

# **EXHIBIT 16**

**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 SCOTT E. PERWIN IN SUPPORT  
OF PLAINTIFFS' MOTION FOR REIMBURSEMENT OF EXPENSES  
AND CREATION OF A FUND FOR FUTURE LITIGATION EXPENSES**

I, Scott E. Perwin, declare as follows:

1. I am a shareholder in Kenny Nachwalter P.A. I submit this Declaration in support of Plaintiffs' Motion for Reimbursement of Expenses in connection with services rendered in prosecuting this action through trial.

2. My firm has acted as counsel to five of the Individual Plaintiffs (Walgreen Co., The Kroger Co., Safeway Inc., Supervalu Inc. and HEB Grocery Company L.P.) throughout this litigation. My clients and the other Individual Plaintiffs opted out of the Direct Purchaser Class, and their attorneys' fees and expenses are not subject to court approval. I submit this declaration in connection with the Court's approval of the class settlements to identify the Individual Plaintiffs' portion of the Teva settlement fund.

3. In accordance with the settlement agreement negotiated with Teva, all Plaintiffs including Individual Plaintiffs will be reimbursed their costs and expenses out of the Teva settlement fund. After reimbursement of all costs and expenses and a lump sum payment to the End Payor class, Individual Plaintiffs will receive 39% of the remainder of the settlement fund.

As opt-outs, Individual Plaintiffs will have no claims against the remaining portion of the settlement fund.

4. On behalf of its clients, my firm has incurred a total of \$1,673,950.02 in expenses in connection with the prosecution of this litigation through the end of trial, including return travel from trial. These expenses are summarized below:

<b>EXPENSE</b>	<b>AMOUNT</b>
Litigation Fund Contribution(s)	\$590,720.23
Travel/Hotel/Meals	\$392,350.08
Copying Services	\$3,258.94
Research Services	\$3,337.91
Telephone/Teleconference/Fax	\$731.83
FedEx/Messengers/Postage	\$3,461.21
Court Fees	\$2,130.00
Expert Fees	\$560,187.04
Court Reporters/Transcripts	\$29,921.96
Document Processing/Database Hosting Fees	\$45,435.15
Contract (non-attorney) Labor	\$42,415.67
<b>TOTAL</b>	<b>\$1,673,950.02</b>

5. 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.

6. The expenses of the other Individual Plaintiffs will be set out in separate declarations.

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.

Dated: September 10, 2015

/s/ Scott E. Perwin

Scott E. Perwin