

R. SCOTT PALMER (Scott.Palmer@myfloridalegal.com)  
LIZABETH A. BRADY (Liz.Brady@myfloridalegal.com)  
NICHOLAS J. WEILHAMMER (Nicholas.Weilhammer@myfloridalegal.com)  
SATU CORREA (Satu.Correa@myfloridalegal.com)

*Pro Hac Vice*

Office of the Attorney General  
State of Florida  
PL-01, The Capitol  
Tallahassee, FL 32399-1050  
Tel: (850) 414-3300  
Fax: (850) 488-9134

Attorneys for Plaintiff State of Florida

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

IN RE TFT-LCD (FLAT PANEL)  
ANTITRUST LITIGATION

Master File No. 3:07-md-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;

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

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

**EXHIBIT 2 – CORRECTED  
DECLARATION OF LIZABETH A.  
BRADY IN SUPPORT OF THE STATE  
ATTORNEYS GENERAL’S JOINT  
MOTION FOR ATTORNEYS’ FEES AND  
ADDITIONAL COSTS**

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

I, Lizabeth A. Brady declare as follows:

1. I am an attorney licensed to practice before the courts of the State of Florida and have been admitted *pro hac vice* in the Northern District of California. I am Chief, Multistate Antitrust Enforcement for the Office of the Attorney General of the State of Florida. I have over 25 years of experience as an antitrust litigator, and am board certified by the Florida Bar in the

CORRECTED DECLARATION OF LIZABETH A. BRADY  
STATE OF FLORIDA

MASTER FILE NO. 07-MD-1827-SI  
CASE NO. 2010-CV-3517 SI; 10-CV-3619 SI; 11-CV-711 SI

EXHIBIT 2

1 practice area of Antitrust & Trade Regulation Law. I have personal knowledge of the facts  
2 stated in this declaration and, if called as a witness, I could and would testify competently to  
3 them. I make this declaration in support of the State of Florida, Office of the Attorney General  
4 of Florida, Department of Legal Affairs' (hereafter "Florida") request for attorneys' fees and  
5 reimbursement of litigation expenses, as set forth in the State Attorneys' General Joint Motion  
6 for Attorneys' Fees and Additional Costs (hereafter "Application").

7  
8 2. This Court appointed an Assistant Attorney General from the State of Florida  
9 (Nicholas Weilhammer) to act as co-liaison counsel for the State Actions in all cases in this  
10 MDL. *See* Order for Appointment of Liaison Counsel for State Attorney General Actions (Dkt.  
11 2164 dated Nov. 23, 2010).

12 3. Pursuant to Florida law, as the enforcing authority of the Florida Deceptive and  
13 Unfair Trade Practices Act and the Florida Antitrust Act, Florida represents Florida  
14 governmental entities and Florida individual consumers. *See* Fla. Stat. §§ 501.207(1)(c), 542.27.

15 4. I have reviewed, and followed, the requirements of the Court's Pretrial Orders  
16 with respect to time and expense reporting. *See* Pretrial Order No. 1 (Dkt. 180, ¶ 12(f)); Pretrial  
17 Order No. 3 (Dkt. 224, ¶ II(a)). Florida has kept contemporaneous reports documenting all time  
18 spent, including tasks performed, and expenses incurred, and transmitted those reports on a  
19 regular basis to the Missouri Attorney General's Office. A summary of Florida's time and  
20 expense reports for both the civil investigative demand and litigation periods are attached as  
21 Exhibits 1-C (fees) and 2-A through 2-D (costs).

22 5. All attorneys, investigators, economists, and paralegals, in the Antitrust  
23 Division, Office of the Attorney General, State of Florida are required, pursuant to office policy,  
24 to contemporaneously enter their work time details on Antitrust's Time Tracking System. The  
25 time tracking system used by the Antitrust Division records time in 1/10 of an hour increments  
26 using standardized practice task codes and allows for time keepers to provide additional details  
27 of the task performed. Time keepers may enter the information directly into the time accounting

1 program or may choose to complete daily time entry worksheets. The information from the time  
2 entry worksheet is then input into the system.

3 6. Because of the voluminous nature of these records, Florida has chosen to provide  
4 the Court with summaries of its time rather than the records themselves. If, however, the Court  
5 or Special Master requires the details of the work undertaken by Florida beyond the information  
6 included in the attached summaries, Florida is prepared to provide them with a copy of its  
7 detailed time accounting reports.

8 7. In accordance with the Court's Order of July 11, 2012 (Dkt. 6128), Florida has  
9 attached as Exhibit 2-B hereto, copies of its expense reports for travel undertaken in connection  
10 with the prosecution of this matter. Also attached as Exhibit 2-D are copies of the invoices paid  
11 in connection with the litigation of this matter

12 8. The time and expenses reported by Florida were incurred for the benefit of the  
13 consumers and governmental entities that are represented by Florida and for the IPP class as a  
14 whole.

15 **CIVIL INVESTIGATIVE DEMAND INVESTIGATION**

16 9. Like the other States joining the Application, Florida conducted a formal  
17 investigation of the Defendants' alleged price-fixing of TFT-LCD panels through the issuance of  
18 civil investigative demands. Florida's investigation commenced in 2008. Florida's investigation  
19 was extensive and included the following tasks:  
20

21 a) Negotiation and execution of tolling agreements with multiple  
22 corporations that we believed to be involved in the alleged TFT-LCD cartel;

23 b) Negotiation and execution of a settlement agreement with Chunghwa  
24 Picture Tubes, Ltd.;

25 c) Attendance and participation in a proffer session with Chunghwa Picture  
26 Tubes, Ltd. in San Francisco, California;

27  
28 CORRECTED DECLARATION OF LIZABETH A. BRADY  
STATE OF FLORIDA

MASTER FILE NO. 07-MD-1827-SI  
CASE NO. 2010-CV-3517 SI; 10-CV-3619 SI; 11-CV-711 SI

EXHIBIT 2

- 1 d) Review of voluminous documents produced by Chunghwa Picture Tubes,  
2 Ltd.;
- 3 e) Issuance of subpoenas to twenty two (22) original equipment  
4 manufacturers and TFT-LCD manufacturers and negotiation of compliance with those  
5 subpoenas. A complete list of the CIDs issued by Florida is attached hereto as Exhibit 2-E;
- 6 f) Review of thousands of documents produced by original equipment  
7 manufacturers in response to Florida's subpoenas;
- 8 g) Review and coding of thousands of documents produced by the Defendant  
9 manufacturers in response to Florida's subpoenas;
- 10 h) Conducting legal research relevant to the pursuit of the litigation;
- 11 i) Review of state contracts and collection of certain purchase data from  
12 Florida public entities;
- 13 j) Litigation in Florida state court to compel compliance of discovery  
14 requests issued to AUOA, and to defend against litigation initiated by AUOA with respect to  
15 Florida's investigation on behalf of Florida's consumers and governmental entities; and
- 16 k) Negotiation and execution of common interest and cost share agreements  
17 with the multistate group to ensure investigative efficiency.

18  
19  
20  
21 **LITIGATION**

22 10. On August 10, 2010, Florida filed its initial complaint. The Amended Complaint  
23 was filed on April 13, 2011. Florida took a leadership role in prosecuting the case, including the  
24 following tasks:

25  
26 A. **Pleadings and Memoranda filed with the Court**

- 27 a) Complaint and Amended Complaint;

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

- b) Motion practice, including:
  - i) Defendants’ Joint Notice of Motion and Motion to Dismiss The State of Florida’s Amended Complaint (Dkt. 2794);
  - ii) Defendants’ Joint Motion to Stay (Dkt. 2406);
  - iii) Defendants’ Joint Notice of Motion and Motion to Dismiss The State of Florida’s Amended Complaints (Dkt. 2794);
  - iv) Motions for Preliminary Approval of the Settlements;
  - v) Motion for Final Approval of the Settlements;
- c) successfully assisted class counsel in defending against the Defendants’ Joint Motion for Partial Summary Judgment based on the Florida Statute of Limitations (Dkt. 3365); successfully assisted class counsel in defending against the Defendants’ Motion to Decertify the Classes or in the Alternative for Summary Judgment (Dkt. 3492); assisted class counsel in legal research of Florida state law, including ascertainability standards, aggregate damages, fluid recovery, and damages; and
- d) Revised Protective Order.

**B. Court/Special Master Appearances**

Counsel for Florida attended and participated in various court proceedings including:

- a) Hearings on the motions to dismiss the complaints;
- b) Motions for preliminary approval of the Settlements;
- c) Motion for Final Approval of the Settlements; and
- d) Case Management Conferences.

**C. Discovery Efforts**

1 Florida also conducted extensive discovery in connection with this litigation, including  
2 the following activities:

- 3 a) Attendance at Defendants depositions, in person and telephonically;  
4 b) Review of deposition transcripts;  
5 c) Review of thousands of documents produced by the Defendants and third  
6 parties;  
7  
8 d) Response to discovery issued by Defendants;  
9 e) Collection and production of the purchase data and documents from the  
10 represented public entities;  
11 f) Defense of public entities deposition; and  
12 g) Expert discovery, including taking and defending numerous expert  
13 depositions (see Exhibit 2-F).  
14

15 **D. Court-Ordered Liaison Duties**

16  
17 Florida fulfilled its court-ordered liaison duties pursuant to its appointment under the  
18 Order for Appointment of Liaison Counsel for State Attorney General Actions (Dkt. 2164 dated  
19 Nov. 23, 2010), which included the following activities:

- 20 a) Pretrial coordination of these multiple actions, including communication  
21 with the Court;  
22 b) maintenance of complete files with copies of all documents served upon  
23 them and making such files available to parties within the States' liaison group upon request;  
24 c) preparation and transmittal of copies of orders and notices to the parties in  
25 the States' liaison group;  
26 d) coordination of the States' liaison group;  
27 e) working with other Liaison Counsel to ensure that the States' liaison  
28

1 group were kept informed of the progress of this litigation as necessary;

- 2 f) serving as a contact point between the parties and the Court;
- 3 g) coordination and dissemination of discovery requests, including written
- 4 discovery, deposition notices, or subpoenas served in this MDL proceeding; and
- 5 h) meeting and conferring on potential steps to streamline discovery,
- 6 including negotiating stipulations in the MDL proceeding.
- 7

8 **MEDIATION AND SETTLEMENT**

9

10 11. Counsel for Florida took an active and leadership role in the mediation and

11 settlement process including the following:

- 12 a) In-person attendance at mediation sessions with Defense Counsel in San
- 13 Francisco beginning January 2011 (see Exhibit 1-A);
- 14 b) Attendance via teleconference at additional mediation sessions, including
- 15 mediations with counsel for the AUO and LG Defendants in April 2011 (see Exhibit 1-A);
- 16 c) Numerous telephone conferences with co-counsel and defense counsel
- 17 regarding the terms of the settlement agreements;
- 18 d) Extensive work, both drafting and revising the settlement agreements with
- 19 each of the defendants;
- 20 e) Numerous discussions with co-counsel, claims administrator and notice
- 21 expert regarding the distribution plan and notice program;
- 22 f) Drafting and revising the Notice Plan and Claims Form; and
- 23 g) Reviewing and editing preliminary approval and final approval motions.

24

25

26 12. The total number of hours expended to date by Florida on this litigation is 6,622.3

27 attorney and 8,870.1 non- attorney hours. Florida has included in its “non-Attorney hours” the

1 hours of its two in-house economists. Florida's in-house economists assisted with data collection  
2 and analysis on behalf of Florida and the Track One Settling States and communicated  
3 extensively with the testifying expert retained by the States. Because the Laffey Matrix does not  
4 include economists, Florida has used its internal hourly rates of \$200.00 and \$150.00 an hour  
5 respectively. In order to reflect the cost of living difference between Tallahassee and San  
6 Francisco, and to simplify calculations, the same 9% adjustment was applied to the economist  
7 billing rates as was used for the attorney and paralegal billing rates. Using the Laffey Matrix, as  
8 adjusted for the San Francisco difference, results in \$2,730,161 attorney and \$1,407,085 non-  
9 attorney fees. Attached hereto as Exhibits 1-B and 1-C are detailed summaries of Florida's time  
10 and billing rates. Expense items are billed separately, and are not duplicated in this calculation.

13 13. Florida incurred a total of \$35,089.53 in unreimbursed expenses, all of which  
14 were reasonable and necessary for the prosecution of this litigation. Of this amount, \$798.36  
15 was for direct payments to vendors, copying, legal research, etc., and \$34,291.17 was for travel,  
16 meals and lodging.

18 14. In accordance with the Court's Order on Reimbursable expenses, entered July 11,  
19 2012 (Dkt. 6128), the invoices for these expenses are attached as Exhibits 2-A through 2-D.  
20 Pursuant to the policy of the Florida Attorney General's Office, the reason for travel is explained  
21 on each request for travel reimbursement.



1 Dated: September 28, 2012.

2 Respectfully submitted,

3

4

/s/ Elizabeth A. Brady

5

Pamela Jo Bondi

6

Attorney General of Florida

7

STATE OF FLORIDA

8

Patricia A. Conners

9

Associate Deputy Attorney General

10

R. SCOTT PALMER (Scott.Palmer@myfloridalegal.com)

11

LIZABETH A. BRADY (Liz.Brady@myfloridalegal.com)

12

NICHOLAS J. WEILHAMMER (Nicholas.Weilhammer@myfloridalegal.com)

13

SATU CORREA (Satu.Correa@myfloridalegal.com)

14

*Pro Hac Vice*

15

Office of the Attorney General

16

State of Florida

17

PL-01, The Capitol

18

Tallahassee, FL 32399-1050

19

Tel: (850) 414-3300

20

Fax: (850) 488-9134

21

22

Attorneys for Plaintiff State of Florida

23

24

25

26

27

28

CORRECTED DECLARATION OF LIZABETH A. BRADY  
STATE OF FLORIDA

MASTER FILE NO. 07-MD-1827-SI  
CASE NO. 2010-CV-3517 SI; 10-CV-3619 SI; 11-CV-711 SI

EXHIBIT 2