

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

Pro Hac Vice

3 Office of the Attorney General

State of Florida

4 PL-01, The Capitol

Tallahassee, FL 32399-1050

5 Tel: (850) 414-3300

6 Fax: (850) 488-9134

Attorneys for Plaintiff State of Florida

And Co-Liaison Counsel for States

8 ANNE E. SCHNEIDER

Assistant Attorney General

9 Office of the Missouri

Attorney General

10 P. O. Box 899

Jefferson City, MO 65102

11 Telephone: (573) 751-3321

12 Facsimile: (573) 751-2041

E-mail: Anne.Schneider@ago.mo.gov

13 *Attorneys for Plaintiff State of Missouri*

14 *And Co-Liaison Counsel for States*

15 (Additional Counsel Listed on Signature Pages)

17 **UNITED STATES DISTRICT COURT**
18 **NORTHERN DISTRICT OF CALIFORNIA**
19 **SAN FRANCISCO DIVISION**

21 IN RE TFT-LCD (FLAT PANEL)
22 ANTITRUST LITIGATION

Case No. 3:07-md-1827 SI

1 This Document Relates to:
2 ALL INDIRECT-PURCHASER ACTIONS

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

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

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

**CORRECTED STATE ATTORNEYS
GENERAL'S NOTICE OF MOTION AND
JOINT MOTION FOR ATTORNEYS' FEES
AND ADDITIONAL COSTS**

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

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NOTICE OF MOTION AND MOTION

TO ALL PARTIES AND THEIR COUNSEL OF RECORD:

PLEASE TAKE NOTICE that on November 29, 2012, at 3:30 p.m. or as soon thereafter as the matter can be heard before the Honorable Susan Illston, United States District Judge of the Northern District of California, located in Courtroom 10, 19th Floor, 455 Golden Gate Avenue, San Francisco, California, Plaintiff States of Arkansas, California, Florida, Michigan, Missouri, New York, West Virginia and Wisconsin, (“the Settling States” or “the Attorneys General”), will, and hereby do, move the Court pursuant to Federal Rules of Civil Procedure 23(h)(1) and 54(d)(2), Sections 4c and 16 of the Clayton Act, 15 U.S.C. §§ 15c and 26, and their applicable state laws, for an Order awarding from the common Settlement Fund of \$1,082,055,647:

1. Attorneys’ fees to the Attorneys General of \$11,054,191.01, which amount comprises barely 1% of the Settlement Fund, which amount shall be paid in accordance with the terms of the settlement agreements among the Attorneys General and the Indirect-Purchaser Classes, and the AUO, Chimei, Chunghwa, Epson, Hannstar, Hitachi, LG Display, Samsung, Sharp, and Toshiba Defendants, all of which have been filed herein.

2. Reimbursement of expenses and costs incurred in the investigation and litigation leading to the settlements in this matter, which amount shall be paid in accordance with the terms of the settlement agreements. The Attorneys General have previously sought an award of \$ 794,343.58 for certain litigation costs by the pending Motion for Interim Reimbursement of Expenses (Dkt. Nos. 5157 - 5160). By this motion they now seek an award of \$ 412,135.90 for additional identified investigative and litigation costs.

This motion is brought pursuant to Rules 23(h) and 54(d)(2) of the Federal Rules of Civil Procedure, the Order Granting Final Approval of Combined Class, *Parens Patriae* and Governmental Settlements (Dkt. No. 135), the Order Granting Preliminary Approval of Class, *Parens Patriae*, and Government Entity Settlements (Dkt. No. 6311), and the Amended Order Appointing Martin Quinn as Special Master (Dkt. No. 6580). It is based on this Notice, the accompanying Memorandum of Points and Authorities and the Joint Declaration of Co-Liaison

1 Counsel, Lizabeth A. Brady and Anne E. Schneider. The Motion is further supported by the
2 separate Declarations of Kevin Wells (State of Arkansas), Adam Miller (State of California),
3 Lizabeth A. Brady (State of Florida), M. Elizabeth Lippett (State of Michigan), Anne E. Schneider
4 (State of Missouri), Amy McFarlane (State of New York), Doug Davis (State of West Virginia),
5 and Gwendolyn Cooley (State of Wisconsin) along with copies of underlying documentation of
6 costs and schedules of hours worked by all timekeepers for which fees are sought. Finally, this
7 Motion is also supported by the related arguments and underlying documentation provided by
8 Counsel for the Indirect-Purchaser Plaintiff Class¹ and any arguments and evidence that may be
9 presented to the Special Master or at any hearing before this Court on this motion, all transcripts of
10 prior proceedings before this Court, and on all other pleadings and papers on file in this action.

11 **MEMORANDUM OF POINTS AND AUTHORITIES**

12 13 **I. INTRODUCTION AND SUMMARY**

14 Plaintiff States of Arkansas, California, Florida, Michigan, Missouri, New York, West
15 Virginia and Wisconsin, through their Attorneys General, submit this Application for an Award of
16 Attorneys' Fees and Reimbursement of Additional Costs separate from counsel representing the
17 Indirect-Purchasers in the Class Action. The Attorneys General's actions rely on statutory
18 authority both common to the class action and authority that is unique to the Attorneys General. In
19 support of this Application, the Settling States rely upon the authorities set forth below, the
20 attached Declarations and Exhibits, the submissions made by IPP Class counsel in their own
21 petition seeking awards of fees, and the record in these proceedings.

22
23
24 ¹ We understand that counsel for the Indirect-Purchaser Plaintiffs (the "IPPs") Class are
25 concurrently filing a fees petition. It is our understanding that the total amount requested by
26 Plaintiffs' counsel in these actions from the common Settlement Fund is less than the maximum
27 amount contemplated by the Settlement Agreements. The Settling States and the IPPs fully
28 supported each other's litigation efforts, jointly negotiated the settlements that have created the
current Settlement Fund, and will continue to work together on the claims processing and ultimate
distribution of that Settlement Fund to consumers.

1 Though the efforts of the Attorneys General and counsel for the IPP Class, both separately
 2 and through collaboration and cooperation for nearly four years, litigation against the majority of
 3 manufacturers of TFT-LCD panels was successfully brought, prosecuted, and recently settled,
 4 resulting in historical settlements totaling \$1,082,055,647 in cash for end-user purchasers
 5 (“consumers”) represented by counsel for the IPP Classes, and by the Attorneys General. Seven of
 6 these settlements, benefiting the end-purchasers of computer monitors, laptops and televisions
 7 containing TFT-LCD panels, were finally approved by the Court. Dkt. No. 6130. The three
 8 remaining settlements with AU Optronics, LG Display, and Toshiba await final approval.

9 The settlements reached in these proceedings resolve multiple legal actions brought in
 10 federal court, as well as an action brought in California state court. Under the terms of the
 11 settlements, all Plaintiffs’ counsel have agreed to seek recovery of their respective attorneys’ fees
 12 and costs of these proceedings from the common fund established by the settlements. *See, e.g.*,
 13 LG Display, Inc. Settlement Agreement (Dkt. No. 6141-3 at ¶¶ 34-35). Accordingly, while the
 14 settling Plaintiffs were on different litigation tracks (including the California Attorney General
 15 being in state court), the settlement agreements were negotiated among all of them and the
 16 Defendants, and the resulting common fund represents the settlement of multiple actions.

17 The following chart reflects the ten global settlements achieved by the Settling States along
 18 with the IPP Class counsel, and the civil fines and penalties obtained by the Settling States:

Defendant	Date Agreement in Principle Reached	Settlement Agreement Amounts	Civil Penalty Amounts
AUO	Apr. 2012	\$ 161,500,000	\$ 8,500,000
LG Display	Apr. 2012	\$ 361,000,000	\$ 19,000,000
Toshiba	Apr. 2012	\$21,000,000	n/a
SETTLEMENTS AWAITING FINAL APPROVAL		\$ 543,500,000	\$ 27,500,000
Chimei	June 2011	\$ 110,273,318	\$ 5,737,948
Chunghwa	Oct. 2008 / Nov. 2011	\$ 5,305,105	n/a
Epson	May 2010 / Nov. 2011	\$ 2,850,000	\$ 150,000
Hannstar	Oct. 2011	\$ 25,650,000	\$ 1,350,000

1	Hitachi	June 2011	\$ 38,977,224	\$ 1,494,760
	Samsung	Aug. 2011	\$ 240,000,000	n/a
2	Sharp	Nov. 2011	\$ 115,500,000	\$ 6,000,000
3	APPROVED SETTLEMENTS		\$ 538,555,647	\$ 14,732,708
	GRAND TOTALS		\$ 1,082,055,647	\$ 42,232,708

4 The settlements achieved in these litigations represent the largest all-cash settlements
5 obtained in an indirect-purchaser antitrust litigation and were the outcome of years of contentious
6 and hard-fought litigation by all of the plaintiffs. While all of the plaintiffs shouldered litigation
7 burdens and risks, counsel for the IPPs faced the most sustained onslaught of opposition by virtue
8 of their earlier trial date. The Attorneys General agree with the IPPs' characterization of their
9 litigation as including "relentless opposition" from the defendants.

10 In the face of such high-stakes litigation, the settlements reached by the Attorneys General
11 and the IPPs are likely to return to Class members who file a valid claim nearly full compensation
12 for the losses they sustained. With injunctive terms relating to the anticompetitive conduct alleged
13 in the complaints and the separate payments of civil penalties to the Settling States, the impact of
14 these settlements is significant from both a consumer redress and a law enforcement perspective.

15 As discussed in detail below and in the accompanying Declarations and Exhibits, the
16 Attorneys General now respectfully request the Court award fees of \$11,054,191.01² and cost
17 reimbursements of \$ 412,135.90 from the common fund resulting from these settlements. The fee
18 amount requested is barely 1% of the common fund. Based on the contributions that the Settling
19 States made to the overall litigation and successful resolution of these matters, and their
20 independent statutory rights to payment of reasonable attorneys' fees, the Settling States' request is
21 eminently fair and reasonable and well within the range of fees approved by courts in this circuit
22 and elsewhere.

23
24
25 ² The total fees from all of the Settling States at an adjusted Laffey matrix rate is \$11,084,192.01,
26 but has been reduced by \$30,000 to account for the set-off of a request for fees reimbursement that
27 the California Attorney General's Office will be seeking in a separate settlement with Chunghwa
28 Picture Tubes, Ltd., in California state court. Corrected Declaration of Adam Miller in Support of
Settling State's Joint Motion for Attorneys' Fees and Costs ("Miller Decl."), ¶ 18.

1 **II. HISTORY OF THE EFFORTS OF THE ATTORNEYS GENERAL AND THEIR**
 2 **CONTRIBUTION TO THE LITIGATION AND SUCCESSFUL RESOLUTION OF ALL**
 3 **OF THE ACTIONS BEING SETTLED**

4 The Settling States agree with the description of the extensive work done and challenges
 5 faced by the IPP Class counsel in their Motion for Attorneys' Fees. *See, e.g.*, Indirect Purchaser
 6 Class Plaintiffs' Notice of Motion and Motion for Attorneys' Fees and Incentive Awards ("IPP
 7 Motion"), §III. This section of the Settling States' Motion focuses on the Settling States'
 8 investigative and litigation efforts, both in the State-specific actions and in the joint efforts with the
 9 IPP Class.

10 The litigation in this case has been "cutting edge" in both its scope and complexity of
 11 issues. The United States Department of Justice' successful prosecution of Defendants' price-
 12 fixing conduct that resulted in numerous guilty pleas by corporate Defendants and numerous
 13 executives, as well as a jury conviction of another corporate Defendant and its executives, could
 14 lead to the misimpression that the civil litigation for the recovery of damages by the end-
 15 purchasers of products subjected to those price-fixing agreements would be a straightforward and
 16 simple case. Instead, the litigation has been hard-fought – from the investigatory stage through the
 17 execution of the last of the Settlement Agreements.

18 **A. Investigation**

19 The Settling States began their individual investigations in 2007 and 2008, and in very
 20 early 2009 formed a multistate working group to coordinate resources and efforts.³ They faced
 21 vigorous opposition from several Defendants during their investigations. For example, certain
 22 Taiwanese Defendants refused to respond to Civil Investigative Demands served by several
 23 Settling States, including Florida and Missouri. The State of Florida was sued by one of the
 24 Defendants trying to avoid compliance. Both the States of California and Florida had to pursue

25 _____
 26 ³ The State of California commenced its investigation independently of the multistate working
 27 group in late 2007. Miller Decl., ¶¶ 3 & 6. After California filed its complaint in state court it
 28 began to coordinate its litigation with the multistate group. Miller Decl., ¶ 23.

1 court orders to enforce their subpoenas. Corrected Declaration of Lizabeth A. Brady (“Brady
2 Decl.”), ¶ 9; Corrected Miller Decl., ¶ 6.

3 Despite the challenges, the Settling States succeeded in amassing a database of about 1 ½
4 terabytes, which was divided among the participating Settling States for review and coding.
5 Simultaneously, the Settling States began collecting purchase information from third parties, such
6 as the computer manufacturers, like Dell and Apple, that directly purchased the TFT-LCD panels
7 from the Defendants. Additional purchase information from their own state and local government
8 agencies and institutions was collected. The Settling States also retained economists as consultants
9 to assist them in their investigations. In early summer, 2010, most of the Settling States reached a
10 pre-litigation settlement with Chunghwa Picture Tubes, resulting in a large collection of translated
11 documents and a birds-eye view of the Crystal Meetings. With the fruits of their investigation and
12 a trove of documents, the Settling States began filing their actions in early August, 2010.

13 Corrected Joint Declaration of Lizabeth A. Brady and Anne E. Schneider in Support of State
14 Attorneys General’s Joint Motion for Fees and Additional Costs (“Joint Decl.”), ¶¶ 11-12.

15 **B. Commencement of Litigation**

16 In early August, 2010, the State of New York filed its action in New York state court and
17 the State of Florida filed its action in the Northern District of California. The State of Missouri,
18 joined by the States of Arkansas, Michigan, West Virginia, and Wisconsin, filed an action in this
19 district about a week later. Two months later the State of California filed its action in California
20 state court. Each of the Settling States sought, in addition to injunctive relief and the imposition of
21 civil penalties under their enforcement statutes, restitution for end-purchasers of TFT-LCD panels
22 – specifically end-purchasers of computer monitors, laptops and LCD televisions (“LCD
23 Products”). These purchasers include: (a) individuals who, as residents of the states, bought LCD
24 Products for their homes and families; (b) resident businesses and organizations which bought
25 LCD Products for their offices and employees’ use and (c) governmental and public entities – such
26 as schools, local governmental entities, and state agencies – which bought these products for class
27 rooms, public offices and other public or governmental use. The former two categories of end-

1 purchasers will recover through a uniform claims process created for members of all IPP Damages
2 Classes; the lattermost category will be offered redress through separate redress programs
3 administered by the Attorneys General's Offices of the eight Settling States. *See, e.g.*, Indirect-
4 Purchaser Plaintiffs' and Settling States' Joint Motion for Preliminary Approval of Combined
5 Class, *Parens Patriae*, and Governmental Entity Settlements with AUO, LG Display and Toshiba
6 Defendants, Dkt. No. 6141.

7 Following the filing of their complaints, the Settling States faced dozens of defenses to
8 their complaints and most had to respond to motions attacking their pleadings on multiple grounds.
9 For example, in response to the Missouri complaint, each of the Defendants raised more than two
10 dozen "affirmative defenses" with the AUO Defendants raising 53 "affirmative defenses,"
11 including all defenses raised by other Defendants that they had omitted. Dkt. No. 2838. New
12 York and California faced, as the Defendants' opening salvo, removal actions of their complaints,
13 while New York, after an extended motions practice, opted to join this MDL (preserving the right
14 to return to its local federal district court for trial), and California successfully defended its remand
15 in the Court of Appeals for the Ninth Circuit. *See Washington v. Chimei Innolux Corp.*, 659 F.3d
16 843 (9th Cir. 2011); Joint Decl., ¶ 13.

17 As discussed in detail in the IPPs' Motion for Attorneys' Fees, the Defendants raised and
18 aggressively pursued numerous arguments against liability, including (a) that most of the purchase
19 transactions of consumers were outside the reach of United States antitrust laws by virtue of the
20 Foreign Trade Antitrust Improvements Act, (b) that there was little to no overcharge (i.e., that the
21 conspiracies pled to were unsuccessful in raising or stabilizing prices), (c) that, to the extent any
22 overcharge occurred, there was little if any "pass through" of those overcharges to these end-users,
23 and (d) that, if there was "pass through," it was impossible to trace with sufficient precision to
24 ascertain for consumers. Responding and preparing to respond to these arguments consumed
25 considerable effort by the Settling States. Joint Decl., ¶ 14.

26 **C. Merits Discovery**

1 The discovery undertaken by the Settling States was considerable. The Settling States faced
2 extensive and burdensome discovery requests from the Defendants that included the taking and
3 defending of depositions. For example, the States of Arkansas, Michigan, Missouri, West Virginia
4 and Wisconsin each responded to more than 73 interrogatories (not counting subparts), 22 requests
5 for production, and 257 requests for admission. Corrected Declaration of Anne E. Schneider in
6 Support of State Attorneys General’s Joint Motion for Fees and Additional Costs (“Schneider
7 Decl.”), ¶ 11. The State of Florida produced more than 2.86 gigabytes of agency data and
8 purchase information, and the State of New York provided more than 1 million pages of
9 documents. Joint Decl., ¶ 17. West Virginia produced more than 16 boxes of documents.
10 Declaration of Doug Davis in Support of State Attorneys General’s Joint Motion for Fees and
11 Additional Costs, ¶ 6.

12 The States met and conferred with the Defendants regarding these discovery requests, and
13 defended the Defendants’ depositions of representatives of statewide purchasing agencies and
14 other government vendors involved in purchasing for statewide agencies and local governmental
15 bodies. The Settling States conducted extensive document review, searching through and
16 reviewing hundreds of thousands of documents, coding tens of thousands of documents, and
17 collecting, summarizing and analyzing hundreds of “hot documents” as they prepared for
18 litigation. The Settling States read and summarized for the benefit of each other dozens of
19 transcripts of depositions and reviewed key portions of the more than 110 depositions taken of fact
20 witnesses in this matter. Joint Decl., ¶ 15; Schneider Decl., ¶ 11. Those Settling States on the
21 Court’s “Track One” Litigation Schedule (Arkansas, Florida, Michigan, Missouri, West Virginia
22 and Wisconsin) completed fact discovery in January, 2012. Joint Decl., ¶ 13.

23 **D. Testifying Experts**

24 The six Settling States on the Track One Trial Schedule retained Dr. Gautam
25 Gowrisankaran to provide opinions relating to the impact, amount of the overcharge, pass through,
26 and damages to governmental entities (and to the residents and businesses within the Settling
27 States in the event those persons and entities’ claims for damages were not resolved by the IPP

1 Class case scheduled for trial in late Spring, 2012) and to develop the underlying metrics needed
2 for calculation of the civil penalties or fines that the States would seek based on the transactions by
3 all residents, businesses and governmental entities. The Track One States' Expert Committee,
4 consisting of attorneys in Florida, Michigan and Missouri and two staff economists in the Florida
5 Attorney General's Office, worked with the States' expert and consulting firm, applEcon, LLC, to
6 gather the necessary data and information for preparation of his expert report. The report was
7 served on January 17, 2012. The Expert Committee, and primarily attorneys in the Florida
8 Attorney General's Office, then prepared for and defended their expert's deposition. Joint Decl., ¶
9 ¶ 18-19.

10 In response, the Defendants produced eight expert reports, including from prominent
11 economists Prof. Dean Snyder of Yale and Prof. Dennis Carlton of the University of Chicago.
12 Florida prepared for and took depositions of the eight experts who submitted reports in their
13 actions. The Track One Settling States also attended the depositions of the several experts retained
14 by the AUO defendants who submitted expert reports in the class actions but, as of that time, had
15 not yet submitted reports in the Track One Settling States' case. This was necessitated by the
16 Defendants' position that the Settling States would waive their right to inquire into the subjects
17 covered in the class's depositions. Following completion of those depositions, but before the
18 States produced a rebuttal report, the last of the settlements in principle were reached, enabling the
19 parties to agree to halt their discovery efforts and any dispositive motion practice. Joint Decl., ¶ 19;
20 Brady Decl., ¶ 10.

21 The State of California retained Professor John Kwoka of Northeastern University as its
22 testifying economist. California also retained The Brattle Group to backup Professor Kwoka and
23 to assist it in assessing its purchase data. Miller Decl., ¶ 6.

24 **E. Direct Assistance to the Class**

25 In conjunction with their merits discovery efforts, the Settling States also joined the efforts
26 of IPP counsel to compel discovery responses from several of the Defendants relating to the scope
27 of their guilty pleas and other discovery. These efforts included Plaintiffs' efforts to challenge

1 confidentiality designations made by the Defendants of various documents that either contained no
2 unique business information or only pertained to the alleged unlawful conspiracy so lacked any
3 basis for a legitimate claim to confidentiality. Settling States joined counsel for the Class in
4 conferring with the Defendants regarding these disputes and in the subsequent hearings before the
5 Special Master. *See* Brady Decl., ¶¶ 10 & 11; Schneider Decl. ¶¶ 11-12.

6 Additionally, the Settling States provided assistance to counsel for the Class regarding
7 various state law issues. This included responses to Defendants' Joint Motion for Partial Summary
8 Judgment Based on Florida Statute of Limitations (Dkt. No. 3365) and the Defendants' Motion to
9 Decertify the Classes or in the Alternative for Summary Judgment (Dkt. No. 3492). In these and
10 other litigation matters, the Settling States provided legal research as well as, in some instances,
11 additional briefs and letters that were relied upon by the Class. Brady Decl., ¶ 10; Schneider Decl.,
12 ¶¶ 11-12. The citizens of the eight Settling States comprise about 64% of the IPP Damages
13 Classes. Joint Decl., ¶ 20. Thus, the Settling States supported the efforts of the Class in preparing
14 for and trying the Indirect-Purchaser Class Action.

15 **F. Mediation and Settlement Agreement Negotiations**

16 The Settling States were ordered to participate in mediation along with the IPPs. The
17 Settling States provided an initial explanation of their claims to the Special Master and then joined
18 the IPPs in an initial mediation statement to Prof. Eric Green in December, 2010. Additionally, the
19 Settling States produced their transactional data to the Defendants in January 2011. In February
20 2011, they co-authored a more extensive mediation brief with the IPP's and provided several other
21 mediation statements over the following year. Schneider Decl., ¶ 12. Representatives of the
22 Settling States, typically from the States' mediation team of Missouri, Florida and California,
23 attended every scheduled mediation meeting and participated by teleconference or email in every
24 material mediation effort following these early submissions. A list of the scheduled mediations is
25 attached to the Joint Declaration of Lizabeth A. Brady and Anne E. Schneider as Exhibit 1-A.

26 In addition to these mediation efforts, the Settling States were intimately involved in the
27 drafting and negotiating each of the settlement agreements, participating in numerous meetings

1 and teleconferences with the particular Defendant and in additional meetings with IPP counsel.
2 These included many in-person meetings, particularly by the State of California, but often
3 including Missouri and Florida. Brady Decl., ¶ 10; Schneider Decl., ¶ 12; Joint Decl., ¶¶ 20-22;
4 Miller Decl., ¶¶ 23-24. Along with their work on the larger settlement agreements, the Settling
5 States also negotiated and resolved their separate claims for civil fines or penalties which
6 facilitated the overall resolution of this litigation for the Defendants. Joint Decl., ¶ 22; Miller
7 Decl., ¶ 24.

8 **G. Settlement Notice and Implementation Work**

9 More than 64% of the end-purchaser consumer IPP Damages Class members reside within
10 the eight Settling States. Joint Decl., ¶ 20. Not surprisingly, the Attorneys General needed to
11 ensure that prospective claimants are made aware of the settlements and have a fair opportunity to
12 file a claim and receive settlement proceeds. Therefore, after the initial settlements were reached
13 in principle in 2011, the Settling States engaged, alongside IPP counsel, in planning an effective
14 notice program and a claims process that is easy for eligible consumers to understand and access.
15 Accordingly, the Settling States have shared the work of designing the notices and settlement
16 website, www.LCDCClass.com, to ensure that all class members understand the settlements and
17 members of the IPP Damages classes will be easily able to submit claims. *See* Joint Decl., ¶¶ 20-
18 22; Brady Decl., ¶ 10; Miller Decl., ¶ 25-26.

19 **H. Operational Work**

20 As eight separate sovereigns, the Settling States have diligently worked together to share
21 resources and avoid duplication of effort in the investigation and litigation despite pursuing
22 multiple cases, in multiple fora. These efforts were coordinated through a multistate working
23 group (a common practice among the Attorneys General), the use of a cost share fund, joint
24 applications for and use of grant funds, and regular calls to discuss and plan investigation,
25 litigation and mediation efforts.

26 As noted previously, the Settling States generally divided the early document review work
27 and shared information obtained through investigative subpoenas among themselves. Beginning in

1 the summer of 2010, the Missouri Attorney General's office led weekly calls among the Settling
 2 States' counsel and oversaw the States' Cost Share Fund and grant applications. The Court-
 3 appointed Co-Liaison Counsel, Nicholas Weilhammer of Florida and Anne E. Schneider of
 4 Missouri, also provided the required administrative services, and the State of Missouri established
 5 the time-keeping protocols required by the Court's Pre-Trial Order No. 1 (Dkt. No. 180) and
 6 collected from the Settling States their contemporaneously-maintained time records. Schneider
 7 Decl., ¶ 13; Brady Decl., ¶ 2; Joint Decl., ¶¶ 6-7. While each State remained a separate sovereign
 8 party and decision-maker, and thus had a legal duty to maintain their own case files and report to
 9 their respective front offices, Co-Liaison Counsel's efforts in coordinating the underlying
 10 investigation and litigation avoided unnecessary duplication of work and resources. Joint Decl., ¶
 11 18.

12 **III. THE SETTLING STATES ARE ENTITLED TO RECOVERY OF REASONABLE** 13 **ATTORNEYS' FEES.**

14 The results achieved in these settlements are rare in indirect-purchaser cases and rarer still
 15 in antitrust cases. The outcome of generating all-cash settlements that will return to indirect-
 16 purchasers an amount expected to reimburse class members and governmental purchasers the
 17 amounts they overpaid for computer monitors, laptops and televisions containing TFT-LCD panels
 18 is an unqualified success for both class actions and governmental enforcement actions. The
 19 success of this litigation and the scope of these settlements reflect the skill, expertise, diligence,
 20 and hard work of counsel for the all of the Settling Plaintiffs and the IPPs. The Settling States
 21 offer similar justifications in support of their fees' request as have IPP counsel. The Settling States
 22 request a fee of \$11,095,357.21 which is barely 1% of the total common fund recovery. The
 23 requested fee is well within the range approved by the Ninth Circuit and other circuits. The
 24 Settling States seek their actual lodestar and are not requesting a multiplier.

25 **A. Inherent Risk of Legal Theories and Defenses Facing the Settling States.**

26 The Attorneys General faced essentially the same litigation defenses and challenges as the
 27 private classes with the exception of the challenge of class certification. After the initial motions
 28

1 to dismiss the Settling States' claims, the Defendants advanced dozens of affirmative defenses and
2 every conceivable argument about the nature, scope and reach of the conspiracy, including
3 denying all liability or liability for any transactions ultimately reaching the end-purchasers. *See,*
4 *e.g.*, Answers of AU Optronics, LG Display America and LG Display Co., Ltd. (Dkt Nos. 2838 –
5 2840). As their litigation progressed, it was anticipated that the Defendants planned a similar
6 volley of motions for summary judgment as pursued against the IPPs.

7 **B. Experienced Counsel**

8 Throughout this litigation, the Settling States faced highly experienced and skilled antitrust
9 counsel and well-resourced and sophisticated law firms of national caliber – the service list in
10 these actions has been characterized as a veritable “Who’s Who” among antitrust practitioners who
11 handle any significant practice in the Northern District of California. Many Defendants retained
12 multiple national firms which had been litigating the pending class actions for nearly two years
13 when Florida, Missouri and the other Settling States filed their actions, involving, collectively,
14 hundreds of lawyers. *See, e.g., Arenson v. Board of Trade*, 372 F. Supp. 1349, 1354 (N.D. Ill.
15 1974) (quality of opposing counsel is important in evaluating the quality of the work done by
16 plaintiffs’ counsel). The Defendants’ size and economic power – not to mention the fact that most
17 of their manufacturing operations leading to this litigation were overseas – greatly increased the
18 risks faced by all Plaintiffs’ counsel in these actions.

19 **IV. THE SETTLING STATES ARE ENTITLED TO AN AWARD OF REASONABLE** 20 **FEES FROM THE SETTLEMENT FUND.**

21 As discussed in greater detail by IPP counsel in their Motion for Fees, there are relatively
22 few settlements of antitrust litigation that generate more than \$1 Billion in a total settlement fund,
23 and there are very few made available to indirect purchasers. The rarity of such recoveries should
24 be recognized.

25 **A. Applicable Legal Standards**

26 As parties to and contributors towards completion of each of the ten Settlement
27 Agreements in these actions, the Settling States are entitled, by the express terms of those

1 agreements, to apply to this Court for an award of its attorneys' fees and expenses from the
2 Settlement Fund. *See, e.g.,* Chimei Settlement Agreement, ¶¶ 33-34 (Dkt. No. 4424-2).
3 Combined, the settlements establish a common fund intended for the recovery of injured parties –
4 the Class members and the public entities that were the end-purchasers of the covered TFT-LCD
5 products. From that combined fund all counsel representing the injured plaintiffs are similarly
6 entitled to seek awards of fees and costs.

7 The Track One Settling States and New York are in federal court pursuant to the Clayton
8 Act. The Clayton Act specifically provides that the Settling States can recover their reasonable
9 attorney fees and disbursements if they succeed on their injunctive claims. *See* 15 U.S.C. § 26.
10 Congress therefore has made the judgment that even though States use public servants paid by
11 state-raised tax monies to pursue these claims, they may recover attorney fees and disbursements
12 against defendants. *See In re Compact Disc Minimum Advertised Price Antitrust Litigation*, 216
13 F.R.D. 197, 214 (D. Me. 2003). These fees, which are statutorily available upon judgment, are
14 available if a case settles short of judgment. *See id.* Indeed, the Settling States have been awarded
15 fees for settlements in other matters. *See, e.g., In re Toys "R" Us Antitrust Litig.*, 191 F.R.D. 347,
16 357 (E.D.N.Y. 2000) (approving \$5.4 million in fees plus costs to the States and class plaintiffs'
17 counsel pursuant to final approval of settlement agreement); *In re Compact Disc Minimum*
18 *Advertised Price Antitrust Litigation*, 216 F.R.D. 197, 214 -215 (D. Me. 2003).

19 The Settling States also brought their claims pursuant to their own state laws which also
20 provide for the awarding of reasonable attorneys' fees. For example, the Missouri Attorney
21 General is entitled to recover all costs of an investigation and prosecution of a claim brought under
22 Missouri's Merchandising Practices Act. *See* Rev. Mo. Stat. § 407.130. Similarly, the State of
23 California is entitled under its Cartwright Act to have awarded, in addition to treble damages, "the
24 costs of suit, including a reasonable attorney's fee." Cal. Bus. and Prof. Code § 16760(a)(2). The
25 State of Florida is also entitled to costs and attorneys' fees. *See, e.g.,* Fla. Stat. § 542.23 ("In any
26 action under this section in which the plaintiff substantially prevails, the court shall award the cost
27 of suit, including a reasonable attorney's fee, to the plaintiff."); Fla. Stat. § 501.2105 (the court

1 may award costs and fees); Fla. Stat. § 501.2075 (“If civil penalties are assessed in any litigation,
2 the enforcing authority is entitled to reasonable attorney’s fees and costs.”). All of the Defendants
3 in their respective settlement agreements with the Settling States agreed to the jurisdiction of this
4 Court to award attorneys’ fees from the common and global settlement fund. *See, e.g.,* Chimei
5 Settlement Agreement, ¶¶ 33-34, Dkt. No. 4424-2.

6 The Settling States’ participation in the litigations – including their additional efforts in
7 maintaining the aggressive discovery pace necessary to stay on the Track One pre-trial schedule,
8 contributed to the global settlements for the benefit of the IPP Damages Classes, the *parens*
9 *patriae* claimants and the governmental entities uniquely represented by the Settling States. Their
10 entitlement to recovery of reasonable fees and costs was a component part of the bargain reached
11 among all of the parties to the settlement agreements.

12 Even though the Settling States have consented to include their *parens patriae* claims in the
13 IPP State Damages Class claims process, these claims could have been pursued against each of the
14 Defendants separately. The Settling States took an active role in the design of the claims process
15 and other aspects of the administration of these settlements. That a state such as California has
16 vindicated its right (and the right of other States) to independently pursue its *parens patriae* claims
17 in state court cannot be ignored. While certainly counsel for the IPPs devoted more resources to
18 the litigation overall, each of the Settling States has made significant contributions to the overall
19 successful resolution and recovery for their citizens and for all IPP class members.

20 This circuit has held that a plaintiff who obtains a legally enforceable settlement agreement
21 qualifies as a “prevailing party,” at least when the district court retains jurisdiction to enforce the
22 agreement. *Richard S. v. Dep’t of Dev. Servs.*, 317 F.3d 1080, 1088 (9th Cir. 2003). “The district
23 court has a great deal of discretion in determining the reasonableness of the fee and, as a general
24 rule, we defer to its determination, including its decision regarding the reasonableness of the hours
25 claimed by the prevailing party.” *Gates v. Deukmejian*, 987 F.2d 1392, 1398 (9th Cir. 1993).
26 “This is appropriate in view of the district court’s superior understanding of the litigation and the
27

1 desirability of avoiding frequent appellate review of what essentially are factual matters.” *Hensley*
 2 *v. Eckerhart*, 461 U.S. 424, 437 (1983).

3 While most of the Settling States pursued *parens patriae* claims, the principles underlying
 4 the common fund theory also apply to their request for fees and costs from the combined
 5 settlement fund. The Supreme Court has recognized in class actions that litigants or lawyers who
 6 materially assist in the recovery of a “common fund for the benefit of persons other than himself or
 7 his client is entitled to a reasonable attorney’s fee from the fund as a whole.” *Boeing Co. v. Van*
 8 *Gemert*, 444 U.S. 472, 478 (1980); *see also Mills v. Elec. Auto-Lite Co.*, 396 U.S. 375, 393 (1970);
 9 *Central R.R. & Banking Co. v. Pettus*, 113 U.S. 116, 123 (1885). The purpose of this doctrine is
 10 that “those who benefit from the creation of the fund should share the wealth with the lawyers
 11 whose skill and effort helped create it.” *In re Washington Public Power Supply System Sec. Litig.*,
 12 19 F.3d 1291, 1300 (9th Cir. 1994) (“WPPSS”). The “common fund doctrine” is firmly rooted in
 13 American case law. *See, e.g., Internal Imp. Fund Trustees v. Greenough*, 105 U.S. 527 (1881);
 14 *Central R.R.*, 113 U.S. at 123.

15 The amount of the award of reasonable attorneys’ fees and expenses is within the sound
 16 discretion of the district court. *See Hanlon v. Chrysler Corp.*, 150 F.3d 1011, 1029 (9th Cir.
 17 1998); WPPSS, 19 F.3d at 1296. In the Ninth Circuit, the district court has discretion in a common
 18 fund case to choose either the “percentage-of-the-fund” or the “lodestar” method in calculating
 19 fees. *Fischel v. Equitable Life Assur. Soc’y*, 307 F.3d 997, 1006 (9th Cir. 2002); *Wininger v. SI*
 20 *Management L.P.*, 301 F.3d 1115, 1123-24 & n.9 (9th Cir. 2002); *Vizcaino*, 290 F.3d at 1047;
 21 WPPSS, 19 F.3d at 1296. Courts in this District, and this Court in particular, tend to apply the
 22 percentage of the fund approach, often performing a “cross-check” based on a lodestar
 23 calculation.⁴

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 25 ⁴ *See, e.g., Craft v. County of San Bernardino*, 624 F. Supp. 2d 1113 (N.D. Cal. 2008) (25%)
 26 (Illston, J.); *In re CV Therapeutics, Inc. Securities Litig.*, 2007 WL 1033478 (N.D. Cal. April 4,
 27 2007) (30%) (Illston, J.); *Ross v. U.S. Bank Ass’n*, 2010 WL 3833922 (N.D. Cal. Sept. 29, 2010)
 28 (25%) (Illston, J.); *Satchell v. Federal Express*, 2007 WL 2343904 (N.D. Cal. Aug. 14, 2007),
recon. denied, 2010 WL 121063 at *1 (N.D. Cal. Jan. 10, 2010), *aff’d*, 2011 WL 2490599 (9th Cir.

1 The Settling States have calculated their requested common fund fee based on the lodestar
2 method. However, this amount translates to barely 1% of the total settlement fund. The hours
3 expended by counsel, and the costs incurred, are documented by contemporaneous time records
4 and receipts attached as exhibits to the State Declarations submitted by each of the Settling States.
5 The hours for which the Settling States claim compensation, the hourly rate, and justifying factors
6 are presented in the Joint Declaration of Lizabeth A. Brady and Anne E. Schneider, as well as in
7 the individual State Declarations. Summaries of all hours worked are attached to the several
8 declarations and the underlying time records can be produced for *in camera* review by this Court
9 or Special Master Quinn upon the Court's request. Joint Decl., ¶¶ 7-8.

10 Because of the length of this litigation and investigation and the variety of personnel in
11 different jurisdictions who have performed various tasks for the Settling States in their multiple
12 actions, the Settling States have adopted the more uniform rates reflected in the "Laffey matrix," a
13 fee schedule which has been utilized by this Court in other cases in determining prevailing market
14 rates in this district.

15 The *Laffey* matrix is a "widely recognized compilation of attorney and paralegal rate data."
16 *Craigslist, Inc. v. Naturemarket, Inc.*, 694 F. Supp. 2d 1039, 1067 (N.D. Cal. 2010), citing *Laffey*
17 *v. Northwest Airlines, Inc.*, 572 F. Supp. 354 (D.D.C. 1983), *aff'd in part, rev'd in part on other*
18 *grounds*, 746 F.2d 4 (D.C. Cir. 1984); *accord, Craigslist, Inc. v. Mesiaab, et al.*, 2010 WL 5300883,
19 at *7 (N.D. Cal. Nov. 15, 2010) (James, MJ). The *Laffey* matrix is regularly updated by the Civil
20 Division of the United States Attorney's Office for the District of Columbia, and is often used to
21 evaluate work "performed by a mix of senior, junior and mid-level attorneys, as well as
22 paralegals." *Naturemarket*, 694 F. Supp. 2d at 1067; see [http://www.justice.gov/usao/dc/](http://www.justice.gov/usao/dc/divisions/Laffey_Matrix_2003-2013.pdf)
23 [divisions/Laffey_Matrix_2003-2013.pdf](http://www.justice.gov/usao/dc/divisions/Laffey_Matrix_2003-2013.pdf), visited September 5, 2012. The *Laffey* matrix is
24 particularly suited to determining prevailing local market rates for government or nonprofit

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26
27 June 23, 2011) (finding fee reasonable under both the "lodestar" and the "common fund"
methods).

1 attorneys who do not bill at market rates, because a “proxy for the market must be found in order
2 to set a reasonable hourly rate.” *Save Our Cumberland Mountains, Inc. v. Hodel*, 857 F.2d 1516,
3 1519 (C.A.D.C. 1988), citing *Laffey v. Northwest Airlines, Inc.*, 746 F.2d 4, 16 n.74 (D.C.
4 Cir.1984), *overruled on other grounds* by *Hodel*.

5 “[A]ttorney’s fees are to be calculated according to the ‘prevailing market rates in the
6 relevant community, regardless of whether plaintiff is represented by private or non-profit
7 counsel.’” *Barjon v. Dalton*, 132 F.3d 496, 500 (9th Cir.1997), quoting *Blum v. Stenson*, 465 U.S.
8 886, 895 (1984). “Generally, the relevant community is the forum in which the district court sits.”
9 *Barjon, supra*, citing *Davis v. Mason County*, 927 F.2d 1473, 1488 (9th Cir.1991). In prior cases
10 this district has used the *Laffey* matrix to account for work performed in this jurisdiction, adjusted
11 from the District of Columbia where the *Laffey* matrix is based. For example, this district in
12 *Naturemarket, Mesiab*, and *In re HPL*, 366 F. Supp. 2d 912, 921 (N.D. Cal.2005) used federal
13 locality pay differentials based on cost of living data maintained by the U.S. Office of Personnel
14 Management. *Naturemarket*, 694 F. Supp. at 1067; *Mesiab*, 2010 WL 5300883, at *17.

15 Here, the Settling States are requesting fees recovery using the *Laffey* matrix in effect for
16 2010-2011, the time they filed their respective complaints, and the experience level of their
17 attorneys as of December 31, 2010. Joint Decl., ¶ 25; Miller Decl., ¶¶ 27-28. A review of the
18 2011 locality pay differentials data shows that the Washington–Baltimore area had a +24.22
19 percent locality pay differential, while the San Francisco area had a +35.15 percent locality pay
20 differential. See U.S. Office of Personnel Mgmt., 2011 General Schedule of Locality Pay,
21 available at <http://www.opm.gov/oca/11tables/pdf/saltbl.pdf>, visited September 5, 2012.
22 “Adjusting the *Laffey* matrix figures accordingly will yield appropriate rate for San Francisco” of
23 +10.93. See *Naturemarket*, 694 F. Supp. 2d at 1067 (“+11.25”) and *In re HPL*, 366 F. Supp. at
24 922 (+10.41). A +10.93 differential results in an upward adjustment of the *Laffey* matrix
25 appropriate for the San Francisco Bay area of approximately 9%, which is consistent with *In re*
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1 *HPL* and *Naturemarket*.⁵ Accordingly, the Settling States are requesting an upward adjustment of
2 9% of the 2010-2011 *Laffey* matrix rates, as follows⁶:

Experience	2010-2011 <i>Laffey</i> Matrix	+ 9% for SF Bay Area
20+ years	\$ 475	\$ 517.75
11-19 years	\$ 420	\$ 457.80
8-10 years	\$ 335	\$ 365.15
4-7 years	\$ 275	\$ 299.75
1-3 years	\$ 230	\$ 250.70
Paralegals and law clerks ⁷	\$ 135	\$ 147.15

11
12 The rates provided by the *Laffey* matrix are also reasonable in light of the actual market
13 rates that have been presented by counsel for the IPP class (as well as being consistent with the
14 rates submitted in last Fall's motion for award of attorneys' fees by counsel representing the DPP
15 class).⁸

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17
18 ⁵ $(135.15-124.22)/124.22 = 0.08799$, or about 9%. *Accord, In re HPL*, 366 F.Supp.2d at 922, n.1
19 (“(126.39-115.98)/115.98 = 0.08976, or about 9%”).

20 ⁶ Pursuant to the Court's Case Management Order No. 1, the States have maintained
21 contemporaneous records of time spent and the expenses incurred by all of the Settling States in
22 connection with this litigation. *See, e.g.*, Corrected Schneider Decl., ¶ 3. These underlying
23 timesheet records are available for *in camera* review by the Court or Special Master Quinn, and
24 were used to generate Corrected Exhibit 1-C by multiplying each timekeepers hours at their
25 appropriate *Laffey* matrix rate (based on their experience level as of December 31, 2010), then
26 upwardly adjusting those monthly sub-totals by 9% to account for the San Francisco Bay area as
27 described above.

28 ⁷ Economists are not included on the *Laffey* matrix so the State of Florida relied on internal billing
rates of between \$150 and \$200, and adjusted by 9% to \$163.50 to \$218.00. Brady Decl., ¶ 12.
Interns were also included, but at a rate of \$0.00.

⁸ In their application to the court, counsel for the DPPs described a wide range of hourly fees
between \$220 and \$775 for attorney time, and between \$120 and \$250 for paralegals, for a total of
250,000 hours by legal professionals and a total lodestar of \$ 110,825,798.18. *See* Declaration of
Elizabeth C. Pritzker in Support of Direct Purchaser Class Plaintiffs' Motion for an Award of

1 This Court has recognized that the burden is on plaintiff to produce satisfactory evidence
2 that its requested rates represent “those prevailing in the community for similar services by
3 lawyers of reasonably comparable skill, experience and reputation.” *Electronic Frontier*
4 *Foundation v. Office of the Directory of National Intelligence*, 2008 WL 2331959, at *5 (N.D. Cal.
5 June 4, 2008) (Illston, J.), quoting *Navarro v. Gen. Nutrition Corp.*, 2005 WL 2333803, at *7
6 (N.D. Cal. Sept.22, 2005) (citing *Jordan v. Multnomah County*, 815 F.2d 1258, 1263 (9th Cir.
7 1987)). Based on the widespread adoption of the *Laffey* matrix when determining market rates in
8 this district, the Settling States submit that the adjusted *Laffey* rates adopted are fair and reasonable
9 for this case and are in line with prevailing attorneys’ rates in this district.

10 **B. Settling States’ Fees**

11 It is indisputable that a great deal of hard work has gone into this litigation. To play a
12 material role in the prosecution of the separate actions that have been combined in these
13 settlements the Settling States were required to familiarize themselves with the underlying facts,
14 legal theories and the history of this litigation. Many of the Settling States have worked on this
15 matter nearly full-time for long periods of this litigation, and their time records reflect this.

16 Given the work performed in this case, and result achieved, the Settling States’ request for
17 reimbursement of \$ 11,054,192.01 in attorney fees and \$412,135.90 in additional costs is fair and
18 reasonable, and well within the acceptable range of fees and costs awards established by the case
19 law in this Circuit. Counsel for each of the Settling States have submitted declarations describing
20 their work and work by other attorneys and office staff on their respective enforcement actions and
21 their contributions to the overall settlements. The Settling States submit that their requested fee is
22 fair and reasonable under the applicable legal standards of this Court. Indeed, the Settling States’

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26 Attorneys’ Fees, Reimbursement of Expenses, and Incentive Awards, Attachments 1- (Dkt. No.
27 4061). These rates are likewise not dissimilar from the rates described by counsel for the IPP
28 class. *See* IPP Motion.

1 requested fees represent slightly more than 1% of the common fund that is the result of these
2 global settlements.⁹

3 The Settling States' fee request is also reasonable when analyzed under the "lodestar"
4 method: Attorneys for the eight Settling States have devoted over 21,568 hours in attorney time
5 on this matter, and an additional 13,652 hours of paralegal and other support staff. At the market
6 rates – following the *Laffey* matrix adapted to the Northern District of California – the "lodestar"
7 for the Settling States would be \$11,054,192.01. *See* Joint Decl., ¶ 26 and fn.2, above. The
8 Settling States do not seek to apply any "multiplier," although that is not uncommon in private
9 cases that present such serious risks of non-recovery as presented here.¹⁰ Given the additional
10 efforts likely to be expended in this litigation in light of further delay in payment,¹¹ the results
11 obtained, the complexity of issues and risks involved in this litigation, and the skill of counsel, an
12 enhancement multiplier would be justified in this case,.

13 C. Settling States' Costs

14 The Settling States also seek an award of their remaining out-of-pocket costs incurred in
15 the investigation and litigation of these actions. In March, 2012, the Settling States submitted an
16 Interim Application for Costs in which they sought an award of certain payments made for experts
17 and transcripts. Dkt. No. 5157 - 5159. That interim application did not reach all of the earlier
18 investigative expenses, the litigation costs that arose after that application was prepared, or several

19
20
21 _____
22 ⁹ The Court has been provided with many examples of fee awards over 25% of a common fund.
See IPP Motion, § V.

23 ¹⁰ E.g., *In re Buspirone Antitrust Litig.*, MDL No. 1413 (JGK), 2003 U.S. Dist. LEXIS 265338, at
24 *11 (S.D.N.Y. Apr. 11, 2003) (awarding 33.3% of a \$220 million fund, with a lodestar multiplier
25 of 8.46); *In re Cardizem CD Antitrust Litig.*, No. 99-MD-1278, Order at 18-20 (E.D. Mich. Nov.
26 26, 2002) (20% of \$110 million fund; multiplier of 3.7); Adding a risk multiplier to the lodestar is
appropriate to "reward attorneys for taking the risk of non-payment by paying them a premium
over their normal hourly rates for winning contingency cases." *In re Washington Public Power
Supply System Sec. Litig.*, 19 F.3d 1291, 1299 (9th Cir. 1994).

27 ¹¹ The Court's entry of an order giving final approval of the initial seven settlements has been
28 appealed to the Ninth Circuit. Dkt. No. 6388.

1 categories of costs incurred by the individual Settling States. To recover these expenditures, the
2 Settling States now seek payment of \$412,135.90.

3 The Settling States specifically adopt and incorporate by reference the Declaration of Anne
4 E. Schneider filed in conjunction with the Interim Motion for Costs (Dkt. No. 5159) and the
5 Supplemental Declaration of Anne E. Schneider filed in this action on July 26, 2012. (Dkt. No.
6 6273). The additional costs sought by this motion are each supported by the Declarations
7 submitted by the individual Settling States with this Motion and may be summarized as follows:

8 1) Additional Shared Costs of the Settling States

- 9 a. Repayment of the State's share of the investigative grant for consulting expert
10 work, plus interest: \$16,144.82.
- 11 b. Repayment of interest charged for legal expenses grant: \$109.00
- 12 c. Payment for additional deposition and hearing transcripts in the MDL:
13 \$5,816.40.
- 14 d. Payment of additional shared expert costs: \$323,625.88.
- 15 e. Payment of administrative charge for cost share accounting work: \$8,750.00.

16 2) State-Specific Costs

- 17 a. Florida Travel and Miscellaneous Costs including shipping and copies:
18 \$35,089.53.
- 19 b. Missouri Travel and Miscellaneous Costs including shipping and copies:
20 \$15,288.00.
- 21 c. California Miscellaneous Costs including shipping and deposition transcript
22 copies acquired for itself and the multistate group: \$18,768.36.
- 23 d. New York Travel and Miscellaneous Costs: \$1,627.85.
- 24 e. Wisconsin Travel and Miscellaneous Costs: \$1,311.00.
- 25 f. Michigan Miscellaneous Costs: \$1,858.88.

26
27 **CONCLUSION**

1 For the foregoing reasons, the States of Arkansas, California, Florida, Michigan, Missouri,
2 New York, West Virginia and Wisconsin respectfully requests the Court approve this application
3 for Attorneys' Fees and Reimbursement of Costs and to award Attorneys' Fees in the total amount
4 of \$ 11,054,191.01 and costs in the total amount of \$ 412,135.90.

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Respectfully submitted,

Dated: Sept. 28, 2012

CHRIS KOSTER
Attorney General of the State of Missouri

By: /s/ Anne E. Schneider
Anne E. Schneider
Brianna Lennon
Assistant Attorneys General/Antitrust Counsel
MISSOURI ATTORNEY GENERAL'S OFFICE
P.O. Box 899
Jefferson City, MO 65102

Counsel for Plaintiff State of Missouri

Dated: Sept. 28, 2012

PAMELA JO BONDI
Attorney General of the State of Florida

By: /s/ Liz Brady
Patricia A. Conners
Associate Deputy Attorney General
ANTITRUST DIVISION
Lizabeth A. Brady
Chief, Multistate Antitrust Enforcement
Nicholas J. Weilhammer
Assistant Attorney General
PL-01, The Capitol
Tallahassee, FL 32399-1050

Counsel for Plaintiff State of Florida

Dated: Sept. 28, 2012

DUSTIN MCDANIEL
Attorney General of the State of Arkansas

By: /s/ Kevin Wells
Kevin Wells
Assistant Attorney General
ARKANSAS ATTORNEY GENERAL'S OFFICE
323 Center St., Suite 500
Little Rock, AR 72205

Counsel for Plaintiff State of Arkansas

1 Dated: Sept. 28, 2012

KAMALA D. HARRIS
Attorney General of the State of California

2 By: /s/ Adam Miller
Adam Miller
3 Deputy Attorney General
4 Office of the Attorney General
455 Golden Gate Avenue, Suite 11000
5 San Francisco, CA 94102-3664

6 *Counsel for Plaintiff State of California*

7 Dated: Sept. 28, 2012

BILL SCHUETTE
Attorney General of the State of Michigan

8 By: /s/ M. Elizabeth Lippitt
9 M. Elizabeth Lippitt
Assistant Attorney General
10 Corporate Oversight Division
Antitrust Section
11 G. Mennen Williams Building, 6th Floor
525 W. Ottawa Street
12 Lansing, MI 48933

13 *Counsel for Plaintiff State of Michigan*

14 Dated: Sept. 28, 2012

15 ERIC T. SCHNEIDERMAN
Attorney General of the State of New York

16 By: /s/ Amy McFarlane
17 Amy McFarlane
Assistant Attorneys General
18 Antitrust Bureau
OFFICE OF THE ATTORNEY GENERAL
19 STATE OF NEW YORK
120 Broadway, 26th Floor
20 New York, NY 10271

21 *Counsel for Plaintiff State of New York*

22 Dated: Sept. 28, 2012

23 DARRELL V. MCGRAW, JR.
Attorney General of the State of West Virginia

24 By: /s/ Douglas L. Davis
25 Douglas L. Davis
Assistant Attorney General
26 P.O. Box 1789
Charleston, WV 25326

27 *Counsel for the State of West Virginia*

1 Dated: Sept. 28, 2012

J.B. VAN HOLLEN
Attorney General of the State of Wisconsin

2
3 By: /s/ Gwendolyn J. Cooley

Gwendolyn J. Cooley
Assistant Attorney General
4 P.O. Box 7857
17 W. Main St.
5 Madison, WI 53707-7857

6 *Counsel for the State of Wisconsin*

7
8 ATTESTATION: Pursuant to General Order 45, Part X-B, the filer attests that concurrence in the
9 filing of this document has been obtained from the above-named parties.