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

12 **Attorney for Plaintiff, State of New York**

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

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

18 MASTER FILE NO. 07-md-1827-SI
19 MDL File No. 1827

20 This Document Relates to
21 Case Nos. 3:07-MD-1827 and 3:11-CV-711

22 CASE NO. 3:11-CV-711-SI

23 STATE OF NEW YORK
24 by and through ERIC T. SCHNEIDERMAN,
25 Attorney General

26 **EXHIBIT 7 - DECLARATION OF**
27 **AMY E. MCFARLANE IN**
28 **SUPPORT OF THE STATE**
ATTORNEY GENERALS' JOINT
MOTION FOR ATTORNEYS' FEES
AND ADDITIONAL COSTS

Plaintiff,

v.

AU OPTRONICS CORPORATION, et al.,

Defendants.

Hearing Date: November 29, 2012
Time: 3:30 p.m.
Courtroom: 10, 19th Floor
The Honorable Susan Illston

AMY E. MCFARLANE declares under penalty of perjury pursuant to 28 U.S.C. § 1746
that the following is true and correct:

1 1. I am an Assistant Attorney General in the Antitrust Bureau of the New York State
2 Attorney General's Office. I am admitted to practice in the State of New York and before the
3 United States District Court for the Southern District of New York, and am admitted to practice
4 before this court on a *pro hac vice* basis. The State of New York is a plaintiff in the above-
5 captioned case.
6

7 2. I make this Affidavit in support of the State Attorney Generals' Joint Motion for
8 Attorneys' Fees and Additional Costs ("States' Motion") in the above-captioned litigation. The
9 time expended in preparing this Affidavit is not included in the Application.
10

11 3. Pursuant to the Court's Case Management Order No. 1, the State of New York has
12 prepared contemporaneous time and expense records, and has periodically submitted those
13 records to the Missouri Attorney General's office. A summary of the State of New York's time
14 reports for both the pre- and post- complaint period are attached to States' Motion as Exhibit 1-C.
15 A summary of New York's expenses, which expenses total \$1,627.85, is attached to this
16 declaration as Exhibit 7-A.
17

18 4. The following attorneys employed by the New York Attorney General's Office
19 independently recorded their hours on a contemporaneous basis. Legal interns, law clerks, and
20 legal paraprofessionals also recorded their hours, but the value of their hours is not included in
21 our calculation of fees.
22

23	Scott Hemphill (admitted 2011)	Bureau Chief, Assistant Attorney General
24	Robert Hubbard (admitted 1982)	Assistant Attorney General
25	John Ioannou (admitted 1995)	Assistant Attorney General
26	Amy McFarlane (admitted 2003)	Assistant Attorney General
27	Matthew Perez (admitted 2010)	Assistant Attorney General
28	Karla Sanchez (admitted 1999)	Executive Deputy Attorney General
	Richard Schwartz (admitted 1982)	Acting Bureau Chief, Assistant Attorney General
	Geralyn Trujillo (admitted 1998)	Acting Deputy Bureau Chief, Assistant Attorney General

1
2 **Pre-Complaint Investigation**

3 5. Together with the other States joining the Application, New York participated in
4 the pre-complaint investigation of the defendants' alleged price-fixing of LCD-TFT products.
5 New York's participation in the pre-complaint investigation commenced in 2009. New York's
6 pre-complaint investigation was extensive and included the following tasks:
7

- 8 a) Negotiation and execution of tolling agreements with multiple
9 corporations that we believed to be involved in the alleged LCD-TFT cartel;
10
11 b) Negotiation and execution of a settlement agreement with Chunghwa
12 Picture Tubes, Ltd.;
13
14 c) Participation by videoconference in a proffer session with executives from
15 Chunghwa Picture Tubes, Ltd.;
16
17 d) Review of voluminous documents produced by Chunghwa Picture Tubes,
18 Ltd.;
19
20 e) Issuance of subpoenas to eight (8) original equipment manufacturers from
21 whom New York believed it had purchased LCD-TFT products, and negotiation of compliance
22 with those subpoenas;
23
24 f) Review of thousands of documents produced by original equipment
25 manufacturers in response to New York's subpoenas;
26
27 g) Discussion with, and provision of information to, a consulting expert;
28
29 h) Negotiation and execution of common interest and cost share agreements
30 with the multistate group to ensure investigative efficiency;
31
32 i) Drafting a complaint and making arrangements for litigation.

1
2 **Litigation in New York State and Federal Courts and Transfer to the MDL**

3 6. New York engaged in an extensive motions practice prior to filing its First
4 Amended Complaint before this Court.
5

6 7. On August 6, 2010, the State of New York, through its then-Attorney General,
7 Andrew M. Cuomo, filed a civil law enforcement action against Defendants in the above-
8 captioned case for claims arising under the laws of New York State in the Supreme Court of the
9 State of New York, New York County.

10 8. On September 7, 2010, Defendants removed New York's action to the U.S.
11 District Court for the Southern District of New York.
12

13 9. On September 21, 2010, Defendants moved to stay all proceedings in the District
14 Court for the Southern District of New York pending the Joint Panel on Multidistrict Litigation's
15 decision whether to transfer the case to the Northern District of California. New York opposed
16 the stay.
17

18 10. On September 22, 2010, New York moved to remand the case back to the
19 Supreme Court, New York County, arguing that its Complaint was well-pleaded under state
20 statutes.

21 11. While New York's motion to remand and its opposition to Defendant's motion to
22 stay were pending before the U.S. District Court for the Southern District of New York, the Joint
23 Panel on Multidistrict Litigation issued a Conditional Transfer Order transferring the case to the
24 MDL pending before this Court. New York filed a motion and supporting memorandum of law
25 to vacate the Conditional Transfer Order.
26
27
28

1 12. On March 15, 2011, New York filed an amended complaint in the MDL pending
2 before this Court, and simultaneously withdrew its motion to remand.

3
4 **Litigation in the MDL**

5
6 13. On May 5, 2011, shortly after joining the MDL pending before this Court,
7 Defendants filed a motion to dismiss New York's First Amended Complaint. New York fully
8 briefed that complex motion, and Assitant Attorney General Richard Schwartz travelled to
9 California to argue the motion before the Court. Schwartz's costs associated with that trip
10 amounted to \$1,627.85, and the travel expense report reflecting those costs is attached hereto as
11 Exhibit 7-B.

12
13 14. New York also subsequently filed a motion to reconsider the Court's order on the
14 motion to dismiss, which motion to reconsider was granted in part and denied in part.

15 15. New York responded to the extensive discovery requests propounded on it by
16 Defendants. New York reviewed and produced over a million pages of documents from its
17 central contracting agency in response to Defendants' document requests. Defendants noticed
18 and took a 30(b)(6) deposition of New York's central contracting agency, which required New
19 York to prepare and defend the deponent.
20

21 16. New York reviewed a large number of the documents produced in the MDL, and
22 also reviewed much of the extensive deposition testimony taken by the indirect purchaser class
23 plaintiffs.
24

25 17. Among other things, New York sought to recover damages pursuant to
26 assignment clauses contained in State contracts with original equipment manufacturers. To
27 prepare its case, New York reviewed thousands of pages of documents produced to it pursuant to
28

1 subpoena by the four original equipment manufacturers whose assigned claims New York
2 purported to represent.

3 18. Though New York had not yet executed a retainer with its own expert at the time
4 the above-captioned case settled, New York reviewed and assessed most of the expert reports
5 filed in the indirect and direct cases, as well as the expert reports filed in cases brought by other
6 States, so that New York could quickly and efficiently prepare its expert in advance of trial.
7

8
9 **Settlement**

10 19. The States' Co-Lead Counsel, together with the State of California, conducted in-
11 person negotiations regarding settlement of the case. When Co-Lead Counsel reached a tentative
12 settlement with a Defendant, New York reviewed drafts of the proposed settlement and penalty
13 agreements, and directly negotiated New York-specific settlement issues with the Defendant.
14

15 20. New York reviewed and commented on drafts of the preliminary approval
16 motions.

17 21. New York reviewed and commented on drafts of the class notice forms and
18 claims forms, and reviewed the class website.
19

20
21 **Fees and Litigation Expenses**

22 22. To date, New York has spent approximately 2896.5 hours of attorney time in
23 furtherance of the pre-complaint investigation, litigation and settlement of this matter as
24 summarized above. Applying the rates provided by the Laffey Matrix, as adjusted for San
25 Francisco, to each attorney's time results in a total of \$1,145,488 in attorney fees. Included with
26
27
28

1 this Motion as Exhibit 1-C attached to the Joint Declaration of Lizabeth A. Brady and Anne E.
2 Schneider is a more detailed breakdown of New York's time and billing rates.

3 23. All of the foregoing time spent by attorneys of the New York State Attorney
4 General's Office in connection with this litigation was reasonable and necessary and appropriate
5 for the successful litigation and resolution of this action.
6

7 24. New York has incurred \$1,627.85 in unreimbursed travel expenses in connection
8 with Richard Schwartz's appearance at the hearing on the motion to dismiss New York's action.
9 This litigation expense was reasonable and necessary and appropriate for the successful litigation
10 and resolution of this action.
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12
13
14 Dated: New York, New York
15 September 6, 2012
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