

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

IN RE CARDIZEM CD ANTITRUST LITIGATION	:	MASTER FILE NO. 99-MD-1278 MDL NO. 1278
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This document relates to:	:	HON. NANCY G. EDMUNDS
<i>Louisiana Wholesale, 99-CV-73259</i>	:	
<i>Duane Reade, 99-CV-73870</i>	:	

**AFFIDAVIT OF ELWOOD S. SIMON IN SUPPORT OF JOINT
PETITION FOR ATTORNEYS' FEES AND DISBURSEMENTS
FILED ON BEHALF OF ELWOOD S. SIMON & ASSOCIATES, P.C.**

STATE OF MICHIGAN)
)ss.
COUNTY OF OAKLAND)

Elwood S. Simon, being first duly sworn, deposes and says:

1. I am a principal of the law firm of Elwood S. Simon & Associates, P.C. I submit this affidavit in support of my firm's application for an award of attorneys' fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by my firm in connection with this litigation.

2. Elwood S. Simon & Associates, P.C. was appointed and acted as Liaison Counsel for Sherman Act Class Plaintiffs in connection with the above captioned actions. The tasks undertaken by my firm can be summarized as follows:

- ◆ The firm acted as a liaison between counsel for the Sherman Act Class Plaintiffs, the Court and Defendants in connection with scheduling issues, status conferences and hearings.
- ◆ The firm was responsible for receiving orders, notices and transcripts from the Court on behalf of all parties within the Sherman Act Class Plaintiffs' group and responsible for the preparation and transmittal of such orders and notices to the

parties in the Sherman Act Class Plaintiffs' group.

- ◆ The firm was responsible for reviewing, compiling, finalizing, filing and/or serving numerous court filings on behalf of the Sherman Act Class Plaintiffs, including papers and briefs related to scheduling and discovery issues, amended complaints, responses to Defendants' motions to dismiss, Plaintiffs' motion for partial summary judgment, Plaintiffs' motions related to class certification and class notice, multiple discovery motions, discovery requests, expert reports, and settlement approval motions.
- ◆ The firm participated in numerous hearings and status conferences with the Court and Sherman Act Class Plaintiffs' counsel regarding discovery, motion practice, and various other matters.
- ◆ The firm regularly consulted with Sherman Act Class Plaintiffs' counsel regarding the law, rules and practice within the Eastern District of Michigan and Sixth Circuit.
- ◆ The firm assisted in preparing, serving and filing papers in the Sixth Circuit Court of Appeals in connection with Plaintiffs' responses to Defendants' §1292 petition and subsequent appeal, and Defendants' Rule 23(f) petition.
- ◆ The firm consulted with Sherman Act Class Plaintiffs' counsel in connection with the use of computer experts.
- ◆ The firm has maintained a complete file with copies of all documents served upon it and responded to numerous requests from Sherman Act Class Plaintiffs' counsel for materials from such files.

3. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and paralegal of my firm who was involved in this litigation, and the lodestar calculation based on my firm's current billing rates. For attorneys and paralegals who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such attorneys and paralegals in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

4. The hourly rates for the attorneys and paralegals in my firm as set forth in Exhibit 1 are the same as the regular, current rates charged for their services in non-contingent matters

and which have been accepted and approved in other class action litigation.

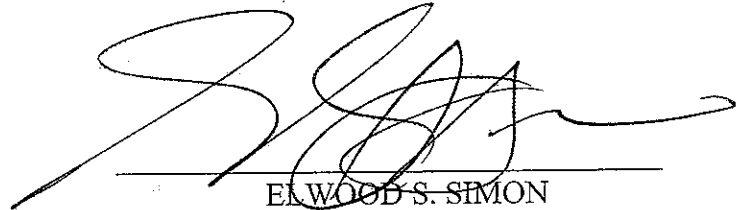
5. The total number of hours expended in this litigation by my firm is 294.90 hours. The total lodestar for my firm is \$119,121.50, consisting of \$118,285.50 for attorneys' time and \$836.00 for paralegals' time.

6. My firm's lodestar figures are based upon the firm's billing rates, which do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

7. As detailed in Exhibit 2, my firm has incurred a total of \$20,753.01 in unreimbursed expenses in connection with the prosecution of this litigation.

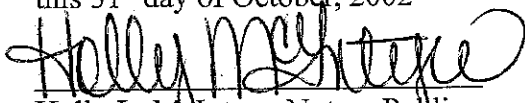
8. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate recordation of the expenses incurred.

9. With respect to the standing of counsel in this case, attached hereto as Exhibit 3 is a brief biography of my firm and attorneys in my firm who were principally involved in this litigation.



ELWOOD S. SIMON

Sworn to and subscribed before me
this 31st day of October, 2002



Holly L. McIntyre, Notary Public
My commission expires: 5/6/2003

HOLLY MCINTYRE
Notary Public, Oakland County, MI
My Commission Expires 05/06/2003

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CARDIZEM - SHERMAN ACT CLASS

TIME CHART

FIRM: ELWOOD S. SIMON & ASSOCIATES, P.C.
PERIOD: FROM INCEPTION THROUGH OCTOBER 31, 2002

Attorney*	Total Hours	Hourly Rate	Lodestar
Elwood S. Simon (P)	58.60	\$465.00	\$27,249.00
John P. Zuccarini (P)	136.50	\$415.00	\$56,647.50
Michael G. Wassmann (P)	0.30	\$395.00	\$118.50
Lance C. Young (P)	77.90	\$395.00	\$30,770.50
Susan G. Kowal (A)	14.00	\$250.00	\$3,500.00
Holly L. McIntyre (PL)	1.60	\$110.00	\$176.00
Annette R. Rosen (PL)	6.00	\$110.00	\$660.00
TOTALS:	294.90		\$119,121.50

* (P) = Principal
(A) = Associate
(PL) = Paralegal

EXHIBIT 1

CARDIZEM - SHERMAN ACT CLASS

EXPENSE CHART

FIRM: ELWOOD S. SIMON & ASSOCIATES, P.C.
PERIOD: FROM INCEPTION THROUGH OCTOBER 31, 2002

Expense	Total
Copies	\$14,251.13
Telephone and Facsimile	\$632.92
Postage and Overnight Mail Service	\$3,157.07
Legal/Computer Research	\$0.00
Court Reporter	\$1,366.64
Travel Expenses	\$440.80
Legal Courier	\$904.45
Court Costs/Filing Fees	\$0.00
Expert/Consultation Fees	\$0.00
Litigation Fund	\$0.00
TOTALS:	\$20,753.01

EXHIBIT 2

ELWOOD S. SIMON & ASSOCIATES, P.C.

A PROFESSIONAL CORPORATION

355 SOUTH OLD WOODWARD AVENUE

SUITE 250

BIRMINGHAM, MICHIGAN 48009

TELEPHONE (248) 646-9730

FACSIMILE (248) 258-2335

FIRM RESUME

Founded in 1990, Elwood S. Simon & Associates, P.C. combines the talents of attorneys with a wide range of experience in complex civil litigation. Since its inception, Simon & Associates has specialized in litigating class actions involving violations of federal and state securities, antitrust and consumer protection laws. The skill and experience of attorneys now practicing with Simon & Associates has been recognized on repeated occasions by courts which have appointed these attorneys to major positions in complex, consolidated or multi-district litigation. As summarized below, attorneys from Simon & Associates have taken leading roles in numerous important actions on behalf of defrauded and injured investors, employees, consumers, companies and others, and have been responsible for a number of outstanding recoveries and important decisions.

SECURITIES CLASS ACTIONS AND STOCKHOLDERS' REMEDIES

Some of the significant securities and stockholder actions in which attorneys from Simon & Associates have been prominently involved include:

- In re Mutual Savings Bank Securities Litigation, Case No. 95-CV-71590-DT (E.D. Mich.) -- Securities fraud class action involving rights offering in which the attorneys of Simon & Associates, acting as lead counsel, successfully recovered over 97% of investors' losses.
- In re Cendant Corporation Derivative Litigation, Case No. 98-CV-1998 (D.N.J.) -- Shareholder derivative litigation in which the attorneys of Simon & Associates play a prominent role in securing one of the largest derivative settlements in history, after four years of extensive litigation.
- In re F&M Distributors, Inc. Securities Litigation, Case No. 95-CV-71778-DT (E.D. Mich.) -- Securities fraud class action on behalf of purchasers of F&M bonds issued shortly before the Company filed for bankruptcy. Attorneys of Simon & Associates played a prominent role in recovering over \$20 million for bondholders, notwithstanding F&M's liquidation.
- Rebenstock v. Fruehauf Trailer Corp. and Rebenstock v. Deloitte & Touche, Case Nos. 92-CV-77050-DT and 94-CV-71331-DT -- Related securities fraud class actions involving accounting improprieties in which the attorneys of Simon & Associates played an integral role in obtaining a substantial recovery for the class.

EXHIBIT 3

ELWOOD S. SIMON & ASSOCIATES

A PROFESSIONAL CORPORATION

- In re American Dental Laser, Inc. Securities Litigation, Case No. 92-CV-71917-DT (E.D. Mich.) -- Securities fraud class action challenging public offering of stock in a dental technology firm. Attorneys of Simon & Associates acted as a member of the executive committee in the successful prosecution of the case.

Other significant securities and stockholder class actions in which the attorneys of Simon & Associates have been involved include: Lewis v. Burroughs, et al., (E.D. Mich.); In Re: Consumer's Power Derivative Litigation, (E.D. Mich.); Goldstick, et al. v. Primark, et al., (E.D. Mich.); Levy v. Erb Lumber, et al., (E.D. Mich.); In Re: RAC Mortgage Securities Litigation, (D.C. Md.); Becherer, et al. v. Merrill Lynch, et al., (E.D. Mich.); Mazzafo v. USA Cafes L.P., et al., (Chancery Court, Del.); In Re: Wedgestone Financial Securities Litigation, (D.C. Mass.); In Re: Subaru of America, Inc., Shareholder Litigation, (D.C.N.J.); In Re: Salomon Inc. Securities Litigation, (S.D.N.Y.); In Re: Towers Financial Corporation Securities Litigation, (S.D.N.Y.); In Re: Par Pharmaceutical, Inc., Securities Litigation, (S.D.N.Y.); In Re: Jiffy Lube Securities Litigation, (D.C. Md.); In Re: Taxable Municipal Bond Litigation, (E.D. La.); In Re: Buffets, Inc. Securities Litigation, (D. Minn.); In Re: Kemper Securities Litigation, (N.D. Ill.); In Re: Nuveen Fund Litigation, (N.D. Ill.); In Re: Dow Chemical Company Securities Litigation, (E.D. Mich.); In Re: Media Vision Technology Securities Litigation, (N.D. Cal.); In Re: TCW/DW North American Government Income Trust Securities Litigation, (S.D.N.Y.); In Re: Pilgrim Securities Litigation, (C.D. Cal.); In Re: Michigan National Corporation Securities and ERISA Litigation, (E.D. Mich.); In Re: Crown American Realty Trust Securities Litigation, (W.D. Pa.); In Re: Kmart Corporation Securities Litigation, (E.D. Mich.); Gutter v. E.I. Dupont de Nemours and Co., et al., (S.D. Fla.); Camden v. Kaufman, et al., (Oakland County, Mich.); In Re: Chateau Properties, Inc. Shareholders Litigation, (Montgomery County, MD); In Re: Mercury Finance Company Securities Litigation, (N.D. Ill.); In Re: Informix Corporation Securities Litigation, (N.D. Cal.); In Re: Comshare, Inc. Securities Litigation, (E.D. Mich.); In Re: Medpartners Securities Litigation, (N.D. Ala.); Sidney Morse, et al. v. R. Clayton McWhorter and Columbia/HCA Healthcare Corp., et al. (M.D. Tenn.); In Re: Children's Place Securities Litigation, (D.N.J.); In re Oxford Health Plans, Inc., Securities Litigation, (S.D.N.Y./M.D.L.); In Re: National Techteam, Inc. Securities Litigation, (E.D. Mich.); Ganesh LLC, et al. v. Computer Learning Centers, Inc., et al., (E.D. Va.); In Re: Olympic Financial Ltd. Securities Litigation, (D.Minn.); In re Conseco, Inc. Securities Litigation, (S.D. Ind.); Jamal Shallal and Lillian Shallal v. Charles M. Elson and Sunbeam Corporation, et al., (S.D.Fla.); In Re: Vesta Insurance Group, Inc., Securities Litigation, (N.D. Ala.); In Re: Quintel Entertainment, Inc. Securities Litigation, (S.D.N.Y.); Edward Bickel v. Charles B. Wang and Computer Associates International, Inc., et al., (E.D.N.Y.); In Re: Aquila Gas Pipeline Corporation Shareholders Litigation, (Del. Ch.); John G. Puskar v. Exide Corporation, et al., (E.D. Mich.); In Re: Bank One Securities Litigation, (N.D. Ill.); In re Tyco International, Ltd. Securities Litigation, (D.N.H.); In re Conseco, Inc. Derivative Litigation, (S.D. Ind.); Orestano v. A. Alfred Taubman, et al., (Oakland County, Mich.); In re Citrix Systems, Inc. Securities Litigation, (S.D. Fla.); Salsitz v. Jacques A. Nasser, et al., (E.D. Mich.); Ellis v. Jacques A. Nasser, et al., (Wayne County, Mich.); In Re: Hayes Lemmerz International, Inc. Equity Securities Litigation, (E.D. Mich.); In Re: CMS Energy Securities Litigation, (E.D. Mich.); D.E. & J. Limited Partnership v. Charles Conaway, (E.D. Mich.).

ANTITRUST CLASS ACTIONS

Some of the significant antitrust actions in which attorneys from Simon & Associates have been prominently involved include:

- Wood v. Abbott Laboratories, et al., Case No. 96-512561-CZ (Oakland County, Mich.) -- Indirect-purchaser antitrust action brought against twenty three drug manufacturers in coordination with actions in nine other states and the District of Columbia. Attorneys from Simon & Associates participated in the case as members of plaintiffs' Executive Committee and were instrumental in recovering more than \$64.3 million for the benefit of injured brand-name prescription drug purchasers nationwide. In approving the state-specific settlements, the courts were highly complimentary of the performance of all of the attorneys involved: "this Court, in particular, has been helped along every step of the way by some outstanding lawyering.... You can hardly say that there's been anything but five star attorneys involved in this case."
- In Re: Lorazepam & Clorazepate Antitrust Litigation, MDL 1290 (D.D.C.) -- Coordinated multi-state litigation joined by the attorneys general of 32 different states. Attorneys of Simon & Associates played a prominent role in recovering over \$25.3 million for the purchasers of two important prescription drugs.
- In Re: Travel Agency Commission Antitrust Litigation, MDL 1058 (D. Minn.) -- Antitrust class action on behalf of travel agents against the major airlines for allegedly fixing the amount of commissions payable on ticket sales. Attorneys from Simon & Associates were involved in obtaining more than \$87 million for affected travel agents.

Other significant antitrust class actions in which the attorneys of Simon & Associates have been involved include: In re NASDAQ Market-Makers Antitrust Litigation, (S.D.N.Y.); In Re: Northwest Airlines Corp., et al. Antitrust Litigation, (E.D. Mich.); In Re: Visa Check/Master money Antitrust Litigation, (E.D.N.Y.); Servais, et al. v. Kraft Foods, et al. (Dane County, Wis.); In re Commercial Tissue Products Antitrust Litigation, (N.D. Fla.); In Re Cardizem CD Antitrust Litigation, (E.D. Mich.); Henning v. Nine West Group, Inc., (S.D.N.Y.); In Re: Microsoft Corporation Antitrust Litigation, (D. Md.); In Re: Terazosin Hydrochloride Antitrust Litigation, (S.D. Fla.); In re Tamoxifen Citrate Antitrust Litigation, (E.D.N.Y.); In Re: Procardia XL Antitrust Litigation, (N.D. W.Va.); In re Buspirone Antitrust Litigation, (S.D.N.Y.); In Re: K-Dur Antitrust Litigation, (D.N.J.); In re Neurontin Antitrust Litigation, (D.N.J.); Conway, Mackenzie & Dunleavy, P.C. v. Microsoft Corporation, (N.D. Cal.); In Re: Magazine Antitrust Litigation, (S.D.N.Y.); In Re: Ciprofloxacin Hydrochloride Antitrust Litigation, (E.D.N.Y.).

CONSUMER PROTECTION CLASS ACTIONS

Some of the significant consumer protection class actions in which attorneys from Simon & Associates have been prominently involved include:

- Krystyan v. Cooper Tire & Rubber Company, Case No. 00-039524-CP (Wayne County, Mich.) -- Consumer fraud action brought in conjunction with actions in more than 30 other states on behalf of purchasers of Cooper tires. Attorneys from Simon & Associates were instrumental in obtaining additional, special warranty protection from tire manufacturer valued at over \$1 billion, along with other therapeutic benefits.
- Butler, et al. v. Provident Mutual Life Insurance Company, et al., Case No. 00780 (Philadelphia County, Penn.) -- Action challenging insurance company's plan to demutualize. Attorneys from Simon & Associates participated in successfully enjoining Provident Mutual's demutualization plan, preserving mutual policy holders' \$2 billion equity stake in the Company.

Other significant consumer protection class actions in which the attorneys of Simon & Associates have been involved include: Cicarell, et al. v. Provident Mutual Life Insurance Company of Philadelphia, (Philadelphia County, Penn.); Goldman, et al. v. America Online, Inc., (Oakland County, Mich.); Shwedel, et al. v. Pacific Mutual Life Insurance Company, et al., (Oakland County, Mich.); M.C. Sullivan Investment Company Pension Trust, et al. v. Jackson National Life Insurance Company, (Oakland County, Mich.); Esposito v. Michigan Republic Bancorp Mortgage, Inc., (Oakland County, Mich.); Universal Jewelry & Watch Repair, Inc. v. United Parcel Service, Inc., (E.D. Mich.); Tzvih Tinman v. Blue Cross & Blue Shield of Michigan, (Wayne County, Mich.); McIntyre, et al. v. Ameritech Corporation, (Wayne County, Mich.); Capili v. Jackson National Life Insurance Co., (Oakland County, Mich.); Niehaus v. AT&T Corporation, (S.D.N.Y.); In re Rezulin Products Liability Litigation, (S.D.N.Y.); Schechet v. Chase Manhattan Mortgage Corporation, (Wayne Co., Mich.); Mozen v. Transnation Title Ins. Co., (Wayne Co., Mich.); Zwick v. Citibank, f.s.b., (Wayne Co., Mich.); Bull Transport, Inc. et al. v. Wayne County et al., (E.D. Mich.); Dein v. International Business Machines, (E.D. Mich.); Beattie et al. v. CenturyTel, Inc., (E.D. Mich.).

ATTORNEY PROFILES

ELWOOD S. SIMON, the founder and President of Simon & Associates, is a 1966 graduate of the University of Michigan Law School. Mr. Simon received his undergraduate prelaw degree from the University of Michigan in 1963. He is admitted to the State Bar of Michigan (1966); the U.S. District Court for the Eastern District of Michigan (1967); the U.S. Sixth Circuit Court of Appeals (1972); the U.S. Seventh Circuit Court of Appeals (1989); the U.S. District Court for the Western District of Michigan (1992); and the U.S. Supreme Court (1995). Mr. Simon is presently involved in ongoing litigation of the following matters among others: In Re: Bank One Securities Litigation, (N.D. Ill.); In Re: Northwest Airlines Corp., et al. Antitrust Litigation, (E.D. Mich.); In Re: Microsoft Corporation Antitrust Litigation, (D. Md.); In Re Cardizem CD Antitrust Litigation, (E.D. Mich.); In Re: Procardia XL Antitrust Litigation, (N.D. W.Va.).

JOHN P. ZUCCARINI, a principal of Simon & Associates, graduated *cum laude* from Wayne State University Law School in 1988, where he was an editor of the *Wayne Law Review*. Mr. Zuccarini's undergraduate work was completed at the University of Michigan, where he earned a Bachelor of Arts degree in economics in 1983. He is admitted to the State Bar of Michigan (1988); the U.S. District Court for the Eastern District of Michigan (1988); the U.S. Sixth Circuit Court of Appeals (1992); the U.S. Second Circuit Court of Appeals (1993); and the U.S. Eleventh Circuit Court of Appeals (2000). Mr. Zuccarini is presently involved in ongoing litigation of the following matters among others: In Re: Bank One Securities Litigation, (N.D. Ill.); In Re: Microsoft Corporation Antitrust Litigation, (D. Md.); In Re: Hayes Lemmerz International, Inc. Equity Securities Litigation, (E.D. Mich.); and In Re: Procardia XL Antitrust Litigation, (N.D. W.Va.).

MICHAEL G. WASSMANN, a principal of Simon & Associates, graduated from George Mason University School of Law in 1992 with a specialty in corporate securities law. Mr. Wassmann received a Bachelor of Science degree in economics from Hillsdale College in 1989. He is admitted to the State Bar of Michigan (1993); the U.S. District Court for the Eastern District of Michigan (1993); and the U.S. Sixth Circuit Court of Appeals (1995). Mr. Wassmann is presently involved in ongoing litigation of the following matters among others: Tzvih Tinman v. Blue Cross & Blue Shield of Michigan, (Wayne County, Mich.); McIntyre, et al. v. Ameritech Corporation, (Wayne County, Mich.); and Niehaus v. AT&T Corporation, (S.D.N.Y.).

ELWOOD S. SIMON & ASSOCIATES

A PROFESSIONAL CORPORATION

LANCE C. YOUNG, a principal of Simon & Associates, graduated *cum laude* from the Thomas M. Cooley Law School in 1994. Mr. Young received a Master of Business Administration degree from the University of Michigan in 1993 and completed his undergraduate degree in finance and professional accounting in 1990 at Michigan State University. He is admitted to the State Bar of Michigan (1994); the U.S. District Court for the Eastern District of Michigan (1995); and the U.S. Sixth Circuit Court of Appeals (2000). Mr. Young is presently involved in ongoing litigation of the following matters: In Re: Bank One Securities Litigation, (N.D. Ill.); In Re: Northwest Airlines Corp., et al. Antitrust Litigation, (E.D. Mich.); In Re Cardizem CD Antitrust Litigation, (E.D. Mich.); Mozen v. Transnation Title Ins. Co., (Wayne Co., Mich.); and Beattie v. CenturyTel, Inc., (E.D. Mich.).

TIMOTHY J. MALOCHE, an associate of Simon & Associates, graduated from Wayne State University Law School in 2001. Mr. Maloche earned a Bachelor of Business Administration in accounting from Eastern Michigan University in 1990 and is presently working toward a Master of Business Administration degree at the University of Toledo. He is admitted to the State Bar of Michigan (2002) and the U.S. District Court for the Eastern District of Michigan (2002).