

EXHIBIT F

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE NAMENDA DIRECT PURCHASER ANTITRUST LITIGATION THIS DOCUMENT RELATES TO: All Direct Purchaser Actions	Case No. 1:15-cv-07488-CM-RWL
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**DECLARATION OF DAVID RAPHAEL ON BEHALF OF SMITH SEGURA
RAPHAEL & LEGER, LLP IN SUPPORT OF CLASS COUNSEL’S MOTION FOR
ATTORNEYS’ FEES, REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARDS
FOR THE NAMED PLAINTIFFS**

I, David C. Raphael, Jr., subject to the penalties of perjury provided by 18 U.S.C. § 1746, do hereby declare as follows:

1. I am a partner in the law firm Smith Segura Raphael & Leger, LLP, attorneys for Plaintiff J M Smith Corporation d/b/a Smith Drug Co. and one of the firms representing the Direct Purchaser Class in the above-captioned case. I am admitted to practice *pro hac vice* in this matter. I submit this declaration in support of class counsel’s motion for attorneys’ fees and reimbursement of expenses in connection with services rendered by Smith Segura Raphael & Leger, LLP in the above-captioned litigation. The factual matters set forth and the assertions made herein are true and correct to the best of my knowledge, information and belief.

2. My firm has been extensively involved in the development and prosecution of the Direct Purchasers’ claims in the case. Chief among my firm’s activities on behalf of the Direct Purchaser Class are:

- conducting research and investigation into the facts and circumstances that gave rise to this lawsuit, including compiling and analyzing public information on the defendants' Hatch-Waxman patent litigation settlements with generic ANDA filers beginning as early as mid-2010 and continuing in mid-2014;
- developing theories of antitrust liability arising from that case investigation information and the conduct of the defendants and the generic challengers from 2010 to 2014;
- monitoring key antitrust cases pending in the Second Circuit in 2014 and 2015 involving hub-and-spoke conspiracies and product hopping;
- negotiating and consummating engagement agreements with longstanding clients Burlington Drug Company and Smith Drug Company;
- communicating regularly with the principals of Smith Drug throughout the litigation to keep them informed of all developments in the case;
- preparing the initial draft of the Burlington Drug complaint;
- participating in conferences with counsel regarding strategy, liability theories, and complaint revisions;
- reviewing and analyzing defendants' initial production, including a detailed comparative analysis of all settlement and license agreements between Forest and the generic ANDA filers, as well as analyses of payments associated with the Orchid and Mylan side deals;
- participating in briefing in opposition to the defendants' motion to dismiss, including the principal drafting of the section relating to reverse payment claims under *FTC v. Actavis, Inc.*, 133 S. Ct. 2223 (2013);

- investing extensive attorney and paralegal resources reviewing, coding, and analyzing defendants' and third parties' document productions as part of the agreements team;
- deposing fact witnesses Charles Ryan, Seth Silber, Katrina Curia, Sanjay Gupta, Kapil Gupta, Goplakrishnan Venkatesan, and Diana Wilk (and assisting with the preparation for the depositions of various other witnesses, including David Solomon, Eric Agovino, Rachel Mears, and Robert Carnevale);
- managing and coordinating discovery and document production by Smith Drug and the other direct purchaser plaintiffs, including drafting responses to defendants' discovery requests by Smith Drug and the other direct purchaser plaintiffs, drafting various communications and participating in numerous meet-and-confer discussions with counsel for defendants, participating in numerous conference calls and frequently corresponding with co-counsel regarding discovery directed to direct purchaser plaintiffs, participating in briefing in opposition to defendants' discovery motions, coordinating Smith Drug's search and collection of responsive data and documents, and conducting attorney review of Smith Drug's data and documents for production;
- prepared Smith Drug witness for 30(b)(6) deposition and defended that deposition;
- assisting with the review and analysis of defendants' procompetitive justifications for the reverse payment, including analysis of Medicaid rebate liability issues;
- assisting with the preparation and review of the expert reports of James Bruno, and with the preparation for the depositions of experts James Bruno and Alexandra Bonelli;
- participating in summary judgment opposition briefing with particular emphasis on fact issues relating to inter-generic conspiracy claims;

- assisting with the preparation of pre-trial orders including designating deposition testimony and lodging objections to defendants' designations for numerous fact witnesses;
- participating in trial preparation, including the issuance of all trial subpoenas, negotiations with counsel for subpoenaed witnesses, preparation of the outline for examination of Smith Drug's witness, preparation of Smith Drug's witness for trial testimony, assistance with objections to defendants' trial exhibits, and participation in meet and confer discussions with defendants regarding deposition designations and objections for witnesses whose videos were scheduled to be played in the first week of trial; and
- participating in numerous conference calls and frequently corresponding with co-counsel regarding case management and litigation strategies.

3. All attorneys, paralegals and law clerks at my firm were instructed to keep 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 December 24, 2019, the date that the motion for preliminary approval of settlement was filed; and (b) time from December 24, 2019 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
David P. Smith	Partner	11.10	\$800	\$8,880.00
Susan C. Segura	Partner	907.30	\$710	\$644,183.00
David C. Raphael, Jr.	Partner	1,840.30	\$710	\$1,306,613.00
Erin R. Leger	Partner	2,020.10	\$600	\$1,212,060.00
Brian D. Brooks	Former Partner	42.20	\$575	\$24,265.00
Mittie J. Bolton	Former Associate	337.30	\$500	\$168,650.00
Olga Fort	Contract Attorney	60.40	\$400	\$24,160.00
Michael L. Martin	Contract Attorney	705.50	\$375	\$264,562.50
Nancy Blackwell	Paralegal	261.10	\$225	\$58,747.50
Mark Windham	Former Paralegal	37.40	\$200	\$7,480.00
Megan Lord	Former Paralegal	36.60	\$165	\$6,039.00
Donna Thompson	Paralegal	35.50	\$155	\$5,502.50
Totals:		6,294.80		\$3,731,142.50

6. My firm has also incurred a total of \$ 947,232.85 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:

Expenses	Amount
Filing Fees/Court Costs	\$680.00
Litigation Fund Assessments	\$848,000.00
Postage/Air Express/Messengers	\$1,470.05

Process Server/Subpoena Expenses	\$8,024.50
Reproduction Costs	\$10,487.30
Research and Datasets	\$7,772.74
Telephone/Teleconference/Facsimile	\$2,638.98
Travel/Hotel/Meals	\$68,159.28
Total:	\$947,232.85

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.

8. Pursuant to 28 U.S.C. § 1746, I declare under the penalties of perjury that the foregoing is true and correct.

Executed this 10th day of March, 2020.

/s/ David C. Raphael, Jr. _____
David C. Raphael, Jr.