

1 Gwendolyn J. Cooley (State Bar No. 1053856)*
2 Assistant Attorney General
3 OFFICE OF THE WISCONSIN
4 ATTORNEY GENERAL
5 P. O. Box 7857
6 Madison, WI 53707-7857
7 Phone: (608) 261-5810
8 Fax: (608) 267-2778
9 E-mail: cooleygj@doj.state.wi.us

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

10 **Attorney for Plaintiff State of Wisconsin**

11
12 **IN THE UNITED STATES DISTRICT COURT**
13 **NORTHERN DISTRICT OF CALIFORNIA**
14 **SAN FRANCISCO DIVISION**

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

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

16 This Document Relates to:

17 ALL INDIRECT-PURCHASER ACTIONS

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

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

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

**EXHIBIT 8 – DECLARATION OF
GWENDOLYN J. COOLEY IN
SUPPORT OF THE STATES
ATTORNEYS GENERAL’S
MOTION FOR FEES AND
ADDITIONAL COSTS**

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

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25
26 GWENDOLYN J. COOLEY declares under penalty of perjury pursuant to 28 U.S.C.

27 § 1746 that the following is true and correct:

1 1. I am an Assistant Attorney General in the Wisconsin Attorney General's Office.
2 I am admitted to practice in the State of Wisconsin and before this Court. The State of
3 Wisconsin is a plaintiff in the above-captioned case.

4
5 2. I make this Declaration in support of the Joint Application of the States of
6 Arkansas, California, Florida, Michigan, Missouri, New York, West Virginia, and Wisconsin for
7 an Award of Attorneys' Fees and Reimbursement of Costs in the above-captioned litigation. The
8 time expended in preparing this Declaration is not included in the Application.

9 3. Pursuant to the Court's Pretrial Order No. 1, the State of Wisconsin has prepared
10 contemporaneous time and expense records, and has periodically submitted those records to the
11 Missouri Attorney General's office. A summary of the State of Wisconsin's time and expense
12 reports for both the pre- and post- complaint period are attached hereto as part of composite
13 Exhibit 1-C.
14

15
16 **Pre-Complaint Investigation**

17
18 4. Together with the other States joining the Application, Wisconsin participated in
19 the pre-complaint investigation of the defendants' alleged price-fixing of LCD-TFT products.
20 Wisconsin's participation in the pre-complaint investigation began in 2010. Wisconsin's pre-
21 complaint investigation was extensive and included the following tasks:

- 22 a) Review and execution of tolling agreements with multiple corporations
23 that we believed to be involved in the alleged LCD-TFT cartel.
24 b) Contacting state agencies to determine purchase volume.
25 c) Reviewing expert reports.
26
27
28

- d) Participation by telephone in a proffer session with executives from Chunghwa Picture Tubes.
- e) Discussed underlying investigation with the multistate group.
- f) Negotiation and execution of common interest and cost share agreements with the multistate group to ensure investigative efficiency.

Litigation in the MDL

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

7. On November 30, 2010, Defendants filed a Motion to Dismiss the States’ Complaint. On January 28, 2011, the States filed a Response to Defendants’ Motion to Dismiss. Wisconsin participated in the response briefing and specifically responded to Defendants’ arguments regarding Wisconsin’s assignment claims. Wisconsin argued the motion at the Court’s hearing on the motion on February 18, 2011, in person, which required travel to San Francisco, as detailed in exhibits 8-A and 8-B.

8. Between December 2010 and February 2011, Wisconsin prepared for initial mediation sessions between the States, the Indirect Purchaser Plaintiffs, and the Defendants. Wisconsin searched for and produced thousands of documents as part of the pre-mediation submissions required by the mediator.

1 9. Wisconsin responded to the extensive discovery requests propounded on it by
2 Defendants. Wisconsin reviewed and produced over 35,000 pages of documents from its state
3 agencies in response to Defendants' document requests.

4
5 10. Defendants noticed and took a 30(b)(6) deposition of an individual from one of
6 Wisconsin's state agencies on December 21, 2011, which required Wisconsin to prepare and
7 defend the deponent.

8 11. Wisconsin prepared extensively and participated in person at mediation sessions
9 in San Francisco on February 15, 2011, and February 16, 2011, which required travel to San
10 Francisco as detailed in exhibits 8-A and 8-B.

11
12 12. Wisconsin participated by telephone in the Deposition of Gabriele Piperno from
13 Dell jointly with IPP class counsel on March 8, 2011.

14
15 **Settlement**

16 13. Wisconsin reviewed and commented on the drafts of the proposed settlements and
17 penalty agreements.

18
19 14. Wisconsin reviewed and commented on drafts of the preliminary approval
20 motions.

21 15. Wisconsin reviewed and commented on drafts of the class notice forms and
22 claims forms, and reviewed the class website.

23
24 16. To date, Wisconsin has spent approximately 168.6 hours of attorney time in
25 furtherance of the pre-complaint investigation, litigation and settlement of this matter as
26 summarized above and in the attached exhibits. The total amount of fees that the State of
27 Wisconsin seeks is \$50,537.85. Included with the Motion as Exhibit 1-C attached to the Joint
28

1 Declaration of Elizabeth A. Brady and Anne E. Schneider is a more detailed breakdown of
2 Wisconsin's time and billing rates.

3 17. The hourly rates billed by Wisconsin for attorney time vary based upon the level
4 of experience and expertise of the individual, and reflect the prevailing rates charged by
5 attorneys in San Francisco according to the Laffey matrix.
6

7 18. All of the foregoing time spent by employees of the Wisconsin Attorney
8 General's office in connection with this litigation was reasonable and necessary and appropriate
9 for the successful litigation and resolution of this action.

10 19. Additionally, the State of Wisconsin has incurred additional costs in connection
11 with this litigation that are reimbursable, including travel expenses for attendance at several court
12 hearings and court-ordered mediation in San Francisco as well as additional miscellaneous
13 expenses. A summary of Wisconsin's Travel Expenses is attached as Exhibit 8-A to this
14 declaration, followed by copies of the underlying travel expense reports attached as Exhibit 8-B.
15

16 20. All of the foregoing costs were incurred by the State of Wisconsin in connection
17 with this litigation, were reasonable in amount, and were necessary and appropriate for the
18 successful litigation and resolution of this action.
19

20 21. In summary, Wisconsin incurred a total of \$1311 in unreimbursed expenses, all of
21 which were reasonable and necessary for the prosecution of his ligation. This entire amount was
22 for travel, meals and lodging.
23

24 I declare under penalty of perjury pursuant to the laws of the State of Wisconsin that the
25 foregoing statements of fact are true and correct.
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1 Dated: Madison, Wisconsin
2 September 7, 2012

3 /s/ Gwendolyn J. Cooley
4 Gwendolyn J. Cooley (State Bar No. 1053856)*
5 Assistant Attorney General
6 OFFICE OF THE WISCONSIN
7 ATTORNEY GENERAL
8 P. O. Box 7857-7857
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