

# **Exhibit 5A**

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

In re Schering-Plough Corporation/ENHANCE  
Securities Litigation

Case No. 2:08-cv-00397 (DMC) (JAD)

**DECLARATION OF MATTHEW GENDRON, ASSISTANT ATTORNEY  
GENERAL, OFFICE OF THE ATTORNEY GENERAL OF THE  
COMMONWEALTH OF MASSACHUSETTS, IN SUPPORT OF (A) LEAD  
PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS ACTION  
SETTLEMENT AND (B) CO-LEAD COUNSEL'S MOTION FOR AN AWARD  
OF ATTORNEYS' FEES AND PAYMENT OF LITIGATION EXPENSES**

I, Matthew Gendron, hereby declare under penalty of perjury as follows:

1. I am an Assistant Attorney General for the Commonwealth of Massachusetts. I submit this declaration on behalf of the Office of the Attorney General ("OAG") in my capacity as an Assistant Attorney General. The OAG is a constitutional officer and is statutorily authorized to provide legal counsel to the Commonwealth's departments, officers and commissions. The Massachusetts Pension Reserves Investment Management Board ("PRIM") is charged with overseeing the Pension Reserves Investment Trust ("PRIT") Fund and was appointed as the Lead Plaintiff and then Class Representative in this certified securities class action (the "Action"). The Treasurer and Receiver General of the Commonwealth of Massachusetts (the "Treasurer") is a constitutional officer who is statutorily the Chair and an *ex officio* member of PRIM.<sup>1</sup>

---

<sup>1</sup> Unless otherwise indicated herein, capitalized terms shall have those meanings contained in the Stipulation and Agreement of Settlement, dated June 3, 2013, and filed with the Court on June 4, 2013. (ECF No. 419-1.)

2. I submit this Declaration with respect to (a) Lead Plaintiffs' motion for final approval of the proposed settlement reached with Defendants in the Action (the "Settlement"); and (b) Co-Lead Counsel's motion for an award of attorneys' fees and payment of litigation expenses.

3. The Attorney General is the chief legal officer for the Commonwealth of Massachusetts, and by state law has the discretion to initiate or participate in litigation on behalf of the Commonwealth and its agencies. The OAG is authorized to enter into contracts with outside counsel to represent the Commonwealth in matters that are deemed necessary or advisable to have the assistance of counsel with particular experience and expertise. When outside counsel is retained, the Attorney General and/or her designee is responsible for monitoring the litigation and consulting with counsel. In this action, I have been so designated since September 2010, and prior to that time, two other Assistant Attorneys General were tasked with this duty. In connection with the prosecution of the Action, the OAG contracted with Labaton Sucharow LLP to represent PRIM, and several attorneys with the firm, including Christopher J. McDonald, were appointed as Special Assistant Attorneys General for the Commonwealth of Massachusetts. I, along with PRIM Board staff and the Treasurer's staff, have been directly involved in monitoring and overseeing the prosecution of the Action and the negotiations leading to the Settlement. The matters testified to herein are based on my personal knowledge, and/or discussions with other OAG attorneys, outside counsel (*i.e.*, Labaton Sucharow LLP), PRIM Board staff, and the Treasurer's staff.

**I. Lead Plaintiff's Oversight of the Litigation**

4. In seeking the PRIM Board's appointment as Lead Plaintiff and later as Class Representative in this Action, the PRIM Board, the Treasurer's Office, and the

OAG understood the PRIM Board's responsibility to serve the best interests of the Class by participating in the supervision of the effective prosecution of this litigation and actively sought to do so at all times. To this end, the three groups have been very involved in overseeing and directing counsel, evidenced through more than a hundred phone calls and by exchanging many hundreds of emails with counsel, reviewing and commenting on all substantial filings, and numerous other roles.

**II. The Office of the Attorney General Endorses Approval of the Settlement**

5. Based on the OAG's involvement throughout the prosecution and resolution of the Action, the OAG believes that the proposed Settlement is reasonable and adequate recovery for the Class. The proposed Settlement represents the best method for the class to achieve its goal of recovery balanced against the risks and uncertainties of a trial and continued litigation. Therefore, we endorse approval of the Settlement by the Court.

**III. The Office of the Attorney General Supports Co-Lead Counsel's Motion for an Award of Attorneys' Fees and Payment of Litigation Expenses**

6. In a case of this size and scope, and based on all the facts and circumstances of this particular case, the OAG believes a fee of 16.92% of the Settlement Fund is a reasonable attorneys' fee award. The OAG has authorized Co-Lead Counsel to present this fee request to the Court for its ultimate determination on the application for attorneys' fees.



7. The OAG has evaluated Co-Lead Counsel's fee request by considering, among other things: the quality of work performed; the amount of the recovery for the Class; the complexities of the case; and the customary fees in similar cases. The OAG further believes that the litigation expenses being requested for reimbursement to Co-Lead Counsel represent costs and expenses necessary for the prosecution and resolution of this complex securities fraud action, which was essentially made ready for trial.

8. Based on the foregoing, and consistent with its obligation to the Class to obtain the best result at the most efficient cost, we support Co-Lead Counsel's motion for an award of attorneys' fees and payment of litigation expenses.

**IV. Conclusion**

9. The Office of the Attorney General for the Commonwealth of Massachusetts was intimately involved throughout the prosecution and settlement of the Action and endorses the Settlement as a fair and adequate resolution of the litigation. The OAG further supports Co-Lead Counsel's request for attorneys' fees and litigation expenses. Accordingly, we respectfully request that the Court approve (a) Lead Plaintiffs' motion for final approval of the proposed Settlement; and (b) Co-Lead Counsel's motion for an award of attorneys' fees and payment of litigation expenses.

I declare under penalty of perjury that the foregoing is true and correct, and that I have authority to execute this Declaration on behalf of the OAG.

Executed this 2<sup>ND</sup> day of July, 2013

  
Matthew Gendron

# **Exhibit 5B**

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

In re Schering-Plough Corporation/ENHANCE  
Securities Litigation

Case No. 2:08-cv-00397 (DMC) (JAD)

**DECLARATION OF CHRISTOPHER J. SUPPLE, DEPUTY EXECUTIVE  
DIRECTOR AND GENERAL COUNSEL, MASSACHUSETTS PENSION  
RESERVES INVESTMENT MANAGEMENT BOARD, IN SUPPORT OF  
(A) LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL  
OF CLASS ACTION SETTLEMENT AND  
(B) REIMBURSEMENT OF LEAD PLAINTIFF'S EXPENSES**

I, Christopher J. Supple, hereby declare under penalty of perjury as follows:

1. I am Deputy Executive Director and General Counsel to the Massachusetts Pension Reserves Investment Management Board ("PRIM"), a Court-appointed Lead Plaintiff and Class Representative in this certified securities class action (the "Action").<sup>1</sup>

2. PRIM is charged with overseeing the Pension Reserves Investment Trust ("PRIT") Fund, a pooled investment fund established by the Massachusetts Legislature with a mandate to invest Massachusetts' pension assets and also to invest pension assets on behalf of local participating retirement systems. The assets of the PRIT Fund total over \$53 billion and include assets managed for the benefit of the members of the Massachusetts State Teachers' and State Employees' Retirement Systems and

---

<sup>1</sup> Unless otherwise indicated herein, capitalized terms shall have those meanings contained in the Stipulation and Agreement of Settlement, dated June 3, 2013, and filed with the Court on June 4, 2013. (ECF No. 419-1.)

participating county, authority, district and municipal retirement systems. By statute, the Treasurer and Receiver General of the Commonwealth of Massachusetts (the “Treasurer”) is the Chair and an *ex officio* member of the PRIM Board.

3. The Action was already pending when I joined PRIM as General Counsel in 2011. Since then, I, along with the Treasurer’s legal staff and attorneys from the Massachusetts Office of the Attorney General (“OAG”), have been directly involved in monitoring and overseeing the prosecution of the Action and the negotiations leading to the proposed settlement reached with Defendants in the Action (the “Settlement”). The matters testified to herein are based on my personal knowledge, and/or discussions with outside counsel Labaton Sucharow LLP, PRIM staff, the OAG, and the Treasurer’s staff.

4. I submit this Declaration in support of (a) Lead Plaintiffs’ motion for final approval of the Settlement, and (b) PRIM’s request for reimbursement of costs and expenses incurred in connection with its representation of the Class in the Action. Because our Labaton Sucharow attorneys were appointed by the OAG as Special Assistant Attorneys General in connection with the prosecution of the Action, Co-Lead Counsel’s motion for an award of attorneys’ fees and payment of litigation expenses is being addressed in a separate declaration by the OAG.

**I. Lead Plaintiff’s Oversight of the Litigation**

5. It is my understanding that in seeking PRIM’s appointment as Lead Plaintiff and later as Class Representative in this Action, PRIM, the Treasurer’s Office, and the OAG understood PRIM’s responsibility to serve the best interests of the Class by participating in the supervision of the effective prosecution of this litigation, and actively sought to do so at all times.

6. Since PRIM was appointed as a Lead Plaintiff, it, the Treasurer’s Office, and/or the OAG have, among other things: (a) conferred regularly and frequently with



outside counsel concerning issues of law and fact, evidentiary issues, and the overall strategies for the prosecution of the Action, including motions practice strategy and strategy for trial in the event the Action did not settle; (b) reviewed, and made written suggested revisions to, significant pleadings filed in the Action; (c) communicated with the other Lead Plaintiffs; (d) reviewed and responded to discovery requests and otherwise participated in the discovery process; (d) reviewed periodic reports from outside counsel concerning the work being done and the time and expenses being incurred; and (e) communicated with outside counsel with respect to settlement and mediation and negotiation strategy, and the negotiations that occurred during the course of the litigation that ultimately led to the agreement in principle to settle the Action.

**II. PRIM Endorses Approval of the Settlement**

7. Based on my involvement in the prosecution and resolution of the Action, PRIM believes that the proposed Settlement is fair, reasonable and adequate to the Class, particularly in light of the substantial risks and uncertainties of a trial and continued litigation in this case. Therefore, we endorse approval of the Settlement by the Court.

**III. Reimbursement of PRIM's Lost Wages and Expenses**

8. We also understand that reimbursement of a lead plaintiff's reasonable costs and expenses is authorized under Section 21D(a)(4) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(4). Accordingly, PRIM seeks reimbursement for the costs and expenses that it incurred in connection with its representation of the Class.<sup>2</sup> Such costs and expenses total \$35,772.26, consisting of (a)

---

<sup>2</sup> My understanding is that the OAG and Treasurer are not seeking reimbursement for their time spent in monitoring and overseeing the prosecution of the Action.

the value of the time that PRIM employees (myself included) devoted to supervising and participating in the Action, in the amount of \$32,426.46; and (b) the expenses incurred by PRIM in connection with the Action, in the amount of \$3,345.80.

9. The value of the time that PRIM personnel devoted to participating in the Action is as follows:

<b>NAME and TITLE</b>	<b>HRS * RATE<sup>3</sup></b>	<b>TOTAL</b>
Hannah Commos, Deputy Chief Investment Officer	7 hrs * \$119.46/hr	\$836.22
Anthony Falzone, Chief Technology Officer	2 hrs * \$96.23/hr	\$192.46
Karen Gershman, former Chief Operating Officer and Chief Financial Officer	7 hrs * \$175.68/hr	\$1,229.76
Thomas Hanna, Chief Operating Officer and Chief Financial Officer	12 hrs * \$145.36/hr	\$1,744.32
Stanley Mavromates, former Chief Investment Officer	40 hrs * \$183.16/hr	\$7,326.40
Christopher J. Supple, Deputy Executive Director and General Counsel	135 hrs * \$147.47/hr	\$19,908.45
Michael Travaglini, former Executive Director	5 hrs * \$237.77/hr	\$1,188.85
<b>Total.....</b>		<b>\$32,426.46</b>

10. PRIM incurred \$3,345.80 in out-of-pocket expenses, consisting of \$275 in fees charged by our technology consultant, Edgewater Technology, and \$3,070.80 in legal

---

<sup>3</sup> This rate is calculated by taking total compensation, and then dividing it by the number of hours worked, assuming a standard work week.


fees charged by BLA Schwartz, a law firm with which PRIM regularly consults concerning securities class action litigation matters.

**IV. Conclusion**

11. We respectfully request that the Court approve (a) Lead Plaintiffs' motion for final approval of the proposed Settlement; and (b) payment of PRIM's costs and expenses.

I declare under penalty of perjury that the foregoing is true and correct, and that I have authority to execute this Declaration on behalf of PRIM.

Executed this 2nd day of July, 2013

  
\_\_\_\_\_  
Christopher J. Supple