

# EXHIBIT J

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

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In re WELLBUTRIN XL	)	
ANTITRUST LITIGATION	)	Civil Action No.: 2:08-cv-2433
THIS DOCUMENT RELATES TO:	)	
	)	Honorable Mary A. McLaughlin
INDIRECT PURCHASER ACTIONS	)	
	)	

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**DECLARATION OF JOE R. WHATLEY, JR. IN SUPPORT OF PLAINTIFFS'  
APPLICATION FOR ATTORNEYS' FEES, EXPENSES AND INCENTIVE AWARDS**

**DECLARATION OF JOE R. WHATLEY, JR.**

I, Joe R. Whatley, Jr., declare as follows:

1. I am an attorney in good standing, duly licensed and admitted to the State Bar of Alabama, New York, Colorado and Texas, and a partner in the law firm Whatley Drake & Kallas, LLC. 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 the class of Indirect Purchaser Plaintiffs. This Court appointed my firm as Interim Lead Class Counsel for the proposed class of Indirect Purchasers in its Pretrial Order No. 1 entered on August 20, 2008 [Docket # 36]. A brief description of my firm is attached as Exhibit 1 and incorporated herein by reference.

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 and/or at the direction of co-lead counsel. Such tasks included, but were not limited to: fact investigation; engaging in a private ordering process supporting the Court's appointment of the leadership structure in the Pretrial Order No. 1; working on the consolidated amended complaints and responding to defendant's motions to dismiss; responding to discovery, including the collection, review and preparation of document production; document review; conducting factual and/or legal research and analysis where required in connection with pleadings, motion practice and the case generally; and participation in strategic conferences with

co-lead counsel and the other members of the Executive Committee. In addition, we made significant contributions to the plaintiffs' litigation fund.

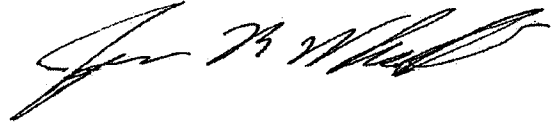
5. My firm submitted our detailed time records to Co-Lead Class Counsel for submission to the Court *in camera*. These contemporaneous time records were regularly prepared and maintained by my firm. The hourly rates for my firm's partners, attorneys and professional support staff included in Exhibit 2 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 2,708.70 hours. The total lodestar for my firm at current rates is \$1,002,162.50. 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 \$34,947.69 in unreimbursed expenses, all of which were reasonable and necessary for the prosecution of this litigation. Of this amount, \$30,000.00 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 at the request of Co-Lead Counsel, and an additional \$4,947.69 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 at page 26 of Exhibit 2.

I declare under penalty of perjury under the laws of the United States and the State of Alabama that the foregoing is true and correct. Executed this 13<sup>th</sup> day of May, 2013, in Birmingham, Alabama.



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Joe R. Whatley, Jr.

# EXHIBIT 1



# Whatley Drake & Kallas

## History

**Whatley Drake and Kallas, LLC is a national plaintiffs' firm, committed to litigation that results in meaningful change.** WD&K was formed in Birmingham in 1998 as a successor to the firm of Cooper, Mitch, Crawford, Kuykendall & Whatley. The Firm has a legacy of serving leadership roles in significant complex class action and derivative litigation, including securities, 401k, healthcare, insurance, employment and mass tort litigation. WD&K also remains devoted to its longstanding representation of unions and workers throughout the United States. Our class action and complex litigation practice was strengthened in 2006 by the addition of a team of experienced class action attorneys in New York City.

**In 2007, WD&K was one of thirteen firms named to the National Law Journal's "Plaintiffs' Hot List," the annual list of the country's most prominent plaintiffs' firms.** Our national practice includes approximately 15 lawyers across offices in New York City, Birmingham and Boston. Throughout its history, WD&K has been at the forefront in class actions and complex cases across the United States, effecting meaningful change through settlements and verdicts for classes of people, businesses and pension funds.

**WD&K and its partners have served as co-lead counsel in numerous high profile class actions that have recovered billions of dollars for class members, and have achieved significant corporate reforms.** Examples of recent cases in which the Firm served in a leadership role and was extensively involved in the litigation and negotiation of settlements include: In re: Managed Care Litigation (resulting in billions of dollars in cash and value to a class of 900,000 physicians throughout the United States); In re Insurance Brokerage Antitrust Litigation (settlements with defendants Zurich Insurance Company and Arthur J. Gallagher on behalf of commercial policyholders for in excess of \$130 million); In re: Qwest Savings and Retirement Plan ERISA Litigation (approximately \$37.5 million); In re: HealthSouth Corporation Securities Litigation (\$445 million); In re Denney v. Jenkins & Gilchrist (\$81.6 million settlement on behalf of former clients of Jenkins & Gilchrist in connection with illegal tax shelters); In re MedPartners Securities Litigation (\$65 million); In re Kmart 401(k) Litigation (\$11.75 million).

**Whatley Drake & Kallas has gained a national reputation for its aggressive litigation style and its quality legal work.** A significant aspect of the Firm's resources is its ability to try a complex case. One of the Firm's founding partners, Joe R. Whatley, Jr., is an experienced trial lawyer and is one of the few lawyers representing plaintiffs in complex class action litigation who has tried a class action case to verdict. He won a \$1.28 billion jury verdict on behalf of a class of cattle ranchers against Tyson Fresh Meats, Inc. in *Pickett v. Tyson Fresh Meats, Inc.*, No. 96-A-1103-N (M.D. Ala.). Mr. Whatley also won what was at the time the largest wrongful death verdict in Louisiana history in *Dunn v. Consolidated Rail Corp.*, 890 F. Supp. 1262 (M.D.La. 1995). Mr.

Whatley's experience in this regard has made him a highly sought after member of plaintiffs' leadership groups in numerous complex and multidistrict litigations.

WD&K and its partners have also gained a national reputation for their consistent dedication to the interests of their clients by achieving results which include both compensation to victims of wrongdoing and significant industry reforms.

## **Firm Litigation**

### **Securities, Derivative and 401(k) Litigation**

Whatley Drake and Kallas has been appointed to leadership positions in numerous securities and 401(k) class actions and derivative litigation. Examples of cases in which WD&K currently holds or has held a leadership position include, among others, the following:

**In re HealthSouth Corporation Securities Litigation.** WD&K acts as Liaison Counsel in this securities class action pending in the United States District Court for the Northern District of Alabama. Settlement of more than \$670 million have been obtained for class members.

**Hildebrand v. W Holding Company,** WD&K has been named as Co-Lead Counsel in this securities class action against W Holding Company, WesternBank Puerto Rico and certain individuals pending in the United States District Court for the District of Puerto Rico.

**In re MedPartners Securities Litigation.** WD&K served as Liaison Counsel in this action which was filed in Circuit Court of Jefferson County, Alabama on behalf of a class of shareholders against MedPartners. A settlement of \$65 million was obtained and approved by the court.

**In re Qwest Savings and Retirement Plan ERISA Litigation.** Joe R. Whatley, Jr. and WD&K were appointed Co-Lead Counsel in this class action filed on behalf of all participants and beneficiaries of Qwest's 401(k) retirement plan. The suit alleged that various fiduciaries of the plan failed to properly exercise their duties as required under ERISA. A settlement of approximately \$37.5 million was obtained and approved by the court.

**In re Rankin v. Conaway (Kmart).** WD&K served as Lead Counsel in this class action on behalf of participants and beneficiaries of Kmart's Retirement Savings Plans who lost money when Kmart filed for bankruptcy. The suit alleged that various fiduciaries of the Plan failed to properly exercise their duties as required under ERISA. WD&K obtained a settlement of \$11.75 million that was approved by the court.

**In re Xcel Energy.** WD&K served as Co-Lead Counsel on behalf of participants and beneficiaries of Xcel's 401(k) Retirement Plan. A settlement of \$8 million was obtained and approved by the court.



**In re Broadwing, Inc. ERISA Litigation.** WD&K was Co-Lead Counsel in this class action brought on behalf of the participants and beneficiaries of Cincinnati Bell, Inc. Savings and Securities Plan, the Broadwing Retirement Savings Plan, and the Plans themselves, to remedy defendant's breaches of fiduciary duty under ERISA. A settlement of \$11 million was obtained and approved by the court.

**McPhail, et al. v. First Command, et al.** The Firm was Co-Lead Counsel representing a class of military and former military families that were defrauded by First Command. First Command and its officers are being sued because they sold to military families unsuitable financial products that contained, among other things, a 50% sales load in the first year of the product. WD&K won class certification and that decision was upheld by the Ninth Circuit Court of Appeals. First Command appealed that decision to the Supreme Court of the United States and cert was denied. A settlement of \$12 million obtained for class members.

## **Insurance and Healthcare Litigation**

WD&K is a leader in complex litigation against the largest insurance, brokerage and managed care companies in the world. WD&K has been appointed to leadership positions in the following cases, among others:

**Love v. Blue Cross Blue Shield Association,** WD&K is Co-Lead Counsel in this action pending in the United States District Court for the Southern District of Florida. Settlements have recently been reached with approximately ninety percent (90%) of the defendants. The settlements provide for in excess of \$130 million of monetary benefits and practice change relief valued in excess of two billion dollars.

**In re Managed Care Litigation, MDL No. 1334.** WD&K is a member of the Plaintiffs' Steering Committee and represents a class of physicians against nine of the largest managed care providers in the United States including AETNA, CIGNA, United, Healthnet, Humana, PacifiCare, Prudential and WellPoint. The suit alleged that these defendants engaged in a civil conspiracy in violation of the Racketeering Influenced and Corrupt Organizations Act ("RICO") to wrongfully and fraudulently pay doctors less than the amounts to which they were entitled. Settlements were reached with AETNA, CIGNA, Healthnet, Humana, Prudential and Wellpoint consisting of monetary relief and significant business practice changes valued in the billions of dollars have been obtained and approved by the court.

**In re Monumental Life Insurance Company, Industrial Life Insurance Litigation.** WD&K served as a member of the Plaintiffs' Steering Committee in this action pending in the United States District Courts for the Eastern District of Louisiana seeking redress for discriminatory practices of many major insurance companies with respect to the sale of life insurance products to minorities. Settlements of approximately \$500 million dollars have been obtained in these cases and approved by the court.

## **Environmental Litigation**

Whatley Drake & Kallas is proud to represent thousands of individuals against the manufacturers of toxic substances released into the environment and has played a significant role in several nationally prominent environmental litigations including the following:

**In re Allen v. ALDOT.** WD&K represented residential property owners in three neighborhoods in Montgomery, Alabama harmed by the Alabama Department of Transportation's release of the chemical TCE into the groundwater of a 600-acre area affecting the property of some 1200 homeowners. A settlement of \$5.5 million was obtained.

## **Antitrust Litigation**

Whatley Drake & Kallas is a leader in antitrust litigation and has held numerous leadership positions in such cases including, but not limited to, the following:

**In re Insurance Brokerage Antitrust Litigation, MDL No. 1663.** Edith Kallas and WD&K serve as Co-Lead Counsel and represent a putative class of purchasers of commercial and employer benefit insurance against many of the largest insurance companies and brokers in the country relating to these companies' alleged participation in a conspiracy to manipulate the markets for insurance. To date, settlements with two of the defendants, Zurich Insurance Company and Arthur J. Gallagher, have been reached for approximately \$130 million.

**In re Lorazepam and Clorazepate Antitrust Litigation.** WD&K served as Third Party Payor Lead Class Counsel in this antitrust action which was transferred by order of the Judicial Panel for Multi-District Litigation to the United States District Court for the District of Columbia. Settlements of over \$100 million were obtained.

**Pickett, et al. v. Tyson Fresh Meats, Inc.** Whatley Drake served as Co-Lead Counsel in representing a class of cattle ranchers against the major beef packers and producers in the country for conspiring to depress the price of beef on the cash market. In addition to serving in a leadership position in this action, Joe. R. Whatley of Whatley Drake served as trial counsel in the Middle District of Alabama for the plaintiff class and the jury returned a verdict of \$1.28 billion for the class of ranchers and cattle producers.

**In re Pharmacy Benefit Managers Antitrust Litigation.** WD&K currently serves as Co-Lead Counsel in a nationwide class action that seeks to ensure patients' access to their selected pharmacists and that independent pharmacists will be able to provide quality care to the people who seek over 1.3 billion prescriptions from them each year. The suit alleges that these Pharmacy Benefit Managers conspired to and engaged in horizontal price fixing of the reimbursement rates paid to independent pharmacies.

**Waterbury Hospital v. U.S. Foodservice.** The Firm is Co-Lead Counsel and represents customers in a case involving a scheme whereby USF, the second largest food distributor in the U.S.,

fraudulently inflated the prices it charged to their cost-plus customers. USF's customers were charged, pursuant to cost-plus agreements, inflated prices that represented the cost of products plus a kickback to their suppliers.

**In Re Puerto Rican Cabotage Antitrust Litigation:** The Firm is Co-lead Counsel and represents purchasers in a class action alleging that Defendants conspired to fix the prices of shipping services to and from Puerto Rico. The parties have executed a settlement agreement that is presently pending final approval. The settlement in cash and non-cash relief exceeds \$100 million in value.

## **Oil and Gas Royalty**

Whatley Drake & Kallas has represented oil and gas owners in litigation against oil companies. Settlements have been reached with Exxon, Torch Energy and LL&E, Inc. The Firm received more than \$7.5 million for royalty owners.

## **Consumer Class Litigation**

Whatley, Drake & Kallas is actively involved in representing consumers in class action cases. Some of those cases include the following:

**Spencer v. Shell Oil.** The firm represented homeowners with polybutylene plumbing throughout the United States in this action in the Circuit Court of Greene County, Alabama. The firm obtained a settlement of approximately \$1 billion to repair and replace leaking pipes and fittings for homeowners.

**In re Mattel, Inc. Toy Lead Paint Products Liability Litigation, MDL No. 1897.** WD&K is Co-Lead Counsel for a class of consumers of recalled toys due to their lead content or that were defectively designed with magnets which could come loose potentially injure children manufactured and sold by Mattel and Fisher Price. A settlement providing for refunds of the purchase price of the toys and reimbursement for prior lead testing was obtained for class members and approved by the United States District Court for the Central District of California.

**Pineda v. Vitamin Shoppe.** WD&K represented a class of purchasers of Vitamin Shoppe's "Especially for Women" vitamins. The complaint alleged that testing revealed that some of these vitamins were contaminated by lead and/or contained less calcium than the label indicated. Vitamin Shoppe denied all wrongdoing. WD&K obtained a settlement on behalf of the class, who received refunds of 100% of the value of the purchase price of the products or 125% of the purchase price if they choose store credit, which was approved by the Superior Court for Bergen County, New Jersey.

**White v. Bed Bath and Beyond.** WD&K represented a class of purchasers of bedding and linen products from Bed Bath and Beyond. Bed Bath and Beyond inflated the thread count of certain two-ply and multi-ply linens and other bedding products by counting threads in a manner which

the Federal Trade Commission has ruled is deceptive to consumers. WD&K, along with other counsel, reached a settlement with Bed Bath and Beyond, which provided refunds or gift cards to purchasers of these bedding products, which was approved by the United States District Court for the District of New Jersey.

**Subprime Lending Litigation/Countrywide Financial Corp..** WD&K represents a class of borrowers against Countrywide Financial Corp, et al., pursuing claims under the Racketeer Influenced and Corrupt Organizations Act (“RICO”) and California law involving a fraudulent scheme to systematically steer unwary borrowers into “subprime” mortgages and loans with excess charges and inadequately disclosed risks, including drastic and unexpected increases in required monthly payments. As a result, a significant percentage of borrowers from Countrywide have defaulted or are in default on their loans causing the current flood of foreclosures. Countrywide’s scheme resulted in higher profits in interest rates, in origination fees and other fees, and in packaging the mortgage-backed securities.

## **Other Complex Class Action Litigation**

Whatley Drake & Kallas has recently been appointed to leadership positions in the following complex class action cases:

**Tax Shelter Litigation.** The firm was actively involved in the representation of hundreds individuals who were sold defective tax avoidance strategies by some of the nation's largest law firms, accounting groups and investment banks. The litigation resulted in a class settlement of \$81 million with Jenkins & Gilchrist and numerous individual and aggregate settlements valued at several hundred million dollars.

## **Labor & Employment Litigation**

WD&K has a long history of providing representation for participants in employer-sponsored benefit plans including defined benefit pension plans and 401(k) plans fighting to recover individual benefits and damages to the plans themselves. The Firm is actively involved in the representation of Unions across the United States, advising them on a variety of matters that arise with a particular focus on their health and welfare plans.

WD&K has helped to make the workplace free of discrimination in numerous multi-party and class action lawsuits , holding leadership positions on behalf of workers who have suffered mistreatment because of their age, race, gender, national origin, religious affiliation, disability or simply because they sought to exercise rights protected by federal law such as wage and hour provisions:. Several of our members have held roles in significant, high-profile civil, human and worker rights litigation.

**Jackson v. City of Birmingham Schools (Title IX).** WD&K represented an Alabama high school basketball coach fired after he complained that the girls on his team were not treated as well as

boys. The coach won a landmark Supreme Court ruling under Title IX, the law that guarantees equal access and equal facilities for men in women in sports. WD&K litigated the case on remand and obtained a settlement that includes a city school board promise of equal facilities and the hiring of a Title IX coordinator to assure compliance.

**Tyson Foods.** WD&K led the effort that produced the multi-million dollar settlement of sexual harassment claims at a Tyson Foods plant in Alabama; in addition to the money, the Court ordered detailed injunctive relieve and appointed a court monitor to cure the wide-spread sexual harassment problem.

**Ward v. Albertson's, Save-on, and Lucky Stores.** WD&K served as co-lead counsel representing a class of defendants' former employees who alleged that defendants failed to pay them their wages in accordance with California's waiting time statutes. Under California's Labor Code, employers must pay involuntarily terminated employees immediately upon termination, and voluntarily severed employees within 72 hours of their giving notice of termination. Although defendants vigorously disputed these allegations, WD&K obtained a settlement of \$18.5 million.

**Johnson v. Koch Foods.** The Firm served as co-lead trial counsel in a wage and hour collective action alleging that Defendant failed to compensate employees for time spent donning and doffing gear. In January 2010, a jury returned a verdict for the Class on the issue of liability. The case was subsequently settled for back wages and injunctive relief.

## **Biographies**

### **Members**

#### **Joe R. Whatley, Jr.**

Mr. Whatley was born in Selma, Alabama. He is a graduate of Harvard University (A.B., cum laude, 1975), and University of Alabama Law School (J.D., 1978). Mr. Whatley is a member of the Bar in the States of Alabama, Texas, Colorado and New York, and is admitted to practice before the United States District Court for the Middle, Southern and Northern Districts of Alabama, the Southern District of Texas, the District of Colorado, and the Southern, Eastern and Northern Districts of New York, as well as the United States Court of Appeals for the First, Second, Fourth, Fifth, Ninth and Eleventh Circuits. After graduating from the University of Alabama Law School, Mr. Whatley served as a law clerk to the Honorable Frank H. McFadden, who was then Chief United States District Judge for the Northern District of Alabama (1978-1979). Mr. Whatley is a member of the American Bar Association (Member, Sections on: Labor and Employment Law; Litigation), a member and past President (1990-1991) of the Birmingham Federal Bar Association, and a member and past President (1990-1991) of the Labor and Employment Law Section of the Alabama State Bar. He is also a member of the Alabama Trial Lawyers Association; the American Association for Justice (formerly the Association of Trial Lawyers of America), and the National Association of Criminal Defense Lawyers.

Mr. Whatley has a wide-ranging, national practice. Among others, he represents numerous labor unions in the southeast of the United States, financial institutions in deceptive trade practice litigation arising out of the failure of a large retailer to secure confidential cardholder data as required by industry standards, medical societies and physicians in complex class action litigation against the managed care industry, employees in discrimination cases, rice farmers damaged by the contamination of the U.S. long grain rice supply by genetically modified rice traits, and individuals in personal injury and mass torts litigation.

Mr. Whatley is an experienced trial lawyer, having tried numerous cases, including class actions, to verdict. For example, Mr. Whatley won a \$1.28 billion jury verdict on behalf of a class of cattle ranchers against Tyson Fresh Meats, Inc. in *Pickett v. Tyson Fresh Meats, Inc.*, No. 96-A-1103-N (M.D. Ala.), and won what was at the time the largest wrongful death verdict in Louisiana history in *Dunn v. Consolidated Rail Corp.*, 890 F. Supp. 1262 (M.D. La. 1995). Mr. Whatley has recovered billions of dollars in monetary relief and business practice changes in litigations against the managed care industry. He also achieved an \$81.6 million settlement for former clients of *Jenkins & Gilchrist* in *Denney v. Jenkins & Gilchrist*, 230 F.R.D. 317 (S.D.N.Y. 2005), litigation relating to that firm's role in structuring and marketing illegal tax shelters.

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#### **Russell Jackson Drake**

Mr. Drake has been a member of the Bar for almost 40 years. He obtained his J.D. from the University of Alabama Law School in 1969 and is a member of the Bar in the States of Alabama, Texas and New York. Mr. Drake concentrates his practice in the areas of personal injury litigation; products liability litigation; wrongful death litigation; appellate practice in state and federal courts; constitutional litigation; and complex class action litigation.

He is admitted to practice before the U.S. Supreme Court, U.S. Court of Appeals for the Eleventh Circuit and U.S. District Court for the Northern, Middle and Southern Districts of Alabama. Mr. Drake is the author of "Enforcing the Right to Treatment," 10 *American Criminal Law Review*, 587, 1972, and "Judicial Implementation and *Wyatt v. Stickney*," 32 *Al. L. Rev.* 299, 1981, and has lectured at the University of Alabama Law School, 1983-1987.

Mr. Drake has served as a member of the Alabama Ethics Commission, 1998-2003 (Chairman, 2003); the 11th Circuit Judicial Conference (1986-1988); and the Lawyer's Advisory Committee of the U.S. District Court for the Northern District of Alabama (1989-present). Mr. Drake has been a member of and held various executive positions with the Tuscaloosa County Bar Association (Member, Executive Committee, 1979; President, 1980-1981). He has also held various positions with the American Bar Association including: Member, 1973 - present; Chairman, 1979, Member, Committee on Prepaid Legal Services; Chairman, Task Force on Illiteracy, 1989; Member, IOLTA Task Force; Member, Local Bar Activities; Member, Supreme Court Task Force on Judicial Building; Member, Supreme Court Advisory Committee on Criminal Procedure; Member, Labor Law Section; Executive Committee, Young Lawyers Section, 1977; Task Force on Minority Participation, 1995-1996, Chairman, 1996-1997.

Mr. Drake is a member of the Alabama Association for Justice (Member: Board of Governors, 1976; Executive Committee, 1984) and the American Association for Justice. He was named a Fellow of the International Academy of Trial Lawyers in 1995. Mr. Drake was born in Jefferson County, Alabama.

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### **Edith M. Kallas**

Ms. Kallas was born in New York, New York. Ms. Kallas graduated from the Juilliard School in 1984 with a B.M. in Music Performance and from the Fashion Institute of Technology with an A.A.S., summa cum laude. She is a 1987 graduate of the Benjamin N. Cardozo School of Law, where she was a member of the Moot Court Board. Ms. Kallas is admitted to the New York State Bar, the United States District Court for the Southern and Eastern Districts of New York and the United States Courts of Appeal for the Second, Third and Sixth Circuits. She is also a member of the Association of the Bar of the City of New York, the New York State Bar Association, the New York County Lawyers' Association, the American Society of Medical Association Counsel, and the American Association for Justice (formerly the Association of Trial Lawyers of America).

In April of 2004, Ms. Kallas was honored by thirteen State and County Medical Societies, "For the Success Attained in her Relentless Pursuit of Justice for the Physicians of America and their Patients." Also in 2004, Ms. Kallas was named by the New York County Lawyers' Association as one of the "Outstanding Women of the Bar." In 2005, the National Law Journal featured Ms. Kallas in their UP CLOSE section in an article entitled, "HMO Settlement: A Fairer Deal for Doctors." Ms. Kallas is also co-chair of the Public Justice's Class Action Preservation Project.

Ms. Kallas concentrates her practice in the areas of healthcare, insurance and consumer litigation. Her clients include numerous state and county medical societies including: the Medical Society of the State of New York, the Connecticut State Medical Society, the Medical Society of New Jersey, South Carolina Medical Association, Tennessee Medical Association, Northern Virginia Medical Societies, North Carolina Medical Society, Nebraska Medical Association, Washington State Medical Association, Hawaii Medical Association, Alaska Medical Association, Rhode Island Medical Society, Vermont Medical Society, New Hampshire Medical Society, El Paso County Medical Society of Colorado, and the California Chiropractic Association.

Ms. Kallas has represented physicians and medical associations in numerous class actions pending in federal and state courts (including representation of a certified class of approximately 900,000 physicians throughout the United States). Ms. Kallas serves on the Steering Committee in the In re Managed Care action and as Co-Lead Counsel in the Thomas et al. v. Blue Cross Blue Shield Association et al. pending in the United States District Court for the Southern District of Florida and serves as lead counsel in numerous state court healthcare actions. She was one of the principal negotiators of the recent settlements with Aetna, Cigna, Healthnet, Prudential, Humana, Wellpoint and nationwide classes of physicians and medical societies that have resulted in billions of dollars of practice reforms and monetary relief to physicians throughout the country. The

settlements have resulted in significant business practice changes that are viewed as setting a new standard in the healthcare industry that is in the best interests of physicians and their patients. Ms. Kallas has also given legislative testimony regarding issues affecting physicians and successfully handled, on a pro bono basis, an appeal for a patient requiring lifesaving treatment.

Ms. Kallas is also Co-Lead Counsel in the *In re Insurance Brokerage Antitrust Litigation* pending in the District of New Jersey against major brokerage and insurance companies on behalf of classes of businesses and employees who purchased insurance, including healthcare insurance.

Ms. Kallas has also pursued numerous cases on behalf of consumers, including recent class settlements in cases involving products sold by Vitamin Shoppe and Bed Bath and Beyond.

Ms. Kallas is the co-author of "Gender Bias and the Treatment of Women As Advocates," *Women in Law* 1998. Ms. Kallas has also participated as a Faculty Member and/or Speaker in the following conferences: "Class Action Health Care Litigation," ALI-ABA Health Care Law and Litigation Conference, 1999; "Class Actions: HMOs and Health Care Providers Under Attack," ALI-ABA Life and Health Insurance Litigation Conference, 2000; "Providers (Suits by Doctors and Hospital Class Actions)," ALI-ABA Health Care Law and Litigation Conference, 2000; "The Application of ERISA and RICO Theories in the Age of Managed Care," *The Judges and Lawyers Breast Cancer Alert*, 2000; "Health Care Litigation: What You Need to Know After Pegram," *Practicing Law Institute*, 2000; "Provider Suits by Doctors and Hospitals v. HMOs," ALI-ABA Health Care Law and Litigation Conference, 2001; The Joint Seminar Session of the School of Allied Health and Health Law Section at Quinnipiac University School of Law, 2001; The CLE Conference presented by the American Society of Medical Association Counsel, 2002; "The Unique Role of The Medical Society Effectively Litigating for Change in the Healthcare Arena", *American Academy of Otolaryngology Presidential - Board of Governors Special Seminar* 2002; "The Future of Class Action Litigation in America" The CLE Conference presented by the American Bar Association, 2005; "Gender Bias in Litigation and the Trend Toward Diversity in Multi-District Litigation Proceedings," *Whatley Drake LLC Continuing Legal Education Conference* 2006."

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#### **Patrick J. Sheehan**

Mr. Sheehan heads the firm's Boston, Massachusetts office. Mr. Sheehan's practice focuses on consumer protection, health care law, insurance law, issues relating to information security and identity theft and other complex litigation. As part of his practice, Mr. Sheehan represents businesses, professional associations, professionals, consumers and other individuals in class actions and other litigation pending throughout the country.

Mr. Sheehan has represented physicians and medical associations in class actions brought in numerous federal and state courts. Mr. Sheehan currently represents plaintiff physicians and medical societies in the *In Re Managed Care Litigation* and *Love v. Blue Cross Blue Shield et al.*, pending in the United States District Court for the Southern District of Florida, which have already led to landmark settlements resulting in billions of dollars worth of managed care reforms



and monetary relief for physicians across the country. Mr. Sheehan has also represented physicians and state medical societies in state court actions and arbitrations in jurisdictions across the nation.

Mr. Sheehan's current consumer class actions include *In re Aurora Dairy Corp. Organic Milk Marketing and Sales Practices Litigation*, pending in the Eastern District of Missouri, which alleges that Aurora Dairy and various retailers marketed and sold Aurora Dairy milk as "organic" even though it failed to comply with federal organic standards in numerous respects. Mr. Sheehan also represents consumers in the *In re Bisphenol-A Polycarbonate Plastic Products Liability Litigation*, brought against a number of the leading manufacturers of plastic bottles for misrepresenting and failing to disclose the safety risks linked to the chemical compound Bisphenol-A used to make their products.

Mr. Sheehan is also involved in *In re Insurance Brokerage Antitrust Litigation*, filed in the District of New Jersey against certain of the largest insurance companies and insurance brokers in the country in connection with their use of undisclosed contingent commissions. To date, this litigation has led to settlements totaling tens of millions of dollars.

Mr. Sheehan regularly contributes to legal publications and continuing legal education programs. He also frequently volunteers his time on a pro bono basis. Mr. Sheehan is an active participant in the Health Law Advocates Pro Bono Legal Network, through which he provides legal assistance to individuals seeking access to health care. Mr. Sheehan also served as a volunteer attorney for Trial Lawyers Care, the largest pro bono legal program in history, through which he provided legal services to individuals and families who sought compensation under the September 11<sup>th</sup> Compensation Fund.

Mr. Sheehan is a graduate of the College of the Holy Cross (B.A., 1993) and Northeastern University School of Law (J.D., 1997), where he was an editor of the NU Forum. He is a member of the American Bar Association, the American Association for Justice, the Massachusetts Bar Association, the Massachusetts Academy of Trial Attorneys and the Boston Bar Association and serves on the Board of Directors of the Holy Cross Lawyers Association. He is a member of the Massachusetts and New York Bars and is admitted to practice before the United States District Courts for the District of Massachusetts, the Southern and Eastern Districts of New York, the District of Colorado, the Eastern District of Michigan and the First Circuit Court of Appeals.

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## Senior Counsel

### **Ilze C. Thielmann**

Ms. Thielmann practices health care litigation, complex and multi-district litigation. She is a member of the New York State Bar (1995) and is also admitted to practice before the U.S. District Courts for the Eastern and Southern Districts of New York. Ms. Thielmann attended Princeton University (A.B., 1988) and obtained her J.D. in 1994 from Columbia University Law School

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## Of Counsel

### **Charlene P. Ford**

Ms. Ford concentrates her practice in the areas of class actions, complex litigation, small business law and business litigation as well as appellate practice. She is a member of the Alabama Bar and is admitted to practice before the U.S. Supreme Court and the U.S. Court of Appeals for the 11th Circuit. She is a member of the Birmingham and American Bar Associations, Alabama State Bar, Alabama Association for Justice, and American Association for Justice.

Ms. Ford is a graduate of the University of Montevallo (B.S., summa cum laude, 1982) and Cumberland School of Law of Samford University (J.D., summa cum laude, 1993) where she was a Member (1991-1993) and Comment Editor (1992-1993) of the Cumberland Law Review. Following law school, she served as law clerk to the Honorable Judge William M. Acker, Jr., U.S. District Court, Northern District of Alabama. Ms. Ford is the author of "Rule 11: Due Process Reconsidered," 22 Cumberland Law Review 729, 1991-1992. She was born in Limestone County, Alabama.

Reported Cases: PacifiCare Health Systems, Inc. v. Book, 538 U.S. 401, 123 S.Ct. 1531 (2003); Klay v. Humana, Inc., 382 F.3d 1241 (11th Cir. 2004); McFarlin v. Conseco Services, L.L.C., 381 F.3d 1251 (11th Cir. 2004); In re Humana Inc. Managed Care Litigation, 333 F.3d 1247 (11th Cir. 2003); In re Humana Inc. Managed Care Litigation, 285 F.3d 971 (11th Cir. 2002); In re Managed Care Litigation, 246 F.Supp.2d 1363 (Jud. Pan. Mult. Lit. 2003); In re Managed Care Litigation, 236 F.Supp.2d 1336 (S.D. Fla. 2002); In re Managed Care Litigation, 209 F.R.D. 678 (S.D. Fla. 2002); In re Managed Care Litigation, 135 F. Supp.2d 1235 (S.D. Fla. 2001); Moore v. Liberty Nat. Ins.Co., 108 F.Supp.2d 1266 (N.D. Ala. 2000); Avis Rent A Car Systems, Inc. v. Heilman, 876 So.2d 1111 (Ala. 2003); Yeager v. General Motors Acceptance Corp., 719 So.2d 210 (Ala. 1998); Johnson v. Garlock, 682 So.2d 25 (Ala. 1996).

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### **Roberto Ramirez**

Mr. Ramirez formerly served in the New York State Assembly for the 78th Assembly District, Bronx, New York, 1990-2000. While a member of the Assembly, Mr. Ramirez served as Chair, Urban Health Care Subcommittee and also served on the Administrative Regulations Review Commission (ARRC), Social Services Committee and Real Property Tax Committee. In New York State, Mr. Ramirez has earned a reputation as one of the hardest working public officials in government and as a "voice of conscience" on some of the most pressing issues of our time. He is also a formidable activist in the crusade against social injustice and racism. He is a member of the New York State Bar (1997) and the New York State Bar Association (Member, Promote Public Trust and Confidence Committee). He graduated from Bronx Community College (A.D.), New

York University (B.S.) and New York University School of Law (J.D., 1993). Mr. Ramirez was born in Puerto Rico.

## **Associates**

### **Shujan A. Awan**

Mr. Awan is an associate with the firm. He concentrates his practice in the areas of complex and multi-district litigation. Mr. Awan graduated from New Jersey Institute of Technology, *magna cum laude* (B.S. Computer Science, 2002) and from Brooklyn Law School (J.D., 2008). During law school, Mr. Awan served as a student prosecutor for the United States Attorney's Office for the Eastern District of New York where he represented the federal government in the investigation and prosecution of misdemeanors and petty offenses. Mr. Awan was a summer associate and law clerk at the firm prior to joining on a full-time basis. His admission to the New York bar is pending.

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### **W. Tucker Brown**

Mr. Brown practices in the area of class action and antitrust litigation. He is a member of Alabama Bar since 2004 and is admitted to practice before the United States Court of Appeals for the Eleventh Circuit, as well as the U.S. District Courts for the Northern, Middle and Southern Districts of Alabama, and the U.S. District Court for the District of Colorado. He obtained a B.A., *cum laude*, in 2001 from Vanderbilt University and received his J.D., *magna cum laude*, in 2004 from the Georgetown University Law Center where he was Order of the Coif. Following law school he served as law clerk to Hon. William M. Acker, Jr., U.S. District Court for the Northern District of Alabama from 2004 to 2005. He is a member of the Alabama State Bar, the American Bar Association (Antitrust Division), Birmingham Bar Association and American Association for Justice. He was born in Birmingham, Alabama.

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## **Other Attorneys with the Firm**

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# EXHIBIT 2

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