

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
Miami-Dade Division

CASE NO. 13-21158-CIV-LENARD/GOODMAN

MONICA BARBA, JONATHAN)
REISMAN, KAREN and RAYNA)
DEREUS, JODI and MINDI LEIT, and)
BARRIE and BRIAN SHANAHAN, on)
behalf of themselves and all others)
similarly situated,)

Plaintiffs,)

v.)

SHIRE U.S., INC., a New Jersey)
Corporation, SHIRE, LLC, a Kentucky)
Limited Liability Company, and DOES 1)
through 100, inclusive,)

Defendants.)

**JOINT DECLARATION OF CLASS COUNSEL IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES, COSTS AND SERVICE AWARDS**

1. We, Conlee Whiteley, Ruben Honik, Gillian L. Wade, and Brian T. Ku, are Class Counsel and counsel of record for class representatives in this matter, Monica Barba, Jonathan Reisman, Karen and Rayna DeReus, Jodi and Mindi Leit, Barrie and Brian Shanahan, along with the named plaintiffs in related settling matters, Samantha Peluso, Allyson Netwall, Rosemary Autrey, Jayme Dearing, and Jessica Hartenstine (collectively, "Plaintiffs"), and we respectfully submit this Joint Declaration in support of Plaintiffs' Motion for Attorneys' Fees, Costs, and Service Awards. Except as otherwise noted, we have personal knowledge of the facts set forth in this Declaration generally, and as to our respective law firms' time and cost calculations set forth below, and could testify competently to them if called upon to do so.

2. Pursuant to the Settlement Agreement (D.E. 423-1), Class Counsel are permitted to request that the Court award attorneys' fees of up to 35% (or \$5,162,500), reasonable service awards, plus the costs and expenses associated with the litigation and settlement, including class notice and administration. *Id.* ¶ 1.6.5. Shire will not oppose this request. *Id.*

3. As indicated in the Court-approved Notice disseminated to the Class, and consistent with standard class action practice and procedure, Class Counsel request a fee amounting to \$5,162,500 and Service Awards in a total amount of \$35,000 (\$5,000 each for Plaintiffs Barba and Reisman, and \$2,500 each for the remaining named plaintiffs) for their time, effort and risks they undertook in prosecuting the Litigation. Class Counsel also seek a reimbursement of litigation costs and expenses totaling \$1,336,278.56¹ as well as the costs of class notice and administration estimated in the amount of \$605,000.00.

4. Class Counsel have extensive experience and expertise prosecuting complex class actions, including consumer actions similar to the instant case. We have a thorough

¹ This total amount includes all of the costs incurred by the Class Counsel cost account, the internal costs incurred by Class Counsel, and \$2,777.04 incurred by Local Counsel for the *Peluso* and *Hartenstine* matters in New Jersey and Massachusetts respectively.

understanding of the practical and legal issues Plaintiffs would continue to face taking this case to verdict, based on our collective experience in other complex class actions and the procedural posture of this litigation (“Litigation”) at the time settlement was reached. Salient facts concerning this Litigation’s background were set forth in the Declaration of Conlee S. Whiteley, Esq. in support of Plaintiffs’ Unopposed Motion for Preliminary Approval of Class Action Settlement. *See* D.E. 423-2. For completeness, some of those facts are set forth again herein.

Litigation Background

5. Plaintiffs Barba and Reisman commenced a class action in this District on April 2, 2013. On June 20, 2014, Plaintiffs Barba and Reisman filed an amended complaint adding more detailed allegations.

6. Shire moved to dismiss the original complaint on June 7, 2013. D.E. 22. Shire subsequently moved to dismiss the amended complaint on August 5, 2014. D.E. 338.

7. Discovery commenced on August 13, 2013. Multiple sets of Requests for Production, two sets of Interrogatories and a set of Requests for Admission were propounded. Class Counsel deposed 11 fact witnesses including Angela Bagley, Scott Bowman, Michael Cola, Bret Deyman, Barbara Deptula, Deanna Jones, Mark Kuhl, Rob Lutz, John Neeley, and Doug Winkler. Shire resisted many of Plaintiffs’ document requests and to the extent document productions were made, Shire redacted many of the documents produced.

8. Class Counsel engaged in many discovery conferences in an attempt to resolve discovery disputes and was ultimately required to prepare and file extensive motions to compel.

9. Magistrate Judges O’Sullivan and Goodman held 5 lengthy hearings in person and by telephone regarding discovery issues, required the parties to provide additional information to the Court and ultimately issued discovery rulings primarily in favor of Plaintiffs

finding Shire had failed to produce documents and ordering Shire to produce witnesses to allow further deposition with the appropriate document production.

10. These discovery delays ultimately resulted in a six month extension of all dates prior to trial, (D.E. 174), while still requiring Class Counsel and ultimately Plaintiffs' expert witnesses to work within a very compressed schedule in order to meet final discovery and expert deadlines and properly prepare for class certification.

11. Plaintiffs Barba and Reisman filed a renewed motion for class certification on June 9, 2015. D.E. 215. The motion was fully briefed and supported by expert reports on damages and class membership verification. Shire opposed class certification, including the report of Gregory Bell, Ph.D with its opposition brief. The Parties' class experts were deposed between July 28, 2015 and September 9, 2015, and a class certification hearing was held on October 16, 2015. On December 15, 2015, the Magistrate Judge recommended that the renewed motion be granted, and that the proposed class be certified for litigation purposes. D.E. 374. Shire moved the Court to reject the Magistrate's Report and Recommendation ("R&R") and additional briefing on the class certification issue was filed.

12. As a result of the compressed schedule, the Plaintiffs' experts (McGuire, Rosenthal, Rubenstein, Sunstein and Tregillis) were each deposed between July 8 and August 13, 2015. Shire's experts, (Bell, Byrn, Coyne, Navarro, Smith and Thakker) were each deposed between August 25, 2015 and September 11, 2015.

13. On September 10, 2015, after full briefing, this Court largely denied Shire's motion to dismiss. D.E. 232.

14. The Parties filed and fully briefed *Daubert* and summary judgment motions in September, 2015. After extensive briefing on *Daubert* issues, Magistrate Judge Goodman issued

a R&R to grant Shire's motion to exclude Plaintiffs' Expert's damages report. Plaintiffs moved the Court to reject the Magistrate's R&R.

15. Trial was scheduled to commence on March 21, 2016. The Parties exchanged their witness and exhibit lists, filed a joint pre-trial stipulation with the Court and continued to prepare for trial.

Mediation and Settlement

16. The Parties first began settlement negotiations on May 29, 2014 in Philadelphia, Pennsylvania before JAMS Mediator Judge Diane Welsh (Ret.) pursuant to this Court's scheduling order. This mediation was not successful and the Parties continued to litigate the case through discovery and up to trial.

17. In advance of the May 29, 2014 mediation, the Parties exchanged mediation memoranda, damages analysis and supplemental materials, all of which were provided to Judge Welsh.

18. While the Parties engaged in serious negotiations on May 29, 2014, it was determined that the Parties could not reach a settlement at that particular stage of the litigation.

19. Over the course of the next several months, and well into 2015, the Parties informally discussed possible resolution of the matter but were unable to do so.

20. With virtually every issue briefed or under submission, six weeks before trial, in January 2016, the Parties agreed to conduct a final pre-trial mediation, and retained the services of Jonathan Marks.

21. This second mediation was scheduled for February 9, 2016. The parties exchanged information with Mr. Marks, and conducted several pre-mediation conference calls, *ex parte* and together with Mr. Marks.

22. The Parties mediated the case for a full day on February 9, as scheduled, with full authority, and by the end of the day were able to reach resolution for not only the Florida Class, but for an expanded class that includes the states where actions had been filed against Shire, as well as all other *Illinois Brick* repealer states as outlined in the Agreement and referred to therein as the “Territory.”

23. The second mediation took place only after all fact and expert discovery had been completed, the resolution of all motions to compel, the filing of full briefing on the Renewed Motion for Class Certification, the filing of Motions to Dismiss, Motions for Summary Judgment and Motions *in Limine*, the issuance of this Court’s order denying Defendants’ Motion to Dismiss, Judge Goodman’s issuance of a R&R to Certify the Class and R&Rs to deny Plaintiffs’ Motion to Exclude Shire’s primary expert witness and to grant Shire’s Motion to Exclude Plaintiffs’ damages expert.

24. The mediation was non-collusive and conducted at arms-length between Parties with extremely divergent views as to the risks of litigation and the ultimate value of any judgment – the same views which had stymied all earlier efforts toward resolution – but which had been tempered and adjusted on both sides by rulings from the Court.

25. On March 4, 2016, the Parties executed a Memorandum of Understanding.

26. On April 7, 2016, the Parties executed the Settlement Agreement (“Agreement”), memorializing the agreement reached at mediation, and expanding upon the Memorandum of Understanding.

27. On April 7, 2016, Plaintiffs filed an Unopposed Motion for Preliminary Approval of Class Action Settlement, D.E. 423, and simultaneously filed an Unopposed Motion for Conditional Leave to File Amended Complaint to Facilitate Settlement. D.E. 422.

28. This Court granted conditional leave to file the second amend complaint on April 11, 2016. D.E. 427.

29. On April 11, 2016, this Court granted Plaintiffs' Unopposed Motion for Preliminary Approval of Class Action Settlement. D.E. 427. In its Order, the Court certified the Settlement Class, appointed Class Counsel and ordered the dissemination of Class Notice.

30. Under the Settlement Agreement, Shire has established a \$14,750,000 Settlement Fund to be distributed to eligible Settlement Class Members, after the deduction of notice and claims administration costs, attorneys' fees and costs, and service awards. D.E. 423-1 ¶ 1.6.

31. Class Members – which include persons who purchased or paid for some of the purchase price for brand Adderall XR® from January 1, 2007 through the date of preliminary approval in 23 states and the District of Columbia, who make valid claims, will share in the remaining balance of the Settlement Fund. Of the remainder, 74% will be directed to Class Members who purchased Adderall XR® between and including January 1, 2007 and March 31, 2009 (“the pre-generic period”). *Id.* ¶ 1.6.6. This time period, which is co-extensive with that recommended by the Magistrate Judge for merits certification, reflects the time period during which generic Adderall XR® was unavailable in the market due to the conduct alleged in this Action. The remainder of the Settlement Fund, in an amount not less than 26%, will be allocated in full to Settlement Class Members who purchased Adderall XR® between April 1, 2009 through the date of preliminary approval (“the post-entry period”). This time period is co-extensive with that relating to Shire's purported rebating practices initially challenged in this Action, as well as in the New Jersey and Massachusetts Actions.

32. It is our understanding, based on the information provided to us by the Claims Administrator, that more than 19,250 claims have been submitted. The claims period will

continue through October 7, 2016. Such deadline may be further extended without notice to the Settlement Class.

33. The Settlement provides substantial relief for the Class and the terms of the Settlement are fair, adequate and reasonable.

Attorney Fees and Costs

34. In total, Class Counsel and their respective firms have billed over 16,000 hours, totaling over \$6,350,000 in lodestar. As set forth in detail below, Class Counsel's lodestar is reasonable².

35. The hourly rates of Class Counsel in this Litigation (between \$400 to \$750 for partners and \$165 to \$450 for associates) are comparable to those approved in other cases in Florida and this District. *See Exhibit A* at pages 2, 4 (2013 National Law Journal Billing Survey, listing a Miami law firm's average billing rates as \$350 to \$611 for partners and \$175 to \$425 for associates and Tampa law firm's average billing rates between \$455 and \$840 for partners).

36. The hours billed by Class Counsel in the Litigation are reasonable. As set forth herein, prosecuting this case entailed extensive motion practice, fact and expert discovery and trial preparation.

37. Class Counsel created a cost account to which they made significant contributions in order to pay for large litigation expenditures, such as expenses associated with expert witnesses, consultants, mediators, database development, service of process, court reporting and videographer services.

² In addition to the fees of Class Counsel, included in this lodestar amount are the fees incurred by local counsel for the *Peluso* and *Hartenstine* matters in New Jersey and Massachusetts, respectively. Local Counsel (The Clark Law Firm and Stephen Galebach) incurred a total of \$171,127.18 in fees.

38. As of August 16, 2016, Class Counsel incurred \$1,152,747.13 in costs that were paid from the Class Counsel Cost Account.

39. These expenses are categorized as follows:

Expense Category	Amount
Experts	\$1,019,972.51
IMS Health Services Fees	\$32,558.00
Consultants	\$18,041.25
Mediation	\$18,875.00
Court Reporting Services	\$54,502.53
Document Services	\$3,633.72
Service of Process	\$513.00
Database Development	\$4,651.12
Total	\$1,152,747.13

40. In addition to these expenses, each firm incurred additional costs which are detailed below.

Kanner & Whiteley, LLC

41. Kanner & Whiteley, LLC (“K&W”) is a law firm in New Orleans, Louisiana that has successfully handled national, regional and state-wide class actions throughout the United States in both state and federal courts, including: *In re Testosterone Replacement Therapy Products Litigation* (“TRT”), MDL No. 2545 (Co-Lead Counsel representing Third Party Payor Medical Mutual in No. 14-cv-8857) (N.D. Ill. 2014); *Steen v. Capital One, N.A.*, No. 1:10-cv-22058 (Settled S.D. Fla. 2015); *Roeder v. Atlantic Richfield Co.*, 3:11 - CV - 00105-RCJ -WGC (D. Nev. 2014); *Paul v. Wine.com, Inc.*, No. 13-534734 (Cal. Sup. Ct. 2013); *In re Budeprion XL Marketing & Sales Litigation*, MDL No. 2107 (E.D. Pa. 2012); *Ralph Shaffer v. Continental Casualty Company, et al.*, (USDC C.D. Cal.) No. 06-2335 (2009); *Lemmings v. Second Chance Body Armor, et al.*, No. CJ-2004-64 (Mayes County District Court, OK) (2/19/05); *Wallace v. American Agrinsurance, Inc. et al.*, No. LR-C-99-669 (E.D. Ark 2005); *Samples v. Conoco, Inc.*

et al., No. 2001-CA-000631, Div. J. (Escambia Co. First Judicial District Circuit Court, Fla. 2004); *Milkman v. American Travelers Life Ins. Co.*, No. 03775, (Ct. Common Pleas)(2002); *Talalai v. Cooper Tire & Rubber Co.*, MID-L-8839-OOMT, Mass Tort 259 (Law Div. Middlesex Cty.); *In re Synthroid Marketing Litigation*, MDL 1182, 264 F.3d 712 (7th Cir. 2001); *Hanson v. Acceleration Life Ins. Co. et al.*, Civ. No. A3:97-152 (D.N.D. 1999); *Petrovic v. Amoco Oil Co.*, No. 95-0019-CV-W-2 (W.D. Mo. 1997); *Tompkins, et al. v. BASF Corporation, et al.*, Civ. No. 96-59 (Trail County, N.D.) (1997); *Ren-Dan Farms v. Monsanto*, 952 F. Supp. 370 (W.D. La. 1997); *Bonilla v. Trebol Motors Corp., et al.*, No. 92-1795 (D.P.R. 1996); and *Local 7-515, Oil Chemical and Atomic Workers International Union (OCAWIU), et al. v. American Home Products, et al.*, No. 92-1238 (JP) (D.P.R. 1992).

42. Allan Kanner is the founding member of Kanner & Whiteley. He has served as lead or co-lead counsel in each of the above-referenced class actions.

43. Mr. Kanner has practiced over 35 years and has significant experience in environmental law and complex and class action litigation.

44. Most recently, Mr. Kanner was lead counsel in an eight month trial for natural resource damages against Exxon Mobil Corp. on behalf of the State of New Jersey which ultimately resulted in a \$225 million settlement following post trial briefing in 2015 (*New Jersey Dep't of Env't'l Prot. v. Exxon Mobil Corp.*, Superior Court of New Jersey, Law. Div. Union Cty. Dkt. L-3026-04 c/w Dkt. L-1650-05), and was Lead Counsel for the State of Louisiana in each of the three phases of the litigation and trial, along with the preparation of the natural resource damage claims that were not set for trial, against British Petroleum and other defendants in the wake of the *Deepwater Horizon* disaster in the Gulf of Mexico. Representing Louisiana, the firm secured the highest ever natural resource damage recovery, of over \$5 billion, along with

other civil penalties and damages for the State. Under the 2015 settlement, Louisiana will receive a minimum of \$6.8 billion for claims related to natural resource damages under the Oil Pollution Act, Clean Water Act civil penalties and the State's various economic claims. This settlement, when added to the prior settlements reached by the State with other defendants, resulted in a total of over \$8.8 billion in recoveries for the State of Louisiana. The ExxonMobil and *Deepwater Horizon* settlements, both achieved in 2015, were especially notable as the BP settlement represents the largest total natural resource damages recovery (to any State or federal trustee) in our nations' history, and the *ExxonMobil* settlement represents the largest natural resource damages recovery in New Jersey's history.

45. Conlee S. Whiteley is the managing member of K&W, where she has practiced for over 20 years. Ms. Whiteley, a 1993 graduate of the Louisiana State University, Paul M. Hebert Law Center, has been admitted to practice in Louisiana since 1993, and is also admitted to practice in the United States District Courts for the Eastern, Middle, and Western Districts of Louisiana, District of Puerto Rico, Eastern and Western Districts of Arkansas, District of North Dakota, and the United States Courts of Appeals for the First, Third, Fifth and Ninth Circuits.

46. Ms. Whiteley focuses her practice on class action and other complex multi-party litigation, including antitrust, consumer fraud, RICO, *qui tam*, and related areas. She has held integral roles in each of the representative matters identified above, including serving as lead, co-lead, or liaison counsel in state and federal class action, complex litigation and multi-district litigation throughout the country.

47. Ms. Whiteley also has significant pharmaceutical litigation experience representing consumers, third party payors, and public entities. Between 2012 and 2015, she represented the State of Louisiana in several pharmaceutical cases including *State of Louisiana v.*

GlaxoSmithKline et al., (regarding the sale and marketing of the diabetes drug Avandia); *James D. “Buddy” Caldwell, Attorney General, ex rel., State of Louisiana v. Abbott Laboratories, Inc., et al.*, (regarding the sale and marketing of the drug Depakote); *State of Louisiana, ex rel., James D. “Buddy” Caldwell, Attorney General v. Shire, PLC*, (regarding the sale and marketing of a host of ADHD drugs); and *State of Louisiana, ex rel., James D. “Buddy” Caldwell, Attorney General v. Endo Pharmaceuticals, Inc. et al.* (regarding the sale and marketing of the drug Lidoderm), achieving settlements totaling over \$60 million for the State of Louisiana in a three year period.

48. John R. Davis was a member of K&W’s class action and complex litigation practice group from 2012 to 2016 and was involved in all aspects of the Adderall XR® litigation through mediation and settlement. Mr. Davis has significant pharmaceutical litigation experience and was actively involved in the TRT, Avandia and Depakote litigations referenced above. He attended Trinity University (B.A., 2007), and Boston College School of Law (J.D., 2010). Prior to coming to K&W, he clerked for two District Court Judges in the Federal Court for the Middle District of Alabama.

49. Cynthia St. Amant, a member with K&W since 2006, has extensive complex litigation and antitrust litigation experience. She, along with associates Luke Hasskamp, Layne Hilton and Brittney Ankersen, and legal assistant Annemieke Tennis, contributed significantly to the litigation team representing the Settlement Class.

50. K&W has billed 8021.8 hours, totaling \$2,274,058.00 in fees to date.

51. Below is a summary of hours spent by K&W in this Litigation³:

³ Ms. Hilton became an associate in 2016, thus the increased billing rate.

Professional	Rate	Hours	Total
Allan Kanner	\$700	276.4	\$193,480.00
Conlee Whiteley	\$500	1255.6	\$627,800.00
Cynthia St. Amant	\$400	92.7	\$37,080.00
John Davis	\$300	2880.6	\$864,180.00
Luke Hasskamp	\$275	198.5	\$54,587.50
Layne Hilton	\$175	32.3	\$5,652.50
Brittney Ankersen	\$165	227.7	\$37,570.50
Annemieke Tennis	\$175	902.5	\$157,937.50
Layne Hilton	\$150	1053.3	\$157,995.00
Laura Garcia	\$125	1102.2	\$137,775.00
Total		8021.8	\$2,274,058.00

52. K&W’s hours spent were reasonable, its rates have been approved by other courts, and the rates are similar to those approved by courts in other matters.

53. K&W incurred \$74,736.92 in costs and expenses in this Litigation as of August 16, 2016. The categories of expenses for which K&W, as detailed below, seeks reimbursement are the type of expenses routinely charged to paying clients in the marketplace and, therefore, the full requested amount should be reimbursed. The expenses include but are not limited to: clerk fees, filing fees, court reporter charges; photocopies; postage and overnight delivery; and travel expenses (e.g., for hearings, depositions and mediation). Below are the costs incurred by K&W in this Litigation:

Expense Category	Amount
Travel/Meals	\$44,669.62
Internal Copying	\$188.00
Postage/Fedex	\$1,101.86
Telephone	\$1,633.66
Research	\$23,594.98
Document Services	\$1,682.94
Service of Pleadings	\$327.50
Court Filing Fees	\$1,538.36
Total	\$74,736.92

Golomb & Honik, P.C.

54. Golomb & Honik, P.C. (“G&H”) is a law firm in Philadelphia, Pennsylvania that has successfully brought a number of class action and multi-plaintiff complaints filed in federal and state courts including *Refund Anticipation Loan Litigation*, No.1:12-cv-02949 (N.D. Ill. 2012); *Spinelli v. Capital One Services*, No. 08-cv-132 (M.D. Fla. 2008); *Kardonick v. JP Morgan Chase & Co.*, No. 10-cv-23235 (S.D. Fla. 2010); *In re Discover Payment Protection Plan Marketing & Sales Practices Litigation*, MDL No. 2217 (N.D. Ill. 2011); *Esslinger v. HSBC Bank USA, Inc.*, No. 2:10-cv-03213 (E.D. Pa. 2010); *In re Bank of America Credit Protection Marketing & Sales Practices Litigation*, No. 3:11-md-02269 (N.D. Cal. 2011); *In re Budeprion XL Marketing & Sales Litigation*, MDL No. 2107 (E.D. Pa. 2012); *In re Checking Account Overdraft Litigation*, MDL No. 2036 (2009); *Mattel Lead Paint Class Action*, MDL No. 1897 (2007); *David v. American Suzuki Motor Corp.*, No. 08-CV-22278 (S.D. Fla. 2008); *In re Sterling Financial Corporation Securities Class Action*, (2007); *Cullen et al. v. Whitman Medical Corporation d/b/a Whitman Education Group, Inc., et al.*, 197 F.R.D. 136 (E.D. Pa. 2000); and *Whisnant, et al. v. General Chemical Corp., et al.* No. 99-12286, Court of Common Pleas of Delaware County, Pa., 1999.

55. Richard Golomb is a founding partner of G&H. He has been admitted to practice in Pennsylvania since 1985, and is also admitted to practice in a number of other jurisdictions or courts.

56. Mr. Golomb has significant experience in complex multi-jurisdictional and class action litigation. For instance, he served on the leadership group that oversaw multiple nationwide class actions challenging banks’ charging account holders excessive overdraft fees for so-called “payment protection,” including actions filed, settled, and judicially approved in

this Circuit, including the *Capital One* and *JP Morgan Chase* litigation identified above, which resulted in aggregate settlements in the hundreds of millions of dollars.

57. Ruben Honik is a founding partner of G&H, and has practiced law for over 35 years. Mr. Honik has been admitted to practice in Pennsylvania since 1980 and is also admitted to practice in a number of other jurisdictions or courts.

58. Mr. Honik's practice includes representing consumers in all manner of individual, class action, and consolidated actions involving issues such antitrust, consumer fraud, products liability, and related areas. He played integral roles in the cases identified above, including serving as lead, co-lead, or liaison counsel in state and federal class action and multi-district litigation throughout the country, including the *In re Checking Account Overdraft Litigation*, MDL No. 2036.

59. Kenneth Grunfeld currently is a partner at G&H. He joined the firm in 2010, and was elevated to partner in 2012. He has been admitted to practice in Pennsylvania since 1999, as well as being admitted in other jurisdictions or courts.

60. Mr. Grunfeld focuses his practice, among other things, on class actions and multi-district litigation. His experience includes serving as a member of the Plaintiffs' Executive Committee in the *In re Checking Account Overdraft Litigation*, MDL No. 2036.

61. Tammi Markowitz is an associate at G&H, who joined the firm in 2012. She has been admitted to practice in Pennsylvania, among other jurisdictions or courts, since 1999. She has played an integral role in many products liability coordinated or class action matters, including handling all aspects of coordinated discovery, expert development, and trial and appellate briefing. Prior to joining G&H, she worked at two defense law firms, including one of the largest, and international, law firms in Philadelphia. She attended University of South

Florida (B.A., 1996) and Temple University School of Law (J.D., 1999). She also sits on the Hearing Committee for the Disciplinary Board of the Supreme Court of Pennsylvania.

62. David J. Stanoch is an associate at G&H. He has been admitted to practice in Pennsylvania since 2003, and also is admitted to practice in other jurisdictions or courts. He has significant experience in antitrust litigation and regulatory proceedings, including particular experience in matters involving pharmaceuticals and pharmaceutical supply-chain issues. He attended La Salle University (B.A., 2000), and Temple University School of Law (J.D., 2003). Prior to working at G&H, he worked for nearly a decade at a large international law firm, and was a law clerk to a district court judge in the United States District Court for the Middle District of Pennsylvania.

63. In total, G&H has billed 2,568.70 hours, totaling \$1,472,177.50 in fees to date.

64. Below is a summary of hours spent by G&H in this Litigation:

Professional	Hours	Rate	Amount
Richard M. Golomb	117.80	\$750.00	\$88,350.00
Ruben Honik	1189.60	\$750.00	\$892,200.00
Kenneth J. Grunfeld	375.20	\$450.00	\$168,840.00
Tammi Markowitz	157.00	\$400.00	\$62,800.00
Steven D. Resnick	31.20	\$400.00	\$12,480.00
David J. Stanoch	582.80	\$400.00	\$233,120.00
Shawnee Carchidi	2.00	\$125.00	\$250.00
Lois Pena	19.20	\$125.00	\$2,400.00
Kirsten Fullerton	35.30	\$125.00	\$4,412.50
Elizabeth C. Malloy	58.60	\$125.00	\$7,325.00
TOTAL:	2,568.70		\$1,472,177.50

65. G&H's hours spent were reasonable, its rates have been approved by other courts, and the rates are similar to those approved by courts in other matters.

66. G&H incurred \$77,156.12 in costs and expenses in this Litigation as of August

16, 2016. The categories of expenses for which G&H, as detailed below, seeks reimbursement are the type of expenses routinely charged to paying clients in the marketplace and, therefore, the full requested amount should be reimbursed. The expenses include but are not limited to: clerk fees, filing fees, court reporter charges; photocopies; postage and overnight delivery; research; document services; service of pleadings; deposition fees and transcripts; and travel expenses (e.g., for hearings depositions and mediation).

67. Below are the costs incurred by G&H in this Litigation:

Expense Category	Amount
Travel/Meals	\$51,198.70
Internal Copying	\$9,945.00
Postage/Fedex	\$2,573.61
Telephone	\$93.05
Research	\$6,039.93
Document Services	\$2,853.03
Service of Pleadings	\$576.50
Court Filing Fees	\$350.00
Depositions/Transcripts	\$3,526.30
Total	\$77,156.12

Milstein, Adelman, Jackson, Fairchild & Wade, LLP

68. Milstein, Adelman, Jackson, Fairchild & Wade, LLP (“MAJFW”) is a plaintiff law firm comprising of twenty lawyers, based out of Los Angeles, California. MAJFW has more than twenty years of experience leading and handling class actions, mass torts and complex litigation. MAJFW has represented thousands of plaintiffs in over 250 complex actions, and has recovered over \$500 million for its clients. The class action attorneys at MAJFW specialize in cases involving alleged consumer deception. The firm has been appointed as lead or co-lead class counsel in several matters, including: *Eggnatz v. The Kashi Company*, S.D. Fla. No. 1:12-CV-21678-JAL, Dkt. 196 (Feb. 1, 2016); *Toney v. Just Fabulous* (LASC BC533943) (2015); *Morales v. Kraft Foods Group, Inc.*, No. LA CV 14-04387 (PJWx); (C.D. Cal. 2015); *Arreguin*

v. Telebrands, SBSC CVRS 13307798 (2015); *Paul v. Wine.com*, SFSC CGC13534734 (2015); *Toney v. Just Fabulous*, LASC BC533943 (2015); *McCrary v. The Elations Company, LLC*, C.D. Cal. 13CV00242 (2014); *Smith v. Intuit, Inc.*, N.D. Cal. 1200222 (2013); *Solomon v. Ramona's Mexican Food Products, Inc.*, LASC BC463914 (2013); *Saenz v. SEIU United Healthcare Workers West*, ASC RG09478973 (2013); *Griar, et al., v. Glaxosmithkline, Inc. et al.*, LASC BC288536 (2012); *In re Budeprion XL Marketing and Sales Practices Litigation*, MDL No. 2107 (2012); *Keller v. Gaspari Nutrition, Inc.*, C.D. Cal., 11CV06158 (2011); *Weeks et al v. Kellogg, et al.*, C.D. Cal. 09CV08102 (2011); *Williams, et al. v. Biotab Nutraceuticals, Inc.*, LASC BC414808 (2010); *Wally v. CCA Industries, Inc.*, CASC BC422833 (2010); *Fallon v. E.T. Browne Drug Co., Inc.*, LASC BC 411117 (2009); *Oliver, et al. v. Atmos Corporation*, SJSC CV0119362 (2009); *Salcido v. Iomedix*, LASC BC 387942 (2009); *Deist, et. al. v. Viking Industries*, SJSC CV 025771 Apr. 9, 2009); *Ceballos v. Fuze Beverage, LLC*, LASC BC 394521 (2009); *Heath, et al. v. County of San Bernardino*, E.D. Cal. 06CV00411 (2008); *Klyachman, et al. v. The Vitamin Shoppe, et al.*, NJSC L173907 (2008); *Shaffer v. Continental Casualty Company, et al.*, C.D. Cal. 06CV02235 (2008) (class certification aff'd. at D.C. 06CV02235); *Klotzer, et al. v. International Windows*, SCSC FCS021196 (2007); *LaRosa v. Nutramerica Corp.*, LASC BC309427 (2007); *Abigana, et al. v. Rylock Company Ltd.*, ACSC 2002 076625 (2006); *Hufschmidt v. Allstate Insurance Company*, LASC BC291782 (2004).

69. Gillian L. Wade is a partner at MAJFW leading the class action department. She has been with MAJFW for over ten years and became a partner in 2010. Ms. Wade graduated from the University of California, San Diego (B.A. Political Science, 1999) and Pepperdine University (J.D. 2003). She also graduated *magna cum laude* from Pepperdine law school, received the John Purfield Memorial Scholarship for academic excellence, and served as a staff

writer for the Pepperdine Law Review. Ms. Wade has been admitted to practice law in California since 2003. Ms. Wade’s practice focuses on representing plaintiffs in complex litigation and consumer class actions, with particular emphasis on consumer fraud and actions arising under various state consumer protection statutes, including the Florida Deceptive Trade Practices Act (“FDUTPA”). She has played integral roles as lead and co-lead counsel in class actions, including some of those identified above, recovering millions of dollars for consumers.

70. Sara D. Avila is also member of MAJFW’s class action and complex litigation practice group. Her practice focuses on representing plaintiffs in complex litigation and consumer class actions. Ms. Avila has had significant involvement in over 30 consumer class actions. She also has experience representing plaintiffs in actions stemming from consumer deception, habitability statutes, employment violations, bad faith insurance disputes and antitrust actions. Ms. Avila has been admitted to practice law in California since 2009.

71. In total, MAJFW has billed 3,530.20 hours, totaling \$1,603,693.75 in fees to date.

72. Below is a summary of hours spent by MAJFW in this Litigation:

Professional	Hours	Rate	Total
Gillian L. Wade	1216.00	\$550.00	\$ 668,800.00
Sara D. Avila	1986.50	\$450.00	\$ 893,925.00
Legal Assistant	327.75	\$125.00	\$ 40,968.75
Total	3530.20		\$ 1,603,693.75

73. MAJFW’s hours spent are reasonable, its rates have been approved by other courts, and the rates are similar to those approved by courts in other matters.

74. MAJFW incurred \$9,794 in costs and expenses in this Litigation as of August 16, 2016. The categories of expenses for which MAJFW, as detailed below, seeks reimbursement are the type of expenses routinely charged to paying clients in the marketplace

and, therefore, the full requested amount should be reimbursed. The expenses include but are not limited to: clerk fees, filing fees, photocopies, postage and overnight delivery, and travel expenses. Below are the costs incurred by MAJFW in this Litigation:

Expense Category	Amount
Travel/Meals	\$6,950.00
Internal Copying	\$2,069.00
Postage/Fedex	\$240.00
Research	\$489.00
Court Filing Fees	\$46.00
Total	\$9,794.00

Ku & Mussman, P.A.

75. Ku & Mussman, PA (“K&M”), is a multi-faceted firm headquartered in Miami, Florida. In addition to a successful general practice, the firm further serves its clients in the areas of consumer protection, class actions, and complex litigation. Representative cases in which KM has served in a lead counsel or co-lead counsel role include: *Jensen v. Cablevision Systems Corp.*, No. 15-4188 (E.D.N.Y. 2015); *Moyal Wellness Center, LLC v. Aeroflow, Inc.*, No. 15-24706 (S.D. Fla. 2015); *Paul v. Wine.com, Inc.*, No. 13-534734 (Cal. Sup. Ct. 2013); and *Smith v. Intuit, Inc.*, No. 12-222 (N.D. Cal. 2012).

76. Brian Ku is a founding partner of K&M. He graduated from the College of William and Mary (B.A., 1998) and the University of Miami School of Law (J.D., 2002). He is admitted to the Florida bar and has litigated cases in nearly 20 other states on a *pro hac vice* basis.

77. Mr. Ku’s practice includes representing plaintiffs in class actions and other complex matters, including actions arising under various state consumer protection statutes such as the Florida Deceptive Trade Practices Act (“FDUTPA”).

78. Ryan Casey, *Of Counsel* to Ku & Mussman, has 10 years of experience representing plaintiffs in the areas of consumer protection, class actions, complex, and insurance coverage litigation. Currently licensed to practice in the states of Colorado, Louisiana, Oregon, and Virginia, he has participated in leadership positions in numerous national class actions and/or MDLs since beginning his career. Mr. Casey graduated from the College of William & Mary (B.A., Philosophy) in 2000 and subsequently the University of Oregon School of Law (J.D., 2006).

79. In total, K&M has billed 2,164.5 hours, totaling \$874,480.00 in fees to date.

80. Below is a summary of hours spent by K&M in this Litigation:

Professional	Hours	Rate	Total
Brian Ku, Esq.	290.1	\$500	\$145,050.00
Ryan Casey, Esq.	1460.9	\$450	\$657,405.00
Louis Mussman, Esq.	18.0	\$500	\$9,000.00
Brigett Potts, Esq.	37.0	\$250	\$9,250.00
Paralegal / Law Clerk	358.5	\$150	\$53,775.00
Total	2164.5		\$874,480.00

81. K&M's hours spend are reasonable, its rates have been approved by other courts, and the rates are similar to those approved by courts in other matters.

82. K&M incurred \$19,067.35 in costs and expenses in this Litigation as of August 16, 2016. The categories of expenses for which K&M, as detailed below, seek reimbursement are the type of expenses routinely charged to paying clients in the marketplace and, therefore, the full requested amount should be reimbursed. The expenses include but are not limited to: clerk fees; filing fees; photocopies; postage and overnight delivery; and travel expenses. Below are the costs incurred by K&M in this Litigation:

Expense Category	Amount
Travel/Meals	\$10,828.77
Internal Copying	\$479.00
Postage/Fedex	\$343.36
Telephone	\$9.95
Research	\$512.66
Document Services	\$5,450.80
Service of Pleadings	\$268.00
Court Filing Fees	\$1,174.81
Total	\$19,067.35

Overview of Work Performed by Class Counsel

83. Below is a summary of the work performed by Class Counsel in this Litigation:
- a. extensive legal research into the viability of the legal claims to be asserted on behalf of Plaintiffs and the Class;
 - b. communicating with and interviewing Plaintiffs regarding their potential claims against Shire;
 - c. communicating with Plaintiffs throughout the Litigation, including reports and discussions regarding status of case, their discovery responses and depositions, mediation, and the Settlement;
 - d. preparing the initial complaint, and amended complaint, proposed second amended complaint, and conditional second amended complaint;
 - e. opposing Shire's two motions to dismiss;
 - f. meeting with opposing counsel pursuant to Rule 26(f), and multiple discovery meet and confers throughout the Litigation;
 - g. reviewing and implementing the Court's various procedural and scheduling orders in this Litigation;
 - h. negotiating and preparing a proposed Protective Order;

- i. drafting written discovery (including multiple sets of Interrogatories, Requests for Admissions and Requests for Production) and deposition notices to Shire and, where applicable, subpoenaed third parties;
- j. drafting and editing responses to written discovery propounded by Shire;
- k. reviewing and analyzing hundreds of thousands of pages of documents produced by Shire and third parties, including patent, scientific, accounting, and marketing documents, business plans, studies, memoranda, and other communications;
- l. preparing for and taking multiple fact and expert witness depositions;
- m. performing extensive legal research regarding Rule 23 certification of claims under FDUTPA, including monitoring activity in *Karhu* appeal;
- n. preparing the original motion to certify the class, and the renewed motion to certify the class;
- o. performing factual research and investigation regarding Shire's supporting documents and evidence filed with their responses to Plaintiffs' motions for class certification; performing extensive legal research regarding the Federal Rules of Evidence and evidentiary objections in connection with Rule 23;
- p. investigating Shire's factual contentions;
- q. reviewing experts' reports and discussing experts' opinions; providing support and coordination of expert discovery
- r. reviewing and analyzing expert reports served by Defendant's experts;
- s. extensive communications, including in-person meetings, with

Plaintiffs' experts regarding Defendant's expert reports, summary judgment and trial preparation;

- t. preparing pre-trial submissions, such as exhibit lists and witness lists, and negotiating with Shire on issues relating to same;
- u. preparing *Daubert* motions, responding to Shire's *Daubert* motions and motions for summary judgment;
- v. identifying liability and damages theories, and developing same in conjunction with multiple experts in fields such as healthcare economics and economic modeling;
- w. preparing for and participating in two extensive mediation sessions;
- x. negotiating and preparing the Settlement, including all related settlement documents;
- y. drafting and revising the Motion for Preliminary Approval and supporting documents; performing legal research regarding approval of class action settlement in the Eleventh Circuit and this District;
- z. communicating with KCC regarding Settlement Class Notice, (including content, timeline, publications, internet notice), the Settlement Website, print notice, and monitoring costs. Receiving and reviewing weekly reports regarding claims, opt-outs, website views and responding to various questions from unnamed Class Members;
- aa. significant coordination with co-counsel regarding case strategy and litigation cost allocations;
- bb. drafting and revising the Motion for Final Approval and accompanying

documentation;

cc. drafting and revising the Motion for Attorneys Fees, Costs, Service Awards, and accompanying documentation.

84. Class Counsel maintained contemporaneous and detailed time records and documentation evidencing each of the claimed expenses. At the Court's request, Class Counsel can provide the Court with these documents and information for *in camera* review.

85. Beyond the \$500,000 which was advanced to KCC by Shire for Class Notice, Class Counsel has not been reimbursed for any costs incurred in the Litigation and will not be reimbursed absent the Court's award.

86. Class Counsels' future costs (*e.g.*, travel to the Final Approval Hearing and other internal administrative costs connected with the ongoing monitoring of the settlement and claims process) are not included in the requested cost award, and Plaintiffs do not seek reimbursement for those costs.

Class Counsels' Time and Expenses are Reasonable in Connection with Risks Undertaken and Benefits Provided to the Class

87. Class Counsel took appropriate steps to avoid duplication of effort and to efficiently manage, staff, assign and divide the work between the four law firms and amongst lower and higher-level attorneys. All tasks were coordinated and assigned by Kanner & Whiteley among the four law firms and amongst lower and higher-level attorneys.

88. Given the contentious history of the Litigation and the results achieved, the number of hours is reasonable.

89. If the lodestar approach were applied, this case would justify a significant multiplier. Here, Class Counsel's fee request of 35% has already been exceeded by their lodestar

at the time of this filing. Accordingly, Class Counsel's fee request more than amply satisfies a cross-check using the lodestar method.

90. Class Counsel's work is not yet done. Class Counsel will, among other things: (1) continue to monitor the notice program, communicate with the Claims Administrator, KCC, and respond to class member inquiries; (2) respond to objections, if any; (3) prepare for and attend the Fairness Hearing; (4) continue to oversee the claims administration process, including addressing any claim review issues; (5) monitor distribution of benefits to the Settlement Class; (6) potentially handle post-judgment appeals and (7) supervise the distribution of remaining Net Settlement Funds, if any, under the *cy pres* provision in the Agreement.

91. The time Class Counsel spent on the Litigation was time that could not be spent litigating other matters. Class Counsel has worked on this case for over three years. Class Counsel have advanced their legal services to the Settlement Class since that time. Class Counsel have prosecuted this case wholly on a contingency basis, and did so at great risk of never receiving any compensation, due to the risky nature of class action reverse payment litigation brought by indirect purchasers and the developing law with respect to Rule 23 requirements. In addition to the contingent risk of the case, Class Counsel's representation of Plaintiffs and the Class in this heavily-litigated case forced Class Counsel to forego other cases.

92. While Plaintiffs and Class Counsel are confident in the strength of their case, they are also pragmatic in their awareness of the fact that in order to succeed at trial, Plaintiffs would be required to surmount additional hurdles. For instance, although the Magistrate Judge recommended Class Certification (D.E. 333), Shire filed its objection to that decision with the District Court (D.E. 383), and there was considerable risk to the Class given that the Magistrate Judge subsequently recommended exclusion of Plaintiffs' damages expert (D.E. 396). Also,

Shire's motion for summary judgment (D.E. 262) was fully briefed and pending at the time a settlement was reached. If Plaintiffs' claims survived these pretrial pitfalls, they also faced the uncertainty of a lengthy, complicated trial with no guaranteed outcome. Finally, even if Plaintiffs obtained a favorable jury verdict, Shire would re-assert its arguments before the Eleventh Circuit following entry of judgment, thereby creating new risks and years of delay.

93. Each of these risks, standing alone, could have impeded Plaintiffs' successful prosecution of these claims at trial (and in any appeal). Together, they overwhelmingly demonstrate that Class Counsel bore significant risk in return for an excellent class-wide result.

94. Instead of facing additional years of costly and uncertain litigation, upon final approval of the Settlement, Settlement Class Members will receive an immediate cash benefit as well as valuable future non-monetary relief.

95. Further evidence of the excellent result Class Counsel achieved is the fact that the Settlement has been met with near-universal approval at this stage. The Notice informed the Class about the Settlement terms, including that Plaintiffs would seek the requested amount of attorneys' fees, costs, and service awards. Moreover, based on the information provided to us by the Claims Administrator, over 19,250 Class Members have submitted claims, and there have been no objections and only three opt-outs to the Settlement.

96. Class Counsel are seasoned attorneys with considerable experience litigating and settling class actions of similar size, scope and complexity. Class Counsel regularly engage in major complex litigation involving consumer fraud and antitrust claims, and have been appointed as class counsel by state and federal courts throughout the country. Class Counsel's skill at adapting their litigation strategies to address the challenges posed by adverse case law on Rule 23 and unsettled reverse payment claims in the wake of *FTC v. Actavis*, as well as the formidable

defense mounted by Shire's counsel, was critical in opposing multiple Rule 12(b)(6) motions to dismiss, obtaining a favorable recommendation from the Magistrate Judge to certify the merits class, and briefing *Daubert* and summary judgment motions.

97. Moreover, Class Counsel thoroughly investigated Plaintiffs' claims and made skillful use of documents and information to assess Shire's potential exposure as to the claims at issue. With this information, Class Counsel developed theories of certification, liability, and damages after detailed study of key information buried in the over 2,500,000 pages of documents produced by Shire in discovery (along with additional discovery from third parties), and working with multiple experts in the fields of healthcare and general economics, pharmaceutical economics, prescription drug supply chain management, and patent practice. Class Counsel synthesized all of this discovery and information to obtain a favorable R&R on class certification, and to oppose Shire's robust *Daubert* and summary judgment challenges.

98. Also, the skill and competence of Defendant's lawyers should be considered and cannot be doubted. Shire is represented by Frommer Lawrence & Haug LLP, a law firm specializing in patent, antitrust, and other complex areas, as well as Shutts & Bowen LLP, a full-service law firm with more than 270 attorneys in seven offices in Florida. *See* <http://www.flhlaw.com/>; <http://shutts.com/>. Notably, both of these firms focus on intellectual property matters – which was a core, underlying subject in this Litigation. In fact, Frommer Lawrence & Haug has uniquely deep, firsthand experience regarding the allegations in this case from representing Shire in the underlying patent litigation at issue therein. Thus, there is little doubt that both of Shire's law firms have the resources, reputations, and experience to vigorously and effectively advocate Shire's interests. *See* <http://www.flhlaw.com/>; <http://shutts.com/>.

Class Notice and Claims Administration

99. KCC has undertaken a number of activities necessary for the Settlement Class, including effectuating Notice and collecting and administering claims, requests for exclusion and objections. These steps were all done with approval and oversight of Class Counsel and counsel for Defendant to ensure Notice and administration were reasonable and the best practicable, but also to keep expenses as low as possible.

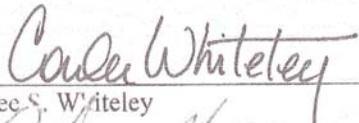
100. Class Notice and Claims Administration is estimated to cost \$605,000.00. This figure will be refined and updated as additional claims are received and further steps are taken toward final approval and distribution.

101. Prior to Class Notice, \$500,000 was advanced to KCC with Court approval. Accordingly, the estimated remaining costs of \$105,000.00 for Notice and Claims Administration are reasonable and should be approved.

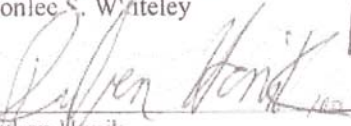
Service Awards

102. As set forth in the Notice given to the Class Members, the service awards total an agreed-upon amount of \$35,000. *See* Agreement, ¶¶ 1.4.3, 1.6.5. The service awards requested are in the amount of \$5,000 for Plaintiffs Barba and Reisman, and \$2,500 for each of the remaining named plaintiffs. The awards requested for Plaintiffs Barba and Reisman are higher to reflect their additional effort, namely, that they were the first two named plaintiffs to initiate this Litigation, and they were the only named plaintiffs to be deposed.


We declare under penalty of perjury, on behalf of each of our firms, that the foregoing is true and correct and that this declaration was executed on this 23rd day of September, 2016.



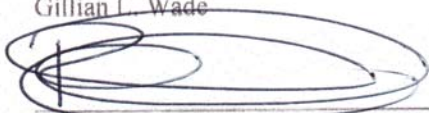
Conlee S. Whiteley



Ruben Honik



Gillian L. Wade



Brian T. Ku