

1 Francis O. Scarpulla (41059)
 Craig C. Corbitt (83251)
 2 Judith A. Zahid (215418)
 Patrick B. Clayton (240191)
 3 Qianwei Fu (242669)
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12 *Co-Lead Class Counsel for Indirect-Purchaser Plaintiffs*

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

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

Case No. 3:07-MD-1827 SI

CLASS ACTION

19 This Document Relates to:

20 All Indirect-Purchaser Actions

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

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

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

**COMPENDIUM OF IPP COUNSEL
DECLARATIONS IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND
INCENTIVE AWARDS**

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

COMPENDIUM INDEX SORTED BY LODESTAR

FIRM NAME	REPORTED LODESTAR (HISTORIC)	EXHIBIT
Zelle Hofmann Voelbel & Mason LLP	\$ 22,269,333.50	1
Alioto Law Firm *	\$ 18,126,945.80	2
Steyer Lowenthal Boodrookas Alvarez & Smith LLP	\$ 9,656,037.50	3
Minami Tamaki LLP	\$ 7,716,016.75	4
Gustafson Gluek PLLC	\$ 7,694,043.50	5
Lovell Stewart Halebian LLP	\$ 6,482,536.50	6
Straus & Boies, LLP	\$ 5,930,764.00	7
Gross Belsky Alonso LLP	\$ 5,917,336.00	8
Cooper & Kirkham, P.C.	\$ 4,725,800.00	9
Barry, Law Office of Brian	\$ 4,198,468.75	10
Goldman Scarlato Karon & Penny, P.C.	\$ 3,825,835.00	11
Gray, Plant, Mooty, Mooty & Bennett, PA	\$ 3,349,891.50	12
Trump, Alioto, Trump & Prescott LLP	\$ 3,278,644.25	13
Reinhardt Wendorf & Blanchfield	\$ 3,198,533.50	14
McAllister & Associates, LLC, Gary D.	\$ 2,854,553.00	15
Winters, Law Offices of Lingel H.	\$ 2,169,630.00	16
Girardi Keese	\$ 2,046,386.50	17
Mogin Law Firm, P.C., The	\$ 1,952,305.50	18
Gergosian & Gralowski LLP	\$ 1,946,170.00	19
Schubert Jonckheer & Kolbe LLP	\$ 1,832,853.00	20
Murray & Howard LLP	\$ 1,750,993.00	21
Saunders & Doyle	\$ 1,550,082.00	22
Green & Noblin, P.C.	\$ 1,519,800.75	23
Glancy Binkow & Goldberg LLP	\$ 1,484,958.75	24
Foreman & Brasso	\$ 1,412,149.50	25
Kirby McInerney LLP	\$ 1,357,310.00	26
Miller Law LLC	\$ 1,162,963.50	27
Sharp McQueen PA	\$ 985,319.50	28
Johnson & Perkinson	\$ 809,825.00	29
Liberty Law	\$ 796,191.00	30
Furth Firm LLP, The	\$ 781,443.50	31
Hulett Harper Stewart LLP	\$ 770,708.75	32
Boesche McDermott LLP	\$ 770,430.00	33
Narine P.C., Law Office of Krishna B.	\$ 719,992.50	34
Andrus Anderson LLP	\$ 711,918.00	35
Schack, Law Offices of Alexander M.	\$ 700,875.00	36
Kralowec Law Group, The	\$ 629,858.00	37
Chavez & Gertler LLP	\$ 570,407.50	38
Amamgbo & Associates, PLC **	\$ 555,685.00	39
Westlow, Edward J.	\$ 540,585.00	40
RodaNast, P.C.	\$ 519,985.50	41
McManis Faulkner	\$ 498,065.00	42
Shepherd, Finkelman, Miller & Shah, LLP	\$ 435,579.50	43
Bonnett, Fairbourn, Friedman & Balint, P.C.	\$ 434,148.50	44
McCallum, Methvin & Terrell, P.C.	\$ 407,077.50	45
Papale, Law Offices of Lawrence G.	\$ 389,270.00	46
Jenkins Mulligan & Gabriel LLP	\$ 375,480.00	47

	FIRM NAME	REPORTED LODESTAR (HISTORIC)	EXHIBIT
1			
2			
3	Morrison, Frost, Olsen, Irvine & Schartz LLP	\$ 365,135.00	48
4	Keller Rohrback L.L.P.	\$ 354,444.20	49
	Durette Crump LLP	\$ 344,027.50	50
5	Messina Law Firm, P.C.	\$ 331,400.00	51
	Freedman Boyd Hollander Goldberg Urias & Ward P.A.	\$ 304,110.75	52
6	Cohen & Malad, LLP	\$ 302,201.50	53
	Boone, Law Office of John H.	\$ 283,150.00	54
7	Whitfield Bryson & Mason LLP	\$ 279,215.75	55
	McGowan, Hood, and Felder, LLC	\$ 216,324.75	56
8	Hellmuth & Johnson, PLLC	\$ 210,707.50	57
	Devereux Murphy LLC	\$ 191,233.50	58
9	Terrell Law Group, The **	\$ 182,925.00	59
	Ekenna Law Firm, The	\$ 168,362.50	60
10	Nwajei, Law Offices of Lawrence D. **	\$ 155,450.00	61
	Damrell, Nelson, Schrimp, Pallios, Pacher & Silva	\$ 153,855.00	62
11	Wites & Kapetan, P.A.	\$ 139,124.00	63
	Futterman Howard & Ashley, P.C.	\$ 137,894.00	64
12	Emerson Poynter LLP	\$ 137,269.00	65
	Coffman Law Firm, The **	\$ 133,806.25	66
13	Brill, Law Office of Thomas H.	\$ 128,590.22	67
	Aylstock, Witkin, Kreis & Overholtz, P.L.L.C.	\$ 117,462.00	68
14	Parish & Small	\$ 113,250.00	69
	Pastor Law Office, LLP	\$ 111,395.00	70
15	LaCava Law, S.C.	\$ 108,045.00	71
	Guerrieri, Clayman, Bartos & Parcelli P.C.	\$ 96,098.75	72
16	Kassof, Law Offices of Sherman	\$ 82,692.50	73
	Dombrowski, Attorney at Law	\$ 76,615.00	74
17	Smith Dollar, PC	\$ 75,655.00	75
	Wyatt & Blake, LLP	\$ 75,430.00	76
18	Spiva Law Firm PLLC, The	\$ 60,229.50	77
	Melton Law Firm, PLLC	\$ 52,037.62	78
19	Mallison & Martinez	\$ 50,696.50	79
	Roberts Law Firm, PA	\$ 50,089.10	80
20	Carey & Danis, LLC **	\$ 50,010.00	81
	Lanham Blackwell, P.A.	\$ 46,210.00	82
21	Davis Unrein Biggs & Head **	\$ 44,240.00	83
	Michaels, Ward & Rabinovitz, LLP	\$ 40,158.50	84
22	Sachs Waldman, PC	\$ 38,737.00	85
	Mager & Goldstein, LLP	\$ 35,620.00	86
23	Frankovitch, Anetakis, Colantonio & Simon	\$ 33,770.00	87
	Bangs, McCullen, Butler, Foye & Simmons, L.L.P.	\$ 33,300.00	88
24	Godfrey & Kahn, S.C.	\$ 30,676.50	89
	Sommers Schwartz, P.C.	\$ 26,169.00	90
25	Wiener & Gould, P.C.	\$ 22,995.00	91
	Jimenez, Graffam & Lausell	\$ 22,960.50	92
26	Branstetter, Stranch & Jennings, PLLC	\$ 17,595.00	93
	Serratore Law, PC	\$ 13,840.00	94
27	Belancio, Michael L.	\$ 12,805.00	95
28	Wexler Wallace LLP	\$ 11,591.00	96

FIRM NAME	REPORTED LODESTAR (HISTORIC)	EXHIBIT
Towe, Ball, Enright, Mackey & Sommerfeld, PLLP	\$ 11,300.00	97
Frieden, Unrein & Forbes, LLP	\$ 11,000.00	98
Bearman, Law Office of Edward M.	\$ 10,815.00	99
Hisaka Yoshida & Cosgrove	\$ 10,485.00	100
West III, Law Office of George O.	\$ 9,205.00	101
Goldberg Katzman, P.C.	\$ 8,640.00	102
Smith Bundy Bybee & Barnett, P.C. **	\$ 8,550.00	103
Alderson, Alderson, Weiler, Conklin, Burghart & Crow, LLC	\$ 7,400.00	104
Rossabi Black Slaughter **	\$ 6,892.50	105
Fallick Law, LTD	\$ 6,150.00	106
Kirkpatrick & Goldsborough, PLLC	\$ 5,680.00	107
Meierhenry & Sargent	\$ 4,597.50	108
Albright, Stoddard, Warnick & Albright	\$ 4,590.00	109
Ferguson Stein Chambers Gresham & Sumter, PA	\$ 3,257.50	110
Lowther Johnson	\$ 3,025.00	111
Tollison Law Firm, P.A.	\$ 2,000.00	112
James Law Offices	\$ 1,900.00	113
LaMarca & Landry, P.C.	\$ 1,560.00	114
Skinner Law Firm **	\$ 860.00	115

* Not submitted in time to include

** No declaration submitted

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Albright, Stoddard, Warnick & Albright	\$ 4,590.00	109
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Wyatt & Blake, LLP	\$ 75,430.00	76
Zelle Hofmann Voelbel & Mason LLP	\$ 22,269,333.50	1

* Not submitted in time to include

** No declaration submitted

3237299v3

EXHIBIT 1

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 Craig C. Corbitt (83251)
 2 Judith A. Zahid (215418)
 Patrick B. Clayton (240191)
 3 Qianwei Fu (242669)
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 7 ccorbitt@zelle.com

8 *Co-Lead Class Counsel for Indirect-Purchaser Plaintiffs*

9
 10 **UNITED STATES DISTRICT COURT**
 11 **NORTHERN DISTRICT OF CALIFORNIA**
 12 **SAN FRANCISCO DIVISION**

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

Case No. 3:07-md-1827 SI

CLASS ACTION

15
 16 This Document Relates to:
 17 All Indirect Purchaser Actions

**DECLARATION OF ZELLE HOFMANN
 ATTORNEYS FRANCIS O. SCARPULLA,
 CRAIG C. CORBITT, JUDITH A. ZAHID,
 PATRICK B. CLAYTON, QIANWEI FU AND
 HEATHER T. RANKIE IN SUPPORT OF
 ATTORNEYS' FEES**

Judge: Honorable Susan Illston
 Date: November 29, 2012
 Time:
 Courtroom:

1 We, Francis O. Scarpulla, Craig C. Corbitt, Judith A. Zahid, Patrick B. Clayton, Qianwei
2 Fu, and Heather T. Rankie, declare as follows:

3 I

4 **THE ZELLE HOFMANN LAWYERS**

5 **A. Francis O. Scarpulla**

6 1. I am an attorney at law, who since 1967 has been licensed to practice in the State of
7 California. I am admitted to the Bar of the United States Supreme Court and to the Bars of several
8 United States Courts of Appeal and numerous United States District Courts. I am admitted to the
9 Bar of the California Supreme Court and all inferior courts in that State. I have been a partner at
10 Zelle Hofmann Voelbel & Mason LLP (“Zelle Hofmann” or “Co-Lead Counsel”) since June 1,
11 2006. In 2010, I was admitted to the Rolls of Solicitors in the United Kingdom.

12 2. I have participated in over 150 antitrust cases, most of which were class actions, in
13 both federal and in state courts, including the *Gypsum Wallboard Antitrust Litigation*, *Sugar*
14 *Antitrust Litigation*, *Folding Cartons Antitrust Litigation*, *Fine Paper Antitrust Litigation*,
15 *Corrugated Container Antitrust Litigation*, *Pharmaceutical Antitrust Litigation*, *Microsoft*
16 *Monopolization Antitrust Litigation*, *Cosmetics Antitrust Litigation*, and more recently in the
17 *DRAM*, *SRAM*, and *LCD MDL* cases. For a detailed list of some of the more important cases in
18 which I have participated, see my attached *curriculum vita*.

19 3. In addition to the federal antitrust class actions in which I participated, I acted as
20 lead counsel in many class actions in California, including developing the law involving state-
21 court antitrust jurisdiction (*St. Joe Paper Company v. Superior Court* (1981) 120 Cal.App.3d 991,
22 175 Cal.Rptr. 94); joinder of parties and fraudulent concealment (*Union Carbide Corporation v.*
23 *Superior Court* (1984) 36 Cal.3d 15, 201 Cal.Rptr. 580, 679 P.2d 14); federal pre-emption policies
24 (*Crown Oil Corporation v. Superior Court* (1986) 177 Cal.App.3d 604, 223 Cal.Rptr. 164, *re-*
25 *hearing denied*, March 13, 1986, *hearing denied*, May 22, 1986, *U.S. S.Ct. appeal dismissed*,
26 October 14, 1986); and the propriety of class action certification in such actions (*B.W.I. Custom*
27 *Kitchen v. Owens-Illinois, Inc.* (1987) 191 Cal.App.3d 1341, 235 Cal.Rptr. 228, *re-hearing denied*,

1 March 30, 1987, *hearing denied*, July 2, 1987, *request for depublication denied*, July 20, 1987).

2 4. I have tried several antitrust cases in both federal and state courts as sole trial
3 counsel.

4 5. In addition to practicing law, I was the past Chair of the Antitrust and Trade
5 Regulation Section of the California State Bar. I have participated in both ABA and CEB panels
6 on competitive business practices, as well as being a guest lecturer in MBA programs. I was an
7 instructor at The University of California Hastings School of Law, as well as an adjunct professor
8 of Antitrust Law at Golden Gate University Law School. In addition to having an “AV
9 Preeminent” rating in *Martindale* for the past 30 years, I have been nominated by fellow lawyers
10 to the *Best Lawyers In America* listing, chosen as a California “Super Lawyer” numerous times,
11 and, most recently, selected one of the Top 100 Lawyers in California. I have been recognized by
12 the American Registry as one of the top antitrust attorneys in Northern California. I was one of the
13 authors of the California State Bar's publication *California Antitrust Law*, writing the section on
14 indirect-purchaser class actions, and a co-author on the LexisNexis publication *California Class
15 Actions and Procedures*. I was named “Antitrust Lawyer of the Year” for 2005 by the Antitrust
16 Section of the California State Bar.

17 6. During the entire course of this multi-district litigation (“MDL”) proceeding, from
18 its inception to date, I have had overall responsibility in my firm for carrying out the obligations
19 imposed by this Court in its order appointing my firm Co-Lead Counsel. I participated in the pre-
20 filing investigations and due diligence as well as in the drafting of the initial complaint (and all
21 subsequent amended complaints). I was directly involved in the initial case management
22 activities, including designing the structure for IPP counsels’ work assignments and obligations.
23 After my firm was appointed Co-Lead Counsel, I had over-all responsibilities for the efficient and
24 effective prosecution of these cases, which required that I work cooperatively with the other
25 groups of plaintiffs – i.e., the Direct-Purchaser Plaintiffs (“DPPs”), the Direct Action Plaintiffs
26 (“DAPs”), and the representatives of the several Attorneys General involved in these cases.

27 7. In addition to my staff responsibilities, I also prepared for and took several

1 depositions, attended and argued several motions and case-management conference issues. As
2 detailed below, I was intensely involved in settling this litigation with all ten defendants. I was
3 also involved in all aspects of the trial preparation, including the mock trial.

4 8. I have personal knowledge of the facts stated in this declaration. I make this
5 declaration in support of my firm's request for attorneys' fees, as set forth in Plaintiffs'
6 Application for Attorneys' Fees and Incentive Awards.

7 **B. Craig C. Corbitt**

8 9. I am an attorney licensed to practice before the U.S. Supreme Court, U.S. Circuit
9 Courts of Appeals for the Fifth, Seventh, Ninth, and D.C. Circuits; U.S. District Courts for the
10 districts of Northern, Eastern, Central and Southern Districts of California, District of Arizona; and
11 the State Court of California, and a senior partner in the law firm Zelle Hofmann. I have over
12 thirty years of experience in complex commercial litigation for both plaintiffs and defendants at
13 the trial and appellate levels, particularly antitrust, trade regulation, intellectual property,
14 securities, and contracts.

15 10. Over my career, I have participated in numerous antitrust class actions in both state
16 and federal court, and have been appointed to leadership positions in many of them, besides the
17 LCD litigation, including: Co-Lead Counsel, *Intel Antitrust Litigation* (D. Del.); Liaison Counsel
18 and Chair of Executive Committee, *Microsoft Antitrust Litigation* (Cal. Super. Ct.); Co-Lead
19 Counsel, *Pharmaceutical Antitrust Litigation* (Cal. Super. Ct.); Co-Lead Counsel, *In re Western*
20 *States Wholesale Natural Gas Antitrust Litigation* (D. Nev.); Co-Lead Counsel, *Initial Public*
21 *Offering Fees Antitrust Litigation* (S.D.N.Y.); Liaison Counsel, *Automobile Antitrust Cases* (Cal.
22 Super. Ct.); and Lead Counsel, *Credit-Debit Card Antitrust Litigation* (Cal. Super. Ct.). I have
23 also served on the Executive Committees of *DRAM Antitrust Litigation* (N.D. Cal.) and *Smokeless*
24 *Tobacco Antitrust Litigation* (Cal. Super. Ct.). I have represented opt-out plaintiffs in several
25 cases including Kellogg Company in the *Vitamins Antitrust Litigation* (D.D.C.). I have also
26 represented a number of defendants in antitrust and other complex cases, including Georgia
27 Pacific, Southern Pacific, Santa Fe, Columbia Pictures, SK, and Kellogg. I have participated in

1 numerous trials for both plaintiffs and defendants. I have had central roles in many of the most
2 significant antitrust cases in the past 30 years, including *Plywood Antitrust Litigation*; *Southern*
3 *Pacific v. AT&T*; *ETSI Pipeline v. Santa Fe*; *Brand Name Prescription Drugs*; *Vitamins Antitrust*
4 *Litigation*; *Microsoft*; *Natural Gas*; and *LCD*.

5 11. Zelle Hofmann has represented numerous opt-out plaintiffs in multidistrict antitrust
6 litigation, including *Vitamins*, *Rubber Chemicals*, *EPDM*, *Carbon Black*, and *Linerboard*. We
7 have normally entered into fee agreements providing that we advance costs and receive one-third
8 of the recovery.

9 12. In addition to my litigation experience, I am the current Chair of the Antitrust and
10 Unfair Competition Section of the California State Bar. I am a member of the Advisory Board of
11 the American Antitrust Institute (“AAI”). I am a Fellow of the Litigation Counsel of America and
12 a charter member of the Academy of Antitrust Law. I have presented many times on topics
13 involving antitrust law and complex litigation, including at Annual Golden State Antitrust and
14 Unfair Competition Law Institutes, the ABA Tort Trial and Insurance Practice Section’s
15 Symposium, and others. I have also authored articles and been an editor of treatises for the AAI,
16 the ABA Antitrust Section, and various California State Bar Antitrust Section publications. I have
17 been recognized multiple times as a Northern California “Super Lawyer” for Antitrust Litigation;
18 by “Best Lawyers in America” for Antitrust Litigation and Commercial Litigation; by Benchmark
19 Litigation as one of the country’s preeminent plaintiffs’ lawyers; and by the *Legal 500* for
20 plaintiffs’ antitrust litigation. I have been rated AV Preeminent by Martindale-Hubbell for many
21 years.

22 13. I supervised all of my firm’s work on this case. I also supervised the work of many
23 of our co-counsel. I was involved either directly or by supervising all aspects of this case,
24 including: drafting the initial complaint, organizing the initial organizational meeting of IPP
25 counsel, responding to motions to dismiss, retaining experts, discovery of defendants and third
26 parties, responding to dispositive motions, presenting arguments to this Court, trial preparation,
27 mediation and settlement discussions, class notice, mock trials, and trial preparation. I was in
28

1 overall charge of the IPP's motion for class certification and the opposition to the motion to
2 decertify, and argued those motions to the Court. I supervised all work for the class pertaining to
3 the IPPs' and defendants' economic experts, met frequently with the IPP's experts, defended the
4 depositions of the IPP experts, and deposed many of the defendants' experts. I also was
5 responsible for preparing for the expert phase of the trial.

6 14. I have personal knowledge of the facts stated in this declaration. I make this
7 declaration in support of my firm's request for attorneys' fees, as set forth in Plaintiffs'
8 Application for Attorneys' Fees and Incentive Awards

9 **C. Judith A. Zahid**

10 15. I am an attorney licensed to practice before the courts of the State of California, and
11 a partner in the law firm Zelle Hofmann with over ten years of experience in complex litigation in
12 antitrust and unfair competition matters.

13 16. I serve as the Chair of the Antitrust Section for the Bar Association of San
14 Francisco, through which I have presented on topics including working with economic experts in
15 antitrust cases. Last year, I was selected as a panelist for the Annual Golden State Antitrust and
16 Unfair Competition Law Institute, where I spoke from the private plaintiffs' perspective on "The
17 Law of Pricing." I also am currently serving in my second year as an invited member of the
18 International Civil Redress Task Force of the Antitrust Section of the American Bar Association. I
19 was chosen as a Northern California "Rising Star" for 2009, 2010 and 2011, and was named a
20 "Super Lawyer" for 2012, all in Antitrust Litigation. In 2012, I was recognized as "one to watch"
21 in antitrust class action by *The Legal 500*.

22 17. On behalf of the IPPs, I managed the majority of the day-to-day activities occurring
23 throughout the case, including: supervising all aspects of discovery, including the entire document
24 review and the collection of all defendant and third-party data; insuring the timely completion of
25 all pleadings; overseeing the preparation and assignments for taking all fact and expert
26 depositions; supervising the completion and filing of all pretrial submissions; managing the
27 collection of evidence for trial; and insuring the effective coordination among the various plaintiff

1 groups. In addition to performing a central managerial function, I provided other substantial
2 contributions, including: negotiating all defendant data productions and several third-party data
3 productions; filing and arguing discovery motions; taking several merits depositions; taking,
4 defending and preparing for expert depositions; working closely with the IPP testifying experts
5 and consultants; assisting in class certification, decertification and summary judgment brief-
6 writing; taking primary responsibility for drafting the opposition to the *Daubert* motion and
7 arguing against the motion in Court; and serving as the IPP point person in pretrial discussions
8 with defendants and DPPs, in addition to finalizing the majority of the pretrial submissions.

9 18. I have personal knowledge of the facts stated in this declaration. I make this
10 declaration in support of my firm's request for attorneys' fees, as set forth in Plaintiffs'
11 Application for Attorneys' Fees and Incentive Awards.

12 **D. Patrick B. Clayton**

13 19. I am an attorney licensed to practice before the courts of the State of California, and
14 an associate in the law firm Zelle Hofmann with approximately seven years of experience in
15 complex litigation in antitrust and unfair competition matters. I was chosen as a Northern
16 California "Rising Star" for 2012, in Antitrust Litigation.

17 20. On behalf of the IPPs, I provided substantial contributions in the drafting of most
18 major pleadings filed in the case, including: class certification; the opposition to decertification;
19 and several summary judgment oppositions, including to the FTAIA motion and the antitrust
20 standing motion. I took several fact witness depositions. I worked closely with senior IPP counsel
21 on all aspects of the settlement administration, including: escrow accounts, notice, and serving as
22 liaison with the settling defendants. I also worked heavily on several of the pretrial submissions,
23 including: drafting the proposed jury instructions and verdict form; drafting the IPP portion of the
24 Pretrial Statement; and drafting several motions *in limine* and oppositions to defendants' motions.

25 21. I have personal knowledge of the facts stated in this declaration. I make this
26 declaration in support of my firm's request for attorneys' fees, as set forth in Plaintiffs'
27 Application for Attorneys' Fees and Incentive Awards.

1 **E. Qianwei Fu**

2 22. I am an attorney licensed to practice before the courts of the State of California, and
3 an associate in the law firm Zelle Hofmann with approximately seven years of experience in
4 complex litigation in antitrust and unfair competition matters. I was chosen as a Northern
5 California “Rising Star” for 2011 and 2012, in Antitrust Litigation.

6 23. On behalf of the IPPs, I provided substantial contributions to most major pleadings
7 filed in the case, including: the consolidated amended complaints, the oppositions to the motions to
8 dismiss and class certification. As part of the complaint-drafting process, I spent substantial time
9 on case investigation, including researching facts, market players, market shares, products, and
10 volume of commerce. I also worked heavily on the following activities: drafting and serving all
11 initial rounds of discovery; participating in a small working group that selected the electronic
12 document database vendor and prepared for the exchange of electronic discovery; supervising all
13 efforts relating to the named plaintiff discovery, including preparing for the defense of their
14 depositions and producing their documents; preparing for written responses to defendants’
15 contention discovery; preparing for the deposition of defendants’ class certification expert;
16 defending class plaintiff depositions; and taking several merits depositions.

17 24. I have personal knowledge of the facts stated in this declaration. I make this
18 declaration in support of my firm’s request for attorneys’ fees, as set forth in Plaintiffs’
19 Application for Attorneys’ Fees and Incentive Awards.

20 **F. Heather T. Rankie**

21 25. I am an attorney licensed to practice before the courts of the State of California, and
22 an associate in the law firm Zelle Hofmann with approximately three years of experience in
23 complex litigation in antitrust and unfair competition matters.

24 26. On behalf of the IPPs, I provided substantial research, writing, and other assistance
25 on most aspects of the case, including on many major pleadings, briefs, pretrial submissions, and
26 throughout the discovery efforts. I also worked closely with senior IPP counsel on all aspects of
27 the settlement administration, including: escrow accounts, notice, and the claims process.

1 27. I have personal knowledge of the facts stated in this declaration. I make this
2 declaration in support of my firm's request for attorneys' fees, as set forth in Plaintiffs'
3 Application for Attorneys' Fees and Incentive Awards.

4 **G. The Firm's Overall Role**

5 28. Our firm is counsel of record in this case, and represents Indirect-Purchaser named
6 plaintiffs, Frederick Rozo, who is also a named representative of the California class. We also
7 represented former named plaintiff Michael Ayers. A description of our firm is attached as
8 **Exhibit 1**, which also includes *curricula vitae* of the aforementioned attorneys, and which is
9 incorporated herein.

10 29. In addition to the six attorneys making this declaration, the following current and
11 former Zelle Hofmann attorneys made significant contributions to this litigation:

- 12 a. Eric Mandel: the firm's national e-discovery counsel with seventeen years
13 professional experience as a member of the State Bar of California, the last
14 six of which were devoted exclusively to electronic discovery issues. Mr.
15 Mandel's primary responsibilities in this case were to assist with the overall
16 workflow and effectiveness of the document review on the Autonomy
17 electronic database.
- 18 b. Matthew R. Schultz: a former associate and partner, assisted in the drafting
19 and filing of the consolidated complaints and the oppositions to the motions
20 to dismiss, and helped manage the early stages of discovery.

21 30. We have reviewed the requirements of the Court's Pretrial Order No. 1, ¶12(f), and
22 Pretrial Order No. 3, ¶II(a). In accordance with those orders, our firm kept files
23 contemporaneously documenting all time spent, including tasks performed, and expenses incurred,
24 and transmitted those reports on a regular basis to Liaison Counsel. All of the time and expenses
25 reported by our firm were incurred for the benefit of the IPPs.

26 31. During the course of this litigation, our firm, which was appointed Co-Lead
27 Counsel by this Court in this case, has been involved extensively in the leadership, as well as the
28

1 day-to-day activities, in all aspects of this litigation on behalf of the IPPs.

2 **II**

3 **THE WORK PERFORMED BY ZELLE HOFMANN LAWYERS**

4 **A. Pre-Filing Investigation and Due Diligence**

5 32. Before our IPP complaint was filed, we conducted an extensive investigation of
6 potential price-fixing of TFT-LCD panels. The due diligence effort led us to believe that the
7 defendants ultimately named in the complaint had engaged in an unlawful conspiracy to stabilize
8 the prices of LCDs at supra-competitive levels. Thus, on December 12, 2006, we filed the first
9 IPP class action complaint in the Northern District of California (second complaint nationwide),
10 with the former Furth Firm as our co-counsel. Soon after, over 125 additional IPP and DPP
11 complaints were filed. Eventually, a number of so-called DAP complaints were filed, as were
12 cases by eight States Attorneys General in this MDL, as well as three in separate state-court
13 venues claiming for their governmental purchases and as *parens patriae* for their indirect-
14 purchaser consumers.

15 In short, Zelle Hofmann was primarily responsible for initiating the IPP litigation.

16 **B. Post-Filing Activities by Zelle Hofmann Attorneys**

17 33. After numerous other IPP class actions were filed, we took action to consolidate
18 and coordinate all cases in the Northern District of California. To that end, we worked
19 cooperatively with counsel for the DPP actions to file related-case motions in this Court, as well as
20 to draft and file a consolidation and transfer motion before the Judicial Panel on Multi-District
21 Litigation.

22 34. In addition to these tasks, we invited all known IPP counsel to an early case-
23 management meeting in our San Francisco office, where we proposed an organizational structure
24 for IPP counsel, which was adopted by all IPP counsel attending that arranged organizational
25 meeting.

26 35. Once organized, we began preparing for this Court's initial pre-trial conference,
27 meeting with both the DPPs to coordinate our submissions to the Court, as well as meeting with
28

1 known defense counsel in an attempt to propose a joint case-management plan.

2 36. At the initial pre-trial conference held on July 10, 2007, this Court adopted many of
3 the suggestions made by the group of IPP and DPP counsel and eventually appointed Francis
4 Scarpulla and Zelle Hofmann as Co-Lead Counsel for the IPPs. Once that appointment was made,
5 the Zelle Hofmann lawyers immediately began organizing IPP counsel to efficiently prosecute
6 these MDL cases, establish a method for funding the litigation and managing counsel so that the
7 work was performed effectively and efficiently.

8 37. We were now in a position to begin prosecuting the IPP claims.

9 **C. Substantive Litigation Work Performed by Zelle Hofmann Attorneys**

10 **(1) Motions to Dismiss and Consolidated Amended Complaints:**

11 38. Once the Court established a preliminary schedule for the pleading stages, our first
12 task was to respond to the various motions to dismiss filed by the defendants.

13 39. The Zelle Hofmann lawyers drafted and finalized the opposition to defendants'
14 several motions to dismiss, eventually prevailing. They then drafted and filed a Second
15 Consolidated Amended Complaint, followed by a Third Consolidated Amended Complaint that
16 withstood any further Rule 12(b)(6) motion practice by defendants.

17 **(2) Class Discovery**

18 40. Having defeated defendants' motions to dismiss, the focus of the litigation turned to
19 the class proceedings, which involved obtaining class discovery, not only from the parties – both
20 named plaintiffs and defendants – but also from third-party entities. Additionally, discovery was
21 also necessary to support the expert-witness declaration. Zelle Hofmann lawyers led these efforts
22 to successfully obtain the discovery needed to support class certification.

23 41. Zelle Hofmann lawyers engaged in the following tasks to complete class discovery:

- 24 a. Helped oversee the preparation of class representatives for deposition and
25 participated in numerous depositions across the country;
26 b. Defended the depositions of the following plaintiff witnesses: Frederick
27 Rozo (San Francisco; 2009) and Michael Ayers (Minneapolis; 2009).

- c. Responsible for drafting and issuing the subpoenas of over 50 third parties; also supervised other co-counsel firms assigned various subpoenas and participated in the negotiations to acquire data sets to use in conducting pass-through studies;
- d. Drafted and served discovery requests and 30(b)(6) deposition notices on class issues;
- e. Supervised the collection of documents for the 30(b)(6) depositions;
- f. Coordinated and oversaw the taking of the 30(b)(6) depositions; and
- g. Took depositions of the following 30(b)(6) witnesses: Yoong Ki Min (San Francisco; 2009); Scott Birnbaum (San Francisco; 2009); Michael Hanson (San Francisco; 2009); Masahiro Yokota (San Francisco; 2009); Eunice Lin (Taipei; 2009); Joyce Pan (Taipei; 2009); Irene Ko (Taipei; 2009); Fumiaki Kunimoto (Taipei; 2009); Sunny Sun (Taipei; 2009); Huan I “Fundi” Chen (Taipei; 2009); and Arthur Lu (Taipei; 2009).

(3) Class Certification Efforts

42. The Zelle Hofmann lawyers were primarily responsible for drafting, finalizing, and filing the opening Class Certification motion, as well as the Reply Brief. Zelle Hofmann lawyers prepared for, successfully organized, and argued the class motion before this Court.

43. To do so, we completed the following tasks among others:

- a. Served as the primary contact with expert Janet S. Netz, Ph.D. and her staff, on all issues pertaining to the drafting and submitting of the class certification declaration;
- b. Helped conduct discovery of defendants and third parties on issues pertaining to class certification;
- c. Prepared and defended certain depositions of the class representatives;
- d. Met with Dr. Netz and co-counsel to discuss her expert opinions, drafts of her reports, and respond to questions and requests for information from Dr.

- 1 Netz and her staff;
- 2 e. Prepared and defended Dr. Netz in deposition;
- 3 f. Worked with Dr. Netz and her staff to analyze the opinions and support for
- 4 the defendants' expert, Dean Edward Snyder;
- 5 g. Took the deposition of Dr. Snyder;
- 6 h. Prepared for and argued the class certification motion; and
- 7 i. Drafted and filed the opposition to the defendants' 23(f) petition.

8 **(4) Merits Discovery**

9 44. Once the classes were certified, merits discovery commenced in earnest, and
10 needed to be coordinated not only with the DPPs and DAPs, but also with the seven States
11 Attorneys General, who by this time, had filed six cases in these MDL proceedings, joined by the
12 California Attorney General who had filed in California State Court. Cooperation between and
13 among the various groups of plaintiffs was essential to the effective and efficient prosecution of
14 these cases. And the Zelle Hofmann attorneys led these efforts and kept the various groups of
15 plaintiffs working cooperatively, at times resolving internecine disputes between the groups.

16 45. The Zelle Hofmann lawyers were responsible for and successfully completed the
17 following tasks:

- 18 a. Oversaw, managed and participated in the coordinated efforts of all merits
- 19 discovery, including document productions, written discovery, data
- 20 productions, third party discovery, merits depositions and discovery motions
- 21 before the Special Master;
- 22 b. Drafted, served and, with co-counsel, negotiated all initial requests for
- 23 production of documents and interrogatories;
- 24 c. Responsible for maintaining the central repository for all defendant and
- 25 third party document productions.
- 26 d. Responsible for responding to defendants' requests for production of class
- 27 representatives;

28

- 1 e. Participated in the electronically stored information, or “ESI,” working
- 2 group to select database vendor and facilitate the production of the incoming
- 3 electronic discovery;
- 4 f. Responsible for all dealings pertaining to Autonomy, the electronic
- 5 document database;
- 6 g. Responsible for resolving problems and issues with defendants’
- 7 productions, including: sets being produced without “load files” or “images
- 8 files” or not properly produced to allow for English word or foreign
- 9 character searches;
- 10 h. Supervised and organized the electronic document review of over 8 million
- 11 documents consisting of 40 million pages, a large portion of which were in
- 12 Korean, Japanese and Chinese;
- 13 i. Helped develop a document review approach based on Boolean searches;
- 14 j. Led and organized the review under a team structure, with appointed team
- 15 leaders overseeing each group of reviewers;
- 16 k. Responsible for assigning each team an “issue” (e.g., pricing, pass-through,
- 17 supply/demand, conspiracy) or an upcoming deposition witness as the focus
- 18 of its review;
- 19 l. Supervised and worked closely with numerous dedicated co-counsel firms
- 20 who participated in the document review that lasted for most, several
- 21 months, and for a select group of firms, up to three years;
- 22 m. Developed, with co-counsel, a workflow to allow for the review of foreign
- 23 language documents;
- 24 n. Continuously interfaced with the team leaders and modified the document
- 25 review process to meet the needs of the litigation;
- 26 o. Supervised a select group of co-counsel firms on significant evidence
- 27 collection and summary projects, including: summarizing all deposition
- 28

- 1 transcripts, maintaining a “Master Meeting Grid” of all conspiratorial
2 conduct; and maintaining a “Cast of Characters” for all potential witnesses;
- 3 p. Drafted, served and, with co-counsel, negotiated further written discovery
4 and responses to defendants’ written discovery, including requests for
5 admission;
- 6 q. Responsible for negotiating the production of all defendant data, including
7 leading all meet and confers with defendants and interfacing with
8 economists regarding data interpretation questions;
- 9 r. Responsible for drafting, issuing and negotiating, with co-counsel, a second
10 round of third party subpoenas seeking information on panel tracing;
- 11 s. Supervised the preparation and the taking of all merits depositions,
12 including keeping the master calendar and insuring that all co-counsel
13 taking depositions received relevant documents and their foreign
14 translations from co-counsel in advance of schedule;
- 15 t. Took the merits depositions of the following witnesses: Hsuan Bin Chen
16 (San Francisco; 2010); Wen-Hong “Amigo” Huang (San Francisco; 2010);
17 Kazutoshi Goto (San Francisco; 2010); Tatsuya Sasaki (San Francisco;
18 2010); Paul Semenza (San Francisco; 2010); Norio Yamaguchi (San
19 Francisco; 2011); Joyce Pan (2012; San Francisco); Noboru Yamazawa
20 (Tokyo; 2010); and Tomohito Amano (Tokyo; 2010).
- 21 u. Primarily responsible for briefing and arguing several discovery motions
22 before the Special Master;
- 23 v. Responsible for participating in the negotiation of several schedules and
24 protocols before the Special Master, including the master pretrial schedules,
25 deposition protocols and foreign translation protocols; and
- 26 w. Responsible for the overall coordination of the MDL plaintiffs’ joint
27 discovery efforts, including the DPPs, DAPs, and the States Attorneys
28

1 General.

2 **(5) Zelle Hofmann Lawyers Work with Testifying Experts**

3 46. Zelle Hofmann lawyers were primarily responsible for working with IPPs' two
4 testifying expert witnesses, Dr. Janet Netz of applEcon, LLC and Prof. William Comanor, a
5 Professor of Economics at UCLA and at U.C. Santa Barbara. The Zelle Hofmann lawyers did the
6 following work:

- 7 a. Oversaw the completion and submission of multiple expert reports,
8 including damages reports, reply reports, and reports submitted in
9 conjunction with various summary judgment motions;
- 10 b. Primarily responsible for interfacing with and supporting both testifying
11 experts and their staff;
- 12 c. Prepared for and defended both of IPPs' testifying experts' depositions;
- 13 d. Supervised and managed the coordinated efforts of several co-counsel firms
14 to prepare for and take the depositions of defendants' 12 testifying experts;
- 15 e. Took or substantially assisted in several of the defense expert depositions,
16 including those of: Bruce Deal (San Francisco; 2012); Edward Snyder (New
17 York; 2011); Dennis Carlton (Chicago; 2011); Douglas Guthrie (San
18 Francisco; 2012); Daniel Rubinfeld (San Francisco; 2011); Stephen Hoch
19 (San Francisco; 2011); George Foster (San Francisco; 2011); and
- 20 f. Prepared the experts for trial testimony.

21 **(6) Summary Judgment Motions, Motion to Decertify and Daubert Motion**

22 47. Zelle Hofmann lawyers were primarily responsible for drafting, finalizing, and
23 filing most responses by the IPPs to defendants' various and separate Summary Judgment motions,
24 Class Certification motions, and *Daubert* motion. They performed the following tasks:

- 25 a. Oversaw the coordinated efforts of co-counsel and were responsible for
26 much of the drafting, filing and arguing of the oppositions to numerous
27 summary judgment motions;

- b. Drafted, submitted and argued the opposition to the motion to decertify the IPP classes;
- c. Responsible for responding to the so-called “ascertainability issue,” including the completion of the John Metzler Declaration submitted in conjunction with the opposition to the motion to decertify; and
- d. Drafted, submitted and argued the opposition to the *Daubert* motion.

(7) Trial Preparation

48. As merits discovery wound down, leaving discovery to be completed as to only defendants AUO (who had requested and obtained a discovery stay pending the resolution of its criminal trial) and Toshiba (who likewise stayed discovery), IPPs, along with their DPP counterparts, as well as the participating Attorneys General, turned their efforts to trial preparation. The Zelle Hofmann lawyers were responsible for and completed the following tasks with the assistance of a select group of co-counsel firms:

- a. Drafted, negotiated and submitted proposed jury instructions;
- b. Oversaw, drafted and filed more than 20 motions in limine, and opposed a comparable number of defense motions in limine;
- c. Helped select a list of plaintiff trial witnesses and draft descriptions of testimony;
- d. Participated, on behalf of IPPs, in all discussions with DPPs and defendants to coordinate efforts on the pretrial submissions.
- e. Supervised and managed all of the coordinated efforts of co-counsel leading to the submission of designations of deposition testimony and written discovery, counter-designations and objections in response to defendants’ designations, and detailed responses and rebuttal-designations to each of defendants’ objections and counter-designations;
- f. Supervised and managed all of the coordinated efforts of co-counsel leading to the submission of designations of plaintiff trial exhibits, counter-

- 1 designations and objections in response to defendants’ trial exhibits, and
- 2 detailed responses to each of defendants’ objections and counter-
- 3 designations;
- 4 g. Oversaw the filing of several admissibility stipulations for proposed plaintiff
- 5 trial exhibits negotiated by co-counsel;
- 6 h. Supervised the timely completion of negotiations of hundreds of foreign-
- 7 language translation objections to proposed plaintiff trial exhibits that had
- 8 been led and negotiated by co-counsel;
- 9 i. Drafted, negotiated and filed an IPP proposed verdict form;
- 10 j. Submitted a proposed juror questionnaire;
- 11 k. Drafted, negotiated and filed a pretrial conference statement; and
- 12 l. Assisted in the preparation of named plaintiffs;
- 13 m. Primarily responsible for the preparation of the experts for trial.

14 49. In addition to the efforts detailed above, Zelle Hofmann lawyers were active
15 participants in the two mock juries, drafting presentations and acting as “mock counsel” for
16 defendants in each of the all-day mock trials; and meeting with the jury consultants to analyze the
17 results.

18 **D. Mediation and Settlement Negotiations**

19 50. While all of the above-described litigation was being managed and carried on by
20 Zelle Hofmann lawyers, settlement efforts were on-going. Zelle Hofmann commenced settlement
21 discussions in the early stages of this litigation (starting in mid-December, 2006) and continuing –
22 sometimes with multiple defendants collectively or separately and at times on a daily basis – until
23 the final settlement was achieved in late April of 2012, shortly before trial.

24 51. During the course of these negotiations, Zelle Hofmann lawyers coordinated the
25 IPP efforts with the DPPs, who were also engaging in negotiations with defendants - occasionally
26 collectively with the IPPs. Likewise, Zelle Hofmann lawyers sought and received cooperation and
27 significant help from the Attorneys General’s representatives from Missouri, Florida, and

28

1 California, who acted on behalf of the other five settling states joining the MDL litigation.

2 Without their cooperative efforts, these settlements might not have been achieved.

3 52. During the period between mid-December, 2006 and continuing through mid-
4 March, 2008, preliminary settlement discussions occurred, with little result because of the
5 complexity of legal and factual issues that needed to be resolved.

6 53. In or about mid-March 2008, defendant Chunghwa Picture Tubes, Ltd.
7 (“Chunghwa”) initiated serious settlement discussions with Zelle Hofmann. At the time, merits
8 discovery had been stayed at the request of the DOJ and Rule 12(b)(6) motions loomed on the
9 horizon. After a series of preliminary conferences with IPPs Co-Lead Counsel, formal settlement
10 meetings took place from about June to late August, 2008, at which time this case was resolved by
11 the IPPs with Chunghwa and preliminarily approved by this Court.

12 54. Once the Chunghwa settlement became known, the other defendants showed
13 renewed interest in discussing settlement with the IPPs. Thus, conferences between the Zelle
14 Hofmann Co-Lead Counsel and several defendants occurred during the period from September of
15 2008 to September of 2009. However, because the defendants believed they would be successful
16 on the class certification issues, none was willing to agree to any substantial settlement amount.

17 55. On November 19, 2009, the class certification hearing occurred. Shortly thereafter,
18 Epson – who was not named a defendant in the IPP complaint – settled with the IPPs after several
19 conferences with IPP Co-Lead Counsel.

20 56. When the states of Washington, Oregon, and Illinois objected to the Epson
21 settlement, this Court appointed The Hon. Daniel Weinstein (Ret.) of JAMS as a Special Master to
22 make a report and recommendation as to the propriety of the Epson release. After extensive
23 motion practice and hearing initiated and carried on by Zelle Hofmann lawyers, these objections
24 were resolved.

25 57. During the first quarter of 2010, Zelle Hofmann Co-Lead Counsel contacted all
26 remaining non-settling defendants concerning settlement possibilities. Certain of those defendants
27 expressed a renewed and serious interest in resolving this litigation with the IPPs. Thus began the
28

1 efforts by Zelle Hofmann to settle this case.

2 58. During the rest of 2010 and into early 2011, Zelle Hofmann Co-Lead Counsel
3 engaged several defendants in settlement discussions, meeting individually with many of them,
4 with other IPP co-counsel and the Attorneys General's representatives, or in formal and informal
5 mediation sessions.

6 59. At about this time in late 2010 and early 2011, Zelle Hofmann Co-Lead Counsel
7 initiated, and attended, several mediation sessions with Mediator Jonathan Marks and counsel for
8 Chimei Optoelectronics Corporation ("Chimei"), but after two days of mediation, no settlement
9 occurred. Likewise, at about the same time, at the suggestion of Zelle Hofmann Co-Lead Counsel,
10 the IPPs engaged in mediation before The Hon. Lawrence Kay (Ret.) with counsel for Samsung,
11 again without success.

12 60. In early 2011, settlement efforts with a formal mediator were intensifying.
13 Eventually, this Court, at the suggestion of Zelle Hofmann, appointed Professor Eric Green as a
14 mediator. Zelle Hofmann filed the mediation statement and was the principal spokesperson at the
15 so-called "mass mediation" that Professor Green conducted over a two-day period in February,
16 2011. No settlements occurred.

17 61. Zelle Hofmann Co-Lead Counsel continued to pursue settlement negotiation with
18 individual defendants, meeting repeatedly with counsel for Hitachi, Chimei, Toshiba, Samsung,
19 LG Display, and AUO. Zelle Hofmann enlisted the mediation services of both The Honorable
20 Daniel Weinstein and Professor Eric Green.

21 62. Eventually, Zelle Hofmann's settlement efforts began to pay off. Chimei settled
22 with the IPPs after a personal meeting with Zelle Hofmann Co-Lead Counsel and the follow up
23 effort of the mediator, along with help from the Attorneys General as representatives. Settlement
24 with Hitachi occurred shortly thereafter, again after meetings with Zelle Hofmann Co-Lead
25 Counsel, with the mediator's guidance, and cooperation from the Attorneys General's
26 representatives. Thus, by about mid-2011, IPPs had achieved settlements with Chunghwa, Epson,
27 Chimei, and Hitachi, all of which were due to the significant efforts of Zelle Hofmann lawyers.

1 63. With these settlements now completed, Zelle Hofmann Co-Lead Counsel engaged
2 the remaining defendants in settlement discussions, holding not only private meetings with all of
3 the remaining defendants, but also meetings in the presence of the mediators and the other Co-
4 Lead Counsel and IPP co-counsel, as well as with the Attorneys General's representatives actively
5 participating. At that time, no serious negotiations at significant settlement figures were
6 forthcoming with LG Display, AUO, or Toshiba.

7 64. Therefore, Zelle Hofmann Co-Lead Counsel worked on settling with HannStar (a
8 relatively small player), Sharp, and Samsung.

9 65. After several personal communications with HannStar and with the help and
10 assistance of the mediator and cooperation from the Attorneys General's representatives, a
11 settlement with HannStar was achieved.

12 66. In August and September of 2011, Zelle Hofmann Co-Lead Counsel concentrated
13 on settlement efforts with Samsung and Sharp. Zelle Hofmann lawyers led the way to these
14 settlements. Zelle Hofmann Co-Lead Counsel had almost daily communications with counsel for
15 Samsung. With the cooperation of IPP Co-Lead Counsel and other IPP co-counsel, along with the
16 Attorneys General's representatives, a settlement with Samsung was reached late in the evening of
17 August 29, 2011, primarily as a result of Zelle Hofmann's efforts.

18 67. After almost daily communications with counsel for Sharp, and after several face-
19 to-face meetings, Sharp agreed to settle in November 2011.

20 68. By the last quarter of 2011, only AUO, LG Display, and Toshiba were left. And
21 Zelle Hofmann now concentrated on them. Enlisting the cooperation and efforts of the Attorneys
22 General's representatives, Zelle Hofmann lawyers scheduled conferences and mediation sessions
23 with the three remaining defendants, one of whom, AUO, was facing a criminal trial. These
24 efforts did not produce any settlements.

25 69. After the AUO criminal trial ended with a verdict against that defendant, settlement
26 negotiations picked up. Almost daily discussions took place between Zelle Hofmann Co-Lead
27 Counsel and counsel for AUO, and LG Display, and Toshiba.

1 70. Finally, as the IPPs were completing their trial preparation, Zelle Hofmann was able
2 to schedule mediation sessions with AUO and LG Display before The Honorable Vaughn Walker
3 (Ret.). Through the efforts of Co-Lead Counsel in cooperation with the Attorneys General's
4 representatives, AUO reached a settlement with the IPPs on April 23, 2012.

5 71. The very next day, at the behest of Zelle Hofmann, Toshiba reached a settlement
6 with the IPPs through the efforts of IPP Co-Lead Counsel and the Attorneys General's
7 representatives.

8 72. Finally, on April 26, 2012, the day after the pretrial conference and following a
9 long day and evening of mediation before Judge Walker, LG Display settled with the IPPs and
10 Attorneys General. Zelle Hofmann was primarily responsible for achieving that settlement.

11 73. The intensive litigation was now over, due primarily to the efforts of Zelle
12 Hofmann lawyers.

13 74. As settlements were finalized, the Zelle Hofmann lawyers, along with a
14 representative of the Attorneys General, were responsible for negotiating the content of the
15 settlement agreements, establishing escrow accounts with a financial institution, and as overseeing
16 the on-going investment of the Settlement Funds.

17 **E. Settlement Class Notice and Claims Administration Process**

18 75. Zelle Hofmann lawyers actively participated in all aspects of the Notice and Claims
19 process:

- 20 a. Supervised and participated in all discussions and strategy meetings
21 regarding providing notice to the certified and settling classes and the claims
22 process; and
23 b. Continuing to work with the notice expert and claims administrator.

24
25 76. Zelle Hofmann has prosecuted this litigation solely on a contingent-fee basis, and
26 has been completely at risk that it would not receive any compensation for prosecuting the claims
27 against the defendants. While the firm devoted its time and resources to this matter, it has

1 foregone other legal work, including hourly work, for which it would have been compensated.

2 77. The schedule attached as **Exhibit 2**, and incorporated herein, is a detailed summary
3 of the amount of time spent by our firm’s partners, attorneys and professional support staff who
4 were involved in this litigation. It does not include any request for compensation for time devoted
5 to preparing this declaration or otherwise pertaining to the Joint Fee Petition. The lodestar
6 calculation is based on our firm’s historical billing rates in effect at the time services were
7 performed. **Exhibit 2** was generated from contemporaneous time records regularly prepared and
8 maintained by our firm. Those records have been provided to Co-Lead Counsel and Liaison
9 Counsel, and we authorize them to be submitted for inspection by the Court if necessary. The
10 hourly rates for our firm’s partners, attorneys and professional support staff included in **Exhibit 2**
11 were at the time the work was performed the usual and customary hourly rates charged for their
12 services in similar complex litigation, as well as to hourly-billable clients.

13 78. The total number of hours reasonably expended on this litigation by our firm from
14 inception through July 31, 2012 is 37878.70. The total lodestar for our firm at historical rates is \$
15 22,269,333.50; the total lodestar for our firm adjusted to each attorney’s current rate is \$
16 22,713,295. Expense items are billed separately and are not duplicated in our firm’s lodestar.

17 79. We are not seeking separate payment of our out-of-pocket litigation expenses,
18 except for those contributions to the IPPs’ common-expense fund, which motion is being filed
19 contemporaneously with the IPPs fee petition.

20 I, Francis O. Scarpulla, declare under penalty of perjury under the laws of the United States
21 and of the State of California that the foregoing is true and correct. Executed this 7th day of
22 September, 2012, in San Francisco, California.

23 /s/ Francis O. Scarpulla
24 Francis O. Scarpulla

25
26
27
28

1 I, Craig C. Corbitt, declare under penalty of perjury under the laws of the United States and
2 of the State of California that the foregoing is true and correct. Executed this 7th day of
3 September, 2012, in San Francisco, California.

4 /s/ Craig C. Corbitt
5 Craig C. Corbitt

6 I, Judith A. Zahid, declare under penalty of perjury under the laws of the United States and
7 of the State of California that the foregoing is true and correct. Executed this 7th day of
8 September, 2012, in San Francisco, California.

9 /s/ Judith A. Zahid
10 Judith A. Zahid

11 I, Patrick B. Clayton, declare under penalty of perjury under the laws of the United States
12 and of the State of California that the foregoing is true and correct. Executed this 7th day of
13 September, 2012, in San Francisco, California.

14 /s/ Patrick B. Clayton
15 Patrick B. Clayton

16 I, Qianwei Fu, declare under penalty of perjury under the laws of the United States and of
17 the State of California that the foregoing is true and correct. Executed this 7th day of September,
18 2012, in San Francisco, California.

19 /s/ Qianwei Fu
20 Qianwei Fu

21 I, Heather T. Rankie, declare under penalty of perjury under the laws of the United States
22 and of the State of California that the foregoing is true and correct. Executed this 7th day of
23 September, 2012, in San Francisco, California.

24 /s/ Heather T. Rankie
25 Heather T. Rankie

26
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