

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

IN RE CARDIZEM CD ANTITRUST :  
LITIGATION :

MASTER FILE NO. 99-MD-1278  
MDL NO. 1278

This document relates to: :

HON. NANCY G. EDMUNDS

*Louisiana Wholesale*, 99-CV-73259 :

*Duane Reade*, 99-CV-73870 :

**AFFIDAVIT OF JACK A. STAPH IN SUPPORT OF  
JOINT PETITION FOR ATTORNEYS' FEES AND DISBURSEMENTS  
FILED ON BEHALF OF JACK A. STAPH & ASSOCIATES**

STATE OF OHIO )  
)ss:  
COUNTY OF CUYAHOGA )

Jack A. Staph being first duly sworn, deposes and says:

1 I submit this affidavit in support of Jack A. Staph & Associates's application for an award of attorneys' fees and reimbursement of expenses in connection with this litigation.

2. The tasks undertaken by Jack A. Staph & Associates can be summarized as follows: (a) acted as liaison counsel between Counsel for the Sherman Act Class Plaintiffs ("Class Counsel") and co-class representative Duane Reade, Inc. ("Duane Reade"); (b) analyzed and conferred with Class Counsel and Duane Reade on the Assignment between Kinray, Inc. and Duane Reade; (c) periodically met and consulted with Duane Reade on various developments and pleadings related to the litigation; (d) advised Class Counsel and Duane Reade during the drafting of the Complaint with respect to information relating to Duane Reade; (e) assisted Class Counsel in preparing Duane Reade's responses to requests for production of documents; and, (f)

advised and conferred with Class Counsel with respect to Defendants' subpoena to Kinray and discovery propounded upon absent class members.

3. Jack A. Staph & Associates spent 70.3 hours involved in this litigation. My current hourly rate is \$300.00 an hour. The total lodestar for my firm is \$21,090.00

4. Jack A. Staph & Associates's lodestar figure is 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 the firm's billing rates.

5. As detailed in Exhibit 1, Jack A. Staph & Associates has incurred a total of \$13,000.82 in unreimbursable expenses in connection with the prosecution of this litigation.

6. The expenses incurred in this action are reflected on the books and records of the Jack A. Staph & Associates. These accounting records are prepared from various expense vouchers, check records, and various other materials which have been accounted for in accordance with generally accepted accounting terms

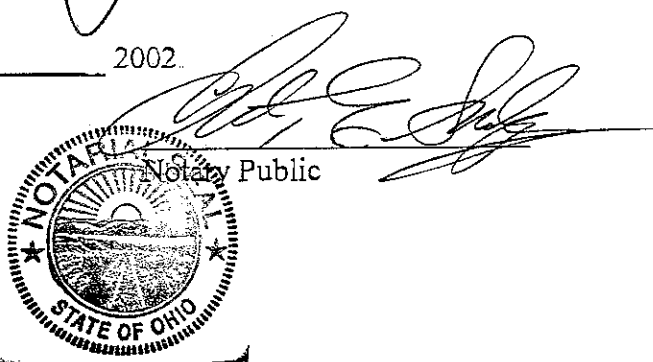
7. Attached as Exhibit 2 is a brief resume of Jack A. Staph & Associates.

8. I swear under penalties of perjury that the foregoing is true and correct to the best of my knowledge.

*Jack A. Staph*  
Jack A. Staph  
Managing Partner  
Jack A. Staph & Associates  
29525 Chagrin Boulevard  
Pepper Pike, Ohio 44122

Sworn to before me this 31 day of October 2002.

CHRISTOPHER E. SOUKUP, Attorney at Law  
Notary Public - State of Ohio  
My commission has no expiration date.  
Section 147.03 R.C.



**JACK A. STAPH & ASSOCIATES****TIME AND EXPENSE REPORT****IN RE CARDIZEM CD ANTITRUST LITIGATION, MD-1278 (E.D. MICH.)****TOTAL LODESTAR AND EXPENSES**

<b>CATEGORY</b>	<b>AMOUNT</b>
<b>Lodestar Amount</b>	\$21,075.00
<b>Expenses</b>	\$13,000.82

**TOTAL TIME AND LODESTAR**

<b>CATEGORY</b>	<b>AMOUNT OF TIME</b>	<b>RATE/HR</b>	<b>LODESTAR</b>
Pleadings and Briefs	30.3	\$300	\$9,090.00
Discovery	20.6	\$300	\$6,180.00
Mediation/Settlement	2	\$300	\$600.00
Experts	0	\$300	0
Court Apperances	0	\$300	0
Case Management	17.4	\$300	\$5220.00
<b>TOTALS</b>	<b>70.3</b>		<b>\$21,090.00</b>

**TOTAL EXPENSES**

<b>CATEGORY</b>	<b>AMOUNT</b>
Travel	\$13,000.82
<b>TOTALS</b>	<b>\$13,000.82</b>

**JACK A. STAPH**  
**ATTORNEY & COUNSELOR**

29525 Chagrin Blvd. Suite 215  
Pepper Pike, Ohio 44122

**PROFESSIONAL EXPERIENCE**

**Jack A. Staph, Attorney & Counselor**

**1997 to Present**

- Specializing in Corporate/Business law, including acquisition, mergers, securities and general business litigation, including anti-trust law and security law matters.

**1997 to Present**

- Advisor/Counselor to chain drugstores and pharmaceutical wholesalers relating to antitrust matters involving pharmaceutical manufacturers.

**1997 to 1999**

- Advisor/Counsel to CVS Corporation relating to business matters in general, including anti-trust litigation involving pharmaceutical manufacturers

**Revco D. S., Inc., Twinsburg, Ohio**

**1972 to 1997**

**Senior Vice President, Secretary and General Counsel**

- Served on Executive Committee of the company which set all policies and made all major corporate decisions regarding strategic and operational plans.
- Key advisor to and sounding board for co-chairmen, CEO, and Board of Directors.
- Co-leader of transition team involving two large mergers.
- Served as interim President during a period when the company was not stabilized, continued as interim President until stability was restored.
- Advisor to all committees of the Board of Directors. Led directors through various complex corporate governance problems.
- Involved in all phases of investor relations while company was public.
- Directed a strategy for taking the company private. Subsequently targeted purchasers and negotiated divestiture of non-retail and non-performing subsidiaries during that period.
- Evaluated company's merger opportunities including identifying potential targets with respect to the mergers of Hook SuperRx, Rite Aid Corp., CVS Corporation, and the hostile takeover of Big B Corporation including all phases of approvals by regulatory agencies.
- Led company strategy through Chapter 11 process; identified potential purchasers and sold several under-performing retail outlets in an effort to raise money to build the company's infrastructure during bankruptcy.
- Led the company's path from bankruptcy to public company trading on The New York Stock Exchange.
- Directed group of executives and members of the Board, which analyzed and developed a bonus program and stock option program for employees. These plans were ultimately used as models for employee benefits plans for other unrelated companies.

- Developed and negotiated exclusivity arrangement with key vendors of the company resulting in better pricing distribution for company (2700 stores) and better inventory management and production schedules for the vendors.
- Developed and negotiated data exchange contracts with key vendors, resulting in better management opportunity for inventory control and distribution for both vendors and company.
- Developed and negotiated strategic alliance with vendors, resulting in market share movement for manufacturers and better pricing for company.
- Initiated strategy to develop mail-order pharmacy participation in benefits management operations for the company. Results enabled the company to compete successfully with mail-order pharmacies as well as involvement in PBMs (Pharmacy Benefits Management Systems), allowing the company to benefit from another source of revenue.
- Drafted and reviewed speeches given by CEO to analysts.

### EDUCATION

Cleveland State University, Cleveland, Ohio (1973)	Juris Doctor
Youngstown State University, Youngstown, Ohio (1967)	B.S., Business Administration
Harvard Law School (1992, 1994, 1997)	Advanced Instruction in Negotiations and Dispute Resolution

### PROFESSIONAL AFFILIATIONS

Leadership Cleveland (1996);	Board of Trustees, Parkworks;
National Advisory Council, Cleveland State Law School;	Board of Directors, Delta Holdings, Inc;
Board of Directors, Elder-Beerman Stores Corp;	Supreme Court of the State of Ohio;
Trustee, The Revco Golf Charities Foundation;	Trustee, Judson Retirement Community;
Various other community projects.	