

1 Joseph W. Cotchett (SBN#36324)
2 Niall P. McCarthy (SBN #160175)
3 Adam J. Zapala (SBN #245748)
4 Elizabeth Castillo (SBN #280502)
5 **COTCHETT, PITRE & McCARTHY, LLP**
6 San Francisco Airport Office Center
7 840 Malcolm Road, Suite 200
8 Burlingame, CA 94010
9 Tel: (650) 697-6000
10 Fax: (650) 697-0577
11 jcotchett@cpmlegal.com
12 nmccarthy@cpmlegal.com
13 azapala@cpmlegal.com
14 ecastillo@cpmlegal.com

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

14 **IN RE TRANSPACIFIC PASSENGER**
15 **AIR TRANSPORTATION ANTITRUST**
16 **LITIGATION**

Civil Case No. 3:07-cv-05634-CRB-DMR

MDL No. 1913

17 **This Document Relates to:**

Honorable Charles R. Breyer

18
19 **All Actions**

DECLARATION OF ADAM J. ZAPALA IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

1 I, Adam J. Zapala, declare and state as follows:

2 1. I am a partner of the law firm of Cotchett, Pitre & McCarthy, LLP (“CPM”), one
3 of the law firms appointed by this Court to serve as Co-Lead Class Counsel in this litigation. I
4 make this declaration based on my personal knowledge, and if called as a witness, I could and
5 would competently testify to the matters stated herein. I submit this declaration pursuant to 28
6 U.S.C. § 1746 in support of Plaintiffs’ Notice of Motion and Motion for an Award of Attorneys’
7 Fees and Reimbursement of Expenses.

8 2. I, or members of my law firm, have been involved in almost every aspect of this
9 case since its inception. I have personally overseen the vast majority of the work performed in this
10 litigation on behalf of the Class. This Court appointed CPM, along with Hausfeld LLP (and its
11 predecessor firm), Co-Lead Class Counsel on March 28, 2008 (ECF Nos. 130, 175). The
12 background and experience of the CPM firm and its attorneys and paralegals are summarized in
13 the curriculum vitae attached hereto as **Exhibit 1**.

14 3. Co-Lead Class Counsel has prosecuted this eleven-year litigation solely on a
15 contingent-fee basis, and has been at risk that it would not receive any compensation for
16 prosecuting the claims against Defendants. While CPM has devoted its time and resources to this
17 matter, it has foregone other legal work for which it would have been compensated.

18 4. The purpose of this Declaration is to summarize (a) the work performed by CPM
19 as Co-Lead Class Counsel during this arduous 11-year litigation, (b) the time expended by CPM
20 in prosecuting this Action, (d) the costs and expenses incurred by CPM in prosecuting this Action,
21 and (e) the steps CPM employed to ensure the efficient management of this litigation.

22 5. During the pendency of the litigation, CPM performed the following work:

23 **INVESTIGATION AND RESEARCH**

24 6. The first complaint in this Action was filed by the law firm of Cotchett, Pitre &
25 McCarthy, LLP on November 6, 2007 in the Northern District of California – nearly eleven years
26 ago (ECF No. 1). This complaint was the product of many hours of investigation and research by
27 CPM. Thereafter, twenty-nine complaints alleging substantially similarly legal and factual
28 allegations were filed in a number of federal district courts.

7. For seven of the initially-named Defendants, Plaintiffs were required to effectuate service through the Hague Convention – a lengthy, time-consuming and expensive endeavor requiring the appointment of a special international process server and the filing and issuance of “Letters Rogatory.” *See* ECF Nos. 29-48.

8. Class Counsel also participated in proceedings before the JPML, arguing that all related actions should be transferred and centralized in the Northern District of California. On February 19, 2008, the JPML transferred all cases to this Court, finding centralization to be appropriate pursuant to 28 U.S.C. § 1407.

APPOINTMENT OF LEADERSHIP

9. On March 28, 2008, this Court appointed the law firms of Cotchett, Pitre & McCarthy, LLP and Hausfeld LLP as interim co-lead Class Counsel on behalf of the putative class pursuant to Fed. R. Civ. Proc. 23(g) (ECF Nos. 130, 175).

COMPLAINTS AND MOTIONS TO DISMISS

10. On August 6, 2009, Plaintiffs filed a 111-page, factually-detailed Consolidated Class Action Complaint (“CCAC”) (ECF No. 200). The CCAC initially named 18 Defendant airlines and outlined allegations concerning price-fixing conspiracies between the competing airlines on base fares, fuel surcharges and a certain subset of discount fares offered by JAL and All Nippon Airways Co., Ltd. (“ANA”). *Id.*

11. In response to the CCAC, Defendants filed fourteen motions to dismiss, asserting a number of different attacks on the complaint. *See, e.g.*, ECF Nos. 243 (Continental), 287 (Philippine Airlines, Inc. and Vietnam Airlines Corporation), 288 (Philippine Airlines, Inc.), 290 (Joint Motion), 293 (Joint Motion of the European Carriers), 294 (Vietnam Airlines Corporation), 295 (ANA), 299 (Vietnam Airlines Corporation) 300 (EVA Airways), 303 (Cathay Pacific Airways), 304 (ANA, China Airlines, Ltd., and Thai Airways), 310 (Malaysian Airline System Berhad), 311 (Malaysian Airline System Berhad and Air New Zealand), and 312 (Thai Airways).

12. Defendants, either collectively or individually (and, in some instances, both), argued (1) that Plaintiffs had failed to allege a plausible conspiracy under *Twombly* and *Iqbal*, (2) that the filed-rate doctrine barred Plaintiffs’ claims, (3) that the claims were preempted through

1 the doctrine of implied preclusion, (4) that foreign treaties or “Air Services Agreements” among
 2 the various national governments provided the exclusive remedy and precluded Plaintiffs’ claims,
 3 (5) that the Foreign Trade Antitrust Improvement Act (“FTAIA”) completely barred the claims,
 4 (6) that the complaint failed to adequately allege fraudulent concealment for purposes of tolling
 5 the statute of limitations, (7) that the CCAC did not relate back to the filing of the original
 6 complaints, (8) that the federal aviation statutory scheme preempted Plaintiffs’ claims, (9) that the
 7 state action doctrine barred the claims, and (10) that the act of state doctrine barred the claims,
 8 amongst other more nuanced arguments. *See id.*

9 13. On May 9, 2011, this Court issued a detailed, 47-page Order, which largely
 10 sustained Plaintiffs’ allegations and rejected Defendants’ motions (ECF No. 467). As to all
 11 Defendants, this Court found that Plaintiffs had alleged a detailed, specific and plausible
 12 conspiracy regarding price-fixing on base fares and fuel surcharges. This Court also found that
 13 Defendants could not invoke the filed-rate doctrine to preclude Plaintiffs’ claims at the motion to
 14 dismiss phrase, holding that “[s]everal factual matters that would guide this Court in assessing
 15 Defendants’ arguments are currently undeveloped.” *Id.* at 467. The Court sustained Defendants’
 16 FTAIA arguments insofar as Plaintiffs’ allegations pertained to fares that originated overseas, but
 17 held that flight segments originating in the United States and traveling to Asia/Oceania were not
 18 barred. *Id.* at 5-13. Regarding the state action doctrine, the Court denied Defendants’ claims,
 19 finding that the doctrine applied to actions authorized and supervised by the states, not to actions
 20 between foreign governments. *Id.* at 24-25. The Court similarly rejected Defendants’ implied
 21 preclusion argument. *Id.* at 25-26. The Court also rejected Thai Airways’ and Vietnam Airways’
 22 argument that the act of state doctrine barred Plaintiffs’ claims – even soliciting the views of the
 23 State Department. *Id.* at 27-29. The Court also rejected arguments by several Defendants that the
 24 “Air Services Agreements” between foreign governments or between foreign governments and
 25 the United States provided the exclusive remedy and, therefore, barred the claims. In so ruling,
 26 the Court found no evidence that those agreements intended to bar private litigants, as opposed to
 27 setting forth the rights and obligations of the various governments. *Id.* at 36-38; 39; 43-44; 44-45;
 28 46-47. The Court similarly rejected Philippine Airlines’ argument that the *Noerr-Pennington*

1 doctrine barred the claims. *Id.* at 45. Finally, the Court sustained Defendants’ arguments that
2 Plaintiffs had not alleged “fraudulent concealment” sufficiently to toll the statute of limitations,
3 but granted leave to amend to comply with its ruling. *Id.* at 29-33.

4 14. On July 14, 2011, Plaintiffs’ filed their First Amended Consolidated Class Action
5 Complaint (“1st CAC”) (ECF No. 493). The 1st CAC expanded to 149-pages and added
6 significant detail regarding Defendants’ concealment of the price-fixing scheme. *See id.* Another
7 round of motions to dismiss ensued. *See, e.g.*, ECF Nos. 516, 518, 519, 520. The majority of the
8 pleadings challenges focused on the supposed inadequacy of Plaintiffs’ fraudulent concealment
9 allegations.

10 15. On September 30, 2011, by minute order, this Court rejected Defendants’
11 fraudulent concealment arguments and found that Plaintiffs had sufficiently tolled the statute of
12 limitations (ECF No. 553).

13 16. Plaintiffs were also forced to defend against several Defendants’ attempts to appeal
14 this Court’s orders on the motions to dismiss. ANA and China Airlines requested permission for
15 interlocutory appeal pursuant to 28 U.S.C. § 1292(b) (ECF No. 473). The European Carriers¹
16 similarly requested permission to appeal under Section 1292 (ECF No. 496). After opposition
17 from Plaintiffs, this Court denied the requests (ECF Nos. 488, 510). Thai Airways and Vietnam
18 Airlines also filed notices of appeal in response to this Court’s orders on the motions to dismiss
19 (ECF Nos. 479, 484). Plaintiffs’ filed motions to dismiss these appeals in the Ninth Circuit,
20 arguing that they were procedurally improper because the orders were not final, appealable
21 orders. On August 22, 2011, the Ninth Circuit agreed and dismissed the appeals (ECF Nos. 524-
22 25).

23 17. Plaintiffs have also borne the risks caused by inevitable delays in this litigation not
24 of their own making. Discovery was effectively stayed in the case pending resolution of the
25 Defendants’ motions to dismiss. Defendants’ filed their first round of motions to dismiss in the
26 fall of 2009. The motions were fully briefed by February 19, 2010 (ECF No. 367).

27
28 ¹ Air France, KLM and SAS.

1 18. On March 3, 2010, due to Japan Airlines, Ltd's ("JAL") bankruptcy filing in
 2 Japan, this Court held the motions to dismiss in abeyance to permit a determination on the scope
 3 of the stay from the Bankruptcy Court (ECF No. 372). After oral argument on the issue, the
 4 Bankruptcy Court determined that JAL's bankruptcy filing did not stay the case against the rest of
 5 the Defendants.

6 19. On November 1st and 2nd, 2010 – nearly a year after the motions were filed – oral
 7 argument was held on the motions to dismiss (ECF Nos. 440-442). On November 22, 2010, the
 8 case was again stayed as the Court solicited the views of the State Department, based on
 9 Defendants' arguments concerning the act of state doctrine (ECF No. 445, 455). On May 9, 2011,
 10 this Court entered its 47-page order granting in part and denying in part the motions to dismiss.
 11 In September of 2011, after the submission of a Consolidated Amended Class Action Complaint
 12 and another round of motions to dismiss, this Court found that Plaintiffs had adequately alleged
 13 fraudulent concealment and discovery in the case could begin in earnest (ECF No. 556).

14 **DISCOVERY**

15 20. As reflected in the Court's docket, Plaintiffs were forced to fight for every ounce
 16 of discovery that has been produced or that has occurred in this case.

17 **A. Written Discovery**

18 21. On January 26, 2010, Plaintiffs served their First Request for Production of
 19 Documents. This RFP included 61 requests and asked for a comprehensive set of financial,
 20 organizational, conspiracy-related and transactional documents. *Id.* Also on January 26, 2010,
 21 Plaintiffs propounded their First Set of Interrogatories, requesting that Defendants identify
 22 document custodians, employees that attended trade association events, inter-competitor
 23 communications, preservation efforts and facts related to their affirmative defenses.

24 22. On February 17, 2010, Plaintiffs served a comprehensive Fed. R. Civ. Proc.
 25 30(b)(6) notice, encompassing seventeen (17) topics relevant to this litigation. Instead of having
 26 deponents sit for depositions on each of these topics, Defendants provided narrative responses to
 27 the topics.

28 23. On July 8, 2011, Plaintiffs propounded another set of RFPs, focusing more

1 narrowly on specific conspiracy-related documents known to be in the files of some of the
2 Defendants. *Id.* Also on July 8, 2011, Plaintiffs served their Second Set of Interrogatories,
3 requesting additional inter-competitor communications concerning the allegations in the
4 complaint. *Id.*

5 24. On June 3, 2013, Plaintiffs propounded a Third Set of RFPs, requesting
6 Defendants' cost data. On the same day, Plaintiffs served a Third Set of Interrogatories also
7 designed to obtain important information concerning Defendants' cost inputs.

8 25. In the fall of 2013, Plaintiffs propounded a Fourth, Fifth, and Sixth RFP designed
9 at eliciting information relevant to Defendants' arguments concerning the filed-rate doctrine.
10 During this period, Plaintiffs propounded a Fourth Set of Interrogatories also probing Defendants'
11 filed-rate doctrine arguments.

12 26. As part of the discovery process, Class Counsel organized and attended several
13 proffer sessions where Settling Defendants provided Plaintiffs with information concerning the
14 alleged conspiracy and made their employees available for interviews and depositions.

15 **B. The Meet and Confer Process and Motion Practice Before the Court**

16 27. Subsequent to the service of the aforementioned discovery and multiple rounds of
17 objections from Defendants, the parties held extensive meet and confer negotiations over the
18 scope of the requests, document custodians, a search term protocol, an ESI protocol, a discovery
19 limitations/plan protocol, interim deadlines for the production of documents, and a deposition
20 protocol. In many cases, these negotiations required the intervention of Magistrate Judge Ryu
21 through motions to compel.

22 28. On June 14, 2010, Plaintiffs filed a motion to compel the production of
23 information residing with third-party, ATPCO (ECF No. 392). Obtaining information from the
24 ATPCO database was critical to Plaintiffs' prosecution of the case. The motion resulted in an
25 extensive stipulation between all parties concerning the production of information residing on the
26 ATPCO database (ECF No. 396).

27 29. On September 16, 2011, Plaintiffs filed a motion to compel ANA and China
28 Airlines to provide further documents and discovery responsive to conspiracy-related information

1 and transactional data (ECF No. 546). After proceedings before Judge Ryu, the parties reached
2 an agreement for searching and producing relevant documents. See, e.g., ECF No. 583. Plaintiffs
3 similarly filed a motion to compel Defendants to produce documents related to the Air Cargo
4 litigation (ECF No. 601). Thereafter, a series of letter briefs and updates were provided to the
5 Court, resulting in a protocol to provide Plaintiffs with access to Defendants' Air Cargo
6 productions (ECF No. 630-631).

7 30. Several Defendants also asserted that "foreign-blocking statutes" prohibited them
8 from providing otherwise responsive discovery. Plaintiffs were thus similarly required to file
9 motions to compel. For example, on August 28, 2012, Plaintiffs and Philippine Airlines
10 submitted a joint letter brief to the Court regarding an alleged Philippine blocking statute (ECF
11 No. 642, 658). On September 14, 2012, Magistrate Judge Ryu issued an order largely sustaining
12 Plaintiffs' motion (ECF Nos. 655, 660).

13 31. Due to the difficulty in actually obtaining a substantive production from the
14 Defendants, Plaintiffs filed discovery letters with Magistrate Judge Ryu for the purpose of
15 establishing interim discovery and production deadlines (ECF No. 668). Judge Ryu ordered the
16 parties to provide subsequent notices, updating the court on the status of the negotiations. This
17 process resulted in a Stipulated Order, requiring Defendants to make substantial productions by
18 dates certain (ECF No. 683). This process also resulted in a Stipulated Order concerning
19 deposition limits (ECF No. 691). Over the objections of ANA, the Court entered an order
20 concerning deposition limits applying to it. On February 21, 2013, Plaintiffs submitted a
21 discovery status report to Magistrate Judge Ryu, reporting on the progress they had made with the
22 various Defendants concerning search terms, custodians, transactional data, and other discovery
23 matters (ECF No. 693).

24 32. On March 21, 2014, Plaintiffs and ANA filed another joint letter brief concerning
25 the deposition of its CEO, Osamu Shinobe (ECF No. 881). ANA refused to produce Mr. Shinobe
26 for deposition. Plaintiffs moved to compel, arguing that Mr. Shinobe's testimony was potentially
27 relevant to the fuel surcharge price-fixing conspiracy. Magistrate Judge Ryu agreed, and
28 compelled ANA to produce Mr. Shinobe in Japan (ECF No. 867). During the same proceeding,

1 Magistrate Judge Ryu denied Defendants' request that Plaintiffs produce their experts' searches in
2 the ATPCO database (ECF No. 864).

3 33. In connection with Defendants' summary judgment motions regarding the filed-
4 rate doctrine, Plaintiffs were also forced to file motions to compel further discovery responses
5 demonstrating the level of supervision, or lack thereof, of the Department of Transportation over
6 Defendants' fares and fuel surcharges. See, e.g., ECF Nos. 819, 820. Magistrate Judge Ryu
7 granted the motions (ECF No. 862). Defendants' answers to that discovery were cited by this
8 Court in denying Defendants' summary judgment motions based on the filed-rate doctrine. *See In*
9 *re Transpacific Passenger Air Transportation Antitrust Litig.*, No. 07-cv-05634-CRB, 2014 U.S.
10 Dist. LEXIS 134104, *n4, *53, *59-60, *n34 (N.D. Cal., Sept. 23, 2014).

11 **C. Defendants' Document Productions and Plaintiffs' Review Efforts**

12 34. Despite the vigorous opposition of defense counsel, Plaintiffs obtained 1.7 million
13 documents, totaling almost 7 million pages. Defendants produced documents from over 374
14 document custodians.

15 35. This documentary evidence was thoroughly reviewed, analyzed, coded and
16 organized by a team of lawyers through an electronic review platform. Through the use of
17 targeted searches and other search devices and protocols, counsel reviewed close to a million
18 pages of documents. This process identified the important evidence in this case. The process was
19 made all the more complex because many of the documents were provided in foreign languages.
20 These documents required review by attorneys fluent in those foreign languages, who then had to
21 determine which documents were sufficiently relevant to the litigation to require full English
22 translations and, in certain cases, certified translations for use in depositions. Though expensive
23 and time consuming, the online database and process developed by Class Counsel permitted
24 Plaintiffs to efficiently prioritize documents and custodians.

25 36. In order to contain costs and maintain resources for the benefit of the Class, Co-
26 Lead Class Counsel made the decision that no document reviewer could bill at a rate higher than
27 \$300 per hour for initial document review. Foreign language document reviewers were given a
28 cap of \$375 per hour.

1 37. Co-Lead Class Counsel assigned attorneys from many of the Supporting Counsel
2 firms to assist in the document review process. Each reviewer was provided with a detailed
3 memorandum regarding the various theories in the case, the existing facts and evidence
4 supporting that theory, and materials required to assist them in the document review. The
5 attorneys were then trained on the software and how to manage the documents that were reviewed
6 and coded (i.e., the workflow process).

7 38. During the initial discovery phase and particularly in the deposition phase, the
8 document review required the daily commitment of at least one attorney or paralegal from the
9 CPM office. Because the document review platform was being managed at CPM's offices, the
10 process also involved significant communications with IT specialists to manage, load and assist in
11 the rolling document productions. Although the ESI protocols were negotiated and agreed to by
12 all parties, Class Counsel experienced numerous issues related to the loading of data onto the
13 database. While these issues were technical in nature, they required meet and confers with the
14 Defendants and significant time spent with Plaintiffs' own consulting ESI experts.

15 39. Plaintiffs also propounded requests designed to elicit Defendants' transactional
16 data. Plaintiffs were required to participate in countless and protracted meet and confers with
17 Defendants in order to understand the data and provide it in a useful format for Plaintiffs' experts.
18 Follow-up meet and confers were needed when Plaintiffs' experts had additional questions.

19 40. In addition to the offensive discovery outlined above, Plaintiffs were required to
20 respond to discovery and to produce relevant documents to Defendants. Plaintiffs made their first
21 production of documents on August 24, 2011 and made subsequent productions on December 9,
22 2011, January 10, 2012, March 4, 2013, and March 15, 2013. Class Counsel spent significant
23 time responding to Defendants' discovery requests and assisting Class Representatives in the
24 search and production of relevant document. Plaintiffs also spent substantial time responding to
25 Defendants' contention interrogatories.

26 **D. Depositions**

27 41. Class Counsel and Supporting Counsel also spent significant time preparing for
28 and taking the depositions of Defendants' employees and former employees. CPM's own

1 attorneys, including the undersigned, were involved extensively in depositions of Defendants'
 2 witnesses. Conspiracy cases are document heavy and require a large number of depositions.

3 42. All told, Plaintiffs took 62 depositions of Defendants' employees or former
 4 employees in either their Fed. R. Civ. Proc. 30(b)(1) or 30(b)(6) capacity. Of these 62
 5 depositions, 36 required an interpreter, thus substantially prolonging the length of the deposition.
 6 Plaintiffs also took 3 third-party depositions, for a total of 65 depositions.

7 43. In many cases, Defendants refused to bring their deponents to the United States for
 8 deposition, thus requiring several trips to foreign countries, such as Australia, Japan, Hong Kong,
 9 Taiwan and Singapore. Adding to the complexity, deponents in Japan are precluded from
 10 appearing voluntarily. Class Counsel, therefore, was required to file motions with the Court,
 11 obtain deposition rooms at the U.S. Consulate or Embassy, and procure a deposition visa after a
 12 diplomatic exchange between the United States and Japan (ECF Nos. 737, 889). Additionally,
 13 some former employees refused to appear voluntarily, thus requiring Plaintiffs to utilize the time-
 14 consuming and inefficient Hague Process to compel their attendance at important depositions
 15 (ECF Nos. 796, 803-805, 891).

16 44. In connection with Defendants' summary judgment motions regarding the filed-
 17 rate doctrine, Plaintiffs propounded additional discovery, took the depositions of the Defendants'
 18 fact declarants, and took a third-party deposition of Joanna Bryant, ATPCO's declarant in support
 19 of Defendants' motions.

20 45. The above-numbers only apply to the taking of depositions. But Plaintiffs were
 21 also required to defend numerous depositions. Defendants deposed all of the present Class
 22 Representatives – requiring Plaintiffs to defend a total of 15 such depositions. Similarly, in
 23 connection with Plaintiffs' Opposition to Defendants' summary judgment motions regarding the
 24 filed-rate doctrine, Class Counsel had to prepare for and defend 3 expert depositions.

25 **SUMMARY JUDGMENT AND APPEALS**

26 46. Between September 10, 2013 and December 17, 2013, ANA, Air New Zealand,
 27 Cathay Pacific, China Airlines, EVA Airways, Philippine Airlines, Qantas, Singapore Airlines,
 28 and Thai Airways all filed summary judgment motions regarding the filed-rate doctrine. In

1 addition to filing individual motions, all of these Defendants – with the exception of ANA – also
2 joined in a joint summary judgment motion. Each submission was supported by one and
3 sometimes two fact declarants. See ECF Nos. 724, 725, 728, 731, 753, 763, 792. The joint
4 summary judgment motion was supported by the declaration of Joanna Bryant – a declarant from
5 ATPCO.

6 47. As noted previously, in anticipation of these motions, Plaintiffs engaged in
7 extensive discovery, some of which required motion practice before Magistrate Judge Ryu. This
8 motion practice was resolved in favor of Plaintiffs. Class Counsel propounded two sets of
9 requests for production, two sets of interrogatories, and one set of requests for admission in order
10 to fully understand the role, if any, the Department of Transportation played in allegedly
11 supervising Defendants' fares and to obtain crucial admissions from Defendants. Class Counsel
12 also engaged in the *Touhy*-process to determine whether Defendant had in fact solicited the views
13 of the Department of Transportation, as requested by this Court.

14 48. In opposing the motions, Plaintiffs exhaustively researched the filed-rate doctrine
15 and federal preemption case law, as well as the statutory and regulatory underpinnings of United
16 States' aviation law and policy.

17 49. In support of its Opposition, Plaintiffs also consulted with and retained three
18 experts to provide expert testimony through the submission of extensive declarations (ECF Nos.
19 872, 873, 874). As previously noted, Plaintiffs also prepared for and defended the depositions of
20 these three experts.

21 50. In response to Defendants' motions, Class Counsel submitted one omnibus
22 Opposition – totaling 60-pages (ECF No. 869).

23 51. During the pendency of Defendant's motion for summary judgment, Plaintiffs
24 reached settlements with Cathay Pacific, Qantas Airways, Singapore Airlines Ltd., and Thai
25 Airways. As a result, these Settling Defendants withdrew their summary judgment motions (ECF
26 Nos. 839, 920, 932, and 933).

27 52. On September 23, 2014, the Court granted in part and denied in part Defendants'
28 motions, keeping the vast majority of the claims in the case against Defendants. *See In re*

1 *Transpacific Passenger Air Transportation Antitrust Litig.*, No. 07-cv-05634-CRB, 2014 U.S.
2 Dist. LEXIS 134104 (N.D. Cal. Sept. 23, 2014). All of the remaining Defendants filed petitions
3 for interlocutory review in the Ninth Circuit Court of Appeals.

4 53. Plaintiffs vigorously fought the appeal. CPM spent extensive time researching and
5 writing the relevant appellate briefs. CPM also spent extensive time strategizing and preparing
6 for oral argument before the Ninth Circuit Court of Appeals, including participation in a moot
7 court session. CPM presented oral argument before the Ninth Circuit Court of Appeals on January
8 13, 2017. On April 14, 2017, the Ninth Circuit Court of Appeals affirmed this Court's summary
9 judgment order and denied defendants' appeal. *See Wortman v. All Nippon Airways*, 854 F.3d
10 606 (9th Cir. 2017). Defendants' request for rehearing and rehearing *en banc* were denied.

11 54. As noted in more detail *infra*, while the appeal was pending Plaintiffs were
12 successful in negotiating a settlement with China Airlines for a total of \$19.75 million.

13 55. Defendants All Nippon Airways Co., Ltd. and EVA Airways Corp. filed a Petition
14 for Writ of Certiorari to the United States Supreme Court on October 18, 2017. CPM and its
15 attorneys spent significant time drafting and responding to Defendants Petition for Writ of
16 Certiorari. Plaintiffs opposed this motion on February 9, 2018. The United States Supreme Court
17 denied All Nippon Airways Co., Ltd. and EVA Airways Corp. Petition for Writ of Certiorari on
18 March 19, 2018.

19 56. During this time period, Plaintiffs also settled with EVA Airways Corp. for a total
20 of \$21.25 million.

21 57. All Nippon Airways Co., Ltd., however, continues to vigorously litigate their
22 defense against Plaintiffs' claims. On May 7, 2018, ANA filed a Motion for Summary Judgment
23 on Plaintiffs' damages claims in the Second Amended Consolidated Class Action Complaint
24 (ECF No. 1158), arguing that Plaintiffs in the *Satogaeri* class were indicated purchasers not
25 entitled to recover under the Sherman Act. Plaintiffs once again intensely fought this motion, and
26 prevailed on June 29, 2018 when the Court denied the Summary Judgment motion (ECF No.
27 1194).

28 58. As noted in more detail *infra*, Plaintiffs also had to engage in extensive appellate

1 advocacy protecting this Court's decision to finally approve the Round 1 settlements. In response
 2 to this Court's order finally approving the Round 1 settlements (*see* ECF No. 1009), Objector
 3 Amy Yang appealed this Court's decision, raising a number of arguments about the settlements.
 4 On June 26, 2017, the Ninth Circuit Court of Appeals rejected those arguments in full and
 5 affirmed this Court's order approving the settlements. *See Wortman v. Yang (In re Transpacific*
 6 *Passenger Air Transp. Antitrust Litig.)*, 707 Fed. Appx. 554 (9th Cir. 2017).

7 SETTLEMENTS AND MEDIATION

8 59. Commencing in late 2008, Class Counsel and JAL began settlement discussions.
 9 These discussions continued and the parties were close to reaching a tentative agreement when
 10 JAL filed for bankruptcy protection under the laws of Japan and sought and was granted a stay of
 11 this litigation against it. In mid-2010, while bankruptcy proceedings were still pending, JAL and
 12 Plaintiffs executed a settlement agreement that reflected the financial condition of JAL. In
 13 addition to providing substantial cooperation to the Class, the JAL settlement agreement provided
 14 a payment of \$10 million. Additional motion practice was held before the bankruptcy court (ECF
 15 No. 326, 373, 379-80).

16 60. In or around mid-2012, Class Counsel began settlement negotiations with counsel
 17 for Air France. These negotiations resulted in a November 15, 2012 settlement agreement that
 18 provided for cooperation and a payment of \$876,000 to the Class.

19 61. Also in or around mid-2012, Class Counsel began settlement discussions with
 20 Malaysian Air. These settlement talks resulted in the execution of a settlement agreement on June
 21 11, 2013, providing for cooperation and a payment of \$950,000 to the Class.

22 62. In or around mid-2013, Class Counsel began settlement discussions with Vietnam
 23 Airlines. These settlement discussions resulted in the execution of a settlement agreement on July
 24 1, 2013, providing for cooperation and a payment of \$735,000 to the Class.

25 63. Also in or around mid-2013, Class Counsel engaged in settlement discussions with
 26 Thai Airways. These negotiations resulted in a settlement agreement with Thai Airways on
 27 December 23, 2013, providing for cooperation and a payment of \$9.7 million.

28 64. In or around mid-2014, while the summary judgment motions were pending, Class

1 Counsel and Cathay Pacific participated in a mediation before the Honorable Judge James
2 Robertson, Ret., United States District Court for the District of Columbia. The mediation resulted
3 in the execution of a settlement agreement on July 22, 2014, providing for cooperation and a
4 payment of \$7,500,000 to the Class.

5 65. Similarly, in the summer of 2014 Class Counsel and Qantas engaged in settlement
6 discussions that culminated in the execution of a settlement agreement on August 8, 2014,
7 providing for cooperation and a payment of \$550,000, plus an additional \$100,000 towards the
8 cost of class notice.

9 66. Finally, Class Counsel and Singapore Airlines had discussed the possibility of
10 settlement since early 2014. Those discussions culminated in the execution of a settlement
11 agreement on August 13, 2014, providing for cooperation and a payment of \$9,200,000 to the
12 Class.

13 67. Each of the foregoing settlements was premised on the following considerations:
14 (1) the financial health of the airline, particularly in the case of JAL, (2) the evidentiary record as
15 of the date of the settlement agreement, (3) Defendants' agreement to provide cooperation to the
16 Class, (4) the volume of air traffic for U.S. originating travel, except in the case with JAL where
17 JAL's overall commerce to and from the United States was analyzed, and (5) the Settling
18 Defendants' legal defenses. The settlements reached with Settling Defendants create a Settlement
19 Fund of \$39,502,000.

20 68. As noted, a single objector, Amy Yang, objected to these settlements and class
21 certification on April 17, 2015 (ECF No. 993). Plaintiffs' fought this objection in their motion for
22 final approval (ECF No. 999). Plaintiffs prevailed on the motion for final approval (ECF No.
23 1009). Yang appealed this ruling to the Ninth Circuit Court of Appeals (Case No. 15-16280, ECF
24 No. 8). Plaintiffs responded to this appeal on January 4, 2016 (ECF No. 21). The Ninth Circuit
25 Court of Appeals denied Yang's appeal, and upheld the decision of the District Court on June 26,
26 2017 (ECF No. 44-1). Yang filed a Petition Rehearing with the Ninth Circuit Court of Appeals,
27 which was again rejected on August 2, 2017.

28 69. This Court granted final approval of settlements with JAL, Air France, Cathay

1 Pacific, Malaysian Air, Qantas Airways, Singapore Airlines, Thai Airways, and Vietnam Airlines,
2 on May 26, 2015 (ECF No. 1009).

3 70. CPM worked closely with the notice provider throughout the claims process. CPM
4 also assisted several class members with submissions of their claims.

5 71. Before each subsequent Settlement was reached with Defendants Philippine
6 Airlines, Air New Zealand, China Airlines, and EVA Airways Corporation, CPM spent
7 significant time investigating the claims against each of these airlines, including through
8 extensive discovery and proffer sessions from previously-settling Defendants. Given the
9 procedural status of this litigation, including the completion of fact discovery long ago, Class
10 Counsel had significant knowledge of the evidence regarding each Settling Defendants' alleged
11 conspiratorial conduct and the strengths and weaknesses of Plaintiffs' claims and each
12 Defendants' asserted defenses. Class Counsel used discovery materials, as well as information
13 obtained from other already-settled Defendants, to evaluate each Settling Defendant's position
14 and negotiate a fair settlement.

15 72. While Defendants' Summary Judgment motion on filed rate doctrine was on
16 appeal, and prior to oral argument before the Ninth Circuit Court of Appeals, Plaintiffs reached a
17 settlement with Philippine Airlines on January 3, 2017, providing for cooperation and a payment
18 of \$9,000,000. Plaintiffs subsequently also reached a settlement with Air New Zealand on
19 January 9, 2017, providing for cooperation and payment of \$650,000.

20 73. After Plaintiffs' oral argument before the Ninth Circuit, but prior to any decision
21 by the panel, China Airlines and Plaintiffs agreed to mediation before the Honorable Vaughn R.
22 Walker. CPM participated in drafting a mediation statement, reviewing documents and
23 transactional data in preparation for the mediation, and actively participated in the mediation
24 session with China Airlines that occurred over the course of two days. The mediation resulted in
25 the execution of a settlement agreement on December 11, 2017, providing for cooperation and a
26 total payment of \$19,750,000 for the benefit of the class.

27 74. During the time the Petition for Writ of Certiorari was pending before the United
28 States Supreme Court, Plaintiffs continued to engage in settlement discussions with EVA Airways

1 Corp., and agreed to mediation before Robert A. Meyers, Esq. of JAMS. CPM participated in
 2 drafting a mediation statement, reviewing documents and transactional data in preparation for the
 3 mediation, and actively participated in the mediation session with EVA Airways Corporation.
 4 The mediation resulted in the execution of a settlement agreement on February 27, 2018,
 5 providing for cooperation and a payment of a total of \$21,250,000 for the benefit of the class.
 6 This settlement was reached just prior to the Court denying the Petition for Writ of Certiorari.

7 75. Each of the foregoing settlements was premised on the following considerations:
 8 (1) the financial health of the airline, (2) the evidentiary record as of the date of the settlement
 9 agreement, (3) Defendants' agreement to provide cooperation to the Class, (4) the volume of air
 10 traffic for U.S. originating travel, and (5) the Settling Defendants' legal defenses. The settlements
 11 reached with Settling Defendants create a Settlement Fund of \$50,150,000.

12 76. This Court granted preliminarily approval of the settlements with Philippine
 13 Airlines, Air New Zealand, China Airlines, and EVA Corporation, on May 16, 2018 (ECF No.
 14 1161). CPM worked closely with the notice provider to ensure notice was published in
 15 accordance with Notice Program and publication schedules attached as Exhibits to the
 16 Declaration of Dr. Shannon R. Wheatman (ECF No. 1160-2). CPM will attend a final approval
 17 hearing on the above referenced settlements before this Court on September 14, 2018 (ECF No.
 18 1177).

19 **CLASS CERTIFICATION AND EXPERTS**

20 77. CPM was instrumental in researching, preparing and filing Plaintiffs' Motion for
 21 Class Certification (ECF No. 1119). The challenges raised by Defendants not only required
 22 significant legal analysis, including on novel issues, but in many cases demanded fact-intensive
 23 responses. CPM spent hours reviewing and choosing key liability evidence, market information,
 24 fuel costs, evidence related to travel agents, and various fare information. CPM was instrumental
 25 in marshalling supporting evidence from the vast number of documents produced, deposition
 26 testimony, and/or expert reports.

27 78. The challenges raised by Defendants required intense attention by Class Counsel
 28 and often their experts. CPM worked extensively with their economists, including several

1 meetings and teleconferences , to conduct analysis of the air travel industry, fuel surcharges and
2 fares. As previously stated, CPM also worked very closely with the experts on discovery and in
3 preparation for their depositions. CPM also assisted in preparing and defending Russell W.
4 Mangum III, Ph.D. at his deposition in Orange County, California.

5 79. Since the filing of class certification, ANA filed a motion to strike to exclude the
6 expert report and testimony of Plaintiffs' expert Russell W. Mangum III, Ph.D. (ECF No. 1206).
7 Plaintiffs' also filed a motion to strike ANA's motion to strike expert testimony of Russell W.
8 Mangum III, Ph.D. (ECF No. 1207).

9 80. CPM attended a hearing before this Court, and presented oral argument on the
10 class certification motion pending before this Court on August 3, 2018. At the hearing, the Court
11 granted the Plaintiffs' motion for class certification.

12 PRETRIAL AND TRIAL PREP

13 81. On February 2, 2018 the Court ordered a trial date to be set for July 9, 2018, which
14 has since been vacated. In preparation for this trial date, CPM began extensively preparing for
15 trial against remaining defendant All Nippon Airways. CPM began preparing, reviewing and
16 indexing trial exhibits, organizing certified translations pertaining to exhibits, reviewing and
17 designating deposition testimony/video and reviewing and designating discovery responses. CPM
18 also prepared trial strategy memos and materials for use throughout the duration of pretrial and
19 trial.

20 82. Attached hereto as **Exhibit 2** is my firm's total hours and lodestar, computed at
21 historical rates, for the period of March 1, 2015 through May 16, 2018. The total number of hours
22 spent by CPM during this period of time was 2,395.20, with a corresponding lodestar of
23 \$1,239,844.00. This summary was prepared from contemporaneous, daily time records regularly
24 prepared and maintained by my firm. The lodestar amount reflected in **Exhibit 2** is for work
25 assigned and/or approved by Co-Lead Counsel, and was performed by professional staff at my
26 law firm for the benefit of the Class.

27 83. The lodestar amount of \$1,239,844.00 is only for the time period since the last fee
28 petition. As noted, it relates to the time period of March 1, 2015 through May 16, 2018. In

1 connection with the Round 1 Settlements, CPM submitted its time which amounted to a total
 2 lodestar for the previous period of \$6,397,085.50. *See* Declaration of Steven N. Williams in
 3 Support of Plaintiffs' Motion for Award of Attorneys' Fees, Reimbursement in Expenses and
 4 Class Representative Incentive Awards (ECF No. 987). CPM's total lodestar, therefore, in the
 5 case thus far is \$7,636,929.50.

6 84. The hourly rates for the attorneys and professional support staff in my firm
 7 included in **Exhibit 2** are the usual and customary hourly rates charged by CPM during that time
 8 frame.

9 85. My firm has expended a total of \$11,449.33 in unreimbursed costs and expenses
 10 in connection with the prosecution of this litigation during the time period of March 1, 2015
 11 through May 16, 2018. These costs and expenses are broken down in the chart attached hereto as
 12 **Exhibit 3**. They were incurred on behalf of Plaintiffs by my firm on a contingent basis, and have
 13 not been reimbursed. The expenses incurred in this action are reflected on the books and records
 14 of my firm. These books and records are prepared from expense vouchers, check records and
 15 other source materials and represent an accurate recordation of the expenses incurred.

16 86. Throughout this litigation, CPM has paid a total of \$263,750.00 in assessments for
 17 the joint prosecution of the litigation against the Defendants.

18 87. I have reviewed the time and expenses reported by my firm in this case which are
 19 included in this declaration, and I affirm that they are true and accurate.

20 I declare under penalty of perjury under the laws of the United States of America that the
 21 forgoing is true and correct.

22 Executed this 6th day of August, 2018 at Burlingame, California.

23
 24 /s/ Adam J. Zapala
 ADAM J. ZAPALA

EXHIBIT 1

COTCHETT, PITRE & McCARTHY, LLP

ATTORNEYS AT LAW

SAN FRANCISCO BAY AREA | LOS ANGELES | NEW YORK

WWW.CPMLEGAL.COM

ADVOCATES FOR JUSTICE

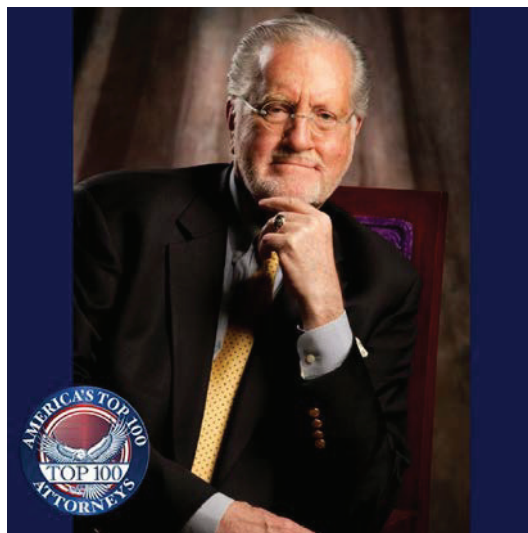


*"The attorneys ... displayed truly exceptional levels of skill and tenacity."
- Judge of the U.S. District Court*

OUR FIRM

Cotchett, Pitre & McCarthy, LLP based on the San Francisco Peninsula for over 45 years, engages exclusively in litigation and trials. The firm's dedication to prosecuting or defending socially just actions has earned it a national reputation. With offices in Burlingame, Los Angeles and New York, the core of the firm is its people and their dedication to principles of law, their work ethic and commitment to justice.

Most clients are referred by other lawyers, who know of the firm's abilities and reputation in the legal community. We are trial lawyers dedicated to achieving justice.



"The Cotchett firm has few peers that equal their ability in litigation. Their commitment to the cause of justice and their ethical standards stand apart. They are people who give back to the community and give lawyers a good name."
— Judge of the Superior Court (Retired)

PRACTICE AREAS

CPM represents Plaintiffs and Defendants in a wide range of areas, including:

- Antitrust & Global Competition
- Aviation / Helicopter Accidents
- Commercial Litigation
- Consumer Protection Litigation
- Defective Products / Mass Torts
- Elder Abuse
- Employment Law
- Environmental Litigation
- False Claims / Whistleblower Law
- First Amendment Defense
- Intellectual Property
- Municipal & Public Entity Litigation
- Personal Injury & Wrongful Death
- Pharmaceutical Litigation
- Securities / Financial Fraud
- Shareholder Rights / Corporate Governance

***“This court has had the distinct pleasure of having the parties in this case represented by some of the finest attorneys not only in this state but in the country.” Cotchett, Pitre & McCarthy has “well reputed experience in [consumer fraud] litigation.”
- Judge of the U.S. District Court***

LOCATIONS

SAN FRANCISCO BAY AREA

San Francisco Airport Office
840 Malcolm Road, Suite 200
Burlingame, CA 94010

T: 650.697.6000
F: 650.697.0577

LOS ANGELES

2716 Ocean Park Blvd.
Suite 3088
Santa Monica, CA 90405

T: 310.392.2008
F: 310.392.0111

NEW YORK

40 Worth Street
10th Floor
New York, NY 10013

T: 212.201.6820
F: 646.219-6678



ANTITRUST CASES

In re Auto Parts Antitrust Litigation **USDC, Eastern District of Michigan**

CPM is co-lead counsel on behalf of consumers against suppliers of automotive parts, alleging that defendants engaged in a conspiracy that lasted over a decade to fix the prices of various automotive parts sold to automobile manufacturers, such as Toyota, Honda, and Nissan. The case involves one of the largest conspiracies in history.

CPM has heavily litigated and prevailed on many motions filed by Defendants. CPM manages discovery and document review which entails millions of pages of documents. CPM has also dedicated a significant amount of time and resources to depositions, interviews, proffers, negotiations, and mediations which has led to settlements with several Defendants.

To date, CPM and its two co-lead counsel have secured settlements on behalf of the class in excess of \$1.1 billion.

In re Domestic Airline Travel Antitrust Litigation **USDC, District of Columbia**

CPM and Adam J. Zapala have been appointed Co-Lead Counsel on behalf of Plaintiffs against Defendants American Airlines, Inc., Delta Airlines, Inc., Southwest Airlines Co., and United Airlines, Inc., who are alleged to have conspired to fix, raise, maintain, and/or stabilize prices for air passenger transportation services within the United States, its territories and the District of Columbia in violation of Sections 1 and 3 of the Sherman Antitrust Act (15 U.S.C. §§ 1, 3), by, inter alia, colluding to limit capacity on their respective airlines.

To date, CPM and its co-counsel have secured settlements on behalf of the class in excess of \$60 million.

In re Capacitors Antitrust Litigation **USDC, Northern District of California**

CPM is Lead Counsel and represents indirect purchasers of capacitors against Defendants, the leading manufacturers of capacitors sold in the United States, for allegedly engaging in two massive and separate conspiracies to unlawfully inflate, fix, raise, maintain or artificially stabilize the prices of electrolytic and film capacitors, respectively.

CPM has extensively engaged in discovery, propounding and responding to numerous written discovery requests. CPM has also developed and implemented intricate document review procedures for purposes of defeating motions to dismiss and contesting summary judgment motions on limited time.

To date, CPM has secured settlements with several Defendants on behalf of the class, totaling over \$70 million.

In re Resistors Antitrust Litigation
USDC, Northern District of California

The Court appointed CPM as sole Lead Counsel on behalf of a class of indirect purchaser plaintiffs of resistors purchased from defendants who allegedly conspired to unlawfully inflate, fix, raise, maintain or artificially stabilize prices.

In re Lithium Batteries Antitrust Litigation
USDC, Northern District of California

The Court appointed CPM as Co-Lead Counsel on behalf of indirect purchasers of lithium-ion rechargeable batteries who allege that defendants conspired to fix the price of those products. CPM has been extensively involved in the review of millions of pages of documents, the production of Plaintiffs' documents, propounding and responding to discovery, and depositions.

To date, CPM and its co-counsel have secured \$64.45 million in settlements on behalf of the class.

In re Generic Pharmaceuticals Pricing Antitrust Litigation
USDC, Eastern District of Pennsylvania

CPM and Adam J. Zapala have been appointed as a steering committee member in a case brought by indirect purchasers of generic drugs to recoup overcharges that resulted from Defendants' alleged price-fixing conspiracy. On January 9, 2017, two executives of a manufacturer of generic doxycycline pled guilty in federal court in the Eastern District of Pennsylvania to criminal price-fixing, thereby confirming the existence of a conspiracy among manufacturers to fix prices.

In re Broiler Chicken Antitrust Litigation
USDC, Northern District of Illinois

CPM is Co-Lead Counsel and represents commercial and institutional indirect purchasers who allege Defendants implemented and executed a conspiracy to fix, raise, maintain, and stabilize the price of Broilers by coordinating their output and limiting production with the intent and expected result of increasing prices of Broilers in the United States. In furtherance of their conspiracy, Defendants exchanged detailed, competitively sensitive, and closely-guarded non-public information about prices, capacity, sales volume, and demand, including through third party co-conspirator Agri Stats.

In re Transpacific Passenger Air Transportation Antitrust Litigation
USDC, Northern District of California

CPM is Co-Lead counsel for a proposed class of purchasers who allege that they paid fuel surcharges illegally charged by Defendants on long-haul passenger flights for transpacific routes. Throughout the course of this heavily litigated case, Plaintiffs filed a comprehensive consolidated amended complaint detailing Defendants' alleged violations. CPM defended and, on the whole, prevailed after extensive rounds of hard-fought motions to dismiss and for

summary judgment, with arguments covering such complex regulatory areas as the filed-rate doctrine, the act of state doctrine, the state action doctrine, implied preclusion, federal preemption and the sufficiency of the conspiracy allegations under *Twombly* and *Iqbal*, amongst several other attacks on the pleadings. CPM has moved for class certification.

In re Qualcomm Antitrust Litigation
USDC, Northern District of California

CPM and Joseph W. Cotchett have been appointed Co-Lead counsel for plaintiffs' who allege that Qualcomm monopolized the market and engaged in other anticompetitive conduct in the market for cellular devices and modem chips.

In re Cathode Ray Tube (CRT) Antitrust Litigation
USDC, Northern District of California

CPM is an Executive Committee Member and represents a class of direct purchaser plaintiffs against manufacturers of cathode ray terminals ("CRT") who allege that the prices were artificially raised, maintained or stabilized at a supra-competitive level by Defendants and their co-conspirators.

In re Optical Disk Drive (ODD) Antitrust Litigation
USDC, Northern District of California

CPM is a member of the executive committee in this multidistrict litigation alleging a conspiracy that manufacturers of optical disk drives ("ODD") fixed prices of ODDs sold directly to Plaintiffs in the United States.

Plaintiffs reached \$74,750,000 in settlements.

In re Static Random Access Memory (SRAM) Antitrust Litigation
USDC, Northern District of California

The Court appointed CPM as sole Lead Counsel for direct purchaser plaintiffs of Static Random Access Memory ("SRAM") chips. Important legal rulings were reached on cutting edge issues such as standing of class representatives and the proper showing for class certification. (Settled, 2011).

CPM successfully secured a \$77 million settlement on behalf of plaintiffs.

In re Dynamic Random Access Memory (DRAM) Antitrust Litigation
USDC, Northern District of California

CPM served as chair of the Discovery Committee in a multidistrict litigation arising from the alleged price-fixing of DRAM, a form of computer memory. Shortly before the scheduled trial, class counsel reached settlements with the last remaining defendants, bringing the total value of the *class settlements to over \$325 million.*

In re Parking Heaters Antitrust Litigation
USDC, Eastern District of New York

CPM serves as Liaison Counsel for indirect purchaser plaintiffs who purchased air and coolant parking heaters aftermarket for commercial vehicles from Defendants.

Freight Forwarders Antitrust Litigation
USDC, Eastern District of New York

CPM is Co-Lead Counsel for purchasers of Freight Forwarding services in the United States and filed a complaint alleging that the major providers of Freight Forwarding conspired to fix the prices of such services in violation of U.S. federal antitrust law (15 U.S.C. § 1).

CPM was instrumental in securing approximately \$450 million in settlements with defendants for the benefit of the class.

In re International Air Transportation Surcharge Antitrust Litigation
USDC, Northern District of California

CPM served as Co-Lead Counsel for a class of purchasers who alleged that they paid fuel surcharges illegally charged by Defendants on long-haul passenger flights for transatlantic routes. (Settled, 2009).

Plaintiffs secured settlements on behalf of the class with Defendants Virgin Atlantic Airways, LTD and British Airways Plc worth approximately \$204 million.

Air Cargo Shipping Services Antitrust Litigation
USDC, Eastern District of New York

CPM, along with co-counsel, was the court-appointed lead counsel for a proposed class of U.S. indirect purchasers of international air freight services. The case alleged that the providers of international air freight services conspired to fix the prices of such services, including fuel surcharges. The case named almost forty international air freight carriers as Defendants. The claims of the United States indirect purchasers were brought under the antitrust laws and consumer protection laws of various U.S. states. The Court granted approval to a settlement with Defendants Deutsche Lufthansa AG, Lufthansa Cargo AG, and Swiss International Air Lines, Ltd. (Settled, 2009).

In re: Plasma Derivative Protein Therapies Antitrust Litigation
USDC, Northern District of California

CPM was lead counsel for indirect purchasers in this antitrust class action alleging price-fixing in the market for the life-saving blood products albumin and immunoglobulin.

Webkinz Litigation, Nuts for Candy v. Ganz Inc., et al.

USDC, Northern District of California

CPM was lead counsel representing a proposed class of persons or entities in the United States who ordered Webkinz from Ganz Inc. on the condition that they also order products from Ganz's "core line" of products. The complaint alleged that Ganz conditioned the purchase of its popular Webkinz plush line toy with a minimum \$1,000 purchase of non-Webkinz "core" line products in violation of federal antitrust laws. On September 17, 2012, Hon. Richard Seeborg of the Northern District of California approved a class action settlement on behalf of a class of small business retailers against Ganz Inc. for alleged antitrust violations where customers were required to purchase unwanted products as a condition to purchasing Ganz's popular Webkinz Toy. (Settled, 2012).

Municipal Derivative Investment Antitrust Litigation

USDC, Southern District of New York

Along with co-counsel, CPM represents Los Angeles and numerous public entities who purchased Guaranteed Investment Contracts ("GICs") and other derivative investments. GICs and derivative investments are purchased from financial institutions, insurance companies, and others through a competitive bidding process overseen by brokers. They are purchased when public entities issue tax-exempt municipal bonds to raise funds to finance public works projects and have funds that are not immediately needed for the project. CPM's investigation has uncovered, and the complaints allege, that the competitive bidding process is a sham as securities sellers and brokers in the derivative investment market have engaged in a conspiracy to allocate the market and rig the bidding process in violation of antitrust law and common law.

Toyota Motor Sales USA, Inc.

Livingston v. Toyota Motor Sales USA, Inc.

USDC, Northern District of California

CPM filed an antitrust class action under Sherman Act by purchasers of Toyota vehicles for secret rebates. (Settled, 1997).

Hip and Knee Implant Marketing Litigation

USDC, Northern District of California

CPM, with co-counsel, filed two complaints on behalf of a proposed classes of persons who underwent hip or knee implant surgery. The complaints allege that the major manufacturers of hip and knee implants have engaged in a pervasive kickback scheme, using phony consulting agreements with orthopedic surgeons, to improperly funnel money to doctors and hospitals in return for choosing the manufacturer's device during surgeries. This scheme artificially raised the costs of hip or knee implants paid for by members of the proposed class in violation of state antitrust and consumer protection laws.

***In re Commercial Tissue Products Public Entity
Indirect Purchaser Antitrust Litigation
County of San Mateo v. Kimberly-Clark Corp.
San Francisco County Superior Court***

CPM filed an antitrust class action on behalf of class of public entity consumers of commercial sanitary paper products against alleged price-fixing conspiracy among producers. (Appointed co-lead counsel for public entity class, 1998).

***Dry Creek Corporation v. El Paso Corporation
San Diego County Superior Court***

CPM filed an antitrust action against El Paso for allegedly withholding natural gas from California in order to drive up prices, which was successfully resolved on behalf of the Plaintiff.

***In re Hydrogen Peroxide Antitrust Litigation
USDC, Eastern District of Pennsylvania***

CPM filed an antitrust class action for conspiracy to fix prices of hydrogen peroxide manufactured and sold by Defendants who were engaged in an alleged price-fixing conspiracy.

***Kopies, Inc., et al. v. Eastman Kodak Co.
USDC, Northern District of California***

CPM was appointed Co-Lead counsel, and successfully prosecuted an antitrust class action on behalf of copier service firms against parts manufacturers for alleged illegal tying of products and services.

CPM successfully reached a \$45 million settlement with Kodak on behalf of plaintiffs.

***E&J Gallo Winery v. EnCana Energy Services, et al.
USDC, Eastern District of California***

CPM successfully represented E. & J. Gallo Winery in an antitrust action against natural gas companies for allegedly manipulating energy prices, which led to the 2000-2001 California energy crisis, in which energy companies not only gouged the State of California and its residents of billions of dollars but caused rolling blackouts throughout California. E. & J. Gallo Winery is one of the largest natural gas users in the State of California and it suffered millions of dollars in losses. CPM's aggressive prosecution of this case resulted in the case settling on the eve of. CPM's efforts led to the landmark Ninth Circuit opinion on the filed rate doctrine. *E. & J. Gallo Winery v. EnCana Corporation*, 503 F.3d 1027 (9th Cir. 2007).

National Gas Anti-Trust Cases I, II, III, & IV

San Diego Superior Court

CPM represented eleven public entities and others for the alleged reporting of false information by non-core natural gas retailers to published price indices to manipulate the natural gas market during the California energy crisis.

CPM successfully prosecuted this case, concluding in approximately \$124 Million in settlements.

Bathroom Fittings Cases

USDC, Northern District of California

CPM was a member of the Executive Committee in an antitrust class action alleging a conspiracy to fix prices of Bathroom Fittings manufactured by Defendants participating in an alleged price-fixing conspiracy.

Magazine Paper

San Francisco County Superior Court

CPM filed an antitrust class action alleging a price-fixing conspiracy against magazine paper products International Paper Co., MeadWestvaco Corporation, Norse Skog, Stora Enso, Sappi Limited, S.D. Warren Company and others.

Foundry Resins

USDC, Southern District of Ohio

CPM filed an antitrust class action alleging a conspiracy to fix prices of resins manufactured by Ashland Inc., Ashland Specialty Chemical Company, Borden Chemical Inc., Delta HA, Inc., HA International LLC.

In re Automotive Refinishing Paint Cases

Alameda County Superior Court

CPM was appointed Co-Liaison Counsel in an antitrust class action for conspiracy to fix the price of auto paint by manufacturers engaged in an alleged price-fixing conspiracy. The class was certified in 2004.

In re Methionine Antitrust Litigation

USDC, Northern District of California

CPM was appointed Co-Lead Counsel in this antitrust class action against several methionine manufacturers involved in an alleged conspiracy to fix the prices of and allocate the markets for methionine.

This case settled for \$107 million.

In re Citric Acid Antitrust Litigation
USDC, Northern District of California

CPM served as Co-Lead Counsel in an antitrust class action against the five largest sellers of citric acid in the United States, who are alleged to have conspired to raise and fix the price of citric acid at artificially high levels. Co -Lead counsel successfully certified the class in October 1996. ***Co-Lead Counsel also reached approximately \$86.5 million in combined settlements with defendants*** Archer Daniels Midland Co., Hoffmann-La Roche Inc., Jungbunzlauer, Inc., Haarmann & Reimer Corp., and Cerestar Bioproducts B.V.

In re Beer Antitrust Litigation
USDC, Northern District of California

CPM was appointed Co-Lead counsel in an antitrust class action on behalf of specialty beer brewers against Anheuser-Busch, Inc. for allegedly attempting to monopolize the U.S. beer industry by denying access to distribution channels.

In re Sodium Gluconate Antitrust Litigation
USDC, Northern District of California

CPM served as Lead Counsel in an antitrust class action against Defendants who allegedly price fixed sodium gluconate, and industrial cleaning agent.

CPM successfully certified the class, and reached a settlement on behalf class plaintiffs in the amount of \$4,801,600.

OUR PEOPLE

ANTITRUST ATTORNEYS AT CPM

PARTNERS

JOSEPH W. COTCHETT



ADMISSIONS

- California
- New York
- District of Columbia
- United States Supreme Court
- California Court of Appeals
- 9th Circuit Court of Appeals
- 3rd Circuit Court of Appeals
- 5th Circuit Court of Appeals

EDUCATION

- Hastings College of Law at the University of California, J.D.
- California State Polytechnic University, B.S. in Engineering

As stated by the National Law Journal, Joseph W. Cotchett is considered by plaintiffs and defense attorneys alike to be one of the foremost trial lawyers in the country. He has been named one of the 100 most influential lawyers in the nation for the past 15 years.

As reported in the *San Francisco / Los Angeles Daily Journal*, he is “considered one of the best trial strategists in the state” who built a career out of representing the underdog against powerful interests. He is a fearless litigator and once tried two cases at the same time (one in the morning and one in the afternoon) and won them both in San Diego Superior Court in 1984. His clients range from corporate giants to groups like Consumers Union of United States, Inc. In 2003, the *San Francisco Chronicle* said “[t]he Burlingame attorney has had a star career that’s not only talked about in legal circles but has made headlines around the country. Known mostly as a plaintiffs’ lawyer, many of his cases are filed on behalf of fraud victims, and have a widows-and-orphan flavor to them.” Cotchett consistently has been named one of the most

influential lawyers in California, and has been named by the legal press as one of the top 10 trial attorneys in the state and has been listed in every edition of Best Lawyers in America since its inception.

During his 45-plus year legal career, he has tried more than 100 cases to verdict, and settled hundreds more, winning numerous jury verdicts, ranging from multi-million dollar malicious prosecution jury verdicts to several defense verdicts in complex civil cases. He successfully negotiated a multi-million dollar settlement in a qui tam suit on behalf of the University of California and hundreds of millions of dollars in antitrust, securities and major fraud cases.

In the 1980s, Cotchett won mammoth judgments and settlements for investors in white-collar fraud cases, with jury verdicts of more than \$200 million arising out of the collapse of the Technical Equities Corp. in San Jose. He is known nationally as the lead trial lawyer for 23,000 plaintiffs in the Lincoln Savings & Loan Association/American Continental Corp. downfall in 1990 involving Charles Keating and others. He won one of the then largest jury verdicts, \$3.3 billion. He obtained nearly \$300 million in settlements from lawyers, accountants and other professionals caught up in the scandal in a jury trial in Tucson, Arizona.

He has represented both the National Football League and teams since the early 1980s in various legal actions. As counsel for E. & J. Gallo Winery, he won a defense jury verdict in a celebrated trade dress infringement case involving a wine produced by Gallo and the firm regularly represents Gallo in numerous matters.

In recent years, Cotchett has taken on major corporate entities and Wall Street. He and the firm were involved in litigation resulting from nearly every major corporate scandal including Enron, Worldcom, Global Crossing, Homestore.com, Qwest, Montana Power Company, Lehman, Bank of America, Goldman Sachs, Lehman Brothers and numerous others on behalf of private investors and public pensions. The firm has represented the California Public Employees' Retirement System, California State Teachers' Retirement System, and the University Of California Board Of Regents, along with numerous political subdivisions of the state, such as counties, cities and districts.

In 2000, he served as trial counsel for Consumers Union, successfully defending the watchdog consumer group in a product disparagement and defamation suit. Isuzu Motors of Japan had sued Consumers Union for disparagement of the 1995-96 Trooper, claiming millions in damages. Following an eight-week trial, a jury ruled in favor of Consumers Union. Trial Lawyers for Public Justice honored Cotchett as "Trial Lawyer of the Year Finalist" in 2000 in honor of his "outstanding contribution to the public interest" through his work for Consumers Union. Also in 2000, Consumer Attorneys of California gave Cotchett its "Presidential Award of Merit"

In 2002, Cotchett successfully represented the Chief Justice of the California Supreme Court and the individual judges and members of the Judicial Council, in litigation brought

against them by the New York Stock Exchange and the National Association of Securities Dealers. The two Wall Street forces had filed suit against the Judicial Council challenging the State of California for establishing guidelines for arbitrators who hear complaints from investors in the state.

Cotchett received his B.S. in Engineering from California State Polytechnic University, San Luis Obispo in June 1960, being named an Outstanding Graduate, and his J.D. from Hastings College of Law at the University of California in June 1964. In June 2002, Cotchett received an Honorary Doctor of Laws from Cal Poly and The California State University Board of Trustees. In May 2006, Cotchett received an Honorary Doctor of Letters from Notre Dame de Namur University. In May 2011, Cotchett received an Honorary Doctor of Letters from the University of San Francisco. In each case, he was the graduation speaker honored by the universities.

Following California Polytech, he served in the U.S. Army Intelligence Corps, followed by years as a Special Forces paratrooper and JAG Corps officer, in the active reserves, and retired in 1991 with the rank of Colonel. He is a member of many veteran and airborne associations having served on active duty 1960-1961. From 2001 to 2005, he served on the board of the Army War College Foundation in Carlisle, Pennsylvania. The Foundation supports the prestigious Army War College at Carlisle Barracks, the graduate school for the senior commanders of all branches of the service, including officers from foreign allies.

He has been an active member of national, state and local bar associations, including the California, New York and District of Columbia bars. He is a Fellow of the prestigious American College of Trial Lawyers and The International Society of Barristers and an Advocate in the American Board of Trial Advocates. He also is a Fellow and former board member of The International Academy of Trial Lawyers. A former Master of the American Inns of Court, he serves on various advisory boards for professional organizations.

He also has served on the Advisory Board of the Witkin Institute, the mission of which is to further B.E. Witkin's commitment to advancing the understanding of California law and improving the administration of justice.

He is the author of numerous articles and a contributing author to numerous magazines. His books include California Products Liability Actions, Matthew Bender; California Courtroom Evidence, LexisNexis; Federal Courtroom Evidence, LexisNexis; Persuasive Opening Statements and Closing Arguments, California Continuing Education of the Bar (1988); The Ethics Gap, Parker & Son Publications (1991); California Courtroom Evidence Foundations, Parker Publications (1993); and numerous law review articles. He is a prolific author of op-ed pieces and articles on public policy, environmental issues and public integrity. In 2002, he co-authored and published the book The Coast Time Forgot, a historic guide to the San Mateo County coast.

Cotchett serves on the Federal Judicial Advisory Committee that submits and reviews federal judicial nominations in California to President Obama. The committee was authorized by the Obama Administration and California's two Democratic senators, Dianne Feinstein and Barbara Boxer. Cotchett is Chair of the Boxer Committee for the Central District of California (Los Angeles) and advises statewide. Cotchett also serves on a Judicial Advisory Committee to Governor Jerry Brown on state judicial appointments.

Cotchett has lectured at numerous law schools including Harvard Law School, the University of Southern California, Georgetown Law Center, Stanford, Boalt, and his alma mater U.C. Hastings. His subjects include complex cases, evidence, trial practice and professional ethics. He also is a keynote public speaker and lecturer on contemporary subjects of law.

He has been honored by the State Bar of California by serving on the Board of Governors from 1972 to 1975. Cotchett served on the California Judicial Council from 1976 to 1980; the Board of Directors, Hastings College of Law, University of California for twelve years; California Commission on the Future of the Courts; the California Select Committee on Judicial Retirement, the California Blue Ribbon Commission on Children in Foster Care, the latter three appointed by the Chief Justice of California.

His civic work includes past memberships on the board of directors of the San Mateo County Heart Association; San Mateo Boys & Girls Club (Past President); Peninsula Association of Retarded Children and Adults; Bay Meadows Foundation; Disability Rights Advocates; and numerous Bay Area organizations. He formerly served as a member of the board of Public Citizen in Washington, D.C. and served on the board of Earth Justice.

In 1996, he was awarded the Anti-Defamation League's Distinguished Jurisprudence Award. The award was established to recognize individuals in the legal community who have exhibited humanitarian concerns, and whose everyday actions exemplify the principals on which the Anti-Defamation League was founded.

In 1999, Cotchett was inducted by the State Bar of California to the Litigation Trial Lawyers Hall of Fame. This award is given to professionals who have excelled as trial lawyers and whose careers exemplify the highest values and professional accomplishment.

In 2000, the University of California Hastings College of Law opened the Cotchett Center for Advocacy recognizing Cotchett as one of its outstanding graduates. Chief Justice Ronald M. George of the California Supreme Court and Associate Justice Anthony Kennedy of the U.S. Supreme Court honored Cotchett as speakers at the Founder's Day dedication of the center. In November of 2006, Notre Dame de Namur University in Belmont, California dedicated the Joseph W. Cotchett Business Lab for students.

In March of 2000, Cotchett was named to the California State Parks Commission by Governor Gray Davis. The commission establishes general policies for the guidance of the Parks

Department in the administration, protection and development of the 260 state parks in the system. He served as Chairperson in 2002-2003.

In 2003, Cotchett was honored by Disability Rights Advocates for his nearly 40 years of civil rights work. At a San Francisco dinner in October attended by lawyers, judges and community leaders, this was how Cotchett was described:

Joe Cotchett has been a champion for justice since his college days. As an engineering student in North Carolina, Joe challenged segregation by drinking from segregated water fountains and riding in the back of buses. Later, as a student at Cal Poly, in 1958 Joe successfully established the first integrated fraternity, which prompted the other fraternities on campus to follow suit. Joe's legal career has involved representing the underdog and doing extensive pro bono work. His civil rights commitment has been leveraged over and over by his financial support of legal fellowships. He has given a 'kick-start' to the public interest careers of the new law graduates at Trial Lawyers for Public Justice, Public Citizen, Southern Poverty Law Center and Disability Rights Advocates. Through these fellowships, Joe has helped to ensure social change through law. Joe guided DRA as a board and litigation committee member from its infancy years into the defender of disability rights it has become today.

In 2004, continuing a distinguished history of community and civic involvement, Cotchett endowed a \$7 million fund to support science and mathematics teacher education at California State Polytechnic University to serve inner city and rural minority children. To honor Cotchett, the university renamed its landmark Clock Tower building the "Cotchett Education Building." The gift supports science and mathematics teacher education initiatives at Cal Poly through the University Center of Teacher Education and the College of Science and Mathematics.

In 2011, Cotchett was inducted into the prestigious American Trial Lawyer Hall of Fame for his work nationwide in civil rights, and litigation on behalf of the under-privileged in our society. In 2011, he received the Distinguished Service Award from the Judicial Council of California and was named the Antitrust Lawyer of the Year by the State Bar. In April of 2011, he was honored by the California League of Conservation Voters with the Environmental Leadership Award and honored by the Consumer Watchdog with the Lifetime Achievement Award.

Cotchett and his family members are active in numerous Bay Area charitable organizations involving animals, children, women and minorities. They established the Cotchett Family Foundation that aids individuals and groups in need of assistance.

NIALL P. McCARTHY



ADMISSIONS

- California
- All Federal Courts in California
- United States Supreme Court
- 9th Circuit Court of Appeals
- 7th Circuit Court of Appeals

EDUCATION

- Santa Clara University School of Law, J.D.
- University of California at Davis, B.A.

Niall P. McCarthy is one the top leading trial lawyers in the country. He has repeatedly been selected as one of the top plaintiff attorneys in California and the United States by multiple publications, including the Daily Journal, the National Law Journal, Lawdragon Magazine and Super Lawyers Magazine. He has received a California Lawyer Magazine Attorney of the Year (CLAY) Award. McCarthy has been named a Top 100 attorney in California multiple times by the Daily Journal and Super Lawyers Magazine. He has the highest possible rating, AV, from Martindale-Hubbell. McCarthy was awarded the Trial Lawyer of the Year Award by the San Mateo County Trial Lawyers Association. In 2016 and 2017, he was selected as one of the Top 50 Plaintiff lawyers in California by the Daily Journal.

McCarthy has also been elected to the American Board of Trial Advocates (ABOTA), the International Society of Barristers and the International Academy of Trial Lawyers.

McCarthy has represented qui tam Relators in False Claims Act cases in state and federal courts. McCarthy handled the *Hunter Laboratories Litigation* in which he negotiated the then largest False Claims recovery in California history, \$301 million. In the mid-1990s, he was the lead attorney in a groundbreaking case brought under the California False Claims Act on behalf of the University of California San Francisco with respect to direct and overhead costs to the university. In 2015, he was the lead attorney for the whistleblower in a Qui Tam case resulting in a \$75.5 million settlement with technology industry giant, VMware. In 2018, McCarthy resolved a Qui Tam action against British Petroleum for \$117 million. McCarthy has extensive experience pursuing false claims cases arising out of fraud and other industries against the government. He coauthored the articles "Qui Tam Litigation, A Primer for the General Litigator," "Answering the Call: Attacking Healthcare Fraud with the False Claims Act," "Recent Developments in False Claims and Healthcare Litigation," and "False Claims Act

Fundamentals." He has worked with the Department of Justice and Attorneys General offices throughout the United States on False Claims cases.

McCarthy has handled many consumer fraud class actions. He has acted as Co-Lead National Class Counsel in actions against some of the largest banks and credit card companies in the country, which returned hundreds of millions of dollars to consumers. He is the author of "Home Equity Loss in California Through Predatory Lending," "Combating Predatory Lending in California," and has spoken in many forums on consumer fraud.

McCarthy also has practiced extensively in the area of elder abuse, including obtaining multi-million dollar recoveries on behalf of senior citizens in actions involving reverse mortgages. He has been retained by San Mateo County, Santa Clara County, Alameda County and Santa Cruz County to prosecute financial elder abuse cases. In addition, he has handled many notable cases against nursing homes, including well-publicized actions for the families of three victims who died at a San Mateo County nursing home during a heat wave, and an action on behalf of a developmentally disabled person who was severely burned while left unattended in a nursing home shower.

He authored "The Elder Abuse Statute: California's Underutilized Law," "Elder Abuse: Recent Legal and Legislative Developments," "Financial Elder Abuse in Real Estate Transactions Under the 2000 Revisions to the Elder Abuse Act" and "Elder Abuse Claims Not Subject to MICRA." He is a frequent speaker on elder abuse and has been featured in California Lawyer with respect to his work for seniors.

McCarthy has received many legal service awards including the Marvin Lewis Award for the Consumer Attorneys of California for guidance, loyalty and dedication, the William Nagle, Jr. Memorial Award from the San Mateo County Bar Association for innovations in the law and for professionalism, the Community Service Award from Santa Clara University School of Law for his work on behalf of consumers, the Bar Association of San Francisco's Award of Merit, the Access to Justice Award from the Lawyer's Club of San Francisco, the California Supreme Court Chief Justice's Award for Exemplary Service and Leadership, the Stanley Mosk Defender of Justice Award and the State Bar of California Presidential Award for Access to Justice.

McCarthy's other notable cases include compelling an insurance company to pay for a lifesaving bone marrow transplant for a cancer patient, and obtaining a punitive damage jury verdict in another case which unveiled a multi-state health insurance fraud. McCarthy obtained a defense award on a multi-million dollar fraud claim against his clients, and obtained a million-dollar recovery for the same clients on a cross-complaint in a year-long arbitration arising out of a failed healthcare industry merger. He served as lead class counsel obtaining a \$15 million dollar verdict against Old Republic Title Co. after a trial in San Francisco Superior Court. He also obtained a substantial verdict against the federal government in a high profile FTCA case after a trial in federal court. He obtained a punitive damage jury verdict after trying an elder abuse case against a nursing home. He won a unanimous jury verdict in a hotly contested financial elder abuse trial involving the misappropriation of a senior citizen's life savings.

McCarthy also won a multi-million jury verdict for a MLB pitcher whose career was prematurely ended. McCarthy has tried a variety of cases in state and federal court, including class actions.

McCarthy is a past president of the Consumer Attorneys of California and the San Mateo County Trial Lawyers. He was chairman of the Business Litigation Section of the San Mateo County Bar Association. He has been elected to the Irish 100, the top 100 Irish lawyers in the United States and Litigation Counsel of America. McCarthy is a three-time finalist for the Consumer Attorneys of California Attorney of the Year Award. He is currently a co-chair of the Open Courts Coalition, a diverse group of attorneys from all practice areas in California whose goal is to restore court funding. McCarthy has been an MCLE panelist on many topics including courtroom conduct, complex litigation, financial fraud, financial and physical elder abuse, the fundamentals of business litigation, Business and Professions Code 17200, predatory lending, qui tam actions, discovery for trial, witness examinations, trial of class actions, the Consumer Legal Remedies Act, Settlement Techniques, Legal Ethics and taking effective depositions. He also is active in various Peninsula community activities, including having served as chairman of the Board of Directors of Community Gatepath, a nonprofit organization which benefits children and adults with disabilities. McCarthy received ABC 7/KGO TV's "Profiles of Excellence" Award for his work on behalf of Community Gatepath.

ADAM J. ZAPALA



ADMISSIONS

- California
- Michigan
- United States Supreme Court
- 9th Circuit Court of Appeals

EDUCATION

- University of California, Hastings College of the Law, J.D.
- Stanford University, B.A.

HONORS & AWARDS

- Northern California Super Lawyer (2017-2018)
- Northern California Super Lawyers, Rising Stars List (2014 – 2016)

Adam J. Zapala focuses his practice on antitrust, false claims act litigation, consumer protection and class actions. Mr. Zapala received a B.A. from Stanford University and his J.D. from University of California, Hastings College of the Law. While at Hastings, Mr. Zapala received awards for best moot court brief, the Pro Bono Publico award, most outstanding student in Group Advocacy and Systemic Reform, and Excellence for the Future Award in Pre-trial Practice.

While at CPM, Mr. Zapala has served in leadership positions on the following major antitrust and complex matters, among others:

- *Precision Associates et al. v. Panalpina World Transport et. al.*, No. 08-CV-00042-JG-VVP (E.D. N.Y.) (recovering over \$400 million on behalf of plaintiffs' class);
- *In re Automotive Parts Antitrust Litigation*, No. 12-md-02311 (E.D. Mich.) (to date, recovering over \$600 million on behalf of indirect purchasers);
- *In re Transpacific Air Passenger Transportation Antitrust Litigation*, No. 07-CV-5634-CRB, MDL 1913 (N.D. Cal.) (ongoing case recovering over \$40 million on behalf of plaintiffs' class);
- *In re Capacitors Antitrust Litigation*, Case No. 3:14-cv-03264 (N.D. Cal.) (ongoing case where indirect purchasers have recovered over \$30 million to date);

- *In re Resistors Antitrust Litigation*, No. 15-cv-03820-JD (N.D. Cal.) (ongoing case);
- *In re Vizio, Inc. Consumer Privacy Litigation*, No. 16-md-02693-JLS (C.D. Cal.) (cutting edge privacy litigation on behalf of plaintiffs' class).

Previously, Mr. Zapala worked at a prominent San Francisco firm, where he represented labor unions, Taft-Hartley Pension and Health & Welfare funds, employees and consumers in complex litigation, arbitration and NLRB proceedings. While at this firm, Mr. Zapala served as trial counsel in countless matters on behalf of labor unions and employee benefit funds. He has argued cases before the California First, Third, and Sixth District Court of Appeal. Mr. Zapala also previously served as a staff attorney with Bay Area Legal Aid, where he focused on representing indigent clients in a wide variety of civil litigation matters. While there, Mr. Zapala developed expertise in Medi-Cal, Medicare and other publicly-financed healthcare systems. While in law school, Mr. Zapala also worked for the public interest law firms of Public Advocates, Inc. and Public Justice, focusing on civil rights class action litigation.

Mr. Zapala also has legislative and policy experience, working on Capitol Hill as a policy aide for Senator Ron Wyden (D-Oregon) in Washington D.C. Mr. Zapala has deep ties to the Bay Area. He grew up in San Jose, California and attended Bellarmine College Preparatory. While at Stanford University, Mr. Zapala became a four-time Academic All-American, a four-time All-American, and Captain of the Stanford Men's Soccer Team. In 2001, he was drafted in the Major League Soccer ("MLS") Super Draft by the Dallas Burn (now FC Dallas).

SENIOR ASSOCIATES

ALEXANDER E. BARNETT



ADMISSIONS

- New York
- District of Columbia
- Southern District Illinois
- 2nd Circuit Court of Appeals

EDUCATION

- St. John's University School of Law, J.D.
- University of Pennsylvania, B.A.

Alex Barnett specializes in class actions involving antitrust law violations, securities law violations, consumer fraud, negligent product design and manufacture, wage and overtime disputes, civil rights violations, and violation of environmental laws. He also handles mass tort litigation.

Mr. Barnett has represented individuals injured by pharmaceutical products such as Redux and Pondimin, Baycol, Serzone, and Vioxx. In addition, Mr. Barnett served as counsel for the cities of Boston, Los Angeles, Philadelphia and San Francisco against the handgun industry and as counsel for the City of Milwaukee in a case against the lead pigment industry. Mr. Barnett has served as a lecturer on class actions, serving as a Panel speaker at the First Annual National Class Actions Symposium (Osgoode Hall Law School, Toronto, Canada) and the Third Annual Class Actions for Non-Class-Action Lawyers - Growing Your Business by Understanding the Basics and Recognizing Opportunities.

Prior to entering private practice, Mr. Barnett served as the Executive Director of the International Association of Jewish Lawyers and Jurists ("IAJLJ"), American Section, an organization dedicated to promoting human rights and the rule of law. Before his tenure at the IAJLJ, Mr. Barnett served as the Democratic Party nominee for the New York State Assembly in New York's 17th Assembly District.

ELIZABETH T. CASTILLO



ADMISSIONS

- California
- Michigan
- 9th Circuit Court of Appeals
- 6th Circuit Court of Appeals

EDUCATION

- University of California Hastings College of the Law, J.D.
- Boston University, B.A., Economics and Political Science

HONORS & AWARDS

- American Antitrust Institute 2016 Outstanding Antitrust Litigation Achievement by a Young Lawyer Award
- Super Lawyers Northern California Rising Stars List (2015 - 2018)

Elizabeth (Tran) Castillo is a Senior Associate on the Antitrust & Global Competition Team. Her practice focuses on complex litigation—specifically, antitrust class actions against international cartels. Ms. Castillo is the lead associate at CPM on *In re Automotive Parts Antitrust Litigation (Auto Parts)*, which has become the largest indirect purchaser class action in terms of settlement value in history. Ms. Castillo received the American Antitrust Institute’s 2016 Outstanding Antitrust Litigation Achievement by a Young Lawyer Award for her work in Auto Parts.

Ms. Castillo earned her J.D. from the University of California, Hastings College of the Law (UC Hastings) in 2011. At UC Hastings, she was a Super Regional Semifinalist in the Jessup International Law Moot Court Competition. She also received Honorable Mentions for both Best Brief and Best Oral Argument in Moot Court. Additionally, she served as a Judicial Extern to the Honorable A. James Robertson II in the Superior County of California, County of San Francisco, and as a Teaching Assistant for both Legal Writing & Research and Moot Court. Throughout law school, Ms. Castillo mentored underserved high school students on preparing for college. Ms. Castillo received her B.A. in Economics and Political Science, with a concentration in Public Policy, from Boston University (BU) in 2008. At BU, she interned at an international law firm and business advocacy organization in London and Sydney, respectively, during her junior year. Ms. Castillo has national and state legislative experience. She interned for then-U.S. Representative Neil Abercrombie (D-Hawaii, 1991-2010; Governor of Hawaii, 2010-2014) in Washington, D.C. and State Representative Scott Nishimoto (D-Hawaii, 2003-present) in Honolulu.

ADAM J. TROTT



ADMISSIONS

- California

EDUCATION

- U.C. Berkeley School of Law (Boalt Hall), J.D.
- University of California, Los Angeles, B.A

Mr. Trott received his J.D. from the U.C. Berkeley School of Law (Boalt Hall). While at Berkeley, he served as managing editor of the Berkeley Journal of International Law and published an article in Berkeley's legal journal dedicated to environmental law, Ecology Law Quarterly. During his final year, Mr. Trott interned at the U.S. Department of the Treasury's general counsel's office in Washington, D.C., where he provided advice on CFIUS enforcement and various international monetary and fiscal matters.

After receiving his J.D., Mr. Trott served as Legal and Policy Consultant for the United Nations Global Compact, the world's largest corporate social responsibility initiative, in New York City. While there, Mr. Trott spearheaded the creation of a new reporting framework encouraging businesses around the world to improve their own human and labor rights practices, and those of their supply chains, and worked directly with businesses in Eastern Europe, Africa and Central Asia facing local and cross-border corruption issues. Mr. Trott was a panelist at multiple seminars centered on these issues with business and political leaders and spoke at several related conferences in Europe and North America.

Mr. Trott then moved to San Francisco to join a large law firm, representing clients in antitrust, data privacy, and securities litigation, and Foreign Corrupt Practices Act matters. He also represented several pro bono clients seeking asylum in the United States. Prior to joining Cotchett, Pitre & McCarthy, Mr. Trott volunteered at and worked as an attorney for Disability Rights California, where he represented and provided advocacy services for its clients.

Mr. Trott received his B.A., summa cum laude with College Honors, in Classical Studies and History from the University of California, Los Angeles. While at UCLA, Mr. Trott was heavily involved with the school's music department and marching band, focusing on clarinet performance, and interned for then- and current U.S. Representative Brad Sherman.

ASSOCIATES

MARK F. RAM



ADMISSIONS

- California

EDUCATION

- University of California, Hastings College of the Law, J.D., magna cum laude
- Haverford College, B.A.

Mark Ram is an Associate at Cotchett, Pitre & McCarthy, LLP, where he focuses his practice on antitrust law and complex litigation.

Mr. Ram received his B.A. from Haverford College and his J.D. from the University of California, Hastings College of the Law. At Hastings, Mr. Ram served as an editor for the Hastings Law Journal and was a teaching assistant for legal writing and research. He received awards for best moot court oral argument and best performance in Complex Litigation.

Following law school, Mr. Ram had the unique opportunity to clerk for two judges in the San Francisco Superior Court's Complex Litigation Department, Hon. Mary E. Wiss and Hon. John E. Munter (Ret.). Prior to joining Cotchett, Pitre & McCarthy, LLP, Mr. Ram practiced with a national firm in San Francisco focusing on class actions and products liability cases.

TAMARAH P. PREVOST



ADMISSIONS

- California

EDUCATION

- Santa Clara University School of Law, J.D.
- Simon Fraser University, B.A.

Tamarah Prevost is an Associate at Cotchett, Pitre & McCarthy, LLP, practicing in a wide range of civil litigation areas including antitrust, consumer protection, employment law, elder abuse, false claims act litigation, and other complex civil matters.

Ms. Prevost received her J.D. from Santa Clara University School of Law. While at Santa Clara, Ms. Prevost was involved in a variety of extracurricular activities. She was named the Best Oral Advocate in the Semi Final Round of Santa Clara Law's Honors Moot Court Competition, and was published in the Santa Clara Journal of International Law. She received the CALI Award for her "Leadership for Lawyers" class and maintained a heavy involvement in the Women and Law Association, which included her planning a fundraiser to benefit victims of domestic violence. Ms. Prevost also served as a Judicial Extern for the Honorable Justice Nathan Mihara of the Sixth District Court of Appeal, California.

Prior to law school, Ms. Prevost lived in Vancouver, British Columbia, and while there, obtained her Bachelor of Arts degree with First Class Honors from Simon Fraser University. She took a semester off during this time to live in Puerto Viejo, Costa Rica and volunteer at a non-profit organization committed to alleviating poverty for the indigenous population. While living in Vancouver, Ms. Prevost was also actively involved in the Rotary Club of New Westminster.

Ms. Prevost is also involved in community activities, where she is Board of Directors – Director of Governance: Digital Moose Lounge, a non-profit organization that serves as the first point of contact for Canadians new to the Bay Area.

MICHAEL A. MONTAÑO



ADMISSIONS

- California
- Texas

EDUCATION

- Stanford Law School, J.D.
- Yale University, B.A.

Michael Montaña's practice focuses on antitrust, class actions and privacy law. Michael is a member of the American Bar Association, the American Constitution Society for Law and Policy, the American Philosophical Association, and the Truman National Security Project.

Michael graduated from the Stanford Law School with Pro Bono Distinction. While at Stanford, Michael served on the executive board of the Stanford Law Review, leading the prestigious journal's push into collaborative online publishing. Michael also served as an editor of the Stanford Law and Policy Review, founded the Voting Rights Project at Stanford Law School, and co-founded the American Constitution Society's first national podcast.

Michael's scholarship in the fields of statutory interpretation and the legislative process, supervised by former Stanford Law School Professor and now California Supreme Court Justice Mariano-Florentino Cuellar, has been published in the Stanford Law Review. Michael's other academic experience includes serving as a Teaching Assistant in Stanford's leading interdisciplinary Program in Science, Technology, and Society.

Prior to joining CPM, Michael was a startup attorney, executive, and advisor, with a focus on legal and civic tech. He has also taken an active role in policy and politics, including as a policy advisor to then-Mayor Julian Castro of San Antonio and as a law clerk to the U.S. House of Representatives Committee on the Judiciary.

EXHIBIT 2

EXHIBIT 2

COTCHETT, PITRE & McCARTHY, LLP

Hours Reported and Lodestar on a Historical Basis

March 1, 2015 through May 16, 2018

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Cotchett, Joseph (P)	75.50	\$ 950.00	\$ 71,725.00
Cotchett, Joseph (P)	2.00	\$ 900.00	\$ 1,800.00
McCarthy, Niall (P)	7.90	\$ 925.00	\$ 7,307.50
Williams, Steven (P)	253.10	\$ 850.00	\$ 215,135.00
Williams, Steven (P)	12.10	\$ 700.00	\$ 8,470.00
Zapala, Adam (P)	568.90	\$ 750.00	\$ 426,675.00
Zapala, Adam (P)	10.70	\$ 450.00	\$ 4,815.00
Zapala, Adam (P)	76.50	\$ 415.00	\$ 31,747.50
Summer, Alexandra (P)	2.00	\$ 750.00	\$ 1,500.00
Castillo, Elizabeth (SA)	25.70	\$ 600.00	\$ 15,420.00
Castillo, Elizabeth (SA)	2.00	\$ 360.00	\$ 720.00
Chang, Joyce (A)	25.60	\$ 425.00	\$ 10,880.00
Chang, Joyce (A)	10.90	\$ 360.00	\$ 3,924.00
Prevost, Tamarah (A)	2.60	\$ 425.00	\$ 1,105.00
Ram, Mark (A)	33.10	\$ 425.00	\$ 14,067.50
Jordan, Greg (AT)	219.00	\$ 425.00	\$ 93,075.00
Nozaki, Shinichi (AT)	240.00	\$ 425.00	\$ 102,000.00
Rao, Divya (AT)	21.20	\$ 400.00	\$ 8,480.00
Rao, Divya (AT)	11.20	\$ 375.00	\$ 4,200.00
NON-ATTORNEYS			
Verducci, Jaclyn (SPL)	259.60	\$ 325.00	\$ 84,370.00
Verducci, Jaclyn (SPL)	141.00	\$ 250.00	\$ 35,250.00
Blehm, Morgan (PL)	1.20	\$ 275.00	\$ 330.00
Bott, Evan (PL)	14.30	\$ 225.00	\$ 3,217.50
Caylao, Michael (PL)	4.10	\$ 275.00	\$ 1,127.50
Caylao, Michael (PL)	10.50	\$ 225.00	\$ 2,362.50
Cox, Allison (PL)	195.80	\$ 275.00	\$ 53,845.00
Lipson, Carlo (PL)	62.30	\$ 275.00	\$ 17,132.50
Lyons, Patrick (PL)	14.10	\$ 275.00	\$ 3,877.50
Quackenbush, Kyle (PL)	13.00	\$ 225.00	\$ 2,925.00

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
LAW CLERKS			
Hess, Hilary (LC)	60.70	\$ 150.00	\$ 9,105.00
Kohan, Eric (LC)	18.60	\$ 175.00	\$ 3,255.00
TOTAL:	2,395.20		\$ 1,239,844.00

(P) Partner
 (OC) Of Counsel
 (SA) Senior Associate
 (A) Associate
 (AT) Attorney
 (SPL) Senior Paralegal
 (PL) Paralegal
 (LC) Law Clerk

EXHIBIT 3

EXHIBIT 3

COTCHETT, PITRE & McCARTHY, LLP

Expenses Incurred

March 1, 2015 – May 16, 2018

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$0
Computer Research (Lexis, Westlaw, PACER, etc.)	\$1,170.17
Document Production	\$198.99
Experts / Consultants	\$0
Messenger Delivery	\$0
Photocopies – In House	\$782.00
Photocopies – Outside	\$12.01
Postage	\$25.53
Service of Process	\$0
Special Master	\$6,000.00
Overnight Delivery (Federal Express, etc.)	\$194.51
Telephone / Facsimile	\$64.18
Transcripts (Hearings, Depositions, etc.)	\$0
Travel (Airfare and Ground Travel)	\$1,368.98
Travel (Meals and Lodging)	\$1,632.96
TOTAL:	\$11,449.33