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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

IN RE: TFT-LCD (FLAT PANEL)
ANTITRUST LITIGATION

Master File No. 07-1827 SI
MDL NO. 1827

This Document Relates to:
ALL INDIRECT PURCHASER ACTIONS
State of Missouri, et al. v. AU Optronics Corporation, et al.,
Case No. 10-cv-03619 SI; and
State of Florida v. AU Optronics Corporation, et al.,
Case No. 10-cv-3517 SI.
State of New York v. AU Optronics Corporation, et al.,
Case No. 11-cv-0711.

**[PROPOSED] ORDER GRANTING
INDIRECT PURCHASER PLAINTIFFS'
AND STATES ATTORNEYS GENERAL'S
JOINT MOTION FOR INTERIM
REIMBURSEMENT OF EXPENSES**

Date: May 18, 2012
Time: 9:00 a.m.
Dept.: Courtroom 10, 19th Floor
Judge: The Hon. Susan Illston

1 On March 14, 2012, the Indirect Purchaser Plaintiffs (“IPPs”) and the States Attorneys
2 General filed their Joint Notice of Motion and Motion for Interim Reimbursement of
3 Expenses (the “Motion for Expenses”). On July 11, 2012, this Court entered an Order
4 (Docket No. 6128) finding as a preliminary matter that the expenses at issue appeared to be
5 reasonable and necessary to the litigation. In this Order, the Court requested invoices for all
6 of the expenses claimed in the Motion for Expenses.

7 On July 26, 2012, the States Attorneys General submitted the requested invoices for
8 their expenses claimed in the Motion for Expenses. On July 27, 2012, the Indirect Purchaser
9 Plaintiffs (“IPPs”) submitted the requested invoices for the expenses claimed in the Motion
10 for Expenses.

11 In the Motion for Expenses, the IPPs requested reimbursement of their costs and
12 expenses in the amount of \$7,509,134.53. Since the filing of the Motion for Expenses, a
13 portion of the IPPs’ costs and expenses have been waived. The IPPs thus now request
14 reimbursement of their costs and expenses in the amount of \$7,506,816.54.

15 The Court, having considered the Motion for Expenses, the memorandum and the
16 declarations in support thereof, and after a duly noticed hearing, resulting in an Order dated
17 July 11, 2012, hereby finds that:

- 18 1. A common fund has been created by the settlements finally approved on July
19 11, 2012 (the “Settlements”).
- 20 2. The requirements of Fed. R. Civ. P. 23(h), Fed. R. Civ. P. 54(d), and 15 U.S.C.
21 § 15c(a)(2) have been satisfied.
- 22 3. The Court has reviewed the invoices submitted by the IPPs and States
23 Attorneys General and determined that the expenses sought in the Motion were reasonable
24 and necessary, and were incurred in connection with the prosecution of the litigation for the
25 benefit of the IPP class, the consumers for whom *parens patriae* claims were asserted, and all
26 governmental entity purchasers for which the States asserted claims for monetary redress.

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4. Accordingly, it is hereby ORDERED and DECREED that:

A. IPPs’ counsel (“Class Counsel”) are awarded reimbursement of their costs and expenses in the amount of [\$7,506,816.54]. The reimbursement of litigation costs and expenses shall be withdrawn from the Settlement fund and transferred to the Indirect Purchaser Plaintiffs’ LCD Litigation Costs Fund maintained by Indirect Purchaser Plaintiffs’ Liaison Counsel.

B. The Settling States’ counsel are awarded reimbursement of their costs and expenses in the amount of [\$794,343.58]. The reimbursement of litigation costs and expenses shall be paid to the Office of the Missouri Attorneys General in trust for the Settling States.

IT IS SO ORDERED.

Dated: _____ 2012

THE HON. SUSAN ILLSTON
UNITED STATES DISTRICT JUDGE