# EXHIBIT K

### UNITED STATES DISTRICT COURT EASTERN DISTRICT OF PENNSYLVANIA

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

DECLARATION OF SIMON B. PARIS, ESQUIRE IN SUPPORT OF PLAINTIFFS' APPLICATION FOR ATTORNEYS' FEES, EXPENSES AND INCENTIVE AWARDS

#### **DECLARATION OF SIMON BAHNE PARIS**

#### I, Simon Bahne Paris, declare as follows:

- I am an attorney in good standing, duly licensed and admitted to the State Bar of New Jersey, and a Partner in the law firm Saltz, Mongeluzzi, Barrett & Bendesky, 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 Plumbers and Pipefitters Local 572 Health and Welfare Fund. This Court appointed my firm as Interim Liaison Class Counsel 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 and the filing of an initial complaint; 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; work on class certification; 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 the usual and customary hourly rates charged for their 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 469 hours. The total lodestar for my firm at current rates is \$222,545.50. 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 \$8,421.49 in unreimbursed expenses, all of which were reasonable and necessary for the prosecution of this litigation. Of this amount, \$5,000.00 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 \$3,421.49 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 3.

I declare under penalty of perjury under the laws of the United States and the State of Pennsylvania that the foregoing is true and correct. Executed this May 10, 2013, in Philadelphia, Pennsylvania.

SIMON B. PARIS

# EXHIBIT 1



#### **CLASS ACTION PRACTICE GROUP RESUME**

#### **OUR FIRM**

Saltz Mongeluzzi Barrett & Bendesky, P.C. ("SMBB") is widely acknowledged as one of the finest Plaintiffs' law firms on the East Coast, routinely handling the largest and most complex cases over a wide array of practice areas and recovering the largest settlements and verdicts for its clients. The firm employs 26 highly-respected attorneys in its Philadelphia office, all of whom are focused on achieving the best possible result for the firm's clients.

SMBB recently expanded its presence in the field of complex litigation by opening a Class Action Practice Group, headed by Simon B. Paris. The Group focuses on the prosecution of antitrust, consumer, employment, and securities class actions in state and federal courts. The Group's attorneys enjoy a national reputation for legal innovation and integrity, and have the experience and resources to ensure that its clients will receive the finest representation available.

#### **PRACTICE AREAS**

#### **Antitrust Class Actions**

Federal and state antitrust laws prohibit practices that restrain trade, such as when one or more companies fix prices for products or services, agree not to compete for customers or business, agree to allocate sales in certain markets, boycott a manufacturer or refuse to supply a particular good or service unless another product is also purchased. These laws are intended to ensure lower prices, better quality products and greater choice for consumers by promoting free and open competition and requiring companies to compete on a level playing field. Anti-competitive conduct is most likely when an industry with high barriers to entry is controlled by a few key players who produce commodity products with limited substitutability.

The attorneys in SMBB's Class Action Practice Group have significant experience in antitrust litigation as a result of their participation in the following cases:

- In Re Aftermarket Filters Antitrust Litigation (N.D. IL)
- In re Carbon Fiber Antitrust Litigation (C.D. CA)
- In re Chocolate Confectionery Antitrust Litigation (M.D. PA)
- In re Cigarette Antitrust Litigation (N.D. GA)

- In re Construction Glass Antitrust Litigation (N.D. IL)
- In re DRAM Antitrust Litigation (N.D. CA)
- In re EPDM Antitrust Litigation (D. MA)
- In re Fasteners Antitrust Litigation (E.D. PA)
- In re Flat Glass Antitrust Litigation (W.D. PA)
- In re Flonase Antitrust Litigation (E.D. PA)
- In re Graphite Electrodes Antitrust Litigation (E.D. PA)
- In re K-Dur Antitrust Litigation (D. NJ)
- In re Linerboard Antitrust Litigation (E.D. PA)
- In re LTL Shipping Antitrust Litigation (N.D. GA)
- In re Metoprolol Succinate Indirect Purchaser Antitrust Litig. (D. DE)
- In re National Football League Antitrust Litigation (E.D. PA)
- In re Nylon and Polypropylene Carpet Antitrust Litigation (N.D. GA)
- In re Ocean Cabotage Antitrust Litigation (M.D.L. Puerto Rico)
- In re Organic Peroxides Antitrust Litigation (D. D.C.)
- In re OSB Antitrust Litigation (E.D. PA)
- In re Paxil Antitrust Litigation (E.D. PA)
- In re Payment Card Interchange Fee Litigation (E.D. NY)
- In re Plastic Additives Antitrust Litigation (E.D. PA)
- In re Processed Egg Products Antitrust Litigation (E.D. PA)
- In re Rail Freight Fuel Surcharge Antitrust Litigation (D. D.C.)
- In re Relafen Antitrust Litigation (D. MA)
- Sheet Metal Workers v. Amgen, Inc. (Aranesp) (E.D. PA)
- In re Steel Antitrust Litigation (N.D. IL)
- In re Tricor Indirect Purchaser Antitrust Litigation (D. DE)
- In re Urethane Antitrust Litigation (Polyether Polyols) (D. KS)
- In re Vitamins Antitrust Litigation (D. D.C.)

#### **Consumer Class Actions**

Consumer fraud encompasses a wide range of activities in the marketing and sale of goods or services, including when companies overcharge consumers for goods or services, run deceptive advertisements or interpret agreements in an unfair manner. In the case of Taft-Hartley benefit plans or municipal entities, consumer fraud often takes the form of misrepresentations made to gain formulary placement or win preferred payment tier status. With so many businesses involved in the aggressive pursuit of short-term gain, even the most conscientious fund can fall victim to fraud.

The attorneys in SMBB's Class Action Practice Group have significant experience in consumer fraud litigation as a result of their participation in the following cases:

- Baycol Products Liability Litigation (D. MN)
- Blake v. UAG (D. NJ)
- Blake v. LifeLock Inc. (D. AZ)
- Bridgestone / Firestone Tire Recall Litigation (PA St. Ct.)
- Celebrex Consumer Litigation (State and Federal Courts)
- Chrysler Airbag Defect Litigation (PA St. Ct.)
- Cirulli v. Hyundai Motor Company (C.D. of CA)
- Compaq Computer Litigation (S.D. TX)
- Deluhery v. Unifiednames, Inc. (D. NJ)

- Employers Mutual Casualty Co., et al. v. Cephalon, Inc. (E.D. PA)
- Fabian v. Fulmer Helmets, Inc. (TN Cir. Ct.)
- Falkenberg v. Alexico, et al. (D. NJ)
- Ford Transmission Defect Litigation (E.D. PA)
- Francis v. Holman Enterprises, Ltd. (NJ Sup. Ct.)
- In re Bayer Corp. Combination Aspirin Products Marketing & Sales Practice Litigation (D. NJ)
- GM Advertising Litigation (D. MN)
- Hale, et al. v. Stryker Orthopaedics, et al. (D. NJ)
- Kaplan v. WASCO (NJ Sup. Ct.)
- Klein v. DeSimone (NJ Sup. Ct.)
- Lupron Marketing and Sales Practices Litigation (D. MA)
- Melman, et al. v. O'Neill Properties, et al. (PA St. Ct.)
- Moroz, et al. v. Alexico, et al. (E.D. PA)
- Paoli Railroad Yard PCB Litigation (E.D. PA)
- Phelan v. Title Insurance Rate Service Association, Inc., et al. (S.D. NY)
- Pharmaceutical Industry Average Wholesale Price Litig. (D. MA)
- Plumbers & Pipefitters L. 572 v. Biovail Corporation (E.D. PA)
- Skin Cap Products Liability Litigation (S.D. FL)
- Smith v. Royal Guard LLC (NJ Sup. Ct.)
- Synthroid Marketing Litigation (D. IL)
- United States, ex rel. Anthony Kite v. Besler Consulting, et al. (D. NJ)
- Viagra Insurance Coverage Litigation (M.D. FL and E.D. NY)
- Vioxx Consumer Litigation (State and Federal Courts)
- In re Vytorin/Zetia Sales Practices and Prod. Liab. Litig. (D. NJ)
- Water Heater Products Liability Litigation (E.D. MO)
- Weldon v. Cherry Hill Nissan, Inc. (NJ Sup. Ct.)
- Zyprexa Payer Litigation (E.D. NY)

#### **Employment Class Actions**

State and Federal wage and hour laws require employers to pay many workers all wages due and owing as well as overtime pay for working more than forty hours in a work week. A variety of federal laws - including Title VII of the Civil Rights Act of 1964, the Americans with Disabilities Act, and the Age Discrimination in Employment Act - prohibit employers from firing an employee, refusing to hire an applicant, or changing the terms of employment for reasons related to race, color, sex, national origin, religion, pregnancy, disability or age. Determining if a worker has been properly paid, or has been the subject of discrimination, can involve complex legal issues. At SMBB, our lawyers have the tools to fight for fair treatment in the workplace.

The attorneys in SMBB's Class Action Practice Group have significant experience in employment litigation as a result of their participation in the following cases:

- Boice v. SEPTA (PA St. Ct.)

- Dorofy v. American International Group, Inc. (D. NJ)
- El v. SEPTA (E.D. PA)
- Heiser v. SEPTA (PA St. Ct.)
- Holt v. SEPTA (PA St. Ct.)
- Huntley v. Pittsburgh Mercy Health System (PA St. Ct.)
- Myers v. Jani-King, Inc. (E.D. PA)
- Turner v. Catholic Health East (PA St. Ct.)
- Vanston v. Maxis Health System (PA St. Ct.)

#### **Securities Class Actions**

The federal securities laws were designed to promote a level playing field for investors by requiring full and fair disclosure of all material facts about public companies. When a company seeks to inflate the price of its shares by making false or misleading statements to analysts, brokers or investors, or by using improper accounting practices, federal securities fraud claims may lie. Securities laws have been particularly relevant to Taft-Hartley pension and retirement funds since passage of the Private Securities Litigation Reform Act of 1995, which specifically encouraged institutional investors to protect the assets held for their beneficiaries and other investors by serving as lead plaintiffs in securities class actions.

The attorneys in SMBB's Class Action Practice Group have significant experience in the litigation of securities fraud claims as a result of their participation in the following cases:

- Abbott Securities Litigation (N.D. IL)
- AOL Securities Litigation (D. MN)
- Initial Public Offering Securities Litigation (S.D. NY)
- Oracle Securities Litigation (N.D. CA)
- Parmalat Securities Litigation (S.D. NY)
- PE Corp. Securities Litigation (D. CT)
- PRI Automation, Inc. Securities Litigation (D. MA)
- TXU Securities Litigation (N.D. TX)
- Tyco Securities Litigation (NH St. Ct.)
- VeriSign Securities Litigation (ND CA)
- Xcel Securities Litigation (D. MN)

#### **Shareholder Derivative Actions**

Derivative actions are lawsuits brought by shareholders against a company's officers or directors that generally allege a breach of fiduciary duties. Derivative claims can be appropriate where, for example, a company's officers or directors have been engaged in self-dealing or where a company has sold assets to an officer or director for less than fair market value. These are cases that companies should bring but do not, usually because its officers or directors exercise improper influence over the company's affairs. If a derivative action is favorably resolved, the individuals found to have harmed

the company may be required to make monetary payments to the company. Successful derivative actions may also lead to corporate governance changes, so that the conduct complained of will not happen again. Derivative suits will generally benefit shareholders through improved corporate governance and gains in share price.

The attorneys in SMBB's Class Action Practice Group have significant experience in shareholder derivative litigation as a result of their participation in the following cases:

- Abbott Laboratories Derivative Litigation (N.D. IL)
- Bristol-Myers Squibb Derivative Litigation (S.D. NY)
- El Paso Derivative Litigation (DE St. Ct.)
- Labranche Derivative Litigation (NY St. Ct.)
- Tyco Derivative Litigation (NH St. Ct.)
- Xcel Derivative Litigation (D. MN)

#### SIGNIFICANT RECOVERIES

The attorneys in SMBB's Class Action Practice Group contributed to the following significant recoveries:

- Abbott Labs Derivative Litigation (N.D. IL) (\$27 Million)
- AOL Securities Litigation (D. MN) (\$2.65 Billion)
- Baycol Products Liability Litigation (D. MN) (\$350 Million partial settlement)
- Bristol-Myers Squibb Securities Litigation (S.D. NY) (\$300 Million)
- DRAM Antitrust Litigation (N.D. CA) (partial settlements over \$143 Million)
- In re El Paso Corp Shareholder Litigation (DE St. Ct.). (\$285 Million)
- Flat Glass Antitrust Litigation (W.D. PA) (\$126 Million)
- Initial Public Offering Securities Litigation (S.D. NY) (\$1 Billion partial settlement)
- Linerboard Antitrust Litigation (E.D. PA) (\$202 Million)
- Lupron Marketing and Sales Practices Litigation (D. MA) (\$150 Million)
- In re OSB Antitrust Litigation (E.D. PA) (\$120 Million)
- Parmalat Securities Litigation (S.D. NY) (\$50 Million partial settlement)
- Paxil Antitrust Litigation (E.D. PA) (\$150 Million)
- Relafen Antitrust Litigation (D. MA) (\$175 Million)
- In re TXU Securities Litigation (N.D. TX) (\$150 Million)
- In re Tyco Securities Litigation (NH St. Ct.) (\$3.2 Billion)
- In re VeriSian Securities Litigation (N.D. CA) (\$80 Million)
- Vitamins Antitrust Litigation (D. DC) (\$2.4 Billion)
- In re Xcel Derivative and Securities Litigation (D. MN) (\$80 Million)

#### ATTORNEY BIOGRAPHIES

#### Simon B. Paris, Esq.

Simon B. Paris, a partner in the firm's Class Action Practice Group, joined SMBB in 2007. Mr. Paris' dedication to finding new ways of identifying and challenging improper business practices has earned him the respect of his

peers and nationwide recognition as a class action innovator.

Mr. Paris' practice focuses on the litigation of complex class actions with specializations in antitrust, consumer protection and securities fraud matters.

Before joining the firm, Mr. Paris worked in the Philadelphia office of Spector Roseman & Kodroff, P.C., where he played an integral role in developing and prosecuting many class action cases, including: Abbott Laboratories Derivative Litigation (N.D. Ill.); AOL Securities Litigation (D. Minn.); Blake v. United Auto Group Inc. (N.J. Super.); Bristol-Myers Squibb Derivative Litigation (S.D.N.Y.); Cosgrove v. Nestle Waters North America, Inc. (N.J. Super.); Francis v. Holman Enterprises, Ltd. (N.J. Super.); Kaplan v. WASCO (N.J. Super.); Klein v. DeSimone (N.J. Super.); Linerboard Antitrust Litigation (E.D. Pa.); Lynch v. National Prescription Administrators, Inc. (S.D.N.Y.); Mercedes-Benz Antitrust Litigation (D.N.J.); OSB Antitrust Litigation (E.D. Pa.); Tricor Antitrust Litigation (D. Del.); and VeriSign Securities Litigation (N.D. Cal.).

Mr. Paris has also worked as an Assistant State Attorney for the State of Florida, where he was lead counsel in over fifty jury trials; as an attorney with Marshall Dennehey Warner Coleman & Goggin, where he handled construction and complex commercial matters; and as a law clerk for Hon. Irvin J. Snyder and Hon. David G. Eynon of the New Jersey Superior Court.

Mr. Paris is admitted to practice in New Jersey, Florida, the United States Courts of Appeals for the Third Circuit, and the United States District Courts for the District of New Jersey.

A 1993 graduate of Rutgers University, Mr. Paris received his law degree from Widener University School of Law in 1996.

#### Patrick Howard, Esq.

Patrick Howard joined SMBB in 2007 as an associate in the firm's <u>Class Action</u> Practice Group. Mr. Howard brings with him significant experience in the prosecution of <u>consumer fraud</u> and <u>antitrust cases</u>.

Mr. Howard, together with firm shareholder Robert J. Mongeluzzi, served as Lead Plaintiffs' Counsel in the *In re: Riverwalk Fire Cases*, Master Litigation Docket No. 2008-23265 (Montgomery County). Following the August 13, 2008 fire that destroyed the Conshohocken, PA luxury apartment complex, SMBB led the investigation and prosecution on behalf of all those who suffered damage. After only 14 months, the litigation resulted in a \$36.25 million recovery, including more than \$9 million for the members of the class. Following Mr. Howard's presentation at the December 17, 2009, Final Settlement Approval Hearing, the Honorable S. Gerald Corso complimented Lead Counsels' efforts in resolving the many issues involved in the litigation "in not only expeditious fashion...but also in providing the maximum benefit for the plaintiffs."

Additionally, Mr. Howard's efforts resulted in SMBB's appointment as lead counsel to a class of over 17,000 consumers in *Weldon v. Cherry Hill Nissan, Inc.*, a case arising out of the alleged deceptive sales practices of an automobile dealership. Without a single objection, the Court approved a settlement that provided consumers with the option to receive a cash payment or a discounted future service of their choice.

Together with pursuing the interests of individual consumers, Mr. Howard also represents a number of small and large businesses, together with Taft-Hartley Funds, who seek redress from violations of the nation's antitrust laws. Currently, Mr. Howard is actively involved in the following litigation: Community Medical Center HealthCare System, et al. v. Lundbeck Inc., Civil Action No. 09-cv-1375 (D. Min)(appointed to Plaintiffs' Executive Committee by Court); Steel Antitrust Litigation (Standard Iron Works, et al. v. Areclormittal, et al., 1:08-cv-05214 (N.D. Ill.)); In re: Rail Freight Fuel Surcharge Antitrust Litigation, MDL Docket No. 1869 (D. D.C.);, and In re: Urethane Antitrust Litigation, MDL Docket No. 1616 (D. Kan.).

In December 2008 and again in May 2011, Mr. Howard was selected from among thousands of attorneys for inclusion in the *Pennsylvania Super Lawyers—Rising Stars*, a listing which includes the top 2.5 percent of attorneys in the state who are 40 years old or younger or who have been practicing less than 10 years.

Mr. Howard also actively participates in the Philadelphia Volunteers for the Indigent Program, providing pro bono legal representation to impoverished individuals. The Philadelphia Court of Common Pleas recognized Mr. Howard in both 2008 and 2009 on the Pro Bono Roll of Honor as an attorney whose pro bono work has been recognized by the judiciary as exemplary.

Mr. Howard is a 1998 graduate of the University of Scranton, where he received a B.S. in both Political Science and History. He received his law degree from the University Of Pittsburgh School Of Law in 2001. While in law school, Mr. Howard received Dean's Honors, was a member of the school's Moot Court Board and participated in the Robert Wagner National Labor and Employment Moot Court Competition. After law school, Mr. Howard served as a judicial clerk for the Honorable Peter Paul Olszewski of the Pennsylvania Superior Court, the state's intermediate appellate court.

Mr. Howard is admitted to practice in the United States Courts of Appeals for the Third Circuit, the United States District Courts for the Eastern District of Pennsylvania and District of New Jersey, the Commonwealth of Pennsylvania and the State of New Jersey. He is a member of the American, Pennsylvania and Philadelphia Bar Associations.

Charles J. Kocher, Esq.

Charles J. Kocher worked on a wide array of legal matters - from pharmaceutical products liability litigation to white collar matters- at one of Philadelphia's largest law firms before joining SMBB in 2010.

He worked with all phases of trial preparation, including witness examinations, developing expert reports, and taking and defending depositions. In one important personal injury case, he successfully argued a summary judgment motion before the esteemed Hon. Jack B. Weinstein in the U.S. District Court for the Eastern District of New York, securing an early victory for his client and eliminating the need for a trial.

At SMBB, Mr. Kocher represents small businesses and other individuals who have been injured by price-fixing conspiracies in violation of the antitrust laws. He also represents injured investors of Ponzi schemes. Mr. Kocher received his undergraduate degree, cum laude, from Georgetown University in 2001, and his law degree from Villanova University School of Law in 2004, where he was a managing editor of the Villanova Law Review.

Upon graduation from law school, Mr. Kocher clerked for U.S. District Judge Clarence C. Newcomer, a celebrated judge who sat on the federal bench for more than thirty years in the Eastern District of Pennsylvania.

Mr. Kocher is admitted to practice in the United States Court of Appeals for the Fifth Circuit, the United States District Court for the Eastern District of Pennsylvania, the United States District Court for the District of New Jersey, the Commonwealth of Pennsylvania and the State of New Jersey.

# EXHIBIT 2

### FILED UNDER SEAL

# EXHIBIT 3

FIRM NAME: SALTZ MONGELUZZI BARRETT & BENDESKY

REPORTING PERIOD: Inception through April 30, 2013

### WELLBUTRIN XL

Description	Current Total	Cumulative Total
Assessments	\$0.00	\$5,000.00
Commercial Copies	\$0.00	\$0.00
Internal Reproduction/Copies	\$0.00	\$436.00
Court Fees (filing, etc.)	\$0.00	\$1,060.00
Court Reporters/Transcripts	\$0.00	\$166.00
Computer Research	\$0.00	\$629.13
Telephone/Fax/Email	\$0.00	\$16.39
Postage/Express Delivery/Messenger	\$0.00	\$85,66
Professional Fees (expert, investigator, accountant, etc.)	\$0.00	\$0.00
Witness/Service Fees	\$0.00	\$474.00
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$0.00	\$554.31
Clerical Overtime	\$0.00	\$0.00
Miscellaneous (Describe)	\$0.00	\$0.00
TOTAL EXPENSES	\$0.00	\$8,421.49