

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

IN RE: GENERIC PHARMACEUTICALS
PRICING ANTITRUST LITIGATION

MDL No. 2724
Case No. 2:16-MD-2724

THIS DOCUMENT RELATES TO:

HON. CYNTHIA M. RUFE

Direct Purchaser Plaintiffs' Actions

**DIRECT PURCHASER PLAINTIFFS'
MOTION FOR AN ORDER GRANTING:
(1) REIMBURSEMENT OF EXPENSES;
(2) PAYMENT OF SERVICE AWARDS; AND (3) A ONE-THIRD SET ASIDE
OF EACH OF THE APOTEX, BRECKENRIDGE, AND HERITAGE
SETTLEMENT FUNDS**

Pursuant to Paragraph 26 of the Court's February 13, 2024 Orders Granting Direct Purchaser Plaintiffs' ("DPPs") Motions for Preliminary Approval of the Apotex, Breckenridge, and Heritage Settlements, (ECF Nos. 2841, 2842, and 2843) and the Court's March 20, 2024 Order granting DPPs' Unopposed Motion to Amend the Form of Notice for the DPPs' Apotex, Breckenridge, and Heritage Settlements (ECF No. 2891), DPPs respectfully move for entry of the proposed Order submitted herewith which provides for:

1. Reimbursement from the Apotex, Breckenridge, and Heritage Settlement Funds of \$4,500,000 for DPPs' expenses to be allocated as follows:
 - a. \$3,000,000 from the Apotex Settlement Fund;
 - b. \$500,000 from the Breckenridge Settlement Fund; and
 - c. \$1,000,000 from the Heritage Settlement Fund;

2. Payment from the Apotex, Breckenridge, and Heritage Settlement Funds of \$20,000 Service Awards to each of DPPs' four Class Representatives (\$80,000 in total) to be allocated as follows:

- a. \$53,333.33 from the Apotex Settlement Fund;
- b. \$8,888.89 from the Breckenridge Settlement Fund; and
- c. \$17,777.78 from the Heritage Settlement Fund;

3. One-third of each of the net Apotex, Breckenridge, and Heritage Settlement Funds to be set aside in anticipation of DPPs' submission of an application for attorneys' fees at a later date.

In support of this Motion, DPPs rely upon the accompanying Memorandum of Law and Declaration of Dianne M. Nast attached thereto, which are incorporated in full as if set forth herein.

Dated: May 13, 2024

Respectfully submitted,



Dianne M. Nast
NASTLAW LLC
1101 Market Street, Suite 2801
Philadelphia, Pennsylvania 19107
(215) 923-9300
dnast@nastlaw.com

*Lead and Liaison Counsel
for Direct Purchaser Plaintiffs*

David F. Sorensen
BERGER MONTAGUE PC
1818 Market Street, Suite 3600
Philadelphia, Pennsylvania 19103
(215) 875-3000
dsorensen@bm.net

Thomas M. Sobol
HAGENS BERMAN SOBOL SHAPIRO
LLP
1 Faneuil Hall Sq., 5th Floor
Boston, Massachusetts 02109
(617) 482-3700
tom@hbsslaw.com

Robert N. Kaplan
KAPLAN FOX & KILSHEIMER LLP
800 Third Avenue, 38th Floor
New York, New York 10022
(212) 687-1980
rkaplan@kaplanfox.com

Linda P. Nussbaum
NUSSBAUM LAW GROUP, PC
1133 Avenue of the Americas, 31st Floor
New York, New York 10036
(917) 438-9189
lnussbaum@nussbaumpc.com

Michael L. Roberts
ROBERTS LAW FIRM P.A.
1920 McKinney Ave., Suite 700
Dallas, Texas 75201
(501) 821-5575
mikeroberts@robertslawfirm.us

Direct Purchaser Plaintiffs' Steering Committee

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HON. CYNTHIA M. RUFE

Direct Purchaser Plaintiffs' Actions

**MEMORANDUM OF LAW IN SUPPORT OF DIRECT PURCHASER
PLAINTIFFS' MOTION FOR AN ORDER GRANTING:
(1) REIMBURSEMENT OF EXPENSES;
(2) PAYMENT OF SERVICE AWARDS; AND
(3) A ONE-THIRD SET ASIDE OF EACH OF THE
APOTEX, BRECKENRIDGE, AND HERITAGE SETTLEMENT FUNDS**

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I. INTRODUCTION

Pursuant to paragraph 26 of this Court’s February 13, 2024 Orders Granting Preliminary Approval of the Apotex, Breckenridge, and Heritage Settlements (ECF Nos. 2841, 2842, and 2843) (“Preliminary Approval Orders”), as modified by the Court’s March 20, 2024 Order (ECF No. 2891), DPPs seek reimbursement of expenses and for future expenses not to exceed \$4,500,000 allocated proportionally across the Apotex, Breckenridge, and Heritage Settlement Funds, \$20,000 service awards for each of the four DPP Class Representatives allocated proportionally across the three Settlement Funds, and for permission to set aside up to one-third of each of the Settlement Funds for attorneys’ fees, net of expenses and service awards, plus accrued interest. DPPs present request is similar to the request DPPs presented and the Court granted in connection with the Sun and Taro Settlements. *See* Order Granting Motion by Direct Purchaser Class Plaintiffs for an Order Pursuant to Paragraph 26 of this Court’s May 11, 2022 Order, ECF No. 2387 (Mar. 9, 2023) (“Sun/Taro Order”).

DPPs’ settlements with Apotex, Breckenridge, and Heritage have created common Settlement Funds of \$45,000,000¹ that will benefit the preliminarily certified Settlement Classes of likely over 700 direct purchasers of various generic drugs. *See* Preliminary Approval Orders at ¶¶ 3-12 (preliminarily certifying settlement class for notice and subject to further consideration at the Final Fairness

¹ Apotex, Breckenridge, and Heritage collectively deposited \$45,000,000 into the Settlement Funds. If certain circumstances are met, the value of these Settlement Funds could adjust downward to \$40,795,000 or upward to \$55,735,294.10.

Hearing).

To date, DPPs have financed reasonable expenses required to achieve these settlements, determine appropriate allocations to Settlement Class members of the Net Settlement Funds, and to continue the litigation against the remaining Defendants. Additionally, the present Settlement Funds were facilitated by the active participation of DPPs' Class Representatives in the litigation. Finally, because the Settlement Funds are a product of the significant efforts of DPP attorneys, DPPs request that one-third of the net of each Settlement Fund be held in escrow so that DPPs may apply for fees at a later date.

DPPs seek entry of the attached proposed Order permitting reimbursement for DPPs' expenses, service awards for DPPs' Class Representatives, and permission to set aside one-third of each of the Apotex, Breckenridge, and Heritage Settlement Funds net of expenses and service awards, and plus accrued interest, for a future fee petition.

II. REQUEST FOR REIMBURSEMENT OF DPPS' EXPENSES

Through April 30, 2024, and exclusive of the expenses for which DPPs already received reimbursement of \$6,800,000 via the Sun and Taro settlements, DPPs' common expenses (expenses paid or incurred by the DPP Litigation Fund, excluding held expenses paid or incurred by DPP law firms) total \$4,924,204.80. The notice disseminated to Settlement Class members states that "Settlement Class Counsel will apply to the Court from the three Settlements no later than May 13, 2024 for reimbursement of past unreimbursed expenses and for future expenses not to exceed a total of \$4.5 million." Therefore, because DPPs have incurred expenses

in excess of that number since the prior reimbursement under the Sun and Taro settlements, DPPs are seeking reimbursement of the full \$4,500,000.²

Early in this MDL, this Court entered Pretrial Order No. 8, specifying appropriate categories of common benefit expenses. *See* Pretrial Order No. 8 (“PTO 8”) at p. 3-6. As explained in the attached Declaration of Dianne M. Nast, DPPs have incurred and continue to incur reasonably appropriate expenses that are consistent with the framework outlined in PTO 8. *See* Declaration of Dianne M. Nast (“Nast Decl.”) ¶ 8. Many of the complaints in this litigation have been pending since 2016 and collectively involve over one hundred generic drugs and dozens of Defendants. *See id.* at ¶¶ 3-5. The litigation to has been hard fought and may continue for years, with trials in DPPs’ Bellwethers yet to commence. *See id.*

Courts regularly reimburse class counsel for reasonable litigation expenses accrued to the benefit of a class. Fed. R. Civ. P. 23(h) (“In a certified class action, the court may award reasonable attorney’s fees and nontaxable costs that are authorized by law or by the parties’ agreement.”); *In re Certain Teed Fiber Cement Siding Litig.*, 303 F.R.D. 199, 226 (E.D. Pa. 2014) (“[C]ounsel in common fund cases is entitled to reimbursement of expenses that were adequately documented and reasonably and appropriately incurred in the prosecution of the case.”) (quoting *In re Cendant Corp., Derivative Action Litig.*, 232 F. Supp. 2d 327, 343 (D.N.J. 2002)). Awarding such reasonable expenses allows a court to ensure that absent class

² The deadline for Settlement Class members to object to this reimbursement request is June 27, 2024, but, to date, we are not aware of any objection to the \$4,500,000 expense number which was included in the notice.

members are not unjustly enriched by avoiding a share of the expenses that were reasonably necessary. *Mills v. Elec. Auto-Lite Co.*, 396 U.S. 375, 392 (1970) (“To allow the others to obtain full benefit from the plaintiff’s efforts without contributing equally to the litigation expenses would be to enrich the others unjustly at the plaintiff’s expense.”).

Consistent with Third Circuit precedent, reasonable expenses under PTO 8 include: assessments; deposition and court reporter costs; costs for the electronic storage, retrieval and searches of ESI; Court, filing, and service costs; expert witness and consultant fees and expenses; data and materials provided by outside third-party vendors, consultants and attorneys; and bank or financial institution charges. *Cf.* PTO 8; *In re Certain Teed Fiber Cement Siding Litig.*, 303 F.R.D. at 226 (finding reasonable expenses to include “mediation costs, court filing fees, hearing transcripts, expert fees, [and] online research”); *Mehring v. New York Life Ins. Co.*, 248 F.R.D. 455, 467 (E.D. Pa. 2008) (finding the following types of out-of-pocket expenses compensable: “(1) travel and lodging, (2) local meetings and transportation, (3) depositions, (4) photocopies, (5) messengers and express services, (6) telephone and fax, (7) Lexis/Westlaw legal research, (8) filing, court and witness fees, (9) overtime and temp work, (10) postage, [and] (11) the cost of hiring a mediator”). The common expenses incurred through April 30, 2024, net of the expenses previously reimbursed, are listed in Exhibit A to the Nast Declaration.

In DPPs’ Motions for Preliminary Approval of the Apotex, Breckenridge, and Heritage settlements, DPPs requested approval to seek expenses not to exceed

\$4,500,000. As set forth above, through April 30, 2024, DPPs have incurred common costs of \$4,924,204.80 that were reasonably necessary to litigate DPPs' claims in this MDL, obtain the Settlements with Apotex, Breckenridge, and Heritage, and effectuate a plan of allocation and notice of those settlements. *See* Nast Decl. ¶¶ 8-12. These expenses have been for the common benefit of the class, are reasonable in amount, and are adequately supported by documentation in DPPs' possession. *See id.* The litigation is continuing against most Defendants and no trials have commenced. *Id.* at ¶ 6.

At this time, DPPs request reimbursement of \$4,500,000 for expenses.

III. REQUEST FOR SERVICE AWARDS OF \$20,000 FOR EACH OF THE FOUR CLASS REPRESENTATIVES

Consistent with this Court's Orders Granting Preliminary Approval of the Apotex, Breckenridge, and Heritage Settlements, DPPs request approval of payment from the Settlement Funds of four equal service awards of \$20,000 to each of DPPs' four Class Representatives, allocated as \$13,333,333.33 from the Apotex Settlement Fund, \$8,888.89 from the Breckenridge Settlement Fund, and \$17,777.78 from the Heritage Settlement Fund. The allocations were described to putative class members in the Notice. The Court awarded identical service awards earlier in this case in connection with the Sun and Taro settlements. *See* Sun/Taro Order. ECF No. 2387.

Courts in the Third Circuit have regularly approved payment of service awards to class representatives in recognition of the time and effort they have

invested in a class action to the benefit of other absent class members.³ *Cullen v. Whitman Med. Corp.*, 197 F.R.D. 136, 145 (E.D. Pa. 2000) (“Incentive awards are not uncommon in class action litigation and particularly where, as here, a common fund has been created for the benefit of the entire class.”) (internal quotation marks omitted). “The purpose of these payments is to compensate named plaintiffs for the services they provided and the risks they incurred during the course of class action litigation, and to reward the public service of contributing to the enforcement of mandatory laws.” *Sullivan v. D.B. Invs. Inc.*, 667 F.3d 273, 333, fn. 65 (3d Cir. 2011) (internal quotation marks omitted).

This Court has previously approved service awards of \$20,000 for named plaintiffs in this MDL. Sun/Taro Order, ECF No. 2387. Moreover, Courts in this Circuit and elsewhere often compensate class representatives for their services in amounts comparable to or exceeding the \$20,000 that DPPs request here for each Class Representative. *See e.g., In re Linerboard Antitrust Litig.*, No. CIV.A. 98-5055, 2004 WL 1221350, at *19 (E.D. Pa. June 2, 2004) (approving service awards of \$25,000 to each of five class representatives); *In re Flonase Antitrust Litig.*, 951 F. Supp 2d 739, 752 (E.D. Pa. 2013) (finding “an incentive award of \$50,000 and \$40,000 is within the range of payments awarded by courts within the Third Circuit in other direct purchaser antitrust litigation.”); *Bradburn Parent Tchr. Store, Inc. v. 3M (Minnesota Mining & Mfg. Co.)*, 513 F. Supp. 2d 322, 342 (E.D. Pa. 2007)

³ Historically, Courts have used the term “incentive award.” These payments are more properly described as “service awards” for the efforts that class representatives put forth on behalf of the class.

(approving service award of \$75,000 to class representative); *In re Lorazepam & Clorazepate Antitrust Litig.*, 205 F.R.D. 369, 400 (D.D.C. 2002) (approving service awards representing an aggregate of “approximately 0.3% of each class’s recovery”); *In re Namenda Direct Purchaser Antitrust Litig.*, No. 15 CIV. 7488 (CM), 2020 WL 3170586, at *2 (S.D.N.Y. June 15, 2020) (approving service awards of \$75,000 to each class representative); *In re Solodyn Antitrust Litig.*, No. CV114MD2503DJC, 2018 WL 7075881, at *2 (D. Mass. July 18, 2018) (approving service awards of \$90,000 to each class representative); *In re Remeron Direct Purchaser Antitrust Litig.*, No. Civ. 03-0085 FSH, 2005 WL 3008808, at *18 (D.N.J. Nov. 9, 2005) (approving service awards totaling \$60,000 for two class representatives from a \$75,000,000 settlement fund); *In re Pork Antitrust Litig.*, Civ. A. No. 18-1776, Order Granting Direct Purchaser Plaintiffs’ Motion for Interim Payment of Attorneys’ Fees, Current and Ongoing Expenses, and Service Awards, ECF No. 1424, ¶ 12 (D. Minn. July 22, 2022) (awarding service awards of \$25,000 each to four DPP class representatives).

DPPs’ Class Representatives have devoted their time and efforts without the promise of any compensation. This lawsuit on behalf of all direct purchasers and these settlements were facilitated by Named Plaintiffs services as DPPs’ Class Representatives. *See* Nast Decl. ¶¶ 13-16. Throughout this litigation, the Named Plaintiffs have advised Class Counsel, approved pleadings, reviewed and responded to written discovery, searched for, gathered, preserved, and produced documents,

prepared for and sat for depositions, and kept up to date on the progress of the case. *See id.* at ¶14.

Additionally, unlike many other litigants in this MDL, some of the DPPs' Class Representatives have direct business relationships with the Defendants. *See id.* at ¶13. Accordingly, DPPs' Class Representatives have exposed themselves to substantial business risks for the benefit of the entire class.

Class Representatives' contributions benefited the entire class. Accordingly, DPPs respectfully submit this request for service awards of \$20,000 for each Class Representative to be paid from the Settlement Funds as described above.

IV. REQUEST FOR TO SET ASIDE ONE-THIRD OF EACH NET SETTLEMENT FUND FOR A FUTURE FEE PETITION

Consistent with the Sun/Taro Order in which this Court granted DPPs' request to set aside one-third of the Sun/Taro net Settlement Fund (ECF No. 2387), DPPs are deferring an application for attorneys' fees and instead seek to set aside in escrow one-third of the Settlement Funds, net of expenses and service awards, plus accrued interest. When DPPs do file a petition for and award of attorneys' fees, this escrow, along with the already set-aside funds from the Sun/Taro Settlements, would be available to satisfy any fee award granted by the Court.

Setting aside one third of each net settlement fund for a future fee petition is consistent with the Court's earlier Order concerning the Sun and Taro settlements and within this Court's equitable powers. *See* Sun/Taro Order, ECF No. 2387. Set asides will ensure that all class members who benefit from the Settlement Funds created via the Apotex, Breckenridge, and Heritage Settlements shall "participate

in paying attorney's fees when a prevailing plaintiff's litigation redounds to the benefit of the common fund." See *Polanski v. Trump Taj Mahal Assocs.*, 137 F.3d 139, 145 (3d Cir. 1998) (citing *Hall v. Cole*, 412 U.S. 1, 5 n. 7 (1973); *id.* ("Under the exercise of its equitable powers, however, a federal court may fashion an attorney's fees award to successful litigants who confer a common benefit upon a class of individuals not participating in the litigation.")).

Creating escrow accounts containing one-third of each net Settlement Funds will ensure that adequate funds are available to satisfy a Court award granted pursuant to a future petition. Courts in this Circuit and other Circuits often award fees as a percentage of recovery. See, e.g., *In re Auto. Refinishing Paint Antitrust Litig.*, No. 2:10-md-1426, ECF No. 136 (E.D. Pa. Oct. 13, 2004) (approving a request for attorneys' fees of approximately 32%); *In re Linerboard Antitrust Litig.*, 2004 WL 1221350, at *16 (approving request for attorneys' fees of approximately 30%); *In re Ikon Office Solutions, Inc., Securities Litig.*, 194 F.R.D. 166, 197 (E.D. Pa. 2000) (approving a request for attorneys' fees of 30% of the net settlement fund); *In re Pork Antitrust Litig.*, Civ. A. No. 18-1776, Order Granting Direct Purchaser Plaintiffs' Motion for Interim Payment of Attorneys' Fees, Current and Ongoing Expenses, and Service Awards, ECF No. 1424, ¶ 1-2 (D. Minn. July 22, 2022) (awarding "33 1/3% of the \$101,864,300.00 Settlement Fund" and noting that "Courts in [the District of Minnesota] routinely approve attorneys' fees in class actions of at least one-third of the common fund created for the settlement class.").

When DPPs eventually seek fees from the escrowed portions of the net

Settlement Funds, DPPs will provide notice of the motion to Settlement Class members. For the purposes of objections or requests for exclusions, the Settlement Class has been informed that Class Counsel will seek to set aside one-third of the net Settlement Funds to be applied for as attorneys' fees at a later date. Settlement Class Members will have the opportunity to review, and object to, DPPs' motion for attorneys' fees after it is filed and before the Court rules.

Accordingly, DPPs respectfully request an Order setting aside one third of each Settlement Fund created by the Apotex, Breckenridge, and Heritage settlements, net of expenses and service awards, plus accrued interest.

V. CONCLUSION

For the reasons set forth above, DPPs request that the Court enter the attached proposed Order Granting: (1) reimbursement from the Apotex, Breckenridge, and Heritage Settlement Funds of \$4,500,000 for DPPs' incurred and future expenses; (2) payment from the Apotex, Breckenridge, and Heritage Settlement Funds of \$20,000 Service Awards to each of DPPs' four Class Representatives; and (3) permitting DPPs to set aside in escrow one-third of each of the net Settlement Funds in anticipation of a future application for attorneys' fees.

Dated: May 13, 2024

Respectfully submitted,



Dianne M. Nast
NASTLAW LLC
1101 Market Street, Suite 2801
Philadelphia, Pennsylvania 19107
(215) 923-9300
dnast@nastlaw.com

*Lead and Liaison Counsel
for Direct Purchaser Plaintiffs*

David F. Sorensen
BERGER MONTAGUE PC
1818 Market Street, Suite 3600
Philadelphia, Pennsylvania 19103
(215) 875-3000
dsorensen@bm.net

Thomas M. Sobol
HAGENS BERMAN SOBOL SHAPIRO
LLP
1 Faneuil Hall Sq., 5th Floor
Boston, Massachusetts 02109
(617) 482-3700
tom@hbsslaw.com

Robert N. Kaplan
KAPLAN FOX & KILSHEIMER LLP
800 Third Avenue, 38th Floor
New York, New York 10022
(212) 687-1980
rkaplan@kaplanfox.com

Linda P. Nussbaum
NUSSBAUM LAW GROUP, PC
1133 Avenue of the Americas, 31st Floor
New York, New York 10036
(917) 438-9189
lnussbaum@nussbaumpc.com

Michael L. Roberts
ROBERTS LAW FIRM P.A.
1920 McKinney Ave., Suite 700
Dallas, Texas 75201
(501) 821-5575
mikeroberts@robertslawfirm.us

Direct Purchaser Plaintiffs' Steering Committee

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MDL No. 2724
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THIS DOCUMENT RELATES TO:

HON. CYNTHIA M. RUFE

Direct Purchaser Plaintiffs' Actions

**DECLARATION OF DIANNE M. NAST IN SUPPORT OF MOTION
BY DIRECT PURCHASER PLAINTIFFS FOR AN ORDER
GRANTING: (1) REIMBURSEMENT OF EXPENSES;
(2) PAYMENT OF SERVICE AWARDS; AND
(3) A ONE-THIRD SET ASIDE OF EACH OF THE APOTEX,
BRECKENRIDGE, AND HERITAGE SETTLEMENT FUNDS**

Pursuant to 28 U.S.C. § 1746, I, Dianne M. Nast, hereby declare and state as follows:

1. I am admitted to practice before Courts in the Commonwealth of Pennsylvania and the State of New Jersey, the Eastern District of Pennsylvania where this Multidistrict Litigation (“MDL”) is pending, the Courts of Appeals for the Third, Fifth, Sixth, Seventh, Eighth, and Eleventh Circuits, the Supreme Court of the United States, and various federal district courts. I am the founder and managing partner of NastLaw LLC. I have been appointed by this Court as Lead and Liaison Counsel for the Direct Purchaser Plaintiffs (“DPPs”). *See* Pretrial Order No. (“PTO”) 2.

2. I provide this Declaration in support of DPPs’ Motion for an Order Granting: (1) Reimbursement of Expenses; (2) Payment of Service Awards; and (3)

A One-Third Set Aside of Each of the Apotex, Breckenridge, and Heritage Settlement Funds.

Background

3. This MDL has been pending since 2016 and involves dozens of DPP complaints and other complaints brought by other Plaintiff groups. Each complaint alleges anticompetitive conduct by some or all of approximately 40 different Defendant Corporate Families. *See* PTO 158 at fn.3. Each complaint alleges that Defendants artificially inflated the prices of some or all of the hundreds of different pharmaceutical products at issue here.

4. DPPs have been directly involved in the management of this MDL and participated in all facets of the litigation from inception through the present. After reaching settlements with numerous Defendants, DPPs continue to litigate claims against the majority of Defendants in this MDL.

5. No cases have gone to trial yet. It can be reasonably anticipated that DPPs may be litigating claims in this MDL for several years.

DPPs' Expenses and Request for Set Aside for Future Fee Petition

6. After the creation of the MDL, I began serving as Lead and Liaison Counsel for DPPs, with a Plaintiffs' Steering Committee of five additional members. *See* PTO No. 6. As part of that role, my firm has maintained a litigation fund on behalf of DPPs that is financed through assessments of DPP firms and subsequently utilized to pay for DPPs' litigation expenses.

7. In DPPs' Motions for Preliminary Approval of the Apotex, Breckenridge, and Heritage Settlements (ECF Nos. 2841, 2842, and 2843), as modified by the Court's March 20, 2024 Order (ECF No. 2891), DPPs requested approval to seek expenses up to \$4,500,000, and the Court has so authorized that application, the subject of the instant motion.

8. The attached Exhibit A contains a summary of DPPs' shared expenses since inception through April 30, 2024, net of the reimbursement provided for under the Sun and Taro settlements. *See* Order Granting Motion by Direct Purchaser Class Plaintiffs for an Order Pursuant to Paragraph 26 of this Court's May 11, 2022 Order, ECF No. 2387 (Mar. 9, 2023) ("Sun/Taro Order") (reimbursing DPPs for \$6,800,000 in expenses inclusive of the \$500,000 DPPs were permitted to withdraw from the Sun and Taro settlement funds for administrative expenses absent Court approval). Exhibit A includes all expenses billed to or paid by DPPs' common benefit litigation fund from inception through April 30, 2024 but does not include the held expenses individual DPP law firms have incurred to date.

9. DPPs' expenses have been incurred for the common benefit of the settlement class, have been reasonable in amount, and are adequately supported by documentation in DPPs' possession, which documents can be tendered to the Court at any time if the Court wishes. These expenses are of a similar kind as those for which the Court previously granted reimbursement. Sun/Taro Order, ECF No. 2387. And they are the same kind as those that this Court identified in PTO 8 as common benefit expenses. *Compare* Exhibit A *with* PTO 8 at p. 3-6.

10. Many of DPPs' expenses are ongoing, such as expert expenses and costs of document and deposition discovery.

11. In sum, I respectfully request that DPPs be permitted to withdraw \$4,500,000 from the Settlement Funds as described in DPPs' contemporaneously filed Motion.

12. At this time, DPPs are not seeking fees from the Apotex, Breckenridge, and Heritage Settlement Funds. Instead, DPPs propose setting aside one-third of each net Settlement Fund in escrow plus accrued interest. Doing so will allow payment to DPPs of any fees awarded by this Court upon a future application.

Contributions of Named Plaintiffs

13. Named Plaintiffs are César Castillo, LLC, FWK Holdings, LLC, Rochester Drug Co-Operative, Inc., and KPH Healthcare Services, Inc. a/k/a Kinney Drugs, Inc. Each Named Plaintiff has directly purchased drugs at issue in this MDL from one or more of the named Defendants in this MDL.

14. Named Plaintiffs have been involved in this MDL since inception, assisting with pleadings and investigation of DPPs' claims, responding to Defendants' discovery requests, and preparing for and sitting for depositions.

15. Without the contributions of Named Plaintiffs, it would have been more challenging to litigate the class claims of the direct purchaser class.

16. As a result, I believe it is reasonable to award the Named Plaintiffs compensation for the work they performed for the benefit of the DPP class. Based on

the significant contributions Named Plaintiffs have made to date, I believe \$20,000 is an appropriate service award for each Named Plaintiff.

I declare that the above is true and correct to the best of my knowledge.

Dated: May 13, 2024

Respectfully submitted,



Dianne M. Nast
NASTLAW LLC
1101 Market Street, Suite 2801
Philadelphia, Pennsylvania 19107
(215) 923-9300
dnast@nastlaw.com

*Lead and Liaison Counsel
for Direct Purchaser Plaintiffs*

EXHIBIT A

***IN RE: GENERIC PHARMACEUTICALS PRICING ANTITRUST
LITIGATION***

MDL NO. 2724

DPPs' Summary of Shared Expenses Incurred from
Inception through April 30, 2024

Expense	Amount
Depositions and Court Reporter Costs	\$94,022.00
Costs for the Electronic Storage, retrieval and searches of ESI	\$769,225.74
Court, filing, and service costs	\$161,695.04
Expert witnesses and consultant fees and expenses	\$10,207,012.85
Data and materials provided by outside third-party vendors, consultants and attorneys	\$475,820.22
Bank or financial institution charges	\$16,428.95
Subtotal:	\$11,724,204.80
Expenses Reimbursed through Sun/Taro Settlements	(\$6,800,000.00)
Total	\$4,924,204.80

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

IN RE: GENERIC PHARMACEUTICALS
PRICING ANTITRUST LITIGATION

MDL NO. 2724

16-MD-2724

THIS DOCUMENT RELATES TO:

HON. CYNTHIA M. RUFÉ

Direct Purchaser Plaintiffs' Actions

**[PROPOSED] ORDER GRANTING
DIRECT PURCHASER PLAINTIFFS' MOTION FOR AN ORDER GRANTING:
(1) REIMBURSEMENT OF EXPENSES; (2) PAYMENT OF SERVICE
AWARDS; AND (3) A ONE-THIRD SET ASIDE OF EACH OF THE APOTEX,
BRECKENRIDGE, AND HERITAGE SETTLEMENT FUNDS**

AND NOW, this ____ day of _____ 2024, upon consideration of Direct Purchaser Plaintiffs' Motion for an Order Granting: (1) Reimbursement of Expenses; (2) Payment of Service Awards; and (3) A One-Third Set Aside of Each of the Apotex, Breckenridge, and Heritage Settlement Funds, and after a hearing held on September 23, 2024, in open court, and the settlements having been approved by separate Orders, it is hereby **ORDERED** that the Motion [MDL Doc No. ____] is **GRANTED** as follows:

1. The reimbursement of DPPs' expenses is hereby **APPROVED**. DPPs may withdraw \$3,000,000 from the Apotex Settlement Fund, \$500,000 from the Breckenridge Settlement Fund, and \$1,000,000 from the Heritage Settlement Fund for reimbursement of \$4,500,000 in expenses incurred through April 30, 2024.

2. Service Awards to the Class Representatives are hereby **APPROVED**. DPPs may withdraw \$53,333.33 from the Apotex Settlement Fund, \$8,888.89 from

the Breckenridge Settlement Fund, and \$17,777.78 from the Heritage Settlement Fund to pay a \$20,000 Service Award to each of DPPs' four Class Representatives.

3. DPPs' request to set-aside one-third of the Apotex, Breckenridge, and Heritage net Settlement Funds (after deducting expenses and services awards and adding any accrued interest) for payment of any attorneys' fees subsequently awarded by this Court is hereby **APPROVED**. Nothing in this Order is considered to be an admission or consent by any class member as to the reasonableness of any fee award that may be requested in the future, or waiver of any rights, including but not limited to the right to object to any fee award requested from the funds set aside pursuant to this Order.

It is so **ORDERED**.

BY THE COURT:

CYNTHIA M. RUFÉ, J.