and regular conference calls. All attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

4. From the inception of this litigation to the present, my firm expended the total of 800.80 hours in this litigation. The total lodestar for my firm is \$529,825.00.

5. The schedule below is a summary of the amount of time spent, from inception through present, by my firms' attorney and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by our firm, which are available at the request of the Court. Time

expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Russell A Chorush	Attorney	639.20	750.00	479,400.00
Miranda Y. Jones	Attorney	27.50	450.00	12,375.00
Christopher M. Koepke	Attorney	113.85	300.00	34,155.00
Carrie J. Anderson	Paralegal	7.25	250.00	1,812.50
Amber L. Branum	Legal Assistant	.50	165.00	82.50
Natasha M. Baudoun	Legal Assistant	9.50	160.00	1,520.00
Amanda M. Wilson	Legal Assistant	3.00	160.00	480.00

6. My firm also has incurred a total of \$ 17,234.09 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expense	Amount
Outside Copies	128.06
Potage / Air Express Messengers	493.18
Filing Fees	350.00
Computer Research	1,480.05
Miscellaneous Case Expenses	507.62
Travel	14,275.18

7. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense

vouchers, check records and other source material and accurately record the expenses incurred.

Dated: 19 June, 2014

Russell Chorus

State of Texas
County of Harris

Before me, Amber L. Branum, on this day personally appeared Russell A. Chorus, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of the office this 19th day of June, 2014.

Amber L. Branum
Notary Public's Signature

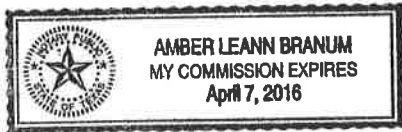


Exhibit 1

RUSSELL A. CHORUSH

EDUCATION

- University of Texas at Austin (B.S. Chemistry, Honors, 1989)
- Cornell University (Masters 1992 and Ph.D., Chemistry, 1994)
- University Houston Law Center (J.D., summa cum laude, 2001) Valedictorian of Class of 2001 and the Top Scorer on the July 2001 Texas Bar Examination

Awards & Honors

- Super Lawyer Rising Star (Thomson-Reuters) (2005, 2007, 2009-2011)
- University of Houston Law Center Rising Star Award (2005)
- Recipient of the highest score on the July 2001 Texas Bar Exam
- Valedictorian of the University of Houston Law Center Class of 2001

Dr. Chorush specializes in patent infringement and antitrust cases in the high technology arena. He has represented various clients in litigation in fields ranging from electronics to pharmaceuticals.

Prior to law school, Dr. Chorush served as a laboratory manager for Texas Instruments, Inc. ("TI") and Air Liquide Corporation. He is a co-author of the book "Handbook of Chemicals and Gases for the Semiconductor Industry" as well as a number of published articles and is a named inventor on several patents assigned to TI. Dr. Chorush is an author of six published articles in peer-reviewed journals including the Journal of the American Chemical Society, Analytical Chemistry and the Journal of Mass Spectrometry.

While at the University of Houston Law Center, Dr. Chorush served as the Notes & Comments editor on the Houston Law Review and received the following awards: the National Burton Award for Legal Achievement, the Dean's Scholarship, the Baker Botts Award, the West Group Outstanding Scholastic Achievement Award, the Suzanne White Booker Student Scholarship, the Locke Liddell & Sapp LLP—IP and Technology Scholarship, the Hutcheson & Grundy Scholarship, the Joan Garfinkel Glantz Prize, the Griggs & Harrison Award, and the LEX Awards (top score in his law school section) in the following areas: civil procedure, torts I, torts II, property II, and contracts II. Dr. Chorush also graduated as the valedictorian of his law school class and received the top score on the Texas Bar Examination in July of 2001.

Notable Current Cases

- ***In re K-Dur Antitrust Litigation***, MDL Docket No. 01-MD-1419 (D.N.J.) (representing plaintiffs)
- ***In re Neurontin Antitrust Litigation***, MDL Docket No. 02-MD-1479 (D.N.J.) (representing plaintiffs)
- ***King Drug Company Of Florence, Inc. et al. v. Cephalon, Inc., et al.***, Civ. No. 2:06-cv-1797 (E.D. Pa.) (representing plaintiffs)
- ***In re Androgel Antitrust Litigation***, MDL Docket No. 1:09-MD-2084 (N.D. Ga.) (representing plaintiffs)
- ***In re Prograf Antitrust Litigation***, MDL Docket No. 11-MD-2242 (D. Mass.) (representing plaintiffs)
- ***ROY-G-BIV Corporation v. ABB, Ltd. et al.***, Civ. No. 6:11-CV-00622 (E.D. Tex.) (representing plaintiff)
- ***Burlington Drug Co., Inc. v. Pfizer Inc. et al.***, Civ. No. 3:11-cv-6774 (D.N.J.) (representing plaintiffs)
- ***Louisiana Wholesale Drug Co., Inc. et al. v. Smithkline Beecham Corporation et al.***, Civ. No. 2:12-cv-00995 (D.N.J.) (representing plaintiffs)

Notable Past Cases

- ***In re Terazosin Hydrochloride Antitrust Litigation***, MDL Docket No. 99-MDL-1317 (S.D. Fla.) (represented plaintiffs, which obtained \$74 million settlement)
- ***In re Buspirone Antitrust Litigation***, Civ. No. 01-MDL-1410 (S.D.N.Y.) (represented plaintiffs, which obtained \$220 million settlement)
- ***In re Remeron Antitrust Litigation***, Civ. No. 2:02-CV-02007 (D.N.J.) (represented plaintiffs, which obtained \$75 million settlement)
- ***In re Oxycontin Antitrust Litigation***, MDL Docket No. 04-MDL-1603 (S.D.N.Y.) (represented plaintiffs, which obtained \$16 million settlement)
- **UniRAM Technology, Inc. v. Monolithic System Technology, Taiwan Semiconductor Manufacturing Company, Ltd., and TSMC North America**, Civ. No. 04-CV-1268 (N.D. Cal.) (represented plaintiff, which obtained \$30.5 million jury verdict)
- ***In re Tricor Antitrust Litigation***, Civ. No. 05-CV-340 (D. Del.) (represented plaintiffs, which obtained \$250 million settlement)
- ***ROY-G-BIV Corporation v. Fanuc Ltd. et al.***, Civ. No. 2:07-cv-418 (E.D. Tex.) (represented plaintiffs, which obtained favorable settlement)
- ***PACT XPP Technologies, AG v. Xilinx, Inc. and Avnet, Inc.***, Civ. No. 2:07-cv-563 (E.D. Tex.) (represented plaintiff, which obtained \$15.4 million jury verdict)
- ***Rochester Drug Co-Operative, Inc. v. Braintree Laboratories, Inc.***, Civ. No. 07-cv-142 (D. Del.) (represented plaintiffs, which obtained \$17.25 million settlement)

EXHIBIT

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UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390 (FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF DAVID P. GERMAINE IN SUPPORT OF DIRECT PURCHASER
CLASS COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

I, David P. Germaine, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a partner of the law firm Vanek, Vickers & Masini PC ("VVM"). I am submitting this declaration in support of Class Counsel's motion for attorney fees and reimbursement of expenses in connection with services rendered by VVM in the above-entitled actions. The biographies of the attorneys principally involved in the case are attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As a counsel of record in this case for the Direct Purchaser Plaintiffs, my firm has been integrally involved in many aspects of this litigation for more than 12 years, including 2002-2014.

3. Organization of counsel is critical to the efficient management of complex litigation such as this case. My firm coordinated assignments with Class Counsel through email

and regular conference calls. All attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

4. From the inception of this litigation to the present, my firm expended the total of 218.63 hours in this litigation. The total lodestar for my firm is \$95,083.83.

5. The schedule below is a summary of the amount of time spent, from inception through present, by my firms' attorneys and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by our firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total hours	Current Hourly Rate	Total Lodestar
Joseph Vanek	P	81.5	\$700.00	\$39,902.50
David Germaine	P	83.1	\$645.00	\$40,479.50
Sarah Dale	A	10.8	\$425.00	\$2,970.00
John Bjork	A	.4	\$425.00	\$170.00
Michelle Ethier	A	1.6	\$425.00	\$680.00
Alexa Johnson	A	14.8	\$425.00	\$6,290.00
Lindsay Jansen	SA	.2	\$275.00	\$55.00
Jonathan Friedman	SA	.8	\$275.00	\$220.00
Andrew Daar	SA	3.33	\$185.00	\$483.33
Lisa Harkins	PL	16.10	\$185.00	\$2,978.50
Ernie S.	PL	.8	\$185.00	\$100.00
Chelsey Parrott-Sheffer	PL	3.4	\$185.00	\$539.00

Simon Feng	PL	1.8	\$185.00	\$216.00
TOTAL		218.63		\$95,083.83

6. My firm also has incurred a total of \$4,014.76 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expense	Amount
Photocopies-In House	\$366.00
Postage/Messengers	\$66.68
Filing Fees	\$1,686.00
Computer Research	\$124.88
Travel/Meals	\$1,771.20
TOTAL	\$4,014.76

7. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source material and accurately record the expenses incurred.

Dated: 17th June, 2014



Sworn to and subscribed before me this 17th day of June, 2014.

Alicia Ann Pistilli

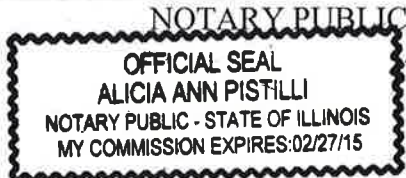


EXHIBIT 1
PRINCIPAL ATTORNEY BIOGRAPHIES

Joseph M. Vanek

Mr. Vanek earned his Juris Doctor from Boston College in May, 1987 where he graduated with honors. Mr. Vanek received his undergraduate degree, Magna Cum Laude, from Creighton University in 1984.

Upon graduating from law school, Mr. Vanek became a member of the bar in the State of Illinois and the Commonwealth of Massachusetts. Mr. Vanek is also admitted to practice before the Supreme Court of the United States, as well as the United States Court of Appeals for the Third, Fifth and Ninth Federal Circuits and the United States District Court for the Northern and Central Districts of Illinois. In addition, Mr. Vanek has practiced on a pro hac vice basis throughout the country.

Mr. Vanek's practice has focused primarily on trial work in the areas of intellectual property, anti-trust litigation, and commercial litigation. The clients represented by Mr. Vanek in these matters have resided throughout the United States, as well as a number of other countries such as France, Canada, Taiwan, Bermuda, Japan, and Argentina.

An example of a case Mr. Vanek recently tried involved the infringement of a copyright for the developer of a video amusement game. The court awarded both damages and attorney's fees to Mr. Vanek's client. Mr. Vanek also has also represented the inventor of critical functions to the DVD technology which has resulted in a successful licensing campaign that has yielded an economic recovery exceeding \$200,000,000.00. In addition, Mr. Vanek represented the inventors of ergonomic keyboards which, through both licensing and litigation, resulted in a multi-million dollar recovery, and enforced a portfolio of patents relating to digital broadcast technology against an industry leading supplier which, again, resulted in a multi-million dollar recovery.

Mr. Vanek has also focused quite heavily in the area of trademark law. In this regard, Mr. Vanek has presented numerous multi-national corporations in the selection and registration of their service marks and trade marks. He has also acted as counsel in several lawsuits involving trade marks and has been repeatedly retained to evaluate the level of professional services rendered by counsel in trade mark and patent matters.

In the anti-trust area, Mr. Vanek has successfully represented a number of individual plaintiffs in price fixing claims, including cases involving territorial allocation, as well as horizontal price conspiracy. In the past decade, the price fixing claims in which he has participated have included some of the largest and best known cases, including the In Re Vitamin Litigation, both rounds of the Visa and Mastercard Litigation, the In Re Transparent Tape Litigation, the In Re Children's Ibuprofen claim, and In Re American Express Anti-Steering Rules Antitrust Litigation. Additionally, Mr. Vanek has been involved in several pharmaceutical claims involving anti-trust violations arising from the misuse of patents.

David P. Germaine

Mr. Germaine became a licensed attorney in the State of Illinois in 2001. He concentrates his practice on complex commercial litigation and antitrust litigation, as well as intellectual property issues including trademark, patent, and copyright matters.

Mr. Germaine has successfully represented individual plaintiffs in a vast array of antitrust disputes in various industries, including pharmaceuticals, payment cards, electronics, and Capper-Volstead matters. He regularly manages complex commercial litigation matters on behalf of opt-out/individual plaintiffs and counsels clients on price fixing, tying, monopolization, and market allocations schemes. He represented several large retailers as part of *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, the largest antitrust case in U.S. history.

In his intellectual property practice, Mr. Germaine works with clients—both domestically and internationally—to protect, evaluate, license, and litigate their intellectual property rights. He has conducted and analyzed thousands of potential trademarks and copyrights and has registered and maintained trademarks, copyrights, design marks, and domain names.

Mr. Germaine earned his Juris Doctorate with a certificate in Intellectual Property from DePaul University's College of Law in 2001 and received a Bachelor of Arts, Magna Cum Laude, from John Carroll University in 1997.

EXHIBIT

28

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF LINDA P. NUSSBAUM, ESQ. ON BEHALF OF
GRANT & EISENHOFER, P.A. IN SUPPORT OF DIRECT PURCHASER
CLASS COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES
AND REIMBURSEMENT OF EXPENSES**

I, Linda P. Nussbaum, under penalty of perjury under the laws of the United States of America, declares as follows:

1. I am a member of the law firm Grant & Eisenhofer, PA ("G&E"). I am submitting this declaration in support of Class Counsel's motion for attorney fees and reimbursement of expenses in connection with services rendered by G&E in the above-entitled actions. A copy of my firm's resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. My firm has acted as counsel to the Class in this litigation. My firm has substantial experience in pharmaceutical antitrust class action cases, such as this case. All attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

3. From the inception of this litigation to the present, my firm expended the total of 36.3 hours in this litigation. The total lodestar for my firm is \$17,822,50.

4. The schedule below is a summary of the amount of time spent, from inception through present, by my firms' attorney and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by our firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Linda Nussbaum	Partner	14.6	\$850	\$12,410.00
Susan Schwaiger	Assoc.	2.5	\$635	\$ 1587.50
Robyn Finnemore	Paralegal	17.7	\$200	\$3,540.00
Sara Haggerty	Paralegal	1.5	\$190	\$285.00
TOTAL		36.3		\$17,822.50

5. My firm also has incurred a total of \$ 487.28 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expense	Amount
Telephone/Facsimile	13.16
Photocopying	324.12
Filing fees	150
Total	487.28


6. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source material and accurately record the expenses incurred.

Dated: 17th day June, 2014



Linda P. Nussbaum

Sworn to and subscribed before me this 17th day of June, 2014.



NOTARY PUBLIC

MALENA REMON
Notary Public of the State of New York
No.: 01RE6007411
Qualified in New York County
Commission Expires May 18, 2018

EXHIBIT 1

GRANT & EISENHOFER P.A. FIRM BIOGRAPHY

Grant & Eisenhofer P.A. (“G&E”) is a national litigation boutique with almost 70 attorneys that concentrates on federal securities and corporate governance litigation and other complex class litigation. G&E primarily represents domestic and foreign institutional investors, both public and private, who have been damaged by corporate fraud, greed and mismanagement. The Firm was named to the National Law Journal’s Plaintiffs’ Hot List for the last three years and is listed as one of America’s Leading Business Lawyers by Chambers and Partners, who reported that G&E “commanded respect for its representation of institutional investors in shareholder and derivative actions, and in federal securities fraud litigation.” Based in Delaware, New York and Washington, D.C., G&E routinely represents clients in federal and state courts throughout the country. G&E’s clients include the California Public Employees’ Retirement System, New York State Common Retirement Fund, Ohio Public Employees’ Retirement System, State of Wisconsin Investment Board, Teachers’ Retirement System of Louisiana, PIMCO, Franklin Templeton, Trust Company of the West, The Capital Guardian Group and many other public and private domestic and foreign institutions.

G&E was founded in 1997 by Jay W. Eisenhofer and Stuart M. Grant, formerly litigators in the Wilmington office of the nationally prominent firm of Skadden, Arps, Slate, Meagher & Flom LLP. Over the years, the Firm’s partners have gained national reputations in securities and corporate litigation. In fact, G&E was the first law firm in the country to argue the provisions of the Private Securities Litigation Reform Act (“PSLRA”) allowing an institutional investor to be appointed as lead plaintiff in a securities class action. The Firm has gone on to build a national and international reputation as a leader in securities litigation. In both class action and “opt out” cases, G&E has attracted widespread recognition for protecting investors’ rights and recovering damages for investors. The Firm has recovered over \$12.5 billion dollars for shareholders in the last five years, and has repeatedly been named one of the nation’s “Top Ten Plaintiff’s Firms” by the National Law Journal. In recent years RiskMetrics Group has twice recognized G&E for winning the highest average investor recovery in securities class actions of any law firm in the U.S.

G&E has served as lead counsel in many of the largest securities class action recoveries in U.S. history, including:

- \$3.2 billion settlement from Tyco International Ltd. and related defendants
- \$922 million from United Healthcare
- \$450 million Pan-European settlement from Royal Dutch Shell
- \$448 million settlement in Global Crossing Ltd. securities litigation
- \$422 million recovery for investors in the stock and bonds of Refco
- \$420 million settlement for shareholders of Digex
- \$400 million recovery from Marsh & McLennan
- \$325 million from Delphi Corp.
- \$303 million settlement from General Motors
- \$300 million settlement from DaimlerChrysler Corporation
- \$300 million recovery from Oxford Health Plans
- \$276 million judgment & settlement for Safety-Kleen stock and bond investors

G&E has also achieved landmark results in corporate governance litigation, including:

In re UnitedHealth Group Inc. Shareholder Derivative Litigation: G&E represented the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Connecticut Retirement Plans and Trust Funds as lead plaintiffs in a derivative and class action suit in which G&E successfully challenged \$1.2 billion in back-dated options granted to William McGuire, then-CEO of health care provider UnitedHealth Group (“UHG”). This was among the first – and most egregious – examples of options backdating. As previously stated, G&E’s case against UHG produced a settlement of \$922 million.

In re Digex, Inc. Shareholders Litigation – G&E initiated litigation alleging that the directors and majority stockholder of Digex, Inc. breached fiduciary duties to the company and its public shareholders by permitting the majority shareholder to usurp a corporate opportunity that belonged to Digex. G&E’s efforts in this litigation resulted in an unprecedented settlement of \$420 million, the largest cash payment in the history of the Delaware Chancery Court.

Caremark / CVS Merger - G&E represented two institutional shareholders in this derivative litigation challenging the conduct of the board of directors of Caremark Rx Inc. in connection with the negotiation and execution of a merger agreement with CVS, Inc., as well as the board’s decision to reject a competing proposal from a different suitor. Through the litigation, Caremark’s board was forced to renegotiate the terms of the merger agreement with CVS. The settlement ensured statutory rights of Caremark shareholders, providing an additional \$3.19 billion in cash consideration.

Teachers’ Retirement System of Louisiana v. Greenberg, et al. and American International Group, Inc.: In the largest settlement of shareholder derivative litigation in the history of the Delaware Chancery Court, G&E reached a \$115 million settlement in a lawsuit against former executives of AIG for breach of fiduciary duty. The case challenged hundreds of millions of dollars in commissions paid by AIG to C.V. Starr & Co., a privately held affiliate controlled by former AIG Chairman Maurice “Hank” Greenberg and other AIG directors. The suit alleged that AIG could have done the work for which it paid Starr, and that the commissions were simply a mechanism for Greenberg and other Starr directors to line their pockets.

AFSCME v. AIG – This historic federal appeals court ruling in favor of G&E’s client established the right, under the then-existing proxy rules, for shareholders to place the names of director candidates nominated by shareholders on corporate proxy materials – reversing over 20 years of

adverse rulings from the SEC's Division of Corporate Finance and achieving what had long been considered the "holy grail" for investor activists. Although the SEC took nearly immediate action to reverse the decision, the ruling renewed and intensified the dialogue regarding "proxy access" before the SEC, ultimately resulting in a new rule currently being considered by the SEC that, if implemented, will make "proxy access" mandatory for every publicly traded corporation.

Unisuper Ltd. v. News Corp., et al. – G&E forced News Corp. to rescind the extension of its poison pill on the grounds that it was obtained without proper shareholder approval.

Teachers' Retirement System of Louisiana v. HealthSouth – G&E negotiated a settlement which ousted holdover board members loyal to indicted CEO Richard Scrushy and created mechanisms whereby *shareholders* would nominate their replacements.

Carmody v. Toll Brothers – This action initiated by G&E resulted in the seminal ruling that "dead-hand" poison pills are illegal.

In re Refco Inc. Securities Litigation – G&E represented Pacific Investment Management Company LLC ("PIMCO") as co-lead plaintiff in a securities class action alleging that certain officers and directors of Refco Inc., as well as other defendants including the company's auditor, its private equity sponsor, and the underwriters of Refco's securities, violated the federal securities laws in connection with investors' purchases of Refco stock and bonds. Recoveries for the class exceeded \$400 million, including \$140 million from the company's private equity sponsor, over \$50 million from the underwriters, and \$25 million from the auditor.

In addition, the firm's lawyers are often called upon to testify on behalf of institutional investors before the SEC and various judicial commissions, and they frequently write and speak on securities and corporate governance issues. G&E partners Jay Eisenhofer and Michael Barry are co-authors of the *Shareholder Activism Handbook*, and in 2008, Jay Eisenhofer was named one of the 100 most influential people in the field of corporate governance.

G&E is proud of its success in "fighting for institutional investors" in courts and other forums across the country and throughout the world.

G&E's Attorneys

Jay W. Eisenhofer

Jay Eisenhofer, co-founder and managing director of Grant & Eisenhofer P.A., has been counsel in more multi-hundred million dollar cases than any other securities litigator, including the \$3.2 billion settlement in the Tyco case, the \$895 million United Healthcare settlement, the \$450 million settlement in the Global Crossing case, the historic \$450 million pan-European settlement in the Shell case, as well as a \$400 million settlement with Marsh & McLennan, a \$303 million settlement with General Motors and a \$300 million settlement with DaimlerChrysler. Mr. Eisenhofer was also the lead attorney in the seminal cases of *American Federation of State, County & Municipal Employees, Employees Pension Plan v. American International Group, Inc.*, where the U.S. Court of Appeals required shareholder proxy access reversing years of SEC no-action letters, and *Carmody v. Toll Brothers*, wherein the Delaware Court of Chancery first ruled that so-called “dead-hand” poison pills violated Delaware law.

Mr. Eisenhofer has served as litigation counsel to many public and private institutional investors, including, among others, Amalgamated Bank, APG Asset Management, California Public Employees Retirement System, California State Teachers Retirement System, Colorado Public Employees Retirement Association, the Florida State Board of Administration, Franklin Templeton Investments, John Hancock, Louisiana State Employees Retirement System, New York City Retirement Funds, Inc., and Service Employees International Union.

Mr. Eisenhofer is consistently ranked as a leading securities and corporate governance litigator and he has been named by Lawdragon to its annual list of the top 500 lawyers in America each year since 2006. *The National Law Journal* has selected Grant & Eisenhofer as one of the top plaintiffs' law firms in the country for the last ten years in the annual “Plaintiffs' Hot List,” earning the firm a place in *The National Law Journal's* “Plaintiffs' Hot List Hall Of Fame” in 2008. The firm has been selected as a “Most Feared Plaintiffs Firm” by Law360 and “one of the most high-profile shareholder and whistleblower advocates in the country, securing record-high cash settlements.” *U.S. News & World Report* has also repeatedly named Grant & Eisenhofer to its list of “Best Law Firms” in the fields of Securities Litigation, Commercial Litigation, and Corporate Law.

Mr. Eisenhofer has written and lectured widely on securities fraud and insurance coverage litigation, business and employment torts, directors' and officers' liability coverage, and the Delaware law of shareholder rights and directorial responsibilities. Among the publications he has authored: “The Shareholders Activism Handbook” Aspen Publishers; “Proxy Access Takes Center Stage – The Second Circuit’s Decision in *AFSCME Employees Pension Plan v. American International Group, Inc.*” *Bloomberg Law Reports*, Vol. 1, No. 5; “Investor Litigation in the U.S. - The System is Working” *Securities Reform Act Litigation Reporter*, Vol. 22, #5; “*In re Walt Disney Co. Deriv. Litig.* and the Duty of Good Faith Under Delaware Corporate Law” *Bank & Corporate Governance Law Reporter*, Vol. 37, #1; “Institutional Investors As Trend-Setters In Post-PSLRA Securities Litigation” *Practicing Law Institute*, July, 2006; “*In re Cox Communications, Inc.*: A Suggested Step in the Wrong Direction,” *Bank and Corporate Governance Law Reporter*, Vol. 35, #1; “Does Corporate Governance Matter to Investment Returns?” *Corporate Accountability Report*, Vol. 3, No. 37; “Loss Causation in Light of Dura: Who is Getting it Wrong?” *Securities Reform Act Litigation Reporter*, Vol. 20, #1; “Giving

Substance to the Right to Vote: An Initiative to Amend Delaware Law to Require a Majority Vote in Director Elections,” *Corporate Governance Advisor*, Vol. 13, #1; “An Invaluable Tool in Corporate Reform: Pension Fund Leadership Improves Securities Litigation Process,” *Pensions & Investments*, Nov. 29, 2004; and “Securities Fraud, Stock Price Valuation, and Loss Causation: Toward a Corporate Finance-Based Theory of Loss Causation,” *Business Lawyer*, Aug. 2004. Mr. Eisenhofer has also authored a number of articles on illiquid and rouge hedge funds, including “Time for Hedge Funds to Become Accountable to Fiduciary Investors,” *Pensions & Investments*, April 30, 2012; and “Hedge Funds of the Living Dead,” *New York Times Dealbook*, June 4, 2012.

Mr. Eisenhofer serves as a member of the NYU Law School Advisory Board for the Center on Civil Justice, and as co-chair for the Securities Litigation Committee of the American Association for Justice. He is a graduate of the University of Pittsburgh, and a 1986 *magna cum laude* graduate of Villanova University School of Law, Order of the Coif. He was a law clerk to the Honorable Vincent A. Cirillo, President Judge of the Pennsylvania Superior Court and thereafter joined the Wilmington office of Skadden Arps Slate Meagher & Flom. Mr. Eisenhofer was a partner in the Wilmington office of Blank Rome Comisky & McCauley until forming Grant & Eisenhofer P.A. in 1997.

Stuart M. Grant

Stuart M. Grant, co-founder and managing director of Grant & Eisenhofer P.A., is internationally recognized for his extensive knowledge in the areas of Delaware corporate law, fiduciary responsibility, securities and investments, private equity and fixed income, appraisal remedies, valuation, proxy contests and other matters related to protecting and promoting the rights of institutional investors. He serves as litigation counsel to many of the largest public and private institutional investors in the world.

Mr. Grant was the first attorney to argue the provisions of the PSLRA allowing an institutional investor to be appointed as sole lead plaintiff and has served as lead counsel in six of the seven largest settlements in the history of Delaware Chancery Court.

Among his many accolades, Mr. Grant is consistently ranked in Band 1 of *Chambers USA* as a leading litigator for his work in Delaware Chancery and securities, regulatory and corporate governance litigation. In the 2010 edition, it is noted that Mr. Grant “*covers the full spectrum of personality, and is able to be everything to everyone in a very successful way.*” Mr. Grant, who has also been recognized as one of the Top 500 Leading Lawyers in America by Lawdragon, is rated AV by Martindale Hubbell.

Mr. Grant has successfully argued on behalf of institutional investors in many groundbreaking corporate governance cases including:

In re Del Monte Foods Company Shareholders Litigation, which resulted in an unprecedented and immediate change in lending policy practices among major investment banks regarding the way the banks approach financing transactions in which they represent the seller;

In re Digex Stockholders Litigation, the largest settlement in Delaware Chancery Court history, which led to the establishment of lead plaintiff provisions in Delaware;

Teachers' Retirement System of Louisiana v. Aidinoff, et al. and American International Group, Inc., the largest derivative shareholder litigation settlement in the history of Delaware Chancery Court;

UniSuper Ltd., et al. v. News Corporation, et al., a landmark case in which the Delaware Chancery Court ruled that shareholders may limit board authority without amending the corporation's charter;

In re Tyson Foods, Inc., which resulted in historic rulings from the Delaware Court of Chancery clarifying the fiduciary duties of corporate directors in connection with the administration of stock option plans;

Teachers' Retirement Systems of Louisiana v. Richard M. Scrushy, et al., which ousted holdover board members loyal to indicted CEO Richard Scrushy and created mechanisms whereby shareholders would nominate their replacements;

In re Cablevision Systems Corp. Options Backdating Litigation and *In re Electronics for Imaging, Inc. Shareholder Litigation*, both of which held directors and officers of their respective companies accountable for improperly granting backdated options and, most importantly, required the individual defendants to reach into their own pockets to cover a significant portion of the settlement.

Included among Mr. Grant's more notable securities class action representations are: *Gluck, et al. v. Cellstar*, the first allowing an institutional investor to be appointed as lead plaintiff in a securities class action under the Private Securities Litigation Reform Act (PSLRA) and widely considered the landmark on the standards applicable to lead plaintiff/lead counsel practice under the PSLRA; *In re Refco Inc. Securities Litigation*, which resulted in a \$400 million settlement; *In re Safety-Kleen Securities Corporation Bondholders Litigation*, which, after a six-week securities class action jury trial, resulted in judgments holding the company's CEO and CFO jointly and severally liable for nearly \$200 million and settlements with the remaining defendants for \$84 million; and *In re Parmalat Securities Litigation*, which resulted in a settlement of approximately \$100 million in what the SEC described as "one of the largest and most brazen financial frauds in history."

Mr. Grant serves as Vice-Chairperson of the Delaware Judicial Nominating Commission, as a member of the Board of Trustees for the University of Delaware and the Delaware Art Museum, and on the Advisory Board for the Weinberg Center for Corporate Governance at the University of Delaware. Mr. Grant was an Adjunct Professor of Law at the Widener University School of Law from 1994 - 2009, where he taught securities litigation.

Mr. Grant has authored a number of articles which have been cited with approval by the U.S. Supreme Court, U.S. Court of Appeals for the 2nd and 5th Circuits and numerous U.S. District Courts. His articles include, among others, "The Devil is in the Details: Application of the PSLRA's Proportionate Liability Provisions is so Fraught With Uncertainty That They May be Void for Vagueness"; "Class Certification and Section 18 of the Exchange Act"; "*Unisuper v. News Corporation*: Affirmation that Shareholders, Not Directors, Are the Ultimate Holders of Corporate Power"; "Executive Compensation: Bridging the Gap Between What Companies Are Required to Disclose and What Stockholders Really Need to Know"; and a number of annual

PLI updates under the heading of “Appointment of Lead Plaintiff Under the Private Securities Litigation Reform Act.”

Mr. Grant was graduated in 1982 *cum laude* from Brandeis University with a B.A. in economics and received his J.D. from New York University School of Law in 1986. He served as Law Clerk to the Honorable Naomi Reice Buchwald in the U.S. District Court for the Southern District of New York. Mr. Grant was an associate at Skadden, Arps, Slate, Meagher & Flom (1987-94), and a partner in the Wilmington office of Blank Rome Comisky & McCauley from 1994 until forming Grant & Eisenhofer P.A. in 1997.

Jeff A. Almeida

Jeff Almeida is a director at Grant & Eisenhofer practicing in the areas of corporate, securities and complex commercial litigation. Mr. Almeida has represented domestic and foreign institutional investors in prominent securities fraud actions including, *In re Qwest Communications International Securities Litigation*; *In re Alstom SA Securities Litigation*; *In re Refco Inc. Securities Litigation*; *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation*; *In re Pfizer Inc. Securities Litigation*; and *In re Global Cash Access Holdings Securities Litigation*. Mr. Almeida has also been actively engaged in derivative and class litigation in the Delaware Court of Chancery, including the matters *In re Tyson Foods, Inc.*, which resulted in historic rulings clarifying the fiduciary duties of corporate directors in connection with the administration of stock option plans; *Louisiana Police Employees Retirement System v. Crawford* (“Caremark”), a well-publicized derivative action challenging the terms of the Caremark and CVS merger that resulted in a \$3.2 billion settlement; and *In re Genentech Inc. Shareholder Litigation*, where he successfully represented Genentech minority stockholders against Roche’s heavy-handed attempt to squeeze out the minority to seize control of Genentech. In recent years, Mr. Almeida has also represented prominent hedge fund clients in complex commercial litigation involving claims of short-squeeze market manipulation and the marketing and sale of abusive tax shelters.

Prior to joining Grant & Eisenhofer in August 2004, Mr. Almeida was affiliated for seven years as an attorney with a major Philadelphia defense firm, where he practiced in the areas of complex commercial litigation, with a focus on consumer class actions, commercial contract disputes, and insurance coverage and bad faith defense.

Mr. Almeida is a 1994 graduate of Trinity College in Hartford, Connecticut, where he captained the varsity basketball team and achieved election to Phi Beta Kappa, and a 1997 graduate of William and Mary Law School in Williamsburg, Virginia. Mr. Almeida is admitted to practice in Delaware, Pennsylvania, and New Jersey, along with several federal district courts.

Michael J. Barry

Michael Barry is a director at Grant & Eisenhofer. His practice focuses on corporate governance and securities litigation. He also advises clients on SEC matters. As a foremost practitioner in these areas, Mr. Barry has been significantly involved in groundbreaking class action recoveries, corporate governance reforms and shareholders rights litigation.

Mr. Barry has been instrumental in landmark corporate governance cases, including *AFSCME v. AIG*, where the Court of Appeals for the Second Circuit recognized the right of shareholders to introduce proxy access proposals; *Bebchuk v. CA, Inc.*, which opened the door for shareholders to introduce proposals restricting the ability of boards to enact poison pills; and *CA, Inc. v. AFSCME*, an historic 2008 decision of the Supreme Court of Delaware regarding the authority of shareholders to adopt corporate bylaws. Mr. Barry's case work also includes, among others, *In re Global Crossing Ltd. Securities Litigation*, which resulted in a \$448 million settlement; a well-publicized derivative litigation action challenging the terms of the Caremark Rx, Inc. and CVS merger that resulted in a \$3.2 billion settlement; and litigation between the Chicago Board of Trade and the Chicago Mercantile Exchange, which produced a \$485 million settlement. Each of these cases resulted in substantial reforms to the terms of merger agreements to provide increased consideration and structural benefits to shareholders.

Mr. Barry has spoken widely on corporate governance and related matters. In addition to serving as a frequent guest lecturer at Harvard Law School, he speaks at numerous conferences each year. Mr. Barry has authored several published writings, including the *Shareholder Activism Handbook*, a comprehensive guide for shareholders regarding their legal rights as owners of corporations, which he co-authored.

Prior to joining Grant & Eisenhofer, Mr. Barry practiced at a large Philadelphia-based firm, where he defended the Supreme Court of Pennsylvania, the Pennsylvania Senate and Pennsylvania state court judges in a variety of trial and appellate matters. He is a 1990 graduate of Carnegie Mellon University and graduated *summa cum laude* in 1993 from the University of Pittsburgh School of Law, where he was an Executive Editor of the *University of Pittsburgh Law Review* and a member of the Order of the Coif.

Daniel L. Berger

Daniel Berger is a director at Grant & Eisenhofer. Prior to joining the firm, Mr. Berger was a partner at two major plaintiffs' class action firms in New York, including Bernstein Litowitz Berger & Grossmann (BLBG), where he had litigated complex securities and discrimination class actions for twenty two years.

Mr. Berger's previous experience includes trying two 10b-5 securities class actions to jury verdicts, which were among very few such cases ever tried. He also served as principal lead counsel in many of the largest securities litigation cases in history, achieving successful recoveries for classes of investors in cases including *In re Cendant Corp. Securities Litigation* (\$3.3 billion); *In re Lucent Technologies, Inc. Securities Litigation* (\$675 million); *In re Bristol-Myers Squibb Securities Litigation* (\$300 million); *In re Daimler Chrysler A.G. Securities Litigation* (\$300 million); *In re Conseco, Inc. Securities Litigation* (\$120 million); *In re Symbol Technologies Securities Litigation* (\$139 million); and *In re OM Group Securities Litigation* (\$92 million).

Mr. Berger has successfully argued several appeals that made new law favorable to investors, including *In re Suprema Specialties, Inc. Securities Litigation*, 438 F.3d 256 (3d Cir. 2005); *McCall v. Scott*, 250 F.3d 997 (6th Cir. 2001) and *Fine v. American Solar King Corp.*, 919 F.2d 290 (5th Cir. 1990.) In addition, Mr. Berger was lead class counsel in many important discrimination class actions, in particular *Roberts v. Texaco, Inc.*, where he represented African-

American employees of Texaco and achieved the then largest settlement (\$175 million) of a race discrimination class action.

Mr. Berger currently serves on the Board of Visitors of Columbia University Law School. Previously, Mr. Berger was a member of the Board of Managers of Haverford College from 2000-2003. He also now serves on the Board of GO Project, a not-for profit organization that provides academic support for New York City public school students and he is also on the Board of Grace Church School in New York. He also served on the Board of in Motion, Inc., a non-profit organization providing legal services to victims of domestic violence, for six years.

Mr. Berger is a 1976 graduate from Haverford College, and graduated in 1979 from Columbia University School of Law.

Cynthia A. Calder

Cynthia Calder is a director at Grant & Eisenhofer. She concentrates her practice in the areas of corporate governance and securities litigation. She has represented shareholders in such seminal cases in the Delaware Court of Chancery as *UniSuper Ltd. v. News Corp.*, vindicating the shareholders' right to vote; *Carmody v. Toll Brothers*, finding the dead-hand poison pill defensive measure was illegal under Delaware law, *Jackson National Life Insurance Co. v. Kennedy*, breaking new ground in the interpretation of fiduciary duties owed to preferred shareholders; *Haft v. Dart Group Corp.*, resolving a contest for control of a significant public corporation; and *Paramount Communications Inc. v. QVC Network*, obtaining an injunction preventing the closing of a merger to force the board of directors to appropriately consider a competing bid for the corporation. More recently, Ms. Calder prosecuted a derivative suit on behalf of American International Group, Inc. shareholders against the company's former CEO, Maurice Greenberg, and other former AIG executives. The action was concluded for a settlement of \$115 million – the largest such settlement in the history of the Delaware Court of Chancery. Ms. Calder was also the Court-appointed representative on the shareholder counsel's committee in the UnitedHealth Group derivative litigation, which was settled for more than \$900 million – the largest known derivative settlement in any court system. Ms. Calder also recently prosecuted a shareholder class action, *In re ACS Shareholder Litigation*, which resulted in one of the largest class recoveries in the history of the Court of Chancery.

Ms. Calder has co-authored numerous articles on corporate governance and securities litigation, including "Options Backdating from the Shareholders' Perspective" *Wall Street Lawyer*, Vol. 11, No. 3; "Securities Litigation Against Third Parties: Pre-Central Bank Aiders and Abettors Become Targeted Primary Defendants" *Securities Reform Act Litigation Reporter*, Vol. 16, No. 2; and "Pleading Scienter After Enron: Has the World Really Changed?" *Securities Regulation & Law*, Vol. 35, No. 45.

Ms. Calder graduated *cum laude* from the University of Delaware in 1987 and graduated from the Villanova University School of Law in 1991. Upon graduating from law school, Ms. Calder served as a Judicial Law Clerk in the Delaware Court of Chancery to the Honorable Maurice A. Hartnett, III. Prior to joining Grant & Eisenhofer, Ms. Calder was an associate at Blank, Rome, Comisky & McCauley.

Charles T. Caliendo

Charles Caliendo is a director at Grant & Eisenhofer. He represents institutional investors in class action securities, opt-out and shareholder derivative litigation. Prior to joining Grant & Eisenhofer, he served as an Assistant Attorney General in the Investment Protection Bureau of the New York State Attorney General's Office where he prosecuted cases and led investigations related to mutual fund market timing and late trading. Mr. Caliendo practiced at a Manhattan-based law firm in the areas of class action securities, mergers and acquisitions, corporate governance and other commercial litigation.

Mr. Caliendo has written and spoken on issues relating to regulatory enforcement, corporate internal investigations and securities and shareholder litigation. In November 2004 and June 2006, Mr. Caliendo was a speaker at financial services industry seminars sponsored by The Association of the Bar of the City of New York for which he authored articles entitled "The Investment Protection Bureau: An Overview of Financial Markets Regulation and Enforcement in New York" and "Thompson Memo Under A Microscope." In June 2005, Mr. Caliendo spoke before a delegation of Chinese mutual fund CEOs participating in the Penn-China Mutual Fund CEO Leadership Program, University of Pennsylvania Graduate School of Education. Mr. Caliendo co-authored "Who Says The Business Judgment Rule Does Not Apply To Directors Of New York Banks?" 118 *Banking Law Journal* 493 (June 2001) and "Board of Directors' 'Revlon Duties' Come Into Focus," *New York Law Journal*, vol. 222, no. 86, col. 1 (Nov. 1, 1999).

Mr. Caliendo received his B.S. from Cornell University and J.D. from St. John's University School of Law where he was an editor of the *St. John's Law Review* and a Saint Thomas More Scholar.

Robert G. Eisler

Robert Eisler is a director in Grant and Eisenhofer's antitrust practice. Mr. Eisler has been involved in many significant antitrust class action cases in recent years. He is experienced in numerous industries, including pharmaceuticals, paper products, construction materials, industrial chemicals, processed foods, municipal securities, and consumer goods.

Mr. Eisler has served as lead or co-lead counsel in the largest antitrust cases litigated, including, *In re Buspirone Antitrust Litigation*, (which led to a \$90 million settlement and in which presiding Judge Koeltl stated that the plaintiffs' attorneys had done "a stupendous job"), *In re Ciprofloxacin Hydrochloride Antitrust Litigation*, *In re Flat Glass Antitrust Litigation*, *In re Municipal Derivatives Antitrust Litigation*, and *In re Chocolate Confectionary Antitrust Litigation*.

Mr. Eisler has played major roles in a number of other significant antitrust cases, including *In re Linerboard Antitrust Litigation*, *In re Aftermarket Filters Antitrust Litigation*, and *In re Publication Paper Antitrust Litigation*.

Mr. Eisler also has extensive experience in securities, derivative, complex commercial and class action litigation at the trial and appellate levels. He has been involved in numerous securities and

derivative litigation matters on behalf of public pension funds, municipalities, mutual fund companies and individual investors in state and federal courts.

Mr. Eisler graduated from LaSalle University in 1986, and in 1989 from Villanova University School of Law.

Reuben A. Guttman

Reuben Guttman is a director at Grant & Eisenhofer. His practice involves complex litigation and class actions. He has represented clients in claims brought under the Federal False Claims Act, securities laws, the Price Anderson Act, Department of Energy (DOE) statutes and regulations, the Worker Adjustment and Retraining Notification Act (WARN), Racketeer Influenced and Corrupt Organizations Act (RICO) and various employment discrimination, labor and environmental statutes. He has also tried and/or litigated claims involving fraud, breach of fiduciary duty, antitrust, business interference and other common law torts.

Mr. Guttman has been counsel in some of the largest recoveries under the Federal False Claims Act, including *U.S. ex rel. Johnson v. Shell Oil Co.*, 33 F. Supp. 2d 528 (ED Tex. 1999), where over \$300 million was recovered from the oil industry. He also represented one of the six main whistleblowers in litigation resulting in the government's September 2009, \$2.3 billion settlement with Pfizer Pharmaceutical. Cases brought by Mr. Guttman under the False Claims Act on behalf of a European whistleblower resulted in a \$13 million settlement with a Department of Defense contractor. He is currently lead counsel in three pending False Claims Act cases where the United States Department of Justice has intervened on the side of his whistleblower clients.

Mr. Guttman served as lead counsel in a series of cases resulting in the recovery of more than \$30 million under the Federal Fair Labor Standards Act. Cases brought by Mr. Guttman on behalf of nuclear weapons workers at "Manhattan Project" nuclear weapons sites resulted in congressional oversight and changes in procurement practices, and dread disease compensation legislation, affecting the nation's nuclear weapons complex and its workforce. In addition, he served as lead counsel in litigation brought on behalf of prison workers in the District of Columbia, which resulted in injunctive relief protecting workers against exposure to blood-borne pathogens. Mr. Guttman served as lead counsel in a mediation before the United States Equal Employment Opportunity Commission, resulting in work place standards and back pay for minority employees at a large Texas oil refinery.

Mr. Guttman is the author and/or editor of numerous articles, book chapters, and technical publications and his commentary has appeared in *Market Watch*, *American Lawyer Media*, *AOL Government*, and *Accounting Today*. His article, *Pharmaceutical Regulation in the United States; A Confluence of Influences*, was published in Chinese by the *Peking University Public Interest Law Journal*, Vol 1, Page 187 (2010). He is co-author of *Gonzalez v. Hewitt*, *SEC v. HG Pharmaceutical*, and *U.S. ex Rel Rodriguez v. Hughes* which are case files published by the Emory University Law School Center for Advocacy and Dispute Resolution (2010) and used to train law students and practicing attorneys. He has appeared on *ABC Nightly News*, CNN, Bloomberg News, and has been quoted in major publications including *The Wall Street Journal*, *The New York Times*, *The Washington Post*, *The Los Angeles Times*, *The Atlanta Journal-Constitution*, *USA Today*, *Houston Chronicle*, *Dallas Morning News* and national wire services including the Associated Press, Reuters and Bloomberg.

In addition to his writings, Mr. Guttman has testified before committees of the United States House of Representatives and the United States Senate on the Asbestos Hazard Emergency Response Act (AHERA). In 1992, he advised President-elect Clinton's transition team on labor policy and worker health and safety regulation.

Mr. Guttman earned his law degree at Emory University Law School graduating in 1985, and his Bachelor's Degree from the University of Rochester in 1981. He is a Senior Fellow and Adjunct Professor at the Emory University School of Law Center for Advocacy and Dispute Resolution and has been a Team Leader for Emory Law School's Kessler-Eidson Trial Techniques Program. As part of a U.S. State Department program in conjunction with the Center for Advocacy and Dispute Resolution, he has been one of five visiting professors at Universidad Panamericana in Mexico City training Mexican Judges and practitioners on oral advocacy and trial practice. He is a contributing editor of a soon to be published text book on trial practice for Mexican practitioners.

Mr. Guttman is a faculty member of the National Institute of Trial Advocacy. He has been a guest lecturer at a number of universities including Jao Tong University in Shanghai, Peking University in Beijing and Renmin University in Beijing. In 2006 he was invited by the Dutch Embassy in China to share his expertise with experts in China about changes to the nation's labor laws. He is a Co-Founder of Voices for Corporate Responsibility, www.voicesforcorporateresponsibility.com, and founder of www.whistleblowerlaws.com and www.thecorporateinsider.com.

Geoffrey C. Jarvis

Geoffrey Jarvis, a director at Grant & Eisenhofer, focuses on securities litigation for institutional investors. He had a major role in *Oxford Health Plans Securities Litigation* and *DaimlerChrysler Securities Litigation*, both of which were among the top ten securities settlements in U.S. history at the time they were resolved. Mr. Jarvis also has been involved in a number of actions before the Delaware Chancery Court, including a Delaware appraisal case that resulted in a favorable decision for the firm's client after trial. At the present time, he has primary responsibility for a number of cases in which Grant & Eisenhofer clients have opted-out of class actions, and has also played a lead role in class actions against Tyco, Alstom and Sprint.

Mr. Jarvis received a B.A. in 1980 from Cornell University, where he was elected to Phi Beta Kappa. He graduated *cum laude* from Harvard Law School in 1984. Until 1986, he served as a staff attorney with the Federal Communications Commission, participating in the development of new regulatory policies for the telecommunications industry. He then became an associate in the Washington office of Rogers & Wells, principally devoted to complex commercial litigation in the fields of antitrust and trade regulations, insurance, intellectual property, contracts and defamation issues, as well as counseling corporate clients in diverse industries on general legal and regulatory compliance matters. Mr. Jarvis was previously associated with a prominent Philadelphia litigation boutique and had first-chair assignments in cases commenced under the Pennsylvania Whistleblower Act and in major antitrust, First Amendment, civil rights, and complex commercial litigation, including several successful arguments before the U.S. Court of Appeals for the Third Circuit.

Mr. Jarvis authored "State Appraisal Statutes: An Underutilized Shareholder Remedy," *The Corporate Governance Advisor*, May/June 2005, Vol. 13, #3, and co-authored with Jay W.

Eisenhofer and James R. Banko, "Securities Fraud, Stock Price Valuation, and Loss Causation: Toward a Corporate Finance-Based Theory of Loss Causation," *Business Lawyer*, Aug. 2004.

John C. Kairis

John Kairis is a director at Grant & Eisenhofer, where he represents institutional investors in class action litigation, individual "opt-out" securities litigation, and derivative and corporate governance litigation in the Delaware Chancery Court and other courts throughout the country. He has been a leader of G&E teams that have achieved some of the largest recoveries in securities class action history, and played major roles in the *Tyco*, *Parmalat*, *Marsh & McLennan*, *Hollinger International* and *Dollar General* securities class actions, and opt-out actions in *AOL Time Warner* and *Telxon Corporation*. Among his Delaware Chancery Court litigation experience is a landmark case against HealthSouth, involving a books and records trial under Section 220 of the Delaware General Corporations Law, to obtain certain documents that the corporation refused to produce, which led to a settlement implementing corporate governance improvements, such as HealthSouth's agreement to replace its conflicted directors with independent directors approved by a committee which included the institutional investor plaintiff.

Mr. Kairis has also been instrumental in prosecuting consumer class actions involving unfair competition and false marketing claims against both Johnson & Johnson and Bausch & Lomb, and is currently prosecuting off-label marketing cases brought under the federal False Claims Act and various state counterpart false claims acts. Mr. Kairis currently represents the lead plaintiffs and the class in a securities fraud suit against Merck & Co. and certain of its officers and directors relating to the defendants' alleged suppression of test results of Merck's cholesterol medication Vytorin, the lead plaintiffs in a securities class action against Apollo Group and certain of its officers and directors relating to the defendants' participation in a fraudulent accounting scheme, and the lead plaintiffs in various breach of fiduciary duty cases pending in the Delaware Chancery Court.

Mr. Kairis has authored articles including "Shareholder Proposals For Reimbursement Of Expenses Incurred In Proxy Contests: Recent Guidance From The Delaware Supreme Court," *PLI*, What All Business Lawyers Must Know About Delaware Law Developments 2009 (New York, NY May 21, 2009) (co-authored with Stuart Grant); "Challenging Misrepresentations in Mergers: You May Have More Time Than You Think," *Andrews Litigation Reporter*, Vol. 12, Issue 3, June 14, 2006; and was the principle writer of an *amicus brief* to the United States Supreme Court on behalf of various public pension funds in the *Merck* case involving the standard for finding that a plaintiff is on "inquiry notice" of potential claims such that the limitations period for pleading securities fraud has commenced.

Mr. Kairis is a 1984 graduate of the University of Notre Dame and a 1987 graduate of the Ohio State University Moritz College of Law, where he was Articles Editor of the *Ohio State Law Journal* and recipient of the American Jurisprudence and John E. Fallon Memorial Awards for scholastic excellence. He is a member of the Delaware and American Bar Associations and the Delaware Trial Lawyers Association. Mr. Kairis has served on the boards of several nonprofit organizations, including the West-End Neighborhood House, Inc., the Cornerstone West Development Corporation, and the board of the Westover Hills Civic Association. He has also

served on the Delaware Corporation Law Committee, where he evaluated proposals to amend the Delaware General Corporation Law.

Adam J. Levitt

Adam J. Levitt is a director at Grant & Eisenhofer P.A. and leads the Firm's Consumer Practice Group. He specializes in complex commercial litigation, class action, and mass tort litigation in the areas of consumer protection, antitrust, securities, technology, and agricultural law. Mr. Levitt served as co-lead counsel in two of the largest agricultural and biotechnology class actions in recent years, recovering more than \$1 billion in damages for the plaintiffs: *In re Genetically Modified Rice Litigation*, in which Mr. Levitt has obtained settlements exceeding \$900 million on behalf of long-grain rice producers and others who suffered losses resulting from contamination of the U.S. rice supply with unapproved, genetically modified seeds; and *In re StarLink Corn Products Liability Litigation*, where he recovered \$110 million on behalf of farmers who sustained market losses on their corn crops arising from contamination of the U.S. corn supply with genetically-modified StarLink corn.

Mr. Levitt is "AV" rated by Martindale Hubbell. He has been recognized in *Illinois Super Lawyers* for the past several years, acknowledged by Lawdragon as one of the leading lawyers in America, and has been named "Litigator of the Week" by *American Lawyer Magazine*.

With one of the country's leading consumer litigation practices, Mr. Levitt has successfully served as counsel in numerous class and complex litigation cases at both the state and federal courts, on the trial and appellate court levels. His current cases include several notable consumer actions: *In re Honey Transshipping Litigation*; *In re Porsche Cars North America Inc., Plastic Coolant Tubes Product Liability Litigation*; *In re Stryker Rejuvenate and ABG II Hip Implant Litigation*; *Belville v. Ford Motor Company*; *In Re: Dial Complete Marketing and Sales Litigation*; and *In re Wesson Oil Marketing and Sales Practices Litigation*.

Mr. Levitt serves as President of the Class Action Trial Lawyers, a division of the National Trial Lawyers, of which he is an Executive Committee Member. Since 2005, Mr. Levitt has served as an elected member of the American Law Institute and a member of the American Association for Justice. Mr. Levitt sits on the Board of Advisors for the Chicago chapter of the American Constitution Society for Law and Policy. In 2013, he became an Advisory Board Member of the Institute for Consumer Antitrust Studies. Mr. Levitt is also a peer reviewer of articles submitted to AAJ's *Trial* magazine.

Mr. Levitt has authored numerous articles on class action litigation and consumer protection; his most recent publications include: "Fees Obliterate Managed Futures Fund Profits," *Financial Advisor*; "Calculating Damages in Securities Class Actions," *TRIAL*, Vol. 49, No. 6.; "The Role and Function of Corporate Representatives at Trial," *The Trial Lawyer*, Vol. II, No. IV; "Multidistrict Litigation Practice: The Function and Shifting Focus of the JPML in Class Action and Other 'Bet the Company' Litigation," chapter from *Straight from the Top: Case Studies in the World of Litigation*; "Sticky Situations in Mass Tort Settlements," *TRIAL*, Vol. 48, No. 11; "CAFA and Federalized Ambiguity: The Case for Discretion in the Unpredictable Class Action," *120 Yale Law Journal Online* 231; and "Taming the Metadata Beast," *New York Law Journal*.

In addition to his writings, Mr. Levitt is a frequent speaker on topics of consumer protection, multidistrict litigation, biotechnology, corporate governance, securities litigation, and Internet privacy. Mr. Levitt has also testified before the Illinois Supreme Court Rules Committee on class action practice and related issues. In addition to chairing Law Seminars International's "Litigating Class Actions" annual conference in Chicago, Mr. Levitt's recent speaking engagements include:

- "Recent Developments in Class Action Settlement Jurisprudence," American Association for Justice, 2013 Annual Convention;
- "Manifestation of Defect That Causes Actual Injury in Economic Defect Related Class Actions," 2013 National Consumer Class Action Litigation & Management Conference;
- "Disaster Averted, Mass Tort Resolved – Settling Mass Tort Disaster Cases," American Bar Association, Section of Litigation Annual Conference;
- "Current Trends in Consumer Litigation," Grant & Eisenhofer Consumer Litigation Breakfast Briefing;
- "Consumer Class Actions in a Post-Concepcion World," The Shifting Landscape of Class Litigation;
- "Deposing the Corporate Machine: How to Win Against the Best-Schooled Corporate Executive," Trial Skills Retreat: Empowering Witnesses Conference by 360 Advocacy Institute;
- "Fighting the Class Action Battle: What Every Lawyer Needs to Know About Filing the Class Certification Motion," Trial Lawyers Summit;
- "The JPML's 1404/1407 Shift and the End of Reflexive Transfer," Aggregate Litigation After Class Actions Conference of Law Seminars International;
- "Trial Lawyers and Class Actions: Protecting Consumers and Elevating Your Practice," Trial Lawyers Summit;
- "Lead Plaintiff 'Pickoffs', Offers of Judgment, Moving to Dismiss Class Allegations, and Other Early Attacks on the Class Process," Litigating Class Actions Conference of Law Seminars International;
- "MERS Litigation: Justice for Illinois Counties," Illinois Association of County Clerks & Recorders – Annual Conference
- "Class Actions in Medical Device and Pharmaceutical Litigation," HarrisMartin TVM/Actos Litigation Conference

Mr. Levitt graduated *magna cum laude* from Columbia University in 1990 and received his J.D. from Northwestern University School of Law in 1993.

Megan D. McIntyre

Megan McIntyre is a director at Grant & Eisenhofer, practicing in the areas of corporate, securities and complex commercial litigation. Among other work, she has represented institutional investors, both public and private, in corporate cases in the Delaware Court of Chancery as well as in securities class actions in federal courts throughout the country that have resulted in significant recoveries. She was a member of the trial team in *In re Safety-Kleen Corp. Bondholders Litigation*, which ended in settlements and judgments totaling approximately \$280 million after six weeks of trial, and she played a lead role in *In re Refco Inc. Securities Litigation*, which culminated in settlements exceeding \$400 million. Ms. McIntyre was also a

member of the litigation teams that represented the plaintiffs in two cases whose settlements rank among the largest in the history of the Delaware Court of Chancery: *In re El Paso Corp. Shareholder Litigation*, which settled for \$110 million, and *American International Group, Inc. Consolidated Derivative Litigation*, which settled for \$90 million.

In addition to her work on behalf of investor plaintiffs in class and derivative litigation, Ms. McIntyre has represented institutional investors who have opted out of federal securities class actions to pursue separate actions, resulting in recoveries that exceeded what they would have received as class members. Ms. McIntyre has also successfully represented clients in obtaining access to corporate proxy statements for the purpose of presenting proposed shareholder resolutions, and has brought and defended actions seeking to enforce shareholders' rights to inspect corporate books and records pursuant to the statutory authority of Section 220 of the Delaware General Corporation Law.

Ms. McIntyre has appeared as a guest on CNBC's "On the Money," and on September 13, 2012 she was featured as "Litigator of the Week" in *The AmLaw Litigation Daily* for her work in the *In re El Paso Corp. Shareholder Litigation*.

Ms. McIntyre graduated from The Pennsylvania State University in 1991 and graduated *magna cum laude* in 1994 from The Dickinson School of Law.

Matthew P. Morris

Matthew Morris is a director of Grant & Eisenhofer P.A., focusing his practice on creditor-side representations in large bankruptcy cases and business restructurings. He has extensive experience in all aspects of complex bankruptcy and commercial litigation, and cross-border insolvency disputes and proceedings.

Prior to joining G&E, he was a partner in the bankruptcy and restructuring department at Hogan Lovells US LLP in New York. He formerly practiced in the bankruptcy group of Milbank, Tweed, Hadley & McCloy, as well as in the litigation department at Cravath, Swaine & Moore. Mr. Morris was a director of business and legal affairs at Time Warner's Home Box Office, Inc., and general counsel of Vencast, Inc., an internet-based marketing and placement agent for hedge and other investment funds.

Among his prominent engagements, Mr. Morris has represented numerous claimants in the Lehman Brothers Chapter 11 case, including former Lehman derivative contract counterparties. He represented Icelandic Straumur Investment Bank in U.S. Chapter 15 proceedings. He also represented the official liquidators of the collapsed Cayman Islands-based Sphinx Funds in the bankruptcy of commodities firm Refco, as well as participated in the representation of the Official Unsecured Creditors' Committee in the Enron Chapter 11 case.

Mr. Morris has lectured widely on bankruptcy litigation and fund restructuring litigation. He is a graduate of Columbia University School of Law, and a *cum laude* graduate of Middlebury College.

Gordon Z. Novod

Gordon Z. Novod is a director at Grant & Eisenhofer P.A., focusing his practice on corporate restructuring and creditors' rights. He has more than twelve years of experience representing *ad hoc* and official committees, distressed investors, lenders, indenture trustees, trade creditors, and other parties in some of the most complex landmark restructurings.

Mr. Novod's industry experience spans the automotive, chemical, construction, energy, entertainment, gaming, manufacturing, media, and retail sectors. He has negotiated, drafted, and litigated all aspects of Chapter 11 plans of reorganization, valuation, and plan confirmation proceedings, contested debtor-in-possession financing and cash collateral use, the pursuit of fraudulent conveyance actions, and other matters involving bankruptcy motion and litigation practice. He also has extensive experience reviewing, advising clients on, and litigating with respect to corporate and credit documents, including indentures, credit agreements, inter-creditor agreements, security agreements, and other lending documents concerning corporate debt and complex capital structures.

Mr. Novod prides himself on providing high quality advocacy to clients, keeping their business objectives in mind, thereby enabling him to build lasting relationships. He is also able to grasp complex legal and business issues in order to craft and implement innovative, yet practical solutions to maximize value for clients.

On numerous occasions, Mr. Novod has been acknowledged for his work as a restructuring attorney. In 2011, Law360 called him one of the "Rising Stars" in restructuring and "one of the five bankruptcy attorneys under 40 to watch." He was also named a finalist in the M&A Advisor's "40 under 40." The following year, he was recognized as a "Winner of the 2012 40 Under 40 East M&A Advisor Recognition Awards" and New York Super Lawyers – Bankruptcy, "Rising Stars." In 2013 and 2014, he was selected to New York Metro Super Lawyers in Bankruptcy. In addition, he serves on the New York City Bar Association's Committee on Bankruptcy and Corporate Reorganization.

Prior to joining G&E, Mr. Novod was a partner in the bankruptcy & corporate restructuring group at Brown Rudnick in New York. He also formerly practiced in the corporate restructuring and bankruptcy group at Kramer Levin Naftalis & Frankel LLP.

Mr. Novod's prominent engagements include:

- Tribune Company (indenture trustee)
- Central European Distribution Corporation (ad hoc committee of convertible noteholders)
- Lyondell Chemical Company (creditors' committee)
- Herbst Gaming, Inc. (creditors' committee)
- Lehman Brothers (ad hoc consortium of claimholders of Lehman Brothers Special Financing, Inc.)
- Green Valley Ranch Gaming, LLC (ad hoc committee of second lien lenders)
- Palm Harbor Homes, Inc. (indenture trustee)
- Equisearch Services, Inc. (trade creditor)
- General Motors Corporation (n/k/a Motors Liquidation Company) (creditors' committee)

- Charter Communications, Inc. (ad hoc first lien lenders)
- Midway Games, Inc. (secured lender)
- Bethlehem Steel Corp. (creditors' committee)
- WCI Steel, Inc. (ad hoc noteholders' committee and indenture trustee)
- Delphi Corp. (trade creditor and member of the creditors' committee)
- Grace Industries, Inc. (creditors' committee)
- Wave Wireless Corp. (secured lender)
- Diomed, Inc. (licensor and chairman of the creditors' committee)
- TransCare Corp. (creditors' committee)
- Buffets Holdings, Inc. (ad hoc noteholders' committee)
- ASARCO LLC (majority bondholders)
- Bridgeport Holdings, Inc. (Micro Warehouse, Inc.) (debtors)
- WestPoint Stevens, Inc. (second lien agent)

Mr. Novod has lectured on indenture analysis and fraudulent conveyance litigation.

Linda P. Nussbaum

Linda Nussbaum is a director at Grant & Eisenhofer and leads the antitrust practice. Ms. Nussbaum is nationally recognized for her representation of class and individual plaintiffs in antitrust and pharmaceutical litigation. Her experience prior to Grant & Eisenhofer was as sole or co-lead counsel in many significant antitrust class actions which have resulted in substantial recoveries, many in the realm of hundreds of millions of dollars: *In re Microcrystalline Cellulose Antitrust Litigation*; *Oncology & Radiation Associates, P.A. v. Bristol-Myers Squibb Co., et al. (Taxol Antitrust Litigation)*; *North Shore Hematology-Oncology Associates, P.C. v. Bristol-Myers Squibb Co. (Platinol Antitrust Litigation)*; *In re Children's Ibuprofen Oral Suspension Antitrust Litigation*; *In re Relafen Antitrust Litigation*; *In re Plastics Additives Antitrust Litigation*; *In re Remeron Antitrust Litigation*; *Meijer, et al. v. Warner Chilcott Holdings Company, III, Ltd., et al. (Ovcon Antitrust Litigation)*; and *In re Lorazepam & Clorazepate Antitrust Litigation*.

Recently resolved direct purchaser class cases in which Ms. Nussbaum served as lead counsel include: *In re Puerto Rican Cabotage Antitrust Litigation*; *In re DDAVP Direct Purchaser Antitrust Litigation*; *Meijer Inc. & Meijer Distribution, Inc. v. Abbott Laboratories (Norvir)*; *Meijer, Inc., et al. v. AstraZeneca Pharmaceuticals LP, et al. (Toprol)*, *Rochester Drug Co-Operative, et al. v. Braintree Laboratories, Inc.*, and *Mylan Pharmaceuticals, Inc. v. Warner Chilcott Public Limited Company, et al. (Doryx)*.

Current cases in which Ms. Nussbaum serves as lead counsel include *In re Photochromic Lens Antitrust Litigation*; *Adriana M. Castro, M.D. v. Sanofi Pasteur Inc.*; *In re Aluminum Warehousing Antitrust Litigation* and *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*. In addition, she serves on the steering and/or executive committees in *In re Lithium-Ion Batteries Antitrust Litigation*; *In re MF Global Holdings LTD Investment Litigation*; *In re Lidoderm Antitrust Litigation*; *In re Aggrenox Antitrust Litigation* and *In re Pool Product Distribution Market Antitrust Litigation*. Ms. Nussbaum also represents large corporate entities in individual antitrust actions including *In re Payment Card Interchange Fee and Merchant*

Discount Antitrust Litigation; and CVS Pharmacy v. American Express Travel Related Services, et al.

Ms. Nussbaum was selected “Litigator of the Week” by the *AmLaw Litigation Daily* on April 2, 2010 for her role in the trial of *Kaiser Foundation Health Plan, Inc. and Kaiser Foundation Hospitals v. Pfizer*. She was named as a finalist for Public Justice Foundation’s 2011 Trial Lawyer of the Year award.

Ms. Nussbaum has lectured extensively about various aspects of antitrust law. Most recently, on November 5, 2012, she participated in a panel for The American Bar Association on FDA Citizen Petitions and Noerr Immunity. Her recent publications include: “The Fifth Annual Future of Antitrust Enforcement Conference” presented at the American Antitrust Institute’s Fifth Annual Symposium on December 7, 2011; “The Evolving Challenges of Class Certification” presented at the American Antitrust Institute’s Third Annual Symposium on Private Antitrust Enforcement on December 8, 2009; “Daubert 15 Years Later: How Have Economists Fared?” presented at the ABA Section of Antitrust Law Spring Meeting in March 2009; and “The Hatch-Waxman Act 25 Years Later: Successes, Failures and Prescriptions for the Future,” presented at a panel on “Lawyers, Drugs and Money, a Prescription for Antitrust Enforcement in the Pharmaceutical Industry” at the University of San Francisco School of Law Antitrust Symposium on September 25, 2009. Her article “Where do we go now? The Hatch-Waxman Act 25 Years Later: Successes, Failures, and Prescriptions for the Future” was recently published in the *Rutgers Law Journal*.

Ms. Nussbaum’s successful prosecution of complex litigation has been recognized and commended by judges in matters in which she has served as lead counsel. Chief Judge Hogan commented about Ms. Nussbaum and her co-lead counsel in *In re Lorazepam & Clorazepate Antitrust Litigation*, No. 99-cv-00276 (D.D.C.), “Obviously, the skill of the attorneys, and I’m not going to spend the time reviewing it, I’m familiar with counsel, and they, as I said, are among the best antitrust litigators in the country.” From Judge Faith S. Hochberg of the United States District Court for the District of New Jersey: “[W]e sitting here don’t get to see such fine lawyering, and it’s really wonderful for me both to have tough issues and smart lawyers. On behalf of the entire federal judiciary I want to thank you for the kind of lawyering we wish everybody would do.” In *In re Neurontin Marketing and Sales Practices Litigation*, No. 04-10981 (PBS) (D. Mass), District Judge Patti Saris commented that “[this was] a fabulous trial[.] [I]t’s the kind of thing that you become a judge to sit on.”

Ms. Nussbaum is a member of the Advisory Board of the American Antitrust Institute, and a member of the American Law Institute.

James J. Sabella

James Sabella is a director at Grant & Eisenhofer. He has over thirty years of experience in complex civil litigation, including representing plaintiffs and defendants in class and derivative actions involving trial and appellate work in state and federal courts. He has substantial experience in securities litigation and litigation involving claims against accounting firms and underwriters. He has also handled antitrust litigation and cases involving the fiduciary obligations of trustees under state law.

Mr. Sabella has represented the lead plaintiffs in numerous major cases that have resulted in large recoveries, including the General Motors securities litigation, where the settlement was in excess of \$300 million, and the Refco securities litigation, where the recovery was in excess of \$400 million. He also represented the lead plaintiffs in the Parmalat securities litigation, which resulted in landmark opinions establishing that the international firms that coordinate the audit services that audit firms conduct in various countries can be held liable for the conduct of such local audit firms.

Prior to joining Grant & Eisenhofer, Mr. Sabella practiced for twenty-eight years at several large Manhattan law firms, most recently as a partner in Sidley, Austin, Brown & Wood LLP, where his practice focused largely on accountants' liability defense, including the defense of actions alleging securities law violations and professional malpractice as well as grand jury investigations and investigations by the American Institute of Certified Public Accountants.

Mr. Sabella is a 1976 graduate of Columbia Law School, where he was a member of the Board of Directors of the *Columbia Law Review*. He received a B.A. *summa cum laude* from Columbia College in 1972 and a B.S. in 1973 from the Columbia School of Engineering, where he was valedictorian.

Mary S. Thomas

Mary Thomas is a director at Grant & Eisenhofer. She spent twelve years practicing business litigation with two of Los Angeles' leading law firms before joining Grant & Eisenhofer in 2006. Her experience prior to Grant & Eisenhofer includes trade secret and intellectual property matters, contract actions, employment defense, consumer class action defense, insurance disputes and environmental matters.

At Grant & Eisenhofer, Ms. Thomas has successfully represented institutional investors in class action securities and shareholder derivative litigation. Notably, Ms. Thomas represented the lead plaintiffs in the Marsh & McLennan securities litigation, which resulted in a \$400 million settlement. Representative of Ms. Thomas' experience in Delaware Chancery Court is her successful representation of investors in the ACS shareholders litigation.

Ms. Thomas served as a volunteer arbitrator for the L.A. County Bar Association and as a volunteer mediator for the L.A. Superior Court and now serves as a volunteer guardian *ad litem* through Delaware's Office of the Child Advocate. She co-authored "California Wage and Hour Laws" (published by the National Legal Center for the Public Interest, January 2005) and was one of several authors of the 10th and 11th editions of the *California Environmental Law Handbook*.

Ms. Thomas graduated *magna cum laude* from Harvard Law School in 1994 and *magna cum laude* from the University of Delaware in 1991.

Michael E. Criden

Michael E. Criden is of counsel at Grant & Eisenhofer. He is an experienced trial lawyer who devotes a substantial amount of his practice to antitrust securities and consumer fraud class action litigation, securities and broker misconduct litigation and complex commercial litigation.

Mr. Criden is nationally recognized in the field of securities arbitration. On behalf of approximately three thousand individual investors in various limited partnerships, Mr. Criden recovered over \$100 million from major brokerage firms such as Dean Witter, Prudential, Paine Webber and Merrill Lynch. Mr. Criden also has considerable experience in securities and other class actions involving consumer fraud and antitrust matters. See, e.g., *Davis v. Prudential Sec., Inc.*, 59 F.3d 1186 (11th Cir. 1995). In addition, Mr. Criden was co-lead counsel in *Shea v. New York Life Insurance Co.*, No. 96-0746-Civ-Nesbitt (S.D. Fla.), wherein investors in limited partnerships received a full refund of their investment, nearly \$200 million.

In October 2003, Mr. Criden's firm, as Lead Counsel in *Vista Healthplan, Inc. v. Bristol-Myers Squibb Co. and American Bioscience*, No. 1:01CV01295 (D.D.C.), an antitrust class action, recovered \$15,000,000 in a settlement for a class of third-party payors. In February 2004, Mr. Criden's firm, as Lead Counsel, recovered \$9,708,000 in *Johnson v. National Western Life Insurance Co.*, No. 01-032012-CP (Mich. Cir. Ct.), a consumer-fraud class action wherein it was alleged that National Western was selling inferior annuity products to the elderly. In recent years, Mr. Criden has been instrumental in recovering additional millions of dollars in several antitrust and consumer fraud cases. See, e.g., *In re Buserone Antitrust Litig.*, (S.D.N.Y.) (\$90,000,000); *Ivax v. Aztec Peroxides*, No. 02-0593 (\$24,000,000); *Best v. Wilmington Trust Co.*, No. 99-889-Civ-Jordan (S.D. Fla.) (\$3,225,000); and *Gregersen v. One Int'l Assocs Limited Partnership*, C.A. No. 17274 (Del. Ch.) (\$2,000,000). Mr. Criden's firm also was Lead Counsel for Third-Party Payors in *In re Remeron Antitrust End-Payor Antitrust Litigation*, responsible for allocating a \$36 million settlement fund with several State Attorneys General who represented consumers and state agencies.

Currently, Mr. Criden, as a member of the Plaintiffs' Steering Committee, is litigating *In re Insurance Brokerage Antitrust Litigation*, MDL No. 1663 (D.N.J.); see also *In re: DDAVP Indirect Purchaser Litig.*, No. 05-2237 (CLB) (S.D.N.Y.) (Co-Lead Counsel); *In re Puerto Rican Cabotage Antitrust Litig.* (Steering Committee).

Richard S. Schiffrin

Richard S. Schiffrin is of counsel at Grant & Eisenhofer. He has represented institutional investors and consumers in securities and consumer class actions worldwide. In 2008, Mr. Schiffrin retired as a founding partner of Schiffrin Barroway Topaz & Kessler, LLP.

Mr. Schiffrin has been recognized for his expertise in many prominent cases, including *In re Tyco International Ltd. Securities Litigation*, the most complex securities class action in history, which resulted in a record \$3.2 billion settlement. The \$2.975 billion payment by Tyco represents the single largest securities class action recovery from a single corporate defendant in history, while the \$225 million settlement with PricewaterhouseCoopers (PwC) represents the largest payment PwC has ever paid to resolve a securities class action and is the second-largest auditor settlement in securities class action history; *In re AremisSoft Corp. Securities Litigation*, a complex case involving litigation in four countries, resulting in a \$250 million settlement providing shareholders with a majority of the equity in the reorganized company after embezzlement by former officers; *In re Tenet Healthcare Corp.*, resulting in a \$216.5 million settlement and which led to several important corporate governance improvements; *Henry v. Sears, et al.*, one of the largest consumer class actions in history which resulted in a \$156 million settlement distributed without the filing of a single proof of claim form by any class member;

Wanstrath v. Doctor R. Crants, et al., a derivative action filed against the officers and directors of Prison Realty Trust, Inc., challenging the transfer of assets to a private entity owned by company insiders, resulting in corporate governance reform in addition to the issuance of over 46 million shares to class members; *Jordan v. State Farm Insurance Company*, resulting in a \$225 million settlement and other monetary benefits for current and former State Farm policy-holders; and *In re Sotheby's Holdings, Inc. Derivative Litigation*, resulting in a multi-million dollar settlement and significant governance changes.

Mr. Schiffrin is an internationally renowned speaker and lectures frequently on corporate governance and securities litigation. His lectures include: the MultiPensions Conference in Amsterdam, Netherlands; the Public Funds Symposium in Washington, D.C.; the European Pension Symposium in Florence, Italy; and the Pennsylvania Public Employees Retirement Summit (PAPERS) in Harrisburg, Pennsylvania. Mr. Schiffrin has also taught legal writing and appellate advocacy at John Marshall Law School and served as a faculty member at legal seminars, including the Annual Institute on Securities Regulation, NERA: Finance, Law & Economics - Securities Litigation Seminar, the Tulane Corporate Law Institute, and the CityBar Center for CLE (NYC): Ethical Issues in the Practice of Securities Law.

Mr. Schiffrin is a graduate of DePaul Law School and attended graduate school at the University of Chicago. After protecting the civil rights of clients for seven years as an Assistant Public Defender with the Office of the Public Defender of Cook County, where he tried hundreds of cases, Mr. Schiffrin founded Schiffrin & Craig, Ltd., representing consumers and individual investors in actions brought against public companies. He is licensed to practice law in Pennsylvania and Illinois and has been admitted to practice before numerous United States District Courts.

William A.K. Titelman

William Titelman is of counsel at Grant & Eisenhofer. His practice focuses on plaintiff securities litigation, representing public pension funds, union and Taft-Hartley funds. Prior to joining Grant & Eisenhofer, Mr. Titelman spent more than six years as a partner in a New York based plaintiffs' securities litigation firm.

He has been actively involved in government, law and public policy throughout his career. Mr. Titelman is involved in *In re Fannie Mae Securities Litigation*, *In re Royal Dutch/Shell Transport Securities Litigation*, *In re Marsh & McLennan Companies, Inc. Securities Litigation*, *In re Cigna Corp. Securities Litigation*, and *In re HealthSouth Stockholder Litigation*. He organized and served as counsel for Amici Curiae states and public pension funds in *Stoneridge Investment Partners, LLC v. Scientific-Atlanta, Inc.*, No. 06-43, and *Tellabs, Inc. v. Makor Issues & Rights, Ltd.*, No. 06-484, both before the United States Supreme Court, and *In re Dynex Capital Securities Litigation*, No. 06-2902-cv, before the Second Circuit. The briefs in these three cases were filed on behalf of eight states and five public pension funds concerning critical issues of investor protection and securities litigation.

Mr. Titelman began his career in the early 1970's serving in several key positions in Pennsylvania state government, including Director of Motor Vehicles and Special Assistant to the Governor for Government Management. After graduating from The Dickinson School of Law in 1980, Mr. Titelman led the Pennsylvania Trial Lawyers Association for nearly a decade

in its efforts to protect and expand individual rights, including shareholder rights, and drafted key provisions of Pennsylvania's automobile insurance and consumer safety laws. Subsequently, he became a partner at a leading Pennsylvania law firm, where he served on the firm's Board of Directors and chaired both its Harrisburg office and its Administrative Law and Government Affairs Practice Group. One of his major clients was the Pennsylvania Public School Employees' Retirement System (PSERS).

In 1988, Mr. Titelman led the successful enactment of a new Pennsylvania Business Corporation Law. From 1989 to 1990, he led a national campaign organizing major public pension funds and other institutional investors, shareholder rights activists, former SEC Commissioners, leading economists and deans of business and law schools to oppose and successfully amend Pennsylvania Senate Bill 1310.

The Wall Street Journal described this legislation as the most onerous anti-shareholder, management-protection bill ever proposed in the United States. Mr. Titelman served as General Counsel to both the Pennsylvania Public School Building and Higher Educational Facilities Authorities. He went to serve on as Executive Vice President of Managed Care and Public Affairs at Rite Aid Corporation, where he suffered substantial losses as a victim of one of the nation's largest securities frauds. He subsequently brought and settled an individual action for securities fraud against Rite Aid.

Mr. Titelman is a graduate of the Washington & Jefferson College and The Dickinson School of Law.

Peter A. Barile III

Pete Barile is senior counsel at Grant & Eisenhofer. He has more than a decade of experience litigating federal multidistrict antitrust class actions and other complex matters from both sides of the "v.," providing him insight into how the other sides work, benefitting clients he represents, whether plaintiff classes, opt-outs, individual competitors, or defendants. In addition to his work in federal district courts, Mr. Barile has substantial experience before the Judicial Panel on Multidistrict Litigation, and with federal appeals, including cases before the United States Supreme Court. Prior to joining Grant & Eisenhofer, Mr. Barile practiced in New York and Washington, with law firms renowned for their leading antitrust practices.

Among his current matters are: *In re Aluminum Warehousing Antitrust Litigation* (J.P.M.L.); *In re Cotton Commodities Litigation* (S.D.N.Y.); *In re Credit Default Swaps Antitrust Litigation* (S.D.N.Y.); *In re Domestic Drywall Antitrust Litigation* (E.D. Pa.); *In re High Tech Employees Antitrust Litigation* (N.D. Cal.); *In re LIBOR-Related Financial Instruments Antitrust Litigation* (S.D.N.Y.); *In re Menactra Antitrust Litigation* (D.N.J.); *In re Neurontin Sales & Marketing Practices Litigation* (D. Mass.); *In re Nexium Antitrust Litigation* (D. Mass.); *In re Photochromic Lenses Antitrust Litigation* (M.D. Fla.); *In re Skelaxin Antitrust Litigation* (E.D. Tenn.); *In re WTI Crude Oil Commodities Litigation* (S.D.N.Y.).

Mr. Barile's reported cases include: *Leegin Creative Leather Products, Inc. v. PSKS, Inc.*, 551 U.S. 877 (2007) (lead counsel for *amicus curiae* Consumer Federation of America in landmark antitrust case on resale price fixing); *Empagran S.A. v. F. Hoffmann-LaRoche, Ltd.*, 417 F.3d 1267 (D.C. Cir. 2005) (represented *amicus curiae* in appeal concerning the Foreign Trade

Antitrust Improvements Act (FTAIA)); *Metallgesellschaft AG v. Sumitomo Corp. of America*, 325 F.3d 836 (7th Cir. 2003) (represented opt-out plaintiffs in a leading case on the FTAIA concerning international commodities trading); *In re Online DVD Rental Antitrust Litigation*, 2010 U.S. Dist. LEXIS 138558 (2010) (obtained certification of 40 million member class of subscribers to Netflix against Netflix and Wal-Mart); *In re Rail Freight Fuel Surcharge Antitrust Litigation*, 593 F. Supp. 2d 29, *aff'd*, 602 F.3d 444, *cert. denied*, 131 S. Ct. 822 (2010) (obtained dismissal, affirmance, and denial of *certiorari* in an indirect purchaser price fixing class action against major national railroads); *In re LTL Shipping Services Antitrust Litigation*, 2009 U.S. Dist. LEXIS 14276 (N.D. Ga. 2009) (obtained dismissal of price fixing class action brought against major trucking companies); *In re Southeastern Milk Antitrust Litigation*, 555 F. Supp. 2d 934 (2008) (defeated motion to dismiss price fixing and monopolization claims brought on behalf of classes of dairy farmers); *In re Medical Residents Antitrust Litigation*, 339 F. Supp. 2d 26 (D.D.C. 2004), *aff'd*, 2006 U.S. App. LEXIS 14079 (D.C. Cir. 2006), *cert. denied*, 549 U.S. 1156 (2007) (obtained dismissal of price fixing class action alleging conspiracy in the hiring and compensation of medical residents); *Omnicare, Inc. v. United Health Group, Inc.*, 524 F. Supp. 2d 1031 (N.D. Ill. 2007) (prosecuted precedent-setting private action for pre-merger gun jumping conspiracy under Section 1 of the Sherman Act).

Mr. Barile's *pro bono* work includes: *Giles v. State of California* 554 U.S. 353 (2008), in which he served as lead counsel in the U.S. Supreme Court for *amicus curiae* Battered Women's Justice Project, in a case concerning the scope of the Confrontation Clause of the United States Constitution.

Mr. Barile has published numerous articles and served as a panelist or speaker on antitrust issues. His work has been cited by the Federal Trade Commission and the Antitrust Modernization Commission, as well as leading academics and practitioners. He has authored or co-authored the following: *Milton Handler, Dean of Antitrust*, in Yale Biographical Dictionary of American Law (2010); *Pattern Exception to Sham Litigation*, Antitrust Exemptions & Immunities Update (2009); *Private Right of Action for Pre-Merger Gun Jumping Recognized*, Antitrust Litigator (2008); *Supreme Court Confirms Viability of Predatory Bidding Claims*, Business Law Today (2007); *Antitrust Damages Resulting from Meritorious Patent Litigation*, Antitrust Exemptions & Immunities Update (2007); *Antitrust's New Big Brother*, Business Law Today (2006); *Antitrust in Wartime*, Antitrust (2003); *Health Care Providers and a Market Participation Exception to State Action Immunity*, Antitrust Report (2000); *The Microsoft Case*, Connecticut Law Review (Symposium Editor) (1999). He has contributed to the following books and treatises: Indirect Purchaser Antitrust Litigation Handbook (forthcoming, 2014); Antitrust Law Developments (Seventh) (2012); Annual Review(s) of Antitrust Developments (2008-11); Antitrust & Trade Associations (2009); Antitrust & International Intellectual Property Licensing (2008); Antitrust Law Developments (Sixth) (2007); Annual Review(s) of Antitrust Developments (2005-06); Unfair Trade Practices (2003). His speaking engagements include: Panelist, ABA, Sham Litigation: Claiming and Defeating Antitrust Immunity (2011); Panelist, ABA, Fundamentals of Antitrust Exemptions & Immunities (2010); Moderator, ABA, Now the Feds Can Wiretap Suspected Antitrust Offenders (2006); Introduction, The Microsoft Case, Connecticut Law Review Symposium (1999).

Mr. Barile is active in the antitrust bar, having held a number of leadership posts in the ABA and other bar associations. He currently serves on the Advisory Board of the Loyola Institute for Consumer Antitrust Studies. He is a member of the Competition Editorial Advisory Board of

Law360, a leading legal publication. Mr. Barile graduated from the University of Connecticut in 1991 with a bachelor of arts in English, and received his J.D. from the University of Connecticut School of Law in 1999, *magna cum laude*.

Traci L. Buschner

Traci Buschner is senior counsel at Grant & Eisenhofer. A former state prosecutor, Ms. Buschner has spent over 15 years representing plaintiffs in complex litigation ranging from class actions to government contract fraud. She has been involved in multi-million dollar recoveries on behalf of workers asserting claims under numerous federal statutes and has handled some of the largest successful False Claims actions, bringing billions of dollars to the United States Government.

In the following, Ms. Buschner represented:

- The lead whistleblower, Meredith McCoyd, in a False Claims Act case against Abbott Laboratories, resulting in a settlement of over \$1.5 billion in 2012. The case involved Abbott's illegal efforts to promote an anti-seizure medication, Depakote, through off-label marketing, misbranding and paying physicians to write prescriptions. The settlement was one of the largest recoveries by the United States government under the False Claims Act against a pharmaceutical company.
- The lead whistleblowers in a False Claims Act case against Wyeth Pharmaceuticals, a subsidiary of Pfizer, resulting in a \$257.4 million settlement in 2013. The settlement agreement outlined the company's efforts – for over a decade – to unlawfully market a powerful immunosuppressant drug Rapamune, used to treat patients who have undergone kidney transplants.
- A former sales manager in a False Claims Act case against Amgen, Inc., culminating in a settlement of \$24.9 in 2013. The settlement agreement charged that Amgen paid kickbacks, in the guise of rebates, to long term care pharmacies in exchange for switching nursing home patients from a competitor drug to Aranesp and encouraged pharmacists to recommend the drug for uses outside the drug's FDA label.
- A nursing professional and former Sales Manager in a False Claims Act case resulting in a \$1.04 billion settlement against GlaxoSmithKline ("GSK") in 2012. Ms. Graydon was one of the relators who alleged that GSK made false and misleading statements about Advair's safety and efficacy, thus enabling false or fraudulent claims to Medicare, Medicaid, and other reimbursement programs.
- One of the six main whistleblowers in a False Claims Act litigation against Pfizer, Inc., which in 2009 resulted in the Government's recovery of \$2.3 billion.

Prior to joining Grant & Eisenhofer, she was an attorney with the Washington, DC office of one of the nation's largest personal injury and labor firms and also practiced with an Austin, Texas firm where she represented victims of asbestos exposure.

Ms. Buschner has represented some of the nation's largest labor unions and their members. On behalf of the Oil, Chemical & Atomic Workers International Union (OCAW), AFL-CIO, Ms. Buschner was actively involved in environmental litigation which led to Secretary of Energy,

William Richardson, canceling a project to recycle radioactive nickel at the Oak Ridge, Tennessee K-25 Nuclear Weapons Complex. The documentation of her efforts to expose faulty government contracting at Department of Energy Nuclear weapons sites was published in *The Environmental Forum*, Volume 17, No. 6, November/December 2000.

Ms. Buschner has co-authored two articles with colleague Reuben A. Guttman: “Patients suffer from Drug Industry’s Chronic Greed,” *Wall Street Journal MarketWatch* (August 7, 2013) and “Taking the Next Step in Pharma Fraud,” *American Constitution Society Blog* (May 8, 2012).

Ms. Buschner was recognized, by *Washingtonian Magazine*, as a top Whistleblower Lawyer. Her work on the Abbott False Claims Act case at Grant & Eisenhofer was featured in *The National Law Journal*, “Plaintiff’s Hot List” (2011-2012).

Ms. Buschner currently serves on American Association for Justice’s (AAJ) Membership Committee. She is a member of AAJ’s Qui Tam section, a member of the Trial Lawyers Association of Metropolitan Washington, D.C. (TLA-DC), the American Constitution Society (ACS), and the National Employment Lawyer’s Association (NELA).

She has also served as a faculty member (2011 and 2012) for Emory University Law School’s Trial Techniques Program.

Ms. Buschner graduated from Miami University in 1990, and received her J.D. from the University of Louisville in 1995.

Nathan A. Cook

Nathan Cook is a senior counsel at Grant & Eisenhofer, focusing on corporate governance, class action and derivative litigation.

Previously, Mr. Cook worked as an associate at the law firm of Abrams & Bayliss LLP (formerly Abrams & Laster LLP) in Wilmington, Delaware. He has obtained substantial experience litigating before the Delaware Court of Chancery and the Delaware Supreme Court and providing corporate advisory services on a variety of matters relating to Delaware law. Mr. Cook also participated in a successful, highly-expedited arbitration involving complex transactional issues.

Mr. Cook co-authored *Frequently Asked Questions, Answers and More Questions about the Business Strategy Immunity*, 856 PLI/Lit 503 (2011), and *The Delaware Supreme Court Weighs in on Fiduciary Duties to Creditors, Insights* (June 2007).

Mr. Cook is a member of the Richard S. Rodney Inn of Court, the American Bar Association (Business Law Section), the Delaware State Bar Association, and the New York State Bar Association.

Mr. Cook received his J.D. from the University of Virginia in 2005, where he served on the Editorial Board for the *Virginia Environmental Law Journal*. Following graduation from law school, Mr. Cook served as a law clerk to the Honorable John W. Noble of the Delaware Court of Chancery. Mr. Cook received a B.A., with distinction, from the University of Virginia in

2002, where he majored in economics and history and was a Jefferson Scholar and an Echols Scholar.

Deborah A. Elman

Deborah Elman is a senior counsel at Grant & Eisenhofer. Ms. Elman focuses on securities fraud and derivative cases at Grant & Eisenhofer. Prior to joining Grant & Eisenhofer as an associate, Ms. Elman represented clients before the SEC and participated in numerous appearances before federal and state courts as an associate at a leading New York law firm.

Ms. Elman served as a law clerk for the Honorable William L. Standish, United States District Judge, in the United States District Court for the Western District of Pennsylvania, participating in all aspects of federal trial court practice.

Ms. Elman graduated *cum laude* in 2001 from the University of Pittsburgh School of Law, where she was Lead Executive Editor of the *Journal of Law and Commerce* and received the Horowitz Graduate Student Paper Prize, the National Association of Women Lawyers Law Student Achievement Award and the School of Law Community Service Award. She received a Masters of Public Health degree in 1997 from Columbia University, where she graduated *cum laude* with a Bachelor of Arts degree in 1995.

David T. Fischer

David Fischer is senior counsel at Grant & Eisenhofer. He has spent over a decade representing plaintiffs and defendants in complex litigation and antitrust litigation. Mr. Fischer's complex litigation practice has involved federal and state civil, criminal and administrative fraud investigations and litigation. He has been involved in numerous cases involving multi-million dollar recoveries in False Claim Act actions.

Mr. Fischer represented the lead whistleblowers in *qui tam* action under the False Claims Act alleging fraud by a Merck-Medco, national pharmacy benefit management company ("PBM")a related to services performed for federal health plans. The Government intervened in the case, which was litigated aggressively for several years, and which was settled for approximately \$185 million just prior to summary judgment/trial.

Mr. Fischer is also an experienced antitrust litigation attorney, has been counsel in two antitrust trials and has defended companies facing Federal Trade Commission (FTC) merger investigations. In 2005, he helped obtain a multi-million jury verdict on behalf of Health Care Service Corporation (HCSC) in the first indirect-purchaser antitrust case to proceed to trial (Federal Court, District of Columbia). That lawsuit stemmed from a generic pharmaceutical company's anticompetitive conduct in the markets for lorazepam (generic equivalent of Ativan®) and clorazepate (generic equivalent of Tranxene®). After HCSC opted out of an underlying class settlement, and after several additional years of litigation, the case was tried to verdict in a month-long jury trial. Following verdict, the damages award for Plaintiffs was trebled and enhanced by the Court to nearly \$80 million.

Mr. Fischer has published numerous articles and served as a panelist or speaker on False Claims Act and antitrust issues. His speaking engagements include: "Reimbursement and False Claims Act Fundamentals," ABA Health Law Section (May 19, 2011, February 7, 2013); "In-House

Counsel Update," ABA Section of Antitrust Law Corporate Counseling Committee (June 2, 2011); "False Claims Act Changes and Challenges," Department of Energy Contractor Attorneys' Association's (DOECAA) Spring Conference (May 13, 2010); "The Government's Crackdown on Clinical Research Misconduct," Drug Information Association's Liability Risks in Clinical Trials Program (February 25, 2010); and "Substantive and Procedural Motions," District of Columbia Bar Association CLE Program Pre-Trial Skills Series (October 22, 2009, October 29, 2010, and October 20, 2011). He has authored or co-authored the following: *Digital evidence searches in competition investigations: Best Practices for effective fundamental rights*, 4-2009 Concurrences, November 2009; *Dr. Miles: Will The Supreme Court Find a Cure?*, The Antitrust Source, February 2007; and *Cardizem CD®, K-Dur®, Plavix® and OxyContin®: Have We Entered the Endgame of Antitrust Uncertainty Towards Pharmaceutical Patent Litigation Settlements?*, Health Lawyers Weekly, December 15, 2006.

Mr. Fischer is active in the health care and antitrust bars, having held a number of leadership posts in the ABA. He is currently the vice chair of the ABA Section of Health Law's Healthcare Litigation and Risk Management Interest Group. He is also on the Planning Committee for, and a speaker at, the ABA's forthcoming False Claims Act and Qui Tam Trial Institute (June 5-7, 2013).

Mr. Fischer's *pro bono* work has included representing disabled veterans and individuals in neglect and guardianship cases.

Mr. Fischer graduated from Miami University in 1996 with a Bachelor of Arts in English Literature and Political Science, and received his J.D. from the Georgetown University Law Center in 1999. Prior to joining Grant & Eisenhofer, Mr. Fischer worked in Washington D.C. for Shook, Hardy & Bacon where he frequently litigated health care *qui tam* cases.

Christine M. Mackintosh

Christine Mackintosh is a senior counsel at Grant & Eisenhofer, practicing in the areas of corporate and securities litigation. She has represented institutional investors, both public and private, in corporate cases in the Delaware Court of Chancery and in securities fraud class actions in federal courts throughout the country.

Ms. Mackintosh has played significant roles in several landmark actions challenging mergers and acquisitions in the Delaware Court of Chancery, including *In re Del Monte Foods Company Shareholder Litigation*, which resulted in an \$89.4 million recovery for the class, and *In re El Paso Corporation Shareholder Litigation*, which resulted in a \$110 million recovery for the class. Ms. Mackintosh also played a significant role in *American International Group, Inc. Consolidated Derivative Litigation*, which resulted in a \$90 million recovery, one of the largest recoveries in a shareholder derivative action in the history of the Delaware Court of Chancery.

Ms. Mackintosh has also played a significant role in a number of securities fraud class actions that have achieved substantial recoveries for classes of investors, including *In re Refco Securities Litigation* (\$358 million) and *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (\$215 million settlement pending). Outside of the United States, Ms. Mackintosh was a member of the team that secured the historic \$450 million pan-European settlement in the Royal Dutch Shell case. Ms. Mackintosh currently serves as co-lead counsel in *In re JP Morgan Chase & Co. Securities Litigation* and *Ross v. Career Education Corporation*, and is representing a number of

institutional and individual investors who have opted out of In re Bank of America Corporation Securities, Derivative & ERISA Litigation.

Prior to joining Grant & Eisenhofer, Ms. Mackintosh practiced in the Philadelphia office of an international law firm, where she practiced in the areas of commercial, securities, and insurance recovery litigation.

A *magna cum laude* graduate of St. Joseph's University, Ms. Mackintosh earned her law degree at the University of Pennsylvania Law School. She is the co-author of two articles published by the Practising Law Institute's *Corporate Law & Practice Course Handbook Series*. "Ethical Issues and Their Impact on Securities Litigation," published in September-October, 2003, was co-authored with Marc J. Sonnenfeld, Viveca D. Parker and Marisel Acosta. "Lessons From Sarbanes-Oxley: The Importance of Independence In Internal Corporate Investigations," published in July, 2003, was co-authored with Alfred J. Lechner, Jr.

Brenda F. Szydlo

Brenda Szydlo is senior counsel at Grant & Eisenhofer, where she focuses on securities litigation on behalf of institutional investors. Ms. Szydlo has more than twenty years of litigation experience in a broad range of matters.

Prior to joining Grant & Eisenhofer, Ms. Szydlo served as counsel in the litigation department of Sidley Austin LLP in New York, and its predecessor, Brown & Wood LLP, where her practice focused on securities litigation and enforcement, accountants' liability defense and general commercial litigation.

Ms. Szydlo is a 1988 graduate of St. John's University School of Law, where she was a St. Thomas More Scholar and member of the Law Review. She received a bachelor's degree in economics from Binghamton University in 1985.

Diane Zilka

Diane Zilka is senior counsel at Grant & Eisenhofer. For over a decade, Ms. Zilka has been in the forefront of the Firm's successful prosecution of securities fraud and corporate governance cases. As a member of numerous trial teams, Ms. Zilka has played a key role in achieving significant recoveries for funds managed by U.S. and international institutional investors and public pension plans. Representative cases include: *Safety Kleen Bondholder Litig.*, more than \$276 million in judgments and settlements; *In Re Merck & Co. Vytarin/Zetia Sec. Litig.*, \$215 million for investors—among the largest for a securities fraud case without a government finding of corporate wrongdoing; *In Re News Corp. S'holder Litig.*, \$139 million recovered for the company—the largest cash recovery in the history of derivative shareholder litigation—and which resulted in significant corporate governance reforms; *Parmalat Securities Litig.*—the European "Enron" resulting in \$110 million recovery; *TRSL v. AIG*, \$115 million recovered for the company; *In Re Appraisal of Metromedia Int'l Group, Inc.*, a \$188 million judgment in what was only the second appraisal action of preferred shares in the history of Delaware Chancery Court. In the corporate governance arena, Ms. Zilka's cases have addressed such cutting-edge issues as the propriety of "proxy puts" and of "Don't Ask, Don't Waive" standstill provisions, the use of derivative securities in "poison pills," and the conflicted role of Wall Street banks as

financial advisors to target corporations and as lenders to buyers, which, in *Del Monte Corp. S'holder Litig.*, resulted in a preliminary injunction of a \$5.3 billion leveraged buyout and an \$89.4 settlement for the shareholders. Ms. Zilka has successfully defended clients before the SEC in "no-action" proxy proposal challenges, and has successfully prosecuted "books and records" actions.

Ms. Zilka co-authored "The Role of Foreign Investors in Federal Securities Class Actions," 1442 PLI/CORP. 91 (2004) and "The Current Role Of Foreign Investors In Federal Securities Class Actions," 1620 PLI/Corp 11 (2007), cited by the United States Supreme Court in *Morrison v. National Australia Bank*, 130 S. Ct. 2869 (2010). Ms. Zilka has lectured on federal class action litigation practice as well as on Delaware corporate law.

Ms. Zilka has concentrated her career in securities, corporate and complex commercial litigation. Before joining G&E, she was a partner in a prominent New York City law firm and a member of its Investor Protection practice group. Ms. Zilka has served as General Chair of the annual Combined Campaign For Justice which provides critical funding for Delaware's three legal services agencies. She is a member of the Board of The Print Center of Philadelphia and of the Board of Panetiere Partners, two non-profit organizations.

Ms. Zilka graduated from the State University of New York at Binghamton in 1982, and received her J.D. from Fordham University School of Law in 1985.

Edmund S. Aronowitz

Edmund Aronowitz is an associate at Grant & Eisenhofer, where his primary area of practice is consumer class action litigation. Prior to joining G&E, Mr. Aronowitz was a class action litigation associate in the Chicago office of a national law firm and practiced complex commercial litigation as an associate in the New York office of a large global firm.

Mr. Aronowitz graduated from Cornell University (B.A. with honors, History, 2002) and Cornell Law School (J.D. with honors, 2005) where he was a Managing Editor of the Cornell Journal of Law and Public Policy and a Bench Editor on the Moot Court Board. Following law school, Mr. Aronowitz served as a law clerk to the Hon. Robert L. Hinkle of the United States District Court for the Northern District of Florida.

Justin S. Brooks

Justin S. Brooks is an associate at Grant & Eisenhofer focusing his practice on whistleblower claims brought under the False Claims Act and other federal and state statutes, securities litigation, and shareholder derivative litigation on behalf of institutional investor clients as well as complex commercial litigation, class action, and mass tort litigation in the areas of consumer protection, technology, and agricultural law.

Prior to joining Grant & Eisenhofer, Mr. Brooks' practice focused primarily on complex commercial, mass torts, bankruptcy, and employment litigation. He also served as a law clerk to the Honorable Suzanne B. Conlon of the U.S. District Court for the Northern District of Illinois. During the summer of 2006, he served as an intern to Judge John. E. Sprizzo of the U.S. District Court for the Southern District of New York as well as the Honorable Arlen Specter of the U.S. Senate.

Mr. Brooks co-authored an article detailing the nuances of class and collective action settlements entitled *Navigating Developing Challenges in Approval of Class and Collective Action Settlements*. The article is published in the American Bar Association's Journal of Labor & Employment Law. He received various honors and awards for his academic achievements and served as an editor for the *Michigan Telecommunications and Technology Law Review*.

Mr. Brooks graduated in 2005 with a B.A. in psychology from Emory University, where he was a member of Phi Beta Kappa. He received his J.D., *cum laude*, from the University of Michigan Law School in 2008. Mr. Brooks is admitted to practice in New York, New Jersey, and Pennsylvania and in a number of federal district courts.

Bradley J. Demuth

Brad Demuth is an associate at Grant & Eisenhofer, where he focuses his practice on complex antitrust litigation matters. Prior to joining G&E, Mr. Demuth worked as an antitrust associate at two of the leading and most well regarded defense firms in the world.

Mr. Demuth's antitrust litigation casework includes contributions in the following matters: *In re Flonase Antitrust Litigation, Mylan Pharmaceuticals, Inc. v. Warner Chilcott Public Ltd. Co. (re Doryx), Skelaxin (Metaxalone) Antitrust Litigation, Castro v. Sanofi Pasteur, Inc. (re Menactra), In re Photochromic Lens Antitrust Litigation, Madison Square Garden, L.P. v. NHL, In re Tricor Antitrust Litigation, Sullivan v. De Beers, W.B. David v. De Beers, and Compuware v. IBM*

Mr. Demuth received his J.D. degree from American University Washington College of Law in 1999. Following law school, Mr. Demuth served as a law clerk to the United States Court of Appeals for the Second Circuit.

Bernard C. Devieux

Bernard Devieux is an associate at Grant & Eisenhofer, focusing on corporate governance and securities litigation on behalf of institutional investors. He is also part of a team handling residential mortgage-backed securities litigation in federal and state courts on behalf of several of the firm's clients.

Mr. Devieux received his J.D. and M.B.A. from Villanova in 2011. During law school, he worked as a summer associate for a nationally-recognized law firm in Philadelphia, PA, and interned with the Chief Mediator of the United States Court of Appeals for the Third Circuit's Appellate Mediation Program. He also interned in the general counsel's office of a Philadelphia-based software and technology company, where he assisted in handling general corporate law matters. During his third year of law school, Mr. Devieux was a member of Villanova's Civil Justice Clinic, where he represented low-income clients in child custody disputes and in administrative proceedings before the Social Security Administration. He is a 2008 graduate of the University of Delaware, with a B.S. in Finance.

Mr. Devieux volunteers as a mentor with Big Brothers Big Sisters of Delaware, and is a member of the Delaware State Bar Association.

Kimberly A. Evans

Kimberly Evans is an associate at Grant & Eisenhofer, focusing her practice on corporate governance and complex securities litigation on behalf of institutional investor clients.

Prior to joining Grant & Eisenhofer, Ms. Evans worked as an associate at a well-known Philadelphia-based law firm, where she gained extensive experience in the practice areas of securities, antitrust, and consumer protection class action litigation. She also previously worked as a Paralegal in the Juvenile Division of the Philadelphia District Attorney's Office.

Ms. Evans is a member of the American Bar Association and has volunteered with the Wills For Heroes Program, an organization that provides free wills and advanced directives to police officers, firefighters and other first responders. She also volunteers her time with local animal rescue groups in the greater-Philadelphia area.

Ms. Evans earned her J.D. from Temple University in 2007 and received a bachelor's degree in Chemistry and Criminal Justice from La Salle University in 2003.

Robert D. Gerson

Robert Gerson is an associate at Grant & Eisenhofer, focusing on mortgage-backed securities litigation and complex litigation issues.

Mr. Gerson is a graduate of New York Law School, where he was a member of the Moot Court Association. He participated in Fordham Law School's Kaufman Memorial Securities Law Moot Court Competition. During law school, he was an intern in the Office of the New York State Attorney General. Mr. Gerson received a B.A. in Government and Politics from the University of Maryland in 2006.

David M. Haendler

David Haendler is an associate at Grant & Eisenhofer, practicing primarily in the areas of securities and derivative litigation. He has represented institutional investors in complex cases throughout the country, at both the trial court and appellate levels.

Mr. Haendler played a significant role in a number of securities fraud actions brought by one of the world's largest pension funds regarding its purchases of residential mortgage-backed securities. Mr. Haendler has also represented investors in class actions brought under the federal securities laws. He currently represents plaintiffs in cases including *In re JP Morgan Chase & Co. Securities Litigation*, *In re Pfizer Securities Litigation*, *In re New Oriental Education & Technology Group Securities Litigation*, and *In re Miller Energy Securities Litigation*.

Mr. Haendler represents corporations and their shareholders in derivative cases before the Delaware Court of Chancery and elsewhere. He represents plaintiffs in *In re Fannie Mae/Freddie Mac Senior Preferred Stock Purchase Agreement Class Action Litigations*, a case challenging the federal government's management of Fannie Mae and Freddie Mac in conservatorship, and *In re Kinder Morgan Energy Partners, L.P. Derivative Litigation*, a case involving the accounting practices of one of the country's leading energy master limited partnerships.

Mr. Haendler has written two novels, *The Shattergrave Knights* and *World Full of Outrage*, and was assistant legal counsel for *Resurrect Dead: The Mystery of the Toynbee Tiles*, a Sundance award-winning documentary.

Jonathan M. Kass

Jonathan Kass is an associate at Grant & Eisenhofer, focusing on commercial litigation and complex civil litigation issues. He has experience in antitrust and securities fraud.

Before joining Grant & Eisenhofer, Mr. Kass worked for a large international law firm in New York handling securities fraud and corporate governance disputes, as well as internal investigations concerning FCPA violations and counseling on antitrust matters.

Mr. Kass is a *magna cum laude* graduate of Fordham University School of Law. He received his bachelor's degree in government with a concentration in American institutions and public policy from Cornell University, achieving Distinction in all subjects.

Michael T. Manuel

Michael Manuel is an associate at Grant & Eisenhofer, focusing on securities and corporate governance litigation. Mr. Manuel has experience in a variety of complex commercial cases, including matters involving contract disputes, securities, commercial litigation, corporate governance, mass torts and products liability cases.

Mr. Manuel graduated *cum laude* from Harvard Law School in 2002 and received a Bachelor's degree in mathematics from Duke University in 1999.

Kyle J. McGee

Kyle McGee is an associate at Grant & Eisenhofer, focusing on complex securities litigation on behalf of institutional investor clients and complex commercial litigation on behalf of consumers and advocacy organizations.

Mr. McGee was the principal associate in *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (D.N.J.), a major securities fraud action against pharmaceutical industry titan Merck & Co., Inc. The case, which was prosecuted with a related action, *In re Schering-Plough Corp. ENHANCE Securities Litigation* (D.N.J.), resulted in a record-setting recovery for investors totaling \$688 million.

Mr. McGee also represented investors in *In re XTO Energy Shareholder Class Action Litigation* (Tarrant County, TX), an action arising out of Exxon Mobil Corp.'s \$41 billion acquisition of XTO Energy, Inc., which resulted in substantial additional disclosures to shareholders concerning the merits, process, and financing of the proposed transaction.

Mr. McGee currently represents investors in various actions brought pursuant to the federal securities laws, as well as consumers in various actions brought pursuant to federal communications laws and state consumer protection laws.

Mr. McGee earned a research degree from the University of Edinburgh in Scotland as well as a J.D. from Villanova University in 2009, both with honors. Mr. McGee studied the history and philosophy of law at Edinburgh, and was honored as a Dean's Merit Scholar at Villanova Law. In 2005, he graduated from the University of Scranton with a B.A. in Philosophy as well as Media and Information Technology.

Caitlin M. Moyna

Caitlin M. Moyna is an associate at Grant & Eisenhofer where her practice includes litigating securities fraud and shareholder derivative claims on behalf of institutional investors. Ms. Moyna has over 9 years of broad complex commercial litigation experience.

Prior to joining Grant & Eisenhofer, Ms. Moyna was a litigation associate at Cravath, Swaine & Moore LLP and Ropes and Gray, LLP, and most recently, was an associate at boutique litigation firm specializing in representing plaintiffs in securities fraud and shareholder rights' actions.

Ms. Moyna is a *cum laude* graduate of Northwestern University School of Law where she was elected to the Order of the Coif. While at Northwestern, Ms. Moyna was on the Articles Board of the *Journal of Criminal Law and Criminology*, and she served as the legal writing tutor to the class of first year law students. Ms. Moyna received her bachelor's degree from Dartmouth College.

Rebecca Musarra

Rebecca Musarra is an associate at Grant & Eisenhofer, where she focuses her practice on corporate governance and complex securities litigation on behalf of institutional investors. Prior to joining G&E, Ms. Musarra worked as an appellate law clerk to the Chief Justice of the Supreme Court of the Virgin Islands in St. Thomas, Virgin Islands.

During law school, Ms. Musarra was a member of the American University Law Review and served for two years in an impact litigation clinic. She was awarded a full-tuition scholarship, was elected to the Order of the Coif, and graduated *summa cum laude*.

Ms. Musarra received her J.D. degree from American University Washington College of Law in 2009 and obtained a B.A. in international relations from the College of William and Mary in 2003. Between college and law school, Ms. Musarra served as a Peace Corps Volunteer in Chad, Central Africa.

Catherine Ó Súilleabháin

Catherine (Kate) Ó Súilleabháin is an associate at Grant & Eisenhofer, where her primary area of practice is consumer class action litigation. Prior to joining G&E, Ms. Ó Súilleabháin was an associate in the Chicago office of a large global law firm, where she practiced international commercial litigation and advised clients on product and medical-device regulation and recall. She has spoken on such topics as attorney-client privilege in international litigation and FDA regulation of medical devices.

Ms. Ó Súilleabháin represented an Albanian family in a successful asylum hearing and was recognized by Illinois Legal Aid Online as an Attorney of the Month (May 2009) for her work on the case.

Ms. Ó Súilleabháin was the first recipient of the Davies-Jackson Scholarship to St. John's College, the University of Cambridge. She graduated from the University of Cambridge (B.A. and M.A., English, 1992 and 1998, respectively), Loyola University of Chicago (B.A., English, 1990) and Georgetown University Law Center (J.D., 2007), where she was a Law Fellow and a member of the Barrister's Council.

Ms. Ó Súilleabháin is currently on the Executive Committee of the Alliance for Women of the Chicago Bar Association.

Susan R. Schwaiger

Susan Schwaiger is an associate at Grant & Eisenhofer. She practices in the area of antitrust, with experience in a wide variety of industries, and other areas of complex civil litigation.

Prior to joining Grant & Eisenhofer, Ms. Schwaiger was of counsel to several leading New York-based antitrust firms representing plaintiffs in class and individual actions. She has authored *The Submission of Written Instructions and Statutory Language to New York Criminal Juries*.

Ms. Schwaiger has played significant roles in a number of major antitrust cases including *In re Microcrystalline Cellulose Antitrust Litigation*; *In re Plastics Additives Antitrust Litigation*; and *In re Lorazepam & Clorazepate Antitrust Litigation*. In addition, she has represented large corporate entities in individual actions in *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*; *In re Chocolate Confectionary Antitrust Litigation*; and *CVS Pharmacy v. American Express Travel Related Services, et al.* Ms. Schwaiger's experience also includes representation of Shannon Faulkner and Nancy Mellette in their successful litigation against The Citadel military academy in Charleston, South Carolina, where Shannon Faulkner became the first female cadet admitted to the all-male academy in August 1995.

Ms. Schwaiger graduated *cum laude* from Brooklyn Law School in 1992 with a J.D. She obtained her M.A. from the University of Kentucky and a B.S. from the University of Tennessee.

Elizabeth H. Shofner

Elizabeth Shofner is an associate at Grant & Eisenhofer focusing on complex civil litigation, including corporate governance matters, false claims litigation, and consumer fraud.

Prior to joining Grant & Eisenhofer, Ms. Shofner was a litigator at Patterson Belknap Webb & Tyler LLP, where she focused on complex commercial litigation, including Medicaid and consumer fraud and mortgage-backed securities litigation. She also has experience in intellectual property and appellate work. She served for several years as a law clerk to the Honorable John M. Walker, Jr., of the Second Circuit Court of Appeals, during which time she was involved in hundreds of federal appeals involving all areas of law.

Ms. Shofner co-authored the New York section of *The 2012 50-State Survey of Privacy Law* (Media Law Resource Center; 2012), co-edited the *Task Force Report on Gender, Race, and Ethnic Bias in the Second Circuit* (1998), and co-authored the article *Similarity Ratings And Confusability Of Lipread Consonants Compared With Similarity Ratings Of Auditory And Orthographic Stimuli* (American Journal of Psychology; 1991).

Ms. Shofner received her J.D. *magna cum laude* from New York University School of Law, where she was elected to the Order of the Coif and served as an articles editor for the New York University Law Review. She also received an M.A. in cognitive psychology from Hunter College. She holds an undergraduate degree in English literature and psychology from Washington University in St. Louis.

John Tangren

John Tangren is an associate at Grant & Eisenhofer, where his primary area of practice is consumer class action litigation. Prior to joining G&E, Mr. Tangren was a class action litigation associate in the Chicago office of a national law firm, and practiced complex commercial litigation as an associate in the Chicago office of a large global firm.

Mr. Tangren has spoken on issues relating to class action litigation and electronic discovery. Mr. Tangren's recent speaking engagements include "The Use of Absent Class Member Discovery on Issues of Class Certification" at the 2013 National Consumer Class Action Litigation & Management Conference and "ESI for Beginners" at the 2013 Seventh Circuit Conference of the National Employment Lawyers Association.

Mr. Tangren graduated from the University of Chicago (A.B., Philosophy and Music, 2000) and the University of Chicago Law School with honors (J.D. 2003) where he was Executive Editor of the University of Chicago Legal Forum. He was selected to The National Trial Lawyers Top 40 Under 40 in 2012 and by Super Lawyers magazine as an Illinois "Rising Star" for 2011, 2013 and 2014.

Justin K. Victor

Justin Victor is an associate at Grant & Eisenhofer, focusing on the False Claims Act, class action litigation and antitrust.

Previously, Mr. Victor worked as a summer associate for an international law firm in Chicago, Illinois and London, England, as well as a Judicial Intern for the Honorable T. Jackson Bedford Jr., at Fulton County Superior Court in Atlanta, Georgia.

Mr. Victor received his J.D. from Emory University School of Law in 2010, where he was awarded the inaugural William C. O'Kelley Scholarship. Mr. Victor also served on the Executive Board for the Emory Mock Trial Society and graduated Order of the Barristers. He graduated from the University of Michigan with a B.A. in Political Science in 2007.

Jennifer A. Williams

Jennifer Williams, an associate at Grant & Eisenhofer, focuses on False Claims Act, antitrust, and consumer litigation.

Ms. Williams is the co-author of “Controlling Government Contractors: Can the False Claims Act be More Effective?,” 14 Sedona Conf. J. 1 (2013). She also co-authored “Collecting Evidence in Financial Fraud Cases: Insider Trading,” materials used, and translated into Mandarin, as a part of a training program sponsored by Emory University School of Law for prosecutors in the Shanghai, China prosecutors office.

Ms. Williams received her J.D., with honors, and Master’s in Theological Studies from Emory University School of Law and Emory University Candler School of Theology, respectively, in 2012, where she served on the Executive Board for the Emory Law Moot Court Society and was the Director of the 2010 Emory Law National Civil Rights and Liberties Moot Court Competition. Ms. Williams was awarded the Herman Dooyeweerd Prize in Law and Religion and was selected for the Order of Emory Advocates.

During law school, Ms. Williams interned with the Georgia Resource Center, the Georgia Innocence Project, the DeKalb County Public Defenders Office, and the Equal Employment Opportunity Commission – Atlanta Regional Office.

In 2006, she received a B.A. *magna cum laude* from Centre College in Danville, Kentucky, graduating Phi Beta Kappa. Ms. Williams was a Fulbright Grantee/ETA to South Korea in 2006.

Marc D. Weinberg

Prior to joining G&E in 2006, Marc Weinberg gained a fourteen-year track record with two of the nation’s leading securities litigation firms. He focuses on institutional services at Grant & Eisenhofer.

Mr. Weinberg earned his law degree at Widener University in 1992 after graduating from Pennsylvania State University. He is a member of the Philadelphia and Pennsylvania Bar Associations, and the Moot Court Honor Society.

Joshua E. Alpert

Joshua Alpert is a staff attorney at Grant & Eisenhofer, focusing on a wide range of securities litigation matters including complex antitrust litigation and bankruptcy. Mr. Alpert is a 2005 graduate of Brooklyn Law School, and a 1999 graduate of the State University of New York at Stony Brook where he received his bachelor in political science.

Prior to joining Grant & Eisenhofer, Mr. Alpert’s experience was in antitrust, securities and derivative class action cases. He is a former member of the Association of Certified Anti-Money Laundering Specialists and was a certified anti-money laundering specialist.

Simona L. Bonifacic

Simona Bonifacic is a staff attorney at Grant & Eisenhofer, where her focus is on securities litigation. Ms. Bonifacic graduated in 1998 from Syracuse University College of Law. She is also a 1998 *magna cum laude* graduate of Maxwell School of Citizenship and Public Affairs

where she obtained her M.A. in international relations. She further received a bachelor degree in 1994 from East Stroudsburg University in political science and philosophy.

Prior to joining Grant & Eisenhofer, Ms. Bonifacic worked as a legal consultant on multi-district court class actions, securities litigation, bankruptcy, immigration, commercial real estate, intellectual property, and contracts. She also has experience as an analyst in the banking sector. She is fluent in Romanian.

Leanne P. Brown-Pasquarello

Leanne Brown-Pasquarello is a staff attorney at Grant & Eisenhofer and has experience in complex class action securities litigation on behalf of institutional investors. Representative cases include *In re Pfizer Inc. Securities Litigation*, and *In re Refco Inc. Securities Litigation*.

Prior to joining Grant & Eisenhofer, her focus was on securities litigation, mass torts products liability pharmaceutical litigation, and nursing home litigation.

Ms. Brown-Pasquarello has co-authored numerous publications, including "Ex-Files: Ex-Corporate Employees May Be Contacted Ex Parte by the Plaintiff's Attorney: The Florida Supreme Court's Ruling in *H.R.A. Management, Inc. v. Schwartz*," published in the *Trial Advocacy Quarterly* (1997). She also co-authored Jonathan L. Alpert's *Florida Handbooks and Forms* (1996).

Ms. Brown-Pasquarello received her law degree from Widener University School of Law in 1993 and in 1990 she received her B.A. in political science from University of Delaware where she was a member of the *Phi Sigma Pi* National Honor Society and *Pi Sigma Alpha* National Political Science Honor Society.

Tracy L. Campbell

Tracy Campbell is a staff attorney at Grant & Eisenhofer, who focuses on complex securities fraud litigation in class action cases. She received her law degree from the University of Houston Law Center in 2003, where she completed an externship at the Methodist Health Care System. Before joining Grant & Eisenhofer, Ms. Campbell focused her practice on the area of health law. Upon graduating from law school, she worked at a mid-sized firm in Houston where she concentrated primarily on asbestos litigation. Subsequently, she worked for a small transactional health law firm in San Antonio, Texas.

Ms. Campbell received her B.S. in Business Administration with a Concentration in International Business Management from Goldey-Beacom College in 1997, where she graduated *magna cum laude*. Prior to entering law school, Ms. Campbell gained business experience as an analyst at JP Morgan. Upon relocating to Texas, she continued to pursue a career in the financial industry while obtaining her law degree. Ms. Campbell is a member of the Delaware Bar Association.

James P.A. Cavanaugh

James Cavanaugh is a staff attorney at Grant & Eisenhofer. His primary focus is on high profile securities fraud litigation and class actions. He has additional experience in products liability class actions and litigating toxic tort, patent infringement, bankruptcy, and asbestos related cases.

Prior to joining Grant & Eisenhofer, he was sole practitioner of a law practice with an emphasis on litigation, including workers' compensation, employment, civil rights and personal injury. Representative accomplishments include establishing case law precedent in *Dr. John Doe v. TRIS Mental Health Services* permitting the disabled, for the first time, to proceed anonymously in the New Jersey Superior Courts.

Mr. Cavanaugh was appointed to a specialized task force by the Chief Justice of the New Jersey Supreme Court to examine discrimination in the legal profession and in the courts and adopt recommendations. Mr. Cavanaugh also represented an *amicus curiae* institutional nonprofit corporation opposing discriminatory policies in *James Dale v. Boy Scouts of America* case.

He is a graduate of George Washington University National Law Center where he earned his law degree, and Fordham University where he graduated, with honors, with a B.A. in history.

Alice Y. Cho

Alice Cho is a staff attorney at Grant & Eisenhofer, where her focus is on securities fraud class actions. She graduated from Brooklyn Law School in 2004 after receiving a B.A. from the University at Albany.

During law school, Ms. Cho interned as a law clerk for the Honorable Frederic Block, U.S. District Court, Eastern District of New York. She also worked with the New York City Human Rights Commission and the Asian American Legal Defense and Education Fund.

Ms. Cho currently serves as Executive Vice President of the Korean American Lawyers Association of Greater New York (KALAGNY).

Kerry A. Dustin

Kerry Dustin is a staff attorney at Grant & Eisenhofer, focusing on corporate securities litigation. Ms. Dustin received her law degree from Syracuse University College of Law where she was a member of the Community Law Development Clinic and Corporate Law Society. She received her B.S. in business administration with a marketing concentration from LeMoyne College in 2000.

Prior to joining Grant & Eisenhofer, Ms. Dustin focused her practice on intellectual property and patent and employment law. Ms. Dustin served as a law clerk for Onondaga County Resource Recovery Agency (OCRRA). She also did an internship at the Ontario County Attorney's Office where she was involved in drafting labor contracts and research.

Cheron D. Everett

Cheron Everett focuses on securities and class action litigation as a staff attorney at Grant & Eisenhofer. Ms. Everett is a 2007 graduate of the Widener University School of Law and a 2001 *magna cum laude* graduate from Temple University with a degree in journalism and public relations. She was a recipient of the Chadwick Memorial Scholarship and a Fred G. Dibona Moot Court participant.

Prior to joining Grant & Eisenhofer, Ms. Everett's focus was on pharmaceutical and securities litigation as well as workmen's compensation.

R. Alexander Gartman

Alexander Gartman concentrates on securities litigation as a staff attorney at Grant & Eisenhofer. He graduated *cum laude* from Temple University School of Law in 2005. He served on the Student Bar Association Budget Committee, and the Curriculum Committee, working with faculty to revise first year curriculum.

Mr. Gartman received a B.B.A. in Finance in 1998 from The College of William and Mary, where he double majored in Economics.

Lisa K. Grumbine

Lisa Grumbine is a staff attorney at Grant & Eisenhofer, focusing on a wide range of securities litigation matters as well as employee benefits with emphasis on defined contribution plans. Ms. Grumbine is a 1997 graduate of Temple School of Law, and a 1990 *cum laude* graduate of University of Delaware where she received her bachelor in consumer economics.

Prior to joining Grant & Eisenhofer, her focus was on pharmaceutical products liability cases, pension and profit sharing plans, ERISA, and banking. She is an ABA National Employee Benefit Trust School graduate.

C. Kirby Happer

Kirby Happer is a staff attorney at Grant & Eisenhofer.

Lawrence P. Kempner

Lawrence Kempner is a staff attorney at Grant & Eisenhofer, focusing on complex securities, regulatory and corporate governance cases. Prior to joining Grant & Eisenhofer, Mr. Kempner was engaged in private practice with a concentration in civil litigation.

Mr. Kempner graduated from Lehigh University in 1988 with a B.S. in marketing. He received his J.D. from the George Washington University National Law Center in 1991.

Edward M. Lilly

Edward Lilly focuses on securities fraud and class action litigation as a staff attorney at Grant & Eisenhofer. He has additional experience in pharmaceutical intellectual property litigation,

product liability litigation, and derivative class actions.

Mr. Lilly graduated in 1996 from Cornell Law School and served as editor for the *LII Bulletin-NY* and *Cornell Journal of Law & Public Policy*. He received his M.S. in social psychology in 1993 from Purdue University and graduated *magna cum laude* from DePauw University with a B.A. in economics.

Mr. Lilly served as a clerk for the Honorable Thomas J. McAvoy of the U.S. District Court in Binghamton, New York.

Michael A. Morris

Michael Morris is a staff attorney at Grant & Eisenhofer. He received his law degree from the University of Bridgeport Law School in 1980, and has been a member of the Connecticut Bar since 1980.

He was employed by the City of New Haven as Special Assistant Corporation Counsel where he represented and provided legal counsel for several city departments. He subsequently established his own law practice in New Haven which he maintained until 2000.

Mr. Morris served as Counsel to the Board of Directors for the Greater New Haven Transit District which involved federal and state legal matters in transportation, government contract and grant development, and presenting testimony to the Connecticut State Legislature.

Mr. Morris earned his M.B.A. from the University of Bridgeport. He also helped organize and became the first president of the University of Bridgeport Law School Alumni Association.

Kevin M. Nadolny

Kevin Nadolny is a staff attorney at Grant & Eisenhofer. Mr. Nadolny has focused his career in securities litigation, antitrust, and mass tort cases, with a particular focus on e-discovery issues since 2004.

Mr. Nadolny is currently a member of the team litigating *In re Pfizer Securities Litigation* before the Honorable Judge Laura Swain in the Southern District of New York. The team recently turned in a win in the Daubert Hearing clearing the way for a potential landmark settlement.

Mr. Nadolny has participated in assessing derivative actions in various state and federal courts including those arising out of instances of improper stock option backdating.

He is a 1998 graduate of the University of Minnesota, and a 2002 J.D. graduate of Temple Law. In 2003 he was granted an LL.M. degree in Transnational Law from Temple Law.

Joseph P. Nearey

Joseph Nearey focuses on complex securities litigation as a staff attorney at Grant & Eisenhofer. He received his law degree in 2001 from Temple University School of Law, where he was a

member of the Temple International and Comparative Law Journal. He attended the Temple University School of Law Semester in Japan and interned at a prominent Tokyo firm. He served as a summer intern for the Honorable James R. Cavanaugh of the Superior Court of Pennsylvania.

Mr. Nearey graduated *cum laude* from Hamilton College in 1997 with dual B.A degrees in English Literature and Government.

Raymond Schuenemann

Raymond Schuenemann focuses on securities litigation as a staff attorney at Grant & Eisenhofer. He is a graduate of the Widener University School of Law and a member of the American Bar Association and the Pennsylvania Bar Association. Prior to joining Grant & Eisenhofer, Mr. Schuenemann worked as an associate in labor law, nursing home law, sales and use tax law, and real estate law. He also worked as a consultant in the area of sales and use tax.

Mr. Schuenemann received a B.S. in Finance from West Chester University in 1999. He has experience as an investment accountant and internal auditor in the banking and finance sectors.

Kimberly B. Schwarz

Kimberly Schwarz is a staff attorney at Grant & Eisenhofer. She earned her law degree from Rutgers School of Law in 2010. She graduated with high honors from Rutgers University School of Business in 2002 where she received her B.S. in Business Management.

Katie L. Sierakowski

Katie Sierakowski is a staff attorney who focuses on class action and securities litigation cases at Grant & Eisenhofer.

Ms. Sierakowski is a 1999 graduate of the University of Pittsburgh with a degree in political science and a 2002 graduate of Widener University School of Law. She was a law clerk in the Pennsylvania Office of Attorney General Bureau of Consumer Protection and was promoted in 2003 to the position of deputy attorney general. Before joining Grant & Eisenhofer, Ms. Sierakowski focused her practice on the area of antitrust, federal/state wage and hour litigation and gaming law.

Shannon T. Somma

Shannon Somma is a staff attorney at Grant & Eisenhofer. Her focus is on securities fraud and class action litigation. She has additional experience in intellectual property, pharmaceutical, and environmental litigation.

Ms. Somma graduated in 1999 from the University of Delaware with a B.A. degree in psychology, and thereafter received her J.D. degree from Widener University School of Law in 2005.

Selected Institutional Client Representations

G&E has represented or is currently representing a number of institutional investors in major securities fraud actions, shareholder derivative suits, other breach-of-fiduciary-duty cases and related ancillary proceedings around the country. Some of our cases include:

(A) In Securities Fraud Litigation:

(1) Cellstar

In one of the earliest cases filed after the enactment of PSLRA, the State of Wisconsin Investment Board (“SWIB”) was designated lead plaintiff and G&E was appointed lead counsel in Gluck v. CellStar Corp., 976 F.Supp. 542 (N.D.Tex. 1997). The cited opinion is widely considered the landmark on standards applicable to the lead plaintiff/lead counsel practice under PSLRA. (See, especially, In re Cendant Corp. Litig., 2001 WL 980469, at *40, *43 (3d Cir. Aug. 28, 2001), citing CellStar.) After the CellStar defendants’ motion to dismiss failed and a round of discovery was completed, the parties negotiated a \$14.6 million settlement, coupled with undertakings on CellStar’s part for significant corporate governance changes as well. With SWIB’s active lead in the case, the class recovery, gross before fees and expenses, was approximated to be 56% of the class’ actual loss claims, about 4 times the historical 14% average gross recovery in securities fraud litigation. Because of the competitive process that SWIB had undertaken in the selection of counsel, resulting in a contingent fee percentage significantly less than the average 31% seen historically, the net recovery to the class after all claims were submitted came to almost 50% of actual losses, or almost 5 times the average net recovery.

(2) DaimlerChrysler

Florida State Board of Administration (“FSBA”) was appointed lead plaintiff and G&E co-lead counsel in the PSLRA class action on behalf of shareholders of the former Chrysler Corporation who exchanged their shares for stock in DaimlerChrysler in Chrysler’s 1998 business combination with Daimler-Benz AG which was represented at the time as a “merger of equals.” Shortly before trial, the defendants agree to a \$300 million cash settlement, among the largest securities class action settlements since the enactment of the PSLRA. In re DaimlerChrysler Securities Litigation, D. Del., C.A. No. 00-0993.

(3) Oxford Health Plans

Public Employees’ Retirement Association of Colorado (“ColPERA”) engaged G&E to represent it to seek the lead plaintiff designation in the numerous securities fraud actions that were consolidated into In re Oxford Health Plans, Inc., Securities Litig., S.D.N.Y., MDL Docket No. 1222 (CLB). The court ordered the appointment of ColPERA as a co-lead plaintiff and G&E as a co-lead counsel. G&E and its co-leads filed the Consolidated Amended Complaint. Memorandum opinions and orders were entered denying defendants’ motions to

dismiss (see 51 F.Supp. 2d 290 (May 28, 1999) (denying KPMG motion) and 187 F.R.D. 133 (June 8, 1999) (denying motion of Oxford and individual director defendants)). The case settled for \$300 million, another settlement negotiated by G&E that is among the largest settlements since the enactment of the PSLRA.

(4) **Dollar General**

The U.S. District Court for the Middle District of Tennessee ordered the appointment of Florida State Board of Administration (“FSBA”) and the Teachers’ Retirement System of Louisiana (“TRSL”) as lead plaintiffs and G&E as co-lead counsel in a PSLRA and Rule 10b-5 case against the defendant company, its accountants, and individual insiders who allegedly issued false and misleading statements over an alleged 3-year Class Period and failed to disclose adverse facts about the company’s financial results. Settlements were approved involving a cash payment of \$162 million from the company and the individual defendants, an additional \$10.5 million from Deloitte & Touche, LLP (Dollar General’s accountants), and beneficial governance reforms for Dollar General. In re Dollar General Securities Litigation, M.D. Tenn., No. 3:01-0388, orders dated July 19, 2001 and September 29, 2003.

(5) **Just For Feet**

G&E represented the State of Wisconsin Investment Board (“SWIB”) in a federal securities class action against certain officers and directors of Just For Feet, Inc., and against Just For Feet’s auditors, in the Northern District of Alabama. That action arose out of the defendants’ manipulation of the company’s accounting practices to materially misstate the company’s financial results. Having been appointed co-lead plaintiff, SWIB and (G&E) as its counsel took primary responsibility for the case. (SWIB v. Ruttenberg, et al., N.D. Ala., CV 99-BU-3097-S and 99-BU-3129-S, 102 F. Supp. 2d 1280 (N.D. Ala. 2000)). SWIB obtained a policy limits settlement with the individual defendants’ D&O carrier and an additional \$7.4 million from Just For Feet’s auditor, for a recovery totaling approximately \$32 million.

(6) **Waste Management**

G&E filed a non-class federal securities action against Waste Management, Inc., its former and current directors, and the company’s accountants in the Northern District of Florida, on behalf of Lens Investment Management, LLC and Ram Trust Services, Inc. The complaint alleged that Waste Management had, over a five-year period, issued financial statements and other public statements that were materially false and misleading due to the defendants’ fraudulent and improper accounting manipulations. G&E also filed non-class actions in Illinois state court, asserting similar claims on behalf of the Florida State Board of Administration (“FSBA”) and the Teachers’ Retirement System of Louisiana (“TRSL”). After G&E successfully defeated the defendants’ motions to dismiss FSBA’s complaint in state court, FSBA’s cause of action was transferred to the Northern District of Florida. At the point where there were competing motions for summary judgment

pending, G&E successfully negotiated a settlement pursuant to which each plaintiff received several times what it would have received in the class action. Florida State Board of Administration, Ram Trust Services, Inc. and Lens Investment Management, LLC v. Waste Management, Inc., et al., N.D.Fla., No. 4:99CV66-WS, amended complaint filed June 21, 1999; and Teachers' Retirement System of Louisiana v. Waste Management, Inc., et al., Circuit Ct., Cook Co. [Ill.], No. 98 L 06034, complaint filed May 18, 1999.

(7) **Total Renal Care**

In June 1999, the Louisiana State Employees' Retirement System ("LASERS") and Teachers' Retirement System of Louisiana ("TRSL") were appointed as Lead Plaintiff in a federal securities class action against Total Renal Care ("TRC") and certain of its officers and directors, pending in the U.S. District Court for the Central District of California. G&E was approved as Plaintiffs' Lead Counsel. Plaintiffs filed their Corrected Consolidated Amended Complaint against the defendants, alleging, *inter alia*, that the defendants manipulated TRC's financial statements so as to materially overstate TRC's revenues, income and assets and to artificially inflate TRC's stock price. G&E negotiated a settlement requiring TRC's payment of \$25 million into a settlement fund for the class and the company's adoption of certain internal corporate governance policies and procedures designed to promote the future accountability of TRC's management to its stockholders. At the time of the settlement, this amount represented 33% of the value of the Company's shares. In re Total Renal Care Securities Litigation, C.D. Cal., Master File No. CV-99-01745 CBM.

(8) **Safety-Kleen**

G&E was sole lead counsel for the plaintiffs in a federal securities class action and a series of related individual actions against former officers, directors, auditors and underwriters of Safety-Kleen Corporation, who are alleged to have made false and misleading statements in connection with the sale and issuance of Safety-Kleen bonds. In re Safety-Kleen Corp. Bondholders Litig., D.S.C., No. 3:00-CV-1145-17, consolidated complaint filed January 23, 2001. In March of 2005, after a jury had been selected for trial, the auditor defendant settled with the class and individual claimants for \$48 million. The trial then proceeded against the director and officer defendants. After seven weeks of trial, the director defendants settled for \$36 million, and the court entered judgment as a matter of law in favor of the class and against the company's CEO and CFO, awarding damages of \$192 million.

(9) **Styling Technology Corporation**

G&E represented funds managed by Franklin Advisers, Inc., Consec Capital Management, Inc., Credit Suisse Asset Management, Pilgrim American Funds and Oppenheimer Funds, Inc. in a securities action brought in May 2001, asserting both federal (1933 Act) and state claims brought in the Superior Court

of California. The suit alleged that certain former officers, as well as the independent auditors, of Styling Technology Corporation made false and misleading statements in connection with the sale and issuance of Styling Technology bonds. Styling Technology filed for bankruptcy protection under Chapter 11 in August 1999. In October 2000, discovery of accounting irregularities and improperly recognized revenue forced the Company to restate its financial statements for the years 1997 and 1998. Plaintiffs, owning \$66.5 million of the total \$100 million in bonds sold in the offering, settled the case for a recovery representing approximately 46% of the losses suffered by the client funds that they manage. Franklin High Income Trust, et al. v. Richard R. Ross, et al., Cal. Super., San Mateo Co. [Calif.], Case No: 415057, complaint filed November 28, 2000.

(10) Tyco

G&E served as co-lead counsel representing co-lead plaintiffs Teachers' Retirement System of Louisiana and Louisiana State Employees' Retirement System in a securities class action against Tyco International Ltd. and PricewaterhouseCoopers LLP. The complaint alleged that the defendants, including Tyco International, Dennis Kozlowski and other former executives and directors of Tyco, and PricewaterhouseCoopers, made false and misleading public statements and omitted material information about Tyco's finances in violation of Sections 10(b), 14, 20A and 20(a) of the Securities Exchange Act of 1934. Tyco agreed to fund \$2.975 billion in cash to settle these claims, representing the single largest payment from any corporate defendant in the history of securities class action litigation. PricewaterhouseCoopers also agreed to pay \$225 million to settle these claims, resulting in a total settlement fund in excess of \$3.2 billion.

(11) Global Crossing

Ohio Public Employees' Retirement System ("Ohio PERS") and the Ohio Teachers' Retirement System ("STRS") were appointed lead plaintiff and G&E was appointed sole lead counsel in a securities class action against Global Crossing, Ltd. and Asia Global Crossing, Ltd. In re Global Crossing, Ltd. Securities & "ERISA" Litig., MDL Docket No. 1472. In November 2004, the Court approved a partial settlement with the Company's former officers and directors, and former outside counsel, valued at approximately \$245 million. In July 2005, the Court approved a \$75 million settlement with the Citigroup-related defendants (Salomon Smith Barney and Jack Grubman). In October 2005, the Court approved a settlement with Arthur Anderson LLP and all Anderson-related defendants for \$25 million. In October 2006, the Court approved a \$99 million settlement with various financial institutions. In total, G&E recovered \$448 million for investors in Global Crossing.

(12) Telxon Corporation

G&E filed a federal securities and common law action against Telxon Corporation, its former officers and directors and its accountants in the Northern

District of Ohio on behalf of Wyser-Pratte Management Co., Inc., an investment management firm. Following mediation, G&E negotiated a settlement of all claims. Wyser-Pratte Management Co., Inc. v. Telxon Corp., et al., N.D. Ohio, Case No. 5:02CV1105.

(13) **Hayes Lemmerz**

G&E served as lead counsel to plaintiffs and class members who purchased or acquired over \$1 billion in bonds issued by Hayes Lemmerz International, Inc. G&E negotiated a settlement worth \$51 million. Pacholder High Yield Fund, Inc. et al. v. Ranko Cucoz et al., E.D. Mich., C.A. No. 02-71778.

(14) **Asia Pulp and Paper**

On behalf of bondholders of various subsidiaries of Indonesian paper-making giant Asia Pulp and Paper (“APP”), G&E filed an action alleging that the bondholders were defrauded by APP’s financial statements which were inflated by nearly \$1 billion in fictitious sales. Defendants’ motions to dismiss were denied. Franklin High Income Trust, et al. v. APP Global Ltd., et al., N.Y. Sup. Ct., Trial Div., Index No. 02-602567. The matter was resolved through a confidential settlement.

(15) **Alstom**

Louisiana State Employees’ Retirement System was appointed as co-lead plaintiff and G&E was appointed co-lead counsel in a class action against Alstom SA, a French corporation engaged in power generation, transmission and distribution in France. The suit alleges that Alstom and other defendants made false and misleading statements concerning the growth and financial performance of its transportation subsidiary. A settlement in the amount of \$6.95 million is awaiting Court approval. In re Alstom SA Sec. Litig., S.D.N.Y. 03-cv-6595.

(16) **Parmalat**

G&E is co-lead counsel in this securities class action arising out of a multi-billion dollar fraud at Parmalat, which the SEC has described as “one of the largest and most brazen corporate financial frauds in history.” Settlements exceeding \$90 million were reached. In re Parmalat Sec. Litig., S.D.N.Y. 04-MDL-1653.

(17) **Marsh & McLennan**

G&E was co-lead counsel for the class of former Marsh & McLennan shareholders in this federal securities class action alleging that the company, its officers, directors, auditors, and underwriters participated in a fraudulent scheme involving, among other things, bid-rigging and secret agreements to steer business to certain insurance companies in exchange for “kick-back” commissions. After five years of litigation, G&E achieved a \$400 million settlement on behalf of the

class. In re Marsh & McLennan Companies, Inc. Sec. Litig., S.D.N.Y. 04-cv-8144.

(18) Hollinger International

G&E was co-lead counsel in this securities class action arising out of a company scandal at Hollinger International, Inc. which involves payment of millions of dollars to certain executives, including the company's former CEO, Lord Conrad Black, relating to sales of company assets. G&E negotiated a settlement with Hollinger in the amount of \$37.5 million. Hollinger International Securities Litigation, N.D. Ill. 04-C-0834.

(19) General Motors

G&E served as co-lead counsel in a securities class action against GM, arising from alleged false statements in GM's financial reports. After about two and a half years of litigation, a settlement was reached with GM for \$277 million, with GM's auditor, Deloitte & Touche contributing an additional \$26 million. The combined \$303 million settlement ranked among the largest shareholder recoveries of 2008. In re General Motors Corp. Sec. Litig., E.D. Mich., MDL No. 1749.

(20) Delphi

Delphi is an automotive company that was spun off of General Motors. The company failed as a stand-alone entity, but concealed its failure from investors. G&E's client, one of the largest pension funds in the world, served as a lead plaintiff, and G&E served as co-lead counsel in this securities class action, which produced settlements totaling \$325 million from Delphi, its auditor and its director and officers liability insurer. In re Delphi Corporation Securities Derivative & ERISA Litigation, E.D. Mich., MDL No. 1725.

(21) Refco

A mere two months after going public, Refco admitted that its financials were unreliable because the company had concealed that hundreds of millions of dollars of uncollectible receivables were owed to the company by an off-balance sheet entity owned by the company's CEO. G&E served as a co-lead counsel and G&E's client, PIMCO, was a co-lead plaintiff. The case resulted in recoveries totaling \$422 million for investors in Refco's stock and bonds (including \$140 million from the company's private equity sponsor, over \$50 million from the underwriters, and \$25 million from the auditor). In re Refco, Inc. Securities Litigation, S.D.N.Y., No. 05 Civ. 8626.

(22) Sprint

G&E represented lead plaintiff institutional investor Carlson Capital, L.P. in this class action suit against Sprint Corporation and its former CEO and directors for

breach of fiduciary duty in the consolidation of two separate tracking stocks. In December 2007, a \$57.5 million settlement was approved. In re Sprint Corporation Shareholder Litigation, D. Kan., No. 04 CV 01714.

(B) In Derivative and Other Corporate Litigation:

(1) Digex

This case resulted in a settlement of over \$400 million, the largest reported settlement in the history of Delaware corporate litigation. G&E represented the lead plaintiff, TCW Technology Limited Partnership, in alleging that Digex, Inc.'s directors and majority stockholder (Intermedia, Inc.) breached their fiduciary duties in connection with WorldCom's proposed \$6 billion acquisition of Intermedia. Among other issues, WorldCom was charged with attempting to usurp a corporate opportunity that belonged to Digex and improperly waiving on Digex's behalf the protections of Delaware's business combination statute. Following G&E's argument on a motion to preliminarily enjoin the merger, the Court issued an opinion declining to enjoin the transaction but acknowledging plaintiffs' likelihood of success on the merits. In re Digex, Inc. Shareholders Litigation, C.A. No. 18336, 2000 WL 1847679 (Del. Ch. Dec. 13, 2000). The case settled soon thereafter.

(2) UnitedHealth Group

G&E represented the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Connecticut Retirement Plans and Trust Funds as lead plaintiffs in a derivative and class action suit in which G&E successfully challenged \$1.2 billion in back-dated options granted to William McGuire, then-CEO of health care provider UnitedHealth Group. This was among the first – and most egregious – examples of options backdating. G&E's case produced a settlement of \$922 million, the largest settlement in the history of derivative litigation in any jurisdiction. In re UnitedHealth Group Inc. Shareholder Derivative Litig., C.A. No. 06-cv-1216 (D. Minn.)

(3) AIG

In the largest settlement of derivative shareholder litigation in the history of the Delaware Chancery Court, G&E reached a \$115 million settlement in a suit against former executives of AIG for breach of fiduciary duty. The case challenged hundreds of millions of dollars in commissions paid by AIG to C.V. Starr & Co., a privately held affiliate controlled by former AIG Chairman Maurice "Hank" Greenberg and other AIG directors. The suit alleged that AIG could have done the work for which it paid Starr, and that the commissions were simply a mechanism for Greenberg and other Starr directors to line their pockets. Teachers' Retirement System of Louisiana v. Greenberg, et al., C. A. No. 20106-VCS (Del. Ch.).

(4) **Genentech**

When Swiss healthcare company Roche offered to buy out biotech leader Genentech Inc. for \$43.7 billion, or \$89 per share, G&E filed a derivative claim on behalf of institutional investors opposed to the buyout. With the pressure of the pending litigation, G&E was able to reach a settlement that provided for Roche to pay \$95 per share, representing an increase of approximately \$3 billion for minority shareholders. In re Genentech, Inc. Shareholders Litig., C.A. No. 3911-VCS (Del. Ch.).

(5) **Willamette**

In January 2002, at the request of Wyser-Pratte Management Co., Inc. and Franklin Mutual Advisors, G&E filed a shareholder derivative action in Oregon state court claiming that the board of Willamette Industries, Inc. breached its fiduciary duties by attempting to cause Willamette to acquire the asbestos-ridden building products division of Georgia-Pacific Company as part of a scorched-earth effort to defeat a hostile takeover of Willamette by its chief competitor, Weyerhaeuser Company. G&E obtained an expedited hearing on its motion for a preliminary injunction and obtained an agreement from Willamette at the hearing not to consummate any deal with Georgia-Pacific without providing prior notice to G&E. Almost immediately thereafter, and after years of fighting against Weyerhaeuser's take-over attempts, the Willamette board relented and agreed to sell the company to Weyerhaeuser. Wyser-Pratte Management Co., Inc. & Franklin Mutual Advisors v. Swindells, et al., No. 0201-0085 (Ore. Cir. Ct.).

(6) **Medco Research**

In January 2000, G&E filed a shareholder derivative action on behalf of State of Wisconsin Investment Board against the directors of Medco Research, Inc. in Delaware Chancery Court. The suit alleged breach of fiduciary duty in connection with the directors' approval of a proposed merger between Medco and King Pharmaceuticals, Inc. G&E was successful in obtaining a preliminary injunction requiring Medco to make supplemental and corrective disclosures. Because of G&E's efforts, the consideration to Medco's stockholders increased by \$4.08 per share, or \$48,061,755 on a class-wide basis. State of Wisconsin Investment Board v. Bartlett, et al., C.A. No. 17727, 2000 WL 193115 (Del. Ch. Feb. 9, 2000).

(7) **Occidental Petroleum**

G&E represented Teachers' Retirement System of Louisiana and served as co-counsel in a shareholders' derivative suit against the directors of Occidental Petroleum Corporation, challenging as corporate waste the company's excessive compensation arrangements with its top executives. Filed in California state court, the case settled when the company agreed to adopt CalPERS's model principles of corporate governance and undertook to reconstitute its key

committees so as to meet the tests of independence under those principles. Teachers' Retirement System of Louisiana v. Irani et al., No. BC1850009 (Cal. Super.).

(8) Staples, Inc.

On behalf of Teachers' Retirement System of Louisiana, G&E challenged Staples, Inc.'s proposed "recapitalization" plan to unwind a tracking stock, Staples.com, which it created in 1998. G&E obtained a preliminary injunction against the deal and the deal terms were ultimately altered resulting in a \$15-\$20 million gain for shareholders. Additional disclosures were also required so that shareholders voted on the challenged transaction based on a new proxy statement with substantial additional disclosures. In re Staples, Inc. Shareholders Litigation, C.A. No. 18784, 2001 WL 640377 (Del. Ch. June 5, 2001).

(9) SFX/Clear Channel Merger

G&E filed a class action on behalf of Franklin Advisers, Inc. and other stockholders of SFX, challenging the merger between SFX and Clear Channel. While the SFX charter required that in any acquisition of SFX all classes of common stockholders be treated equally, the merger, as planned, provided for approximately \$68 million more in consideration to the two Class B stockholders (who happened to be the senior executives of SFX) than to the public stockholders. The merger was structured so that stockholders who voted for the merger also had to vote to amend the Charter to remove the non-discrimination provisions as a condition to the merger. G&E negotiated a settlement whereby \$34.5 million more was paid to the public stockholders upon closing of the merger. This was more than half the damages alleged in the Complaint. Franklin Advisers, Inc., et al. v. Sillerman, et al., C.A. No. 17878 (Del. Ch.).

(10) Lone Star Steakhouse & Saloon

G&E filed a derivative lawsuit on behalf of CalPERS against Lone Star's former CEO, Jamie Coulter, and six other Lone Star directors. The suit alleged that the defendants violated their fiduciary duties in connection with their approval of the company's acquisition of CEI, one of Lone Star's service providers, from Coulter, as well as their approvals of certain employment and compensation arrangements and option repricing programs. Before filing the suit, G&E had assisted in CalPERS in filing a demand for books and records pursuant to Section 220 of the Delaware General Corporation Law. The company's response to that demand revealed the absence of any documentation that the board ever scrutinized transactions between Lone Star and CEI, that the board negotiated the purchase price for CEI, or that the board analyzed or discussed the repricing programs. In August 2005, the Court approved a settlement negotiated by G&E whereby Lone Star agreed to a repricing of options granted to certain of its officers and directors, payments from certain of the officers and directors related to option grants, and a \$3 million payment from Lone Star's director and officer insurance policy. Lone Star further acknowledged that the lawsuit was one of the significant factors

considered in its adoption of certain corporate governance reforms. California Public Employees' Retirement System v. Coulter, et al., C.A. No. 19191 (Del. Ch.).

(11) **Siebel**

The issue of excessive executive compensation has been of significant concern for investors, yet their concerns have remained largely unaddressed due to the wide discretion afforded corporate boards in establishing management's compensation. G&E effected a sea change in the compensation policies of Siebel Systems, a leading Silicon Valley-based software developer long considered to be an egregious example of executive compensation run amok, and caused Thomas Siebel, the company's founder and CEO, to cancel 26 million options with a potential value of \$54 million. Since the company's founding in 1996, Siebel Systems had paid Mr. Siebel nearly \$1 billion in compensation, largely in the form of lavish stock options that violated the shareholder-approved stock option plan. In addition, the company had paid its directors millions of dollars for their service on the board, also in the form of stock options, at levels exponentially higher than that paid to directors on the boards of similar companies. G&E, on behalf of Teachers' Retirement System of Louisiana, commenced a derivative action challenging the company's compensation practices in September of 2002 even though a prior, similar lawsuit had been dismissed. Following a hard-fought and acrimonious litigation, G&E successfully negotiated a settlement that, in addition to the options cancellation, included numerous corporate governance reforms. The company agreed to, *inter alia*, restructure its compensation committee, disclose more information regarding its compensation policies and decisions, cause its outside auditor to audit its option plans as part of the company's annual audit, and limit the compensation that can be paid to directors. The Siebel Systems settlement generated considerable favorable press in the industry, as investors and compensation experts anticipated that the reforms adopted by Siebel Systems could affect how other companies deal with compensation issues. Teachers' Retirement System of Louisiana v. Thomas M. Siebel, et al., C. A. No. 425796 (Cal. Super.).

(12) **HealthSouth Corporation**

G&E filed a derivative and class action lawsuit on behalf of Teachers' Retirement System of Louisiana against HealthSouth Corporation, its auditors, certain individual defendants, and certain third parties seeking, *inter alia*, an order forcing the HealthSouth board of directors to hold an annual shareholder meeting for the purpose of electing directors, as no such meeting had been held for over thirteen months. Following a trial, G&E negotiated a settlement of part of its claims, pursuant to which five of the defendant directors who were alleged to have engaged in improper self-dealing with the company agreed to resign and be replaced by directors selected by a committee comprised in part by institutional investors of HealthSouth. Teachers' Retirement System of Louisiana v. Scrushy, Del. Ch., C.A. No. 20529 (March 2, 2004).

(13) NYSE/Archipelago

G&E served as co-lead counsel in a class action in New York state court, brought on behalf of a class of seat holders of the New York Stock Exchange (“NYSE”) challenging the proposed merger between the NYSE and Archipelago Holdings, LLC. The complaint alleged that the terms of the proposed merger were unfair to the NYSE seat holders, and that by approving the proposed merger, the NYSE board of directors had violated their fiduciary duties of care, loyalty and candor, because the transaction was the result of a process that was tainted by conflicts of interest and the directors failed adequately to inform themselves of the relevant facts. The court denied the defendants’ motion to dismiss, and after expedited discovery, including over 30 depositions in a five week period, a preliminary injunction evidentiary hearing was held, in which plaintiffs sought to postpone the vote on the merger until a new, current fairness opinion was obtained from an independent financial advisor. On the second day of the hearing, the defendants agreed to the relief being sought, namely that they would obtain a new, current fairness opinion from an independent financial advisor. In re New York Stock Exchange/Archipelago Merger Litig., No. 601646/05 (Sup. Ct. N.Y. Co.)

(14) Caremark / CVS

G&E represented institutional shareholders in this derivative litigation challenging the conduct of the board of directors of Caremark Rx Inc. in connection with the negotiation and execution of a merger agreement with CVS, Inc., as well as that board’s decision to reject a competing proposal from a different suitor. Ultimately, through the litigation, G&E was able to force Caremark’s board not only to provide substantial additional disclosures to the public shareholders, but also to renegotiate the terms of the merger agreement with CVS to provide Caremark shareholders with an additional \$3.19 billion in cash consideration and to ensure Caremark’s shareholders had statutory appraisal rights in the deal. Louisiana Municipal Police Employees’ Retirement System, et al. v. Crawford, et al., C.A. No. 2635-N (Del. Ch.).

(15) AIG

In the largest settlement of derivative shareholder litigation in the history of the Delaware Chancery Court, G&E reached a \$115 million settlement in a suit against former executives of AIG for breach of fiduciary duty. The case challenged hundreds of millions of dollars in commissions paid by AIG to C.V. Starr & Co., a privately held affiliate controlled by former AIG Chairman Maurice “Hank” Greenberg and other AIG directors. The suit alleged that AIG could have done the work for which it paid Starr, and that the commissions were simply a mechanism for Greenberg and other Starr directors to line their pockets. Teachers’ Retirement System of Louisiana v. Greenberg, et al., C. A. No. 20106-VCS (Del. Ch.).

(16) Del Monte Foods

G&E served as lead counsel in shareholder litigation in which the Firm obtained an \$89.4 million settlement against Del Monte Foods Co. and Barclays Capital. On February 14, 2011, the Delaware Chancery Court issued a ground-breaking order enjoining not only the shareholder vote on the merger, but the merger agreement's termination fee and other mechanisms designed to deter competing bids. As a result of plaintiff's efforts, the Board was forced to conduct a further shopping process for the company. Moreover, the opinion issued in connection with the injunction has resulted in a complete change on Wall Street regarding investment banker conflicts of interests and company retention of investment bankers in such circumstances. In re Del Monte Shareholder Litigation, C.A. No. 6027-VCL (Del. Ch).

(C) In Securities Class Action Opt-Out Litigation

(1) AOL Time Warner, Inc.

G&E filed an opt-out action against AOL Time Warner, its officers and directors, auditors, investment bankers and business partners. The case challenged certain transactions entered by the company to improperly boost AOL Time Warner's financials. G&E was able to recover for its clients more than 6 times the amount that they would have received in the class case.

(2) BankAmerica Corp.

G&E filed an individual action seeking to recover damages caused by the defendants' failure to disclose material information in connection with the September 30, 1998 merger of NationsBank Corporation and BankAmerica Corporation. G&E was preparing the case for trial when it achieved a settlement whereby the firm's client received more than 5 times what it would have received in the related class action. Those proceeds were also received approximately one year earlier than the proceeds from the class action settlement.

(3) Bristol-Myers Squibb

G&E filed an opt-out action against Bristol-Myers Squibb, certain of its officers and directors, its auditor, and Imclone, Inc., alleging that Bristol-Myers had falsified billions of dollars of revenue as part of a scheme of earnings management. While the federal class action was dismissed and eventually settled for only 3 cents on the dollar, G&E's action resulted in a total settlement representing approximately 10 times what the firm's clients likely would have received from the class action.

(4) Owest Communications

G&E filed an individual action against Qwest, its accountant (Arthur Anderson LLP), Solomon Smith Barney, and current and former officers and directors of those companies. The case alleged that Qwest used “swap deals” to book fake revenue and defraud investors. G&E was able to recover for its clients more than 10 times what they would have recovered had they remained members of the class.

(5) **WorldCom**

G&E filed an opt-out action against former senior officers and directors of WorldCom, including former CEO Bernard Ebbers, and Arthur Andersen LLP (WorldCom’s former auditor), among others. The case stemmed from the widely-publicized WorldCom securities fraud scandal that involved false and misleading statements made by the defendants concerning WorldCom’s financials, prospects and business operations. G&E recovered for its clients more than 6 times what they would have received from the class action.

EXHIBIT

29

CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF JOSEPH C. KOHN ON BEHALF OF KOHN, SWIFT
& GRAF, P.C. IN SUPPORT OF DIRECT PURCHASER CLASS
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

I, Joseph C. Kohn, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a shareholder and director of the law firm Kohn, Swift & Graf, P.C. ("KSG"). I am submitting this declaration in support of Class Counsel's motion for attorney fees and reimbursement of expenses in connection with

services rendered by KSG in the above-entitled actions. A copy of my firm's resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As a counsel of record in this case for the Direct Purchaser Plaintiffs, my firm was involved in certain aspects of this litigation during the period April, 2002 to August, 2003.

3. Organization of counsel is critical to the efficient management of complex litigation such as this case. My firm coordinated assignments with Class Counsel through email and regular conference calls. All attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

4. From the inception of this litigation to the present, my firm expended the total of 65.3 hours in this litigation. The total lodestar for my firm is \$44,770.00.

5. The schedule below is a summary of the amount of time spent, from inception through present, by my firms' attorney and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by our firm, which are available at the request of the Court. Time

expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Seth Goren		4.90	200.00	\$980.00
Michael J. Boni		60.4	725.00	\$43,790.00

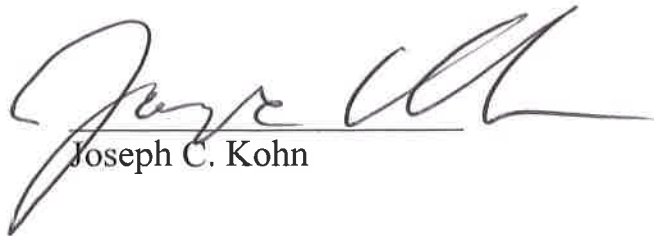
6. My firm also has incurred a total of \$108.41 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expense	Amount
Telephone/Conference/Telecopier	\$52.44
Duplicating/Printing/CD	\$22.32
Postage/Federal Express	\$33.65

7. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense

vouchers, check records and other source material and accurately record the expenses incurred.

Dated: 24 June, 2014


Joseph C. Kohn

Sworn to and subscribed before me this 24th day of June, 2014.


NOTARY PUBLIC

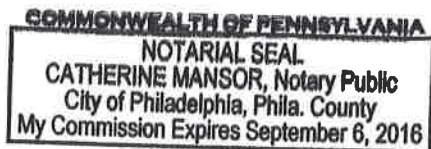


EXHIBIT 1

KOHN, SWIFT & GRAF, P.C.

Since its founding in 1969, the firm of Kohn, Swift & Graf, P.C., has been a national leader in the prosecution of antitrust class actions and other complex commercial litigation. Kohn, Swift & Graf, P.C. and its attorneys have been selected by courts and co-counsel to be lead counsel, or members of the executive committee of counsel, in scores of class actions throughout the country in the antitrust, securities fraud, tort and consumer protection fields.

The firm has been co-lead counsel in the Holocaust Era cases and other ground breaking international human rights litigation which have resulted in settlements totaling billions of dollars for plaintiff classes from Swiss banks and German and Austrian industries. The firm also maintains a general business litigation practice representing plaintiffs and defendants, including Fortune 500 and other publicly traded corporations, in state and federal courts.

The firm and its shareholders have been recognized for their excellence in antitrust, business and human rights litigation by numerous publications, including the Best Lawyers in America, Chambers USA America's Leading Business Lawyers and Pennsylvania Super Lawyers.

The Kohn firm has been a leader in the prosecution of antitrust class actions for the past 40 years. The firm was recently appointed one of the lead counsel in In re Automotive Parts Antitrust Litigation, Master File No. 12-md-02311 and MDL No. 2311 (MDL No. 2311 includes In re Wire Harness Antitrust Litigation; In re Instrument Panel Cluster Antitrust Litigation; In re Heater Control Panel

Antitrust Litigation; In re Occupant Safety Systems Antitrust Litigation; and In re Bearings Antitrust Litigation). The firm has also served as lead or co-lead counsel in the following antitrust class actions, among others: In re Packaged Ice Antitrust Litigation, Case No. 08-MD-01952 and MDL No. 1942 (E.D. Mich.); In re Fasteners Antitrust Litigation, MDL No. 1912 (E.D. Pa.); In re Graphite Electrodes Antitrust Litigation, MDL No. 1244 (E.D. Pa.) (over \$133 million in settlements obtained for the class); In re Automotive Refinishing Paint Antitrust Litigation, MDL No. 1426 (E.D. Pa.) (settlements totaling \$105.75 million); In re Plastics Additives Antitrust Litigation, MDL No. 1684 (E.D. Pa.) (settlements of \$46 million); In re Residential Doors Antitrust Litigation, MDL 1039 (E.D. Pa.) (\$18 million in settlements); In re Chlorine and Caustic Soda Antitrust Litigation, 116 F.R.D. 622 (E.D. Pa. 1987) (settled on eve of trial for \$51 million); Cumberland Farms, Inc. v. Browning Ferris Indus., Inc., 120 F.R.D. 642 (E.D. Pa. 1988) (class action alleging price fixing in waste hauling industry-case settled shortly before trial for \$50 million); In re Compact Disc Minimum Advertised Price Antitrust Litigation, MDL No. 1361 (D. Me.) (settlements totaling \$143 million approved); In re Stock Exchanges Options Antitrust Litigation, MDL No. 1283 (S.D.N.Y.) (settlements reached with over 40 defendants for \$44 million); In re Pillar Point Partners Antitrust Litigation, MDL No. 1202 (D. Arizona) (settlements of \$50 million); In re Amino Acid Lysine Antitrust Litigation, 918 F.Supp. 1190 (N.D. Ill. 1996) (settlements in excess of \$50 million); In re Toys “R” Us, Inc., Antitrust Litigation, MDL 1211 (E.D.N.Y.) (\$55 million settlement value); In re Plywood Antitrust Litigation, MDL 159 (D. La.)

(tried to verdict for plaintiffs; affirmed by Fifth Circuit; total settlements of approximately \$173 million).

In addition, the Kohn firm is and has been a member of a steering committee or executive committee of counsel in dozens of antitrust class actions, including: In re Currency Conversion Fee Antitrust Litigation, (S.D.N.Y.); In re Carbon Fiber Antitrust Litigation (C.D. Cal.); In re Linerboard Antitrust Litigation (E.D.Pa.); In re Relafen Antitrust Litigation (D.Mass.); In re Brand Name Prescription Drugs Antitrust Litigation (N.D. Ill.); In re Commercial Explosives Antitrust Litigation (D. Utah); In re Catfish Antitrust Litigation (N.D. Miss.); In re Commercial Paper Antitrust Litigation (M.D.Fla.); In re Glassine and Greasproof Paper Antitrust Litigation (E.D. Pa.); In re Corrugated Container Antitrust Litigation, (S.D. Tex.); In re Sugar Industry Antitrust Litigation (E.D. Pa.).

The Kohn firm also maintains a business litigation practice and has represented private clients as plaintiffs in antitrust cases where it was the sole counsel, or assisted by a few co-counsel. These cases were hard fought and several have proceeded through trial and appeals: Alvord-Polk, Inc. v. F. Schumacher & Co., 37 F.3d 996 (3d Cir. 1994), cert.denied, 514 U.S. 1063 (1995) (summary judgment in favor of defendants reversed by Third Circuit; certiorari denied by the Supreme Court; case tried to conclusion before a jury and settled after trial); Gulfstream III Associates, Inc. v. Gulfstream Aerospace Corp., 995 F.2d 425 (3d Cir. 1993) (jury verdict in favor of plaintiff; case settled); Big Apple BMW, Inc. v. BMW of North America, Inc., 974 F.2d 1358 (3d Cir. 1992), cert. denied, 507 U.S. 912

(1993) (summary judgment in favor of defendant reversed by Third Circuit; case settled prior to trial).

In addition to its antitrust practice, the Kohn firm has been retained by institutional investors, including several multi-billion dollar pension funds, to monitor their investments and to commence litigation when appropriate. The firm has brought litigation on behalf of the Retirement System of the City of Philadelphia, the Police and Fire Retirement System of the City of Detroit and the General Retirement System of the City of Detroit. The Kohn firm has been lead or co-lead counsel in the following securities class actions among others: In re KLA-Tencor Corp. Securities Litigation, Master File No. 06-cv-04065-MJJ (N.D. Cal) (\$65 million settlement approved); In re Marvell Technology Group, Ltd. Securities Litigation, Master File No. 06-06286-RMW (N.D. Cal.) (\$72 million settlement approved); In re Calpine Corporation Securities Litigation, Master File No. C-02-1200 (N.D. Cal) (settled on an individual basis after trial preparation nearly complete); In re Schulman Partnerships Securities Litigation, MDL 753-AAH (C.D. Ca.); Goldenberg, et al. v. Marriott PLP Corp., et al., No. PJM 95-3461 (D. Md.); In re Intelligent Electronics, Inc. Securities Litigation, Master File No. 92-CV-1905 (E.D. Pa.); WEBBCO v. Tele-Communications, Inc., et al., No. 94-WM-2254 (D. Colo.); The Carter Revocable Trust v. Tele-Communications, Inc., et al., No. 94-WM-2253 (D. Colo.); Rabin v. Concord Assets Group, Inc., et al., 89 Civ. 6130 (LBS) (S.D.N.Y.); Sadler v. Stonehenge Capital Corp., et al., 89 Civ. 6512 (KC); Ramos, et al. v. Patrician Equities Corp., et al., 89 Civ. 5370 (TPG) (S.D.N.Y.); In re

Advacare Securities Litigation, (E.D. Pa. 1993); Solo, et al. v. Duval County Housing Finance Authority, et al., No. 94-1952-CA (Duval Cty. Fla.); In re Clinton Oil Securities Litigation, (D. Kan. 1982).

The firm also has litigated numerous consumer and mass tort class actions, such as: In re Synthroid Marketing Litigation, MDL No. 1182 (N.D. Ill.); In re Temporomandibular Joint (TMJ) Implants Products Liability Litigation, MDL No. 1001 (D. Minn.); In re Bolar Pharmaceutical Co., Inc. Generic Drug Consumer Litigation, MDL No. 849 (E.D.Pa.); In re General Motors Corporation Pickup Truck Fuel Tank Products Liability Litigation, MDL No. 961 and Master File No. 92-6450 (E.D.Pa.); In re Factor VIII or Factor IX Concentrate Blood Products Litigation, Civil Action No. 93-5969 and MDL No. 986 (N.D.Ill.); In re Copley Pharmaceutical, Inc., "Albuterol" Products Liability Litigation, MDL Docket No. 94-140-1013 (D. Wyo.).

Courts throughout the country have praised the firm's ability to handle complex class litigation:

In re Automotive Refinishing Paint Antitrust Litigation, MDL No. 1426 (E.D. Pa.). Judge Surrick stated: "I want to commend counsel on both sides of this litigation. I think the representation on both sides of this litigation is as good as I've ever seen in my entire professional career." Transcript of hearing, August 9, 2007, pp. 18-19.

In re Graphite Electrodes Antitrust Litigation, Master File No. 97-CV-4182, MDL No. 1244 (E.D. Pa.). Judge Weiner wrote that "[c]lass counsel exhibited the

highest level of skill and professionalism in their conduct of this litigation.” Order of September 8, 2003.

In re Compact Disc Minimum Advertising Price Antitrust Litigation, MDL No. 1361 (D. Me.). In selecting the firm as lead counsel, Judge Hornby stated that “I have concluded that the firm Kohn, Swift & Graf has the experience, skill, resources, and expertise best able to move this matter forward, and I hereby designate that firm as lead counsel.” Order of January 26, 2001, p. 2.

In re Amino Acid Lysine Antitrust Litigation, MDL No. 1083 (N.D. Ill.). After selecting Kohn Swift & Graf, P.C. as sole lead counsel, at the conclusion of the case Judge Shadur praised the firm’s “extraordinarily professional handling” of the matter, which justified the selection of the firm *ab initio*. Transcript of hearing, February 27, 1998, pp. 3 -4.

In re: Rio Hair Naturalizer Products Liability Litigation, MDL 1055 (E.D. Mich.). Judge Rosen stated that “the work of [lead counsel] and the manner in which they conducted themselves exhibited the very highest level of professionalism and competence in our legal system.” 1996 U.S. Dist. LEXIS 20440, *57 (E.D. Mich., December 20, 1996).

In re: Montgomery Ward Catalog Sales Litigation, Master File No. 85-5094, MDL No. 685 (E.D. Pa). Judge Green praised “the efficient and excellent quality of the attorneys’ work.” Memorandum and Order, August 24, 1988.

EXHIBIT

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CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF ADAM M. MOSKOWITZ ON BEHALF OF KOZYAK
TROPIN & THROCKMORTON, LLP IN SUPPORT OF DIRECT
PURCHASER CLASS COUNSEL'S MOTION FOR AN AWARD OF
ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Adam M. Moskowitz, under penalty of perjury under the laws of the
United States of America, declare as follows:

1. I am a partner of the law firm Kozyak Tropin & Throckmorton, LLP
("Kozyak Tropin"). I am submitting this declaration in support of Class Counsel's
motion for attorney fees and reimbursement of expenses in connection with

services rendered by Kozyak Tropin in the above-entitled actions. A copy of my firm's resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As a counsel of record in this case for the Direct Purchaser Plaintiffs, my firm has been involved in many aspects of this litigation for almost two years, including assisting in mainly reviewing hundreds of thousands of documents and assisting in litigation strategy.

3. Organization of counsel is critical to the efficient management of complex litigation such as this case. My firm coordinated assignments with Class Counsel through email and regular conference calls. All attorneys, paralegals, and law clerks in my firm were instructed to keep contemporaneous time records reflecting their time spent on this case.

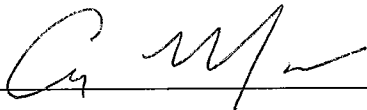
4. From the inception of this litigation to the present, my firm expended the total of 154.1 hours in this litigation. The total lodestar for my firm is \$36,772.50.

5. The schedule below is a summary of the amount of time spent, from inception through present, by my firms' attorney and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and

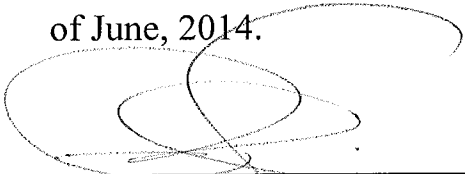
maintained by our firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Chad J. Noel	Paralegal	145.1	\$225.00	\$32,647.50
Michael Schwager	Associate	3	\$225.00	\$675.00
Adam M. Moskowitz	Partner	6	\$575.00	\$3,450.00

Dated: June 20, 2014



Sworn to and subscribed before me this 20th day of June, 2014.



NOTARY PUBLIC



RAQUEL PENALVER
MY COMMISSION # EE 121675
EXPIRES: October 26, 2015
Boroes Thru Budget Notary Services

EXHIBIT 1



ADAM M. MOSKOWITZ

amm@kttlaw.com
Direct Line: 305.377.0652

2525 Ponce de Leon, 9th Floor
Miami, Florida 33134
kttlaw.com

Adam M. Moskowitz is a partner at Kozyak Tropin & Throckmorton. He concentrates his practice primarily on class action matters and the trial of complex litigation.

Mr. Moskowitz has been an adjunct professor in class action litigation at the University of Miami School of Law for almost ten years and is experienced in all forms of class action claims, including RICO, antitrust, deceptive and unfair trade practices, and breach of contracts. He frequently leads Kozyak Tropin & Throckmorton's participation in multi-state class action litigation that involves teams of law firms from around the nation.

Mr. Moskowitz' practice also encompasses the trial of complex commercial litigation matters. He has also specialized in securities fraud actions, and served as Chairperson on numerous NASD securities arbitration panels. Mr. Moskowitz actively participates in local and national seminars and panels and has published numerous articles on litigation and class actions.

He earned his J.D. degree, *cum laude*, in 1993 from the University of Miami School of Law, where he was Managing Editor and Assistant Articles and Comments Editor of the University of Miami Law Review and received numerous awards including the Dean's Merit Scholarship, the Hanna D. Mott National Scholarship, and various Jurisprudence Book awards. Mr. Moskowitz earned his Bachelor's Degree in 1989 from Syracuse University, where he was president of the varsity debate team.

KEY PRACTICE AREAS

- Class Actions
- Plaintiff's Commercial Litigation
- Products Liability Litigation
- RICO
- Antitrust
- Securities Fraud
- Securities Arbitration

MEMBERSHIPS

- Florida Bar, 1993
- United States District Court, Southern District of Florida
- United States Court of Appeals, Eleventh Circuit
- Miami-Dade County Bar Association
- Florida Bar Association
- American Bar Association
- Florida Trial Lawyers Association
- American Trial Lawyers Association

more...

EDUCATION

- J.D., *cum laude*, University of Miami
- Managing Editor and Assistant Articles and Comments Editor of the University of Miami Law Review
- B.A., Syracuse University

EXHIBIT

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CLEMENTE MUELLER, P.A.
Jonathan D. Clemente
218 Ridgedale Avenue
Cedar Knolls, NJ 07927
Tel.: 973/455-8008
*Liaison Counsel for the
Direct Purchaser Class Plaintiffs*

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY

IN RE NEURONTIN ANTITRUST
LITIGATION

MDL Docket No. 1479
Master Civil Action No. 02-1390
(FSH)

THIS FILING RELATES TO:
DIRECT PURCHASER CLASS CASES

Civil Action Nos.
02-1830 (FSH)
02-2731 (FSH)

**DECLARATION OF OREN GISKAN IN SUPPORT OF DIRECT
PURCHASER CLASS COUNSEL'S MOTION FOR AN AWARD OF
ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Oren Giskan, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a member of the law firm Giskan Solotaroff Anderson & Stewart. I am submitting this declaration in support of Class Counsel's motion for attorney fees and reimbursement of expenses in connection with services rendered by me at my former firm, Prongay & Borderud, in the above-entitled actions. The

factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. As a counsel of record in this case for the Direct Purchaser Plaintiffs, Prongay & Borderud was involved, to the best of my recollection, in the factual investigation for and preparation of a complaint that was included in the above entitled actions.

3. From the inception of this litigation to the present, Prongay & Borderud expended a total of four hours in this litigation. The total lodestar for Prongay & Borderud is \$2700 (based on my current rate).

4. The schedule below is a summary of the amount of time spent, from inception through present, by my firms' attorney and its support staff in this litigation, and the lodestar calculation based on current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by our firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Attorneys and Staff	Status	Total Hours	Current Hourly Rate	Total Lodestar
Oren Giskan	Partner	4	\$675	\$2700

5. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source material and accurately record the expenses incurred.

Dated: June 17, 2014



Oren Giskan

Sworn to and subscribed before me this 17th day of June, 2014.



NOTARY PUBLIC

DARNLEY D. STEWART
NOTARY PUBLIC-STATE OF NEW YORK
No. 02ST6186133
Qualified in New York County
My Commission Expires April 28, 2012
JUNE 18, 2016

EXHIBIT 1

OREN GISKAN is admitted to practice in the states of New York (1993) and Illinois (1990). He received his law degree from the University of Pennsylvania in 1990 and his Bachelor of Arts from the University of Chicago in 1986.

Mr. Giskan served as lead class counsel in *In re Check Loan Litigation*, N.D. Cal. 09-md-02032 (\$100 million settlement of claims related to increase of minimum monthly credit card payments); *Cohen v. JP Morgan Chase & Co. and JP Morgan Chase Bank*, E.D.N.Y. 04-cv-4098 (settlement of deceptive claims related to charging of mortgage fee resulting in a recovery of 100% of damages for class members); *Sebrow v. Allstate Insurance Company*, E.D. N.Y., CV-07-3929 (settlement of deceptive practice claims regarding non-renewal of homeowners insurance policies), *Education Station v. Yellow Book USA*, Superior Court of New Jersey (\$70 million settlement of false advertising claims), *Danielson v. Rockford Memorial Hospital*, Circuit Court of Winnebago County Illinois, No. 01 L 139 (settlement of patient billing claims under the Illinois Consumer Fraud Act), and *Truschel v. Juno Online Inc.*, Supreme Court of the State of New York, New York County, No. 01/602486 (settlement of consumer protection claims regarding failure to provide Internet service). He is actively litigating several other consumer fraud actions throughout the country as lead or class counsel. Prior to forming the firm of Giskan & Solotaroff in October 2002, Mr. Giskan worked for the firms of Prongay & Borderud, the Law Offices of James V. Bashian, P.C. and Zwerling, Schachter & Zwerling, LLP, in New York, New York where he was actively involved as lead counsel for plaintiffs in many securities class action lawsuits including: *Hal Bloomberg Trust v. Gencor Industries, Inc.*, M.D. Fla., 99-106-Civ-Orl; *Kaplan v. Prins Recycling Corp.*, D.N.J., 96 Civ. 2444; *In re Lady Luck Gaming Corporation Securities Litigation*, D. Nev., CV-S-95-266-LDG (RLH); *In re American Pacific Securities Litigation*, D. Nev., CV-S-93-00576-PMP; and *In re Foodmaker/Jack-in-the-Box Securities Litigation*, W.D. Wash., No. C93-517WD. He also actively participated as one of the lead counsel in coordinated nationwide class actions against America Online Inc. regarding its deceptive billing practices.

From 1990-92, Mr. Giskan was an associate with Jenner & Block in Chicago, Illinois where he focused on securities and general commercial litigation.