

EXHIBIT H

**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
)

THIS DOCUMENT RELATES TO:

INDIRECT PURCHASER ACTIONS

)
) Honorable Mary A. McLaughlin
)
)

**DECLARATION OF AARON ANDERSON 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, Aaron Anderson, declare, pursuant to U.S.C. § 1746, as follows:

1. I am the Fund Administrator of Painters District Council No. 30 Health & Welfare Fund ("PDC") and I submit this declaration based upon my personal knowledge.

2. PDC is located in Aurora, Illinois and is an employee welfare benefit plan within the Employee Retirement Income Security Act ("ERISA"), 29 U.S.C. §§1002(1), 1002(3) and 1003(a). As such, Plaintiff is a legal entity entitled to bring suit in its own name pursuant to 29 U.S.C. §1132(d). Plaintiff is a not-for-profit trust, sponsored by and administered by a Board of Trustees, established and maintained to provide comprehensive health coverage for its participants and beneficiaries.

3. PDC committed substantial personnel to assist in the prosecution of this litigation. PDC's staff worked with Class Counsel to arrange for the mining of PDC's claims database and its pharmacy benefits manager in an effort to produce responsive purchasing data. PDC's personnel spent considerable time testing and running reports to retrieve this data.

4. PDC also worked with Counsel in preparing our personnel for deposition in this case.

5. Throughout the course of these proceedings, I and PDC personnel worked closely with Counsel, specifically with Marvin A. Miller and Lori A. Fanning of Miller Law LLC and with Joseph Burns, PDC's fund counsel. PDC's personnel participated in telephone calls among counsel to seek and provide information relevant to the lawsuit.

6. 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 PDC's Board.

7. I was provided with pertinent information germane to the settlement negotiations and I approved counsel's execution of the February 7, 2013 settlement agreement after a detailed review of all its terms.

8. I understand that Class Counsel are requesting an incentive fee award of \$60,000 to be split among the plaintiff class representatives in connection with their efforts as class representative in this case. I believe this award is particularly appropriate given the substantial resources which PDC devoted to participation and oversight in this litigation over a period of three years and the results obtained.

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

Executed on May 13, 2013


Aaron Anderson

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

IN RE FLONASE ANTITRUST
LITIGATION

THIS DOCUMENT RELATES TO:

Indirect Purchaser Actions

CIVIL ACTION

No. 08-3301

Hon. Anita B. Brody

DRAFT May 14, 2013

MEDICAL MUTUAL OF OHIO, on behalf of
itself and all others similarly situated,

Plaintiff,

v.

SMITHKLINE BEECHAM CORPORATION
d/b/a GLAXOSMITHKLINE plc,

Defendant.

CIVIL ACTION

NO. 12-4212

Hon. Anita B. Brody

DECLARATION OF AARON ANDERSON

I, Aaron Anderson, make this declaration and state:

1. I make this declaration based on my personal knowledge and if called as a witness I would be competent to the facts contained herein.
2. I am the Fund Administrator of Painters District Council No. 30 Health & Welfare Fund ("PDC") which is one of the original named plaintiffs in this consolidated class action and make this declaration in support of PDC's application for an award of an incentive payment for the services PDC provided to the Class as a representative party in this litigation.
3. PDC had retained Miller Law LLC and our Fund counsel, Joseph Burns, to investigate possible claims involving GlaxoSmithKline's ("GSK") conduct which delayed the entry into the market of generic Flonase.

4. After their investigation and report to PDC that it appeared that GSK took certain actions, including filing Citizens Petitions with the Food & Drug administration, as well as other conduct which caused competitors to delay entry of a generic version of Flonase, PDC authorized the filing of the Class Action Complaint to be filed against GSK in the Eastern District of Pennsylvania. In doing so, PDC put its reputation on the line as few institutions have shown not to come forward and prosecute the types of claims required to recover damages for overcharges for pharmaceutical, as demonstrated from the few named institutional entities in this case.
5. Our action was consolidated with other similar actions. Although we seek the advice of our counsel, the PDC Board monitors each litigation and provides input into the decision-making process. That process was followed in this case.
6. As one of the few named Plaintiffs in this case, PDC knew that it would be required to monitor and confer with counsel, comb through its voluminous records for the more than four (4) years involved to determine the purchased for which it paid or reimbursed members of PDC's fund, provide discovery, including personnel to be deposed and otherwise assist counsel in the prosecution of the case and be prepared to assist in the trial of this case. PDC monitored this case from the inception and stayed on regular contact with our counsel throughout the case.
7. Furthermore, the propriety of the award requested is supported by the special circumstances of this case, including: (a) the risks incurred by PDC in becoming and continuing to be a named litigant; (b) the value of PDC's experience and contributions; (c) the time and effort PDC expended to the discovery process; (d) PDC active role; and PDC's opportunity costs and burdens attendant to the diversion of personnel from their normal tasks of operating a health and welfare fund while attending to the prosecution of this case.
8. By acting as a class representative, PDC shouldered the risks and burdens not faced by many of those unnamed members of the Class which simply filed claims after settlement was achieved. There is little doubt that business risk and reputation is an unavoidable consequence when a fund, such as PDC acquiesces to becoming a named plaintiff in a suit against one of the world's largest

pharmaceutical companies. This phenomenon is evidenced in this case by the fact that many of the largest third-party payors waited on the sidelines until a settlement fund was achieved. Throughout this litigation, PDC persisted in its role and withstood the risks and challenges to its role as a class representative.

9. In order to assist counsel in the prosecution of this case, PDC personnel were diverted from their normal tasks and spent numerous hours trying to retrieve data from its pharmacy benefits manager, not only to demonstrate that it purchased, paid for or reimbursed for brand Flonase, but also to trace the source of funds and payments because those records were not available through the pharmacy benefits manager.
10. PDC personnel also provided deposition testimony where there was extensive interrogation by defendant's counsel and declarations which were useful in defeating GSK's motions for summary judgment.
11. PDC personnel also provided documentation for the opposition to GSK's several motions for summary judgment and assisted in the preparation of documents and resources throughout the intensive discovery process and assisted in the preparation of trial exhibits and were prepared to travel to Philadelphia to testify at the trial which was scheduled for January, 2013.
12. PDC conferred with counsel regarding the settlement negotiations and the intricate negotiations with the SHP group of third-party payors.
13. PDC has not been provided or promised any consideration other than as provided in the Plan of Allocation benefits of the settlement approved by the Court.
14. At all times throughout this litigation, PDC took its responsibilities as a representative party seriously and performed those duties in a manner that helped achieve the benefits for the Class. I understand that Co-Lead Counsel have requested that PDC be awarded an incentive payment of \$25,000 for its efforts and the significant contribution PDC made toward achieving the substantial benefits for the Class. I believe that PDC played a major role and undertook the risks incurred

and perseverance to see the litigation through to trial and to obtain a successful conclusion and that the requested award is clearly warranted.

I declare under the penalties of perjury that the foregoing is true and accurate. Executed this 14th day of May, 2013 at Aurora, Illinois.

s/ 