

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA**

In re WELLBUTRIN XL
ANTITRUST LITIGATION

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) Civil Action No.: 2:08-cv-2433
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THIS DOCUMENT RELATES TO:

INDIRECT PURCHASER ACTIONS

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) Honorable Mary A. McLaughlin
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**DECLARATION OF PETER ST. PHILLIP, JR. IN SUPPORT
OF (1) INDIRECT PURCHASER PLAINTIFFS'
APPLICATION FOR AWARDS OF INCENTIVE PAYMENTS,
FEES AND REIMBURSEMENT OF EXPENSES FROM
THE PROPOSED CLASS ACTION SETTLEMENT AND (2) MOTION FOR
FINAL APPROVAL OF SETTLEMENT AND CLASS COUNSEL**

I, Peter D. St. Phillip, Jr., hereby declare under 28 U.S.C § 1746, that:

1. I am an attorney in good standing, duly licensed and admitted to the States Bar of Pennsylvania, New York and New Jersey, and a shareholder in the law firm of Lowey Dannenberg Cohen & Hart, P.C. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to them. I make this declaration in support of my firm's request for attorneys' fees and reimbursement of litigation expenses, as set forth in Plaintiffs' Application for Attorneys' Fees, Expenses and Incentive Awards.

2. My firm is counsel of record in this case, and represents Aetna Health of California. This Court appointed my firm as Co-Lead Class Counsel in its Class Certification Order entered August 15, 2011 (Dkt. No. 354).

3. My firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted a summary of those reports to Co-Lead Class Counsel on a regular basis. All of the time and expenses reported by my firm were

incurred for the benefit of the Indirect-Purchaser Plaintiffs (“IPPs”).

4. During the course of this litigation, my firm has been involved in a multitude of tasks and activities on behalf of the IPPs. These tasks and activities were performed in coordination with co-lead counsel. Such tasks included, but were not limited to: responding to discovery, including the collection, review and preparation of document production and the defense of plaintiff depositions; third party discovery; document review; work on class certification; conducting factual and/or legal research and analysis where required in connection with pleadings, motion practice and the case generally; conducting expert discovery; preparing for and attending depositions; and participation in strategic conferences with co-lead counsel. In addition, we made significant contributions to the plaintiffs’ litigation fund.

5. My firm submitted our detailed time records to Co-Lead Class Counsel for submission to the Court *in camera*. These contemporaneous time records were regularly prepared and maintained by my firm. The hourly rates for my firm’s partners, attorneys and professional support staff included in Exhibit A are their current rates, and are the usual and customary hourly rates charged for these professionals’ services in similar complex litigation. These time records do not include any time devoted to preparing this declaration or otherwise pertaining to the Fee Petition.

6. The total number of hours reasonably expended on this litigation by my firm from inception to April 30, 2013 is 5,161.4 hours. The total lodestar for my firm at current rates is \$3,166,750.50. The lodestar calculation is based on my firm’s current rates. Expense items are billed separately and are not duplicated in my firm’s lodestar.

7. The expenses my firm incurred in litigating this action are reflected in the books and records of my firm. These books and records are prepared from expense vouchers, receipts,

check records and other source materials and accurately reflect the expenses incurred.

8. My firm incurred a total of \$375,210.60 in unreimbursed expenses, all of which were reasonable and necessary for the prosecution of this litigation. Of this amount, \$304,500 was for assessment payments to the litigation fund Co-Lead Class Counsel established for the common expenses incurred in the prosecution of this case or direct payments to experts or other vendors made by Co-Lead Counsel, and an additional \$70,710.60 was for non-common expenses incurred by my firm, such as travel, meals and lodging, copying, legal research, telephone, etc. A summary of those expenses by category is attached as Exhibit B.

9. Attached hereto as Exhibit A is a true and correct copy of summary of Lowey Dannenberg Cohen & Hart, P.C.'s time records in this action.

10. Attached hereto as Exhibit B is a true and correct copy of summary of Lowey Dannenberg Cohen & Hart, P.C. expenses in this action.

11. Exhibit C is a placeholder. Class Counsel has compiled all detailed time reports from all counsel in this case, and is prepared to submit these to the Court *in camera* upon request.

12. Attached hereto as Exhibit D is a true and correct copy of the Affidavit of Christopher M. Walsh, Esq.

13. Attached hereto as Exhibit E is a true and correct copy of the Declaration of Matthew B. Sears.

14. Attached hereto as Exhibit F is a true and correct copy of the Declaration of Eric Myers of Aetna, Inc.

15. Attached hereto as Exhibit G is a true and correct copy of the Declaration of Christopher Mayo from Plumbers and Pipefitters Local 572 Health and Welfare Fund.

16. Attached hereto as Exhibit H is a true and correct copy of the Declaration of Aaron Anderson from Painters District Council No. 30 Health and Welfare Fund.
17. Attached here as Exhibit I is a true and correct copy of the Declaration of Joshua Snyder of the law firm Boni & Zack LLC.
18. Attached hereto as Exhibit J is a true and correct copy of the Declaration of Joe R. Whatley, Jr. from the law firm of Whatley, Drake & Kallas LLC.
19. Attached hereto as Exhibit K is a true and correct copy of the Declaration of Simon B. Perris of the law firm of Saltz, Mongeluzzi, Barrett & Bendesky, P.C.
20. Attached hereto as Exhibit L is a true and correct copy of the Declaration of Marvin A. Miller of the law firm of Miller Law LLC.
21. Attached hereto as Exhibit M is a true and correct copy of the Declaration of Karla M. Gluek of the law firm of Gustafson Gluek LLC.
22. Attached hereto as Exhibit N is a true and correct copy of the Declaration of Kimberly C. Walker of the law firm of Gardner Firm P.C.
23. Attached hereto as Exhibit O is a true and correct copy of the Declaration of David J. Cohen of the Law Office of David J. Cohen.
24. Attached hereto as Exhibit P is a true and correct copy of the Declaration of David J. Cohen of the law firm of Kolman Ely PLLC.
25. Attached hereto as Exhibit Q is a true and correct copy of an April 15, 2013 letter to the Honorable Mary A. McLaughlin from Andrew D. Lazerow, Counsel for Valeant Defendants.
26. Attached hereto as Exhibit R is a true and correct copy of the Declaration of Richard P. Rouco of the law firm Quinn, Conner, Weaver, Davies & Rouco LLP.

27. Attached hereto as Exhibit S is a true and correct copy of the Declaration of Kendall S. Zylstra of the law firm of Faruqi & Faruqi, LLP.

28. Attached hereto as Exhibit T is a true and correct copy of the Declaration of James G. Stranch, III of the law firm of Branstetter, Stranch & Jennings PLLC.

29. Attached hereto as Exhibit U is a true and correct copy of the Declaration of Kenneth A. Wexler of the law firm of Wexler Wallace LLP.

30. Attached hereto as Exhibit V is a true and correct copy of the Declaration of Christopher Burke of the law firm of Scott and Scott.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed on May 15, 2013
White Plains, New York

/s/ Peter D. St. Phillip, Jr
PETER D. ST. PHILLIP, JR.