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

15 IN RE TFT-LCD (FLAT PANEL)
16 ANTITRUST LITIGATION

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

17 This Document Relates to:

18 All Indirect-Purchaser Actions;
19 *State of Missouri, et al. v. AU Optronics Corporation, et al.*, Case No. 10-cv-3619;
20 *State of Florida v. AU Optronics Corporation, et al.*, Case No. 10-cv-3517;
21 and
22 *State of New York v. AU Optronics Corporation, et al.*, Case No. 11-cv-0711.

DECLARATION OF ANNE E. SCHNEIDER 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, Anne E. Schneider, declare as follows:

2 1. I am an attorney licensed to practice in the State of Missouri and am an
3 Assistant Attorney General for the State of Missouri, in which capacity I also serve as
4 Antitrust Counsel for the Missouri Attorney General. In this capacity I represent the
5 State of Missouri in this Action and have also been appointed Co-Liaison Counsel for
6 the several States now engaged in litigation in this Multi-District Litigation. I make
7 this Declaration in Support of Indirect-Purchaser Plaintiffs' and Settling States' Joint
8 Motion for Final Approval of Combined Class, *Parens Patriae*, and Governmental
9 Entity Settlements. I have personal knowledge of the facts stated in this Declaration
10 and, if called as a witness, I could and would testify competently to them.

11 2. I have been a practicing attorney for 23 years and have been handling
12 antitrust matters as antitrust counsel for the Missouri Attorney General's office for 10
13 years, including the office's litigation in complicated multi-district litigation
14 involving private class actions. In this capacity I have worked with counsel
15 representing each of the other States litigating in the MDL in numerous antitrust
16 matters and know their counsel to also be highly experienced in antitrust litigation.

17 3. I have been designated Liaison Counsel for the States participating in
18 the mediation ordered of the parties in this multi-district litigation and have
19 participated in each of the mediations that have resulted in the settlements that are
20 now pending the Court's approval.

21 4. The State of Missouri joined the States of Arkansas, Michigan, West
22 Virginia and Wisconsin in filing suit in this Multi-District Litigation in summer,
23 2010. The State of Florida filed its own suit in the MDL, and the State of New York
24 filed suit in its own state court and was removed to federal court; after its action was
25 transferred to this MDL, New York filed an amended complaint before this Court.
26 The State of California filed a separate action in California state court.

27 5. The Settling States each brought enforcement actions, meaning they
28 filed in their capacity as sovereign states asserting violations of their respective state

1 laws, which charges give rise to civil penalties or fines under those laws. The
2 Settling States also made claims for damages or restitution for governmental entities
3 and/or for their residents. Those damages claims were brought under the States'
4 authority to sue for governmental entities and their traditional *parens patriae*
5 authority and under applicable state laws.

6 6. Prior to each of the States' litigations, the States engaged in extensive
7 pre-litigation discovery utilizing their investigative subpoena authority and reviewing
8 the same documents produced by the defendants in this MDL and other materials.
9 Since filing their litigation and consenting to the Court's protective order, the States
10 have continued their trial preparation by engaging in discovery. Specifically, the
11 States have conducted and responded to discovery requests, defended depositions,
12 reviewed additional documents, attended and/or read transcripts of dozens of
13 substantive depositions, and conducted expert discovery.

14 7. I and other representatives of the States participated in mediations
15 facilitated by Professor Eric D. Green and Judge Daniel H. Weinstein and the many
16 other communications with the defendants' counsel necessary to reach agreement on
17 the terms of the settlements pending approval. Joining in the "mediation team" were
18 counsel from the California and Florida Attorneys General's offices, all of whom
19 have had substantial experience in both antitrust and complex litigation as well as
20 settlement mediation efforts. All of settlement agreements referenced herein are the
21 result of such mediation efforts and are the result of arm's-length negotiations
22 conducted by counsel experienced in antitrust class actions.

23 I declare under penalty of perjury under the laws of the State of Missouri that the
24 foregoing is true and correct.

25 Executed this 4th day of May, 2012, in Jefferson City, Missouri.

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By: /s/ Anne E. Schneider
Anne E. Schneider