

1 Francis O. Scarpulla (41059)
2 Craig C. Corbitt (83251)
3 Judith A. Zahid (215418)
4 Patrick B. Clayton (240191)
5 Qianwei Fu (242669)
6 Heather T. Rankie (268002)
7 ZELLE HOFMANN VOELBEL & MASON LLP
8 44 Montgomery Street, Suite 3400
9 San Francisco, CA 94104
10 Telephone: (415) 693-0700
11 Facsimile: (415) 693-0770
12 *fscarpulla@zelle.com*

13 Joseph M. Alioto (42680)
14 Theresa D. Moore (99978)
15 ALIOTO LAW FIRM
16 One Sansome Street, 35th Floor
17 San Francisco, CA 94104
18 Telephone: (415) 434-8900
19 Facsimile: (415) 434-9200
20 *jmalioto@aliotolaw.com*

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

22
23
24
25
26
27
28
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE TFT-LCD (FLAT PANEL)
ANTITRUST LITIGATION

) Case No. 3:07-MD-1827 SI
) MDL No. 1827
)

This Document Relates to:

) **[PROPOSED] ORDER APPOINTING**
) **FUND ADMINISTRATOR AND**
) **AUTHORIZING DISTRIBUTION**
) **FROM SETTLEMENT FUND**

Indirect-Purchaser Class Action;

) The Honorable Susan Illston
)

State of Missouri, et al. v. AU Optronics Corporation, et al., Case No. 10-cv-3619;

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

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

1 This matter came before the Court on the joint motion by the Indirect-Purchaser Plaintiffs
2 (“IPPs”) and the States of Arkansas, California, Florida, Michigan, Missouri, New York, West
3 Virginia, and Wisconsin (“Settling States”) for an order authorizing distribution from the
4 Settlement Fund (the “Motion”). The Court, having reviewed the papers filed and arguments
5 made in connection with the Motion, and good cause appearing, hereby GRANTS the Motion as
6 follows:

7 **Fund Administrator**

- 8 1. Rust Consulting, Inc. (“Rust”), the previously Court-appointed Claims Administrator, is
9 hereby appointed the Fund Administrator pursuant to 26 U.S.C § 468B(g) and the related
10 United States Treasury Regulations of the “Indirect Purchase LCD Antitrust Qualified
11 Settlement Fund, EIN 27-0192479” (“QSF”).
- 12 2. In its capacity as Fund Administrator, Rust shall determine and perform the tax
13 obligations of the QSF, including but not limited to income tax return filing, income tax
14 paying and information return reporting.
- 15 3. The Escrow Agent, Wells Fargo Bank, N.A. (“Wells Fargo”), is ORDERED to transfer
16 all funds related to the Escrow Accounts to the accounts established for the QSF at
17 Huntington Bank N.A. (“Huntington”) and administered by Rust.
- 18 4. Wells Fargo has represented to Rust that all of the QSF’s tax obligations have been
19 fulfilled, the 2013 income tax return for the QSF has been timely filed, and all income
20 taxes have been timely paid. Wells Fargo shall promptly deliver to Rust all of the income
21 tax returns for the QSF and proof of tax payments for the QSF. Wells Fargo shall
22 cooperate with Rust, Class Counsel, and the Settling States’ counsel in effecting the
23 transition of its responsibilities to Rust.
- 24 5. Rust shall not disburse, withdraw or transfer any funds from the QSF accounts at
25 Huntington without written authorization from at least two of the following three counsel:
26 Joseph M. Alioto, The Alioto Law Firm, Francis O. Scarpulla, Zelle Hofmann Voelbel &
27 Mason LLP, and Lizabeth A. Brady, Office of the Attorney General State of Florida.
- 28

Payment to Claimants

6. Rust is ORDERED to pay all approved class claims, with interest, as identified in the Declaration of Robin Niemiec, filed concurrently with this Motion.
7. Checks issued to class claimants by Rust shall bear the notation “Non-Negotiable After 90-Days.” Rust shall void all uncashed checks following the expiration of the 90-day void date. Rust may re-issue checks as necessary.
8. Residual funds resulting from any uncashed checks shall become a part of the QSF and Co-Lead Counsel and Settling States’ counsel shall report to the Court the total amount and the suggested disposition of such residual funds. No residual funds shall be distributed except by order of the Court.

Payment to Class Counsel

9. Rust is ORDERED to pay Class Counsel as directed in the Second Amended Order Granting Final Approval (Dkt. 7697), and the Distribution Notice, or the assignees of Class Counsel, less any hold backs as directed by Co-Lead Counsel to pay all current outstanding costs, expenses and other necessary financial obligations, including any and all hold-backs previously ordered by the Court.
10. The attorneys or some of them may receive their fee award in periodic payments. The Fund Administrator is authorized to enter into agreements with the attorneys and third parties to provide for the periodic payment of fee awards. The Fund Administrator shall be held harmless and indemnified by the attorneys with whom the Fund Administrator enters into such agreements.
11. Certain Class Counsel did not take a cost quick-pay. Therefore, Rust is ORDERED to pay the Class Counsel firms the amounts listed in Exhibit A out of the funds that have been approved by this Court for reimbursement of litigation costs. Any funds from the Class Counsel litigation costs reimbursements approved by this Court that are remaining after these firms have received the distributions listed in Exhibit A shall be held back as directed by Co-Lead Counsel.

Payment to Settling States

12. Rust is ORDERED to pay (TBA)¹ to counsel for the Settling States for their proprietary claims and (TBA) to counsel for the Settling States for their fees and costs, as directed in the Second Amended Order Granting Final Approval (Dkt. 7697), and as set forth in Exhibit B attached hereto and incorporated herein.

Payment to IPP Class Representatives

13. Rust is ORDERED to prepare checks for the incentive awards to the Plaintiffs/Class Representatives as directed in the Second Amended Order Granting Final Approval (Dkt. 7697), correcting to 39 (instead of 40) the number of class representative plaintiffs appointed by previous Court orders, and correcting to nine (instead of eight) the number of non-appointed plaintiffs who were deposed.

14. Rust is ORDERED to mail the incentive-award checks to the Class Counsel for each of the Plaintiffs/Class Representatives.

IT IS SO ORDERED.

Dated: _____, 2014

Hon. Susan Illston
United States District Judge

¹ The precise amount is to be determined based upon a formula contained in the settlement agreements and cannot be calculated until all accrued interest is known. It shall be provided to the Court with an updated proposed order.

EXHIBIT A

IPP Counsel That Have Not Taken Cost Quick-Pay

Firm	Amount
Edward J. Westlow	\$5,000
Aylstock Witkin Kreis & Overholtz	\$25,000
Bonnett, Fairbourn, Friedman & Balint, P.C.	\$20,000
Devereux Murphy LLC	\$10,000
Futterman Howard	\$10,000
Hisaka Stone Goto Yoshida Cosgrove & Ching	\$5,000
Johnson & Perkinson	\$15,000
Keller Rohrback	\$45,000
Sachs Waldman	\$5,000
TOTAL	\$140,000

EXHIBIT B

Payment Instructions for State Attorneys General Recoveries

	AWARDED FEES & COSTS	SHARE OF GOVERNMENTAL DAMAGES/REDRESS
Arkansas	Consumer Education & Enforcement Fund Arkansas Attorney General's Office c/o Kevin Wells Assistant Attorney General 323 Center Street Suite 500 Little Rock, AR 72201	Consumer Education & Enforcement Fund Arkansas Attorney General's Office c/o Kevin Wells Assistant Attorney General 323 Center Street Suite 500 Little Rock, AR 72201
California	Litigation Deposit Fund State of California, Department of Justice Re: LCD Antitrust Litigation c/o Bank of America Sacramento Government Services Unit 1436 555 Capital Mall, Suite 165 Sacramento, CA 95814	Litigation Deposit Fund State of California, Department of Justice Re: LCD Antitrust Litigation c/o Bank of America Sacramento Government Services Unit 1436 555 Capital Mall, Suite 165 Sacramento, CA 95814
Florida	Legal Affairs Revolving Trust Fund Department of Legal Affairs Antitrust Division Attention Laura Daugherty 107 West Gaines Street Tallahassee, FL 32399	Florida Department of Legal Affairs Department of Legal Affairs Antitrust Division Attention Laura Daugherty 107 West Gaines Street Tallahassee, FL 32399
Michigan	Michigan Department of Attorney General c/o Elizabeth Lippitt Corporate Oversight Division P.O. Box 30755 Lansing MI 48909	Michigan Department of Attorney General c/o Elizabeth Lippitt Corporate Oversight Division P.O. Box 30755 Lansing MI 48909
Missouri	Antitrust Revolving Fund Office of the Missouri Attorney General c/o Anne Schneider, Assistant Attorney General/Antitrust Counsel 221 West High Street Jefferson City, MO 65109	Merchandising Practices Restitution Fund Office of the Missouri Attorney General c/o Anne Schneider, Assistant Attorney General/Antitrust Counsel 221 West High Street Jefferson City, MO 65109
New York	New York State Office of the Attorney General Attn: LCD Settlement Fees & Costs c/o Jeremy R. Kasha Assistant Attorney General Antitrust Bureau 120 Broadway, 26th Floor New York, New York 10271-0332	New York State Office of the Attorney General Attn: LCD Settlement Governmental Redress c/o Jeremy R. Kasha Assistant Attorney General Antitrust Bureau 120 Broadway, 26th Floor

		New York, New York 10271-0332
West Virginia	State of West Virginia c/o Douglas L. Davis Assistant Attorney General Office of the Attorney General 812 Quarrier Street, 1 st Floor Charleston, WV 25301	State of West Virginia c/o Douglas L. Davis Assistant Attorney General Office of the Attorney General 812 Quarrier Street, 1 st Floor Charleston, WV 25301
Wisconsin	Wisconsin Department of Justice c/o Gwendolyn J. Cooley Assistant Attorney General Wisconsin Department of Justice P.O. Box 7857 17 W. Main St. Madison, WI 53707-7857	Wisconsin Department of Justice c/o Gwendolyn J. Cooley Assistant Attorney General Wisconsin Department of Justice P.O. Box 7857 17 W. Main St. Madison, WI 53707-7857

3257777v8