

# EXHIBIT B

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9 Co-Lead Class Counsel and Attorney for Plaintiffs

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12 **UNITED STATES DISTRICT COURT**  
13 **DISTRICT OF ARIZONA**

14 **Cindy Johnson, Stephanie L. Walker, and**  
15 **Barbara A. Craig, on behalf of themselves**  
16 **and all others similarly situated,**

17 **Plaintiffs,**

18 **v.**

19 **Arizona Hospital and Healthcare**  
20 **Association, et al.,**

21 **Defendants.**

22 **CV-07-01292 SRB**

23 **DECLARATION OF DAVID A.**  
24 **BALTO ON BEHALF OF THE LAW**  
25 **OFFICES OF DAVID A. BALTO IN**  
26 **SUPPORT OF PLAINTIFFS'**  
27 **MOTION FOR AN AWARD OF**  
28 **ATTORNEYS' FEES,**  
**REIMBURSEMENT OF EXPENSES**  
**AND INCENTIVE AWARDS TO**  
**THE CLASS REPRESENTATIVES**  
**FOR THEIR EFFORTS ON**  
**BEHALF OF CLASS MEMBERS**

David A. Balto, under penalty of perjury, declares as follows:

1. I am an attorney of the Law Offices of David A. Balto, Co-Lead Counsel for plaintiffs Cindy Johnson, Stephanie L. Walker and Barbara A. Craig. I had a significant role in developing and bringing the case, and I was involved in all major aspects of the case. I make this declaration in support of Plaintiffs' Motion for An Award of Attorneys' Fees, Reimbursement of Expenses and Incentive Awards to the Class Representatives for Their Efforts on Behalf of Class Members.



1	Internal Reproduction/Copies	
2	Court Fees (Filing, etc.)	
3	Court Reporters/Transcripts	
4	Computer Research	\$815.00
5	Telephone/Fax/Email	
6	Postage/ Express Delivery/Messenger	
7	Professional Services (experts, investigator, accountant)	
8	Witness Service Fees	
9	Travel: Air/Ground Transportation, Lodging, Meals, etc.	\$1,530.00
10	Miscellaneous/Other	
11		
12	<b>Total:</b>	\$3,295.00

8. The expenses paid by my firm for which reimbursement is sought at this time are reflected in the books and records of my firm. These books and records are prepared from vouchers, checks, bills and electronic ledgers which are regularly kept and maintained by my firm and accurately reflect the expenses incurred.

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I declare that the foregoing is true and accurate under penalty of perjury under the laws of the United States.

May 17, 2012



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David A. Balto  
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Tel: 202-789-5424

**EXHIBIT 1**

THE LAW OFFICES OF DAVID BALTO

The Law Offices of David Balto (“the Firm”), located in Washington, DC, provides antitrust and regulatory counseling for corporations, both large and small, seeking advice about private and governmental antitrust investigations and litigation.

The Firm advises a wide variety of retail, financial services, healthcare providers, pharmaceutical manufacturers, healthcare manufacturers, and independent pharmacies. Our counseling includes antitrust and consumer protection compliance, strategic alliances, distribution issues and mergers and joint ventures.

In addition to general counseling, the firm actively engages in a variety of class-action antitrust litigation. Currently we are involved in a number of litigation matters, three of which we are co-lead plaintiff’s counsel and members of the plaintiffs’ counsel executive committees. These cases span across numerous industries, including health care, transportation services and financial services.

The Firm has an active practice before the federal antitrust enforcement agencies, in which we represent parties in investigations before the FTC and the DOJ. We frequently assist companies in alerting the FTC and DOJ to anticompetitive practices, and in numerous instances have been successful in convincing the agencies to open investigations. In several other situations, we have opposed mergers, and in some cases we have formed coalitions of firms to raise competitive concerns about mergers. Some of the more significant mergers we have led opposition to include First Data/Concord, Johnson & Johnson/Guidant, UnitedHealthcare/Sierra, TicketMaster/Live Nation and, most recently Comcast/NBC. In some cases we have been successful in securing divestitures for third parties concerned about the competitive effects of the mergers.

The Firm also has an active practice in advocacy before Congress, state legislatures and federal agencies. We file amicus briefs before the United States Supreme Court, courts of appeal and district courts, primarily on behalf of consumer groups, such as the Consumer Federation of America and US PIRG. In this advocacy role, we are able to bring together years of experience as a government enforcer on the effective approach to competition policy issues.

David A. Balto

David Balto founded the Law Offices of David Balto in 2005 to concentrate his practice on competition policy, health care and intellectual property law. David Balto graduated *Summa Cum Laude* from the University of Minnesota where he was selected for Phi Beta Kappa (B.A. 1972), graduated *Magna Cum Laude* Northeastern University (M.P.A. 1978), and graduated Northeastern University School of Law (J.D. 1983). He is admitted to practice in the District of Columbia, various federal courts and the United State Supreme Court.

Mr. Balto has over 20 years of experience as an antitrust attorney in the private sector, the Antitrust Division of the Department of Justice, and the Federal Trade Commission. He is

nationally known for his expertise in competition policy in high-tech industries, semiconductors, health care, pharmaceuticals, medical devices, media, and financial services. He regularly provides advice on mergers, strategic alliances, and joint ventures.

From 1995 to 2001 he was the policy director of the Bureau of Competition of the Federal Trade Commission and attorney advisor to Chairman Robert Pitofsky. In these leadership roles Mr. Balto was a senior advisor in developing competition policy and identifying key enforcement initiatives. He helped draft guidelines involving intellectual property, joint ventures, and health care. He played a key role in several litigated cases, including the challenges to the Staples/Office Depot and Heinz/Beechnut mergers, the Intel monopolization case, and the challenges to anticompetitive conduct by several pharmaceutical companies. He is the only person to twice win the FTC's award for outstanding scholarship, and also won the FTC's award for distinguished service, the highest award given a staff attorney.

Mr. Balto has authored more than 60 articles about competition policy focusing on intellectual property, health care, pharmaceuticals, financial services, and mergers. He regularly testifies before Congress, state legislatures, the FTC, and DOJ. He has authored numerous amicus briefs for consumer groups in seminal antitrust cases.

Bradley Wasser

Mr. Wasser is an associate at the Law Offices of David Balto primarily focused on class action antitrust and federal government investigation matters. Mr. Wasser joined the firm in 2006 as a Law Clerk.

Mr. Wasser graduated from the University of Delaware in 2003 (B.A.) and graduated *Cum Laude* from the University of Baltimore in 2010 (J.D.). Mr. Wasser is admitted to practice in the Commonwealth of Pennsylvania. Mr. Wasser is a member of the Pennsylvania Bar Association as well as the American Bar Association, Antitrust Section.

Spencer Baldwin

Mr. Baldwin is an associate at the Law Offices of David Balto primarily focused on antitrust, intellectual property laws and competition policy, and merger review. Mr. Baldwin joined the firm in 2011 after serving as a law clerk in 2010.

Mr. Baldwin graduated from the University of Washington in 2006 (B.A.) and graduated from Northeastern University School of Law in 2010 (J.D.). Mr. Baldwin is admitted to practice in New York. Mr. Baldwin is a member of the New York County Bar Association.