

1 Anne E. Schneider  
Assistant Attorney General  
2 OFFICE OF THE MISSOURI  
ATTORNEY GENERAL  
3 P. O. Box 899  
Jefferson City, MO 65102  
4 Telephone: (573) 751-3321  
Facsimile: (573) 751-2041  
5 E-mail: [Anne.Schneider@ago.mo.gov](mailto:Anne.Schneider@ago.mo.gov)

6 *Attorneys for Plaintiff State of Missouri*  
7 *And Co-Liaison Counsel for States*

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

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

Master File No. 3:07-md-1827 SI  
MDL No. 1827

12 This Document Relates to:

13 ALL INDIRECT-PURCHASER ACTIONS

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

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

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

**EX 3 – CORRECTED**  
**DECLARATION OF ANNE E.**  
**SCHNEIDER IN SUPPORT OF**  
**THE STATES ATTORNEYS**  
**GENERAL’S MOTION FOR**  
**FEES AND ADDITIONAL COSTS**

20  
21 I, ANNE E. SCHNEIDER declare under penalty of perjury pursuant to 28 U.S.C. § 1746  
22 that the following is true and correct:

23 1) I am an attorney licensed to practice law by the Missouri State Bar and am duly  
24 admitted to practice before this Court on a *pro hac vice* basis. I am, and have been since 1988, a  
25 duly appointed Assistant Attorney General for the State of Missouri. I am an attorney of record

26 EXHIBIT 3 – CORRECTED DECLARATION OF ANNE E. SCHNEIDER  
27 MD-1827-SI  
STATE OF MISSOURI

MASTER FILE NO. 07-  
CASE NO. 3:10-CV-3619-SI

1 for the State of Missouri in this matter.

2 2) I submit this declaration in support of the State Attorneys General's Joint Motion  
3 for Attorneys Fees and Additional Costs ("States' Motion"). I make this declaration based on  
4 my own personal knowledge. If called as a witness, I could and would competently testify to the  
5 matters stated herein. The time expended by myself and my office in preparing this Affidavit is  
6 not included in the States' Motion.

7 3) Pursuant to the Court's Case Management Order No. 1, the State of Missouri has  
8 maintained contemporaneous records of time spent and the expenses incurred in connection with  
9 this litigation. The Attorney General's Office maintains an internal electronic timekeeping  
10 system that tracks attorney time by the 10<sup>th</sup> of an hour. A summary of Missouri's time reports,  
11 reflecting monthly hours spent by all timekeeping employees, is contained to the States' Motion  
12 as Exhibit 1-C.

13 4) The following persons employed by the Missouri Attorney General's Office  
14 recorded their hours on a contemporaneous basis through our office's time-keeping system or, in  
15 the case of non-attorneys, independently recorded their hours on a contemporaneous basis. Legal  
16 interns and law clerks recorded their hours, but the value of their hours is not included in our  
17 calculation of fees.

18	Anne E. Schneider	Assistant Attorney General/Antitrust Counsel	Licensed since 1988 (Case responsibilities from 1/2009 to present)
19	Andrew Hartnett	Assistant Attorney General	Licensed since 2007 (Case responsibilities from 5/09 to 9/11)
20	Brianna Lennon	Assistant Attorney General	Licensed since 2011 (Case responsibilities from 8/11 to present)
21	Rob Almony	Assistant Attorney General	Licensed since 2007 (Case Responsibilities from
22			
23			
24			
25			

		11/10 to 8/11)
1	Brian Bear	Assistant Attorney General Licensed since 2009 Case responsibilities in 2/11
2	Marsha Presley	Paralegal Case responsibilities from 6/09 to present
3	Ammon Simon	Intern Case responsibilities during the summer of 2011.
4	Jacob Westen	Intern Case responsibilities during the summer of 2011.
5	Robin Caruthers	Intern Case responsibilities during the summer of 2012.

### **Description of Missouri's Work in this Matter**

5) The State of Missouri, joined by the States of Arkansas, Michigan, West Virginia and Wisconsin, filed an action in August 2010, alleging an international price-fixing conspiracy by major manufacturers of TFT-LCD panels from at least 1999 through 2006. (See Dkt. No. 2693 for current versions of the States' complaint.) Missouri lead and coordinated the drafting effort for this five-State complaint and added its own Missouri-specific counts, including requests for injunctive relief pursuant to Section 16 of the Clayton Act, 15 U.S.C. § 16 for Defendants' violations of Section 1 of the Sherman Act, 15 U.S.C. § 1 and Missouri's antitrust and merchandising practices laws, civil penalties for violations of Missouri's laws, and restitution under Missouri's consumer protection laws, in addition to the recovery of costs of the investigation and prosecution, as provided by both federal and Missouri law.

6) I and other Assistant Attorneys General in my office completed a variety of tasks relating to the pre-litigation investigation, the litigation and defense of the claims asserted in the Missouri complaint and our administrative and litigation-related role as Court-appointed Co-Liaison for the States and as the designated liaison for the States participating in Court-directed mediation. The work done by the Missouri Attorney General's Office contributed to both the litigation efforts in the instant actions now being settled and the accomplishment of the several

1 settlements for the benefit of not only Missouri end-purchasers of TFT-LCD panels, but of all of  
2 the Settling Plaintiffs.

3 Pre-Litigation Investigation

4 7) The Missouri Attorney General's Office began its investigation into the conduct  
5 of the manufacturers of TFT-LCD panels in early January, 2009 when we joined a newly-formed  
6 multistate working group to investigate the industry and the conduct underlying recently-  
7 announced federal indictments and guilty pleas to charges of unlawful price-fixing activities in  
8 the TFT-LCD industry.

9 8) Between January and April, 2009, an Assistant Attorney General participated in  
10 the multistate investigation, served civil investigative demands upon the targets, and learned  
11 more about the industry. From April through mid-May, I handled the file as we transitioned to a  
12 new Assistant Attorney General, Andrew Hartnett, who assumed primary case responsibility  
13 through the pre-litigation investigation. During this period we issued additional civil  
14 investigative demands to the product manufacturers or direct purchasers, including Dell and  
15 Apple. Not all of the manufacturers complied with our investigative demands. We also talked  
16 with state purchasers and collected state purchase data and underlying documents, and we  
17 participated in a coordinated review of more than 1.5 terabytes of data collected through the  
18 several states' subpoenas. We also reviewed pleadings in the criminal and civil cases and  
19 researched potential experts and the expert work already done in the litigation. This coordinated  
20 investigation included:

21 a) Issuance of and negotiation of compliance with investigative subpoenas to  
22 numerous original equipment manufacturers from whom the Attorneys General believed  
23 consumers and states had purchased TFT-LCD products;

24 b) Issuance of and negotiation of compliance with investigative subpoenas to  
25

1 the manufacturers of TFT-LCD Panels and their U.S. subsidiaries and affiliates;

2 c) Negotiation and execution of tolling agreements with several of the  
3 manufacturers of TFT-LCD Panels and their U.S. subsidiaries and affiliates that we  
4 believed to be involved in the TFT-LCD cartel;

5 d) Negotiation and execution of settlement agreements with Chunghwa  
6 Picture Tubes, Ltd.;

7 e) Participation in person and via videoconference in a proffer session with  
8 executives from Chunghwa Picture Tubes, Ltd.;

9 f) Review of voluminous documents produced by Chunghwa Picture Tubes,  
10 Ltd.;

11 g) Review of thousands of documents produced by original equipment  
12 manufacturers in response to the Attorneys General's investigative subpoenas;

13 h) Review of documents produced by TFT-LCD manufacturers in response  
14 to the investigative subpoenas;

15 i) Negotiation and execution of common interest and cost share agreements  
16 with the multistate group to ensure investigative efficiency;

17 j) Working with a consulting expert; and

18 k) Drafting a complaint and making arrangements for litigation.

19 9) Missouri agreed to provide leadership for the five States of Missouri, Arkansas,  
20 Michigan, West Virginia and Wisconsin. On August 17, 2010, the Missouri Attorney General  
21 filed an action, joined by the States of Arkansas, Michigan, West Virginia, and Wisconsin.

22 Litigation

23 10) The Missouri Attorney General's Office provided leadership initially for the five-  
24 State group. On November 23, 2010, the Court appointed me and my counterpart in the Florida  
25

1 Attorney General's Office, Nicholas Weilhammer, as Co-Liaison Counsel for the States  
2 Attorneys General. (Dkt. No. 2164). The duties associated with our appointment are set forth in  
3 Pretrial Order # 1 (Dkt. No. 14), including the responsibility for collecting reports of hours and costs  
4 incurred by the States that have collectively pursued litigation. Co-Liaison counsel have shared these  
5 responsibilities.

6 11) Missouri participated in and provided leadership in litigation activities including  
7 drafting of pleadings, attendance at hearings, and pursuing discovery:

8 *Pleadings and Appearances*

- 9
- 10 • Drafted the Complaint and Amended Complaint (Dkt. No. 2693);
  - 11 • Negotiated a stipulated agreement by Defendants for waiver of service (Dkt. No.  
12 2046);
  - 13 • Filed a Memorandum in Support of Indirect-Purchaser Plaintiffs' Motion for  
14 Leave to Amend Complaint when counsel for the Class sought to add a Missouri  
15 consumer class as allowed by Section 407.025, Mo. Rev. Stat. (Dkt. No. 2059);
  - 16 • Attended case status hearing before Special Master Quinn on November for the  
17 purpose of discussing the pre-trial schedule and other issues in the MDL on behalf  
18 of the jointly-filing States;
  - 19 • Negotiated a stipulation with all other parties to revise the Protective Order,  
20 which was entered November 18, 2010. (Dkt. No. 2155);
  - 21 • Responded to Defendants' effort to dismiss the Missouri claim. (Combined  
22 Response of the States of Missouri, Michigan, West Virginia, and Wisconsin to  
23 Defendants' Joint Motion to Dismiss Complaint; Dkt. No. 2383);
  - 24 • Attending the hearing on Defendants' Joint Motion to Dismiss Complaint on  
25 February 18, 2011;

- 1 • Submitted supporting letter joining Indirect-Purchaser Plaintiff's Motion for  
2 Abrogation of Protective Order on March 4, 2011 and additional declaration on  
3 April 1, 2011, and attending hearing on March 5 before Special Master. (Dkt. No.  
4 2715);
- 5 • Submitted a letter confirming that Missouri concurred with certification of a  
6 Missouri consumer class. (Dkt. No. 2966);
- 7 • Assisted class counsel with legal research of Missouri on topics including  
8 ascertainability standards, aggregate damages, fluid recovery, and damages in  
9 relation to multiple motions for summary judgment, including Defendants'  
10 Motion to Decertify the Classes or in the Alternative for Summary Judgment.  
11 (Dkt. No. 3492);
- 12 • Submitted partial opposition to Defendants' request to extend discovery as to  
13 State's purchasing agency on December 13, 2011 and attended hearing before  
14 Special Master on December 16, 2011, and obtained modification. (Dkt. No.  
15 4413);
- 16 • Submitted a letter opposing Defendants' Expert Deposition Schedule on March 9,  
17 2012 and attended hearing before Special Master on March 13, 2012 which  
18 resulted in a modification of the deposition schedule. (Dkt. No.5161);
- 19 • Submitted an opposition to a motion by LG Display to compel production of  
20 materials related to the work performed by the States' expert and his consulting  
21 firm on March 30, 2012 and attended hearing on April 6, 2012 (Dkt. Nos.# 5538  
22 and 5594);
- 23 • Joined in Indirect-Purchaser Plaintiffs, ApplEcon LLC's, John Metzler's and  
24 State Attorneys General's Objection to Special Master's Order re LG Display's  
25

1 Motion to Compel Compliance with Subpoenas to ApplEcon and John Metzler.  
2 (Dkt. Nos. 5538 and 5594);

- 3 • Supported the Motions for Preliminary Approval of Settlements with Declarations  
4 on behalf of the Settling States. (Dkt. Nos. 4424-13);
- 5 • Supported the Motion for Final Approval of Settlements with a Declaration on  
6 behalf of the Settling States (Dkt. Nos. 5600-2);
- 7 • Supported the Motion for Preliminary Approval of Settlements with Declarations  
8 on behalf of the Settling States. (Dkt. Nos. 6141-6); and
- 9 • Attended hearing on Indirect-Purchaser Plaintiff's and States Attorneys General's  
10 Motion for Final Approval on May 18, 2012.

11 *Discovery*

- 12 • Obtained and reviewed transcripts from more than 110 depositions of fact  
13 witnesses and prepared several summaries for the multistate working group, along  
14 with the other Settling States;
- 15 • Reviewed thousands of documents produced by Defendants as well as the  
16 collections of "hot" docs identified by the other Settling States during the  
17 investigation and litigation;
- 18 • Issued 19 subpoenas to third parties for additional purchase documentation;
- 19 • Joined counsel for the Indirect-Purchaser Plaintiffs in several discovery disputes  
20 and "meet and confer" efforts with certain Defendants, including discussions with  
21 HannStar, Chi Mei, and LG Display;
- 22 • Served on the State's Expert Committee and provided assistance to Florida in  
23 preparation for the deposition of the States' expert and the depositions of several  
24 of Defendants' experts and attended several by telephone;



- Collected purchase data from state agencies and entities and produced all that was discoverable to Defendants;
- Provided considerable discovery in response to hundreds of requests made by Defendants. Missouri, along with Arkansas, Michigan, West Virginia and Wisconsin, each responded to more than 73 interrogatories (not counting subparts), 22 requests for production, and 257 requests for admission;
- Defended the depositions of Missouri's purchasing agency and of the third party currently contracted as the Missouri's prime vendor for most of the covered LCD products; and
- Made the following extensive document productions to the Defendants:

<b>State of Missouri Productions of Governmental Entity Purchase Data &amp; Documents</b>	
<b>Production</b>	<b>File Size</b>
Mediation Production 1-7-2011	2.82 GB
Mediation Production 1-14-2011	740 KB
1 <sup>st</sup> Supplemental Response 9-30-2011	4.22 GB
2 <sup>nd</sup> Supplemental Response 10-24-2011	961,101 KB
3 <sup>rd</sup> Supplemental Response 11-4-2011	26,962 KB
4 <sup>th</sup> Supplemental Response 11-14-2011	1,898 KB
5 <sup>th</sup> Supplemental Response 11-17-2011	72.5 MB
6 <sup>th</sup> Supplemental Response 12-2-2011	31.1 MB
7 <sup>th</sup> Supplemental Response 12-9-2011	55,825 KB
8 <sup>th</sup> Supplemental Response 1-4-2012	419,720 KB

*Leadership in Mediation*

1           12) After the States were ordered to participate in mediation, in January, 2011, I was  
2 designated as the Liaison for the States' Attorneys General for purposes of the mediation efforts.  
3 Since that designation, I and attorneys in the Florida and California Attorney General's offices have  
4 served in leadership roles and participated extensively in mediation efforts on behalf of the other  
5 States with each of the Defendants and counsel for the IPP Class. These mediation activities include  
6 the following:

- 7           • Drafting State submissions or editing joint submissions to the several mediators,  
8 including:
  - 9           a. December 6, 2010 letter to Special Master Martin Quinn describing the States'  
10 actions and their commitment to producing damages-related data;
  - 11           b. December 20, 2010 joint letter with the Indirect-Purchaser Class to Mediator  
12 Eric Green regarding ideas for an effective mediation;
  - 13           c. January 18, 2011 submission to Mediator Eric Green;
  - 14           d. February 8, 2011 joint mediation statement describing the claims brought by  
15 the States and the Class and the remedies sought;
  - 16           e. Memoranda to Mediator Green on April 22, 2011 and May 15, 2011;
  - 17           f. August 25, 2011 mediation statement for the States to the Hon. Daniel H.  
18 Weinstein; and,
  - 19           g. September 30, 2011 mediation statement to the Hon. Daniel H. Weinstein.
- 20           • In person attendance at mediation sessions with Defense Counsel in San Francisco  
21 beginning January 2011. See Exhibit 1-A;
- 22           • Attendance via teleconference at additional mediation sessions, including mediations  
23 with counsel for the AUO and LG Defendants in April, 2012;
- 24           • Scores of telephone conferences with counsel for the Indirect-Purchaser Class and the  
25

1 Settling States and the Defendants regarding the terms of the each settlement  
2 agreements;

- 3 • Extensive work drafting and revising the settlement agreements with each Defendant;
- 4 • Discussions with counsel for the Indirect-Purchaser Class and the Settling States, the  
5 claims administrator, and the notice expert regarding the distribution plan and notice  
6 program affecting members of the class and the States' *parens patriae* consumers;
- 7 • Drafting and revisions to the Notice Plan, the Claims Form, the settlement website  
8 and other materials prepared to implement the notice and distribution plan; and,
- 9 • Review and editing of the preliminary approval and final approval motions.

10 *Additional Work as Co-Liaison Counsel*

11 13) Missouri shared Co-Liaison responsibilities with Florida and fulfilled the court-  
12 ordered duties pursuant the Order for Appointment of Liaison Counsel for State Attorney  
13 General Actions (Dkt. No. 2164 dated Nov. 23, 2010), in addition to other legal, organizational  
14 and administrative tasks, including the following activities:

- 15 • Pretrial coordination of these multiple actions, including communication with the  
16 Court and serving as a contact point between the parties and the Court, Special  
17 Master and mediators;
- 18 • Maintenance of complete legal files of all documents served and provision of those  
19 files to parties within the States' liaison group upon request;
- 20 • Preparation and transmittal of copies of orders and notices to the parties in the States'  
21 liaison group;
- 22 • Coordination of the States' liaison group through planning and conducting weekly  
23 telephone calls;
- 24 • Working with Liaison Counsel to ensure that the States' liaison group was kept  
25

1 informed of the progress of this litigation as necessary;

- 2
- 3 • Coordination and dissemination of discovery requests, including written discovery,
  - 4 deposition notices, or subpoenas served in this MDL proceeding;
  - 5 • Meeting and conferring on potential steps to streamline discovery, including
  - 6 negotiating stipulations in the MDL proceeding;
  - 7 • Arranging for and monitoring additional grant funds for certain litigation expenses;
  - 8 • Creating and operating the multistate cost share fund and running the States' Finance
  - 9 Committee that oversees the cost share fund;
  - 10 • Establishing protocols to ensure compliance with the pretrial orders regarding liaison
  - 11 counsel, including the Case Management Order for Individual Action Plaintiffs, Dkt.
  - 12 No. 1727.
  - 13 • Preparing the Indirect-Purchaser Plaintiffs' and States Attorneys General's Joint
  - 14 Notice and Motion for Interim Reimbursement of Expenses (Dkt. Nos. 5157-5159)
  - 15 and the States' Motion for Attorneys Fees and Costs filed herewith (none of which
  - 16 time is included this request for fees).

17 **Summary of Missouri's Hours**

18 14) The total number of hours expended to date by Missouri on this investigation and

19 litigation is 3,547.10 attorney hours, 975.98 non-attorney hours. Using the Laffey Matrix as

20 adjusted for the San Francisco results in \$1,565,668.92 in attorney fees and \$108,574.63 in non-

21 attorney fees, for a total of \$1,674,243.54. Included with this Motion as Exhibits 1-B and 1-C

22 attached to the Joint Declaration of Elizabeth A. Brady and Anne E. Schneider is a more detailed

23 breakdown of Missouri's time and billing rates.

24 15) All of the foregoing time spent by employees of the Missouri Attorney General's

25 office in connection with this litigation was reasonable and necessary and appropriate for the

1 successful litigation and resolution of this action.

2 **Additional Expenses**

3 *Multistate Cost Share's Unreimbursed Expenses*

4 16) I oversee the administration of two litigation-related funds that have been used for  
5 the prosecution of the States Attorneys General actions. These funds have paid certain qualified  
6 ongoing litigation expenses on behalf of the States Attorneys General in this matter. One fund  
7 was established with grants from the National Association of Attorneys General and is required  
8 to be repaid in the event of any recovery. The cost-sharing fund is funded by the participating  
9 States Attorneys General through the payment of assessments. The States have already sought a  
10 portion of the costs paid through these two funds through the Indirect-Purchaser Plaintiffs' and  
11 State Attorneys General's Motion for Interim Reimbursement of Costs. (Dkt. No. 5157-5159).

12 17) However, several additional expenses have been incurred and paid through these  
13 funds for which the States are entitled to reimbursement as litigation costs. The States have  
14 incurred additional expert-related costs of \$323,625.88, additional transcript costs of \$5,816.40,  
15 and additional shared costs, for total additional shared costs of \$338,192.28. A summary of  
16 these expenses are set forth on Exhibit "3-A" to this declaration, and copies of the underlying  
17 invoices are attached as Exhibits "3-B" following that summary.

18 18) In summary, the Multistate Cost Share incurred a total of \$338,192.28 in  
19 unreimbursed expenses, all of which were reasonable and necessary for the prosecution of his  
20 litigation. All of the foregoing costs incurred by the Multistate Cost Share Fund in connection  
21 with this litigation were reasonable in amount and were necessary and appropriate for the  
22 successful litigation and resolution of this action.

23 *Missouri's Unreimbursed Costs*

24 16) Additionally, the State of Missouri has incurred additional costs in connection  
25

1 with this litigation that are reimbursable, including travel expenses for attendance at several court  
2 hearings and court-ordered mediation in San Francisco as well as additional miscellaneous  
3 expenses. A summary of Missouri's Travel Expenses is attached as Exhibit "3-C" to this  
4 declaration, followed by copies of the underlying travel expense reports attached as Exhibit "3-  
5 D." A summary of Missouri's other miscellaneous expenses are attached as Exhibit "3-E" with  
6 copes of the underlying invoices or similar documentation attached as Exhibits "3-F" following  
7 that summary.

8 17) Missouri, individually, incurred \$15,288.00 in additional unreimbursed expenses,  
9 all of which were reasonable and necessary for the prosecution of his ligation. Of this amount  
10 \$339.70 was for direct payments to vendors, \$1,291.47 was for copying, legal research etc., and  
11 \$13,656.83 was for travel, meals and lodging.

12 18) All of the foregoing costs were incurred by the State of Missouri in connection  
13 with this litigation, were reasonable in amount, and were necessary and appropriate for the  
14 successful litigation and resolution of this action.

15  
16 I declare under penalty of perjury pursuant to the laws of the State of Missouri that the  
17 foregoing statements of fact are true and correct.

18 Executed this 21<sup>st</sup> Day of September, 2012 in Jefferson City, Missouri.

19  
20 /s/ Anne E. Schneider

21 Anne E. Schneider