

EXHIBIT 16

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

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

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

I, Paul E. Slater, under penalty of perjury under the laws of the United States of America, declare as follows:

1. I am a Partner of the law firm Sperling & Slater, P.C. 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 Sperling & Slater in the above-captioned litigation. A copy of my 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. Sperling & Slater has been antitrust counsel to class representative Meijer, Inc. for over 20 years. In that capacity, the firm has drafted and reviewed pleadings; consulted with co-counsel at Vanek, Vickers & Masini as to litigation strategy, client discovery issues, and antitrust

legal theory.

3. All attorneys, paralegals and law clerks at my firm who have been involved in this case have kept contemporaneous time records reflecting their time spent on this case.

4. The schedule below is a summary of the amount of time spent by my 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.

5. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my 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
Paul E. Slater	Partner	39.25	\$920.00	\$36,100.00

6. My firm has also incurred a total of \$0.00 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

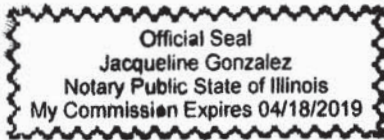
7. The expenses incurred in this action are also reflected on the books and records of my firm. These books and records are prepared from expense vouchers, receipts and other source material and accurately record the expenses incurred.

Dated: September 11, 2015

Paul S. Reed

SUBSCRIBED and SWORN TO
before me this 11th day of
September, 2015.

Jacqueline Gonzalez
Notary Public



SPERLING & SLATER



Firm Overview

Areas of Practice

Attorneys

Representative Clients

Paul E. Slater, Partner and Founder

Mr. Slater has been a partner at Sperling & Slater since he co-founded the firm in 1976, prior to which he was a member of the faculty at the University of California School of Law (Boalt Hall) in Berkeley, California, as well as a Professor of Law at the Northwestern University School of Law. As a full-time faculty member at Northwestern for five years, Mr. Slater taught the basic antitrust courses, and supervised student senior research projects in antitrust law. While he has been practicing law full-time since 1977, Mr. Slater has remained an Adjunct Professor of Law at Northwestern, and continues to teach the advanced antitrust courses. He is also a member of the Advisory Boards of the American Antitrust Institute and the Loyola Antitrust Institute.



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Education

J.D., *magna cum laude*, class valedictorian, Order of the Coif, Northwestern University School of Law, 1970
(Editorial Board, *Northwestern University Law Review*)

B.A. in Economics, Columbia University, 1967

Representative Matters

Mr. Slater's practice focuses on complex commercial litigation and counseling, with a heavy emphasis in antitrust law, to which he devotes approximately 70% of his time. His other areas of focus include trademarks, patents and unfair competition. A sampling of his representations follows:

Antitrust

Mr. Slater has received favorable judgments on behalf of numerous antitrust plaintiffs and defendants in both private treble-damage and injunction actions. Among others:

Mr. Slater successfully obtained, and sustained on appeal, an award of treble damages and injunctive relief for his client, a patent defendant and antitrust counterclaimant, on the basis of fraud on the Patent

Office, bad faith prosecution of an infringement claim and predatory product modification under Section 2 of the Sherman Act. *C.R. Bard v. M3 Systems, Inc.*, 157 F.3d 1340 (Fed. Cir. 1998). The case represents the first time in the history of the Sherman Act that a plaintiff prevailed on the basis of a predatory product modification claim under Section 2 of the Sherman Act in a fully-litigated case (i.e., successfully tried and sustained on appeal).

Mr. Slater successfully represented several nationwide retail chains in their §1 Sherman Act suits for price fixing against major manufacturers and obtained substantial monetary relief in a Sherman Act §1 price-fixing claim against all of the major brand name prescription drug manufacturers in the United States. See, *In re Brand Name Prescription Drug Litigation*, 123 F.3d 599 (7th Cir. 1997).

Mr. Slater successfully prosecuted breach of contract and Sherman Act §1 and §2 claims on behalf of a manufacturer and distributor of commercial vehicles, obtaining substantial monetary relief for his client. *Bering Truck Corp. v. Hyundai Motor Co. and DaimlerChrysler Corp.*, District Court for the Western District of Virginia, Case No. 5:01 CV 56 (2005).

Mr. Slater obtained a treble-damage verdict at trial, which was sustained on appeal, against the owners of the Chicago Bulls NBA basketball franchise and the Chicago Stadium Corporation for violations of §1 and §2 of the Sherman Act. *Fishman v. Estate of Wirtz*, 807 F.2d 520 (7th Cir. 1986).

Mr. Slater obtained a verdict at trial which he successfully sustained on appeal in *Wilk v. American Medical Association et. al.*, 895 F.2d 352 (7th Cir. 1990). Mr. Slater represented chiropractic plaintiffs against nine medical associations including the AMA, American College of Surgeons, American College of Radiologists, American Hospital Association and American College of Physicians, for conspiring to eliminate the entire chiropractic profession in violation of §1 and §2 of the Sherman Act.

In *T. Harris Young and Associates, Inc. v. Marquette Electronics, Inc.*, 931 F.2d 816 (11th Cir. 1991), Mr. Slater successfully obtained reversal of a treble-damage judgment issued against a medical equipment manufacturer pursuant to §1 of the Sherman Act and on remand successfully obtained a judgment of dismissal for default from the trial court.

In *In re Lease Oil Antitrust Litigation (II)*, *Randolph Energy, Inc. v. Amerada Hess, et al.*, No. C-98-48 (1999), United States District Court for the Southern District of Texas, Corpus Christi Division, Mr. Slater obtained substantial treble-damage and injunctive relief for plaintiff land owners who leased mineral rights to oil company defendants who fixed the royalty rate paid to land owners in violation of the antitrust laws.

In *Hewitt v. Joyce Beverages of Wisconsin, et. al.*, 721 F.2d 625 (7th Cir. 1983), Mr. Slater successfully defended class action price-fixing claims against the largest 7-UP® bottler in the United States.

Intellectual Property

Mr. Slater successfully defended at trial an accused patent infringer and obtained substantial monetary relief based on a Sherman Act §2 counterclaim for monopolization, asserting that the unsuccessful patent plaintiff, Westinghouse, tied the purchase of replacement heat exchangers used in nuclear energy plants to the purchase of enriched uranium. *Westinghouse Corp. v. Southwestern Engineering Co.*

ERISA

Mr. Slater successfully litigated as co-lead counsel, at trial and on appeal, an ERISA class action on behalf of a class of retirees, recovering \$52 million for the plaintiff class. *Rybarczyk, et. al. v. TRW, Inc.*, 235 F.3d 975 (6th Cir. 2000).

Publications and Speaking Engagements

Mr. Slater has authored a number of law review articles which have been favorably cited by the United States Supreme Court on three different occasions in *Hospital Building Co. v. Trustees of Rex Hospital, et al.*, 425 U.S. 738, 743 (1976); *Cantor v. Detroit Edison Co.*, 428 U.S. 579, 632 (1976); and *City of Lafayette, Louisiana, et al. v. Louisiana Power & Light Co.*, 435 U.S. 389, 401 (1978). At the request of the Department of Justice Antitrust Division, Mr. Slater testified before the National Commission for the Revision of Antitrust Laws with regard to the need and proposals for amending the antitrust laws of the United States. Mr. Slater has also authored amicus briefs on behalf of antitrust organizations. Recently, he authored an amicus brief on behalf of the American Antitrust Institute in *In Re Cardizem CD Antitrust Litigation* on the subject of the overlap between the patent and antitrust laws. See 332 F.3d 896 (6th Cir. 2003). He has also appeared as a

frequent speaker at national antitrust conferences, including the ABA Antitrust Section annual meeting, the Corporate Counsel Institute, the New York Antitrust Law Symposium, the Indiana Continuing Legal Education Seminar, and the antitrust and patent committees of the Chicago Bar Association.

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Sperling & Slater is one of the nation's preeminent litigation "boutiques." In a day when law firm mergers are becoming ever more common, with larger and larger firms attempting to balance their litigation practices with various other, non-litigation work, we remain, by choice, a tightly-knit group of lawyers focused on the kinds of matters that were the reason for founding the firm in the first place: complex business disputes, pending in courtrooms across the nation, and requiring experienced, creative, dedicated advocates. Many of our twelve partners have been practicing together for decades; in fact, the firm's size and character foster a creative exchange of ideas among both partners and associates that benefits all our clients. And we are more than able to bring the appropriate force to bear when necessary. We regularly find ourselves litigating – successfully – against or with firms many times our size in major cases requiring significant resources.

We are often hired to initiate or defend high-stakes litigation by clients of all sizes, from individual entrepreneurs to Fortune 500 companies. In addition, attorneys from the country's most prestigious large law firms regularly call on us to represent them or their clients in important, bet-the-company disputes. Frequently we serve as lead counsel in multiple, related cases involving numerous co-parties – and opponents. And we know how to win at trial, in arbitration, and on appeal. The firm has achieved superior results in the courtroom in all areas of complex business litigation, including (to name just a few) securities, antitrust, bankruptcy and insolvency, employment and intellectual property.

The Firm has also achieved exceptional results outside the courtroom. There is a time to be aggressive, but there is also a time to be diplomatic, and our excellent reputation as trial lawyers has often helped our clients secure swift and favorable settlements. We have the intellect and drive to successfully battle in court, but also the judgment to know when and how to make peace. By

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understanding our clients' interest and the interests of others, including co-defendants, insurers and opponents, and by being fully prepared to succeed at trial, we get the results which our clients expect.