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11 *Automatic Pro Hac Vice Admission
12 Pursuant to Pretrial Order No. 1,
13 Dated July 3, 2007 (Waiving Civil L.R. 11-3)

14 **Attorney for Plaintiff State of Michigan**

15
16 **IN THE UNITED STATES DISTRICT COURT**
17 **NORTHERN DISTRICT OF CALIFORNIA**
18 **SAN FRANCISCO DIVISION**

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

21 MASTER FILE NO. 07-md-1827-SI
22 MDL File No. 1827

23 This Document Relates to:

24 ALL INDIRECT-PURCHASER ACTIONS

25 *State of Missouri, et al. v. AU Optronics*
26 *Corporation, et al.,*
27 Case No. 10-cv-03619 SI;

28 *State of Florida v. AU Optronics Corporation, et*
29 *al.,*
30 Case No. 10-cv-3517 SI; and.

31 *State of New York v. AU Optronics Corporation, et*
32 *al.,*
33 Case No. 11-cv-0711-SI.

34 **EXHIBIT 6**
35 **DECLARATION OF M.**
36 **ELIZABETH LIPPITT IN SUPPORT**
37 **OF THE STATES ATTORNEYS**
38 **GENERAL'S MOTION FOR FEES**
39 **AND ADDITIONAL COSTS**

40 Hearing Date: November 29, 2012
41 Time: 3:30 p.m.
42 Courtroom: 10, 19th Floor
43 Judge: Honorable Susan Illston

44 M. ELIZABETH LIPPITT declares under penalty of perjury pursuant to 28 U.S.C. §
45 1746 that the following is true and correct:

46 **EXHIBIT 6 - DECLARATION OF M. ELIZABETH LIPPITT IN SUPPORT OF THE STATES ATTORNEYS GENERAL'S MOTION**
47 **FOR FEES AND ADDITIONAL COSTS**

1 1. I am an Assistant Attorney General in the Antitrust Section of the Corporate
2 Oversight Division of the Michigan State Attorney General's Office. I am admitted to practice in
3 the State of Michigan and before this Court. The State of Michigan is a plaintiff in the above-
4 captioned case.
5

6 2. I make this Affidavit in support of the Joint Application of the States of Arkansas,
7 California, Florida, Michigan, Missouri, New York, West Virginia, and Wisconsin for an Award
8 of Attorneys' Fees and Reimbursement of Costs in the above-captioned litigation. The time
9 expended in preparing this Affidavit is not included in the Application.
10

11 3. Pursuant to the Court's Pretrial Order No. 1, the State of Michigan has prepared
12 contemporaneous time and expense records, and has periodically submitted those records to the
13 Missouri Attorney General's office. A summary of Michigan's time reports, reflecting monthly
14 hours spent by all timekeeping employees, is contained to the States' Motion as Exhibit 1-C.
15

16 **Pre-Complaint Investigation**

17 4. Together with the other States joining the Application, Michigan participated in
18 the pre-complaint investigation of the defendants' alleged price-fixing of LCD-TFT products.
19 Michigan's participation in the pre-complaint investigation began in 2009. Michigan's pre-
20 complaint investigation was extensive and included the following tasks:

- 21 a) Review and execution of tolling agreements with multiple corporations
22 that we believed to be involved in the alleged LCD-TFT cartel;
- 23 b) Review of voluminous documents produced by Epson Imaging Devices;
- 24 c) Issuance of subpoenas to four original equipment manufacturers from
25 whom Michigan believed it had purchased LCD-TFT products, and negotiation of compliance
26 with those subpoenas;
27
28

1 d) Review of documents produced by original equipment manufacturers in
2 response to Michigan's subpoenas; and

3 e) Negotiation and execution of common interest and cost share agreements
4 with the multistate group to ensure investigative efficiency.
5

6 **Litigation in the MDL**

7 5. On August 17, 2010, the States of Arkansas, Michigan, Missouri, West Virginia,
8 and Wisconsin (the "States") jointly filed a civil law enforcement action ("Complaint") in this
9 Court against Defendants in the above-captioned case for claims arising under the laws of their
10 respective States and the Sherman Act.

11 6. On November 30, 2010, Defendants filed a motion to dismiss the States'
12 Complaint. On January 28, 2011, the States filed a Response to Defendants' Motion to Dismiss.
13 Michigan participated in the response briefing and specifically responded to Defendants'
14 arguments regarding Michigan's assignment claims. Michigan attended the Court's hearing on
15 the motion on February 18, 2011, telephonically.
16

17 7. Between December 2010 and February 2011, Michigan searched for and
18 produced thousands of documents as part of the pre-mediation submissions required by the
19 mediator.
20

21 8. On February 7, 2011, Defendants filed a motion to stay the *parens patriae* claims
22 brought by Michigan and Florida. Michigan filed a response brief on March 25, 2011.
23

24 9. Michigan responded to the extensive discovery requests propounded on it by
25 Defendants. Michigan reviewed and produced thousands of pages of documents from its central
26 contracting agency in response to Defendants' document requests.
27
28

1 10. Michigan IT staff spent approximately 15 hours producing documents in response
2 to Defendants' discovery requests.

3 11. Defendants noticed and took a 30(b)(6) deposition of Michigan's central
4 contracting agency, which required Michigan to prepare and defend the deponent.
5

6 12. Michigan participated in the search for the States' expert and assisted in directing
7 the expert regarding litigation requirements. Michigan also reviewed and approved the expert's
8 invoices to the States.

9 13. At the request of private indirect purchaser class counsel Judith Zahid, Michigan
10 researched issues in response to Defendants' motion to decertify the class.
11

12 **Settlement**

13 14. Michigan reviewed and commented on the drafts of the proposed settlements and
14 penalty agreements, preliminary approval motions, class notice forms, claims forms, and the
15 class website.
16

17 **Summary of Michigan's Hours**

18 15. The total number of hours expended to date by Michigan on this investigation and
19 litigation is 556.48 attorney hours and 15 non-attorney hours. Using the *Laffey* Matrix as
20 adjusted for the San Francisco results in \$140,995.75 in attorney fees and \$2,207.25 in non-
21 attorney fees.
22

23
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25
26 16. All of the foregoing time spent by employees of the Michigan Attorney General's
27 office in connection with this litigation was reasonable and necessary and appropriate for the
28 successful litigation and resolution of this action.

1 **Michigan's costs**

2 17. Michigan individually incurred costs of \$1,858.88 to produce documents in
3 response to Defendants' discovery requests. A summary of these expenses are set forth on
4 Exhibit "6-A" to this declaration, and copies of the underlying invoices are attached as Exhibit
5 "6-B" following that summary.
6

7 18. These costs were incurred by the State of Michigan in connection with this
8 litigation, were reasonable in amount, and were necessary and appropriate for the successful
9 litigation and resolution of this action.
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11
12 I declare under penalty of perjury pursuant to the laws of the State of Missouri that the
13 foregoing statements of fact are true and correct

14 Executed this 7th Day of September, 2012 in Lansing, Michigan.
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17 /s/ M. Elizabeth Lippitt
18 M. Elizabeth Lippitt
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