

# **Exhibit 19**

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

In re: NEXIUM (ESOMEPRAZOLE)  
ANTITRUST LITIGATION

MDL No. 2409

Civil Action No. 1:12-md-02409-WGY

This Document Relates To:

All Actions

**DECLARATION OF KENNETH A. WEXLER IN SUPPORT OF  
PLAINTIFFS' MOTION FOR REIMBURSEMENT OF EXPENSES AND  
CREATION OF A FUND FOR FUTURE LITIGATION EXPENSES**

I, Kenneth A. Wexler, declare as follows:

1. I am the managing partner at the law firm of Wexler Wallace LLP and one of the four firms appointed as Co-Lead Counsel for the End-Payor Class Plaintiffs. I submit this Declaration in support of End-Payor Class Plaintiffs' application for 1) the reimbursement of \$2,563,288.86 in expenses incurred in prosecuting this action through trial; 2) the payment of \$1,479,423.04 in administrative and notice expenses associated with this litigation and End-Payor Class Plaintiffs' settlement with Teva Pharmaceutical Industries Ltd. and Teva Pharmaceuticals USA, Inc. ("Teva"); and 3) the creation of a litigation fund to cover costs and expenses, not in excess of \$2,000,000, incurred by counsel for the End-Payor Class, Direct Purchaser Class, and Individual Retailer Plaintiffs in continuing their litigation against AstraZeneca and/or Ranbaxy. I have been actively involved in this litigation from its inception and am fully familiar with the facts set forth below.

2. This is a class action brought under federal and state antitrust statutes and state consumer protection laws on behalf of end-payers of Nexium and/or its generic equivalent. End-Payor Class Plaintiffs began this lawsuit in 2012, alleging that AstraZeneca, Ranbaxy, Teva, and

DRL conspired to unlawfully restrain trade by using a “pay-for-delay” scheme to delay generic competition for the brand drug Nexium.

3. The Court is well-versed with how hard-fought this litigation has been from the outset, and continues to be. As the people and entities at the end of the distribution chain, members of the End-Payor Class had, and continue to have, a keen interest in seeking redress for the alleged wrongs inflicted by the conduct underlying this litigation. Accordingly, the End-Payor Class Plaintiffs played a central role in every aspect of this case, including, *inter alia*, the massive document review and numerous fact depositions; expert retention, analysis, and examination; motion to dismiss briefing and argument; class certification briefing, argument, and appeal; summary judgment briefing and argument; trial preparation and trial efforts (Steve Shadowen, Co-Lead Counsel for the End-Payor Class, was lead trial counsel with Tom Sobol, Co-Lead Counsel for the Direct Purchaser Class), and numerous other End-Payor Class counsel served as members of the on- and off-site trial team); and briefing in support of the motion for a new trial and motion for injunctive relief. Plaintiffs briefed and survived over ten summary judgment motions and worked through more than six million pages of produced documents. This was the first *Actavis* case to reach a jury, and input from the End-Payor Class Plaintiffs helped shape the argument and strategy at every step of the process, including during the six-week trial. Indeed, their presence at trial helped remind the jury what this case is all about.

4. End-Payor Class Plaintiffs also worked diligently to minimize the End-Payor Class’s exposure with respect to notice and administration costs. Following a demanding request-for-proposal process, End-Payor Class Plaintiffs retained an experienced notice administrator, Kurtzman Carson Consultants (“KCC”). As part of the agreement Co-Lead Counsel negotiated, KCC agreed to forebear on the billing for, and payment of, their class action

notice and administration services until settlement funds became available for payment (provided the lawsuit was not otherwise dismissed without a class resolution).

5. During the course of this litigation, my firm has been involved in the following activities:

- Investigation of facts leading to the drafting and filing of the first complaint;
- Legal research and briefing in connection with, *inter alia*, oppositions to Defendants' motions to dismiss, discovery disputes, oppositions to Defendants' summary judgment motions, Daubert motions, motions *in limine*, and trial-related briefs;
- Discovery-related tasks, including, *inter alia*, document review, responding to discovery requests issued by Defendants, and taking and defending depositions;
- Class certification-related tasks, including work with economic expert, legal research and briefing in connection with motion for class certification and related appeal, and appellate argument before the First Circuit;
- Pre-trial preparation, including, *inter alia*, designating deposition testimony and trial exhibits, objecting to Defendants' proposed designations, preparing, attending, and analyzing the mock trial, and drafting examination and cross-examination outlines; and
- On- and off-site assistance during six-week trial, including, *inter alia*, preparing for examination of fact and expert witnesses, analyzing privilege issues presented by trial testimony, preparing demonstratives, and bench memorandum briefing.

6. The total number of hours expended by my firm from inception of the litigation through November 24, 2014, the date on which the settlement with Teva was agreed to in principal, is 9,542.10 hours, which includes 8,383.5 attorney hours, 124.5 law clerk hours, and 1,034.1 hours spent by paralegals. My firm spent an additional 283.3 hours, including 262.2 attorney hours and 21.1 paralegal hours, finalizing the Teva settlement agreement and addressing notice and administrative issues related to the Teva settlement.

7. My firm has incurred a total of \$500,538.25 in non-reimbursed expenses in connection with the prosecution of this litigation through the end of trial, including return travel from trial. These expenses are summarized as follows:

<b>EXPENSE</b>	<b>AMOUNT</b>
Litigation Fund Contribution(s)	\$343,640.74 <sup>1</sup>
Travel/Hotel/Meals	\$140,268.64
Copying Services	\$1,126.54
Research Services	\$11,692.90
Telephone/Teleconference/Fax	\$992.01
FedEx/Messengers/Postage	\$1,617.21
Court Fees	\$950.00
Other: Hard Drives for document storage	\$250.21
<b>TOTAL</b>	<b>\$500,538.25</b>

8. The expenses incurred in this action are reflected on my firm's books and records, which are maintained in the ordinary course of business and prepared from invoices, receipts, credit card bills, cancelled checks and wire transfer notices, expense vouchers, check records, and other source materials, and they represent an accurate recordation of the expenses incurred.

9. My firm was also in charge of the litigation fund, to which firms made contributions for expenses necessary to advance the litigation. In total, firms contributed \$1,804,062.58 to the litigation fund for expenses incurred through trial. Exhibits 19-36 are the sworn declarations of End-Payor Counsel specifying the amounts advanced to the litigation fund

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<sup>1</sup> This Litigation Fund Contribution sum includes \$1,000 remitted by End-Payor Counsel Zaremba Brown PLLC, which Zaremba Brown PLLC has not currently claimed via Declaration. Wexler Wallace LLP has, however, tracked and accounted for this contribution, which was long-since expended on the joint expenses detailed herein. This \$1,000 will, accordingly, be reimbursed to Zaremba Brown PLLC following distribution from the Settlement Fund.

for such expenses, along with other individual firm-specific expenses (where applicable). A vast majority of the litigation funds was spent on expert witnesses for class certification, summary judgment (including pharmaceutical sciences experts, economists, and regulatory experts), and trial. A categorical summary of the joint litigation fund expenses is charted below.

**Litigation Fund Expenses**

<b>EXPENSE</b>	<b>AMOUNT</b>
Appellate Brief Filings	\$1,966.00
Claims Administration	\$319.83
Document Hosting	\$102,551.41
Document Production	\$6,880.60
Document Review	\$21,928.05
Experts/Consulting	\$1,478,353.92
Transcripts	\$67,241.93
Trial Consulting	\$34,225.77
Trial Document Production	\$43,229.74
Trial IT Team	\$4,765.22
Trial Visuals	\$42,600.11
<b>TOTAL</b>	\$1,804,062.58

10. In addition to the litigation fund, counsel of record collectively expended an additional \$759,226.28 for legal research fees, filing fees, court reporters, travel for court hearings, trial, and depositions, copying fees, and other necessary expenses incident to prosecuting this litigation through trial. *See supra* ¶ 7, Exs. 20-36.

11. Accordingly, End-Payor Class Plaintiffs now request reimbursement for \$2,563,288.86 in expenses incurred through trial.

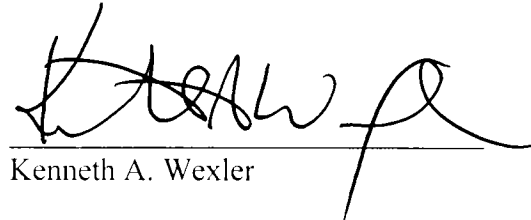
12. End-Payor Class Plaintiffs are also now obligated to pay \$611,095.74 in administrative and notice costs associated with the Teva and DRL Settlements and \$868,327.30 in administrative and notice costs associated with prior class certification notice. End-Payor Class Plaintiffs thus currently seek \$1,479,423.04 in administrative and notice expenses.

13. End-Payor Class Plaintiffs expect to incur additional expenses in the process of disbursing the remainder of the Teva Settlement and will seek reimbursement for those costs at the appropriate time.

14. This firm's practice emphasizes antitrust class actions and this firm has substantial experience in pharmaceutical antitrust class action cases. A firm biography and the biography of each attorney currently employed with the firm who has worked on this case is available upon request and on Wexler Wallace's website. *See* [www.wexlerwallace.com](http://www.wexlerwallace.com).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

WEXLER WALLACE LLP

A handwritten signature in black ink, appearing to read 'KAW', is written over a horizontal line. The signature is fluid and cursive.

Kenneth A. Wexler

Dated: September 9, 2015