

# EXHIBIT F

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

In re WELLBUTRIN XL  
ANTITRUST LITIGATION

THIS DOCUMENT RELATES TO:

INDIRECT PURCHASER ACTIONS

Civil Action No.: 2:08-cv-2433

Honorable Mary A. McLaughlin

**DECLARATION OF ERIC MYERS IN SUPPORT OF  
PLAINTIFFS' MOTION FOR FINAL APPROVAL OF THE  
PROPOSED SETTLEMENT AND FOR APPROVAL OF AN AWARD  
OF ATTORNEYS FEES AND COSTS AND INCENTIVE AWARDS**

I, Eric Myers, declare, pursuant to U.S.C. § 1746, as follows:

1. I am counsel at Aetna Inc., parent of Plaintiff Aetna Health of California, Inc. (collectively "Aetna"). I have been employed by Aetna (including its predecessor companies) in a similar capacity since April 1, 2006. I submit this declaration based upon my personal knowledge.

2. Aetna is one of the nation's leading diversified health care benefits companies, serving an estimated 44 million people with information and resources to help them make better informed decisions about their health care. Aetna's customers include employer groups, individuals, college students, part-time and hourly workers, health plans, health care providers, governmental units, government-sponsored plans, labor groups and expatriates.

3. During the Class Period, Aetna paid millions of dollars for prescriptions of brand (Wellbutrin XL) and generic extended release bupropion hydrochloride for Aetna members.

4. In early 2010, I was informed by our long-time outside counsel at Lowey Dannenberg Cohen & Hart P.C. ("Lowey Dannenberg") that the named plaintiffs in *Wellbutrin XL Antitrust Litigation* had uncertainties regarding their jurisdictional standing that could impede

class certification and/or limit the scope of the putative class and putative class members' recoveries. In response, I worked with class counsel to analyze and develop our claims, and Aetna Inc. moved to intervene as a class representative. On July 21, 2010, the Court denied Aetna Inc.'s intervention motion. *In re Wellbutrin XL Antitrust Litig.*, 268 F.R.D. 539 (E.D. Pa. 2010). Following this, the Court did, however, grant Aetna Health of California Inc.'s motion to substitute as a class representative for claims then-pending under state law. (Dkt. No. 200).

5. The decision for Aetna to intervene in a class action was difficult. As a health benefits and insurance company, and as a public company, Aetna has had significant exposure as a defendant in class action litigation. Further, such litigation posed risks to our business relationships with other customers and with drug companies with whom we have actual and potential business relationships, including the two defendants in this action, GlaxoSmithKline and Biovail (now Valeant).

6. Aetna committed substantial efforts of multiple employees to assist in the prosecution of this litigation. I and members of Aetna's litigation staff worked with Class Counsel to review and produce a large volume of purchasing data and other information responsive to defendants' discovery requests. Persons in our pharmacy management information technology group spent considerable time designing, testing and running reports to retrieve this data for review by Lowey Dannenberg and me, and consult with them and me, before Aetna produced it to defendants. Such information included competitively sensitive data that required careful negotiation of its terms of production. We consulted with Aetna pharmacy personnel and worked with counsel to narrow the permissible scope of the discovery, while taking great care to protect patient confidentiality.

7. I worked with Class Counsel in preparing our pharmacy personnel for deposition in this case. This required a substantial commitment of my time and the time of Aetna's pharmacy personnel. Such a deposition entailed considerable competitive risk for Aetna, as pharmacy management practices were disclosed to defendants, who are major vendors of ours. Following the deposition, I spent time reviewing the testimony and working with Lowey Dannenberg to respond to follow-up discovery requests to Aetna from defendants.

8. Throughout the course of these proceedings, I worked closely with Class Counsel, specifically with Gerald Lawrence, Richard Cohen and Peter St. Phillip at Lowey Dannenberg. I met with counsel on numerous occasions and participated in countless telephone calls among counsel with representatives of Aetna to discuss litigation strategy and discovery.

9. I monitored the activities of Class Counsel on issues of strategy, procedure and positions taken in the briefing of various issues before the Court. I periodically reported the status of this litigation to my superiors and others at Aetna.

10. During settlement negotiations, Class Counsel contacted me to relay information germane to the settlement negotiations and seek authority from me with respect to various facets of a proposed settlement. I approved counsel's execution of the February 7, 2013 settlement agreement after a detailed review of all its terms.

11. I believe the settlement is an excellent result for class members in light of the litigation risk that we faced. I am satisfied with the high quality of work, diligence and professionalism of Lowey Dannenberg in pursuing class claims in this case.


12. Aetna requests an incentive fee award in connection with its efforts as class representative in this case. I believe this award is particularly appropriate to recognize the substantial risks Aetna took to support a faltering putative class, the resources which Aetna

devoted to participation and oversight in this litigation over a period of three years and the results obtained.

13. Previously, Aetna served as a class representative in another class action lawsuit regarding prescription drugs. *In re Cardizem CD Antitrust Litigation*, 218 F.R.D. 508 (E.D. Mich. 2003). In *Cardizem CD*, the Court conferred a \$75,000 incentive fee award to Aetna after it performed similar activities as a class representative. *Id.* at 535.

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

Executed on May 14, 2013

  
Eric Myers