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13  
 14 **UNITED STATES DISTRICT COURT**  
 15 **NORTHERN DISTRICT OF CALIFORNIA**  
 16 **SAN FRANCISCO DIVISION**

17 IN RE TFT-LCD (FLAT PANEL)  
 18 ANTITRUST LITIGATION

Case No. 3:07-MD-1827 SI  
 MDL No. 1827

19 This Document Relates to:  
 20 All Indirect-Purchaser Actions;  
 21 *State of Missouri, et al. v. AU Optronics*  
 22 *Corporation, et al.*, Case No. 10-cv-3619;  
 23 *State of Florida v. AU Optronics*  
 24 *Corporation, et al.*, Case No. 10-cv-3517;  
 and  
 25 *State of New York v. AU Optronics*  
 26 *Corporation, et al.*, Case No. 11-cv-0711.

**DECLARATION OF FRANCIS O.  
 SCARPULLA IN SUPPORT OF  
 INDIRECT-PURCHASER PLAINTIFFS'  
 AND SETTLING STATES' JOINT  
 MOTION FOR FINAL APPROVAL OF  
 COMBINED CLASS, PARENS PATRIAE,  
 AND GOVERNMENTAL ENTITY  
 SETTLEMENTS**

Hearing Date: May 18, 2012  
 Time: 9:00 a.m.  
 Courtroom: 10, 19th Floor

The Honorable Susan Illston

1 I, Francis O. Scarpulla, declare as follows:

2 1. I am an attorney licensed to practice before the courts of the State of  
3 California, and a partner of the law firm Zelle Hofmann Voelbel & Mason LLP, Co-Lead  
4 Class Counsel for the Indirect-Purchaser Plaintiffs (“IPPs”). I make this Declaration in  
5 Support of Indirect-Purchaser Plaintiffs’ and Settling States’ Joint Motion for Final Approval  
6 of Combined Class, *Parens Patriae*, and Governmental Entity Settlements. I have personal  
7 knowledge of the facts stated in this Declaration and, if called as a witness, I could and  
8 would testify competently to them.

9 2. I have been a practicing attorney handling antitrust and consumer class actions  
10 for 44 years.

11 3. In response to discovery requests, the IPPs received more than 7.8 million  
12 documents, totaling more than 40 million pages, many of which are not in English. More  
13 than 100 depositions were taken by the IPPs, including many depositions in Korea, Japan,  
14 and Taiwan.

15 4. All settlement agreements referenced herein are the result of arm’s-length  
16 negotiations conducted by counsel experienced in antitrust class actions. The parties were  
17 assisted by two nationally renowned mediators appointed by the Court, Professor Eric Green  
18 and the Honorable Daniel Weinstein. Based on my experience in handling antitrust and  
19 consumer class actions over the past 44 years, the Proposed Settlements are fair and  
20 reasonable, and in the best interests of class members. Furthermore, based on my experience  
21 handling antitrust and consumer class actions over the past 44 years, the payment represents  
22 the largest all-cash recovery for an indirect-purchaser antitrust case.

23 I declare under penalty of perjury that the foregoing is true and correct.

24 Executed this 4th day of May, 2012, in San Francisco, California.

25  
26 3233121v1

By: /s/ Francis O. Scarpulla  
Francis O. Scarpulla