

EXHIBIT 9

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

KING DRUG COMPANY OF FLORENCE, Inc., <i>et al.</i>, on behalf of themselves and all others similarly situated, Plaintiffs, v. CEPHALON, INC., <i>et al.</i>, Defendants.	Civil Action No. 2:06-cv-01797-MSG
	 Judge Mitchell S. Goldberg

**DECLARATION OF DIANNE M. NAST IN SUPPORT OF CLASS COUNSEL'S
MOTION FOR AN AWARD OF ATTORNEYS' FEES, REIMBURSEMENT OF
EXPENSES AND INCENTIVE AWARDS TO CLASS REPRESENTATIVES**

I, Dianne M. Nast, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am the founder of the law firm NastLaw LLC. I am submitting this declaration in support of Class Counsel's motion for attorneys' fees and reimbursement of expenses in connection of services rendered by NastLaw LLC in the above-captioned litigation. A copy of this firm's resume is attached hereto as Exhibit 1. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. In the beginning of this matter, the predecessor law firm, RodaNast, P.C., employed the attorneys who worked on this case. In 2012, NastLaw LLC was formed, and all of the RodaNast, P.C. attorneys who worked on this case are and have been employed by NastLaw LLC since that time. RodaNast, P.C. is no longer operating. All time and expenses reported in this Declaration include NastLaw LLC and RodaNast, P.C. time, and are described as time and

expenses of “this firm.”

3. As a member of the Executive Committee for the Direct Purchaser Class Plaintiffs, this firm has been involved in many aspects of this litigation. During the course of this litigation, this firm has been involved in the following types of activities:

- analyzing numerous documents produced by Defendants, including depositions taken in the underlying patent litigation and drafting memoranda summarizing such documents and how they fit into the case and support Plaintiffs’ theories;
- undertaking a thorough review of the privilege logs produced by Defendants, meeting and conferring about deficiencies in those privilege logs, and conducting legal research into the appropriate standards for privilege logs, which was ultimately used during the motion practice related to Defendants’ privilege logs;
- collecting the necessary information and drafted Rule 26 Disclosures for Stephen L. LaFrance Holding, Inc. and Stephen L. LaFrance Pharmacy, Inc. d/b/a SAJ Distributors (collectively “LaFrance”), two of the class representatives in this case,;
- collecting, analyzing and producing documents on behalf of LaFrance, as well as negotiating the scope of those productions, both during the initial discovery phase and then providing updated discovery in 2013;
- preparing for and defending the depositions of two representatives of LaFrance for a 30(b)(6) of LaFrance; and
- performing legal research and drafting memoranda related to possible motions *in limine*.

4. All attorneys, paralegals and law clerks at this firm were instructed to keep

contemporaneous time records reflecting their time spent on this case.

5. The schedule below is a summary of the amount of time spent by this firm's attorneys, paralegals and law clerks: (a) from the inception of the litigation through July 27, 2015, the date that the Court granted preliminary approval of the Settlement with the Cephalon Defendants; and (b) time from July 27, 2015 through the date of this submission that relates to the Settlement.

6. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by this firm. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

Name	Status	Total Hours	Current Hourly Rate	Total Lodestar
Dianne M. Nast	Founder	296.2	\$780.00	\$231,036.00
Steven L. O'Donnell	Associate	51	\$390.00	\$19,890.00
Erin C. Burns	Associate	763.2	\$535.00	\$408,312.00
Shannon O. Young	Associate	13	\$225.00	\$2,925.00
Jeffrey S. Eaby	Associate	106.2	\$350.00	\$37,170.00
Amber Halstead	Paralegal	7	\$145.00	\$1,015.00
Hollie DeFilippo	Paralegal	66.1	\$155.00	\$10,245.50
Meredith Berrier	Paralegal	66.3	\$165.00	\$10,939.50
Cathryn Roberts	Paralegal	429.6	\$170.00	\$73,032.00
Emily Bell	Paralegal	68.3	\$200.00	\$13,660.00
TOTAL		1866.9		\$808,225.00

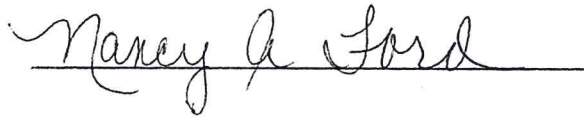
7. This firm has also incurred a total of \$366,535.83 in unreimbursed expenses in connection with the prosecution of the litigation. These expenses were reasonably and necessarily incurred in connection with this litigation and include:

Expense	Amount
Court Costs and Filing Fees	\$390.00
Transcripts of Proceedings and Depositions	\$861.30
Fees for Service of Process	\$68.50
Travel	\$6,939.58
Outside Telephone Charges	\$33.81
Long Distance Telephone	\$7.40
In-house Copies	\$1,148.25
Special Postage	\$59.36
Delivery Charges	\$181.02
Research	\$1,821.11
Litigation Committee Assessments	\$355,000.00
Facsimile	\$25.50
TOTAL	\$366,535.83

8. The expenses incurred in this action are also reflected on the books and records of this firm. These books and records are prepared from expense vouchers, receipts and other source material and accurately record the expenses incurred.

Dated: September 4, 2015


Dianne M. Nast



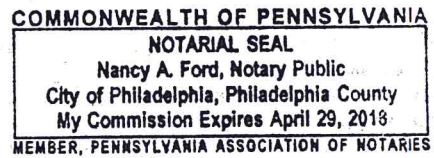


EXHIBIT 1

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FIRM BIOGRAPHY

Led by Dianne M. Nast, NastLaw attorneys combine over 85 years of complex civil litigation experience. We provide our clients with experienced, confident representation to guide them in the most difficult cases.

Our Firm's focus is on complex civil litigation, including pharmaceutical litigation and antitrust litigation. Firm founder, Dianne Nast, brings decades of complex litigation experience to the firm. Ms. Nast is one of the most accomplished attorneys in the country and has been recognized by Courts across the country for her skill and leadership in complex litigation.

ATTORNEYS

Dianne M. Nast is a *magna cum laude* graduate of Rutgers University School of Law. From 1976 to 1995, she was a shareholder with the Philadelphia law firm of Kohn, Nast & Graf, P.C. (now Kohn, Swift & Graf, P.C.) and then a senior shareholder at RodaNast, P.C. from 1995 to 2012.

Ms. Nast holds an AV Martindale-Hubbell rating, and has been selected to be listed in *The Best Lawyers in America*, included in each edition since 2003. The *National Law Journal* has selected Ms. Nast as one of the nation's top fifty women litigators. Ms. Nast was also selected by *Philadelphia Magazine* as one of Philadelphia's Best Complex Litigation Lawyers. She has been named as one of Pennsylvania's Top Fifty Women Lawyers. She appears in numerous *Who's Who* publications.

Ms. Nast was appointed in 1998 by then Chief Justice William H. Rehnquist to a five-year term as Chair of the Board of Directors of the Federal Judicial Center Foundation. She served as a Director of the Federal Judicial Center Foundation for eleven years, from 1991 until 2002.

Judge Edward Becker, then Chief Judge of the United States Court of Appeals for

the Third Circuit, appointed Ms. Nast to serve as a member of the fifteen-member Third Circuit Task Force on Selection of Class Counsel. The Task Force issued a report, *Selection of Class Counsel*, 208 F.R.D. 340 (2002), cited over 100 times in court opinions. She was selected by The American Law Institute to serve on the ALI's Principles of the Law of Aggregate Litigation.

Ms. Nast chaired the Lawyers Advisory Committee for the United States Court of Appeals for the Third Circuit and on that Committee. She served for eight years on the Third Circuit's Committee on Revision of Judicial Conduct Rules of the Judicial Council and on the Judicial Conference Long Range Planning Committee.

Ms. Nast has served as Lawyer Chair of the Judicial Conference of the United States Court of Appeals for the Third Circuit. She is a member of the Historical Society of the Third Circuit, and chaired the Circuit's Centennial Celebration.

She was appointed by the late Chief Judge Alfred L. Luongo to Chair the Eastern District of Pennsylvania's Lawyers Advisory Committee, and served for four years in that position. She served for three years as President of The Historical Society for the United States District Court for the Eastern District of Pennsylvania and as Editor of the Society's Annual Historical Calendar.

She is a member of the American Bar Association Litigation Section, where she has served on the Task Force on State Justice Initiatives, the Task Force on the State of the Justice System and the Task Force on Strategic Planning. She served a three-year term on the Section's Council, served as a Section Division Director, and co-chaired the Section's Antitrust Committee. On May 12, 2015, Ms. Nast received the Pursuit of Justice Award from the American Bar Association Tort, Trial and Insurance Practice section. She served as a Delegate to the American Bar Association House of Delegates and the Pennsylvania Bar Association House of Delegates. She served as a member of the Philadelphia Bar Association Board of Governors. She is a member of the Public Justice Foundation.

She served six years as a Director on the Board of the Public Defender's Office of Philadelphia. Ms. Nast was selected as one of a small group of Philadelphia attorneys to be appointed Judge Pro Tempore, serving as presiding Judge in major civil jury cases in the Court of Common Pleas.

Ms. Nast is a Fellow of the American Bar Foundation. She is a member of the American Law Institute, has served as a member of the Board of Directors of the Sedona Conference, a member of the American Antitrust Institute and the Public Justice Foundation.

Michele S. Burkholder graduated with Distinction from the Pennsylvania State University with dual degrees in Journalism and Sociology, and received her Juris Doctorate, *cum laude*, from the Dickinson School of Law, and was a member of the Woolsack Honor Society. She was Vice-President of the International Law Society and a member of Amnesty International. Ms. Burkholder served as a law clerk to the Honorable Ronald E. Vican, President Judge of Monroe County, Pennsylvania.

Ms. Burkholder is court-appointed Plaintiffs' Liaison Counsel in *Darvocet, Darvon and Propoxyphene Products Liability Litigation*, MDL No. 2226 (E.D. Ky.).

Daniel N. Gallucci received his Bachelor of Arts in History from Gettysburg College and his Juris Doctorate from the Dickinson School of Law of the Pennsylvania State University, where he was a member of the Woolsack Honor Society and the National Trial Moot Court Team. He was Articles Editor of *The Dickinson Law Review* and received the Best Case Note Award in the 1996-97 Law Review Competition. He also received the Conrad A. and Rocco C. Falvello Memorial Award for Diligence and Progress and was named to the Order of Barristers for Excellence in Courtroom Advocacy.

He was a law clerk to the Honorable Michael A. Georgelis, President Judge of the Court of Common Pleas of Lancaster County.

Mr. Gallucci has tried jury cases involving medical malpractice and wrongful death, and won the third largest jury verdict in the history of Lancaster County, Pennsylvania.

Mr. Gallucci served as Co-Lead Counsel in the *Heparin Products Liability Litigation*, MDL No. 1953 (N.D. Ohio) and was appointed as Co-Liaison Counsel for the Pennsylvania Plaintiffs in the *YAZ Products Liability Litigation* (Phila. C.C.P.). Most recently, he was appointed as Co-Liaison Counsel by The Honorable Arnold L. New in the *Xarelto Products Liability Litigation*, January Term, 2015, No. 2349 (Phila. C.C.P.), and a member of the State Liaison Committee by the Honorable Eldon E. Fallon in the *Xarelto (Rivaroxaran) Products Liability Litigation* (MDL No. 2592 (E.D. La.)).

Additionally, he serves on the Science and Case-Specific Committees in *Zoloft (Serataline Hydrochloride) Products Liability Litigation*, MDL No. 2342 (E.D. Pa.).

Erin C. Burns received her Bachelor of Arts from the University of Delaware and her Juris Doctorate from the Villanova University School of Law. She is a member of Psi Chi and served as a staff writer and Symposium Editor on *The Villanova Environmental Law Journal*.

Ms. Burns served as a law clerk to the Honorable Louis J. Farina, Lancaster County Court of Common Pleas and was an associate at RodaNast, P.C. from 2004 until 2012.

She served as the Vice-Chairperson of the Young Lawyers Section of the Lancaster Bar Association in 2004 and the Chairperson of that Section in 2005. Also in 2005, she sat on the Board of Directors of the Lancaster Bar Association. In March of 2005, Ms. Burns received the President's Award from the Lancaster Bar Association for development and implementation of a Habitat for Humanity community service day for the Young Lawyers Section.

She also served as a Leader of the Law Explorers Program through Learning for Life, a program for youth interested in careers in the law from 2004 through 2006.

She was recognized in Who's Who of American Women in 2006 and by Strathmore's Who's Who in 2007 and is a member of the National Association of Professional Women.

In 2012, Ms. Burns was a featured panelist for the *Legal Intelligencer's* first annual Litigation Summit, where she spoke about the taxation of costs under 28 U.S.C. §1920 for e-discovery expenses.

She is a member of the Law & Briefing Committee for *In re Zoloft (Serataline Hydrochloride) Products Liability Litigation*, MDL No. 2342 (E.D. Pa.) and was part of the deposition team for *Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan*, Case No. 2:10-cv-14360-DPH-MKM (E.D. Mich.). Ms. Burns served as one of three Mediation Counsel in *In re Skelaxin Antitrust Litigation*, MDL No. 2343 (E.D. Tenn.).

Joanne E. Matusko received her Bachelor of Science from Beaver College and her Juris Doctorate from the Widener University School of Law. While at Widener, Ms. Matusko was a member of the Moot Court team and received a Certificate of

Achievement Award for Insurance Law. She also holds an MBA degree from Lebanon Valley College and an Associate's degree in medical technology.

Additionally, Ms. Matusko is a member of the Clinical Laboratory Management Association and of the American Society of Clinical Pathologists.

She worked as Director of Laboratory Services at a local hospital and was an Adjunct Instructor of Laboratory Sciences at Thomas Jefferson University College of Allied Health Professions. She is currently an Adjunct Professor at Central Penn College and Harrisburg Area Community College teaching business, legal, and healthcare classes.

Ms. Matusko received a Prominent listing on Martindale-Hubbell in June 2011 and was selected by *Super Lawyers* as a Rising Star lawyer in 2010 and 2013 and as a Super Lawyer in 2014 and 2015.

Ms. Matusko currently serves as is a member of the Trial Committee in *Yaz, Yasmin, Ocella Gianvi Product Liability Litigation*, September Term 2009, No. 1307 (Phila. C.C.P.). Additionally, she serves on the Case-Specific Committees in *Zolofit (Serataline Hydrochloride) Products Liability Litigation*, MDL No. 2342 (E.D. Pa.), and *Xarelto Products Liability Litigation*, January Term, 2015, No. 2349 (Phila. C.C.P.).

CASES

NastLaw LLC has an extensive product liability and personal injury practice focusing on pharmaceutical matters, in addition to its class action practice focusing on antitrust matters. An exemplar listing of some of the class actions in which Ms. Nast has served as Lead Counsel or Executive Committee Member includes the following:

Actos (Pioglitzaone) Products Liability Litigation, MDL No. 2299 (W.D. La.), before The Honorable Rebecca F. Doherty.

Augmentin Antitrust Litigation (SAJ Distributors, Inc. and Stephen L. LaFrance Holdings, Inc. v. SmithKline Beecham Corp., d/b/a GlaxoSmithKline, Civil Action No. 04-CV-23 (E.D. Va.)), before The Honorable Henry C. Morgan, Jr.

Avandia Marketing, Sales Practices and Products Liability Litigation, MDL No. 1871 (E.D. Pa.), before The Honorable Cynthia M. Rufe.

Castano Tobacco Litigation, Civil Action No. 94-1044 (E.D. La.), before The Honorable Okla Jones II.

Chocolate Confectionery Antitrust Litigation, MDL No. 1935 (M.D. Pa.), before The Honorable Christopher C. Conner.

Children's' Ibuprofen Oral Suspension Antitrust Litigation, Misc. No. 04mc0535 (D.D.C.), before The Honorable Ellen S. Huvelle.

Darvocet, Darvon and Propoxyphene Products Liability Litigation, MDL No. 2226 (E.D. Ky.), before The Honorable Danny C. Reeves.

Diet Drug Product Liability Litigation, MDL No. 1203 (E.D. Pa.), before The Honorable Harvey Bartle III.

Effexor XR Antitrust Litigation, Civil Action No. 11-5479 (D. N.J.), before The Honorable Peter J. Sheridan.

Heparin Products Liability Litigation, MDL No. 1953 (N.D. Ohio), before The Honorable James G. Carr.

Hypodermics Products Antitrust Litigation, MDL No. 1730 (D.N.J.), before The Honorable Jose L. Linares.

Lipitor (Atorvastatin Calcium) Marketing, Sales Practices and Products Liability Litigation, MDL No. 2502 (D. S.C.), before The Honorable Richard Mark Gergel.

Medtronic, Inc. Implantable Defibrillators Products Liability Litigation, MDL No. 1726 (D. Minn.), before The Honorable James M. Rosenbaum.

Medtronic, Inc. Sprint Fidelis Leads Products Liability Litigation, MDL No. 1905 (D. Minn.), before The Honorable Richard H. Kyle.

Mirena IUD Products Liability Litigation, MDL No. 2434 (S.D. N.Y.), before The Honorable Cathy Seibel.

Modafinil Antitrust Litigation, Civil Action No. 06-CV-1797, (E.D. Pa.), before The Honorable R. Barclay Surrick and, subsequently, The Honorable Mitchell S. Goldberg.

National Football League Players' Concussion Injury Litigation, MDL No. 2323 (E.D. Pa.), before The Honorable Anita B. Brody.

Nifedipine Antitrust Litigation, MDL No. 1515 (D.D.C.), before The Honorable Richard J. Leon.

Ovcon Antitrust Litigation (SAJ Distributors, Inc., et al. v. Warner Chilcott Holdings Company III, Ltd., et al., Civil Action No. 1:05cv02459 (D. D.C.)), before The Honorable Colleen Kollar-Kotelly.

Paxil Antitrust Litigation (Nichols, et al. v. SmithKline Beecham Corp., Civil Action No. 00-6222 (E.D. Pa.)), before The Honorable John R. Padova.

Pelvic Repair Systems (S.D. W.V.), before The Honorable Joseph R. Goodwin, including *Ethicon, Inc.* MDL No. 2327, *Boston Scientific Corp.*, MDL No. 2326 and *American Medical Systems, Inc.* MDL No. 2325.

Serzone Products Liability Litigation, MDL No. 1477 (S.D. W.Va.), before The Honorable Joseph R. Goodwin.

Testosterone Replacement Therapy Products Liability Litigation, MDL No. 2545 (N.D. Ill.), before The Honorable Matthew F. Kennelly.

Tylenol (Acetaminophen) Marketing, Sales Practices and Products Liability Litigation, MDL No. 2436 (E.D. Pa.), before The Honorable Lawrence F. Stengel.

Wellbutrin SR Antitrust Litigation (SAJ Distributors, Inc., et al. v. Smithkline Beecham Corp., Civil Action No. 04-5525 (E.D. Pa.)), before The Honorable Bruce W. Kauffman and, subsequently, The Honorable Lawrence F. Stengel.

Wellbutrin XL Antitrust Litigation, Civil Action No. 08-2431 (E.D. Pa.), before The Honorable Mary A. McLaughlin.

Xarelto (Rivaroxaban) Products Liability Litigation, MDL No. 2592 (E.D. La.) before The Honorable Eldon E. Fallon.

Xarelto Products Liability Litigation, January Term, 2015, No. 2349 (Phila. C.C.P.) before The Honorable Arnold L. New.

Yasmin and Yaz (Drospirenone) Marketing Sales Practices and Products Liability Litigation MDL No. 2100 (S.D. Ill.), before The Honorable David R. Herndon.

Yaz, Yasmin, Ocella Gianvi Product Liability Litigation, September Term 2009, No. 1307 (Phila. C.C.P.), before The Honorable Sandra Mazer Moss.

Zoloft (Sertraline Hydrochloride) Products Liability Litigation, MDL No. 2342 (E.D. Pa.), before The Honorable Cynthia M. Rufe.