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13 *Interim Co-Lead Counsel for Plaintiffs*

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

18  
19 **IN RE TRANSPACIFIC PASSENGER AIR**  
20 **TRANSPORTATION ANTITRUST**  
21 **LITIGATION**

Civil Case No. 07-cv-05634-CRB  
MDL No. 1913

**DECLARATION OF CHRISTOPHER L.  
LEBSACK IN SUPPORT OF MOTION  
FOR ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

22 **This Document Relates to:**

23 **ALL ACTIONS**  
24  
25  
26  
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**Date: September 14, 2018**  
**Time: 10 am**  
**Courtroom: 6, 17th Floor**

1 I, Christopher L. Lebsock, declare and state as follows:

2 1. I am a partner at the law firm of Hausfeld LLP (“Hausfeld”), one of the law firms  
3 appointed by this Court to serve as Co-Lead Class Counsel in this litigation. I make this  
4 declaration based on my personal knowledge. I submit this declaration pursuant to 28 U.S.C. §  
5 1746 in support of Plaintiffs’ Notice of Motion and Motion for an Award of Attorneys’ Fees;  
6 Reimbursement of Expenses and Class Representative Incentive Awards.

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

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

17 4. The purpose of this declaration is to summarize (a) the factual and procedural  
18 history of the litigation, (b) the work performed by Class Counsel and Supporting Counsel,<sup>1</sup> (c)  
19 the time expended in prosecuting this Action, (d) the costs and expenses for which Class Counsel  
20 seek reimbursement, (e) each firm’s monetary contributions in assessments to the Litigation Fund,  
21 and (f) the steps Class Counsel employed to ensure the efficient management of this complex  
22 litigation.

23  
24 \_\_\_\_\_  
25  
26 <sup>1</sup> “Supporting Counsel” refers to a number of attorneys and law firms that assisted Co-Lead Class  
27 Counsel in the prosecution of this litigation. Declarations and exhibits attesting to the amount of  
28 time and expenses Supporting Counsel incurred can be found at Exhibits 6-22 to this Declaration.

## **INTRODUCTION AND SUMMARY OF WORK PERFORMED**

5. During the course of this hard-fought, eleven-year litigation, Class Counsel has supervised and directed the work performed by Supporting Counsel in an effort to ensure that the work they have performed has been accomplished effectively and efficiently.

6. As this Court knows well from the over 1220 docket entries, every aspect of this case has been vigorously contested by some of the most sophisticated defense counsel in the country.

7. Class Counsel performed the following work:

- Conducted an initial investigation of this case to develop the theories of liability and the facts that formed the basis of the allegations against Defendants. This research included a review of publicly available information regarding the Transpacific airline industry and consultation with industry experts and economists;
- Drafted two comprehensive consolidated amended complaints detailing Defendants' alleged violations of the antitrust laws, ECF Nos. 200, 493;
- Conducted exhaustive legal research regarding the Class's claims and the defenses thereto, particularly with respect to Defendants' multiple rounds of motions to dismiss and motions for summary judgment based on the filed-rate doctrine;
- Defended and, on the whole, prevailed after two extensive rounds of hard-fought motions to dismiss, totaling 18 motions by Defendants 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, ECF No. 467. Class Counsel also defended and defeated attempts by some of the Defendants to appeal this Court's rulings on the aforementioned motions;
- Propounded several sets of discovery that – after extensive meet and confers and negotiations with Defendants, including significant motion practice before this Court and Magistrate Judge Ryu – resulted in the identification of over 374 document custodians and the production of almost seven million pages of documents, in addition to voluminous electronic transactional data;
- Organized a team of lawyers that reviewed, searched and extensively coded and analyzed these documents – many of which were in foreign language and required translation;
- Engaged in extensive third-party discovery, including obtaining access to and reviewing the Airline Tariff Publishing Company's ("ATPCO") database for information concerning fares, itineraries and other data pertinent to this litigation;

- Organized and attended several proffer sessions with Settling Defendants to obtain cooperation and learn additional liability, class certification and damages information relevant to the non-settling Defendants;
- Propounded several sets of Interrogatories and Requests for Admission and issued Rule 30(b)(6) deposition notices;
- Answered several sets of discovery propounded by Defendants, including Requests for Production of Documents, Interrogatories and Requests for Admission, as well as answering extensive contention interrogatories concerning liability;
- Contended with near-constant discovery disputes and motions to compel;
- Prepared for and took the **depositions of 62 fact and 30(b)(6) witnesses** from Defendants and 3 third-party witnesses. Prepared for and defended the depositions of all of the Class Representatives – totaling fifteen depositions in all. Prepared for and defended the depositions of three expert witnesses in relation to Defendants’ summary judgment motions regarding the filed-rate doctrine;
- Engaged and consulted extensively with experts and economists on issues pertaining to electronic discovery, liability, summary judgment, class certification and damages throughout the course of the Action;
- Engaged in protracted settlement discussions and mediations with the Settling Defendants, *see, e.g.*, ECF Nos. 921-2 (Lebsock Decl. in Support of Motion for Preliminary Approval), 942-1 (Lebsock Decl. in Support of Motion for Preliminary Approval);
- Prepared briefs for, and substantially prevailed on, Defendants’ Motions for Summary Judgment Based on the Filed-Rate Doctrine, as well as appeal to the Ninth Circuit, which affirmed this Court’s decision, and the Defendants petition for *certiorari*, which the Supreme Court denied;
- Prepared briefs for final approval of the first round of settlements, defended the Court’s May 26, 2015 final approval order concerning those settlements in the Ninth Circuit, which affirmed the final approval order, and successfully defeated an objector’s petition for *certiorari* to the Supreme Court;
- Documented the settlements with the Settling Defendants, briefed motions for preliminary approval, and engaged experts noted in the field of class action notice for the purpose of developing a robust notice program to inform the Class regarding the pending settlements.

8. Throughout this near-eleven-year litigation, Plaintiffs have faced significant risk since its inception. Plaintiffs have faced:

- 1       • The risk of litigating against some of the largest and most sophisticated law firms in
- 2       the world with seemingly limitless resources;
- 3       • The risk that the consolidated complaints would not withstand the extensive
- 4       individual and joint motions to dismiss;
- 5       • The risk that even if Plaintiffs were able to obtain a favorable settlement or judgment,
- 6       that the financial condition or bankruptcy of a Defendant would materially change or
- 7       lessen the amount of the settlement;
- 8       • The risk that Defendants would, and in fact have, vehemently contested their
- 9       participation in the alleged conspiracy;
- 10      • The risk that Defendants would prevail on their regulatory, preemption or filed-rate
- 11      arguments at summary judgment or any other phase of this litigation;
- 12      • The risk that each Defendant would successfully argue that despite the existence of an
- 13      antitrust conspiracy, Plaintiffs suffered no “antitrust impact” and no damages were
- 14      caused as a result;
- 15      • The risk of not achieving class certification;
- 16      • The risk that one or more of the numerous affirmative defenses asserted by
- 17      Defendants would succeed as a matter of law, or at the time of summary judgment;
- 18      • The risk of trying this antitrust case when several courts have commented that such a
- 19      task is “notoriously complex”, *Weseley v. Spear, Leeds & Kellogg*, 711 F. Supp. 713,
- 20      719 (E.D.N.Y. 1989); and
- 21      • The changing landscape of the law with respect to civil antitrust actions, proving
- 22      damages and class actions generally.

**PRE-COMPLAINT INVESTIGATION, SERVICE OF PROCESS AND THE JUDICIAL  
PANEL ON MULTIDISTRICT LITIGATION (“JPML”)**

22       9.       The first complaint in this Action was filed by the law firm of Cotchett, Pitre &

23       McCarthy, LLP on November 6, 2007 in the Northern District of California—nearly eleven years

24       ago. ECF No. 1. Thereafter, twenty-nine complaints alleging substantially similarly legal and

25       factual allegations were filed in a number of federal district courts.

26       10.      For seven of the initially-named Defendants, Plaintiffs were required to effectuate

27       service through the Hague Convention – a lengthy, time-consuming and expensive endeavor

28       requiring the appointment of a special international process server and the filing and issuance of

1 “Letters Rogatory.” *See* ECF Nos. 29-48.

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

#### 6 **APPOINTMENT OF LEADERSHIP**

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

#### 10 **THE CONSOLIDATED COMPLAINTS AND TWO ROUNDS OF MOTIONS TO** 11 **DISMISS**

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

17 14. In response to the CCAC, Defendants filed fourteen motions to dismiss, asserting a  
18 number of different attacks on the complaint. *See, e.g.*, ECF Nos. 243 (Continental), 287  
19 (Philippine Airlines, Inc. and Vietnam Airlines Corporation), 288 (Philippine Airlines, Inc.), 290  
20 (Joint Motion), 293 (Joint Motion of the European Carriers), 294 (Vietnam Airlines Corporation),  
21 295 (ANA), 299 (Vietnam Airlines Corporation) 300 (EVA Airways), 303 (Cathay Pacific  
22 Airways), 304 (ANA, China Airlines, Ltd., and Thai Airways), 310 (Malaysian Airline System  
23 Berhad), 311 (Malaysian Airline System Berhad and Air New Zealand), and 312 (Thai Airways).

24 15. Defendants, either collectively or individually (and, in some instances, both),  
25 argued (1) that Plaintiffs had failed to allege a plausible conspiracy under *Twombly* and *Iqbal*, (2)  
26 that the filed-rate doctrine barred Plaintiffs’ claims, (3) that the claims were preempted through  
27 the doctrine of implied preclusion, (4) that foreign treaties or “Air Services Agreements” among  
28 the various national governments provided the exclusive remedy and precluded Plaintiffs’ claims,

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

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



1 but granted leave to amend to comply with its ruling. *Id.* at 29-33.

2 17. On July 14, 2011, Plaintiffs' filed their First Amended Consolidated Class Action  
3 Complaint, which expanded to 149-pages and added significant detail regarding Defendants'  
4 concealment of the price-fixing scheme. *See* ECF No. 493. Another round of motions to dismiss  
5 ensued. *See, e.g.*, ECF Nos. 516, 518, 519, 520. The majority of the pleadings challenges focused  
6 on the supposed inadequacy of Plaintiffs' fraudulent concealment allegations.

7 18. On September 30, 2011, by minute order, this Court rejected Defendants'  
8 fraudulent concealment arguments and found that Plaintiffs had sufficiently tolled the statute of  
9 limitations. ECF No. 553.

10 19. Plaintiffs were also forced to defend against several Defendants' attempts to appeal  
11 this Court's orders on the motions to dismiss. ANA and China Airlines requested permission for  
12 interlocutory appeal pursuant to 28 U.S.C. § 1292(b). ECF No. 473. The European Carriers<sup>2</sup>  
13 similarly requested permission to appeal under Section 1292. ECF No. 496. After opposition from  
14 Plaintiffs, this Court denied the requests. ECF Nos. 488, 510. Thai Airways and Vietnam Airlines  
15 also filed notices of appeal in response to this Court's orders on the motions to dismiss. ECF Nos.  
16 479, 484. Plaintiffs' filed motions to dismiss these appeals in the Ninth Circuit, arguing that they  
17 were procedurally improper because the orders were not final, appealable orders. On August 22,  
18 2011, the Ninth Circuit agreed and dismissed the appeals. ECF Nos. 524-25.

19 20. Plaintiffs have also borne the risks caused by inevitable delays in this litigation not  
20 of their own making. Discovery was effectively stayed in the case pending resolution of the  
21 Defendants' motions to dismiss. Defendants' filed their first round of motions to dismiss in the  
22 fall of 2009. The motions were fully briefed by February 19, 2010. ECF No. 367.

23 21. On March 3, 2010, due to Japan Airlines, Ltd's ("JAL") bankruptcy filing in  
24 Japan, this Court held the motions to dismiss in abeyance to permit a determination on the scope

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25  
26  
27 <sup>2</sup> Air France, KLM and SAS.



1 of the stay from the Bankruptcy Court. ECF No. 372. After oral argument by the undersigned  
2 declarant, the Bankruptcy Court determined that JAL's bankruptcy filing did not stay the case  
3 against the rest of the Defendants.

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

### 12                                   **THE DISCOVERY PROCESS**

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

#### 15           **A. Written Discovery**

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

22       25. On February 17, 2010, Plaintiffs served a comprehensive Fed. R. Civ. Proc.  
23 30(b)(6) notice, encompassing seventeen (17) topics relevant to this litigation. Instead of having  
24 deponents sit for depositions on each of these topics, Defendants provided narrative responses to  
25 the topics.

26       26. On July 8, 2011, Plaintiffs propounded another set of RFPs, focusing more  
27 narrowly on specific conspiracy-related documents known to be in the files of some of the  
28 Defendants. *Id.* Also on July 8, 2011, Plaintiffs served their Second Set of Interrogatories,

1 requesting additional inter-competitor communications concerning the allegations in the  
2 complaint. *Id.*

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

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

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

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

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

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

25 32. On September 16, 2011, Plaintiffs filed a motion to compel ANA and China  
26 Airlines to provide further documents and discovery responsive to conspiracy-related information  
27 and transactional data. ECF No. 546. After proceedings before Judge Ryu, the parties reached an  
28 agreement for searching and producing relevant documents. *See, e.g.*, ECF No. 583. Plaintiffs

1 similarly filed a motion to compel Defendants to produce documents related to the *Air Cargo*  
2 litigation.<sup>3</sup> ECF No. 601. Thereafter, a series of letter briefs and updates were provided to the  
3 Court, resulting in a protocol to provide Plaintiffs with access to Defendants' *Air Cargo*  
4 productions. *See* ECF No. 630-631.

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

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

22 35. On March 21, 2014, Plaintiffs and ANA filed another joint letter brief concerning  
23 the deposition of its CEO, Osamu Shinobe. ECF No. 881. ANA refused to produce Mr. Shinobe  
24 for deposition. Plaintiffs moved to compel, arguing that Mr. Shinobe's testimony was potentially  
25 \_\_\_\_\_

26 <sup>3</sup> *See In re Air Cargo Shipping Services Antitrust Litigation*, No. 06-MD-1775 (JG) (VVP)  
27 (E.D.N.Y.) ("*Air Cargo*").  
28

1 relevant to the fuel surcharge price-fixing conspiracy. Magistrate Judge Ryu agreed, and  
2 compelled ANA to produce Mr. Shinobe in Japan. ECF No. 867. During the same proceeding,  
3 Magistrate Judge Ryu denied Defendants' request that Plaintiffs produce their experts' searches in  
4 the ATPCO database. ECF No. 864.

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

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

14         37. Despite the vigorous opposition of defense counsel, Plaintiffs obtained 1.7 million  
15 documents, totaling almost seven million pages. Defendants produced documents from over 374  
16 document custodians.

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

27         39. In order to contain costs and maintain resources for the benefit of the Class, Co-  
28 Lead Class Counsel made the decision that no document reviewer could bill at a rate higher than

1 \$300 per hour for initial document review. Foreign language document reviewers were given a  
2 cap of \$375 per hour.

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

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

13 42. In addition to the offensive discovery outlined above, Plaintiffs were required to  
14 respond to discovery and to produce relevant documents to Defendants. Plaintiffs made their first  
15 production of documents on August 24, 2011 and made subsequent productions on December 9,  
16 2011, January 10, 2012, March 4, 2013, and March 15, 2013. Class Counsel spent significant time  
17 responding to Defendants' discovery requests and assisting Class Representatives in the search  
18 and production of relevant document. Plaintiffs also spent substantial time responding to  
19 Defendants' contention interrogatories.

20 **D. Depositions**

21 43. Class Counsel and Supporting Counsel also spent significant time preparing for  
22 and taking the depositions of Defendants' employees and former employees. Conspiracy cases are  
23 document heavy and require a large number of depositions.

24 44. All told, Plaintiffs took 62 depositions of Defendants' employees or former  
25 employees in either their Fed. R. Civ. Proc. 30(b)(1) or 30(b)(6) capacity. Of these 62 depositions,  
26 36 required an interpreter, thus substantially prolonging the length of the deposition. Plaintiffs  
27 also took three third-party depositions, for a total of 65 depositions.

28 45. In many cases, Defendants refused to bring their deponents to the United States

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

9       46. In connection with Defendants' summary judgment motions regarding the filed-  
10 rate doctrine, Plaintiffs propounded additional discovery, took the depositions of the Defendants'  
11 fact declarants, and took a third-party deposition of Joanna Bryant, ATPCO's declarant in support  
12 of Defendants' motions.

13       47. The above-numbers only apply to the taking of depositions. But Plaintiffs were  
14 also required to defend numerous depositions. Defendants deposed all but one of the present Class  
15 Representatives—requiring Plaintiffs to defend a total of fifteen such depositions. Similarly, in  
16 connection with Plaintiffs' Opposition to Defendants' summary judgment motions regarding the  
17 filed-rate doctrine, Class Counsel had to prepare for and defend three expert depositions.

18       **E. Summary Judgment Proceedings Regarding the Filed-Rate Doctrine**

19       48. Between September 10, 2013 and December 17, 2013, ANA, Air New Zealand,  
20 Cathay Pacific, China Airlines, EVA Airways, Philippine Airlines, Qantas, Singapore Airlines,  
21 and Thai Airways all filed summary judgment motions regarding the filed-rate doctrine. In  
22 addition to filing individual motions, all of these Defendants – with the exception of ANA – also  
23 joined in a joint summary judgment motion. Each submission was supported by one and  
24 sometimes two fact declarants. *See* ECF Nos. 724, 725, 728, 731, 753, 763, 792. The joint  
25 summary judgment motion was supported by the declaration of Joanna Bryant—a declarant from  
26 ATPCO.

27       49. As noted previously, in anticipation of these motions, Plaintiffs engaged in  
28 extensive discovery, some of which required motion practice before Magistrate Judge Ryu. This

1 motion practice was resolved in favor of Plaintiffs. Class Counsel propounded two sets of  
2 requests for production, two sets of interrogatories, and one set of requests for admission in order  
3 to fully understand what role, if any, the Department of Transportation played in allegedly  
4 supervising Defendants' fares and to obtain crucial admissions from Defendants. Class Counsel  
5 also engaged in the *Touhy*-process to determine whether Defendant had in fact solicited the views  
6 of the Department of Transportation, as requested by this Court. *Id.*

7         50. In opposing the motions, Plaintiffs exhaustively researched the filed-rate doctrine  
8 and federal preemption case law, as well as the statutory and regulatory underpinnings of United  
9 States' aviation law and policy.

10         51. In support of its Opposition, Plaintiffs also consulted with and retained three  
11 experts to provide expert testimony through the submission of extensive declarations. *See* ECF  
12 Nos. 872, 873, 874. As previously noted, Plaintiffs also prepared for and defended the depositions  
13 of these three experts.

14         52. In response to Defendants' motions, Class Counsel submitted one omnibus  
15 Opposition totaling 60-pages. ECF No. 869.

16         53. During the pendency of Defendant's motion for summary judgment, Plaintiffs  
17 reached settlements with Cathay Pacific, Qantas Airways, Singapore Airlines Ltd., and Thai  
18 Airways. As a result, these Settling Defendants withdrew their summary judgment motions. ECF  
19 Nos. 839, 920, 932, and 933.

20         54. On September 23, 2014, the Court granted in part and denied in part Defendants'  
21 motions, keeping the vast majority of the claims in the case against Defendants. *See In re*  
22 *Transpacific Passenger Air Transportation Antitrust Litig.*, No. 07-cv-05634-CRB, 2014 U.S.  
23 Dist. LEXIS 134104 (N.D. Cal. Sept. 23, 2014). This was a novel and groundbreaking ruling that  
24 firmly establishes that filed-rate protection is not automatic and requires consideration of the  
25 regulator's role in the rate-making process. All of the remaining Defendants filed petitions for  
26 interlocutory review in the Ninth Circuit Court of Appeals.

27         55. Plaintiffs vigorously fought the appeal. Class Counsel spent extensive time  
28 researching and writing the relevant appellate briefs, as well as strategizing, preparing for and



1 presenting oral argument before the Ninth Circuit Court of Appeals on January 13, 2017. On  
2 April 14, 2017, the Ninth Circuit Court of Appeals affirmed this Court's summary judgment order  
3 and denied defendants' appeal. *See Wortman v. All Nippon Airways*, 854 F.3d 606 (9th Cir. 2017).  
4 Defendants' request for rehearing and rehearing *en banc* were denied.

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

7 57. Defendants All Nippon Airways Co., Ltd. and EVA Airways Corp. filed a Petition  
8 for Writ of Certiorari to the United States Supreme Court on October 18, 2017. Class Counsel  
9 spent significant time drafting and responding to Defendants Petition for Writ of Certiorari.  
10 Plaintiffs opposed this motion on February 9, 2018. The United States Supreme Court denied All  
11 Nippon Airways Co., Ltd. and EVA Airways Corp. Petition for Writ of Certiorari on March 19,  
12 2018.

13 58. During this time period, Plaintiffs also settled with EVA Airways Corp. for a total  
14 of \$21.25 million.

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

22 60. As noted in more detail *infra*, Plaintiffs also had to engage in extensive appellate  
23 advocacy protecting this Court's decision to finally approve the Round 1 settlements. In response  
24 to this Court's order finally approving the Round 1 settlements (*see* ECF No. 1009), Objector  
25 Amy Yang appealed this Court's decision, raising a number of arguments about the settlements.  
26 On June 26, 2017, the Ninth Circuit Court of Appeals rejected those arguments in full and  
27 affirmed this Court's order approving the settlements. *See Wortman v. Yang (In re Transpacific*  
28 *Passenger Air Transp. Antitrust Litig.)*, 707 Fed. Appx. 554 (9th Cir. 2017).

**SETTLEMENT PROCESS**

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

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

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

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

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

66. In or around mid-2014, while the summary judgment motions were pending, Class Counsel and Cathay Pacific participated in a mediation before the Honorable Judge James Robertson, Ret., United States District Court for the District of Columbia. The mediation resulted in the execution of a settlement agreement on July 22, 2014, providing for cooperation and a payment of \$7,500,000 to the Class.

67. Similarly, in the summer of 2014 Class Counsel and Qantas engaged in settlement discussions that culminated in the execution of a settlement agreement on August 8, 2014,

1 providing for cooperation and a payment of \$550,000, plus an additional \$100,000 towards the  
2 cost of class notice.

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

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

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

23 71. This Court granted final approval of settlements with JAL, Air France, Cathay  
24 Pacific, Malaysian Air, Qantas Airways, Singapore Airlines, Thai Airways, and Vietnam Airlines,  
25 on May 26, 2015 (ECF No. 1009).

26 72. Before settlements were reached with Defendants Philippine Airlines, Air New  
27 Zealand, China Airlines, and EVA Airways Corporation, Class Counsel spent significant time  
28 investigating the claims against each of these airlines, including through extensive discovery and

1 proffer sessions from previously-settling Defendants. Given the procedural status of this  
2 litigation, including the completion of fact discovery long ago, Class Counsel had significant  
3 knowledge of the evidence regarding each Settling Defendants' alleged conspiratorial conduct  
4 and the strengths and weaknesses of Plaintiffs' claims and each Defendants' asserted defenses.  
5 Class Counsel used discovery materials, as well as information obtained from other already-  
6 settled Defendants, to evaluate each Settling Defendant's position and negotiate a fair settlement.

7       73. While Defendants' Summary Judgment motion on filed-rate doctrine was on  
8 appeal, and prior to oral argument before the Ninth Circuit Court of Appeals, Plaintiffs reached a  
9 settlement with Philippine Airlines on January 3, 2017, providing for cooperation and a payment  
10 of \$9,000,000. Plaintiffs subsequently also reached a settlement with Air New Zealand on January  
11 9, 2017, providing for cooperation and payment of \$650,000.

12       74. After Plaintiffs' oral argument before the Ninth Circuit, but prior to any decision  
13 by the panel, China Airlines and Plaintiffs agreed to mediation before the Honorable Vaughn R.  
14 Walker. Class Counsel participated in drafting a mediation statement, reviewing documents and  
15 transactional data in preparation for the mediation, and actively participated in the mediation  
16 session with China Airlines that occurred over the course of two days. The mediation resulted in  
17 the execution of a settlement agreement on December 11, 2017, providing for cooperation and a  
18 total payment of \$19,750,000 for the benefit of the class.

19       75. During the time the Petition for Writ of Certiorari was pending before the United  
20 States Supreme Court, Plaintiffs continued to engage in settlement discussions with EVA Airways  
21 Corp., and agreed to mediation before Robert A. Meyer, Esq. of JAMS. Class Counsel drafted a  
22 mediation statement, reviewed documents and transactional data in preparation for the mediation,  
23 and actively participated in the mediation session with EVA Airways Corporation. The mediation  
24 resulted in the execution of a settlement agreement on February 27, 2018, providing for  
25 cooperation and a payment of a total of \$21,250,000 for the benefit of the class. This settlement  
26 was reached just prior to the Supreme Court denying the Petition for Writ of Certiorari.

27       76. Each of the foregoing settlements was premised on the following considerations:  
28 (1) the financial health of the airline, (2) the evidentiary record as of the date of the settlement

1 agreement, (3) Defendants' agreement to provide cooperation to the Class, (4) the volume of air  
2 traffic for U.S. originating travel, and (5) the Settling Defendants' legal defenses. The settlements  
3 reached with Settling Defendants create a Settlement Fund of \$50,150,000.

4 77. This Court granted preliminarily approval of the settlements with Philippine  
5 Airlines, Air New Zealand, China Airlines, and EVA Corporation, on May 16, 2018 (ECF No.  
6 1161).

7 **NOTICE TO CLASS MEMBERS AND CLASS MEMBER RESPONSES**

8 78. Class Counsel consulted with and engaged recognized experts in the class action  
9 notice field, Kinsella Media/Rust, for purposes of providing the class with notice of the proposed  
10 settlements.

11 79. The Notice Program, developed in consultation with Kinsella Media/Rust,  
12 provided for (1) multiple and targeted publications of the class notice in those domestic and  
13 international paid media outlets most likely to inform potential class members about the  
14 settlements, (2) press releases (*i.e.*, earned media) that were uniquely targeted to potential Class  
15 Members, (3) the placement of the class notice on internet banner advertisements, including  
16 through the social media outlet, Facebook; (4) the establishment of a settlement website that  
17 provided notice of the settlements; and (5) a toll free telephone support line to service class  
18 members' inquiries regarding the notice, which in turn, permitted them to request a copy of the  
19 notice delivered via direct mail. *See* ECF No. 1130.

20 80. In addition to applying to the Court for approval of Class Notice, Class Counsel  
21 also designed and implemented the Plan of Allocation and Claim Forms. *Id.*

22 81. On May 16, 2018, this Court approved both the Notice Program and the Plan of  
23 Allocation. ECF No. 1161.

24 82. Thus far, Plaintiffs have received no objections to any of the settlements, the  
25 Notice Program, the Plan of Allocation, or to the request for attorneys' fees, which was outlined  
26 in the notices.

27 **TIME AND EXPENSES**

28 83. Class Counsel have employed many measures to ensure that the lodestar figure is

1 not improperly inflated. For example, as previously noted, Class Counsel have (1) capped the  
2 hourly rate for initial document review to \$300 per hour for initial document review and \$375 per  
3 hour for foreign language document review; (2) to avoid duplication of effort and achieve other  
4 efficiencies, provided strict guidelines to Supporting Counsel that they were only to work on the  
5 case at the direction of Co-Lead Class Counsel and that only time authorized would be included  
6 in an application to the Court, (3) not included hours worked on this case prior to the appointment  
7 of Class Counsel, thus eliminating any pre-complaint investigation, time spent on service of  
8 process and time spent on the JPML proceedings, (4) required Supporting Counsel to periodically  
9 submit contemporaneous time records to ensure compliance with Co-Lead Class Counsel's  
10 guidelines, and (5) included hours only through February 20, 2015 for Supporting Counsel (the  
11 "Supporting Counsel Relevant Period") and February 28, 2015 for Co-Lead Class Counsel (the  
12 "Co-Lead Class Counsel Relevant Period").

13       84. Attached hereto as **Exhibit 2** is my firm's total hours and lodestar, computed at  
14 historical rates, for the period of February 21, 2015 through May 16, 2018. The total number of  
15 hours spent by Hausfeld during this period of time was 2,594.5, with a corresponding lodestar of  
16 \$1,654,437.00. This summary was prepared from contemporaneous, daily time records regularly  
17 prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work  
18 assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the  
19 benefit of the Class.

20       85. The lodestar amount of \$1,654,437.00 is only for the time period since the last fee  
21 petition. As noted, it relates to the time period of March 1, 2015 through May 16, 2018. In  
22 connection with the Round 1 Settlements, Hausfeld submitted its time which amounted to a total  
23 lodestar for the previous period of \$4,667,443.00. *See* Declaration of Chris L. Lebsock in Support  
24 of Plaintiffs' Motion for Award of Attorneys' Fees, Reimbursement in Expenses and Class  
25 Representative Incentive Awards (ECF No. 988). Hausfeld's total lodestar, therefore, in the case  
26 thus far is \$6,321,880.00.

27       86. The hourly rates for the attorneys and professional support staff in my firm  
28 included in Exhibit 2 are the usual and customary hourly rates charged by Hausfeld during that

1 time frame.

2 87. Attached hereto as **Exhibit 3** is a chart outlining the itemized costs and expenses  
3 incurred by Hausfeld between February 21, 2015 and May 16, 2018, my firm has expended a total  
4 of \$24,011.05 in unreimbursed costs and expenses in connection with the prosecution of this  
5 litigation. These costs were incurred on behalf of Plaintiffs by my firm on a contingent basis, and  
6 have not been reimbursed. The expenses incurred in this action are reflected on the books and  
7 records of my firm. These books and records are prepared from expense vouchers, check records  
8 and other source materials and represent an accurate recordation of the expenses incurred.

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

11 89. Attached hereto as **Exhibit 5** is a summary of the total hours, lodestar and  
12 expenses of all Plaintiffs' counsel—Co-Lead Class Counsel and Supporting Counsel—that  
13 participated in the joint prosecution of this litigation between February 21, 2015 and May 16,  
14 2018 (the "Relevant Period"). The total number of hours spent by all Plaintiffs' Counsel between  
15 February 21, 2015 and May 16, 2018, including Class Counsel and Supporting Counsel is  
16 5,539.55, with a corresponding lodestar of \$3,276,756.75. All firms were instructed to only  
17 submit time and lodestar for work done during the Relevant Period as well as capping certain  
18 services (*i.e.*, document review) at particular hourly rates.

19 90. The total number of hours spent by all Plaintiffs' Counsel since this case began in  
20 2007, including Class Counsel and Supporting Counsel is 103,903.91, with a corresponding  
21 lodestar of \$41,961,815.00.

22 91. **Exhibit 5** contains a compilation of each firm's unreimbursed costs and expenses  
23 between February 21, 2015 and May 16, 2018. The total unreimbursed costs in the case to date  
24 total \$1,060,308.30.<sup>4</sup> These costs and expenses are supported by each firm's separate declaration

25 \_\_\_\_\_  
26 <sup>4</sup> These expenses include the \$1,021,882.28 in expenses that were not previously reimbursed. *See*  
27 ECF No. 1009 at 3 n.3.  
28



1 in support of fees and costs. Total expenses incurred by Plaintiffs for the prosecution of this case  
2 are \$3,868,008.03.

3 92. As noted, Co-Lead Class Counsel established a Litigation Fund to finance the joint  
4 prosecution of this litigation against the Defendants. Hausfeld has contributed a total of  
5 \$263,750.00 in assessments to the Litigation Fund. Plaintiffs' counsel, including Co-Lead Class  
6 Counsel and Supporting Counsel, have contributed a total of \$2,252,790.00 in assessments to the  
7 Litigation Fund, and the Court approved adding \$3,000,000 for future expenses to the Litigation  
8 Fund, which was deducted from the prior round of settlements before attorneys' fees were  
9 assessed, bringing the total to \$5,252,790.00. *See* ECF No. 1009 at 3. To date, a total of  
10 \$5,020,403.49 in necessary litigation costs and expenses have been paid from the Litigation Fund.  
11 Attached hereto as **Exhibit 4** is an accounting of these costs and expenses. None of these  
12 expenditures have been included for reimbursement in any of the individual fee and expense  
13 declarations of any Supporting Counsel.

14 93. Attached hereto as **Exhibits 6 through 22** are detailed declarations with attached  
15 exhibits from all Supporting Counsel setting forth the time and costs they have incurred in this  
16 litigation.

17 **INCENTIVE AWARD FOR ONE ADDITIONAL CLASS REPRESENTATIVE**

18 94. The Class Representatives in this action devoted substantial time and resources to  
19 assisting in the prosecution of this matter. Their help was essential to the success of this case.  
20 None of the Class Representatives conditioned, or were asked to condition, their participation in  
21 the litigation upon receiving an incentive award. None of the Class Representatives conditioned,  
22 or were asked to condition, their approval of any of the settlements upon the promise or  
23 expectation that they would receive any benefit greater than the rest of the Class Members.

24 95. Class Counsel is seeking an incentive payment in the amount of \$2,500 to Class  
25 Representative Sharon Christian, who expended substantial time and effort as a Class  
26 Representative. Among other things, she spent time collecting responsive documents and  
27 consulting with Class Counsel regarding litigation strategy, settlement negotiations, and other  
28 matters.

96. The Court previously approved incentive awards for the other class representatives in the amount of \$7,500. Ms. Christian's role in the case became apparent as Plaintiffs' brief for class certification on routes to and through Taiwan was coming due in early 2018.

97. By shouldering the burdens associated with this litigation, Class Representative Sharon Christian has made a significant contribution to the recovery obtained for the Class. In light of the benefits conferred by the settlements reached in this case, the important role of the Class Representative should be acknowledged with a reasonable payment to compensate her for her time and expenses associated with actively participating in this litigation.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 10th day of August, 2018 at San Francisco, California.

/s/ Christopher L. Lebsack

Christopher L. Lebsack

# **EXHIBIT 1**

# HAUSFELD



BERLIN BOSTON BRUSSELS DÜSSELDORF LONDON NEW YORK PARIS PHILADELPHIA SAN FRANCISCO WASHINGTON, DC [www.hausfeld.com](http://www.hausfeld.com)

## Hausfeld: Global Litigation Solutions Firm Resume

# HAUSFELD

Hausfeld is “the world’s leading antitrust litigation firm.”

– Politico

## Hausfeld Firm Summary

In the last decade, Hausfeld attorneys have won landmark trials, negotiated complex settlements among dozens of defendants, and recovered billions of dollars in recoveries for clients both in and out of court. Renowned for skillful prosecution and resolution of complex and class-action litigation, Hausfeld is the only claimants’ firm to be ranked in the top tier in private enforcement of antitrust/competition law in both the United States and the United Kingdom by the Legal 500 and Chambers & Partners. Our German office was also ranked by Legal 500 for general competition law.

From our locations in Washington, D.C., Boston, New York, Philadelphia, San Francisco, Berlin, Brussels, Düsseldorf, and London, Hausfeld contributes to the development of law in the United States and abroad in the areas of antitrust/competition, consumer protection, environmental threats, human and civil rights, mass torts, and securities fraud. Hausfeld attorneys have studied the global integration of markets—and responded with innovative legal theories and a creative approach to claims in developed and emerging markets.

Hausfeld was founded by Michael D. Hausfeld, who is widely recognized as one of the country’s top civil litigators and a leading expert in the fields of private antitrust/competition enforcement and international human rights. The New York Times has described Mr. Hausfeld as one of the nation’s “most prominent antitrust lawyers,” while Washingtonian Magazine characterizes him as a lawyer who is “determined to change the world—and succeeding,” noting that he “consistently brings in the biggest judgments in the history of law.”

## Antitrust and Competition Litigation

Hausfeld’s reputation for leading groundbreaking antitrust class actions in the United States is well-earned. Having helmed more than thirty antitrust class actions, Hausfeld attorneys are prepared to **litigate and manage cases with dozens of defendants** (*In re Blue Cross Blue Shield Antitrust Litigation*, with more than thirty defendants), **negotiate favorable settlements for class members and clients** (*In re Air Cargo Shipping Services Antitrust Litigation*, settlements of more than \$1.2 billion), take on the financial services industry (*In re Foreign Exchange Antitrust Litigation*, with settlements of more than \$2.3 billion), **take cartelists to trial** (*In re Vitamin C Antitrust Litigation*, trial victory of \$162 million against Chinese manufacturers of vitamin C), and **push legal boundaries where others have not** (*In re NCAA Antitrust Litigation*, another trial victory in which the court found the NCAA rules prohibiting payment of players to be unlawful).

# HAUSFELD

“Hausfeld, which ‘commits extensive resources to the most difficult cases,’ widely hails as one of the few market-leading plaintiff firms.”

– The Legal 500 2017

## Hausfeld: A Global Reach

Hausfeld’s international reach enables it to advise across multiple jurisdictions and pursue claims on behalf of clients worldwide. Hausfeld works closely with clients to deliver outstanding results, while always addressing their business concerns. Hausfeld does so by anticipating issues, considering innovative strategies, and maximizing the outcome of legal disputes in a way that creates shareholder value. Its inventive cross border solutions work to the benefit of the multinational companies it often represents.

### Creative Solutions to Complex Legal Challenges

Hausfeld lawyers consistently apply forward-thinking ideas and creative solutions to the most vexing global legal challenges faced by clients. As a result, the firm’s litigators have developed numerous innovative legal theories that have expanded the quality and availability of legal recourse for claimants around the globe that have a right to seek recovery. Hausfeld’s impact was recognized by the *Financial Times*, which awarded Hausfeld the “Most Innovative Law Firm in Dispute Resolution of 2013,” as well as by *The Legal 500* who has ranked Hausfeld as the only top tier claimants firm in private enforcement of antitrust/competition law in both the United States and the United Kingdom. For example, the landmark settlement that Hausfeld negotiated to resolve claims against Parker ITR for antitrust overcharges on marine hoses represented the first private resolution of a company’s global cartel liability without any arbitration, mediation, or litigation – creating opportunities never before possible for dispute resolution and providing a new model for global cartel settlements going forward.

### Unmatched Global Resources

The firm combines its U.S. offices on both coasts and vibrant European presence with a broad and deep network around the globe to offer clients the ability to seek redress or confront disputes in every corner of the world and across every industry. With over 80 lawyers in offices in Washington, D.C., Boston, New York, Philadelphia, San Francisco, Berlin, Düsseldorf, Brussels, and London, Hausfeld is a “market leader for claimant-side competition litigation.”

“Hausfeld LLP is ‘one of the most capable plaintiffs’ firms involved in the area of civil cartel enforcement’, is ‘[w]idely recognised as a market leader for claimant-side competition litigation... [It is the] market leader in terms of quantity of cases, and also the most advanced in terms of tactical thinking.’”

– The Legal 500 2014 and 2015

## Antitrust Litigation

### Hausfeld’s antitrust litigation experience is unparalleled

Few, if any, U.S. law firms have litigated more class actions on behalf of companies and individuals injured by anticompetitive conduct than Hausfeld. The firm has litigated cases involving price-fixing, price manipulation, monopolization, tying, and bundling, through individual and class representation and has experience across a wide variety of industries, including automotive, banking, chemicals, construction, manufacturing, energy, financial services, food and beverage, health care, mining and metals, pharmaceuticals and life sciences, retail, sports and entertainment, technology, transportation. Clients rely on us for our antitrust expertise and our history of success in the courtroom and at the negotiation table, and the firm does not shy away from challenges, taking on some of the most storied institutions. Hausfeld is not only trusted by its clients, it is trusted by judges to pursue these claims, as evidenced by the fact that the firm has been appointed as lead or co-lead counsel in over 30 antitrust cases in the last decade. In one recent example, Judge Morrison C. England of the Eastern District of California praised Hausfeld for having “the breadth of experience, resources and talent necessary to navigate” cases of import.

Recognizing the firm’s antitrust prowess, *Global Competition Review* has opined that Hausfeld is “one of – if not the – top Plaintiffs’ antitrust firm in the U.S.” *The Legal 500* likewise consistently ranks Hausfeld among the top five firms in the United States for antitrust litigation on behalf of plaintiffs. And in naming Hausfeld to its Plaintiffs’ Hot List for the third year in a row in 2014, *The National Law Journal* opined that Hausfeld “punches above its weight” and “isn’t afraid to take on firms far larger than its size and deliver results, especially in antitrust litigation.”

### Hausfeld has achieved outstanding results in antitrust cases

Hausfeld lawyers have achieved precedent-setting legal decisions and historic trial victories, negotiated some of the world’s most complex settlement agreements, and have collectively recovered billions of dollars in settlement and judgments in antitrust cases. Key highlights include:

- ***O’Bannon v. NCAA*, No. 09-cv-03329 (N.D. Cal.)**  
Hausfeld served as lead counsel in this case, which received considerable press attention and has been hailed as a game-changer for college sports. Following a three-week bench trial in 2014, Hausfeld attained a historic victory: the court found that the NCAA’s rules prohibiting payments to student-athletes for their names, images, and likenesses harm competition and violate the antitrust laws. This ruling was upheld by the Ninth Circuit Court of Appeals, which nevertheless modified the landmark injunctive relief now enjoyed by student athletes in perpetuity.
- ***In re Foreign Exchange Benchmark Rates Antitrust Litig.*, 13-cv-7789 (S.D.N.Y.)**  
Hausfeld serves as co-lead counsel in this case alleging financial institutions participated in a conspiracy to manipulate a key benchmark in the foreign exchange market. To date, the firm has obtained over **\$2.3 billion** in settlements from **fifteen defendants**. The case is ongoing against the remaining defendant.



# HAUSFELD

## Antitrust Litigation

*continued*

- *In re Air Cargo Shipping Services Antitrust Litig., No. 06-md-1775 (E.D.N.Y.)*  
Hausfeld served as co-lead counsel in this case alleging over thirty international airlines engaged in conspiracy to fix the price of air cargo shipping services. The firm negotiated more than **\$1.2 billion** in settlements from over 30 defendants for the class, won certification of the class and defeated the defendants' motions for summary judgment.
- *In re Vitamin C Antitrust Litig., No. 06-md-01738 (E.D.N.Y.)*  
Hausfeld serves as co-lead counsel in the first class antitrust case in the United States against Chinese manufacturers. Hausfeld obtained settlements for the class of **\$22.5 million from two of the defendants** – the first after summary judgment, and the second, just before closing arguments at trial. Days later, the jury reached a verdict against the remaining defendants, and the court entered a judgment for **\$148 million** after trebling the damages awarded. The defendants appealed to the U.S. Supreme Court, where Hausfeld prevailed and the case was remanded for further consideration by the Second Circuit.
- *In re International Air Passenger Surcharge Antitrust Litig., No. 06-md-01793 (N.D. Cal.)*  
Hausfeld served as co-lead counsel in this case against two international airlines alleged to have fixed fuel surcharges on flights between the United States and United Kingdom. Lawyers at the firm negotiated a ground-breaking **\$200 million** international settlement that provides recovery for both U.S. purchasers under U.S. antitrust laws and U.K. purchasers under U.K. competition laws.
- *In re LIBOR-Based Financial Instruments Antitrust Litig., No. 11-md-2262 (S.D.N.Y.)*  
Hausfeld serves as co-lead counsel in this case against sixteen of the world's largest financial institutions for conspiring to fix LIBOR, the primary benchmark for short-term interest rates. To date, the firm has obtained **\$590 million** in settlements with four defendants. An antitrust class has been certified and the case is ongoing against the remaining defendants.
- *In re Municipal Derivatives Antitrust Litig., No. 08-cv-2516 (S.D.N.Y.)*  
Hausfeld served as co-lead counsel in this case against banks, insurance companies, and brokers accused of rigging bids on derivative instruments purchased by municipalities. The firm obtained over **\$200 million** in settlements with more than **ten defendants**.
- *In re Automotive Aftermarket Lighting Products Antitrust Litig., No. 09-ML-2007 (C.D. Cal.)*  
Hausfeld served as co-lead counsel in this case against three manufacturers for participating in an international conspiracy to fix the prices of aftermarket automotive lighting products. The firm obtained over **\$50 million** in settlements.

# HAUSFELD

## Antitrust Litigation

*continued*

- ***In re Processed Egg Products Antitrust Litig., No. 08-cv-04653 (E.D. Pa.)***  
Hausfeld serves as co-lead counsel in this case alleging that egg producers, through their trade associations, engaged in a scheme to artificially inflate egg prices by agreeing to restrict the supply of both laying hens and eggs. To date, the firm has obtained over **\$135 million** in settlements and won certification of a class of shell egg purchasers.
- ***In re Fresh and Process Potatoes Antitrust Litig., No. 10-MD-2186 (D. Idaho)***  
Hausfeld served as chair of the executive committee in this case alleging that potato growers, their cooperatives, processors, and packers conspired to manipulate the price and supply of potatoes. In defeating defendants' motion to dismiss, the firm secured a judicial determination that supply restrictions are not protected conduct under a limited federal antitrust exemption available to certain grower associations—a novel question that had never before been decided by any court. The firm obtained **\$19.5 million** in settlements and valuable injunctive relief prohibiting future production limitation agreements, achieving global resolution of the case.
- ***In re American Express Anti-Steering Rules Antitrust Litig., No. 11-md-2221 (E.D.N.Y)***  
As lead counsel, Hausfeld represents a class of merchants and retailers against American Express. The merchants allege that American Express violated antitrust laws by requiring them to accept all American Express cards, and by preventing them from steering their customers to other payment methods.
- ***In re Blue Cross Blue Shield Antitrust Litig., No. 13-mdl-2496 (N.D. Ala.)***  
Michael Hausfeld serves as one of two co-lead counsel along with David Boies, and Megan Jones serves on the Plaintiffs' Steering Committee, with other partners holding court-appointed committee positions in this case against Blue Cross Blue Shield entities. This case was brought against over 30 Blue Cross companies and its trade association (BCBSA), and alleges that they illegally agreed not to compete with each other for health insurance subscribers across the United States. After defeating motions to dismiss, Hausfeld marshalled evidence from a record that consisted of over 14 million documents from more than thirty defendants and won a landmark ruling when the district court ruled that the per se standard would be applied to defendants' conduct. Plaintiffs will next move towards class certification and trial.
- ***In re Rail Freight Fuel Surcharge Antitrust Litig., No. 07-mc-00489 (D.D.C.)***  
In one of the largest pending antitrust class actions in the United States, Hausfeld serves as co-lead counsel for a proposed class of nearly 16,000 rail freight shippers that collectively allege the defendants - the four largest freight railroads in the United States - conspired to fix the price of rail freight services through coordinated fuel surcharge programs and policies, which allowed the defendants to reap tremendous supra-competitive profits and harm rail freight shippers nationwide for years.

# HAUSFELD



## Antitrust Litigation

*continued*

- ***In Re Korean Ramen Antitrust Litig., No. 3:13-cv-04115-WHO (N.D. Cal.)***  
Hausfeld represents direct purchasers of Korean ramen noodles alleging a pricefixing conspiracy among noodle manufacturers and their U.S. affiliates. Judge William H. Orrick appointed Hausfeld attorneys as co-lead class counsel for the direct purchasers, and after achieving an early settlement for the class against Samyang Korea, the firm recently won class certification against Korean ramen noodle manufacturers Nongshim Co. Ltd. and Ottogi Co. Ltd.
- ***In re Disposable Contact Lens Antitrust Litig., No. 3:15-md-2626-J-20JRK (M.D. Fla.)***  
As one of the three co-lead counsel for the direct purchaser plaintiffs, Hausfeld successfully defeated virtually all of the defendants' motions to dismiss in this case, which alleges complex horizontal and vertical conspiracies by the four leading contact lens manufacturers and a company that acts as the middleman for over 19,000 eyecare professionals throughout the United States.
- ***In re Packaged Seafood Products Antitrust Litigation, No. 3:15-md-02670-JLS-MDD (S.D. Cal.)***  
The Court appointed Hausfeld attorneys as sole interim lead counsel for the putative class of direct purchasers of packaged seafood products, alleging a price-fixing conspiracy among the leading U.S. manufacturers—Chicken of the Sea, StarKist and Bumble Bee. Hausfeld successfully defeated most of the defendants' motions to dismiss, and is now engaged in extensive discovery.

## Litigation Achievements

### Significant Trial Victories

While many law firms like to talk about litigation experience, Hausfeld lawyers regularly bring cases to trial—and win. Among our trial victories are some of the largest antitrust cases in the modern era. For example, in *O'Bannon v. NCAA* (N.D. Cal.), we conducted a three-week bench trial before the Chief Judge of the Northern District of California, resulting in a complete victory for college athletes who alleged an illegal agreement among the National Collegiate Athletic Association and its member schools to deny payment to athletes for the commercial licensing of their names, images, and likenesses. Our victory in the O'Bannon litigation followed the successful trial efforts in *Law v. NCAA* (D. Kan.), a case challenging earning restrictions imposed on assistant college coaches in which the jury awarded **\$67 million** to the class plaintiffs that one of our lawyers represented.

In *In re Vitamin C Antitrust Litigation* (E.D.N.Y.), we obtained, on behalf of our direct purchaser clients, a **\$162 million** jury verdict and judgment against Chinese pharmaceutical companies who fixed prices and controlled export output of Vitamin C—on the heels of \$22.5 million in settlements with other defendants, which represented the first civil settlements with Chinese companies in a U.S. antitrust cartel case. Years earlier, we took on a global vitamin price-fixing cartel in *In re Vitamins* (D.D.C.), in which we secured a **\$1.1 billion settlement** for a class of vitamin purchasers and then took the remaining defendants to trial, culminating in a **\$148 million jury verdict**.

Our trial experience extends to intellectual property matters and general commercial litigation as well. Recently, we represented entertainment companies that sought to hold internet service provider Cox Communications accountable for willful contributory copyright infringement by ignoring the illegal downloading activity of its users. Following a trial in *BMG Rights Management (US) LLC, v. Cox Enterprises, Inc.* (E.D. Va.), the jury returned a **\$25 million verdict** for our client.

### Exceptional Settlement Results

In less than a decade, Hausfeld has recouped over \$20 billion for clients and the classes they represented. We are proud of our record of successful dispute resolution. Among our settlement achievements, three cases merit special mention. In a case involving allegations of price-fixing among the world's largest airfreight carriers, *In re Air Cargo Shipping Services Antitrust Litigation* (E.D.N.Y.), we negotiated settlements with more than 30 defendants totaling over \$1.2 billion—all in advance of trial. During the same time period, in *In re Foreign Exchange Benchmark Rates Antitrust Litigation* (S.D.N.Y.), we negotiated settlements totaling more than \$2.3 billion with fifteen banks accused of conspiring to manipulate prices paid in the foreign-exchange market. And in the global *Marine Hose* matter, we broke new ground with the first private resolution of a company's global cartel liability without any arbitration, mediation, or litigation. That settlement enabled every one of Parker ITR's non-US marine-hose purchasers to recover up to 16% of their total purchases. These cases are just three among dozens of recent landmark settlements across our practice areas.

## Reputation and Leadership in the Antitrust Bar

### Court Commendations

Judges across the country have taken note of Hausfeld's experience and results achieved in antitrust litigation.

**"All class actions generally are more complex than routine actions... But this one is a doozy. This case is now I guess nearly more than ten years old. The discovery as I've noted has been extensive. The motion practice has been extraordinary... The recovery by the class is itself extraordinary. The case, the international aspect of the case is extraordinary. Chasing around the world after all these airlines is an undertaking that took enormous courage."**

– Judge Brian M. Cogan

*In re Air Cargo Shipping Services Antitrust Litigation*, No. 06-md-1775 (E.D.N.Y.)

**Comparing Hausfeld's work through trial to *Game of Thrones*:**

**"where individuals with seemingly long odds overcome unthinkable challenges... For plaintiffs, their trial victory in this adventurous, risky suit, while more than a mere game, is nothing less than a win..."**

– Magistrate Judge Nathanael M. Cousins

*O'Bannon v. Nat'l College Athletic Ass'n*, 09-cv-3329 (N.D. Cal.)

**Hausfeld lawyers had achieved "really, an outstanding settlement in which a group of lawyers from two firms coordinated the work... and brought an enormous expertise and then experience in dealing with the case." "[Hausfeld lawyers are] more than competent. They are outstanding."**

– Judge Charles R. Breyer

*In re International Air Passenger Surcharge Antitrust Litig.*, No. 06-md-01793 (N.D. Cal.)

(approving a ground-breaking \$200 million international settlement that provided recovery for both U.S. purchasers under U.S. antitrust laws and U.K. purchasers under U.K. competition laws.)

**Hausfeld has "the breadth of experience, resources and talent necessary to navigate a case of this import." Hausfeld "stands out from the rest."**

– District Judge Morrison C. England Jr.

*Four In One v. SK Foods*, No. 08-cv-3017 (E.D. Cal.)

# HAUSFELD

## Reputation and Leadership in the Antitrust Bar

*continued*



## Awards and Recognitions

### *Legal 500:*

In 2018, Hausfeld was ranked in the top tier nationally for firms in antitrust civil litigation and class actions by *The Legal 500*. The Legal 500 has declared Hausfeld “at the top of its game,” with “a number of heavyweight practitioners”:

“Representing large companies, small and medium-sized businesses, as well as individuals, Washington DC firm Hausfeld LLP remains ‘top-notch’ in antitrust litigation... Hausfeld LLP is ‘one of the most capable plaintiffs’ firms involved in the area of civil cartel enforcement’, and is handling some of the major cartel-related cases...”

The Legal 500 has also recognized that Hausfeld is a “market transformer,” the “most innovative firm with respect to antitrust damages,” is “[d]riven by excellence,” “anticipates the evolving needs of clients,” and delivers “outstanding advice not only in legal terms but also with a true entrepreneurial touch’...”

### *Who’s Who Legal:*

In 2018, Who’s Who Legal recognized the firm as “[a] powerhouse in the plaintiffs’ litigation field, with particularly deep capability in competition matters,” highlighting “nine outstanding litigators,” including “[t]rial and appellate litigator Hilary Scherrer [who] has wide-ranging experience in antitrust litigation the US and is regarded as one of the leaders in the field in the area.”

### *Concurrences*

In 2018, an article authored by Hausfeld lawyers Scott Martin and Michaela Spero, joined by co-author Brian Henry, was awarded *Concurrences’* 2018 Writing Award for Private Enforcement (Business) Category. The article, “Cartel Damage Recovery: A Roadmap for In-House Counsel,” was originally published in *Antitrust Magazine*.

In 2017, Hausfeld’s Competition Bulletin was selected to be ranked among the top antitrust firms distributing newsletters and bulletins. Hausfeld is the only Plaintiffs firm to be ranked, and we secured the number one spot for Private Enforcement Newsletters.

In 2015, Hausfeld Partners Michael Hausfeld, Michael Lehmann and Sathya Gosselin, joined by co-authors Gordon Rausser and Gareth Macartney, were elected the winners of the *Concurrences’* 2015 Antitrust Writing Awards in the Private Enforcement (Academic) category for their article, *Antitrust Class Proceedings - Then and Now*, Research in Law and Economics, Vol. 26, 2014.



# HAUSFELD

## Reputation and Leadership in the Antitrust Bar

*continued*



### ***Financial Times:***

In 2016, *Financial Times Innovative Lawyers Report* named Hausfeld as a top innovative law firm. Writing about Hausfeld's innovation in the legal market, the *Financial Times* noted: "The firm has taken the litigation finance model to Germany, to turn company in-house legal departments into profit centres."

In 2015, Michael Hausfeld was recognized by the *Financial Times* as one of the Top 10 Innovative Lawyers in North America.

In 2013, Hausfeld won the *Financial Times* Innovative Lawyer Dispute Resolution Award. The FT states that Hausfeld has "[p]ioneered a unique and market-changing litigation funding structure that improved accessibility and enabled victims to pursue actions with little or no risk."



### ***Global Competition Review:***

In 2016, Hausfeld was awarded Global Competition Review's "Litigation of the Year – Cartel Prosecution" for its work on *In re Foreign Exchange Antitrust Benchmark Litigation*. The award recognized Hausfeld's success in the Foreign Exchange litigation to date, which has included securing settlements for more than \$2.3 billion in on behalf of a class of injured foreign exchange investors and overcoming three motions to dismiss in the action.

In 2015, Hausfeld attorneys were awarded *Global Competition Review's* "Litigation of the Year – Non-Cartel Prosecution," which recognized their trial victory in *O'Bannon v. National Collegiate Athletics Association*, a landmark case brought on behalf of college athletes challenging the NCAA's restrictions on payment for commercial licensing of those athletes' names, images, and likenesses in various media.



### ***U.S. News & World Report:***

In 2018, 2017, and 2016, *U.S. News & World Report* – Best Law Firms named Hausfeld to its top tier in both Antitrust Law and Litigation, and among its top tiers in Commercial Litigation. Hausfeld was also recognized in New York, San Francisco, and Washington, DC in Antitrust Law, Litigation, Mass Torts and Commercial Litigation.



### ***American Antitrust Institute:***

In 2016, Hausfeld the American Antitrust Institute honored two Hausfeld case teams – *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.) and *In re Municipal Derivatives Antitrust Litig.* (S.D.N.Y.)—with its top award, for Outstanding Antitrust Litigation Achievement in Private Law Practice. Taken together, these two cases have yielded settlements of over \$1.4 billion to class members after nearly a decade of litigation. The award celebrates private civil actions that provide significant benefits to clients, consumers, or a class and contribute to the positive development of antitrust policy.

In 2015, Hausfeld and fellow trial counsel won the American Antitrust Institute's award for Outstanding Antitrust Litigation Achievement in Private Law Practice for their trial and appellate victories in *O'Bannon v. NCAA*.



# HAUSFELD

## Reputation and Leadership in the Antitrust Bar

*continued*



### *National Law Journal:*

In 2015, Hausfeld was named to the *National Law Journal's* "Plaintiffs Hot List" for the Fourth Year in a Row.

"Hausfeld's creative approaches underpinned key antitrust wins last year, including a trailblazing victory for former college athletes over the use of their likenesses in television broadcasts and video games..." also noting that Hausfeld along with its co-counsel, "nailed down a \$99.5 million settlement with JPMorgan Chase & Co. in January in New York federal court for alleged manipulation of market benchmarks. And it helped land nearly \$440 million in settlements last year, and more than \$900 million thus far, in multidistrict antitrust litigation against air cargo companies."

In 2014, *The National Law Journal* named Hausfeld as one of a select group of America's Elite Trial Lawyers, as determined by "big victories in complex cases that have a wide impact on the law and legal business." The award notes that Hausfeld is among those "doing the most creative and substantial work on the plaintiffs side."

### *Chambers & Partners:*

Between 2016 and 2018, *Chambers & Partners UK* ranked Hausfeld in the top tier among London firms representing private claimants in competition matters, and recognized the firm's accomplishments in Banking Litigation. Chambers observed that the firm was:

Hausfeld's team "is known for market-leading practice. Paved the way for follow-on damages litigation in the UK. Represents claimants in the most significant follow-on and standalone damages actions. "The firm is incredibly impressive and innovative. The lawyers are highly skilled negotiators and litigators; real fighters with an outstanding strategic sense and dedication towards their clients."

Chambers and Partners has also ranked Hausfeld's U.S. operations in the top tier nationally for antitrust. The publication noted the firm's attributes as including:

- A reputation as a "[m]arket-leading plaintiffs' firm with considerable experience in antitrust class action suits and criminal cartel investigations."
- "[N]umerous successes in the area resulting in major recovery or settlements for its clients."
- Firm Chair Michael Hausfeld's record as "a very successful and able antitrust litigator" and "one of the titans of the Plaintiffs Bar."

# HAUSFELD

## Reputation and Leadership in the Antitrust Bar

*continued*

### Thought Leadership

Hausfeld lawyers do more than litigation. They exercise thought leadership in many fields. Hausfeld lawyers host, lecture at, and participate in leading legal conferences worldwide addressing ground-breaking topics, including: the pursuit of damages actions in the United States and the European Union on behalf of EU and other non-U.S. plaintiffs; nascent private civil enforcement of EU competition laws; application of the FTAIA; the impact of *Wal-mart Stores, Inc. v. Dukes* and *Comcast Corp. v. Behrend* on class certification; reforms to the Federal Civil Rules of Procedure, emerging issues in complex litigation; legal technology and electronic discovery.

Hausfeld attorneys have presented before Congressional subcommittees, regulators, judges, business leaders, in-house counsel, private lawyers, public-interest advocates, elected officials and institutional investors, and hold leadership positions in organizations such as the American Bar Association, the American Antitrust Institute, the Women Antitrust Plaintiffs' Attorney network group, the Sedona Conference and IAALS.

Hausfeld attorneys also regularly organize and facilitate panels and conferences discussing the latest developments and trends in their respective practices and are frequently published in scholarly articles, journals, bulletins and legal treatises. Highlights from these publications and conferences include:

### Recent Articles

- Michael Hausfeld, Irving Scher, and Laurence Sorkin, "**Litigating Indirect Purchasers Claims: Lessons for the EU from the U.S. Experience**," *Antitrust Magazine* (Fall 2017)
- Scott Martin, Michaela Spero, and Brian Henry, "**Cartel Damage Recovery: A Roadmap for In-House Counsel**," *Antitrust Magazine* (Fall 2017)
- Michael D. Hausfeld and Irving Scher, "**Damage Class Actions After Comcast: A View from the Plaintiffs' Side**," *Antitrust Magazine* (Spring 2016).
- James J. Pizzirusso, "**Proving Damages in Consumer Class Actions**," Consumer Protection Committee, Vol. 22/ No. 1, ABA Section of Antitrust Law (Mar. 2016).
- Bonny E. Sweeney, "**Earning ACPERA's Civil Benefits**," 29 *Antitrust Magazine* 37 (Summer 2015).
- Brent Landau and Gary Smith, "**Bundling Claims Under Section 1 of the Sherman Act: Focusing on Firms' Abilities to Create Anticompetitive Effects in a Market, Rather Than Their Share of It**," *Antitrust Health Care Chronicle*, Vol. 28/ No. 1, ABA Section of Antitrust Law (Jan. 2015).
- Michael D. Hausfeld, Gordon C. Rauser, Gareth J. Macartney, Michael P. Lehmann, Sathya S. Gosselin, "**Antitrust Class Proceedings – Then and Now**," *Research in Law and Economics* (Vol. 26, 2014) (Recipient of *Concurrences'* 2015 Antitrust Writing Award for Private Enforcement (Academic) Category).

# HAUSFELD



## Reputation and Leadership in the Antitrust Bar

*continued*

- Brent Landau and Brian Ratner, “**Chapter 39: USA,**” *The International Comparative Legal Guide to Cartels & Leniency* (Ch. 39, 2014).
- Michael Hausfeld and Brian Ratner, “**Prosecuting Class Actions and Group Litigation – Understanding the Rise of International Class and Collective Action Litigation and How this Leads to Classes that Span International Borders,**” *World Class Actions* (Ch. 26, 2012)
- Michael Hausfeld and Kristen Ward Broz, “**The Business of American Courts in *Kiobel*,**” *JURIST* – Sidebar (Oct. 2012).
- Bonny E. Sweeney, “**Overview of Section 2 Enforcements and Developments,**” 2008 Wis. L. Rev. 231 (2008).



## Michael P. Lehmann

Partner

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Over a career that has spanned nearly forty years, Michael Lehmann has litigated big and small civil cases, representing plaintiffs and, in several cases, defendants. This experience gives him a special perspective that enables him to evaluate the strengths and weaknesses of a case in a well-rounded manner and serve his clients by focusing on cases and claims with respect to which the client has a fair chance of prevailing. One of his strengths is brief-writing and he has penned many a successful brief before trial and appellate courts. He is respected by his peers in the legal community for being a savvy, meticulous litigator who treats his fellow lawyers, as well as clients, with civility and respect.

Michael is primarily a business litigator, with an emphasis in the antitrust field. He has been involved in numerous class action antitrust cases, as well as individual cases. He has also done extensive regulatory work for clients before federal and state agencies. In addition, he has participated in numerous international and domestic arbitrations. He has published several articles on antitrust and other matters and has been recognized either generally or in the antitrust field in the publications Best Lawyers in America and San Francisco's Best Lawyers, as a Northern California Superlawyer, and is the recipient of a Martindale-Hubbell AV Preeminent rating.

### EDUCATION

J.D. 1977, Hastings College of the Law

A.B. 1974, University of California at Berkeley

### BAR ADMISSIONS

California

### AFFILIATIONS & HONORS

Member, American Bar Association



## Christopher L. Lebsock

Partner

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A partner at Hausfeld, Christopher Lebsock represents consumers and businesses in complex legal disputes in a variety of jurisdictions across the globe. Chris regularly consults with clients, trade associations, and law firms about competition issues and legal strategies that span international borders.

He is a member of the firm's antitrust and financial services groups and represents banks, insurance companies, and manufacturers and distributors in litigation. Chris enjoys crafting creative legal solutions for his clients, and where necessary, advocating new and novel legal theories to advance his clients' interests.

Representative recent cases include:

- *In Re: Packaged Seafood Products Antitrust Litigation*, S.D. Cal. Case No. 3:15-md-02670-JLS-MDD (lead counsel for distributors of shelf-stable tuna products).
- *In Re: Transpacific Passenger Air Transportation Antitrust Litig.*, N.D. Cal. Case No. 07-CV-5634-CRB (lead counsel for plaintiffs);
- *In Re: Korean Ramen Antitrust Litig.*, N.D. Cal. Case No. C-13-04115-WHO (lead counsel for plaintiffs);
- *A.H.R.E., Inc. v. Hankook Jungsoo Industrial Co. Ltd.*, E.D.Va. Case No. 1:13-cv-1503 (LMB/JFA) (counsel for defendant Hankook);
- *Woori Bank v. Citigroup, Inc.*, 2d Cir. Case No. 14-3329 (counsel for Woori Bank).

Chris represents clients in the trial courts throughout the United States and on appeal.

He graduated from University of California, Hastings College of the Law, in 1996. Before that, he majored in Economics at the University of Colorado, Boulder. Chris is a member of the Phi Beta Kappa Society. He is admitted to practice before the California and United States Supreme Courts, the Second and Ninth Circuit Courts of Appeal, and the District Courts for the Northern, Eastern, and Central Districts of California.



**CHRISTOPHER L. LEBSOCK**

**EDUCATION**

University of California, Hastings College of the Law, J.D., 1996

University of Colorado, Boulder, B.A., 1993; Phi Beta Kappa

**BAR ADMISSIONS**

California Supreme Court

Northern District of California

Eastern District of California

Central District of California

Ninth Circuit Court of Appeals

**AFFILIATIONS & HONORS**

State Bar of California, Member

American Bar Association, Member

*Hastings Constitutional Law Quarterly*, former Senior Managing Editor



## Seth R. Gassman

Of Counsel

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Seth R. Gassman has over a decade of antitrust litigation and regulatory experience, and has represented clients in many different industries over the course of his career, including in manufacturing, transportation, pharmaceuticals and health care.

Seth currently represents victims of domestic and international anticompetitive conduct. Among his current cases, he is litigating *In re Rail Freight Fuel Surcharge Antitrust Litigation*, where Hausfeld serves as co-lead counsel representing a certified class of shippers who allege that the nation's largest freight-shipping railroads conspired to fix rail-freight fuel surcharges, and *In re New Jersey Tax Sale Certificates Antitrust Litigation*, where the firm serves as co-lead counsel representing a proposed class of New Jersey property owners who – as the result of an alleged bid-rigging scheme that has already led to several criminal guilty pleas – either must pay inflated rates to redeem liens on their property or face foreclosure.

Seth is also actively involved in litigating *In re Blood Reagents Antitrust Litigation*, where he represents a class of laboratories and other purchasers who allege that the two leading manufacturers of a critical component used in a number of tests performed to detect and identify certain properties of the cell and serum components of human blood fixed prices for nearly a decade, and *In re Transpacific Passenger Air Transportation Antitrust Litigation*, where he represents a proposed class of airline passenger who allege that several major airlines conspired to inflate the costs of tickets for travel between the United States and Asia/Oceania .

Seth is the co-author of “No Rest{itution} for the Weary: Crime Victims and Treble Damages in Antitrust Cases,” *BNA’s Antitrust and Trade Regulation Report*,” November 18, 2011; “Antitrust Class Actions: Continued Vitality,” *Global Competition Review*, *The Antitrust Review of the Americas*, 2008; and “Global Enforcement of Anticompetitive Conduct,” presented in Florence, Italy at The Tenth Annual Sedona Conference on Antitrust Law & Litigation: The Globalization of Antitrust Enforcement, September 2008.





**SETH R. GASSMAN**

Seth began his legal career at Cahill Gordon & Reindel LLP. While there, he focused on antitrust litigation and regulatory compliance. He received a J.D. from New York University School of Law, where he was the symposium editor of the *Journal of Legislation and Public Policy*. In the spring of 2003, he was awarded the Newman Prize for “Direct Democracy as Cultural Dispute Resolution: The Missing Egalitarianism of Cultural Entrenchment.” Seth earned a B.A., with honors, in English from the University of California at Berkeley.

He is a member of the California, New York and District of Columbia bars, as well as the Southern and Eastern Districts of New York and the Eastern District of Michigan.

**EDUCATION**

New York University School of Law, J.D., 2003

University of California, Berkley, B.A., *with honors*, 1999

**BAR ADMISSIONS**

District of Columbia

New York

Southern and Eastern Districts of New York

Eastern District of Michigan

California

Northern District of California

**AFFILIATIONS & HONORS**

Senior Symposium Editor, *New York University School of Law Journal of Legislation and Public Policy*

Newman Prize Recipient for article, “Direct Democracy as Cultural Dispute Resolution: The Missing Egalitarianism of Cultural Entrenchment”

Commencement Speaker, University of California at Berkeley, Departmental Graduation



## Gary I. Smith

Associate

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Gary is an associate in the firm's Philadelphia office, where he focuses his practice on antitrust litigation. In his young career, Gary has already secured over \$745 million in settlements to benefit those affected by anticompetitive practices.

Gary has represented a diverse range of clientele—including pediatricians, dental laboratories, hospital systems, investment and pension funds, farmers, construction contractors, universities, and local governments. Gary has litigated cases at every level, from state trial court all the way to the Supreme Court of the United States, during which he has gained a wide range of experience briefing and arguing dispositive motions, taking and defending fact and expert witness depositions, and first- and second-chairing jury trials. Gary has become particularly adept at working with and defending his clients' expert witnesses while successfully undermining the experts of his opponents.

Gary has served a leading role in cases challenging the monopolization of healthcare markets, the collusive manipulation of global financial benchmarks, as well as run-of-the-mill price fixing conspiracies in numerous industries. Gary also regularly writes on antitrust topics, most notably contributing to the Eighth Edition of the American Bar Association's Section of Antitrust's seminal publication, *Antitrust Law Developments*, and having his thoughts on exclusionary conditional pricing practices published by the Section's *Antitrust Healthcare Chronicle*. Gary has twice earned local accolades as a Rising Star in Antitrust Litigation by Pennsylvania Super Lawyers (2017 and 2018) and national accolades as one of five Rising Star under 40 in Health Care Law by Law360 (2017).

Gary's representative cases include:

- *In re LIBOR-Based Financial Instruments Antitrust Litig.*, No. 1:11-md-2262-NRB (S.D.N.Y.), in which a certified class of purchasers of over-the-counter (OTC) financial instruments with interest payments tied to the London Interbank Offering Rate (LIBOR) are challenging the collusive manipulation of U.S. Dollar LIBOR by the world's largest financial institutions. The collusion is claimed to have suppressed the U.S. Dollar LIBOR rate, which allowed the defendant banks to benefit financially to the detriment of their counterparties in OTC instruments. The case has resulted in \$590 million in settlements with four banks (Barclays, Citibank, HSBC, and Deutsche Bank), and continues against the remaining thirteen defendant banks.

**GARY I. SMITH**

- *Adriana M. Castro, M.D., P.A., et al. v. Sanofi Pasteur Inc.*, No. 2:11-cv-07178-JMV-MAH (D.N.J.), in which a certified class of wholesalers, hospitals, and physicians that purchased Sanofi's quadrivalent conjugate meningococcal vaccine (MCV4) Menactra (a vaccine for Meningitis) claimed that Sanofi monopolized the MCV4 market by threatening large price penalties across Sanofi's broad line of pediatric vaccines if pediatricians purchased MCV4 vaccines from Sanofi's only MCV4 rival, Novartis. Sanofi's conditional pricing practices had the purpose and effect of foreclosing Sanofi's only MCV4 rival from the market, allowing Sanofi to continue to charge monopoly prices for Menactra. The case settled in December 2016 for \$61.5 million.
- *In re: Transpacific Passenger Air Transp. Antitrust Litig.*, No. 3:08-md-01913 CRB (N.D. Cal.), in which a proposed class of consumers of transpacific passenger air travel allege that thirteen airlines conspired to fix the prices of certain transpacific passenger air fares and fuel surcharges. The case has resulted in almost \$90 million in settlements with twelve defendant airlines, and continues against the sole remaining defendant, All Nippon Airways, which pled guilty to price-fixing certain transpacific passenger air fares in related criminal proceedings in 2010.

Gary graduated from the University of Arizona in May of 2008, where he received a B.S.B.A. in Business Economics, and from the Sandra Day O'Connor College of Law in May of 2011, where he received his J.D. While in law school, Gary worked as a research assistant for Visiting Associate Professor of Law Amandeep S. Grewal, received honors as a Willard H. Pedrick Scholar, and externed with the Securities and Exchange Commission in Washington, DC.

Gary lives with his wife Allison, daughter Harper, and two dogs, is an avid fan of music and Philadelphia sports, and is a competitive darts player.

**EDUCATION**

Sandra Day O'Connor College of Law at Arizona State University, J.D. 2011  
University of Arizona, B.S.B.A. in Business Economics, 2008

**BAR ADMISSIONS**

Pennsylvania  
United States District Court for the Eastern District of Pennsylvania  
Arizona  
United States District Court for the District of Arizona  
United States Court of Appeals for the Ninth Circuit

**AFFILIATIONS & HONORS**

Law360, Rising Star Under 40 in Health Care Law (2017)  
Super Lawyers, Pennsylvania Antitrust Litigation Rising Star (2017)  
American Bar Association,  
- Section of Antitrust Law  
- Young Lawyers Division  
Contributor, ABA Antitrust Section, Antitrust Law Developments 8th Edition  
Pennsylvania Bar Association  
Willard H. Pedrick Scholar



## Michaela Spero

Associate

### WASHINGTON, DC

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Michaela Spero's international background and passion for accessible justice led to her to Hausfeld—a firm that seeks to simplify complex litigation through global solutions. As an associate in the Washington, D.C. office, Michaela focuses on antitrust cases. Current representative matters include:

- Advising major car manufacturers and other multinational OEMs in developing and executing their strategy to recover damages incurred from the worldwide auto parts cartel.
- *In re: Transpacific Passenger Air Transp. Antitrust Litig.*, No. 3:08-md-01913 CRB (N.D. Cal.), in which a proposed class of passengers allege that thirteen airlines conspired to fix the prices of certain transpacific air fares and fuel surcharges. The case has resulted in almost \$90 million in settlements with twelve defendant airlines, and continues against the sole remaining defendant, All Nippon Airways.
- *In re American Express Anti-Steering Rules Litigation* (E.D.N.Y.)—a class action lawsuit alleging that American Express violated antitrust laws by imposing rules that limit merchant class members from steering their customers to other payment methods.
- *2301 M Cinema LLC v. Landmark*, in which specialty movie theaters allege that Landmark, a nationwide theater chain, is abusing its circuit power to coerce distributors into exclusive arrangements that harm competition.

Michaela has an active pro bono practice, including *Clean Air Council v. USA et al.*, No. 17-4977 (E.D. Pa.), a case seeking to prevent the federal government from rolling back critical climate change protections based on junk science. She also represents domestic violence survivors in family law proceedings in partnership with the D.C. Volunteer Lawyers Project.

**MICHAELA SPERO**

Prior to joining Hausfeld, Michaela completed a traineeship in Clifford Chance's Madrid office, where she advised clients on the antitrust implications of multinational mergers and on defense strategy before Spain's National Markets and Competition Commission (CNMC) and the European Commission. Michaela speaks fluent Spanish, having completed her LL.M. in European Union Law at the Universidad Carlos III in Madrid. As part of the Master's program, which focused on Competition Law, Michaela studied with leading practitioners from throughout the European Union. While in law school, Michaela was a member of the *American University International Law Review*; she also represented clients in human rights litigation in U.S. federal court and the Inter-American system as a member of the UNROW Human Rights Impact Litigation Clinic.

In her free time, Michaela enjoys spending time outdoors with her husband and dog. An avid runner and traveler, she hopes to continue exploring the globe, one marathon at a time.

**EDUCATION**

Universidad Carlos III de Madrid, LL.M. in European Union Law, 2015

American University Washington College of Law, J.D., *cum laude*, 2015

University of Washington, B.A., College Honors in Spanish, 2011

**BAR ADMISSIONS**

California

Central District of California

Northern District of California

District of Columbia

**AFFILIATIONS & HONORS**

ABA Section of Antitrust - Vice Chair, Membership and Diversity Committee

*The National Law Journals* - Energy & Environmental Trailblazer for 2018

*American University International Law Review* (2013-2015)

1 Terry Gross, terry@grossbelsky.com (SBN 103878)  
Adam C. Belsky, adam@grossbelsky.com (SBN 147800)  
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3 201 Spear Street, Suite 1100  
San Francisco, CA 94105  
4 Telephone: (415) 544-0200  
Facsimile: (415) 544-0201

5 *Counsel for Plaintiffs*

6  
7  
8 **UNITED STATES DISTRICT COURT**  
9 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**  
10 **SAN FRANCISCO DIVISION**

11 **IN RE TRANSPACIFIC PASSENGER**  
12 **AIR TRANSPORTATION ANTITRUST**  
13 **LITIGATION**

14 **This Document Relates to:**

15 **All Actions**  
16  
17

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

MDL No. 1913

**Honorable Charles R. Breyer**

**DECLARATION OF ADAM C. BELSKY**  
**IN SUPPORT OF MOTION FOR**  
**ATTORNEYS' FEES AND**  
**REIMBURSEMENT OF EXPENSES**

1 I, ADAM C. BELSKY, declare and state as follows:

2 1. I am a partner of the law firm of Gross & Belsky P.C. I submit this declaration  
3 in support of Plaintiffs' application for an award of attorneys' fees in connection with the  
4 services rendered in this litigation. I make this declaration based on my own personal  
5 knowledge, and if called as a witness, I could and would competently testify to the matters  
6 stated herein.

7 2. My firm has served as counsel to Plaintiff Kevin Moy during the course of  
8 this litigation. The background and experience of Gross & Belsky P.C and its attorneys are  
9 summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Gross & Belsky P.C has prosecuted this litigation solely on a contingent-fee  
11 basis, and has been at risk that it would not receive any compensation for prosecuting claims  
12 against the Defendants. While Gross & Belsky P.C devoted its time and resources to this  
13 matter, it necessarily had to take time and resources away from some other pending matters.

14 4. During the pendency of the litigation, Gross & Belsky P.C performed the  
15 following work:

16 **INVESTIGATION AND RESEARCH**

17 Conducted factual investigation. Conducted legal research concerning foreign  
18 deposition and discovery issues, and the filed rate doctrine. Provided strategic advice.

19 **DISCOVERY**

20 Participated in document reviews.

21 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at  
22 historical rates, for the period of February 21, 2015 through May 16, 2018. The total number  
23 of hours spent by Gross & Belsky P.C during this period of time was 9.1, with a  
24 corresponding lodestar of \$ 7,197.50. This summary was prepared from contemporaneous,  
25 daily time records regularly prepared and maintained by my firm. The lodestar amount  
26 reflected in Exhibit 2 is for work assigned and/or approved by Co-Lead Counsel, and was  
27 performed by professional staff at my law firm for the benefit of the Class.

28 6. The hourly rates for the attorneys and professional support staff in my firm



1 included in Exhibit 2 are the usual and customary hourly rates charged by Gross & Belsky  
2 P.C during that time frame.

3 7. My firm has expended a total of \$ 23.86 in unreimbursed costs and expenses  
4 in connection with the prosecution of this litigation. These costs and expenses are broken  
5 down in the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct  
6 Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The  
7 expenses incurred in this action are reflected on the books and records of my firm. These  
8 books and records are prepared from expense vouchers, check records and other source  
9 materials and represent an accurate recordation of the expenses incurred.

10 8. Gross & Belsky P.C has paid no assessments for the joint prosecution of the  
11 litigation against the Defendants during the time period of February 21, 2015 through May 16,  
12 2018.

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

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

17 Executed this 31st day of July, 2018 at San Francisco, California.

18  
19 /s/ Adam C. Belsky  
20 ADAM C. BELSKY  
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# **EXHIBIT 1**

## GROSS & BELSKY P.C.

201 Spear Street, Suite 1100  
San Francisco, California 94105  
Tel: (415) 544-0200 | Fax: (415) 544-0201

Gross & Belsky P.C. is a general practice, public interest law firm located in San Francisco, California. The firm has earned a national reputation in constitutional, international, intellectual property law, and class actions, deploying creative and winning legal strategies, and high caliber academic and professional achievement. The firm's work is distinctive and varied, ranging from intellectual property and Internet law, media law, including plaintiffs' defamation and privacy, constitutional law and entertainment law, to plaintiffs' class actions for consumer fraud and antitrust violations, complex litigation, international law and commercial litigation. The firm practices in both trial and appellate courts and has diverse clientele, including foreign governments and national corporations. The bulk of the practice focuses on the representation of individuals and small companies across a spectrum of litigation.

### PRACTICE AREAS

#### **Class actions**

The firm represents the rights of consumers in class actions, primarily those involving consumer fraud or antitrust violations. The firm holds or has held leadership roles in the following cases:

Chair, Indirect Purchaser Plaintiffs' Executive Committee, *DRAM Antitrust Litigation* (U.S. District Court, San Francisco), and Co-Liaison Counsel (California Superior Court, San Francisco), a nationwide class action concerning price-fixing of computer memory;

Liaison Counsel for the end-user class, *In re Automotive Paint Antitrust Action* (California Superior Court, Alameda), recovering \$10 million for price-fixing in automotive paint;

Liaison Counsel and Settlement Class Counsel, *Perish v. Intel Corp.* (California Superior Court, Santa Clara), a consumer fraud class action;

Co-Chair of the Steering Committee, *Microsoft Antitrust Class Action Litigation* (California Superior Court, San Francisco), an antitrust action based on Microsoft's monopolization of the personal computer operating system and software market, which recovered \$1.1 billion for California consumers;

Co-Lead Counsel, *Lea v. Pacific Bell* (California Superior Court, San Francisco), a consumer fraud and unfair competition class action;

Executive Committee and co-trial and appellate counsel, *Wisper v. Old Republic Title Company* (California Superior Court, San Francisco), an unfair competition and consumer fraud class action resulting in a \$21 million recovery after trial, affirmed on appeal;

Co-Liaison Counsel, *The Carbon Fiber Cases* (California Superior Court, San Francisco), a class action for price-fixing in the sale of carbon fiber products.

Executive Committee, *Flat Glass Antitrust Litigation*, *Sanitary Paper Antitrust Litigation*, *Vitamin Cases Antitrust Litigation*, and *Cosmetics Antitrust Litigation*, antitrust

actions challenging price-fixing in the glass, sanitary paper, cosmetics and vitamin industries; Executive Committee, *Providian Credit Card Cases* (California Superior Court, San Francisco), an unfair competition, false advertising and consumer fraud action; and Executive Committee, *The Clergy III Cases* (California Superior Court, Alameda), a consolidated proceeding involving clergy abuse cases against all Roman Catholic dioceses in northern California.

The firm is also counsel in numerous class actions challenging price-fixing, particularly in the technology and travel industries, including:

*In re Flash Memory Antitrust Litigation;*  
*In re TFT-LCD (Flat Panel) Antitrust Litigation;*  
*In re Cathode Ray Tube (CRT) Antitrust Litigation;*  
*In re Static Random Access Memory (SRAM) Antitrust Litigation;*  
*In re Air Cargo Shipping Services Antitrust Litigation;*  
*In re International Air Transportation Surcharge Antitrust Litigation;*  
*In re Chocolate Confectionary Antitrust Litigation;*  
*In re Vitamin Cases*  
*Cosmetics Antitrust Litigation*  
*Automobile Antitrust Cases*  
*Smokeless Tobacco Antitrust Litigation*  
*Polyester Staple Cases*

### **Constitutional law**

The firm represents individuals and companies on constitutional issues, primarily in the areas of free speech, police misconduct, freedom of religion, and due process. Recent highlights include representing two different photo-journalists in cases against the police concerning media access to and ability to cover breaking news events; providing successful pro bono representation to an internet journalist sued by Apple for trade secret misappropriation where the journalist was reporting newsworthy information lawfully obtained through normal newsgathering techniques; and representing individuals in police misconduct civil rights actions. Members of the firm were lead counsel in a First Amendment and equal protection challenge to the large-scale relocation of Navajo elders from their ancestral homelands at Big Mountain, Arizona; successfully challenged Pan American World Airways' policy during the first Gulf War against granting passage to any Iraqi nationals; represented the widow of Salvador Allende, the slain president of Chile, in the first successful challenge to the government's ideological exclusion policy; represented Muslim inmates in a successful appeal in a religious discrimination case; and serve as special counsel in criminal cases on constitutional issues such as double jeopardy and free speech. Members of the firm have represented non-traditional religions in actions implicating religious freedom, due process and improper government activity, including representing a channeler accused of copyright infringement, precipitating a First Amendment defense, and actively represents victims of clergy abuse. Mr. Gross has engaged in significant complex litigation nationally on behalf of private clients and civil liberties organizations, including the National Emergency Civil Liberties Committee, the Bill of Rights Foundation, and the Electronic Frontier Foundation.

## **Intellectual property**

The firm has an active practice in trademark, copyright, trade secrets, unfair competition, and other intellectual property rights, including the interplay of such rights with the Internet. As co-counsel with the Electronic Frontier Foundation, the firm defended Reverend Billy, an anti-consumerism activist, against copyright infringement claims. As General Counsel to Burning Man, the internationally known arts and community event, the firm has represented the event in litigation over the event's trademarks, successfully defeating competing claims to the marks, and regularly has advised and represented Burning Man in both negotiations and litigation concerning trademark, copyright and privacy issues. Other representative engagements include successfully representing an Internet journalist wrongfully sued by Apple Computer for trade secret misappropriation; representing The New York Times and several Business Week journalists against Hewlett-Packard, seeking and obtaining damages when HP illegally obtained private telephone records of the journalists in an attempt to learn the trade secrets of the identities of the journalists' sources; representing the estate of Norma Millay Ellis relating to the sale of the literary properties of Edna St. Vincent Millay; and litigation relating to the sublicense of patent rights and contract negotiations for the sale of biotechnology development rights for a French biotechnology company. The firm, representing Quokka Sports, Inc. and the America's Cup, obtained an injunction against a cybersquatter on the *americascup.com* domain name, in one of the first cases filed under the Anticybersquatting Consumer Protection Act. The firm represented the Republic of South Africa concerning the domain name *southafrica.com*, and before the World Intellectual Property Organization and ICANN.

## **International law**

The firm represents public and private clients on international law issues. The firm has an active practice in defending sovereign nations against private party lawsuits and attempts to execute on sovereign property, as well as in enforcing judgments against foreign nations. The firm represented the Bolivian national telephone company and, in proceedings in New York and London, successfully overturned attachment orders seizing the telephone company's assets, issued after it had been nationalized. In representation of Cuba's national telephone company, the firm successfully overturned the attempted garnishment of the telephone company's assets to satisfy a judgment against the Republic of Cuba. The firm represented the Ukrainian space agency in defending against execution of an arbitration award based on a failed satellite launch. The firm represented the Republic of South Africa concerning the domain names *southafrica.com* and *southafrica.info*. The firm represents and advises other sovereign and quasi-sovereign entities on issues of sovereignty and constitutional law. Members of the firm have represented foreign companies in contract negotiations with U.S. companies and in matters relating to their U.S. subsidiaries. The firm has an active practice in providing advice and obtaining licenses for transactions with countries subject to trading restrictions.

## **Media law/defamation**

The firm represents plaintiffs in defamation and privacy actions against national and local news media. The firm also actively represents clients prior to the publication of potentially inflammatory articles in negotiations with news media to ensure that inaccurate information is not published. Representative engagements include the joint representation of Spike Lee in obtaining a preliminary injunction against Viacom for

infringing on Spike Lee's right of publicity when it used his name for a cable channel; the joint representation of Gianni Versace s.P.a. and the Versace family in successfully stopping the publication of a defamatory book that also invaded the Versace family's privacy; obtaining a significant settlement on behalf of child abuse victims who testified at the criminal trial of their abuser, from two television stations that broadcast images identifying the victims; advising the Burning Man arts and performance festival on a variety of media issues, including against MTV, where the firm successfully precluded the planned broadcast of footage taken at the Burning Man event without Burning Man's consent, and against Voyeur Video, where the firm forced a video company that was distributing videos of Burning Man participants without Burning Man's permission to cease all such distribution and destroy all videos; the representation of a colleague of Bertrand Russell in a defamation action that resulted in the recall of all copies of the offending book; and representation of O.J. Simpson in a suit to prevent the broadcast of a movie based on improperly obtained attorney-client communications. In a special appointment by the California Attorney General, the firm represented the People of California and the listeners of Pacifica Radio in successfully overturning a takeover of the Pacifica corporation. The firm also advises media entities and authors on defamation and libel clearance. The firm regularly represents journalists and authors in areas concerning their work and their employment by media entities.

### **Commercial litigation and transactions**

The firm engages in general commercial litigation on behalf of private clients. Members of the firm have represented foreign banks, primarily government-owned, in litigation involving suits against the banks, as well as in litigation for the banks against borrowers to recover funds; represented borrowers suing banks for nonperformance; and advised borrowers and assisted in negotiations with their lenders in revising the terms of credit. The firm regularly represents corporate clients in breach of contract litigation, for example, obtaining a \$26 million interim award in an international commercial arbitration. The firm regularly advises clients in seeking and negotiating business resolutions to disputes short of litigation.

### **Entertainment law**

The firm represents authors, musicians, artists, circus performers and their agents in negotiating contracts, including contracts for performance, publication, and sale of motion picture and television rights. Representative clients have included Spike Lee (obtained an injunction against the use of his name for the name of a cable channel), and Robin Finck, lead guitarist for the bands Guns 'N Roses and Nine Inch Nails.

### **Employment law**

The firm actively represents both employers and employees in suits for employment discrimination, wrongful termination, and sexual harassment. The firm also provides counseling with respect to matters of hiring, compensation and severance.

### **Appellate**

The firm represents and advises clients in civil and criminal state appellate proceedings at the federal and state levels. Significant representations include overturning the conviction of a wrongfully convicted indigent defendant because the conviction was based on improperly admitted evidence of poverty, *United States v. Mitchell*, 172 F.3d 1104 (9<sup>th</sup> Cir. 1999); overturning the attempted garnishment of a Cuban telephone

company's assets to satisfy a judgment against the Republic of Cuba, *Alejandro v. Republic of Cuba*, 183 F.3d 1277 (11<sup>th</sup> Cir. 1999); upholding dismissal of a lawsuit against the Republic of South Africa that sought a declaration that South Africa has no rights to the internet domain name *southafrica.com*, *Virtual Countries, Inc. v. Republic of South Africa*, 300 F.3d 230 (2d Cir. 2002); and upholding a trial award of \$21 million in a consumer fraud class action, *State v. Pricewaterhouse Coopers LLP*, 125 Cal. App. 4<sup>th</sup> 1219 (2005).

#### **Sexual Abuse and Clergy Abuse**

The firm represents victims of sexual abuse and clergy abuse in litigation against their abusers. The firm was a member of the Plaintiffs' Executive Committee in the coordinated litigation of all cases in northern California against the Roman Catholic Church for childhood sexual abuse by clergy members, and actively represents other individual plaintiffs in matters involving childhood sexual abuse and abuse by clergy of other faiths.

#### **Probate litigation**

The firm represents both claimants and personal representatives in estate and trust litigation, including will contests and claims against estates.

#### **Mediation/alternative dispute resolution**

Mr. Gross and Mr. Belsky provide mediation services and regularly assist in obtaining settlements in diverse lawsuits, including class actions, trade secrets, wrongful termination, labor, commercial, and real estate matters.



## **ATTORNEY BIOGRAPHIES**

### **TERRY GROSS**

Throughout his career, Mr. Gross has engaged in significant complex litigation nationally on behalf of both private clients and civil liberties organizations, including the National Emergency Civil Liberties Committee and the Bill of Rights Foundation, in matters ranging from private commercial disputes to actions implicating important constitutional issues. He has been named a Northern California Super Lawyer.

Mr. Gross has an extensive focus on the changing face of copyright, trademark and media law in the digital age. Mr. Gross' first degree and career was in computer science and his experience as a systems programmer for IBM, a systems analyst at University of California Medical Center and as the director of data processing for a local governmental agency gave him early expertise in the developing computer field. Since that time, and aided by his educational and professional experience, Mr. Gross has been an active force in the field of Internet law. He was the first general counsel to the Electronic Frontier Foundation, a civil liberties organization focusing on first amendment issues surrounding Internet-based technology. Recently, he represented Think Secret, an online journalist improperly sued by Apple for trade secret misappropriation, counterattacking by seeking sanctions against Apple for filing a lawsuit without merit, as under the First Amendment publishers and journalists have the right to disseminate information lawfully obtained by them. He has successfully defended an internet service provider sued by a software industry group for copyright infringement, represents content providers in negotiations with networks, and litigates jurisdictional issues raised by Internet activity.

Mr. Gross has extensive experience in matters of intellectual property. As General Counsel to Burning Man, the internationally known arts festival, he has negotiated, advised and litigated numerous trademark, copyright and privacy matters on its behalf, including a successful defense of a lawsuit challenging the event's major trademarks. Other significant engagements include representation of one of the world's largest watch manufacturers in a trademark infringement action; the Estate of Norma Millay Ellis relating to the sale of the literary properties of Edna St. Vincent Millay; and a French biotechnology company in litigation relating to the sublicense of patent rights, and in contract negotiations about the sale of biotechnology development rights. Mr. Gross actively advises and litigates on trademark and copyright issues. He also represents authors, artists, performers and their agents in negotiating contracts for publication, performance, and sale of motion picture and television rights.

Mr. Gross regularly represents journalists and media organizations. In 2008, he represented The New York Times and several Business Week journalists against Hewlett-Packard, seeking and obtaining damages when HP illegally obtained private telephone records of the journalists in an attempt to learn the trade secrets of the identities of the journalists' sources. He is currently representing two photojournalists in lawsuits against the police concerning media access to and ability to cover breaking news events. He also advises media entities on defamation and libel clearance, and actively represents plaintiffs in defamation cases involving national and local news media. Mr. Gross represents clients prior to the publication of potentially inflammatory articles in negotiations with news media to ensure the publication of accurate information.

Mr. Gross has a varied practice in public international law. He recently represented the national telephone company of Bolivia, and in proceedings in New York and London successfully overturned attachment orders of the telephone company's assets, issued after the

telephone company had been nationalized. Among other engagements, he has been lead counsel and adviser to the Republic of Panama, its agencies and its Mission to the United Nations; represented the Cuban national telephone company and successfully overturned the attempted garnishment of its assets to satisfy a judgment against the Republic of Cuba; and represented the Republic of South Africa in lawsuits concerning Internet activity and domain names. Mr. Gross represents foreign companies in contract negotiations with U.S. companies and in matters relating to their U.S. subsidiaries, and provides advice and obtains licenses for transactions with countries subject to trading restrictions.

Mr. Gross is also active in class action cases, predominantly in the areas of antitrust and consumer fraud, including the following: Chair, Indirect Purchaser Plaintiffs' Executive Committee, In re DRAM Antitrust Litigation, a nationwide class action concerning price-fixing of computer memory; Liaison Counsel for the end-user class, In re Automotive Paint Antitrust Action, recovering \$10 million for price-fixing in automotive paint; Liaison Counsel and Settlement Class Counsel, *Perish v. Intel Corporation*, a winning consumer fraud class action; Co-Chair of the Steering Committee, Microsoft Antitrust Class Action Litigation, based on Microsoft's monopolization of the personal computer operating systems and software market; Co-Lead Counsel, *Lea v. Pacific Bell*, a consumer fraud and unfair competition class action; Executive Committee, Old Republic Title Company Class Action Litigation, an unfair competition and consumer fraud class action; Executive Committee, Flat Glass Antitrust Litigation, Sanitary Paper Antitrust Litigation, Vitamin Cases Antitrust Litigation, and Cosmetics Antitrust Litigation, antitrust actions challenging price-fixing in the glass, sanitary paper, cosmetics and vitamin industries; Executive Committee, Providian Class Action Litigation, an unfair competition, false advertising and consumer fraud action; counsel, In re Airline Ticket Commission Antitrust Litigation, an antitrust action that challenged the airlines' reduction of travel agent commissions, resulting in an \$87 million settlement; and counsel in numerous class actions challenging price-fixing, particularly in the technology and travel industries, including In re Flash Memory Antitrust Litigation, In re TFT-LCD (Flat Panel) Antitrust Litigation, In re Cathode Ray Tube (CRT) Antitrust Litigation, In re Static Random Access Memory (SRAM) Antitrust Litigation, In re Air Cargo Shipping Services Antitrust Litigation, In re International Air Transportation Surcharge Antitrust Litigation, and In re Chocolate Confectionary Antitrust Litigation.

Mr. Gross has an impressive background in defending constitutional rights. He has represented several non-traditional religions in various types of litigation raising issues of religious freedom, due process, and improper government activity, both in affirmative lawsuits and in defending damage lawsuits by ex-members. He has also served as special counsel in criminal cases concerning constitutional issues. Mr. Gross has an active practice representing victims of clergy abuse and sexual abuse. He was a member of the Executive Committee in The Clergy Cases III, a coordinated action involving all the cases of clergy abuse against the Roman Catholic Church in Northern California, and achieved the single highest settlement on behalf of an individual in those coordinated cases.

A native New Yorker, Mr. Gross is counsel to, and formerly a partner at, Rabinowitz, Boudin, Standard, Krinsky & Lieberman, P.C., of New York, the noted constitutional and international law firm. B.S., Computer Science, Brown University; J.D., Boalt Hall School of Law at the University of California at Berkeley; Associate Editor of the California Law Review; Clerk, the Honorable Otto R. Skopil, Jr., Ninth Circuit Court of Appeals.

### **ADAM C. BELSKY**

Mr. Belsky specializes in intellectual property, antitrust, general business litigation, media law, and class actions. He has extensive experience handling copyright, trademark and trade secret litigation, complex commercial litigation, defamation, invasion of privacy, employment discrimination, and other constitutional and civil rights cases. He has an active practice representing foreign countries in litigation in the United States, including on behalf of Cuba, South Africa, and Bolivia. He also has substantial appellate experience in both federal and state court.

Mr. Belsky's antitrust experience includes a number of class action cases involving technology-related industries, including cases against Microsoft, Intel, and DRAM, SRAM, LCD and CRT manufacturers. Mr. Belsky has also litigated extensively in the area of consumer fraud, including successful class actions against Pacific Bell for fraudulent advertising of voicemail and Old Republic Title Company for fraudulent escrow practices. Mr. Belsky has obtained favorable settlements in a privacy action against television stations for improperly disclosing the identities of children who had been victims of sexual abuse and on behalf of listeners of the Pacifica radio network in an action to restore local community control of the stations. Other significant engagements include representation of Quokka Sports, Inc. and the America's Cup in a successful action to regain the americascup.com domain name; Ariba in an international commercial arbitration resulting in a \$26 million award; a leading video game company in a copyright infringement suit against a competitor for copying a popular video game; a large construction company whose former employees misappropriated trade secrets in forming a competing firm; and a major computer manufacturer in a landmark international arbitration of copyright and antitrust claims.

Mr. Belsky is active in pro bono work, representing the "found-sound" artists Negativland in a contractual and intellectual property dispute with their record company, obtaining a successful settlement in which Negativland regained the rights to a number of their recordings. He has represented a class of migrant farmworkers in California who were charged excessive rents at state-run farmworker housing centers, negotiating a settlement entitling the farmworkers to a 100% refund of the overcharge plus interest. He has also represented Muslim prison inmates in a successful appeal of their civil rights action for discrimination and violation of their free exercise of religion.

Mr. Belsky received his A.B. degree from Amherst College in 1984, and his law degree from Boalt Hall at the University of California at Berkeley in 1989, where he was Note and Comment editor on the California Law Review and graduated in the top one percent of his class. Mr. Belsky served as a law clerk to the Honorable Stanley A. Weigel, U.S. District Judge in the Northern District of California. Mr. Belsky is a member of the California and various federal court bars. He is the co-author of "Implied Waiver Under the FSIA: A Proposed Exception to Immunity for Violations of Peremptory Norms of International Law," published in the California Law Review.

## **Highlights of the Firm's Work**

### **Media Law**

*Spike Lee v. Viacom*: On behalf of Spike Lee, in joint representation with Johnnie Cochran, obtained a preliminary injunction prohibiting Viacom from renaming its television network "TNN: The National Network," as "Spike TV," leading to a successful settlement of the action.

*Gianni Versace, s.P.a. and Little, Brown*. Jointly represented the Versace family and businesses in a defamation matter, which resulted in Little, Brown canceling publication of a controversial biography of Gianni Versace.

*People ex rel. Spooner v. Pacifica Foundation*: Represented listeners of the free speech Pacifica radio network specially appointed by the California Attorney General, in an action to oust the governing directors and restore local community control. Secured a settlement in which the majority directors gave up control and paid Pacifica \$400,000.

*Apple Computer v. dePlume*: Pro bono representation of internet journalist sued by Apple for trade secret misappropriation, even though the journalist lawfully obtained the published information, in case raising fundamental First Amendment issues.

*Doe v. KCBA-TV*. Defeated an anti-SLAPP motion and obtained a substantial settlement in a privacy action against two television stations that broadcast courtroom footage which disclosed the identities of minor victims of child abuse, in violation of court orders.

*Schoenman v. Random House*: Represented a colleague of Bertrand Russell in a defamation action involving his work for Mr. Russell, obtaining a settlement recalling and replacing the offending book.

*Burning Man v. Voyeur Video*: Obtained a settlement and stipulated injunction prohibiting a video maker from distributing videos with images of participants at the Burning Man art and performance event, since the video was obtained without the permission of Burning Man.

*Burning Man and MTV*: Forced MTV to halt broadcast of a show on Burning Man by asserting the event's intellectual property rights.

### **Consumer Class Actions**

*Wisper v. Old Republic Title Company*: As executive committee member and co-trial and appellate counsel in a consumer class action against a title company for unfair escrow practices, obtained a \$21 million recovery after trial, affirmed on appeal.

*DRAM Cases*: Co-Liaison Counsel for the plaintiff class in a class action challenging price fixing in the DRAM industry.

*Automobile Refinishing Paint Cases*: Co-Liaison Counsel in a certified class action concerning price-fixing of automobile paint.

*Carbon Fiber Cases:* Co-Liaison Counsel in a class action attacking price-fixing in the sale of carbon fiber products, such as golf clubs and tennis rackets.

*Perish v. Intel Corp.* Served as settlement class counsel in a consumer fraud class action for misstatement of performance claims, which resulted in a settlement of \$1.5 million and injunctive relief.

## **Internet Law**

*Quokka Sports, Inc. v. Cup International Ltd.* Obtained an injunction against a cybersquatter on the *americascup.com* domain name, in one of the first cases filed under the Anticybersquatting Consumer Protection Act.

*Adobe Systems, Inc. v. Community Connexion, Inc.* Obtained dismissal of a copyright infringement action against an Internet service provider based on vicarious liability for alleged infringements on users' web sites hosted by the ISP.

## **International Law**

*Alejandro v. Republic of Cuba*, 183 F.3d 1277 (11<sup>th</sup> Cir. 1999). In joint defense of the Cuban telephone company under the Foreign Sovereign Immunities Act, successfully overturned the attempted garnishment of its assets to satisfy a judgment against the Republic of Cuba based on an international incident involving the downing of a plane with Cuban exiles.

*Virtual Countries, Inc. v. Republic of South Africa*, 300 F.3d 230 (2d Cir. 2002): In joint representation of the Republic of South Africa, obtained dismissal of a lawsuit seeking a declaration that South Africa has no rights to the internet domain name *southafrica.com*. Assisted South Africa in presentation before international treaty organizations for new rules restricting the use of country names as domain names.

*Loral Space Systems v. Yuzhnoye*: In joint representation of the Ukrainian space agency, asserted Foreign Sovereign Immunities Act defenses to enforcement of an arbitration award for a failed satellite launch, achieving a favorable settlement.

## **Sexual Abuse by Clergy**

*Clergy Cases III*: Member of Executive Committee in coordinated action involving hundreds of clergy abuse cases against all Roman Catholic dioceses in Northern California. The firm has obtained one conditional settlement of a clergy abuse case that is the highest individual settlement in California.

## **Commercial Litigation**

*Ariba, Inc. v. Softbank Corp.*: In joint representation, obtained a \$26 million interim award in an arbitration involving breach of contract claims.

*In re Quokka*: As special litigation counsel for the debtor in bankruptcy, reduced claims from \$17 million to \$5 million.

## **Employment Discrimination**

Obtained substantial settlements in actions against an investment bank for sexual harassment and retaliation, and a disability services organization for disability discrimination

## **Pro Bono Representation**

*Valencia Vega v. Mallory*. Class counsel in a successful class action that recovered rent overcharges to migrant workers at state migrant worker centers.

*United States v. Mitchell*, 172 F.3d 1104 (9<sup>th</sup> Cir. 1999). Obtained reversal of a conviction for bank robbery and secured the freedom of a wrongfully convicted indigent defendant because the conviction was based on evidence of poverty

## **REPRESENTATIVE CLIENTS**

### **Individuals**

Gianni Versace s.P.a.  
O.J. Simpson  
Spike Lee  
Leona Helmsley  
Johnnie Cochran  
Alan Dershowitz  
Barry Scheck

### **Governments**

Republic of Cuba and agencies and instrumentalities  
Republic of South Africa  
Republic of Panama  
Republic of Ukraine aerospace companies  
City of Oakland

### **Companies**

Quokka Sports, Inc.  
AlaskaMen Magazine  
Burning Man LLC  
Supercuts, Inc.  
Isuzu Motors of America  
Chronicle Books LLC  
LeapFrog Enterprises, Inc.  
Ariba, Inc.  
eMachines, Inc.  
AltaVista Company  
Beatnik, Inc.  
Ski Utah  
SmartMail LLC  
Panscopic

### **Foundations and Nonprofits**

John D. and Catherine T. MacArthur Foundation  
Henry J. Kaiser Family Foundation  
Food First  
Edna St. Vincent Millay Society  
Luke B. Hancock Foundation  
Young Community Developers  
Women Count



# **EXHIBIT 2**

**EXHIBIT 2**

GROSS &amp; BELSKY P.C.

Hours Reported and Lodestar on a Historical Basis

February 21, 2015 through May 16, 2018

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
<b>ATTORNEY HOURS</b>			
Terry Gross	8.0	\$800.00	\$ 6,400.00
Adam C. Belsky	1.1	\$725.00	\$ 797.50
<b>NON-ATTORNEYS</b>			
<b>TOTAL:</b>			<b>\$ 7,197.50</b>

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

# **EXHIBIT 3**

**EXHIBIT 3**

GROSS & BELSKY P.C.

Expenses Incurred

February 21, 2015 through May 16, 2018

EXPENSE CATEGORY	AMOUNT INCURRED
Computer legal research	\$ 23.86
<b>TOTAL:</b>	\$ 23.86

Daniel E. Gustafson  
Daniel C. Hedlund  
Cathy K. Smith  
Gustafson Gluek PLLC  
Canadian Pacific Plaza  
120 South Sixth St., Ste. 2600  
Minneapolis, MN 55402  
T: (612) 333-8844  
F: (612) 339-6622  
[dgustafson@gustafsongluek.com](mailto:dgustafson@gustafsongluek.com)  
[dhedlund@gustafsongluek.com](mailto:dhedlund@gustafsongluek.com)  
[csmith@gustafsongluek.com](mailto:csmith@gustafsongluek.com)

*Counsel for Plaintiffs*

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

**IN RE TRANSPACIFIC PASSENGER  
AIR TRANSPORTATION ANTITRUST  
LITIGATION**

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

MDL No. 1913

**Honorable Charles R. Breyer**

**This Document Relates to:**

**All Actions**

**DECLARATION OF DANIEL C. HEDLUND  
IN SUPPORT OF MOTION FOR  
ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

1 I, Daniel C. Hedlund, declare and state as follows:

2 1. I am a member of the law firm of Gustafson Gluek PLLC ("Gustafson  
3 Gluek"). I submit this declaration in support of Plaintiffs' application for an award of  
4 attorneys' fees in connection with the services rendered in this litigation. I make this  
5 declaration based on my own personal knowledge, and if called as a witness, I could and  
6 would competently testify to the matters stated herein.

7 2. My firm has served as counsel to Plaintiffs Harley Oda and Roy Onomura  
8 during the course of this litigation. The background and experience of Gustafson Gluek and  
9 its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Gustafson Gluek has prosecuted this litigation solely on a contingent-fee  
11 basis, and has been at risk that it would not receive any compensation for prosecuting claims  
12 against the Defendants. While Gustafson Gluek devoted its time and resources to this matter,  
13 it necessarily had to take time and resources away from some other pending matters.

14 4. During the pendency of the litigation, Gustafson Gluek performed the  
15 following work:

16 **INVESTIGATION AND RESEARCH**

17 Gustafson Gluek conducted research and investigation on the status of the guilty pleas,  
18 criminal fines, and other facts of the case; information on and requirements for potential  
19 plaintiffs and qualifying purchases; legal and factual issues with regard to class certification;  
20 legal and factual issues for settlement motions.

21 **PLEADINGS AND MOTIONS**

22 Gustafson Gluek drafted memoranda and accompanying documents for Plaintiffs'  
23 Motion to Stay Proceedings and Plaintiffs' Motion for Preliminary Approval of Settlements  
24 with Defendants Japan Airlines International Co., Ltd., Societe Air France, Vietnam Airlines  
25 Co., Ltd., Thai Airways International Public Co., Ltd., and Malaysian Airline Systems  
26 Berhad.

**DISCOVERY**

Gustafson Gluek performed the following work regarding discovery in this case including: reviewed, analyzed, and coded documents produced by defendants, including translation of foreign language documents; coordinated and oversaw foreign language document reviewers; investigated, gathered, and reviewed relevant documents of Plaintiffs Harley Oda and Roy Onomura; completed client questionnaires and plaintiff fact sheets; drafted and assisted with preparation of discovery responses, requests, and supplemental responses to Defendant China Airlines Ltd.'s discovery requests; prepared, attended and assisted with defense of class representative depositions of Roy Onomura and Harley Oda. In addition, Gustafson Gluek kept clients up to date on case status.

5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at historical rates, for the period of February 21, 2015 through May 16, 2018. The total number of hours spent by Gustafson Gluek during this period of time was 17.75, with a corresponding lodestar of \$13,187.50. This summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work assigned and/or approved by Co-Lead Counsel, and was performed by professional staff at my law firm for the benefit of the Class.

6. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 2 are the usual and customary hourly rates charged by Gustafson Gluek during that time frame.

7. My firm has expended a total of \$104.50 in unreimbursed costs and expenses in connection with the prosecution of this litigation. These costs and expenses are broken down in the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

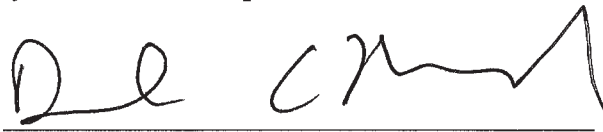


1           8.       Gustafson Gluek has not paid any assessments for the joint prosecution of the  
2 litigation against the Defendants during the period February 21, 2015 through May 16, 2018.

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

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

7           Executed this 26<sup>th</sup> day of July, 2018 at Minneapolis, Minnesota.

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10           Daniel C. Hedlund  
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# **EXHIBIT 1**



## **GUSTAFSON GLUEK PLLC**

### ***Firm Résumé***

***July 2018***

Gustafson Gluek PLLC is a Minneapolis law firm with a national practice, and an emphasis on antitrust, consumer protection, and class action litigation. Its ten members have over one-hundred years of experience in these areas, as well as in intellectual property litigation involving patents, trademarks, and trade dress, complex business litigation, and securities fraud litigation. Gustafson Gluek PLLC practices before state and federal courts throughout the country. Since its founding, in May 2003, its attorneys have worked with and opposed some of the nation's largest companies and law firms.

### **Daniel E. Gustafson**

Daniel E. Gustafson is a founding member of Gustafson Gluek PLLC. He is a *magna cum laude* graduate of the University of North Dakota, with majors in Economics and Sociology (B.A. 1986), and a *cum laude* graduate of the University of Minnesota Law School (J.D. 1989). He was a member of the Minnesota Law Review from 1987 to 1989, serving as an Associate Research Editor in 1988-1989.

During law school, he clerked for Opperman & Paquin (1987-1989), a firm that also practiced in the areas of antitrust, consumer protection and class action litigation.

After law school, Mr. Gustafson served as a law clerk to the Honorable Diana E. Murphy, United States District Judge for the District of Minnesota (1989-91).



Following his judicial clerkship, Mr. Gustafson returned to his former firm (then known as Opperman Heins & Paquin) and continued his work in the fields of antitrust and consumer protection class action litigation.

In April 1994, Mr. Gustafson became a founding member and partner in the law firm of Heins Mills & Olson, P.L.C. Between April 1994 and May 2003, Mr. Gustafson continued his work in antitrust and consumer protection class action litigation and also developed a boutique practice of assisting national patent and intellectual property firms in litigation matters. In May 2003, Mr. Gustafson formed Gustafson Gluek PLLC where he continues to practice antitrust and consumer protection class action law.

Mr. Gustafson is admitted to practice in the United States District Court for the District of Minnesota, the United States District Court for the District of North Dakota, the United States District Court for the Eastern District of Michigan, the United States District Court for the Western District of Michigan, the United States District Court for the Eastern District of Wisconsin, the United States Courts of Appeals for the First, Third, Fifth, Sixth, Eighth and Eleventh Circuits, the Minnesota Supreme Court and in the United States Supreme Court.

Mr. Gustafson taught as an adjunct professor at the University of Minnesota Law School teaching a seminar on the “Fundamentals of Pretrial Litigation.”

Mr. Gustafson is a past president of the Federal Bar Association, Minnesota Chapter (2002-2003) and served in various capacities in the Federal Bar Association over the last several years. In 2009, he was involved in developing the Federal Bar Association’s *Pro Se* Project, which coordinates volunteer representation for *pro se* litigants. He was the Vice-Chair of the 2003 Eighth Circuit Judicial Conference held during July 2003 in Minneapolis (Judge Diana E.



Murphy was the Chair of the Conference). He is a member of the Hennepin County, Minnesota, Federal, and American Bar Associations.

In 2001-2017, Mr. Gustafson was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer,” in the fields of business litigation, class actions and antitrust. “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as “Super Lawyers.” He was also ranked in the Top 100 MN Super Lawyers in 2012 – 2016. In 2005, Mr. Gustafson was one of only eleven Minnesota attorneys selected as a “Super Lawyer” in the field of antitrust litigation. Mr. Gustafson was also selected as one of *Minnesota Lawyer’s* Attorneys of the Year for 2010 and 2013 and 2017. He was selected based on nominations from across the state.

In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Mr. Gustafson as North Star Lawyer for the year. He was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

In 2014, Mr. Gustafson received the American Antitrust Institute (AAI) Meritorious Service Award for the support he had provided AAI.

In September 2011, Mr. Gustafson testified before the House Committee on the Judiciary, Subcommittee on Intellectual Property, Competition and the Internet regarding the proposed merger between Express Scripts and Medco. Mr. Gustafson also testified before the United States Congressional Commission on Antitrust Modernization in June 2005. In addition to congressional testimonies, Mr. Gustafson has authored or presented numerous seminars and continuing legal education pieces on various topics related to class action litigation, antitrust,



consumer protection or legal advocacy. He has also co-authored chapters including “Pretrial Discovery in Civil Litigation” in *Private Enforcement of Antitrust Law in the United States* and “Obtaining Evidence” in *The International Handbook on Private Enforcement of Competition*.

Mr. Gustafson is currently or has previously been named as Lead Counsel, Co-Lead Counsel or a member of the Executive Committee in the following cases: *In re Syngenta Litig.* (Minn.); and *In re Broiler Chicken Antitrust Litig.* (N.D. Ill); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litig.* (D. Minn.); *In re DRAM Antitrust Litig.* (N.D. Cal. and multiple state court actions); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litig.* (D. Minn.); *St. Barnabas Hospital, Inc. et al. v. Lundbeck, Inc. et al.* (D. Minn.); *In re Vitamin C Antitrust Litig.* (E.D.N.Y.) (indirect purchaser class); *In re Flash Memory Antitrust Litig.* (N.D. Cal.); *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.); *Aspartame Antitrust Litig.* (E.D. Pa.) (direct purchaser class); *Yarrington v. Solvay Pharmaceuticals, Inc. et al.* (D. Minn.); *In re National Arbitration Forum Litig.* (D. Minn.); *In re Comcast Corp. Set-Top Cable Television Box Antitrust Litig.* (E.D. Pa.).

Mr. Gustafson is currently actively involved in the representation of plaintiffs and plaintiff classes in numerous cases, including: *In re Asacol Antitrust Litig.* (D. Mass.); *Trabakoolas v. Watts Water Technologies, Inc.* (N.D. Cal.) (“Toilet Products”); *In re Aluminum Warehousing Antitrust Litig.* (S.D.N.Y.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Plasma – Derivative Protein Therapies Antitrust Litig.* (N.D. IL); *In re Blue Cross Blue Shield Antitrust Litig.* (N.D. Ala.); *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.) (“BCBS MP”); *In re Vehicle Carrier Services Antitrust Litig.* (D.N.J.) (“Car Carrier”); *Kleen Products, LLC v. Packaging Corporation of America* (N.D. IL) (“Containerboard”); *In re*



*Lithium Ion Batteries Antitrust Litig.* (N.D. Cal.); *Karsjens et al v. Jesson* (D. Minn.); *In re Pool Products Distribution Market Antitrust Litig.* (E.D.L.A.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Cal.).

He also has participated in the representation of plaintiff classes in other cases in the past, including: *Dryer et al. v. Nat'l Football League* (D. Minn.); *In re BP Propane Indirect Purchaser Antitrust Litig.* (N.D. Ill.); *In re Wellbutrin XL Antitrust Litig.* (E.D. Pa.); *In re Wellbutrin SR/Zyban Direct Purchaser Antitrust Litig.* (E.D. Pa.); *In re Dry Max Pampers Litig.* (S. D. Ohio); *In re Ready-Mixed Concrete Antitrust Litig.* (S.D. Ind.); *In re Urethane Antitrust Litig.* (D. Kan.); *SAJ Distributors, Inc. et al. v. SmithKline Beecham Corp. et al.* (E.D. Va.) (“Augmentin”); *Iverson et al. v. Pfizer, Inc. et al.* (D. Minn.) (“Canadian Prescription Drugs”); *In re Flat Glass Antitrust Litig. (II)*, (W.D. Pa.); *In re Intel Corp Microprocessor Antitrust Litig.* (D. Del.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.); *Cason-Merenda et al., v. VHS of Michigan, Inc., d/b/a/ Detroit Medical Center et al.* (E.D. Mich); *Lief et al. v. Archer Daniels Midland Co., et al.* (D. Minn) (“Indirect MSG”); *In re Premarin Antitrust Litig.* (S.D. Ohio); *Blevins v. Wyeth-Ayerst Labs., Inc.* (Cal. Super. Ct.); *Ellerbrake v. Campbell Hausfeld* (20th Jud. Ct. Ill.) (“Air Compressors”); *Nichols et al. v. Smithkline Beecham Corp.* (E.D. Pa.) (“Paxil”); *Heerwagen v. Clear Channel Communications, Inc.* (S.D.N.Y.); *Wiginton v. CB Richard Ellis* (N.D. Ill.); *Samples v. Monsanto Co.* (E.D. Mo.) (“Bio Seeds”); *In re Magnetic Audiotape Antitrust Litig.* (S.D.N.Y.); *In re Terazosin Hydrochloride Antitrust Litig.* (S.D. Fla.) (“Hytrin”); *In re High Pressure Laminates Antitrust Litig.* (S.D.N.Y.); *High Pressure Laminates Antitrust Litig.* (multiple state court indirect purchaser actions); *In re Vitamins Antitrust Litig.* (D.D.C.);





*Minnesota Vitamins Antitrust Litig.* (Minn. 2nd Jud. Dist.); *Infant Formula Antitrust Litig.* (multiple state court actions; lead trial counsel for Wisconsin action); *Shaw v. Dallas Cowboys Football Club* (E.D. Pa.) (“NFL”); *Thermal Fax Paper Antitrust Litig.* (state court actions in Minnesota, Wisconsin and Florida) (“Fax Paper”); *Lazy Oil, Inc. v. Witco Corp.* (W.D. Pa.) (“Penn Grade”); *In re Molybdenum Antitrust Litig.* (W.D. Pa.); *In re Motorsports Merchandise Antitrust Litig.* (N.D. Ga.); *In re Commercial Explosives Antitrust Litig.* (D. Utah); *In re Diamonds Antitrust Litig.* (S.D.N.Y.); *In re Drill Bits Antitrust Litig.* (S.D. Tex.); *In re Catfish Antitrust Litig.* (D. Miss.); *In re Steel Drums Antitrust Litig.* (S.D. Ohio); *In re Steel Pails Antitrust Litig.* (S.D. Ohio); *In re Bulk Popcorn Antitrust Litig.* (D. Minn.); *In re Workers’ Compensation Ins. Antitrust Litig.* (D. Minn.); *Cimarron Pipeline Constr., Inc. v. National Council on Compensation Ins.* (W.D. Okla.); *Schmulbach v. Pittway Corp.* (Ill., 11th Jud. Dist.) (“Smoke Detectors”); *In re Commercial Tissue Antitrust Litig.* (N.D. Fla.); *In re Sodium Gluconate Antitrust Litig.* (N.D. Cal.); and *AL Tech Specialty Steel Corp. v. UCAR Int’l.* (E.D. Pa.) (“Specialty Steel”).

Mr. Gustafson is also currently or has recently been involved in other non-class complex litigation concerning antitrust, consumer protection, contract, unfair competition, trademark and patent infringement claims, including: *United States ex rel., Gerry Phalp & Matt Peoples v. Lincare Holding Inc.*, (D. Fla.), *Regional Multiple Listing Services of MN, Inc. d/b/a NorthstarMLS v. American Home Realty Network, Inc. v. Edina Realty, Inc., et.al.*, (D. Minn.); *Metropolitan Regional Information Systems, Inc. v. Am. Home Realty Network, Inc., et al.* (D. Md.); *Preferred Carolinas Realty, Inc. v. Am. Home Realty Network, Inc.* (M.D.N.C.); *Synthes USA, LLC v. Spinal Kinetics* (N.D. Cal.); *KBA- Giori, North America, Inc., v. Muhlbauer, Inc.*



(E.D. Va.) (“KBA II”); *KBA-Giori, North America, Inc. v. Muhlbauer, Inc.* (E.D. Va.) (“KBA I”); *Spine Solutions, Inc., v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.); *Harmon v. Innomed Technologies, Inc.* (S.D. Ga); *J.D. Edwards World Solutions Company Arbitrations* (AAA) (trial counsel for Quantegy and Amherst); *INO Therapeutics, Inc. v. SensorMedics Corp.* (D.N.J.); and *In re National Metal Technologies, Inc.* (S.D. Cal.).

He also has represented parties in other unfair competition, trademark, and patent infringement cases, including: *Transclean Corp. v. MotorVac Technologies, Inc.* (D. Minn.); *Ryobi Ltd. v. Truth Hardware Corp.* (D. Minn.); *Minnesota Mining & Mfg. Co. v. Fellowes Mfg. Co.* (D. Minn.); *Eastman Kodak Co. v. Minnesota Mining & Mfg. Co.* (W.D.N.Y.); *On Assignment, Inc. v. Callander* (Minn., 4th Jud. Dist.); and *Rainforest Cafe, Inc., v. Amazon, Inc.* (D. Minn.); *Medical Graphics Corp. v. SensorMedics Corp.* (D. Minn.); *Medtronic, Inc., v. Intermedics Inc.* (D. Minn.); *Cardiac Pacemakers, Inc. v. Robert Warner* (D. Minn.); *Cardiac Pacemakers, Inc. v. Intermedics Inc.* (D. Minn.); *Birchwood Laboratories v. Citmed Corp.* (D. Minn.); *Hammond v. Hitachi Power Tools, Inc.* (D. Minn.); *McCarthy v. Welshman* (D. Minn.); and *UFE, Inc., v. Alpha Enters., Inc.* (D. Minn.).

### **Karla M. Gluek**

Karla M. Gluek is a founding member of Gustafson Gluek PLLC. She is a graduate of the University of St. Thomas with a major in English (B.A. 1990) and is a *cum laude* graduate of William Mitchell College of Law (J.D. 1993).

During law school she clerked for the Minnesota Attorney General’s Office (1993-1994). Shortly after graduating from law school Ms. Gluek served as a law clerk to the Honorable Gary Larson, District Judge, Fourth Judicial District of Minnesota (1994).



Ms. Gluek has been practicing in the areas of antitrust and consumer protection class action litigation since 1995. In May 2003, Ms. Gluek joined Mr. Gustafson in forming Gustafson Gluek PLLC.

She is admitted to practice in the United States District Court for the District of Minnesota and the Eighth Circuit Court of Appeals. Ms. Gluek is a member of the Hennepin County, Minnesota, and Federal Bar Associations.

In 2011-2017, she was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer,” in the field of antitrust law. “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as “Super Lawyers.” Ms. Gluek serves as a volunteer attorney for the Minnesota Federal Bar Association’s Federal *Pro Se* Project. In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Ms. Gluek as North Star Lawyer for the year. She was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

She was also selected as one of *Minnesota Lawyer’s* Attorneys of the Year for 2014 and 2017 based on nominations from across the state.

Ms. Gluek is currently actively involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *In re Syngenta Litig.* (Minn.); *In re Asacol Antitrust Litig.* (D. Mass.); *In re Celebrex (Celecoxib) Antitrust Litig.* (E.D. Va.); *In re Opana ER Antitrust Litig.* (N.D. Ill.); *Frost v. LG Electronics Inc.*, (N.D. Cal.); *In re UnitedHealth Group PBM Litig.* (D. Minn.); *Karsjens et al v. Jesson* (D. Minn.); *Regional Multiple Listing Services of MN, Inc. d/b/a NorthstarMLS v. American Home Realty Network, Inc. v. Edina Realty, Inc., et.al.*, (D. Minn.);



*Metropolitan Regional Information Systems, Inc. v. Am. Home Realty Network, Inc., et al.* (D. Md.); *Preferred Carolinas Realty, Inc. v. Am. Home Realty Network, Inc.* (M.D.N.C.); *In re Plasma – Derivative Protein Therapies Antitrust Litig.* (N.D. IL); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litigation* (D. Minn.); *In re National Arbitration Forum Litigation* (D. Minn.); *In re Wellbutrin XL Antitrust Litigation* (E.D. Pa.); *St. Barnabas Hospital, Inc. et al. v. Lundbeck, Inc. et al.* (D. Minn.); *In re Androgel Antitrust Litigation* (N.D. Ga.); *In re Comcast Corp, Set-Top Cable Television Box Antitrust Litigation* (E.D. Pa); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litigation* (D. Minn.); *Yarrington v. Solvay Pharmaceuticals, Inc. et al.* (D. Minn.) (“*Estrates*”); *Lief et al. v. Archer Daniels Midland Co. et al.* (D. Minn.) (“*Indirect MSG*”); *Ellerbrake v. Campbell Hausfeld* (20th Jud. Ct. Ill.) (“*Air Compressors*”); *Nichols et al. v. Smithkline Beecham Corp.* (E.D. Pa.) (“*Paxil*”); *Heerwagen v. Clear Channel Communications, Inc.* (S.D.N.Y.); *Wiginton v. CB Richard Ellis* (N.D. Ill.); *Robin Drug Co. v. PharmaCare Management Services Inc.* (Minn. 4th Jud. Dist.) (“*Pharmacy Underpayment*”).

She also has been involved in other class actions and complex cases, including: *In re Wellbutrin SR/Zyban Direct Purchaser Antitrust Litig.* (E.D. Pa.); *In re Dry Max Pampers Litig.* (S.D. Ohio); *SAJ Distributors, Inc. et al. v. SmithKline Beecham Corp. et al.* (E.D. Va.) (“*Augmentin*”); *Iverson et al. v. Pfizer, Inc. et al.* (D. Minn) (“*Canadian Prescription Drug*”); *In re MSG Antitrust Litig.* (D. Minn.) (“*MSG*”); *In re Minnesota Vitamin Antitrust Litig.* (Minn., 2nd Jud. Dist.); *Samples v. Monsanto Co.* (E.D. Mo.) (“*Bio Seeds*”); *In re Terazosin Hydrochloride Antitrust Litig.* (S.D. Fla.) (“*Hytrin*”); and *In re Magnetic Audiotape Antitrust Litig.* (S.D.N.Y.); *In re Grand Casinos Inc. Sec. Litig.* (D. Minn.); *In re Olympic Fin., Ltd. Sec.*



*Litig.* (D. Minn.); *Schmulbach v. Pittway Corp.* (Ill., 12th Jud. Dist.) (“*Smoke Detectors*”); *Ruff v. Parex, Inc.* (N.C. New Hanover Cty. Sup. Ct.) (“*EIFS*”); *Behm v. John Nuveen & Co., Inc.* (Minn. 4th Jud. Dist.); *Infant Formula Antitrust Litig.* (multiple state court actions); *In re Prudential Ins. Co. Sales Practices Litig.* (D.N.J.); *Big Valley Milling, Inc. v. Archer Daniels Midland Co.* (Minn. 8th Jud. Dist.) (“*Lysine*”); *In re High-Fructose Corn Syrup Antitrust Litig.* (C.D. Ill.); *Raz v. Archer Daniels Midland Co.* (Minn. 8th Jud. Dist.) (“*Citric Acid*”); and *S&S Forage Equip. Co. v. Up North Plastics, Inc.* (D. Minn.) (“*Silage Bags*”).

Ms. Gluek is also currently or has been involved in other non-class complex cases involving antitrust, consumer protection, contract, unfair competition, trademark and patent infringement claims, including: *Synthes USA, LLC v. Spinal Kinetics, Inc.* (N.D. Cal.); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“*KBA II*”); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“*KBA I*”); *Spine Solutions, Inc. v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.); *Harmon v. Innomed Technologies, Inc.* (S.D. Ga.); *J.D. Edwards World Solutions Company Arbitrations* (AAA); *INO Therapeutics Inc. v. SensorMedics Corp.* (D.N.J.); *In re National Metal Technologies, Inc.* (S.D. Cal.); *Transclean Corp. v. MotorVac Technologies, Inc.* (D. Minn.); *Cardiac Pacemakers, Inc. v. Warner* (D. Minn.); *Intermedics, Inc. v. Cardiac Pacemakers, Inc.* (D. Minn.); *Hammond v. Hitachi Power Tools, Inc.* (D. Minn.); *Minnesota Mining & Mfg. Co. v. Fellowes Mfg. Co.* (D. Minn.); *UFE, Inc. v. Alpha Enters., Inc.* (D. Minn.); *Eastman Kodak Co. v. Minnesota Mining & Mfg. Co.* (W.D.N.Y.); and *On Assignment, Inc. v. Callander* (Minn., 4th Jud. Dist.); *State of Illinois, ex rel. Hayes and Heppenstall v. Bank of America Corp., et al.* (Ill. Cir. Ct.); *State of California, ex*



*rel. [under seal] v. [under seal]* (Super. Ct. Cal.); and *State of New Jersey, ex rel. Hayes and Heppenstall v. Bank of America Corp., et al.* (N.J. Super. Ct.).

**Jason S. Kilene**

Jason S. Kilene is a member in the firm of Gustafson Gluek PLLC. He is a graduate of the University of North Dakota (B.A. 1991) with a major in Political Science and a graduate of the University of North Dakota School of Law *with distinction* (J.D. 1994).

After graduating from law school, Mr. Kilene served as law clerk to the Honorable Bruce M. Van Sickle, United States District Judge, District of North Dakota. Prior to joining Gustafson Gluek PLLC in August 2003, Mr. Kilene practiced in the areas of antitrust, securities and business litigation at the law firms of Oppenheimer Wolff & Donnelly, LLP, and Heins Mills & Olson, P.L.C.

Mr. Kilene is admitted to the Minnesota Bar, North Dakota Bar and is admitted to practice in the United States District Court for the District of Minnesota. He is also a member of the Hennepin County, Minnesota, North Dakota, and Federal Bar Associations.

He is currently or has recently been involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *Kleen Products LLC, et al. v. Packaging Corporation of America et al.* (N.D. Ill.); *In re American Express Anti-Steering Rules Antitrust Litig.* (E.D.N.Y.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Domestic Drywall Antitrust Litig.* (E.D. Penn.); *In re Lithium Ion Batteries Antitrust Litig.* (N.D. Cal.); *In re NCAA Student-Athlete Name & Likeness Licensing Litig.* (N.D. Cal.); *Dryer v. National Football League* (D. Minn.); *In re Ductile Iron Pipe Fittings Indirect Purchaser Antitrust Litig.* (D.N.J.); *In re Pool Products Distribution Market Antitrust*





*Litig.* (E.D. La.); *In re Potash Antitrust Litig. (II)* (N.D. Ill.); *In re Florida Cement and Concrete Antitrust Litig.* (S.D. Fla.); *In re Photochromic Lens Antitrust Litig.* (M.D. Fla.); *In re Imprelis Herbicide Marketing, Sales Practices, and Products Liability Litig.* (E.D. Pa.); *In re Urethane Antitrust Litig.* (D. Kan.); *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.* (E.D.N.Y.); *In re Intel Corp Microprocessor Antitrust Litig.* (D. Del.); *Carolos Lossada v. Union Oil Company of California* (Sup. Ct. Cal.); *In re ATM Fee Antitrust Litig.* (N.D. Cal.) (“ATM”); *Edwards et al. v. National Milk Producers Federation, et al.* (N.D. Cal.); *Ticho v. Budget Rent A Car System, Inc.* (Sup. Ct. Cal.); *In re BP Propane Indirect Purchaser Antitrust Litig.* (N.D. Ill.); *In re Aftermarkets Filters Antitrust Litig.* (N.D. Ill.); *In re Chocolate Confectionary Antitrust Litig.* (M.D. Pa.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Cal.); *In re Flat Glass Antitrust Litig. (II)*, (W.D. Pa.); *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.); *In re Steel Antitrust Litig.* (N.D. Ill.); *Universal Delaware et al. v. Comdata Corporation et al.* (E.D. Pa.); *In re Vitamins Antitrust Litig.* (D.D.C.); *In re Broadcom Corp. Securities Litig.* (C.D. Cal.); *In re High Pressure Laminates Antitrust Litig.* (S.D.N.Y.); *Microsoft Indirect Purchaser Antitrust Litig.* (Minnesota and North Dakota); and *In re Relafen Antitrust Litig.* (N.D. Cal.).

Mr. Kilene has been involved in other complex cases involving antitrust, consumer protection, contract and unfair competition, including: *In re J.D. Edwards World Solutions Company* (AAA) (trial counsel for Quantegy and Amherst) and *National Metal Technologies, Inc. et al. v. Alliant Techsystems, Inc. et al.* (S.D. Cal.) (“NMT”).





**Daniel C. Hedlund**

Daniel C. Hedlund is a member of Gustafson Gluek PLLC. He is a graduate of Carleton College (B.A. 1989) and is a *cum laude* graduate of the University of Minnesota Law School (J.D. 1995). He was a Note and Comment Editor and member of the Minnesota Journal of Global Trade from 1993-1995 and a recipient of the Federal Bar Association's John T. Stewart, Jr. Memorial Fund Writing Award (1994).

Mr. Hedlund served as a law clerk to the Honorable Gary L. Crippen, Minnesota Court of Appeals (1997) and to the Honorable Dolores C. Orey, Fourth Judicial District of Minnesota (1995-1996).

Mr. Hedlund has practiced in the areas of antitrust, securities fraud, and consumer protection since 1997. He is admitted to practice in the United States District Court for the District of Minnesota, the Eighth Circuit Court of Appeals, the Second Circuit Court of Appeals, and in Minnesota State Court. Mr. Hedlund is a member of the Federal, American, Minnesota, and Hennepin County Bar associations. Mr. Hedlund is active in the Minnesota Chapter of the Federal Bar Association (FBA), currently serving as Co-Vice President for the Eighth Circuit. He has previously served in several roles for the Minnesota Chapter including: Co-Vice President, Legal Education; Co-Vice President, Special Events; Co-Vice President, Monthly Meetings; Secretary; and Liaison between the FBA and the Minnesota State Bar Association. He recently served as Chairman for the Antitrust Section of the Minnesota State Bar Association (MSBA), Secretary for the MSBA Consumer Litigation Section, and is past President of the Committee to Support Antitrust Laws.



In addition to presenting at CLEs, Dan has testified multiple times before the Minnesota legislature on competition law, and before the Federal Rules Committee. He is a co-author of the “Plaintiff Overview” in *Private Antitrust Litigation 2015 – Getting the Deal Through*, and a contributor to *Concurrent Antitrust Criminal and Civil Procedure 2013 – American Bar Association*.

In 2013-2017, he was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer,” in the field of antitrust law. “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as “Super Lawyers.” He was also ranked in the Top 100 MN Super Lawyers in 2015 and 2017. Mr. Hedlund has served as a volunteer attorney for the Minnesota Federal Bar Association’s *Federal Pro Se* Project and is the recipient of the Minnesota District Court’s Distinguished Pro Bono Service Award in 2011.

Mr. Hedlund is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Dealer Management Systems Antitrust Litig.* (N.D. Ill.) (Member-Plaintiffs’ Steering Committee); *In re Broiler Chicken Antitrust Litig.* (N.D. Ill.) (Co-Lead Counsel—Commercial and Institutional Indirect Purchaser Class); *Kleen Prods. v. Intl. Paper (Containerboard Antitrust Litig.)* (N.D. Ill.) (Discovery Team Co-Leader); *Bhatia v. 3M Co.* (D. Minn.) (Co-Lead Counsel); *In re: CenturyLink Residential Customer Billing Disputes Litigation* (D. Minn.) (Executive Committee Chair); *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.) (Co-Lead Counsel); *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.) (Co-Lead Counsel); *In re Capacitors Antitrust Litig.* (N.D. Cal.); *In re Resistors Antitrust Litig.* (N.D. Cal.); *In re Vitamin C Antitrust*



*Litigation* (E.D.N.Y.) (Co-Lead Counsel-Indirect Purchaser Classes); *In re Blue Cross Blue Shield Antitrust Litig.* (N.D. Ala.) (Member-Damages Committee); *In re Packaged Seafood Antitrust Litig.* (S.D. Cal.); *In re DRAM Antitrust Litigation* (Co-Lead Counsel--multiple federal and state court indirect purchaser class actions); *In re Flash Memory Antitrust Litigation* (N.D. Cal.); *In re Processed Egg Products Antitrust Litigation* (E.D. Pa.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Refrigerant Compressors Antitrust Litigation* (E.D. Mi.); *In re SIGG Switzerland (USA), Inc. Aluminum Bottles Marketing and Sales Practices Litigation* (W.D. Ky.); *In re Air Cargo Shipping Services Antitrust Litigation* (E.D.N.Y.); *In re St. Paul Travelers Securities Litigation II* (D. Minn.); *In re Digital Music Antitrust* (S.D.N.Y.); *In re OSB Antitrust Litigation* (E.D. Pa.); *In re Funeral Consumers Antitrust Litigation* (S.D. Tex.); *McIntosh v. Monsanto Co.* (E.D. Mo.); *In re AOL Time Warner Securities Litigation* (S.D.N.Y.) (Prior Firm Co-Lead Counsel); *In re Commercial Tissue Antitrust Litigation* (N.D. Fla.); *In re Universal Service Fund Telephone Billing Practices Litigation* (D. Kan.); *In re Green Tree Financial Stock Litigation* (D. Minn.) (Prior Firm Co-lead Counsel); *In re NASDAQ Market-Makers Antitrust Litigation* (S.D.N.Y.); *In re Polypropylene Carpet Antitrust Litigation* (N.D. Ga.); *In re Buffets, Inc. Securities Litigation* (D. Minn.); *In re Mercedes Benz Antitrust Litigation* (D.N.J.); *In re Xcel Energy, Inc. Securities Litigation* (D. Minn.); *In re Blue Cross Subscriber Litigation* (D. Minn.); *In re MSG Antitrust Litigation* (D. Minn.); *In re Mercury Finance Co. Securities Litigation* (N.D. Ill.); *In re Olympic Financial Securities Litigation* (D. Minn.); and *In re Flat Glass Antitrust Litigation* (W.D. Pa.).



**Amanda M. Williams**

Amanda M. Williams is a member of Gustafson Gluek PLLC. She is a *magna cum laude* graduate of Gustavus Adolphus College (B.A. 2001) with a major in Psychology and a graduate of the University of Minnesota Law School (J.D. 2004). Ms. Williams is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Williams studied comparative international law abroad in Greece and served as a judicial extern for the Honorable George W. Perez, Minnesota Tax Court. Ms. Williams also participated in the Jessup International Law Moot Court.

After graduating from law school Ms. Williams served as law clerk to the Honorable Gordon W. Shumaker, Minnesota Court of Appeals. She then joined Gustafson Gluek PLLC in 2005. Ms. Williams is an active member of Minnesota Women Lawyers and is former chair of the Law School Scholarship Committee. She serves as a volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project and is a recipient of the Minnesota chapter of the Federal Bar Association's 2011 Distinguished *Pro Bono* Service award. In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Ms. Williams as North Star Lawyer for the year. She was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

In 2013-2017, Ms. Williams was designated a "Rising Star" in the field of antitrust litigation by *Law & Politics* magazine.

Ms. Williams is currently or has been actively involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *Fleischman v. Albany Medical Center*



(N.D.N.Y.), *Reed, et al. v. Advocate Health Care, et al.* (N.D. Ill.), *Clarke et al v. Baptist Memorial Healthcare Corp. et al* (W.D. Tenn.), *Maderazo et al. v. VHS San Antonio Partners D.B.A. Methodist Hospitals et al.* (W.D. Tex.), *Cason-Merenda, et al v. Detroit Medical Center* (E.D. Mich.), *In re Containerboard Antitrust Litig.* (N.D. Ill.); *Pinsonneault v. St. Jude Medical et al* (D. Minn.), *The Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.), *In re Urethane Antitrust Litig.* (D. Kan.); *In re Funeral Consumers Antitrust Litig.* (S.D. Texas); *In re Foundry Resins Antitrust Litig.* (S.D. Ohio); *In re Wellbutrin SR Antitrust Litig.* (E.D. Pa.); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litig.* (D. Minn); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liab. Litig.* (D. Minn); *Kleen Products LLC, et al. v. Packaging Corp. of America, et al.,* (N.D. Ill.); *In re: American Medical Systems, Inc. Litig.* (Henn. Co.); and *Karsjens, et. al v. Jesson, et. al* (D. Minn.).

Ms. Williams also is or has been involved in other non-class complex cases involving antitrust, consumer protection, contract, unfair competition trademark and patent infringement claims including: *Regional Multiple Listing Services of MN, Inc. d/b/a NorthstarMLS v. American Home Realty Network, Inc. v. Edina Realty, Inc., et.al.,* (D. Minn.); *Metropolitan Regional Information Systems, Inc. v. Am. Home Realty Network, Inc., et al.* (D. Md.); *Preferred Carolinas Realty, Inc. v. Am. Home Realty Network, Inc.* (M.D.N.C.); *In re Medtronic Infusion Sets and Insulin Pumps Litigation*; and *In re American Medical Systems, Inc. Pelvic Repair System Product Liability Litigation* (S.D. W.Va.).

#### **Catherine Sung-Yun K. Smith**

Catherine Sung- Yun K. Smith is a member of Gustafson Gluek PLLC. She is a graduate of Korea University (B.A. 2000) and a graduate of University of Minnesota Law School (J.D.



2005). Ms. Smith is admitted to the New York Bar, Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Smith served as a director of the Civil Practice Clinic, and also as a director of the William E. McGee National Civil Rights Moot Court Competition. Ms. Smith served as a judicial extern for the Honorable Regina Chu, District Judge, Fourth Judicial District of Minnesota. In addition, Ms. Smith also participated in the Maynard Pirsig Moot Court. She joined Gustafson Gluek PLLC in 2007.

Ms. Smith has been named as a Minnesota “Super Lawyer Rising Star” in 2013-2016 by *Law & Politics* magazine.

Ms. Smith is fluent in Korean and English and also has basic language skills in German, Japanese, and Chinese.

Ms. Smith is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases including: *In re TFT LCD (Flat Panel) Antitrust Litig.* (N.D. Ca); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Ca.); *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.); *Hyun Park et al v. Korean Air Lines Co., Ltd.* (C.D. Ca); *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.); and *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.* (E.D.N.Y.); *In re Flash Memory Antitrust Litigation* (N.D. Cal.); *In re American Express Anti-Steering Rules Antitrust Litig.* (E.D.N.Y.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Lithium Ion Batteries Antitrust Litig.* (N.D. Cal.).





**David A. Goodwin**

David A. Goodwin is a member of Gustafson Gluek PLLC. He is a graduate of the University of Wisconsin (B.A. 2001) and a graduate of DePaul University College of Law (J.D. 2006). Mr. Goodwin is admitted to practice in the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Mr. Goodwin worked for Grotefeld & Denenberg LLC, a Chicago law firm specializing in insurance subrogation litigation. In 2005, Mr. Goodwin was selected to serve as the law clerk for the Office of the General Counsel of TCF Bank. Mr. Goodwin worked at TCF while attending the University of Minnesota Law School as a visiting student.

Mr. Goodwin serves on the national Board of Directors for the Federal Bar Association and the Minnesota Chapter of the Federal Bar Association. He is the past Chair for the Federal Bar Association Younger Lawyers Division and Treasurer for the Minnesota State Bar Association Consumer Litigation Section. Mr. Goodwin has been named as a Super Lawyer Rising Star from 2013-2017. In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Mr. Goodwin as North Star Lawyer for the year. He was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

Mr. Goodwin is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases including *In re Aluminum Warehousing Antitrust Litig.* (S.D.N.Y.); *In re National Football League Players' Concussion Injury Litig.* (E.D. Pa.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Pre-Filled Propane Tank Marketing and Sales Practices Litig.* (W.D. Mo.); *In re NCAA Student- Athlete Name and Likeness*





*Licensing Litig.* (N.D. Cal.); *In re Plasma-Derivative Protein Therapies Antitrust Litig.* (N.D. Ill.); *Dryer v. NFL* (D. Minn.); *In re Aluminum Warehousing Antitrust Litig.* (S.D.N.Y.); *Smith v. Questar Capital Corp.* (D. Minn.); *In re: National Hockey League Players' Concussion Injury Litig.* (D. Minn.); *In re: Packaged Ice Antitrust Litig.* (E.D. Mi.); *Luis, et al. v. RBC Capital Markets* (D. Minn.); *In re: FCA US LLC Monostable Electronic Gearshift Litigation* (E.D. Mi.); *Bhatia, et al. v. 3M Company* (D. Minn.) and *Karsjens, et. al v. Jesson, et. al* (D. Minn.); *In Re: CenturyLink Residential Customer Billing Disputes Litig.* (D. Minn.); and *Ochoa, et al. v. Pershing, LLC* (N.D. Tex.).

**Michelle J. Looby**

Michelle J. Looby is a member of Gustafson Gluek PLLC. She is a graduate of the University of Minnesota *with distinction* (B.A. 2004) and a *magna cum laude* graduate of William Mitchell College of Law (J.D. 2007). Ms. Looby is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota and the United State District Court for the District of North Dakota.

During law school, Ms. Looby was a member of the *William Mitchell Law Review* from 2005-2007, serving as Assistant Editor in 2006-2007. She served as a judicial intern to The Honorable Faye Flancher and The Honorable Emily Mueller, Circuit Court Judges, Racine County Circuit Court of Wisconsin. She also served as a judicial extern to The Honorable David Higgs, District Judge, Second Judicial District of Minnesota. In addition, Ms. Looby was a five-time recipient of the CALI Excellence for the Future Award, recognizing the student with the highest grade in the class as determined by the instructor or registrar.



Ms. Looby serves on the Board of Directors for Minnesota Women Lawyers, an association of more than 1,300 attorneys, judges, law students, legal employers and others dedicated to advancing the success of women attorneys and striving for a just society. Ms. Looby also is a member of the Minnesota State Bar Association's Antitrust Council, serving as its Diversity & Inclusion Liaison, serves on the executive committee of the Coalition in Support of the Antitrust Laws, and is a member of the American Bar Association and Federal Bar Association.

Ms. Looby serves on Law360's Competition Editorial Advisory Board, a leading daily legal news and intelligence service that reaches over one million recipients each day, co-authored the Plaintiff Overview chapter of *Getting the Deal Through: Private Antitrust Litigation 2015*, and has presented at CLEs and conferences on the topic of antitrust law.

In 2015, Ms. Looby received the American Antitrust Institute's award for Outstanding Antitrust Litigation Achievement by a Young Lawyer. She was designated by *Law & Politics* magazine as a Minnesota "Super Lawyer Rising Star" in 2014, 2015, 2016, and 2017. "Super Lawyer" selection results from peer nominations, a "blue ribbon" panel review process and independent research on the candidates; no more than 2.5% of lawyers in Minnesota are selected as "Rising Stars."

Ms. Looby is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases including: *In re Dealer Management Systems Antitrust Litig.* (N.D. Ill.) (Member-Plaintiffs' Steering Committee); *In re: CenturyLink Residential Customer Billing Disputes Litigation* (D. Minn.) (Executive Committee Chair); *Precision Associates, Inc. et al. v. Panalpina World Transport (Holding), Ltd., et al.* (E.D.N.Y.) (firm Co-Lead Counsel); *In*



*re Broiler Chicken Antitrust Litig.* (N.D. Ill.) (firm Co-Lead Counsel); *In re Asacol Antitrust Litig.* (D. Mass.) (Trial Team); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Steel Antitrust Litig.* (N.D. Ill.); *In re Celebrex (Celecoxib) Antitrust Litig.* (E.D. Va.); *In re Opana ER Antitrust Litig.* (N.D. Ill.); *In re National Arbitration Forum Litig.* (D. Minn.) (firm Co-Lead Counsel); *In re Vitamin C Antitrust Litig.* (E.D.N.Y.) (firm Co-Lead Counsel); *In re Processed Egg Products Antitrust Litig.* (E.D. Pa.); *In re Ductile Iron Pipe Fittings ("DIPF") Indirect Purchaser Antitrust Litig.* (D. N.J.); *Universal Delaware, Inc., d/b/a Gap Truck Stop et al. v. Comdata Corporation* (E.D. Pa.); *In re Online DVD Rental Antitrust Litig.* (N.D. Cal.); *In re Comcast Corp. Set-Top Cable Television Box Anti-Trust Litig.* (E.D. Pa.); *Marchese v. Cablevision Systems Corp.* (D. N.J.); and *In re Refrigerant Compressors Antitrust Litig.* (E.D. Mich.).

### **Joseph C. Bourne**

Joseph C. Bourne is a member of Gustafson Gluek PLLC. He is a graduate of Emory University with majors in English and Philosophy (B.A. 2005) and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2009). Mr. Bourne is admitted to the Minnesota Bar and the California Bar and is admitted to practice in the United States District Court for the District of Minnesota, United States District Court for the Northern, Central and Southern District of California.

During law school, Mr. Bourne was an Article Editor of the *Minnesota Law Review*, and he contributed a published Note, *Prosecutorial Use of Forensic Science at Trial*, 93 Minn. L. Rev. 1058 (2009). He also clerked at Greene Espel P.L.L.P. (2008), a Minneapolis law firm specializing in complex commercial litigation.



After graduating from law school, Mr. Bourne served as a law clerk to the Honorable Edward Toussaint, Jr., Chief Judge, Minnesota Court of Appeals (2010-2011), and to the Honorable Francis J. Connolly, Judge, Minnesota Court of Appeals (2009-2010). He then joined Gustafson Gluek PLLC in 2011.

Mr. Bourne was a member of the Executive Council of the Minnesota Bar Association's New Lawyers Section, serving as a Committee Chair of *Hearsay*, the Section's quarterly newsletter, from 2013-2016. He also served as the Publications and Public Relations Chair of the Federal Bar Association's Health Law Section from 2014-2015. Mr. Bourne also serves as a volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project. He has also been recognized by the Minnesota State Bar Association as a North Star Lawyer for providing pro bono service.

Mr. Bourne has been designated as a "Rising Star" by *Super Lawyers Magazine* in the area of antitrust litigation each year since 2014. No more than 2.5 percent of Minnesota attorneys are selected as Rising Stars; they must be nominated by their peers and then selected through an independent panel review process.

Mr. Bourne has published the following articles: *Healthcare's Invisible Giants: Pharmacy Benefits Managers*, 60 *The Federal Lawyer* 50 (May 2013); *Pro Se Litigation and the Costs of Access to Justice*, 39 *Wm. Mitchell L. Rev.* 32 (2012); and *Prosecutorial Use of Forensic Science at Trial*, 93 *Minn. L. Rev.* 1058 (2009).

Mr. Bourne is currently or has recently been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Auto. Parts Antitrust Litig.* (E.D. Mich.); *In re Capacitors Antitrust Litig.* (N.D. Cal.); *Precision Assocs., Inc. v. Panalpina World*



*Transp. (Holding) Ltd.* (E.D.N.Y.); *In re Disposable Contact Lens Antitrust Litig.* (M.D. Fla.); *In re Pool Prods. Distribution Mkt. Antitrust Litig.* (E.D. La.); *Shane Group, Inc. v. Blue Cross Blue Shield of Mich.* (E.D. Mich.); *In re The Home Depot, Inc., Customer Data Sec. Breach Litig.* (N.D. Ga.); *Landwehr v. AOL Inc.* (E.D. Va.); and *Greater Chautauqua Fed. Credit Union v. Kmart Corp.* (N.D. Ill.). He also is currently or has recently represented parties in non-class intellectual property, commercial, false claims, and civil rights litigation matters.

### **Joshua J. Rissman**

Joshua J. Rissman is a member of Gustafson Gluek PLLC. He is a *magna cum laude* graduate of the University of Minnesota with a major in Political Science (B.A. 2005) and a *cum laude* graduate of the University of Minnesota Law School (J.D. 2010). While in law school, Mr. Rissman was a Student Articles Editor on *Law & Inequality: A Journal of Theory and Practice*. He also clerked for two Minneapolis law firms, the United States Attorney's Office and interned for the Honorable John McShane in Hennepin County District Court. Mr. Rissman joined Gustafson Gluek PLLC in August 2010. He is admitted to the Minnesota Bar and is admitted to practice in the United States District Court District of Minnesota.

In 2014-2017, Mr. Rissman was designated by *Law & Politics* magazine as a Minnesota "Super Lawyer Rising Star." "Super Lawyer" selection results from peer nominations, a "blue ribbon" panel review process and independent research on the candidates; no more than 2.5% of lawyers in Minnesota are selected as "Rising Stars."

Mr. Rissman is actively involved in the *Pro Se* Project, representing civil litigants in federal court who would otherwise go without representation. Mr. Rissman is also proficient in Spanish and is a member of the Minnesota, American and Federal Bar Associations.



Mr. Rissman is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases including *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.), *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.), *In re Containerboard Antitrust Litig.* (N.D. Ill.), and *In re American Express Anti-Steering Rules Antitrust Litig.* (No. II) (E.D.N.Y.).

**Raina C. Borrelli**

Raina C. Borrelli is an associate of Gustafson Gluek PLLC. She is a *summa cum laude* graduate of Tulane University (B.S.M. 2008) and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). Ms. Borrelli is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota. She is a member of the Federal Bar Association, Minnesota Bar Association, and Minnesota Women Lawyers.

In 2014-2017, Ms. Borrelli was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer Rising Star.” “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 2.5% of lawyers in Minnesota are selected as “Rising Stars.” In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Ms. Borrelli as North Star Lawyer for the year. She was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

During law school, Ms. Borrelli was a member of the Phillip C. Jessup International Moot Court Competition Team, served on the board of NOLA MN, a student group that organized trips to New Orleans for law students to participate in volunteer legal work, and



worked as a law clerk in the in-house legal department of two major corporations and as a law clerk for a small plaintiff's firm. Ms. Borrelli was a judicial extern for the Honorable Ann Alton, District Judge, Fourth Judicial District of Minnesota. She joined Gustafson Gluek PLLC in October 2011.

Ms. Borrelli is currently or has been actively involved in the representation of plaintiffs and classes in cases such as *Karsjens, et. al v. Jesson, et. al* (D. Minn.), *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.), *In re Digital Music Antitrust* (S.D.N.Y.), and *Trabakoolas v. Watts* (N.D. Cal.). She is also actively involved in the representation of *pro se* litigants as part of the Federal Bar Association's *Pro Se* Project.

#### **Daniel J. Nordin**

Daniel J. Nordin is an associate of Gustafson Gluek PLLC. He graduated from the University of Minnesota *with high distinction* (B.A. 2007) and is a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). Mr. Nordin is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

In law school, Mr. Nordin was a Managing Editor on the *Minnesota Journal of Law, Science & Technology*. He also volunteered as a Tenant Advocate with HOME Line, a nonprofit tenant advocacy organization, through the University of Minnesota Law School's Public Interest Clinic. Mr. Nordin joined Gustafson Gluek PLLC in October 2011.

Mr. Nordin is currently involved in the representation of plaintiffs and classes in antitrust litigation, including *In re Packaged Seafood Products Antitrust Litig.* (S.D. Cal.), *In re Blue Cross Blue Shield Antitrust Litig.* (N.D. Ala.), *The Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.), and *In re Vitamin C Antitrust Litig.* (E.D.N.Y.).





**Eric S. Taubel**

Eric S. Taubel is an associate of Gustafson Gluek PLLC. He is a graduate of the University of Georgia (B.A. 2005), the University of Virginia (M.A. 2007), and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). Mr. Taubel is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

In 2017, Mr. Taubel was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer Rising Star.” “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 2.5% of lawyers in Minnesota are selected as “Rising Stars.” In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Mr. Taubel as North Star Lawyer for the year. He was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

In law school, Mr. Taubel served as the Editor-in-Chief of the *Minnesota Journal of Law, Science & Technology*, and he contributed a published Note, *The ICS Three-Step: A Procedural Alternative for Section 230 of the Communications Decency Act and Derivative Liability in the On-Line Setting*, 12 MINN. J.L. SCI. & TECH 365 (2011). Mr. Taubel also provided representation to low-income persons with tax disputes and discrepancies with the Internal Revenue Service and Minnesota Department of Revenue. After graduating from law school, Mr. Taubel served as a law clerk to the Honorable Ivy S. Bernhardson, Assistant Chief Judge, Minnesota Fourth Judicial District. He then joined Gustafson Gluek PLLC in 2014.



Mr. Taubel is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re: Syngenta Litig.* (Minn.), *Pinsonneault v. St. Jude Medical et al* (D. Minn.), *Bhatia, et al. v. 3M Company* (D. Minn.), *In re: Bair Hugger Forced Air Warming Products Liability Litig.* and *Karsjens, et. al v. Jesson, et al.* (D. Minn.).

**Kathryn M. McDonald**

Kathryn M. McDonald is an associate at Gustafson Gluek PLLC. She is a graduate of the College of St. Catherine (B.A., cum laude, 2007), the University of Wisconsin Law School (J.D., cum laude, 2010), and The George Washington University Law School (LL.M. with Highest Honors, 2017).

During law school Ms. McDonald served as Note and Comment Editor of the Wisconsin Law Review and clerked for the Honorable Juan B. Colás, Dane County District Judge, Wisconsin (2010). After law school, Ms. McDonald practiced at Briggs and Morgan, P.A., (2010-2014) and worked as a legal advisor for the U.S. Departments of Homeland Security and State in Washington, DC and Central Europe (2015-2017), as well as International Partnership for Human Rights in Belgium (2018). She joined Gustafson Gluek PLLC in 2018.

She is currently or has been a member of the Federal Bar Association, Minnesota Bar Association, Hennepin County Bar Association, Minnesota Women Lawyers, Women's Bar Association of the District of Columbia, the American Society for International Law, and Women in International Security Brussels. In addition, she is a Senior Diplomacy and Diversity Fellow with Humanity in Action, a non-profit, non-partisan global network of young professionals and established leaders committed to promoting human rights, diversity and active



citizenship around the world, and volunteers with The Advocates for Human Rights' Women's Program.

Ms. McDonald is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

Ms. McDonald is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Intuit Data Litigation* (N.D. Cal.), and *State of Illinois ex rel. Roger Hayes and C. Talbot Heppenstall, Jr. v. Bank of America Corp., et al.* (Ill. Cir. Ct.).

**Kaitlyn L. Dennis**

Kaitlyn L. Dennis is an associate of Gustafson Gluek PLLC. She is a graduate of Southwestern University (B.A. 2010) with an English literature major and philosophy minor, and is a graduate of the University of Minnesota Law School (J.D., 2015). Ms. Dennis is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Dennis was a Managing Editor of the *Minnesota Law Review*, was named to the Dean's list from 2012–2015, and was the recipient of a book award, the highest grade in course as awarded by the instructor, for Professional Responsibility: Civil Trial Law. She also was a law clerk at Nichols Kaster PLLC, where she assisted in the representation of individual employees in federal litigation. After law school, Ms. Dennis worked as a fellowship attorney at the Equal Employment Opportunity Commission and assisted the Honorable Arthur J. Boylan, ret., during the mediation of the bankruptcy of the Archdiocese of St. Paul and Minneapolis. She then joined Gustafson Gluek in 2016.



Ms. Dennis holds the CIPP/US certification in U.S. private-sector privacy law. She is a member of the Federal Bar Association, the Minnesota State Bar Association, the Hennepin County Bar Association, and the International Association of Privacy Professionals.

**Brittany N. Resch**

Brittany N. Resch is an associate of Gustafson Gluek PLLC. She is a *magna cum laude* graduate of the University of Minnesota – Twin Cities (B.A., 2012) with a Global Studies major and Finnish and Social Justice minors, and a graduate of the University of Minnesota Law School (J.D., 2015). Ms. Resch is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Resch was a member of the Phillip C. Jessup International Moot Court Competition Team, served on the board of NOLA MN and the Federal Bar Association's University of Minnesota Law School chapter, and worked as a law clerk for the United States Attorney's Office, Goldstein & Sutor, PLLC, and Hennepin County Attorney's Office. Ms. Resch also provided representation to low-income persons with consumer protection issues as a certified student attorney and served as a judicial extern for the Honorable Steven E. Rau, Magistrate Judge, District of Minnesota.

After graduating from law school, Ms. Resch served as a law clerk to the Honorable Richard H. Kyle, Senior United States District Judge, District of Minnesota. She then joined Gustafson Gluek PLLC in 2016. She is a member of the Federal Bar Association and has served as a volunteer attorney for the Minnesota Federal Bar Association's Federal Pro Se Project. She is also a member of the Partner Leadership Council for Minnesota Women Lawyers, a group



aimed at engaging influential law firms in the Twin Cities in developing policies and practices to ensure the success of women attorneys and a just society.

Ms. Resch is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Broiler Chicken Antitrust Litig.* (N.D. Ill.); *In re Asacol Antitrust Litig.* (D. Mass.); *In re Disposable Contact Lens Antitrust Litig.* (M.D. Fla.); *State of Illinois, ex rel. Hayes and Heppenstall v. Bank of America Corp., et al.* (Ill. Cir. Ct.); *State of California, ex rel. [under seal] v. [under seal]* (Super. Ct. Cal.); and *State of New Jersey, ex rel. Hayes and Heppenstall v. Bank of America Corp., et al.* (N.J. Super. Ct.).

#### **Ling S. Wang**

Ling S. Wang is an associate of Gustafson Gluek PLLC. She is a graduate of Augsburg College (now Augsburg University) (B.A. 2013) with an Economics major and Business Administration minor, and a graduate of the University of St. Thomas School of Law (J.D. 2017).

During law school, Ling was a member of the University of St. Thomas Law Journal, served as a research assistant, and externed with a law firm in Edina. For two years, she provided representation to low-income persons with immigration issues as a certified student attorney with the University's Interprofessional Center for Counseling and Legal Services. Ling also completed a mentor externship program with the Honorable Steven E. Rau, Magistrate Judge, District of Minnesota and served as a judicial extern for the Honorable Mary R. Vasaly, District Judge, Fourth Judicial District of Minnesota.



Ling started at Gustafson Gluek as a law clerk in 2015 and joined as an associate in 2017. She is a member of the Federal Bar Association and the Minnesota Asian Pacific American Bar Association.

# **EXHIBIT 2**



**EXHIBIT 2****Gustafson Gluek PLLC**

Hours Reported and Lodestar on a Historical Basis

February 21, 2015 through May 16, 2018

<b>NAME</b>	<b>TOTAL HOURS</b>	<b>HOURLY RATE</b>	<b>LODESTAR</b>
<b>ATTORNEY HOURS</b>			
Daniel E. Gustafson (P)	0.25	\$1,050	\$262.50
Jason S. Kilene (P)	1.50	\$800	\$1,200.00
Jason S. Kilene (P)	9.50	\$875	\$8,312.50
Daniel C. Hedlund (P)	0.50	\$800	\$400.00
Daniel C. Hedlund (P)	0.50	\$850	\$425.00
Daniel C. Hedlund (P)	1.25	\$875	\$1,093.75
Cathy K. Smith (P)	0.75	\$625	\$468.75
Raina C. Borrelli (A)	1.00	\$400	\$400.00
Raina C. Borrelli (A)	0.50	\$450	\$225.00
<b>NON-ATTORNEYS</b>			
Diana Jakubauskiene (PL)	2.00	\$200	\$400.00
<b>TOTAL:</b>	<b>17.75</b>		<b>\$13,187.50</b>

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

# **EXHIBIT 3**

**EXHIBIT 3**

**Gustafson Gluek PLLC**

Expenses Incurred

February 21, 2015 through May 16, 2018

<b>EXPENSE CATEGORY</b>	<b>AMOUNT INCURRED</b>
Photocopies – In House	\$64.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$40.50
<b>TOTAL:</b>	<b>\$104.50</b>