

# EXHIBIT T

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

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In re WELLBUTRIN XL  
ANTITRUST LITIGATION

THIS DOCUMENT RELATES TO:  
INDIRECT PURCHASER ACTIONS

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

)  
) Honorable Mary A. McLaughlin  
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)  
)

**DECLARATION OF JAMES G. STRANCH, III, IN SUPPORT OF PLAINTIFFS'  
APPLICATION FOR ATTORNEYS' FEES, EXPENSES, AND INCENTIVE AWARDS**

I, James G. Stranch, III, declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am over 21 years of age, am of sound mind and body, and am otherwise competent to testify. 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.

2. I am an attorney in good standing, duly licensed and admitted to the State Bar of Tennessee, and a member in the law firm Branstetter, Stranch & Jennings, PLLC. I make this declaration in support of my firm's request for attorneys' fees and reimbursement of litigation expenses.

3. My firm is counsel of record in this case and represents Plaintiff Plumbers and Pipefitters Local 572 Health and Welfare Fund. This Court appointed my firm as Interim Lead Class Counsel in its Pretrial Order No. 1 entered on August 20, 2008 [Docket # 36] and later as Co-Lead Class Counsel in its Class Certification Order entered on August 15, 2011 [Docket #354]. A brief description of my firm is attached as Exhibit 1 and incorporated herein by reference.

4. My firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and it 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”).

5. 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: 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 Pretrial Order No. 1; working on the consolidated amended complaints and responding to defendants’ motions to dismiss; responding to discovery, including the collection, review, and preparation of document production and participation in the plaintiffs’ depositions; third-party discovery; review of documents produced by defendants and third parties; 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 participating in strategic conferences with co-lead counsel and the other members of the Executive Committee. In addition, my firm made significant contributions to the plaintiffs’ litigation fund.

6. My firm submitted its 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 they 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.

7. The total number of hours reasonably expended on this litigation by my firm from inception to April 30, 2013, is 10,881.6 hours. The total lodestar for my firm at current rates is \$3,787,842.50. 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.

8. 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.

9. My firm incurred a total of \$374,669.21 in unreimbursed expenses, all of which were reasonable and necessary for the prosecution of this litigation. This total includes \$324,520.00 in assessment payments to the litigation fund Co-Lead Class Counsel established for the common expenses incurred in the prosecution of this case, as well as direct payments made by my firm for travel, meals and lodging, court reporters, postage, and other expenses. A summary of those expenses by category is attached as Exhibit 3.

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

Executed on May 14, 2013

  
James G. Stranch, III

# EXHIBIT 1



*227 Second Avenue North  
Nashville, Tennessee 37201-1631  
615-254-8801  
Fax: 615-255-5419*

**Firm Profile:**

Branstetter, Stranch & Jennings, PLLC has been providing diverse legal services to its clients for over fifty years. Originally founded as Crownover, Branstetter & Folk, and now Branstetter, Stranch & Jennings, PLLC, the firm's senior partner has been listed in The Best Lawyers in America in three practice areas, and five of the firm's partners are currently listed in The Best Lawyers in America in the area of Labor and Employment. The firm is also listed in the Bar Register of Preeminent Lawyers. Currently comprised of ten (10) Members, three (3) Associates and one of Counsel, the firm is dedicated to providing a full range of legal services to its diverse clientele. In addition to providing quality legal services, the firm is proud of the professional and civic leadership that its members have provided both locally and nationally. Our former Managing Partner, Jane Branstetter Stranch, was nominated by President Obama to the United States Court of Appeals for the 6th Circuit, and now serves as judge on that court following her recent confirmation by the U.S. Senate.

**Year Established:**

1952

**Statement of Practice:**

General Practice in all State, Federal and Appellate Courts; Class Actions and Complex Litigation; Antitrust Law; Securities Law; Shareholder Derivative Law; Consumer Protection; Labor and Employment Law; ERISA and Pension Law; Commercial Litigation; Utility Law; Municipal Law; Personal Injury; Workers' Compensation; and, Social Security Claims.

**Firm Members and Associates:**

**Cecil D. Branstetter**, (Member Emeritus) born Morgan County, Tennessee; admitted to bar, 1949, Tennessee. **Education:** Lincoln Memorial University and George Washington University (B.A., 1946); Oxford University, England and Vanderbilt University (J.D., 1949). Order of the Coif; Delta Theta Phi. Member, Board of Editors, Vanderbilt Law Review, 1949. Member, Tennessee Legislature, 1951-1953. **Member:** Nashville, Tennessee (President, Junior Section, 1952-1953) and American Bar Associations; Nashville and Tennessee Bar Foundations; Tennessee Association of Criminal Defense Lawyers, Tennessee Trial Lawyers; American Board of Trial Advocates; The Association of Trial Lawyers of America. **Practice Areas:** Personal Injury; Public Utility Law; Regulated Industries; Municipal Law; Labor Law; Employment Law; Administrative Law; Civil Litigation.

**C. Dewey Branstetter, Jr.**, (Member) born Nashville, Tennessee; admitted to bar, 1981, Tennessee and U.S. District Court, Middle and Eastern Districts of Tennessee; 1982, U.S. Court of Appeals, Sixth Circuit. **Education:** Vanderbilt University (B.A., summa cum laude, 1978; J.D., 1981). Phi Beta Kappa; Order of The Coif. Chief Justice, Vanderbilt Moot Court Board, 1980-1981. Member, 1982-1993 and Chairman, 1986-1989, Metropolitan Nashville Board of Public Education. **Member:** Nashville, Tennessee and American Bar Associations; Nashville Bar Foundation; Tennessee Trial Lawyers Association; The Association of Trial Lawyers of America. **Practice Areas:** Shareholder Derivative Law; Class Actions and Complex Litigation; Securities Law; Tort and Personal Injury; Labor and Employment; Commercial Litigation; Utility Law; Municipal Law; Civil Litigation.

**Randall C. Ferguson**, (Member) born Nashville, Tennessee; admitted to bar, 1974, Tennessee; U.S. District Court, Middle and Western Districts of Tennessee; U.S. Court of Appeals, Sixth Circuit; 1978, U.S. Supreme Court. **Education:** Tennessee Technological University and University of Tennessee (B.S., 1968); University of Tennessee (J.D., 1974). **Member:** Nashville, Tennessee and American Bar; [U.S. Army, 1969-1972]. **Practice Areas:** Labor and Employment Law; Civil Litigation; Personal Injury and Wrongful Death; Class Actions.

**R. Jan Jennings**, (Member); admitted to bar, 1975, Tennessee and U.S. District Court, Eastern District of Tennessee; 1976, Georgia and U.S. Court of Appeals, Fifth Circuit; 1979, U.S. Court of Appeals, Sixth Circuit; 1981, U.S. Court of Appeals, Eleventh Circuit; 1984, U.S. Court of Appeals for the Federal Circuit and U.S. Supreme Court. **Education:** East Tennessee State University (B.S., 1964; M.B.A., 1966); University of Tennessee at Knoxville (J.D., 1974). Editor, Tennessee Law Review, 1973-1974. Member, Panel of Arbitrators, American Arbitration Association. **Member:** Tennessee Bar Association; State Bar of Georgia. **Practice Areas:** Litigation; ERISA; Labor; Personal Injury.

**Joe P. Leniski, Jr.**, (Member) born Mishawaka, Indiana; admitted to bar, 2003, Tennessee; 2004, U.S. District Court, Middle District of Tennessee; 2005, U.S. District Court, Eastern District of Tennessee; 2008, U.S. District Court for Western Tennessee; 2005, U.S. Court of Appeals for the Sixth Circuit; **Education:** University of Notre Dame (B.A., cum laude, 2000), Vanderbilt University Law School (J.D., 2003). Vanderbilt Bar Association, President; Trial Advocacy Association, member; Vanderbilt Juvenile Practice Clinic; **Member:** Nashville and Tennessee Bar Associations; American Bar Association; Harry Phillips American Inn of Court. **Practice Areas:** Civil Litigation; Class Actions and Complex Litigation; Labor and Employment; Consumer Protection; and ERISA.

**Donald L. Scholes**, (Member) born Nashville, Tennessee; admitted to bar, 1982, Tennessee. **Education:** Belmont College (B.S., 1977); University of Tennessee (J.D., 1982). Research Editor, Tennessee Law Review, 1981-1982; Assistant General Counsel, Tennessee Public Service Commission, 1983-1987. **Member:** Nashville and Tennessee Bar Associations. **Practice Areas:** Municipal; Public Utility; Workers Compensation; Social Security.

**James G. Stranch, III**, (Member) born Abbeville, South Carolina; admitted to bar, 1973, Tennessee; 1974, U.S. District Court, Middle District of Tennessee; U.S. Tax Court; 1980, U.S. Supreme Court; 1982, U.S. Court of Appeals, Sixth Circuit; 1986, U.S. Court of Appeals, Eleventh Circuit; 1991, U.S. District Court, Eastern District of Tennessee; 2008, U.S. District Court, Western District of Tennessee; 2008, U.S. Court of Appeals, Ninth Circuit; 2002, U.S. District Court, Colorado. **Education:** Dobbins-Bennett High School, Kingsport, Tennessee; University of Tennessee (B.S., 1969; J.D., 1973). Phi Delta Phi. **Member:** Appellate Court Nominating Committee, Secretary, 1985-1991; AFL-CIO Lawyer's Coordinating Advisory Committee; Nashville, Tennessee (Chairman, Labor Law Section, 1991-1992) and American Bar Associations; Tennessee Trial Lawyers Association. **Practice Areas:** Labor and Employment; Class Actions and Complex Litigation; Shareholder Derivative Law; Consumer Protection; ERISA; Securities Law; Civil Litigation; and Municipal Law.

**J. Gerard Stranch, IV**, (Member) born Nashville, Tennessee; admitted to bar, 2003, Tennessee, U.S. District Court, Middle District of Tennessee; 2005, U.S. District Court, Eastern District of Tennessee; 2008, U.S. District Court for Western Tennessee; 2004 U.S. Court of Appeals, Sixth Circuit. **Education:** Emory University (B.A. 2000); Vanderbilt University Law School (J.D., 2003). **Member:** Nashville and Tennessee Bar Associations; John Marshall American Inns of Court. **Practice Areas:** Class Actions and Complex Litigation; Securities Law; Labor and Employment; Consumer Protection; ERISA; Civil Litigation; Personal Injury and Wrongful Death.

**Michael G. Stewart**, (Member) born Alexandria, Virginia; admitted to bar, 1994. **Education:** University of Pennsylvania (B.A. 1987); University of Tennessee College of Law (J.D. 1994). **Member:** Nashville, Tennessee, and American Bar Associations. **Practice Areas:** Class Actions and Complex Litigation; Securities; Consumer Protection.

**Michael J. Wall**, (Member) born Cincinnati, Ohio; admitted to bar, 2005, Tennessee; 2006, U.S. District Court, Middle District of Tennessee; 2008, U.S. District Court, Western District of Tennessee; 2009, U.S. District Court, Eastern District of Tennessee; 2006, U.S. Court of Appeals, 6th Circuit; 2010, U.S. Court of Appeals, 11th Circuit; 2011, U.S. Court of Appeals, 8th Circuit; 2009, U.S. Supreme Court. **Education:** Vanderbilt University (B.A., 2002); Vanderbilt University Law School (J.D., 2005). **Member:** Nashville, Tennessee, and American Bar Associations. **Practice Areas:** Civil Litigation; Labor and Employment; ERISA; Class Actions and Complex Litigation.

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**Karla M. Campbell**, (Associate), admitted to Tennessee Bar 2009, U.S. District Court, Middle District of Tennessee 2011, U.S. Court of Appeals, 6<sup>th</sup> Circuit 2011; **Education:** University of Virginia (B.S., 2002); Georgetown University Law Center (J.D., 2008); **Clerkship:** Hon. Jane B. Stranch, U.S. Court of Appeals, 6<sup>th</sup> Circuit (2010-2011); **Member:** Nashville, Tennessee, and American Bar Associations; **Committee Chairwoman:** Lawyers Association for Women; **Practice Areas:** Civil Litigation, Labor and Employment, Complex Litigation.

**Benjamin A. Gastel**, (Associate), admitted to Georgia Bar 2007, Georgia Court of Appeals 2008, U.S. District Court, Northern District of Georgia 2008, Georgia Supreme Court 2010, Tennessee Bar 2010, Tennessee Supreme Court 2010, U.S. District Court, Middle District of Tennessee, 2011. **Education:** University of Dayton (B.S., 2004); Vanderbilt School of Law (J.D., 2007). **Member:** Nashville, Tennessee, Georgia, and American Bar Associations. **Practice Areas:** Class Actions and Complex Litigation; Civil Litigation; Consumer Securities and Fraud, Antitrust Litigation; and Labor and Employment.

**Stacey K. Skillman**, (Associate) born Danville, Illinois; admitted to bar, 2003, Kentucky, 2009, Tennessee, 2009, U.S. District Court, Middle District of Tennessee. **Education:** Eastern Kentucky University (B.S., 1992); University of Louisville Louis D. Brandeis School of Law (J.D., 2002). **Member:** Nashville, Tennessee, Kentucky, and American Bar Associations. **Practice Areas:** Civil Litigation; Labor and Employment; Estate Administration.

**Robert E. Richardson, Jr.**, (Of Counsel) born Cincinnati, Ohio; admitted to bar, Ohio; **Education:** University of Cincinnati (BSE) University of Cincinnati (J.D.) **Member:** Ohio Bar Association, Cincinnati Branch of the NAACP, the Cincinnati Park Board, the Hamilton Democratic Executive Board, and the Lawyers Coordinating Committee for the AFL-CIO and the Board of Trustees of the University of Cincinnati. **Practice Areas:** Labor and Employment, Products Liability Litigation, and General Litigation.



## Noteworthy Cases:

**Branstetter, Stranch & Jennings, PLLC** has been involved and is involved in a number of class actions, shareholder derivative, securities, and other complex cases both in Tennessee courts and federal courts throughout the nation. The firm's efforts have produced significant monetary recovery and/or benefits for plaintiffs from many jurisdictions. While the firm has also defended numerous such actions, the following is a list of notable complex litigation cases that the firm is currently prosecuting, or has prosecuted to a successful conclusion:

### ANTITRUST CASES

- Plumbers & Pipefitters Local 572 Health & Welfare Fund et al. v. Bristol-Myers Squibb Co., No. 00-C-2524, (Davidson Circuit, Tennessee) (Judge Shipley). Lead counsel in action against Bristol-Myers alleging violations of the Tennessee Consumer Protection Act and the Tennessee Trades Practice Act and other theories as a result of anti-competitive, unfair and deceptive acts and practices regarding Bristol-Myers' marketing and selling of the drug Taxol. A global settlement was reached in conjunction with a multi-state indirect companion case in the District of Columbia.
- In re: Columbia/HCA Healthcare Corporation Billing Practices Litigation, No. 3-98-MDL-1227 (M. D. Tenn.) (Higgins). The firm served as liaison counsel in a multi-district litigation brought on behalf of all third-party payers against Columbia Health Care Corporation/HCA Healthcare Corporation alleging over-billing for services. Settlement was reached on a cash payment, modifications in billing documents and admission practices.
- Sherwood et al. v. Microsoft Corporation, No. 99-C-3562 (Davidson Circuit, Tennessee) (Judge Kurtz). Lead counsel in a consumer and indirect purchaser Tennessee class action against Microsoft Corporation alleging violation of the Tennessee Consumer Protection Act and the Tennessee Trades Act. Settlement was reached that was valued at \$64 million.
- Lankford v. Dow Chemical et al., No. 04-1517 (Davidson Circuit, Tennessee) (Judge Shipley). Lead counsel in a consumer and indirect purchaser class action filed on behalf of Tennessee purchasers of products containing neoprene against Dow Chemical Company, E.I. du Pont de Nemours and DuPont Dow Elastomers LLC alleging violation of the Tennessee Consumer Protection Act and the Tennessee Trades Act. A multi-state settlement was reached that was valued at \$4.2 million.
- In re: Pharmaceutical Industry Average Wholesale Price Litig., MDL No. 1456, No. 01-cv-12257-PBS (D. Mass). Counsel in a consolidated nationwide class action against pharmaceutical manufacturers, alleging that defendants published fictional Average Wholesale Prices which artificially inflated the prescription drug prices charged to the Firm's clients and other third-party payors throughout the nation. The case was ultimately settled with various defendants for approximately \$350 million.
- In re: Wellbutrin XL Antitrust Litigation, No. 08-2433 (E.D. Penn.)(Judge McLaughlin). Branstetter, Stranch & Jennings serves as Co-Lead counsel in an antitrust class action against pharmaceutical companies GlaxoSmithkline and Biovail on behalf of third-party payors alleging that defendants violated Tennessee, California, Florida, Wisconsin, and Nevada laws by colluding to illegally suppress a cheaper generic form of the blockbuster drug Wellbutrin XL from reaching the market. Through the efforts of the Firm and other co-lead counsel, plaintiffs were able to achieve certification of a class of indirect purchasers.
- In re: Prograf Antitrust Litigation, No. 11621 (D. Mass)(J. Zobel). Serving in the role of Co-Lead Counsel,

Branstetter, Stranch & Jennings represents a putative class of indirect purchaser plaintiffs in a nationwide antitrust action against Astellas Pharma, Inc., alleging that defendant illegally delayed entry of generic Prograf into the marketplace by filing a sham Citizen Petition with the Food and Drug Administration. Astellas has answered the Complaint, and discovery is ongoing in the case.

- In re: Effexor Antitrust Litigation, No. 3:11-cv-5661 (D.N.J.)(J. Pisano). Branstetter, Stranch & Jennings' client serves on the Executive Committee overseeing this end payor antitrust class action against defendants Wyeth Pharmaceuticals, the manufacturer of antidepressant medication Effexor XR, and Teva Pharmaceuticals. This lawsuit alleges Defendant Wyeth unlawfully procured the patents underlying Effexor XR, filed sham litigation against generic competitors, and then entered into anti-competitive settlement agreement with Teva in order to delay the arrival of generic forms of Effexor XR, causing plaintiffs to pay supracompetitive prices for Effexor XR, when they could have paid for far cheaper generics.
- In re: Lipitor Antitrust Litigation, No. 12-cv-02389 (D.N.J.)(J. Sheridan) Counsel for two union health and welfare funds in a class action on behalf of third-party payors against Pfizer, Inc. and Ranbaxy Pharmaceuticals, alleging the fraudulent procurement of patents and subsequent sham litigation prevented generic forms of Lipitor from entering the market and allowed defendants to illegally perpetuate their monopoly.
- In re: Metoprolol Succinate End-Payor Antitrust Litigation, No. 06-71 (GMS)(D. Del.)(Judge Sleet). Counsel in an antitrust class action on behalf of end-payors against manufacturers of the brand-name drug Toprol XL. The parties are currently in settlement discussions.

## SECURITIES AND DERIVATIVE CASES

- In re: King Pharmaceuticals, Inc. Derivative Litigation, Civil. No. B0019077 (M)\_(Sullivan Chancery, Tennessee) (Judge McLellan). Lead counsel in a shareholder derivative action against the Board of Directors and certain officers at King Pharmaceuticals alleging various breaches of fiduciary duty, abuse of control, unjust enrichment and waste of corporate assets. The parties settled the case for substantial and material revisions to the Company's corporate governance practices.
- Carolinas Electrical Workers Retirement Fund v. Kramer et al., Civ. No. H-01-1176 (S. D. TX). Co-lead counsel in a shareholder derivative suit brought on behalf of American General Corporation alleging that the then directors of the corporation breached its then fiduciary duties in connection with a proposed merger with Prudential Insurance Company. The case was successfully resolved when the merger was cancelled. American General later merged with AIG.
- Holle v. Prison Realty, Inc., Case No. 99-1719-III, (Davidson County Chancery)(Chancellor Lyle). Shareholder class action on behalf of shareholders of Prison Realty Trust against its board of directors for breaches of fiduciary duties and self-dealings. Settlement was reached in conjunction with a global settlement of a securities case in federal court.
- Brand et al. v. Welch et al., Case No. 00C-3066 (Davidson County Circuit) (Judge Gayden). Counsel in a shareholder action alleging breaches of fiduciary duties in connection with the merger between Quorum Corporation and Triad. A settlement was reached in which shareholders received greater value for their stock than offered in the original merger.
- Dollar General Derivative Litigation (Dixon et al v. Turner, et al), Case No. 01C-1322 (Davidson County Circuit, Tennessee) (Judge Shipley). Lead counsel in a shareholder derivative action against directors of Dollar

General Corporation alleging breaches of fiduciary duties, waste of corporate assets, unjust enrichment, and gross mismanagement. Settlement of the case included \$31.5 million cash payment to the corporation and significant corporate governance changes. The settlement is the largest derivative settlement in Tennessee history.

- Benkler v. Miller et al., Case No. 00C-2630 (Davidson County, Tennessee) (Judge Soloman). Counsel in a shareholder derivative action against directors of Sirrom Capital Corporation alleging breaches of fiduciary duties in connection with merger between Sirrom Capital Corporation and Finova Financial. A global settlement was reached in conjunction with securities cases that were filed or transferred to Arizona.
- Central Laborers' Pension Fund v. Chellegren, Civ. No. 02-CI-02174 (Kenton Circuit, Kentucky). Settlement in a shareholder derivative action against the Board of Directors and certain officers at Ashland, Inc. relating to accounting practices which harmed the company. The settlement resulted with a cash payment and significant corporate governance changes.
- Clayton Homes Derivative Litigation, Case No. E-19723 (Blount Circuit, Tennessee) (Young). Lead counsel in a shareholder derivative action originally against the Board of Directors and certain officers at Clayton Homes for breaches of fiduciary duties and corporate waste. During the litigation, Clayton Homes was purchased by Berkshire Hathaway. Settlement was reached with shareholders obtaining additional money for their shares of Clayton Homes in the purchase.
- National Commerce Financial Shareholder Litigation, CT-002672-04 (Shelby Circuit, Tennessee). Counsel in a shareholder action contesting the value of National Commerce stock in its merger with SunTrust. Settlement was reached.
- Accredo Health Derivative Litigation, Case No. CT-002203-03 (Shelby Circuit, Tennessee) (Judge Fields). Co-lead counsel in a shareholder derivative action against the Board of Directors and certain officers at Accredo Health alleging various breaches of fiduciary duty, abuse of control, and waste of corporate assets. Accredo merged during the litigation. Settlement was reached.
- Provident Financial Derivative Litigation, No. C-1-08-168 (S.D. Ohio). Counsel in a shareholder derivative action against the Board of Directors and certain officers at Provident Financial alleging various breaches of fiduciary duty, abuse of control, and waste of corporate assets. Settlement was reached.
- In re: Worldcom Securities Litigation, No. 03-27211 (Davidson Chancery, Tennessee) (Judge McCoy). Co-lead counsel in a securities action by the Tennessee Consolidated Retirement System against the banks that underwrote Worldcom bonds during a period of time in which Worldcom was manipulating its accounting. Settlement was reached that provided a recovery to the retirement system of \$7 million.
- In re: UnumProvident Derivative Litigation, No. 1:02CV-386 (E.D. Tenn.) (Judge Collier). Co-lead counsel in a shareholder derivative action against the Board of Directors and certain officers of UnumProvident alleging various breaches of fiduciary duty, abuse of control, and waste of corporate assets. A settlement of this case that involves a payment of \$30 million to the company plus significant corporate governance changes has been approved by the court.
- In re: AFC Enterprises Derivative Litigation, Civil No. 1:03-CV-2095TWT (N.D. Ga.) (Thrasher). One of three lead counsel in a shareholder derivative action against the Board of Directors and certain officers at AFC Enterprises alleging various breaches of fiduciary duty, abuse of control, and waste of corporate assets resulting

from improper accounting practices and insider trading. Settlement was reached which provided for corporate governance changes.

- In re: Dynegy, Inc., Derivative Litigation, Civil No. 2002-25250 (Harris County, Texas) (Jamison). Co-lead counsel in a shareholder derivative action against the Board of Directors and certain officers at Dynegy, Inc. alleging various breaches of fiduciary duty, abuse of control, and waste of corporate assets. Settlement was reached with significant corporate changes and resignation of key corporate officers and certain directors.
- In re: Direct General Corporation Derivative Litigation, Civil No. 3:05-CV-00158 (M.D. Tenn.)(Campbell). Co-lead counsel in litigation against the Board of Directors and certain officers of Direct General Corporation alleging various breaches of fiduciary duty resulting from financial manipulations, insider selling, and misconduct in connection with a proposed private-equity sale of the company. The parties ultimately reached a settlement for additional material disclosures in the proxy materials and a substantial payment to shareholders if the company is sold by the acquiring entity for more than the merger consideration within nine months of the consummation of the private-equity sale.
- In re: Caremark RX, Inc. Stock Option Litigation, Civil No. 06-C-1329 (Davidson County, Tennessee). Co-lead counsel in litigation against the board of directors of Caremark RX, Inc. alleging breach of fiduciary duties resulting from the Board's attempt to merge the company with CVS Corporation, Inc. and extinguish their liability for improperly backdating stock option grants to certain Board members and high-ranking officers at the Company. A settlement was reached that provided for corporate governance reforms concerning the granting of options, additional disclosures to voting shareholders prior to the merger vote, and recognition that the case indirectly resulted in additional compensation to shareholders.
- In re: HCA Inc. Shareholder Litigation, Civil No. 3:05-CV-0968 (Middle District of Tennessee)(J. Haynes). Co-lead counsel representing shareholders of Hospital Corporation of America (HCA) Inc., alleging that the company's board of directors breached their fiduciary duties by approving a private-equity buyout of the company at an unfair price via an unfair process. A settlement was reached with provided for enhanced appraisal rights for shareholders, reduced termination fee, a "majority of the minority" provision, and additional material disclosures in the proxy materials.
- Fisk v. Alfa Corporation, Civil No. 03-CV-2007-900485.00 (Montgomery County, Alabama). Co-lead counsel representing shareholders of Alfa Corporation, alleging that the company's board of directors breached their fiduciary duties by engaging in self-dealing and approving a sale of the company to private interests for grossly inadequate consideration. A settlement was reached that resulted in an approximate additional \$161 million being paid to the shareholder class.

#### **ERISA AND RELATED CASES (401K, ESOP, TRUST LAW)**

- Ewing et al. v. Neuhoff, et al. (Law and Equity Court, Montgomery County, Tennessee) (Judge Boles). Lead counsel in a class action that resulted in a successful jury verdict against directors of Frosty Morn, Inc. for unlawful activities in running the corporation that directly impacted employee benefit plans. Employees received 100% of their losses.
- In re Providian Financial Corp. ERISA Litigation, No. C 01-5027 (N.D. C.A.) (Breyer). Co-lead counsel in a 401k/ESOP class action suit brought on behalf of the pension plan against fiduciaries of Providian Financial Corp. for violation of duties owed under ERISA. Settlement reached that provided an \$8.6 million cash payment to the Plan for participants, lifted company stock sales restrictions in the Plan valued between \$3.66 million and

\$5.85 million, and allowed the Plan to recover in a parallel securities action.

- In re Montana Power ERISA Litigation, No. 4:02-0099 (D. Mont.) (Haddon). Co-lead counsel in a 401k/ESOP class action suit brought on behalf of pension plan participants against fiduciaries of Montana Power, Touch America and Northwestern Energy and against the Trustee, Northern Trust, for violation of duties owed under ERISA. Settlement was reached that provided a minimum recovery of \$4.9 million plus access to additional monies held by others.
- In re Nortel Networks Corp. “ERISA” Litigation, No. 3:03-MD-1537 (M.D. Tenn.) (Nixon). Co-lead counsel in a 401k/ESOP class action suit brought on behalf of pension plan participants against fiduciaries of Nortel Network Corp. for violation of duties owed under ERISA. Settlement was reached and is pending before the Court that provided a minimum recovery of \$21.5 Million plus access to additional monies held by others.
- In re: Qwest Savings and Investment Plan ERISA Litigation, No. 02-RB-464, (D. Colo.) (Blackburn). Co-lead counsel in a 401k/ESOP class action suit brought on behalf of pension plan participants against fiduciaries at Qwest Communications and the Trustee, Bankers Trust/Deutsche Bank, for violation of duties owed under ERISA. A settlement was reached which provided a \$33 million cash payment from Qwest Communications to the Plan for participants, a \$4.5 million cash payment from Bankers Trust/Deutsche Bank to the Plan for participants, a \$20 million guarantee from Qwest Communications from a parallel securities action with the opportunity of more cash from the parallel securities action, and an undetermined amount of cash from a distribution through the U.S. Securities and Exchange Commission Fair Fund established pursuant to Section 308 of the Sarbanes-Oxley Act of 2002, 15 U.S.C. §§7201 *et seq.*
- In re Global Crossing Ltd. ERISA Litigation, No. 02 Civ. 7453 (S.D. N.Y.) (Lynch). One of several counsel in a 401k/ESOP class action suit brought on behalf of pension plan participants against fiduciaries at Global Crossing for violation of duties owed under ERISA. Settlement reached that provided a \$79 million cash payment to the Plan for participants and allowed Plan to recover in parallel securities action.
- In re Xcel Energy, Inc. ERISA Litigation Civ. 02-2677 (D. Minn.) (Doty). Co-lead counsel in a 401k/ESOP class action suit brought on behalf of the pension plan against fiduciaries of Providian Financial Corp. for violation of duties owed under ERISA. Settlement reached that provided an \$8.6 million cash payment to the Plan for participants, lifted stock restrictions in the Plan with a value between \$38 million and \$94 million, and allowed the Plan to recover in parallel securities action.

### CONSUMER PROTECTION ACTIONS

- Heilman et al. v. Perfection Corporation, et al., Civ. No. 99-0679-CD-W-6 (W.D. Missouri). The firm served on Executive Committee in a nation-wide consumer class action composed of all persons throughout the United States who owned or purchased a hot water heater manufactured by defendants with a defective dip tube. Settlement reached involved 100% recovery of damages for a possible 14.2 million hot water heaters and any other property damages caused by a defective hot water heater.
- Drummond et al. v. C.E.C. Electrical Contractors, Inc., 98-1811-III (Davidson Chancery, Tennessee) (Chancellor Lyle). Lead counsel in a class action settlement by employees against their employer for wages and benefits due from a school construction contract between their employer and the Metropolitan-Davidson County Board of Education. Settlement reached in which employees received 100% of their wages and benefits.
- Cox v. Shell Oil et al., Civ. No. 18844 (Weakley Chancery, Tennessee)(Judge Malon). Intervened in consumer

class action composed of all persons throughout the United States, who owned or purchased polybutylene piping systems used in residential constructions or mobile homes that were defective. A global settlement was reached that resolved two competing lawsuits that was valued at \$1 billion.

- Davidson v. Bridgestone/Firestone, Inc and Ford Motor Co No. 00-C2298 (Davidson Circuit, Tennessee) (Soloman/Brothers). Lead counsel in a consumer action filed on behalf of a nationwide class of consumers against Bridgestone/Firestone, Inc and Ford Motor Co. that was certified as a nationwide class action concerning defective tires. Settlement was reached in conjunction with a companion case in Texas. Settlement was valued at \$34.4 million.
- Co-Pay Coupons Litigation (D.N.J.). Counsel in class actions on behalf of all third-party payors against various pharmaceutical manufacturers, alleging that defendants' co-pay coupon subsidy programs violate federal anti-kickback laws and others by illegally inducing plaintiffs' participants to purchase more expensive brand-name pharmaceutical products rather than their cheaper generic substitutes, threatening to cost plaintiff health plans more than \$32 billion dollars over the next ten years alone. Presently, the case venue is being determined.

### **WARN ACT CLAIMS**

- Kizer v. Summit Partners, Case No. 1:1-CV-38 (E.D. Tenn.) Counsel in class actions on behalf of employees of a closed Summit Partners facility located in Chattanooga, Tennessee in 2011. Case was successfully settled for \$275,000.
- Owens v. Carrier Corp., Case No. 2:08-2331-SHM P (W.D. Tenn.) Lead Counsel in class action on behalf of former Carrier Corp. employees at plant in Collierville, Tennessee that closed in 2008. Case was successfully settled on behalf of former employees for \$2.1 million after Lead Counsel successfully obtained class certification over plaintiffs' WARN Act claims.
- In re Sofa Express Inc., Case No. 07-924 (Bank. M.D. Tenn.) Lead counsel in class action on behalf of former Sofa Express, Inc. employees at a distribution center and headquarters in Groveport, Ohio in 2007. Case was successfully settled on behalf of former employees for \$398,000.

# EXHIBIT 2

**EXHIBIT 2**

**IN RE WELLBUTRIN XL ANTITRUST LITIGATION**

**LODESTAR REPORT**

**FIRM: BRANSTETTER, STRANCH, & JENNINGS, PLLC**  
**REPORTING PERIOD: INCEPTION THROUGH APRIL 30, 2013**

<b>PROFESSIONAL</b>	<b>STATUS</b>	<b>HOURLY RATE</b>	<b>TOTAL HOURS</b>	<b>TOTAL LODESTAR</b>
James G. Stranch, III	Partner	\$725.00	166.8	\$120,930.00
Randall C. Ferguson	Partner	\$625.00	4.0	\$2,500.00
J. Gerard Stranch, IV	Partner	\$625.00	30.3	\$18,937.50
Joe P. Leniski, Jr.	Partner	\$625.00	1,255.7	\$784,812.50
Steven J. Simerlein	Partner	\$550.00	29.0	\$15,950.00
Michael J. Wall	Partner	\$500.00	80.8	\$40,400.00
B. Denard Mickens	Attorney	\$375.00	255.8	\$95,925.00
Benjamin A. Gastel	Attorney	\$375.00	3.7	\$1,387.50
Andrew Boulineau	Attorney	\$300.00	743.8	\$223,140.00
Elizabeth Fischer	Attorney	\$300.00	2,394.2	\$718,260.00
John Cundiff	Attorney	\$300.00	3,062.1	\$918,630.00
Karla Campbell	Attorney	\$300.00	371.6	\$111,480.00
Tyler Faulkner	Law Clerk	\$300.00	2,397.8	\$719,340.00
J.D. Stuart	Attorney	\$200.00	44.0	\$8,800.00
Lisa M. Casey	Paralegal	\$175.00	12.3	\$2,152.50
Megan P. McCoy	Paralegal	\$175.00	3.1	\$542.50
B. Caleb Batey	Paralegal	\$175.00	17.1	\$2,992.50
Teri L. Harris	Paralegal	\$175.00	9.5	\$1,662.50
<b>Grand Total</b>			<b>10,881.6</b>	<b>\$3,787,842.50</b>



# EXHIBIT 3

**EXHIBIT 3**

**IN RE WELLBUTRIN XL ANTITRUST LITIGATION**

**EXPENSE REPORT**

**FIRM: BRANSTETTER, STRANCH, & JENNINGS, PLLC**  
**REPORTING PERIOD: INCEPTION THROUGH PRESENT**

<b>EXPENSE</b>	<b>TOTAL AMOUNT</b>
Copying/Printing	\$172.88
Court Reporter	\$2,039.23
Litigation Fund	\$324,520.00
Meals & Lodging	\$23,622.59
Postage/Courier	\$919.47
Service of Process	\$115.00
Telephone/Conference Calls	\$393.32
Travel	\$22,886.72
<b>Grand Total</b>	<b>\$374,669.21</b>