

KIMBERLY A. KRALOWEC (S.B.N. 163158)
KATHLEEN STYLES ROGERS (S.B.N. 122853)
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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 KIMBERLY A.
KRALOWEC IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

1 I, Kimberly A. Kralowec, declare and state as follows:

2 1. I am the Principal of the law firm of Kralowec Law, P.C. and its predecessor,
3 The Kralowec Law Group (hereafter collectively “Kralowec Law, P.C.”). I submit this
4 declaration in support of Plaintiffs’ application for an award of attorneys’ fees in connection
5 with the services rendered in this litigation. I make this declaration based on my own personal
6 knowledge, and if called as a witness, I could and would competently testify to the matters
7 stated herein.

8 2. My firm has served as co-counsel to Plaintiff Rachel Diller during the course
9 of this litigation. The background and experience of Kralowec Law, P.C. and its attorneys are
10 summarized in the firm resume attached hereto as Exhibit 1.

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

15 4. Co-Lead Counsel formally associated Kralowec Law, P.C. as co-counsel of
16 record in this matter in March 2010. From that time through the present, Kralowec Law, P.C.
17 remained ready and available to take on assignments from Co-Lead Counsel as they arose,
18 including assignments related to pleadings and motions. In approximately June 2011, I was
19 asked by Co-Lead Counsel to review and provide substantive comments on a lengthy draft of
20 the first amended consolidated class action complaint. I personally performed this work and
21 provided detailed written comments to Co-Lead Counsel. In order to remain ready to take on
22 such assignments, my firm remained generally abreast of the developments in the case,
23 absorbed all communications from Co-Lead Counsel, and complied with any directions
24 received from Co-Lead Counsel.

25 5. Attached hereto as Exhibit 2 is my firm’s total hours and lodestar, computed at
26 historical rates, for the period of February 21, 2015 through May 16, 2018. The total number
27 of hours spent by Kralowec Law, P.C. during this period of time was 7.9, with a
28

1 corresponding lodestar of \$3,943.00. This summary was prepared from contemporaneous,
2 daily time records regularly prepared and maintained by my firm. The lodestar amount
3 reflected in Exhibit 2 is for work assigned and/or approved by Co-Lead Counsel, and was
4 performed by professional staff at my law firm for the benefit of the Class.

5 6. The hourly rates for the attorneys and professional support staff in my firm
6 included in Exhibit 2 are the usual and customary hourly rates charged by Kralowec Law,
7 P.C. during that time frame.

8 7. During the period of February 21, 2015 through May 16, 2018, my firm
9 expended a total of \$24.90 in unreimbursed costs and expenses in connection with the
10 prosecution of this litigation. These costs and expenses are broken down in the chart attached
11 hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by my firm
12 on a contingent basis, and have not been reimbursed. The expenses incurred in this action are
13 reflected on the books and records of my firm. These books and records are prepared from
14 expense vouchers, check records and other source materials and represent an accurate
15 recordation of the expenses incurred.

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

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

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

21
22 /s/ Kimberly A. Kralowec

23 Kimberly A. Kralowec
24
25
26
27
28

EXHIBIT 1



KRALOWEC LAW, P.C.
44 MONTGOMERY STREET, SUITE 1210
SAN FRANCISCO, CA 94104
TEL: (415) 546-6800

Kralowec Law, P.C. was founded in 2010 by attorney Kimberly A. Kralowec. The firm's practice focuses on plaintiffs' class action litigation (antitrust, consumer fraud, wage and hour, and civil rights) in state and federal courts. A list of representative matters handled by attorneys of the firm appears below.

THE FIRM'S PROFESSIONALS

Kimberly A. Kralowec, Principal. During her 24-year career as a litigator, Ms. Kralowec has handled class action matters involving antitrust (price-fixing and monopolization), employment (wage and hour and misclassification), consumer finance (mortgage and auto), retail products (mislabeling and nondisclosure), and civil rights (Unruh Act). She has also handled numerous class actions alleging violations of California's Unfair Competition Law (Cal. Bus. & Prof. Code §§17200 *et seq.*) ("UCL") and Consumers Legal Remedies Act (Cal. Civ. Code §§1750 *et seq.*) ("CLRA").

Ms. Kralowec served as lead appellate counsel for the certified class in *Brinker Restaurant Corp. v. Superior Court*, 53 Cal.4th 1004 (2012), in which the California Supreme Court provided important clarifications of California class action law. Ms. Kralowec was named by the *Daily Journal* as one of the Top 100 Women Lawyers in California and one of the Top 100 Labor & Employment Lawyers in California, and received a 2013 *California Lawyer* Attorney of the Year ("CLAY") Award in recognition of her work on *Brinker*. She has been selected for inclusion in *Northern California Super Lawyers* each year from 2011 to 2017.

Ms. Kralowec publishes and lectures widely. Her past speaking engagements include "25th Anniversary Retrospective and Prospective Views on California Antitrust and Unfair Competition Law" (State Bar of California Antitrust and Unfair Competition Law Section, October 2015) (with the Hon. Susan Illston, moderator); "Aggregate Proof or 'Trial by Formula'" (The Impact Fund, February 2013); "The U.S. Supreme Court Redirects Class Action Defense" (American Bar Association, March 2012); "State Consumer Protection Laws: Enforcement and Litigation Trends in California" (American Bar Association, Section of Antitrust Law, May 11, 2011); "The Potential Impact of *Dukes* on Class Certification in Antitrust and UCL Cases in the Ninth Circuit" (State Bar of California Antitrust and Unfair Competition Law Section, July 22, 2010); and "Antitrust Institute 2010: Developments & Hot Topics" (Practising Law Institute, May 21, 2010).



Her publication credits include “Supreme Court probing ‘pay-for-delay,’” *Daily Journal* (March 17, 2015); “*Dukes* and Common Proof in California Class Actions,” *Competition* (Summer 2012); “Evidentiary Extrapolations in California Class Actions: Guidance from *Brinker*,” *California Litigation* (July 2012); and “UCL Class Actions After *In re Tobacco II*,” *CAOC Forum* (September/October 2009).

Ms. Kralowec is the author of *The UCL Practitioner* (<http://www.uclpractitioner.com>), the first and only weblog on California’s Unfair Competition Law and California class actions. Created in 2003, *The UCL Practitioner* is visited an average of 250 times per business day and is used as a research and reference tool by judges, research attorneys, and practicing lawyers. In 2008, Ms. Kralowec was recognized by *American Lawyer* as one of 20 “Strong Female Voices in the Legal Blogosphere.” She is regularly quoted in the press as an expert on the UCL, CLRA, and class action practice. See <http://www.uclpractitioner.com/press.html>.

In 1992, Ms. Kralowec graduated from the University of California, Davis, School of Law, where she served as Senior Articles Editor of the *U.C. Davis Law Review*. Her law review article, “Estoppel Claims Against ERISA Employee Benefit Plans,” 25 *U.C. Davis L. Rev.* 487 (1992), earned the Patrick J. Hopkins Memorial Writing Award for best student article of the year. In 1989, she graduated from Pomona College in Claremont, California with a B.A. in English (*cum laude*). While at Pomona College, she received the F.S. Jennings Prize in Expository Writing and was a three-time Pomona College Scholar. In 1992-1993, she served as a judicial clerk for Judge David Mannheimer of the Alaska Court of Appeals.

Ms. Kralowec is a former partner of Severson & Werson, P.C., a 100-attorney San Francisco litigation firm, where she regularly defended class action and UCL matters (2000-2001; Associate, 1996-2000). From 2001 through the present, Ms. Kralowec’s practice has focused almost exclusively on plaintiff-side class action litigation, first as Of Counsel to The Furth Firm LLP in San Francisco, and later as a partner with Schubert Jonckheer Kolbe & Kralowec LLP, before founding her own firm in March 2010.

Ms. Kralowec served as a member of the Executive Committee of the Antitrust and Unfair Competition Law Section of the State Bar of California from 2008 through 2013, and currently serves as an advisor to the Section. She is an active member of the amicus curiae committee of Consumer Attorneys of California, on whose Board of Governors she served from 2007-2012. She drafted the amicus curiae brief of CAOC in *In re Cipro Cases I & II*, 61 Cal.4th 116 (2015), in which the California Supreme Court addressed the legality of “pay-for-delay” agreements under California antitrust law.

Ms. Kralowec is admitted to practice in California, the United States Courts of Appeals for the Ninth, Fifth, and Eleventh Circuits, the federal district courts in California, and the United States Supreme Court.



Kathleen Styles Rogers, Of Counsel. Ms. Rogers’ diverse legal career includes 30 years’ experience practicing antitrust and other complex business litigation, as well as 6 years’ experience as Senior Counsel for MCI Telecommunications Corp. Her litigation experience includes class action matters involving antitrust, employment and unfair competition law (California’s Unfair Competition Law (Cal. Bus. & Prof. Code §§17200 *et seq.*).

Ms. Rogers received her B.A. from the University of California, Santa Barbara, and her J.D. from the University of Santa Clara, School of Law, where she served as the first Articles Editor of Santa Clara’s *Computer & High-Technology Law Journal*. During law school, Ms. Rogers served as a judicial extern for Justice Edward A Panelli during his tenure on the California Court of Appeal, First Appellate District.

Ms. Rogers formerly was Of Counsel to San Francisco complex litigation firms including The Furth Firm LLP and Hausfeld LLP and was Partner in a general litigation firm with former Congressman Paul N. “Pete” McCloskey, Jr.

Ms. Rogers is admitted to practice in California, the United States Court of Appeals for the Ninth Circuit and federal district courts in California.

Gary M. Gray, Senior Paralegal and Administrator. Mr. Gray was educated at the University of California, Santa Cruz, and has over 20 years’ experience as a litigation paralegal, first with The Furth Firm LLP and its predecessors and more recently with the Chicago firm of Miller Law LLC. He has had intensive involvement, from pre-filing research through trial and post-trial settlement administration, in numerous antitrust and price-fixing cases, including *Kendall-Jackson v. Gallo* (trade dress), *Alakayak v. All Alaskan* (Bristol Bay Salmon Price-Fixing Litigation), *High Pressure Laminates Antitrust Litigation*, *Microcrystalline Cellulose Antitrust Litigation*, *Abid v. Grosvenor Bus Lines, Inc.*, Nurse Wages Cases (*Reed v. Advocate Healthcare, Inc.*), and *Apple iPhone/iPod Warranty Litigation*.

REPRESENTATIVE MATTERS

Antitrust Class Actions

In re TFT-LCD (Flat Panel) Antitrust Litigation (United States District Court, Northern District of California) (Judicial Panel on Multidistrict Litigation No. 1827). Co-counsel for nationwide and California classes of indirect purchasers of flat-panel displays (liquid crystal displays or “LCDs”) including computer monitors, laptops, and televisions. Plaintiffs allege that defendants, who are among the major manufactures of LCDs worldwide (including Samsung, Hitachi and LG Philips), engaged in a wide-ranging conspiracy to eliminate competition and to fix and inflate the prices of the displays, resulting in significant increased costs to consumers. Action settled for nearly \$1 billion.



3M Transparent Tape Cases (California Superior Court, City and County of San Francisco, Judicial Council Coordination Proceeding). While at a former firm, Ms. Kralowec served the functions of co-lead counsel for California indirect purchasers. Plaintiffs alleged that 3M unlawfully maintained a monopoly in the market for invisible and transparent home and office tape through various arrangements, contracts, agreements, trusts and combinations in restraint of trade designed primarily to restrict the availability of lower priced transparent tape products to consumers and to maintain high retail prices for its Scotch Brand retail products. Action settled for relief valued at approximately \$42 million.

In re Credit/Debit Card Tying Cases (California Superior Court, City and County of San Francisco, Judicial Council Coordination Proceeding). Co-counsel for plaintiffs in putative class action under California Unfair Competition Law alleging that credit card issuers (Visa and MasterCard) unlawfully tied their debit card services to their credit card services, resulting in inflated merchant exchange fees for debit card services that were passed on to the plaintiff retail customers. Action settled for \$31 million.

Abid v. Grosvenor Bus Lines, Inc., et al. (California Superior Court, City and County of San Francisco). While at a former firm, Ms. Kralowec served the functions of Lead Counsel for plaintiffs in antitrust class action on behalf of sales agents paid by commission for selling sightseeing bus tours of San Francisco and other nearby tourist destinations. Suit alleged that the three major San Francisco sightseeing tour operators agreed to price-fix the commissions they pay to the sales agents and to jointly lower the commissions to anticompetitive levels. Action settled for \$3.1 million and injunctive relief.

Mathews v. Bumble Bee Foods LLC, et al., Gore v. Bumble Bee Foods LLC, et al., and Moore v. Bumble Bee Foods LLC, et al. (United States District Court, Southern District of California). Co-counsel for nationwide and California class of indirect purchasers of canned tuna and other packaged seafood products. Plaintiff alleges that defendants, who are the top three U.S. producers of these products, entered into a price-fixing conspiracy. Action pending.

In re Dynamic Random Access Memory (DRAM) Antitrust Litigation (United States District Court, Northern District of California). Co-counsel for nationwide class of indirect purchasers of DRAM. Plaintiffs allege that the defendants, who are among the world's largest manufacturers of DRAM, conspired to illegally fix the price of DRAM sold in the United States. The firm represents a client who assembled and sold specially-configured, high-performance computers in California during the class period. Action settled for \$310 million in aggregate settlements.

In re Optical Disk Drives Antitrust Litigation (United States District Court, Northern District of California). Co-counsel for nationwide class of direct purchasers of optical disk drives, including those installed in laptop computers and CD players. Plaintiffs allege that defendants, who are among the major manufacturers of optical disk drives worldwide, engaged in price-fixing and a conspiracy to eliminate competition. Settlements of over \$37.75 million approved to date.



In re Skelaxin (Metaxalone) Antitrust Litigation (United States District Court, Eastern District of Tennessee). Co-counsel for class of independent pharmacies who purchased branded Skelaxin, a muscle-relaxant drug, for resale. Plaintiffs allege that King Pharmaceuticals conspired with its competitors to delay market entry of a generic version of the drug. Action settled for \$2.1 million.

In re Fresh and Process Potatoes Antitrust Litig., (United States District Court, District of Idaho). Member of Executive Committee for direct purchasers of fresh and process potatoes. Plaintiffs allege that defendants engaged in a conspiracy to drive up prices of potatoes nationwide by diminishing output through agreements to reduce acreage and other anticompetitive means. Action settled for \$19.5 million.

In re Microcrystalline Cellulose Antitrust Litigation (United States District Court, Eastern District of Pennsylvania). While at a former firm, Ms. Rogers served as Class Counsel for the Food Purchasers Class in an action alleging a conspiracy to fix prices among the manufacturers of microcrystalline cellulose, a common additive in foods and pharmaceuticals. Action settled for \$50 million.

In re Domestic Drywall Antitrust Litigation (United States District Court, Eastern District of Pennsylvania). Co-counsel for indirect purchasers in an action alleging a conspiracy to fix prices among manufacturers of gypsum wallboard. Action pending.

In re Domestic Airline Travel Antitrust Litigation (United States District Court, District of Columbia). Co-counsel for direct purchasers in an action alleging a conspiracy by major U.S. airlines to elevate prices of domestic airfares by keeping capacity artificially low. Action pending.

In re Disposable Contact Lens Antitrust Litigation (United States District Court, Middle District of Florida). Co-counsel for indirect purchasers of disposable contact lenses in an action alleging a conspiracy by the manufacturers to raise prices to supracompetitive levels by imposing resale price maintenance agreements on online and big-box retailers. Action pending.

In re Generic Pharmaceuticals Pricing Antitrust Litigation (United States District Court, Eastern District of Pennsylvania). Co-counsel for class of end-payer consumers who were overcharged for the generic drug Desonide. Plaintiffs allege that manufacturers Actavis, Perrigo, Sandoz and Taro conspired to fix and maintain the price of the drug. Action pending.

In re Musical Instruments Antitrust Litigation (United States District Court, Southern District of California). Co-counsel for nationwide class of direct purchasers of guitars and other musical instruments from Guitar Center. Plaintiffs allege a scheme involving Guitar Center, the National Association of Music Merchants, and various retailers and manufacturers to eliminate competition in the market for musical instrument products. Action concluded.



Nurse Wages Cases: Reed, et al. v. Advocate Healthcare, Inc. et al. (United States District Court, Northern District of Illinois). While at a former firm, Ms. Kralowec served as co-counsel for plaintiff RNs in a class action against healthcare providers for conspiring to fix and depress wages in violation of federal antitrust law. Action settled.

In re Static Random Access Memory (SRAM) Antitrust Litigation (United States District Court, Northern District of California). While at a former firm, Ms. Rogers served as co-counsel for nationwide class of indirect purchasers. Plaintiffs alleged that the defendants, who are among the world's largest manufacturers of SRAM, conspired to illegally fix the price of SRAM sold in the United States. Action settled for \$41.3 million.

Natural Gas Anti-Trust Cases I, II, III & IV (California Superior Court, County of San Diego). While at a former firm, Ms. Rogers served as co-counsel for direct and indirect purchasers in an action alleging a conspiracy to fix prices and supplies of natural gas during the 2001 energy crisis. Action settled for \$160 million.

In re Western States Wholesale Natural Gas Antitrust Litigation (United States District Court, District of Nevada). While at a former firm, Ms. Rogers served the functions of co-lead counsel for direct purchasers. Plaintiffs alleged a conspiracy to fix prices and supplies of natural gas during the 2001 energy crisis. Action settled for \$25.95 million.

In re Korean Air Lines Co., Ltd. Antitrust Litigation (United States District Court, Central District of California). While at a former firm, Ms. Rogers served the functions of co-lead counsel for nationwide class of indirect purchasers of air travel services. Action settled for \$65 million.

Consumer Class Actions

In re Apple iPhone/iPod Warranty Litigation (United States District Court, Northern District of California). Co-counsel in consumer class action on behalf of owners of iPhone and iPod touch devices alleging that Apple fails to honor its warranty obligations and uses faulty Liquid Submersion Indicators as a basis for improper denial of warranty coverage. Action settled for \$53 million.

Streit v. Farmers Group, Inc. et al. (California Superior Court, County of Los Angeles). Co-Lead Counsel in class action on behalf of policyholders alleging that defendant insurance company violated the Insurance Code when it calculated the return of unearned premium for mid-term policy cancellations. On appeal, obtained reversal of order sustaining demurrer without leave to amend. Following remand, obtained class certification and judgment in favor of the class for \$25 million.



Fishman v. Tiger Natural Gas, Inc. (United States District Court, Northern District of California). Co-counsel in UCL class action alleging false advertising and fraudulent marketing practices with respect to a natural gas “price protection” program. Action pending.

Minton v. Herbalife International, Inc. et al. (California Superior Court, County of Los Angeles). Co-counsel in class action alleging unlawful and fraudulent “endless chain” scheme. Ms. Kralowec assisted in the class certification, settlement, and settlement approval phases of the case while at a former firm. Action settled for \$1.75 million.

Robinson v. OnStar, LLC (United States District Court, Southern District of California). Co-counsel in class action alleging that OnStar charged customers’ debit and credit cards for continuous OnStar service without the written and/or express authorization required by state and federal law, including the Electronic Funds Transfer Act, the Automatic Renewal Law, and the Unfair Competition Law. Action pending.

Ackerman v. Zynga Inc. (California Superior Court, City and County of San Francisco). Co-counsel in consumer UCL class action on behalf of purchasers of “Words With Friends” and other games. Plaintiff alleges that Zynga misrepresented in the Apple App Store that the paid versions of the games would be “ad-free” when they were not. As a result of lawsuit, the user interface of the games was changed to provide users with the “ad-free” gaming experience they paid for. Action concluded.

Levitte v. Google, Inc. (United States District Court, Northern District of California). Co-counsel in UCL class action alleging misrepresentations to AdWords customers regarding the types and quality of the websites on which advertisers’ ads would be placed. Denial of class certification reversed by Ninth Circuit. Action pending.

Watts v. Allstate Indemnity Co. et al. (United States District Court, Eastern District of California). Co-counsel in UCL, breach of contract and fraud class action against insurance company alleging improper payment of policy benefits. Action concluded.

Kent v. Avis Rent A Car System LLC (California Court of Appeal, Fourth Appellate District, Division Three). Appellate consultant in UCL and CLRA class action alleging improper administrative fee charges. Retained to assist with oral argument preparation. Action concluded.

Clawson v. Automobile Club of Southern California (California Superior Court, County of Orange). Consultant in UCL action alleging violation of California statute governing commission rates for auto insurance sales agents. Retained to assist with opposing demurrer; demurrer overruled. Action concluded.

Compassion Over Killing v. Cal-Cruz Hatcheries (California Superior Court, County of Santa Cruz). Co-counsel in UCL action for violation of California animal cruelty laws. Retained as UCL expert to assist with standing arguments. Action concluded.



Cobb v. BSH Home Appliance Corp. (United States District Court, Central District of California). Consultant in UCL, CLRA and breach of warranty action against product manufacturer. Retained as UCL expert to assist with opposing motions to dismiss; motions denied. Action concluded.

Quacchia v. DaimlerChrysler Corporation (California Superior Court, County of Alameda). While with a former firm, Ms. Kralowec served as co-counsel in UCL and CLRA class action alleging failure to disclose known safety defect in seat belt design. Action concluded.

Securities Class Actions

In re AOL Time Warner Securities Litigation (United States District Court, Southern District of New York). Co-counsel in securities class action alleging falsification of advertising revenues in public filings, improperly inflating stock price. Ms. Kralowec participated in high-level document review and analysis while at a former firm. Action settled for \$2.5 billion.

Herron v. Lark Creek Investment Management Co. et al. (California Superior Court, City and County of San Francisco). Co-Lead counsel for plaintiffs in derivative and class action litigation on behalf of investors in Madoff feeder fund. Action settled for \$3.66 million.

Herron v. CARE Market et al. (California Superior Court, City and County of San Francisco). Co-Lead counsel for plaintiffs in derivative action seeking clawback of mistakenly-paid false profits for benefit of Madoff feeder fund. Action pending.

Wage & Hour and Employment Class Actions

Brinker Restaurant Corporation v. Superior Court (Hohnbaum) (California Superior Court, County of San Diego). Lead appellate counsel in class action alleging violations of California's meal period and rest break laws. Certified class consists of over 60,000 California employees of Brinker Restaurant Corporation, which operates Chili's, the Macaroni Grill, and other statewide restaurant chains. Action settled for \$56.5 million.

Bluford v. Safeway Stores, Inc. and Cicairos v. Summit Logistics, Inc. (California Superior Court, County of San Joaquin). Co-Lead counsel in class actions alleging violations of California's meal period and rest break laws. Actions settled for \$30 million.

Savaglio v. Wal-Mart Stores, Inc. (California Superior Court, County of Alameda). The Furth Firm LLP acted as lead counsel in this class action alleging failure to pay meal periods and rest breaks. Ms. Kralowec assisted with the briefing. Action resulted in jury verdict of \$172 million and settled while on appeal.

Thomas v. California State Automobile Association (California Superior Court, County of Alameda). While at a former firm, Ms. Kralowec served as co-counsel in wage and hour class



action alleging misclassification of insurance adjusters as “exempt” employees in violation of the Labor Code. Action settled for \$8 million.

Salvas v. Wal-Mart Stores, Inc. (Supreme Judicial Court of Massachusetts). The Furth Firm LLP acted as lead counsel in this class action alleging failure to pay meal periods and rest breaks. Ms. Kralowec assisted with the appellate briefing. Action settled for \$40 million.

Frlekin v. Apple Inc. (United States District Court, Northern District of California). Co-counsel in certified class action seeking compensation for California retail workers’ unpaid time spent engaging in employer-required security searches. Action pending.

In re AMR Wage & Hour Cases (California Superior Court, County of Alameda). Co-lead counsel in wage and hour class action on behalf of putative class of California ambulance drivers, paramedics and dispatchers improperly denied their meal periods and rest breaks. Action pending.

Civil Rights Class Actions

Adler v. California Family Health LLC dba California Family Fitness (California Superior Court, County of Sacramento). Lead counsel in civil rights class action alleging that chain of gyms provided unequal facilities to its members on the basis of gender, in violation of the Unruh Civil Rights Act and other laws. As a result of lawsuit, single-sex workout areas of gyms were opened up to all members. Action settled.

Candelore v. Tinder, Inc. (California Superior Court, County of Los Angeles). Co-lead counsel in civil rights class action alleging price discrimination based on age, in violation of the Unruh Civil Rights Act and the UCL. Obtained published Court of Appeal opinion reversing trial court’s order sustaining defendant’s demurrer without leave to amend and reinstating Unruh Act and UCL claims. *Candelore v. Tinder, Inc.*, ___ Cal.App.5th ___ (Jan. 29, 2018). Action pending.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation
Case No. 07-cv-05634-CRB

EXHIBIT 2

KRALOWEC LAW, P.C.

Hours Reported and Lodestar on a Historical Basis

February 21, 2015 through May 16, 2018

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Kimberly A. Kralowec (P)	2.2	\$745	\$1,639.00
Kimberly A. Kralowec (P)	0.9	\$810	\$729.00
Kathleen S. Rogers (OC)	0.3	\$795	\$238.50
NON-ATTORNEYS			
Gary M. Gray (SPL)	3.6	\$295	\$1,062.00
Gary M. Gray (SPL)	0.9	\$305	\$274.50
TOTAL:			\$3,943.00

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

EXHIBIT 3

In re Transpacific Passenger Air Transportation Antitrust Litigation
Case No. 07-cv-05634-CRB

EXHIBIT 3

KRALOWEC LAW, P.C.

Expenses Incurred

February 21, 2015 through May 16, 2018

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$17.41
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$7.00
Photocopies – Outside	\$
Postage	\$0.49
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$
Travel (Meals and Lodging)	\$
TOTAL:	\$24.90

MARIO N. ALIOTO (SBN 56433)
JOSEPH M. PATANE (SBN 72202)
LAUREN C. CAPURRO (SBN 241151)
TRUMP, ALIOTO, TRUMP & PRESCOTT, LLP
2280 Union Street
San Francisco, CA 94123
Telephone: (415) 563-7200
Facsimile: (415) 346-0679
Email: malimoto@tatp.com; jpatane@tatp.com;
lauren russell@tatp.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 MARIO N. ALIOTO IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

1 I, Mario N. Alioto, declare and state as follows:

2 1. I am a partner of the law firm of Trump, Alioto, Trump & Prescott, LLP
3 (“TATP”). 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 Plaintiff Martin Kaufman, Ireatha Diane
8 Mitchell, Rosemary Senger, and Lemuel Schenck during the course of this litigation. The
9 background and experience of TATP and its attorneys are summarized in the *curriculum vitae*
10 attached hereto as Exhibit 1.

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

15 4. During the pendency of the litigation, TATP performed the following work:

- 16 • Interviewed potential class representatives for U.K. to Asia route per
17 request of Lead Counsel;
- 18 • Researched and prepared memo to Lead Counsel regarding joint
19 defense privilege;
- 20 • Monitored all major motions and consulted with Lead Counsel on
21 these motions from time to time;
- 22 • Gathered requested information and prepared class representative
23 questionnaires;
- 24 • Performed foreign language document review; and
- 25 • Monitored the settlements and settlement approval, and the appellate
26 proceedings.

27 5. Attached hereto as Exhibit 2 is my firm’s total hours and lodestar, computed at
28

Mario N. Alioto

EXHIBIT 1

MARIO N. ALIOTO

Curriculum Vitae

Mr. Alioto is a graduate of the University of Santa Clara with a B.A. degree, cum laude, in Economics. He is also a graduate of the University of San Francisco School of Law with a J.D. degree, cum laude.

Upon graduation from law school, Mr. Alioto clerked for the late Honorable Ira I. Brown, Jr., Judge of the San Francisco Superior Court. Thereafter, he was employed in the Law Offices of Joseph L. Alioto working on complex litigation, primarily plaintiff's antitrust cases. Mr. Alioto is admitted to the State Bar of California, various Federal District Courts, various Courts of Appeal, and the Supreme Court of the United States.

Mr. Alioto worked with the Law Offices of Joseph L. Alioto for 10 years. He has continued to handle complex litigation and antitrust cases as well as unfair competition and consumer protection cases and class actions in state and federal courts throughout the country. Mr. Alioto has represented both plaintiffs and defendants in these cases. He has had extensive trial court and appellate court experience as well as experience in arbitration proceedings.

Mr. Alioto was one of the first lawyers in California to successfully prosecute indirect purchaser antitrust class actions under the Cartwright Act and the Unfair Competition Act. He was counsel in the landmark decision Crown Oil v. Superior Court, 177 Cal. App. 3d 604 (1986), which upheld the right of indirect purchasers to sue under the Cartwright Act after their claims had been barred under federal law by the decision in Illinois Brick v. Illinois, 431 U.S. 720 (1977). As a result of the Crown Oil decision, California consumers and businesses have recovered millions of dollars in relief which would otherwise have been barred under Illinois Brick.

In over 40 years of practice in this area, Mr. Alioto has handled approximately 50 antitrust cases. He has served in leadership roles in most of these cases and has been Lead or Liaison Counsel in many of them. This experience has enabled Mr. Alioto to prosecute these cases efficiently and

achieve favorable settlements without unnecessary demands on judicial resources.

Mr. Alioto has handled these cases in collaboration with other law firms when circumstances warranted this, and has also demonstrated the ability to handle these cases effectively without the assistance of a consortium of other law firms. Mr. Alioto has been involved in a number of jury trials in state and federal court, including the trial of antitrust cases as the lead trial lawyer. He has handled approximately 30 appeals as well.

Mr. Alioto obtained relief of approximately \$50 million for California consumers on account of improper automobile repossession practices by two large finance companies. This result was obtained primarily by Mr. Alioto and his firm Trump, Alioto, Trump & Prescott, LLP, with the assistance of one other firm. In approving the settlement in that matter, the Honorable Daniel M. Hanlon (Ret.) noted that Trump, Alioto, Trump & Prescott, LLP had handled the litigation “effectively and efficiently” and that counsel was “experienced and competent” and had obtained an “excellent settlement.”

Similarly, in granting class certification and appointing Trump, Alioto, Trump & Prescott, LLP Co-Lead Counsel for the class in the indirect purchaser OSB Antitrust Litigation, Case No. 06-00826-PSD, Judge Paul S. Diamond of the Eastern District of Pennsylvania stated that Trump, Alioto, Trump & Prescott, LLP “are experienced, class action litigators” and “have vigorously and capably prosecuted this extremely demanding case, and I am satisfied that they will continue to do so.”

Mr. Alioto was selected to serve as sole interim lead counsel for the indirect purchaser plaintiffs by the Honorable Samuel Conti of the United States District Court of the Northern District of California in *In re Cathode Ray Tube (CRT) Antitrust Litigation*, 2008 WL 2024957, *2 (N.D. Cal. May 9, 2008) (“CRT”). This appointment was affirmed and TATP was appointed as sole lead counsel when the Court granted certification of 22 statewide classes of indirect purchasers under the antitrust and consumer protection statutes of their respective states. *See In re Cathode Ray Tube (CRT) Antitrust Litig.*, 2013 WL 5391159 (N.D. Cal. Sept. 19, 2013).

Mr. Alioto was also selected by the Honorable Robert W. Gettleman of the United States District Court for the Northern District of Illinois to serve as interim co-lead counsel for the indirect purchaser plaintiffs in *In Re:*

Aftermarket Filters Antitrust Litigation, Master File No. 1:08-cv-4883-RWG, MDL 1957 (N.D. Ill. Oct. 7, 2008) (“*Filters*”).

In 2015, Mr. Alioto concluded a series of settlements in the *CRT* case. These settlements total \$576,750,000, the second largest indirect purchaser settlement in history. In order to obtain these settlements, Mr. Alioto coordinated the efforts of a large number of plaintiffs, including 22 classes of indirect purchasers, a nationwide class of direct purchasers, various large corporate plaintiffs, and various state attorneys general, and also worked in tandem with the United States Department of Justice.

Below is a list of representative complex litigation cases Mr. Alioto has been and is currently involved in.

COMPLEX LITIGATION CASES

- 1) *In re Arizona Dairy Products Litigation*, Civil No. 74-569A PHX CAM (D. Ariz.) - antitrust price-fixing action brought on behalf of five classes of Arizona purchasers of dairy products.
- 2) *In re California Armored Cars Litigation*, MDL 387 - antitrust price-fixing action brought on behalf of private class of purchasers in California.
- 3) *Bolton v. A.R.A. Services, Inc., et al.*, Civil Action No. C-79-2156-SW (N.D. Cal. 1980), antitrust price-fixing action brought on behalf of purchasers of publications.
- 4) *Day N Night Market v. Roblin Industries, Inc., et al.*, Civil Action No. 772-241 - antitrust price-fixing case for class of indirect purchasers of shopping carts.
- 5) *Monterosso v. Cambridge-Lee Industries, Inc., et al.*, (S.F. Sup. Ct. 1983) - indirect-purchaser, antitrust class action by California purchasers of copper tubing.
- 6) *Scarpa v. American Savings & Loan Association, et al.*, (S.F. Sup. Ct. 1984) - Unfair Competition Act for fixing pre-payment and association fees.
- 7) *California Indirect-Purchaser Infant Formula Antitrust Litigation*, Judicial Council Coordination Proceeding No. 2557 (L.A. Sup. Ct.) - state-wide, Cartwright Act, class action for consumers who purchased infant formula.
- 8) *Airport Hub Antitrust Litigation* (N.D. Ga.) - nationwide class action for price-fixing of domestic airline ticket prices.

- 9) *Duke Development Company v. The Stanley Works, et al.* (S.F. Sup. Ct.) - state-wide, price-fixing, Cartwright Act, class action for indirect purchasers of hinges.
- 10) *Exxon Valdez Spill Litigation* (L.A. Sup. Ct.) state-wide class action for economic damages suffered by California motorists caused by Exxon Valdez spill.
- 11) *Los Angeles Waste Antitrust Litigation* (C.D. Cal.) - county-wide, price-fixing, Cartwright Act class action involving waste disposal.
- 12) *Leslie K. Bruce, et al. v. Gerber Products Company, et al.*, Civil Case No. 948-857 (S.F. Sup. Ct.) - indirect-purchaser, price-fixing action against baby food manufacturers.
- 13) *Nancy Wolf v. Toyota Motor Sales, U.S.A., Inc., et al.*, Civil Action No. C94-1359-MHP - nationwide, consumer class action alleging that the TDA Assessment on the dealer invoice was raised pursuant to an antitrust agreement.
- 14) *Lee Bright v. Kanzaki Specialty Papers, Inc., et al.*, Civil Action No. 963-598 (S.F. Sup. Ct.) - indirect-purchaser, consumer class action alleging a price-fixing conspiracy on fax paper.
- 15) *Patco Enterprises v. Comet Products, Inc., et al.*, Civil Action No. 961-814 (S.F. Super Ct.) - indirect-purchaser, class action alleging a price-fixing conspiracy on plastic dinnerware.
- 16) *In re California X-Ray Antitrust Litigation*, Civil Action No. 960-886 (S.F. Sup. Ct.) - indirect-purchaser, class action alleging price-fixing in X-ray film.
- 17) *In Re Brand Name Prescription Drugs Antitrust Litigation*, Civil Action No. 94-C-897, MDL 997 (U.S. District Court - Northern District of Illinois, Eastern Division) - direct-purchaser class action alleging that the prescription drug manufacturers and wholesalers combined to keep prices unreasonably high to retail pharmacies.
- 18) *In Re: Liquid Carbon Dioxide Cases*, Judicial Council Coordination Proceeding No. 3012 (San Diego Sup. Ct.) - indirect-purchaser class action alleging price-fixing on carbon dioxide.
- 19) *Jack Davis v. Microsoft Corporation*, Civil Action No. 963-597 (S.F. Sup. Ct.) - consumer class action alleging that Microsoft's 6.0 system was flawed and should be corrected.

- 20) *In Re Sorbate Price-Fixing Cases*; JCCP 4073 - class action alleging that certain manufacturers of sorbate fixed prices for product sold indirectly to California purchasers.
- 21) *In Re Methionine Antitrust Litigation*, MDL 1311--class action alleging that certain manufacturers of methionine fixed prices to direct purchasers throughout the United States.
- 22) *In Re Methionine Cases*, JCCP 4090 - class action alleging that certain manufacturers of methionine fixed prices to indirect purchasers of that product in California
- 23) *Patco Enterprises, Inc., et al. v. Sunrise Carpet Industries, et al.*, SF Sup. Ct. Action No. 980454 - class action alleging that manufacturers of certain types of carpets fixed prices to indirect purchasers in California.
- 24) *Sanitary Paper Cases I & II*, JCCP 4019, 4027] - class action alleging that manufacturers of certain types of sanitary paper fixed prices to indirect purchasers in California.
- 25) *In re: Flat Glass Indirect Purchaser Antitrust Litigation*, JCCP 4033 - class action alleging that manufacturers of certain types of flat glass fixed prices to indirect purchasers in California.
- 26) *NASDAQ Market Makers Antitrust Litigation*, MDL 1023 94 Civ. 3996 (RWS) - nationwide class action alleging that stock trading commissions were illegally fixed.
- 27) *In re Vitamin Antitrust Litigation*, JCCP 4076 - statewide class action by indirect purchasers alleging a price-fixing conspiracy.
- 28) *In re Auctions House Antitrust Litigation*, JCCP 4145 - indirect-purchaser antitrust class action alleging that major auction houses fixed buyer commissions.
- 29) *In re Cigarette Price-Fixing Cases*, JCCP 4114 - California Cartwright Act class action alleging that the tobacco companies fixed prices of cigarettes to pay state settlements.
- 30) *In re Compact Disc Minimum Advertised Price Antitrust Litigation*, United States District Court, District of Maine, MDL No. 1361—class action alleging price fixing on music compact discs.

- 31) *In re Laminate Cases*, Alameda Superior Court, Master File No. 304471—indirect purchaser class action alleging price fixing on high pressure laminates.
- 32) *Swiss American Sausage Co. v. Pfizer, Inc.*, San Francisco Superior Court, No. 305121—indirect purchaser class action alleging price fixing on sodium erythorbate and maltol.
- 33) *Blair v. Cheil Jedang*, San Francisco Superior Court—indirect purchaser class action alleging price fixing on lysine.
- 34) *Automobile Repossession Cases*, San Francisco Superior Court—indirect purchaser class action alleging price fixing on automobile repossession services.
- 35) *Lapidus v. Crown Oil*, San Francisco Superior Court, indirect purchaser class action alleging price fixing on coconut oil.
- 36) *Behr Wood Sealant Cases*, San Joachin Superior Court—indirect purchaser class action alleging defective wood sealant products.
- 37) *Food Additives Cases*, Stanislaus Superior Court, JCCP 3261—indirect purchaser class action alleging price fixing on high fructose corn syrup.
- 38) *In re Liquid Asphalt*, United States District Court for the District of Montana—direct purchaser action alleging price fixing on liquid asphalt.
- 39) *Panel Roofing*, Los Angeles Superior Court—class action alleging price fixing on panel roofing in the Los Angeles area.
- 40) *Checking Account Cases*, San Francisco Superior Court—alleging unlawful termination of free checking accounts.
- 41) *Campbell v. Fireside Thrift*, San Francisco Superior Court, No. 316462—alleging unlawful automobile repossession practices.
- 42) *Groom v. Ford Motor Credit*, San Francisco Superior Court, JCCP 4281—alleging unlawful automobile repossession practices.
- 43) *Cipro Cases*, San Diego Superior Court, JCCP 4154 and 4220—alleging unlawful agreement to eliminate generic Cipro from the market.
- 44) *Labelstock Cases*, San Francisco Superior Court, JCCP 4314, 4318 and 4326—indirect purchaser class action alleging price fixing on pressure sensitive labels.

- 45) *Credit/Debit Card Tying Cases*, San Francisco Superior Court, JCCP 4335—alleging unlawful tying of debit cards to credit cards.
- 46) *Gustin Schreiner v. Crompton Corporation*, San Francisco Superior Court, No. CGC-04-429323—indirect purchaser class action alleging price fixing of NBR.
- 47) *Electrical Carbon Products Cases*, San Francisco Superior Court, JCCP 4294—indirect purchaser class action alleging price fixing on electrical carbon products.
- 48) *Polyester Staple Cases*, San Francisco Superior Court, JCCP 4278—indirect purchaser class action alleging price fixing on polyester staple.
- 49) *D-RAM Cases*, San Francisco Superior Court, JCCP 4265—indirect purchaser class action alleging price fixing on D-RAM.
- 50) *Environmental Technologies Cases*, Alameda Superior Court, JCCP 4257—indirect purchaser class action alleging price fixing on organic peroxide.
- 51) *Reidel v. Norfalco LLC*, San Francisco Superior Court, No. CGC-03-418080—indirect purchaser class action alleging price fixing of sulfuric acid.
- 52) *Villa v. Crompton Corporation*, San Francisco Superior Court, No. CGC-03-419116—indirect purchaser class action alleging price fixing of EPDM.
- 53) *Carbon Black Cases*, San Francisco Superior Court, JCCP 4323—indirect purchaser class action alleging price fixing of Carbon Black.
- 54) *Urethane Cases*, San Francisco Superior Court, JCCP 4367 -indirect purchaser class action alleging price fixing of urethane.
- 55) *Catfish Products Cases*, San Francisco Superior Court—indirect purchaser class action alleging price fixing of catfish products.
- 56) *Fattal v. Noranda*, United States District Court for the District of New Mexico—alleging worldwide price fixing of potash.
- 57) *In re Corn Derivatives*, United States District Court for the District of New Jersey—alleging nationwide price fixing of corn derivatives.
- 58) *In Re: California Polychloroprene Antitrust Cases*, Los Angeles Superior Court, JCCP 4376—indirect purchaser class action alleging price fixing of Polychloroprene rubber.

- 59) *Microsoft Cases I-V*, San Francisco Superior Court, JCCP 4106—indirect purchaser class action alleging monopolization by Microsoft.
- 60) *California Indirect Purchaser MSG Antitrust Cases*, San Francisco Superior Court, Master File No. 304471—indirect purchaser class action alleging price fixing of monosodium glutamate (MSG).
- 61) *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, United States District Court for the Northern District of California, MDL 1486—indirect purchaser multistate class action alleging price fixing of DRAM memory chips.
- 62) *In re: Urethane Antitrust Litigation*, United States District Court for the District of Kansas, MDL 1616—direct purchaser class action alleging price fixing of urethane chemicals.
- 63) *Brock v. Stolt Nielsen S.A. et al.*, San Francisco Superior Court, Case No. 429758—indirect purchaser class action alleging price fixing of shipping services.
- 64) *The Harman Press v. International Paper Co., et al.*, San Francisco Superior Court, Master File No. 432167—indirect purchaser class action alleging price fixing of publication paper.
- 65) *In re: Publication Paper Antitrust Litigation*, United States District Court for the District of Connecticut, MDL 1631—direct purchaser class action alleging price fixing of publication paper.
- 66) *In re: Hydrogen Peroxide Antitrust Litigation*, United States District Court for the Eastern District of Pennsylvania, Master File No. 2:05-cv-00666—indirect purchaser multistate class action alleging price fixing of hydrogen peroxide.
- 67) *In re OSB Antitrust Litigation*, United States District Court for the Eastern District of Pennsylvania, Master File No. 06-cv-00826—indirect purchaser multistate class action alleging price fixing of OSB.
- 68) *In re: Methyl Methacrylate (MMA) Antitrust Litigation*, United States District Court for the Eastern District of Pennsylvania, MDL 1768—indirect purchaser multistate class action alleging price fixing of Methyl Methacrylate (MMA).
- 69) *Miller, et al. v. Ajinomoto Company, Inc., et al.*, United States District Court for the Eastern District of Pennsylvania, Master File No. 2:06-cv-01862—indirect purchaser multistate class action alleging price fixing of Aspartame.

- 70) *Brooks, et al. v. Outokumpu Oyj, et al.*, United States District Court for the Western District of Tennessee, Master File No. 2:06-cv-02355—indirect purchaser multistate class action alleging price fixing of ACR Copper Tubing.
- 71) *In re Intel Corp. Microprocessor Antitrust Litigation*, United States District Court for the District of Delaware, MDL 1717—indirect purchaser multistate class action alleging monopolization by Intel of the United States microprocessor market.
- 72) *In re International Air Transportation Surcharge Antitrust Litigation*, United States District Court for the Northern District of California, MDL 1793—direct purchaser class action alleging price fixing of airline fuel surcharges on international flights.
- 73) *In re Static Random Access Memory (SRAM) Antitrust Litigation*, United States District Court for the Northern District of California, MDL 1819—indirect purchaser multistate class action alleging price fixing of SRAM memory chips.
- 74) *In re Graphics Processing Units Antitrust Litigation*, United States District Court for the Northern District of California, MDL 1826—direct purchaser class action alleging price fixing of Graphics Processing Units.
- 75) *In re: TFT-LCD (Flat Panel) Antitrust Litigation*, United States District Court for the Northern District of California, MDL 1827—direct purchaser class action alleging price fixing of TFT-LCDs or flat panels.
- 76) *In re Korean Airlines Passenger Antitrust Litigation*, United States District Court for the Central District of California, MDL 1891—direct purchaser class action alleging price fixing of passenger airline tickets on flights between the United States and South Korea.
- 77) *In re: LTL Shipping Antitrust Litigation*, United States District Court for the Northern District of Georgia, MDL 1895—indirect purchaser multistate class action alleging price fixing of fuel surcharges on “less than truckload” freight services.
- 78) *In re: Transpacific Passenger Air Transportation Antitrust Litigation*, MDL No. 1913—direct purchaser class action alleging price fixing of passenger airline tickets on flights containing at least one transpacific flight segment to or from the United States.
- 79) *In Re: Cathode Ray Tubes (CRT) Antitrust Litigation*, United States District Court for the Northern District of California, MDL No. 1917—indirect

purchaser class action alleging price fixing of cathode ray tubes (CRTs) and products containing CRTs sold in the United States.

80) *In Re: Chocolate Confectionary Antitrust Litigation*, United States District Court for the Western District of Pennsylvania, MDL No. 1935—indirect purchaser class action alleging price fixing of chocolate confectionary products sold in the United States.

81) *In Re: Packaged Ice Antitrust Litigation*, United States District Court for the Eastern District of Michigan, MDL No. 1952—direct purchaser class action alleging price fixing of Packaged Ice sold in the United States.

82) *In Re: Aftermarket Filters Antitrust Litigation*, United States District Court for the Eastern District of Michigan, MDL 1957—indirect purchaser class action alleging price fixing of aftermarket automotive filters sold in the United States.

83) *In Re: Hawaiian and Guamanian Cabotage Antitrust Litigation*, United States District Court for the Western District of Washington, MDL No. 1972—direct purchaser class action alleging price fixing of domestic shipping services between the United States and Hawaii.

84) *In Re: Refrigerant Compressors Antitrust Litigation*, United States District Court for the Eastern District of Michigan, MDL No. 2042—indirect purchaser class action alleging price fixing of Hermetic Compressors sold in the United States.

EXHIBIT 2

EXHIBIT 2

TRUMP, ALIOTO, TRUMP & PRESCOTT, LLP

Hours Reported and Lodestar on a Historical Basis

February 21, 2015 through July 30, 2018

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Mario N. Alioto [P]	9.75	\$750	\$7,312.50
Mario N. Alioto [P]	3.75	\$875	\$3,281.25
NON-ATTORNEYS			
TOTAL:			\$10,593.75

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

Christopher T. Micheletti (136446)
Heather T. Rankie (268002)
ZELLE LLP
44 Montgomery St., Suite 3400
San Francisco, CA 94104
Telephone: (415) 693-0700
Facsimile: (415) 693-0770
cmicheletti@zelle.com
hrankie@zelle.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

This Document Relates to:

All Actions

Honorable Charles R. Breyer

**DECLARATION OF CHRISTOPHER T.
MICHELETTI IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

1 I, Christopher T. Micheletti, declare and state as follows:

2 1. I am a partner of the law firm of Zelle LLP (“Zelle”). 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 Micah Abrams during this
8 litigation. The background and experience of Zelle and its attorneys are summarized in the
9 *curriculum vitae* attached hereto as Exhibit 1.

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

14 4. During the pendency of the litigation, Zelle performed the following work:
15 conferred with Co-Lead counsel regarding case status and strategy; attended oral argument
16 before the Ninth Circuit Court of Appeals on review of denial of summary judgment;
17 conferred with Co-Lead counsel regarding a certain defendant’s petition for writ of certiorari
18 to the United States Supreme Court on the Court’s summary judgment ruling; researched and
19 drafted plaintiffs’ opposition to defendant’s petition for writ of certiorari and communicated
20 with Co-Lead counsel regarding same.

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 Zelle during this period of time was 99.8 hours, with a corresponding
24 lodestar of \$85,469.50. This summary was prepared from contemporaneous, daily time
25 records regularly prepared and maintained by my firm. The lodestar amount reflected in
26 Exhibit 2 is for work assigned and/or approved by Co-Lead Counsel, and was performed by
27 professional staff at my law firm for the benefit of the Class.

28

EXHIBIT 1



Firm Resume



Firm Overview

Zelle attorneys are proud to represent clients in their most challenging insurance-related disputes, antitrust claims and other complex litigation in venues across the United States and around the world. Our experience in successfully resolving high-profile, high-exposure cases and our commitment to efficient and responsive service supports everything we do.

We believe – and our clients agree – that the way we approach litigation is key to our success in building solid relationships and implementing effective strategies. Our attorneys offer experience and in-depth knowledge across a wide range of industries, and probe to determine our clients' specific needs and the broader implications of any dispute. Zelle attorneys quickly assess the facts, balance the intangibles, and deliver legal counsel that is creative and realistic.

While the scope of our practice is focused, the diverse talents, intellectual knowledge and technological resources we offer are vast. Zelle's collaborative teams of attorneys, multiple offices and international presence assure that we are always prepared to meet your needs, even in the most challenging, sensitive or catastrophic of circumstances.



Christopher T. Micheletti

Partner



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San Francisco, CA 94104
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PRACTICE AREAS

- Antitrust and Unfair Competition
- Class Actions
- Commercial Litigation
- Construction
- Financial Services Class Action Litigation
- Indirect and Direct Purchaser Class Actions
- Intellectual Property

BAR AND COURT ADMISSIONS

- State Court: California
- U.S. Circuit Court of Appeals: Sixth, Seventh and Ninth Circuits
- U.S. District Court: Northern District of California; Central District of California

EDUCATION

- University of San Francisco, J.D., 1988; Recipient, American Jurisprudence Award for Remedies
- University of California at Berkeley, B.A., 1983

Chris is a commercial litigator with extensive experience in the areas of antitrust, business litigation, intellectual property, unfair competition and class actions. In the antitrust area, Chris has represented individuals and businesses in class action litigation, and has advised, represented and defended corporate clients in individual actions. Chris has played central roles in the successful prosecution of California state and nationwide antitrust class actions. In recognizing Zelle as one of the nation's top plaintiffs' antitrust firms, *The Legal 500* has described Chris as a "determined and highly skilled litigator."

In the intellectual property area, Chris has extensive experience in all aspects of trademark, trade dress and trade secrets litigation, representing both plaintiffs and defendants. Chris' business litigation practice has included representation of plaintiffs and defendants in cases involving business torts, contractual disputes, false advertising, fiduciary matters, libel, slander and unfair business practices. Chris also has significant experience handling complex property insurance litigation involving a wide variety of coverage, repair and other issues.

REPRESENTATIVE MATTERS

In re Cathode Ray Tubes (CRT) Antitrust Litigation (class action on behalf of indirect purchasers of CRTs in multiple states; case settled for \$576,750,000; Chris played a central role in briefing and arguing class certification resulting in certification of 22 state-wide damages classes)

In re Static Random Access Memory (SRAM) Antitrust Litigation (class action on behalf of indirect purchasers of SRAM in multiple states; Zelle was lead counsel and Chris led the plaintiffs' team in the litigation of this complex, price-fixing action, resulting in settlements of \$41,322,000)

California Smokeless Tobacco Antitrust Litigation (\$96,000,000 settlement on behalf of a class of California indirect purchasers of moist smokeless tobacco products; as a member of the Plaintiffs' Executive Committee, Chris had a central role in litigating and settling this monopolization claim on behalf of the class)



Christopher T. Micheletti

Kellogg Co. v. Exxon Mobil Corp. (trademark infringement and dilution action under the Lanham Act, alleging that Exxon's use of its cartoon tiger to promote foods, beverages and convenience stores infringed and diluted Kellogg's famous TONY THE TIGER character)

Adco Group et al. v. Travelers et al. (complex coverage action involving the coordination of multiple lawsuits with over 25 parties, claims of \$250 million in construction defects and damage at a luxury resort in Southern California)

ARTICLES & PRESENTATIONS

Antitrust and Class Actions

"Indirect Purchaser Cases in 2017: Key District Court Rulings," *Competition Law360*, January 8, 2018, co-author

"Indirect Purchaser Cases in 2017: Key Appeals Court Rulings," *Competition Law360*, January 5, 2018, co-author

"False Advertising Class Actions: Practitioner's Guide to Class Certification, Damages and Trial," Bar Association of San Francisco seminar, June 14, 2017, moderator

"2016 Highlights From Indirect Purchaser Class Actions," *Competition Law360*, December 23, 2016, co-author

ABA Section of Antitrust Law, Indirect Purchaser Litigation Handbook, Second Edition (2016), contributing author

"2 Years After *Comcast*, Little Has Changed," *Competition Law360*, March 18, 2015, co-author

"The California Difference: Why California Really Matters – A Symposium – Indirect Purchaser Standing Under California Antitrust Law and Federal Antitrust Law – Plaintiff Perspective," *The Journal of the Antitrust and Unfair Competition Law Section of the State Bar of California*, Competition Vol. 22, No. 2, Fall 2013, author

"Incentive Award Guidance From Recent Class Actions," *Competition Law360*, September 6, 2013, co-author



Christopher T. Micheletti

Class Actions and Other Aggregate Litigation - New Supreme Court Cases on Evidentiary Standards: When do Plaintiffs Need to Prove What, and How Do They Need to Do That? Law Seminars International 9th Annual Conference, Seattle, WA, May 13, 2013, co-panelist

"Indirect-Purchaser Exceptions To Illinois Brick Continue," *Competition Law360*, January 25, 2013, co-author

"Why Class Counsel Should Obtain Discovery From Objectors," *Competition Law360*, November 6, 2012, co-author

"Coordinating Direct And Indirect Purchaser Cases," *Competition Law360*, July 9, 2012, co-author

"Emerging Trends In Indirect-Purchaser Antitrust Cases," *Competition Law360*, January 20, 2012, co-author

Intellectual Property, Unfair Competition and False Advertising

Food Labeling and False Advertising Class Actions panel presentation, Bar Association of San Francisco - Continuing Legal Education, San Francisco, CA, May 13, 2015, moderator

"In Search of BIGFOOT: Corrective Advertising Remedies in U.S. Trademark Infringement Actions—Part 2," *INTA Bulletin*, January 15, 2015, author

"In Search of BIGFOOT: Corrective Advertising Remedies in U.S. Trademark Infringement Actions—Part 1," *INTA Bulletin*, January 1, 2015, author

Food Labeling and False Advertising Class Actions panel presentation, Bar Association of San Francisco - Continuing Legal Education, San Francisco, CA, May 14, 2014, moderator

Trademark Protection: Best practices for trademark selection, use, maintenance and protection, Law Seminars International Telebriefing, March 6, 2013, moderator and presenter

"False Advertising: Skinny Girl Wiggles Free, While Pom and Arizona Beverages Fizzle," *Supermarket News - Refresh Blog*, February 5, 2013, co-author



Christopher T. Micheletti

PROFESSIONAL AFFILIATIONS

Committee to Support the Antitrust Laws (COSAL), Member, Executive Committee

Member, Executive Committee of the Litigation Section of the Bar Association of San Francisco, 2014-2017

Member, International Trademark Association Bulletin Committee, Features Subcommittee 2014-2015

Member, Editorial Board of the International Trademark Association's Trademark Reporter Committee, 2002-2007 and 2010-2013

Bar Association of San Francisco

- Antitrust and Litigation Section

- Intellectual Property Section

American Bar Association

- Antitrust Law Section

COMMUNITY SERVICE

Legal Aid Society–Employment Law Center, Member, Board of Directors, 2011- present, Member, Development Committee, 2013 - present

NOTEWORTHY

Selected for inclusion in the 2014 - 2018 editions of *The Best Lawyers in America*®.

Recognized as a "pragmatic . . . , determined and highly skilled litigator" in *The Legal 500* in 2013.

Named a Northern California "*Super Lawyer*" in Antitrust, Intellectual Property Litigation, and Business Litigation in 2014 through 2018, and Business Litigation for 2010.



Christopher T. Micheletti

PAST PROFESSIONAL EXPERIENCE

Furth, Fahrner & Mason, San Francisco, 1988-2000



Woody N. Peterson
Senior Counsel



1775 Pennsylvania Avenue, NW
Suite 375
Washington, DC 20006
TEL: (202) 899-4103
wpeterson@zelle.com

PRACTICE AREAS

- Antitrust and Unfair Competition
- Commercial Litigation

BAR AND COURT ADMISSIONS

- U.S. Supreme Court
- U.S. Court of Appeals for the Second Circuit
- U.S. Court of Appeals for the Fourth Circuit
- U.S. Court of Appeals for the District of Columbia Circuit
- U.S. Court of Appeals for the Federal Circuit
- U.S. District Court for the District of Columbia
- U.S. District Court for the Southern District of New York
- U.S. District Court for the Eastern District of New York
- District of Columbia Court of Appeals
- Massachusetts Supreme Judicial Court
- New York State Bar

Woody specializes in commercial litigation in state and federal trial and appellate courts, with a focus on plaintiffs' antitrust representation. His cases have spanned a range of diverse subject areas: antitrust, energy, ERISA, CERCLA, securities, defamation, employment, insurance coverage, and intellectual property.

REPRESENTATIVE MATTERS

Represents Freddie Mac and the FDIC as Receiver for 38 Closed Banks in the LIBOR antitrust MDL litigation.

Member of team representing plaintiff indirect purchasers in *Automobile Antitrust Cases I and II* in the California Superior Court and in *In Re: Packaged Seafood Products Antitrust Litigation* in the U.S. District Court for the Southern District of California.

Represented clients at all levels of state and federal courts in litigation presenting such unresolved questions as the scope of CERCLA remedies, the constitutionality of state statutes challenged as violative of equal protection or the prohibition against ex post facto legislation, and the validity of provisions of the federal Patient Protection and Affordable Care Act.

ARTICLES & PRESENTATIONS

"Sexual Orientation and Gender Identity," Chapter 11, *Employment Discrimination Law*, ABA Section of Labor and Employment Law (BNA 2007), co-editor

"So, You Want to be a Judge on the District of Columbia Courts," District of Columbia Judicial and Bar Conference, April 17, 2015, panelist

"Pathways to the Bench," District of Columbia Judicial Nomination Commission, District of Columbia Superior Court and District of Columbia Court of Appeals, September 12, 2013, panelist

PROFESSIONAL AFFILIATIONS

American Bar Association (Antitrust Section, Litigation Section)



Woody N. Peterson

EDUCATION

- Harvard Law School, J.D., 1976, *cum laude*
- Harvard College, A.B., 1970, *magna cum laude*

The District of Columbia Bar

LGBT Bar Association of DC

National LGBT Bar Association

PRO BONO ACTIVITIES

Woody chaired the Pro Bono Committee at his former firm, where he handled cases on behalf of disabled veterans, tenants, Social Security Disability applicants, and immigrants. He has continued his pro bono practice at Zelle, where he currently serves as outside counsel for a non-profit foundation, represents a veteran appealing the denial of increased disability benefits, and assists in the representation of a non-profit organization that analyzes wrongful conviction claims.

NOTEWORTHY

Served as President Obama's appointee on the District of Columbia Judicial Nomination Commission from 2010 to 2017.



Heather T. Rankie

Senior Associate



44 Montgomery Street
Suite 3400
San Francisco, CA 94104
TEL: (415) 633-1917
FAX: (415) 693-0770
hrankie@zelle.com

PRACTICE AREAS

- Antitrust and Unfair Competition
- Class Actions
- Commercial Litigation
- Financial Services Class Action Litigation

BAR AND COURT ADMISSIONS

- State Court: California
- U.S. District Court: Northern District of California
- U.S. Court of Appeals: Ninth Circuit

EDUCATION

- University of Washington School of Law, J.D., 2009
- Middlebury College, B.A., *cum laude*, 2003

Heather's practice is devoted to complex civil litigation, with a focus on antitrust and unfair competition, financial services, and class actions. In the antitrust area, she has represented consumers or businesses in actions involving price fixing, price discrimination, and product tying. Through this, Heather has gained experience in all phases of pre-trial litigation including: pre-complaint investigation, pleading, factual discovery (including electronic discovery), motion practice, trial preparation, and settlement. Heather has also successfully briefed and argued complex issues at the appellate level. She brings a steadfast commitment to achieving the best result for each client, and attention to the details vital to successful resolutions of high-stakes matters.

Prior to joining Zelle, Heather attended the University of Washington School of Law where she served as the Editor-in-Chief for the *Shidler Journal of Law, Commerce & Technology*. She also served as a judicial extern to the Honorable John C. Coughenour, former Chief Judge of the U.S. District Court for the Western District of Washington.

REPRESENTATIVE MATTERS

TFT-LCD (Flat Panel) Antitrust Litigation (U.S. District Court, Northern District of California) — lead counsel team in multidistrict litigation on behalf of nationwide class of indirect purchasers involving claims of price fixing in the TFT-LCD panel market, resulting in a record-breaking \$1.1 billion in all-cash settlements with ten defendants

Lithium Ion Batteries Antitrust Litigation (U.S. District Court, Northern District of California) — liaison counsel team in multidistrict litigation on behalf of nationwide class of direct purchasers involving claims of price fixing in the lithium ion battery market

Credit/Debit Card Tying Cases (California Superior Court, San Francisco) — lead counsel team in coordinated class action lawsuit on behalf of California consumers involving antitrust and unfair competition claims arising from the defendants' rules regarding acceptance of their credit and debit cards

Transpacific Air Passenger Antitrust Litigation (U.S. District Court, Northern District of California) — litigation team in multidistrict litigation on behalf of a nationwide putative class involving claims of price fixing in the transpacific air passenger market.



Heather T. Rankie

PUBLICATIONS & PRESENTATIONS

"Incentive Award Guidance From Recent Class Actions," *Competition Law* 360, September 6, 2013, co-author

PROFESSIONAL AFFILIATIONS

Executive Committee Member, Antitrust and Business Regulation Section of the Bar Association of San Francisco

Member, American Bar Association

Member, Bar Association of San Francisco

PRO BONO ACTIVITIES

Heather has served as a mentor with Upwardly Global, an organization serving immigrant, refugee, and asylee lawyers and other professionals seeking employment in the Bay Area. She has also represented plaintiffs in pro bono litigation to secure rights for low-wage workers' and for disabled youth.

NOTEWORTHY

Named a Northern California Rising Star in 2017 and 2018 as a top-rated antitrust litigation attorney by Super Lawyers, a list issued by Thomson Reuters.

Received Honorable Mention in 2013 from the American Antitrust Institute (AAI) for "outstanding antitrust litigation achievement in private law practice" along with the other members of the Zelle litigation team for work in *In re TFT-LCD Antitrust Litigation* at AAI's first annual Antitrust Enforcement Awards.



Antitrust and Unfair Competition

Our approach to antitrust matters is decidedly different from other firms because we commonly represent clients – multi-national corporations, small businesses and consumers – on either side of the docket. We are selective in the litigation we pursue and consistently position that litigation for success in the courtroom. We have found this approach yields the best results for our clients, whether at the settlement table or at trial. We carefully consider the objectives and economic realities of each client, looking for the best way to achieve an outcome that meets those needs.

The experience and track record of Zelle attorneys in antitrust is recognized in courts across the nation every day. We have recovered billions of dollars for our clients who are plaintiffs, and we have successfully mitigated other clients' most significant exposures. We have substantial experience not just settling antitrust matters, but trying them. Martindale-Hubbell consistently ranks Zelle as one of the most active antitrust firms in the United States. Our lawyers are often named to lead counsel positions in class action and multi-district matters, but we are also highly effective in representing antitrust defendants and opt-out plaintiffs.

Zelle recognizes that many antitrust matters are increasingly international in scope. We routinely work with clients and foreign counsel in the **United Kingdom, European Union, Canada and China** to coordinate and fully protect our clients' legal and business interests in a global context.

Because of the breadth and depth of our litigation experience, clients often call on us in counseling situations – including consultation on antitrust compliance programs, mergers and acquisitions, and the formation of joint ventures.



Antitrust Cases

Examples of Antitrust Cases

***In re LIBOR-Based Financial Instruments Antitrust Litigation*, MDL No. 2262, No. 1:11-md-02262 (S.D.N.Y.).** Representing Freddie Mac and the FDIC as Receiver for 39 Closed Banks and serves as liaison counsel for more than two dozen DAPs (represented by, among others, Lieff Cabraser, Keller Rohrbach, and Quinn Emanuel). Freddie Mac and the FDIC allege, among other things, that defendants' horizontal conspiracy reduced product quality in the market for interest-rate benchmarks.

***United HealthCare Services, Inc. v. Cephalon, Inc., et al.*, No. 2:17-cv-00555 (E.D. Pa.).** Representing United HealthCare Services, Inc. in an individual antitrust matter against the makers of the branded pharmaceutical drug Provigil and its generic equivalents. The suit alleges a successful pay-for-delay scheme that kept lower-priced generics off the market for several years, allowing the brand manufacturer to continue charging inflated monopoly prices that caused United HealthCare Services, Inc. substantial damages.

***In re German Automotive Manufacturers Antitrust Litigation*, MDL No. 2796, No. 3:17-md-02796 (N.D. Cal.).** Appointed by the Court to the Plaintiffs' Steering Committee and representing putative class of direct purchaser plaintiffs (dealers) of luxury German automobiles.

***In re Vitamins Antitrust Litigation*, MDL No. 1285, Misc. No. 99-197 (D.D.C.).** Represented more than 150 direct action plaintiffs, including Kraft Foods and GNC, alleging a 15-year international cartel covering more than a dozen vitamins. The case involved German Defendants BASF, Degussa, and Merck. Recoveries exceeded \$2 billion. Served as liaison counsel for DAPs.

***In re TFT-LCD (Flat Panel) Antitrust Litigation*, MDL No. 1827, No. 3:07-md-01827 (N.D. Cal.).** Served as court-appointed co-lead counsel for end-user consumers and businesses that purchased TVs, computer monitors, and laptop computers containing LCD screens alleged to have been the subject of one of the largest antitrust cartels in history. All-cash settlements



totaling nearly \$1.1 billion were reached with the defendants just before trial, leading to one of the largest consumer antitrust recoveries ever obtained.

In re Cathode Ray Tube (CRT) Antitrust Litigation, MDL No. 1917, No. 3:07-cv-05944 (N.D. Cal.). Represented plaintiffs in this antitrust class action on behalf of consumers and businesses in 22 states that bought television and computer monitor products containing Cathode Ray Tubes made by electronics manufacturing giants Samsung, LG, Panasonic, Hitachi, Toshiba and others. Zelle attorneys took the lead on researching, briefing and arguing plaintiffs' class certification motion, which was granted and certified 22 statewide damages classes covering an 11-year class period. Zelle's attorneys also handled all of the work with the economic experts and defeated the motion to exclude the expert's testimony. Plaintiffs ultimately secured a \$576.75 million all-cash settlement for the end-user plaintiffs.

ZF Meritor LLC v. Eaton Corp., No. 06-623-SLR (D. Del.). Represented a manufacturer of heavy-duty transmissions in a case alleging the dominant producer excluded it from the relevant market. The case went to trial and resulted in a liability verdict for violations of Sections 1, 2, and 3 of the Sherman Act. The Third Circuit upheld the verdict and the case settled for \$500 million prior to the damages trial.

In re Urethane Antitrust Litigation, MDL No. 1616, No. 2:08-cv-05169 (D.N.J.). Represented 11 plaintiff families in an international price-fixing case involving three chemicals. The case involved German Defendants BASF and Bayer. Despite a lack of direct evidence, successfully defeated summary judgment motions challenging the existence of a conspiracy and its duration (the parallel class action alleged a shorter conspiracy period). Defeated three *Daubert* motions and handled all experts at trial. Defendant Dow settled during the defense case for \$400 million.

In re Methionine Antitrust Litigation, MDL No. 1311, No. 3:00-md-01311 (N.D. Cal.). Represented, as liaison counsel, more than three dozen DAPs, including Tyson Foods, alleging an international cartel involving, *inter alia*, German Defendant Degussa AG. Recoveries exceed \$400 million.

In re Linerboard Antitrust Litigation, MDL No. 1261, No. CIV.A. 98-5055



(E.D. Pa.). Represented more than 50 Fortune 500 companies, including names such as PepsiCo and Coca-Cola, in a conspiracy among containerboard producers to take “market downtime” to restrict output and cause price increases. Successfully defeated summary judgment motions despite the lack of direct evidence. Served as liaison counsel for direct action plaintiffs. Recoveries exceeded \$200 million.

In re Lithium Ion Batteries Antitrust Litigation, MDL No. 2420, No. 4:13-md-02420 (N.D. Cal.). Appointed liaison counsel for a proposed class of direct purchasers of lithium-ion batteries, the dominant form of rechargeable battery found in a variety of consumer electronics. The defendant manufacturers were alleged to have formed a cartel to fix the prices of certain lithium-ion battery cells, in violation of federal antitrust law. The case settled for nearly \$140 million in cash to the direct purchaser class.

In re Automotive Parts Antitrust Litigation, MDL No. 2311, No. 12-md-02311 (E.D. Mich.). Serving on the Plaintiffs’ Executive Committee for the End-Payor Plaintiffs in this antitrust class action on behalf of consumers and businesses that bought vehicles containing auto parts systems made by defendant auto parts manufacturers. These cases involve alleged price fixing and bid rigging conspiracies pertaining to 28 different part systems and over 30 defendant company groups; it is one of the largest criminal antitrust investigations in the history of the U.S. Department of Justice. Zelle attorneys were tasked to handle the economic experts for the plaintiffs. Settlements to date are currently over \$1 billion.

Smokeless Tobacco Antitrust Litigation - Smokeless Tobacco Cases I-IV, J.C.C.P. Nos. 4250, 4258, 4259 & 4262 (Cal. Super. Ct., San Francisco Cty.). Served as a member of Plaintiffs’ Executive Committee in this action on behalf of a class of California indirect purchasers of moist snuff products. Plaintiffs alleged that U.S. Smokeless Tobacco monopolized the moist snuff market and engaged in restrictive and exclusionary acts in violation of California state antitrust laws. The case settled for \$96 million. Under the settlement, class member claimants received cash payments of up to \$585. This settlement was one of the largest consumer class action settlements in California state court history, and provided a substantially better recovery to class members than court-approved settlements in related actions against U.S.



Smokeless in Wisconsin, Michigan, Minnesota, Kansas, and a 13-state consolidated settlement in Tennessee. Those cases all settled for coupons for U.S. Smokeless moist snuff products rather than for cash payments to class members.

In re Static Random Access Memory (SRAM) Antitrust Litigation, MDL No. 1819, No. 4:07-cv-01819 (N.D. Cal.). Appointed as lead counsel for 25 litigated indirect-purchaser classes with settlements totaling \$41.3 million.

United States, et al., v. Anthem Inc., et al., No. 1:16-cv-01493 (D.D.C.). As a trial attorney with the Department of Justice's Antitrust Division, Miriam R. Vishio helped defeat Anthem's attempted merger with its next largest competitor. In 2017, the Attorney General bestowed on Ms. Vishio its Distinguished Service Award for her work on the case.

Novell Inc. v. Microsoft Corp., No. 2:04-cv-01045 (D. Utah). Represented the owners of WordPerfect in a long-running case alleging monopolization of the market for PC operating systems. At trial, the jury split 11-1 in favor of liability. The trial judge granted Microsoft's JMOL, which was upheld by the 10th Circuit (Gorsuch J.).

In re Marine Hose Antitrust Litigation, MDL No. 1888, No. 1:08-md-01888 (S.D. Fla.). Represented, as liaison counsel, Defendant Dunlop Oil & Marine in an international cartel case.

In re Packaged Seafood Products Antitrust Litigation, MDL No. 2670, No. 3:15-md-02670 (S.D. Cal.). Representing class representatives and a putative plaintiff class of indirect, end-payor purchasers of packaged seafood products, including canned tuna, in this price-fixing action against the major manufacturers of packaged seafood products, including StarKist, Chicken of the Sea, and Bumble Bee and their affiliated entities.

Air Cargo Antitrust Litigation – Between Emerald Supplies Limited & Others and British Airways Plc, Claim No. HC08C2648 (High Court of Justice, Chancery Div., London). Representing a major international engineering and manufacturing company, shipping goods by air freight all over the world, in an antitrust lawsuit filed in the United Kingdom to recover the overcharges paid by the company as a result of a conspiracy by several of the



world's biggest airlines to fix the prices for international air cargo shipping services.

Diamonds - Sullivan, et al. v. DB Investments, Inc., et al., No.

2:04-cv-02819 (D.N.J.). Represented plaintiffs in a class action lawsuit brought on behalf of purchasers of diamonds and diamond jewelry in the United States, alleging that the De Beers group of companies unlawfully monopolized the gem diamonds market. The court approved a class action settlement on April 14, 2008. The settlement created a \$295 million Settlement Fund for resellers and consumers who purchased diamonds from January 1, 1994 through March 31, 2006. In addition, as part of the settlement, De Beers agreed to a stipulated injunction, which provides that De Beers will abide by federal and state antitrust laws, will not engage in certain specific conduct to control prices or restrict supply, and will submit to the court's jurisdiction for the purpose of enforcement of the injunction. The settlement was upheld by the Third Circuit's December 20, 2011 en banc decision. On May 21, 2012, the U.S. Supreme Court denied the objectors' final petition for review.

Microsoft Antitrust Litigation - California Microsoft Cases, J.C.C.P. No. 4106 (Cal. Super. Ct., San Francisco Cty.); Microsoft Antitrust Litigation, No. 00-5994 (Minn. Dist. Ct., Hennepin Cty.); Comes v. Microsoft Corp., No. CL 82311 (Iowa Dist. Ct., Polk Cty.); Microsoft Antitrust Litigation, No. 05-CV-010927 (Wis. Dist. Ct., Milwaukee Cty.). Brought indirect-purchaser antitrust class actions in state courts in California, Minnesota, Iowa and Wisconsin, alleging that Microsoft illegally maintained a monopoly in the market for personal computer operating systems, and word processing and spreadsheet software. Zelle was co-lead counsel in the Minnesota and Iowa cases, both of which were settled in the middle of trial. We were liaison counsel and chair of the Executive Committee in the California case, and principal counsel in Wisconsin. These cases collectively settled for nearly \$1.7 billion, a substantial portion of which went to provide computers and related products to lower-income school districts, in addition to compensating class members. These were the largest settlements of private state court antitrust cases in history.

DRAM Antitrust Litigation, MDL No. 1486, No. M:02-cv-01486 (N.D. Cal.). Served as a member of plaintiffs' Executive Committee in a nationwide class



action brought by indirect purchasers of DRAM. Plaintiffs alleged that DRAM manufacturers conspired to fix prices from April 1, 1999 through December 31, 2002. The case settled for almost \$310 million in cash, plus injunctive relief.

***Natural Gas Antitrust Cases - In re Western States Wholesale Natural Gas Antitrust Litigation*, MDL No. 1566, No. 2:03-cv-01431 (D. Nev.); *California Natural Gas Antitrust Litigation*, J.C.C.P. Nos. 4221, 4224, 4226 & 4228 (Cal. Super. Ct., San Diego Cty.).** Appointed co-lead counsel in the federal class action and served as a member of the Executive Committee in the state class action against marketers of natural gas in California, alleging violations of the Sherman Act, California Cartwright Act and the Unfair Competition Act. The actions were brought on behalf of persons and entities in California that indirectly and directly purchased natural gas between January 1, 2000 and December 31, 2001, i.e., during the California Energy Crisis. The actions alleged that, among other things, the defendants and their co-conspirators engaged in a variety of anticompetitive practices which raised interstate natural gas transportation prices, the bundled price of natural gas, spot natural gas prices, and natural gas market basis swap derivative settlement amounts in and for California. The federal class action ended with settlements totaling approximately \$26 million, while the state class action resulted in settlements totaling almost \$165 million.

***Credit/Debit Card Tying Cases*, J.C.C.P. No. 4335, No. CJC-03-004335 (Cal. Super. Ct., San Francisco Cty.).** Served as lead counsel for a class of California consumers of products and services from retail businesses that accepted and/or issued Visa and MasterCard payment cards, alleging that defendants' violations of the California state antitrust and unfair competition laws resulted in higher prices for consumers. In April 2013, the Superior Court granted final approval to settlements totaling \$31 million in cash with defendants.

***Pet Food Express Ltd. v. Royal Canin USA Inc.*, No. 3:09-cv-01483 (N.D. Cal.).** Represented Pet Food Express, a regional pet-supply retailer, in a breach of contract dispute with supplier Royal Canin where the supplier asserted counter-claims based on California unfair competition law. Zelle successfully obtained the district court's dismissal of the counter-claims on a motion for summary judgment.



Transpacific Passenger Air Transportation Antitrust Litigation, MDL No. 1913, No. 3:07-cv-05634 (N.D. Cal.). Representing purchasers of passenger air transportation services for international flights involving at least one flight segment between the United States and Asia/Oceania. Plaintiffs allege that defendant airlines conspired to fix the price of air passenger travel, including associated surcharges, beginning no later than January 1, 2000.

EXHIBIT 2

EXHIBIT 2

ZELLE LLP

Hours Reported and Lodestar on a Historical Basis

February 21, 2015 through May 16, 2018

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Woody N. Peterson (OC) (2018)	74.3	\$ 860.00	\$ 63,898.00
Christopher T. Micheletti (P) (2016)	0.8	\$ 800.00	\$ 640.00
Christopher T. Micheletti (P) (2017)	4.2	\$ 840.00	\$ 3,528.00
Christopher T. Micheletti (P) (2018)	19.8	\$ 860.00	\$ 17,028.00
Heather T. Rankie (A) (2017)	0.6	\$ 580.00	\$ 348.00
NON-ATTORNEYS			
Robert Newman (PL) (2016)	0.1	\$ 275.00	\$ 27.50
TOTALS:	99.8		\$ 85,469.50

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

EXHIBIT 3

EXHIBIT 3

ZELLE LLP

Expenses Incurred

February 21, 2015 through May 16, 2018

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 31.15
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$ 23.00
Photocopies – Outside	\$
Postage	\$
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$
Travel (Meals and Lodging)	\$
TOTAL:	\$ 54.15

EXHIBIT 3

EXHIBIT 3

Hausfeld LLP

Expenses Incurred

February 21, 2015 through May 16, 2018

EXPENSE CATEGORY	AMOUNT INCURRED
Airfare	\$7,153.58
Filing Fees	\$668.34
Gasoline	\$14.64
Hotel Charges	\$3,412.85
Internet Access	\$15.85
Meals - In House	\$716.00
Meals - Travel	\$553.54
Messenger, Delivery and Courier	\$1,339.05
Mileage - Non-Local	\$234.60
Miscellaneous Expenses	\$217.80
Pacer Usage	\$753.00
Parking - Travel	\$349.00
Photocopy B&W	\$0.36
Postage	\$1.86
Printing	\$708.60
Printing - Color	\$0.30
Rental Car	\$254.66
Subway - Travel	\$5.00
Taxi - Late after 9pm	\$144.01
Taxi - Travel	\$309.73
Telephone	\$1,346.31

Telephone - Long Distance Domestic	\$0.87
Tolls - Travel	\$61.00
Westlaw Usage	\$5,750.10
TOTAL:	\$24,011.05

EXHIBIT 4

Transpacific A/T Lit Fund Cash Flow - All Dates

5/7/2008 through 7/30/2018

7/30/2018

Page 1

Category	5/7/2008- 7/30/2018
INFLOWS	
Uncategorized	0.00
Contributions	
Assessments	
Andrus Anderson LLP	50,000.00
Berman DeValerio	7,500.00
Brian Barry	40,000.00
Cohen Milstein Hausfeld & Toll	25,000.00
CPM	263,750.00
Cuneo Gilbert & Laduca LLP	32,500.00
Emerson Poynter LLP	32,500.00
Engstrom	95,000.00
Freed Kanner	125,000.00
Girard Gibbs LLP	95,000.00
Girardi And Keese	12,500.00
Glancy Binkow & Goldberg	22,500.00
Grant & Eisenhofer P.A.	42,500.00
Gross Belsky Alonso LLP	40,000.00
Gustafson	40,000.00
Hausfeld LLP	238,750.00
Heins Mills & Olson PLC	25,000.00
Kabatek Brown Kellner LLP	15,000.00
Kaplan Fox & Kilsheimer LLP	125,000.00
Labaton Sucharaow LLP	7,500.00
Lite Depalma Greenberg	7,500.00
Lockridge Grindal Nauen	32,500.00
Mario Alioto	30,000.00
Meredith Cohen	7,500.00
Milberg LLP	40,000.00
Minami Tamaki LLP	62,500.00
Murray & Howard LLP	15,000.00
Murray Frank & Sailer LLP	7,500.00
Nastlaw LLC	32,500.00
O'Donnell & Associates PC	12,500.00
Pearson Simon Soter Et Al	25,000.00
Pearson Simon Warshaw & Pen...	20,000.00
Person Simon Soter Et Al	30,000.00
Pomerantz Grossman Hufford Et...	30,000.00
Pomerantz Haudek Block Et Al	12,500.00
Pomerantz Haudek Grossman & ...	12,500.00
Pomerantz LLP	15,000.00
Pritzker Law	7,500.00
Pritzker Levine LLP	25,000.00
Reinhardt Wendorf & Blanchfield	112,500.00
Robins Kaplan Miller & Ciresi	32,500.00
Roda Nast PC	7,500.00
Saveri & Saveri Inc	75,000.00
Spector Roseman Kodroff	42,500.00
Steyer Lowenthal	122,790.00
Zelle Hofmann	100,000.00

Transpacific A/T Lit Fund Cash Flow - All Dates

5/7/2008 through 7/30/2018

7/30/2018

Page 2

Category	5/7/2008- 7/30/2018
TOTAL Assessments	2,252,790.00
Refund	
Transpacific AT Escrow	438,298.42
TOTAL Refund	438,298.42
Transpacific AT Escrow	2,561,701.58
TOTAL Contributions	5,252,790.00
TOTAL INFLOWS	5,252,790.00

OUTFLOWS

Class Notice	
Epiq Systems	8,154.78
TOTAL Class Notice	8,154.78
Expense	
A&A Legal Service	3,353.90
A&A Legal Service Inc	712.00
Airline Information Research Inc	6,239.35
Airline Tariff Publishing Company	1,250.00
All Shredding Corp	235.17
Antonio Piazza	11,000.00
Authense Law Offices	7,712.78
Bateman & Slade Inc	1,575.11
California Translation International	62,357.33
Capitol Process Services, Inc	420.00
Consorta Translations	62,447.79
D4 LLC	70,717.72
Debra Pas	68.00
Demovsky Lawyer Service	427.95
Dianne Skillman - Court Reporter	223.34
Digital One Legal Solutions	2,865.63
Donald Wortman	556.90
ECON One Research Inc	311,971.55
Eiber Translations Inc.	1,195.00
Encore Discovery Solutions	52,832.23
Epiq EDiscovery Solutions	509,780.57
Federal Arbitration Inc	20,301.00
Global Interpreting Network	2,475.00
IDiscovery Solutions, Inc.	41,984.00
JAMS Inc	57,723.00
Joann Bryce, CRT	193.60
Joanne M. Farrell	11.00
Katherine Sullivan	56.70
Legalink, Inc - LA	194,377.17
Lydia R. Zinn	113.75
Marie Foley RMR CRR	106.11
Massey & Gail LLP	17,850.00
Merrill Brink Intl Corp	58,731.75
Meta-e Discovery LLC	750.00
Michael E. Levine	50,029.95
Michael F. Stone	14,529.17
Michael Stone	2,500.00
Minami Tamaki	7,097.49

Transpacific A/T Lit Fund Cash Flow - All Dates

5/7/2008 through 7/30/2018

7/30/2018

Page 3

Category	5/7/2008- 7/30/2018
Nathan Associates Inc	2,943,099.23
OSKR	272,827.95
Paul Laurence Gretch	20,000.00
Perfect Imaging & Document Mana...	7,696.17
Raynee H. Mercado, RMR CRR	86.45
RECON Research Corp	30,600.00
Rhonda Aquilina	46.75
Robert Taylor	12,153.75
Ronald E. Tolkin	120.64
Sahar McVickar CRS	146.70
Transperfect Translations Intl Inc.	30,904.05
US Embassy, Tokyo Japan	1,592.00
Veritex NY Reporting	13,527.92
Veritext	3,258.82
Wiley Rein LLP	50,126.19
WongPartnership LLP	41,328.03
WongPartnership-CPM Advanced	3,919.65
TOTAL Expense	5,008,206.31
Misc	
Hard Drive	93.98
Harland Clarke Checks	165.26
Wire Transcation Fee	90.00
TOTAL Misc	349.24
Service Charge	0.00
Wire Fee	15.00
TOTAL Service Charge	15.00
Taxes	
Good And Fowler LLP	2,735.00
TOTAL Taxes	2,735.00
Veritex New York Reporting Company	943.16
TOTAL OUTFLOWS	5,020,403.49
OVERALL TOTAL	232,386.51

EXHIBIT 5

EXHIBIT 5***In re Transpacific Passenger Air Transportation Antitrust Litigation***
Case No. 07-cv-05634-CRB**ALL FIRMS HOURS, LODESTAR AND EXPENSES**

February 21, 2015 through May 16, 2018

FIRM	HOURS	LODESTAR	EXPENSES
Hausfeld, LLP	2,594.5	\$1,654,437.00	\$24,011.05
Cotchett, Pitre & McCarthy, LLP	2,395.2	\$1,239,844.00	\$11,449.33
Andrus Anderson, LLP	7.4	\$5,242.50	\$121.75
Girard Gibbs, LLP	17.3	\$10,266.00	\$329.65
Glancy Binkow & Goldberg, LLP (Glancy Prongay & Murray, LLP)	7.3	\$3,591.25	\$0.00
Grant & Eisenhofer, P.A.	28.4	\$20,441.00	\$1,466.86
Gross & Belsky, P.C.	9.1	\$7,197.50	\$23.86
Gustafson Gluek, PLLC	17.8	\$13,187.50	\$104.50
Heins, Mills & Olson, PLC	1.8	\$768.75	\$256.17
Kabateck Brown Kellner, LLP	32.9	\$21,687.00	\$61.50
Lite DePalma Greenberg, LLC	4.5	\$3,142.50	\$6.30
Minami Tamaki, LLP	42.3	\$24,246.00	\$15.00
Pritzker Levine, LLP	11.85	\$5,423.00	\$0.00
Reinhardt Wendorf & Blanchfield	7.7	\$5,284.00	\$33.90
Saveri & Saveri, Inc.	129.95	\$77,472.50	\$137.15
Steyer Lowenthal Boodrookas Alvarez & Smith, LLP	110.5	\$84,520.00	\$329.95
The Kralowec Law Group	7.9	\$3,943.00	\$24.90
Trump Alioto Trump & Prescott, LLP	13.5	\$10,593.75	\$0.00
Zelle Hofmann Voelbel & Mason, LLP	99.8	\$85,469.50	\$54.15
TOTAL:	5539.55	\$3,276,756.75	\$38,426.02

Jennie Lee Anderson (SBN 203586)
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Counsel for Plaintiffs

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

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

This Document Relates to:

All Actions

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

MDL No. 1913

Honorable Charles R. Breyer

**DECLARATION OF JENNIE LEE
ANDERSON IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

1 I, Jennie Lee Anderson, declare and state as follows:

2 1. I am a partner of the law firm of Andrus Anderson LLP. I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection
4 with the 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 Plaintiffs during the course of this litigation.
8 The background and experience of Andrus Anderson LLP and its attorneys are summarized in
9 the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Andrus Anderson LLP 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 Andrus Anderson LLP 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, Andrus Anderson LLP performed the
15 following work:

- 16 a. Investigated factual allegations, claims and defenses in the case.
- 17 b. Drafted memoranda analyzing evidence as it applied to liability issues.
- 18 c. Researched multiple legal issues, including but not limited to, scope of
19 discovery, privilege logs and waiver, and taking of depositions abroad.
- 20 d. Drafted discovery motion regarding international discovery and discovery
21 from former employees.
- 22 e. Drafted discovery requests and judicial requests for discovery abroad and
23 letters rogatory.
- 24 f. Handled negotiations with defense counsel relating to discovery issues and
25 disputes throughout the course of the litigation. Met and conferred extensively
26 with defense counsel regarding discovery issues, including, but not limited to,
27 the scope of discovery, sufficiency of responses, search terms to be applied to
28

- 1 electronically stored information, the form of production, the identification and
 2 scope of custodians, production of transactional data, privilege log, and
 3 discovery of documents and information maintained in Asia, among others.
 4 Researched multiple legal issues relating to discovery. Drafted meet and
 5 confer letters throughout the course of the litigation and related discovery
 6 motion.
- 7 g. Took and/or prepared for six executive depositions. Among other things, this
 8 assignment required me to travel to Asia to take the deposition of two
 9 executives residing there. The firm also handled tasks such as selecting
 10 exhibits and preparing lines of inquiry for depositions.
- 11 h. Identified and negotiated deponents.
- 12 i. Sork extensively with local counsel in Singapore in connection with executive
 13 depositions to be taken there pursuant to letters rogatory, and consult with
 14 counsel in Thailand regarding discovery pursuant to Thai law.
- 15 j. Prepared deposition summaries and updates for co-counsel.
- 16 k. Reviewed documents, dedicating an English language attorney and a foreign
 17 language attorney for this purpose. The document review assignments
 18 included general document review, deposition preparation review, team
 19 meetings and strategizing, and preparing multiple memoranda regarding the
 20 same.
- 21 l. Worked directly with expert economists regarding transactional data produced
 22 by defendants and in connection with discovery relating to defendants'
 23 motions for summary judgment.
- 24 m. Consulted with Co-Lead counsel regarding settlement negotiations.
- 25 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
 26 historical rates, for the period of February 21, 2015 through May 16, 2018. The total number
 27 of hours spent by Andrus Anderson LLP during this period of time was 7.4, with a
 28 corresponding lodestar of \$5242.50. This summary was prepared from contemporaneous,

1 daily time records regularly prepared and maintained by my firm. The lodestar amount
2 reflected in Exhibit 2 is for work assigned and/or approved by Co-Lead Counsel and was
3 performed by professional staff at my law firm for the benefit of the Class. Since the inception
4 of this case, the total number of hours my firm has spent on the case is 1,935.1, with a
5 corresponding total lodestar calculated at historical rates of \$837,517.50. These additional
6 hours are described in greater detail in my declaration filed on April 7, 2015 (ECF No. 987-6).

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

10 7. My firm has expended \$121.75 of unreimbursed costs since February 21,
11 2015 in connection with the prosecution of this litigation. These unreimbursed costs and
12 expenses are broken down in the chart attached hereto as Exhibit 3. They were incurred on
13 behalf of Direct Purchaser Plaintiffs by my firm on a contingent basis, and have not been
14 reimbursed. The expenses incurred in this action are reflected on the books and records of my
15 firm. These books and records are prepared from expense vouchers, check records and other
16 source materials and represent an accurate recordation of the expenses incurred.

17 8. Andrus Anderson LLP has paid a total of \$50,000 in assessments for the joint
18 prosecution of the litigation against the Defendants.

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

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

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

24
25 /s/ Jennie Lee Anderson

26 Jennie Lee Anderson
27
28

EXHIBIT 1

ANDRUS ANDERSON LLP

155 Montgomery Street · Suite 900, San Francisco, California 94104

T: 415.986.1400 · F: 415.986.1474 · www.andrusanderson.com

The Firm

The law firm of Andrus Anderson LLP (“Andrus Anderson”) has a diverse and thriving practice representing plaintiffs in consumer, employment, mass torts and antitrust cases. Our clients include individuals, classes and small businesses nationwide.

Current Cases and Recent Successes

Andrus Anderson attorneys have considerable class action and complex litigation experience. A few examples of the firm’s recent and ongoing class action and mass tort cases are listed below.

Antitrust

a. *In re Lithium Ion Batteries Antitrust Litigation*, MDL No. 4:13-md-02420 YGR, United States District Court for the Northern District of California. Andrus Anderson partner, Jennie Lee Anderson, is Liaison Counsel for the indirect purchaser plaintiffs. The indirect purchaser plaintiffs allege that the major manufacturers of lithium ion batteries engaged in contract, combination or conspiracy to artificially inflate the prices of lithium ion batteries during the relevant time period.

b. *In re Cathode Ray Tube (CRT) Antitrust Litigation*, MDL No. 1917 SC, United States District Court for the Northern District of California. Andrus Anderson played a core role as counsel for the indirect purchaser class in this antitrust case against the major manufacturers of CRTs and CRT products, including televisions and monitors. The indirect purchaser plaintiffs

allege that defendants engaged in contract, combination or conspiracy to artificially inflate the prices of CRTs during the relevant time period. The Court granted final approval of more than \$567 million in settlements on July 7, 2016.

c. *In re TFT-LCD (Flat Panel) Antitrust Litigation*, MDL No. 07-cv-01827 SI, United States District Court for the Northern District of California. Andrus Anderson played a significant role as class counsel for the indirect purchaser plaintiffs in this antitrust case against the major manufacturers of Thin Film Transistor Liquid Crystal Display panels (“TFT-LCD”) and TFT-LCD products, such as flat screen televisions and monitors. The indirect purchaser plaintiffs alleged that defendants engaged in contract, combination or conspiracy to artificially inflate the prices of TFT-LCD panels. Class counsel achieved settlements of more than \$1 billion on behalf of the indirect purchaser classes they represent.

d. *In re Domestic Air Travel Antitrust Litigation*, MDL No. 2656, United States District Court for the District of Columbia. Andrus Anderson represents a class of consumer who purchased airline tickets for domestic travel directly from the defendants. Plaintiffs allege, among other things, that the four largest U.S. airlines conspired to raise ticket prices by agreeing to limit capacity on their flights.

e. *Precision Associates, Inc., et al. v. Panalpina World Transportation (Holding) Ltd., et al.*, Case No. 08-cv-00042 (JG) (VVP), United States District Court for the Eastern District of New York. Andrus Anderson represented plaintiffs who purchased freight forwarding services from freight forwarding companies. Plaintiffs allege that freight forwarders conspired to fix the price of associated surcharges in violation of federal antitrust laws.

f. *In re Domestic Drywall Antitrust Litigation*, MDL No. 2437, United States District Court for the Eastern District of Pennsylvania. Andrus Anderson and their co-counsel represent

indirect purchaser plaintiffs in this case against manufacturers of gypsum drywall. Plaintiffs allege that defendants conspired to raise the price of gypsum drywall in violation of federal and state antitrust laws.

Consumer Protection

a. *Ralston v. Mortgage Investors Group, Inc., Countrywide Home Loans, Inc., et al.*, Case No. 08-00536 JF, United States District Court for the Northern District of California. Andrus Anderson partner, Jennie Lee Anderson, was co-lead counsel in this class action which resulted in a settlement of more than \$100,000,000 for California borrowers. The lawsuit alleged that Countrywide Home Loans Inc. and Mortgage Investors Group sold certain Pay Option ARM loans, while failing to disclose, among other critical information, the true interest rate on the loan and that negative amortization was certain to occur if the borrower adhered to the payment schedule provided by the defendants.

b. *In re EasySaver Rewards Litigation*, Case No. 09-cv-02094-AJB, United States District Court for the Southern District of California. Andrus Anderson partner, Jennie Lee Anderson, is co-lead counsel in this case representing consumers who were the victims of a so-called “rewards” program, in which consumers were enrolled without their knowledge or consent and then subjected to monthly membership fees, though no benefits were conferred. On February 4, 2013, the court granted final approval of a nationwide settlement valued at over \$38 million.

c. *Milligan v. Toyota Motor Sales, U.S.A., Inc.*, Case No. 09-05418 RS, United States District Court for the Northern District of California, and *Washington v. Toyota Motor Sales, U.S.A., Inc.*, Superior Court of California, County of Santa Clara, Case No. 1-10-CV-164200. Andrus Anderson partner, Jennie Lee Anderson, was class counsel representing a class of 2001-2003 Toyota RAV4 vehicle owners who experienced problems with the engine control modules

(“ECMs”) or ECM-related damage to the transmissions. The settlement provided for an extended warranty and full reimbursement for class members who paid out-of-pocket to repair or replace the ECMs and/or transmissions.

d. *Honda/Michelin PAX Tire Litigation*. Andrus Anderson represented consumers in *Olson v. American Honda Motor Company, Inc.*, Case No. RG07341165, Alameda Superior Court; and the following federal cases consolidated into Multidistrict Litigation No. 1911, before Judge Roger Titus in the District of Maryland, where Lori Andrus was appointed Co-Lead Class Counsel (*Williams v. American Honda Motor Co., Inc.*, Case No. 1:07-cv-05933, filed in the Northern District of Illinois; *Palmer v. American Honda Motor Co., Inc.*, Case No. CV07-1904-PHX-DGC, filed in the District of Arizona; *Longo v. American Honda Motor Co., Inc.*, Case No. 07-CIV-9399, filed in the Southern District of New York; and *Smith v. American Honda Motor Co., Inc.*, Case No. 07-61524, filed in the Southern District of Florida). The litigation involved consumers who purchased or leased Honda and Acura vehicles equipped with the PAX[®] Tire and Wheel Assembly System. Plaintiffs alleged that Honda misrepresented and failed to disclose the defective nature of the PAX Systems causing injury to plaintiffs and class members. The firm achieved a nationwide settlement, wherein class members were reimbursed for premature wear on their tires, received an extended warranty on PAX tires installed on their vehicles for the life of the vehicles, and additional safety features, including the opportunity to obtain a spare tire kit and enhanced emergency service. The litigation was expanded to include owners of certain Nissan vehicles equipped with the PAX Systems and tires.

Mass Tort

g. *In Re National Prescription Opiate Litigation*, Case No. 1:17-md-02804-DAP, Northern District of Ohio United States District Court. Andrus Anderson represents multiple counties in

these coordinated proceedings against the major opioid manufacturers and distributors for issuing false and misleading statements about risk of addiction and failure to report suspicious sales in violation of state and federal law.

h. *Proton Pump Inhibitor Litigation*, MDL No. 02789-CCC-MF, United States District Court for the District of New Jersey. Andrus Anderson represents plaintiffs in their claims against various manufacturers of Proton Pump Inhibitors (“PPI”) marketed and used for the treatment of gastroesophageal reflux disease (GERD) and other conditions caused by excess stomach acid. The complaints allege that defendants knew overuse of PPIs causes severe kidney injuries but continued to market the drugs for frequent or daily use. Ms. Anderson has been appointed Plaintiffs’ Steering Committee.

i. *Essure Product Cases*, JCCP 4887, Superior Court of California, Alameda County. Andrus Anderson represents women harmed by the Essure birth control device in these coordinated proceedings pending in California. Ms. Andrus has been appointed to the Plaintiffs’ Steering Committee

j. *In re RoundUp Products Liability Litigation*, MDL No. 2741, United States District Court for the Northern District of California. Andrus Anderson represents individuals suffering life-threatening injuries due to exposure to RoundUp pesticides in this MDL proceedings. Ms. Andrus is Liaison Counsel for Plaintiffs.

k. *Yaz, Yasmin and Ocella Contraceptive Cases Coordinated Proceeding (JCCP) No. 4608*, pending in Los Angeles County Superior Court, State of California. Andrus Anderson represents dozens of clients bringing claims against Bayer Corporation, among others, for their injuries resulting from the use of Yaz, Yasmin or Ocella birth control. Ms. Andrus was appointed to the Plaintiffs’ Steering Committee in the case.

l. *In re Ortho Evra Products Liability Litigation*, MDL No. 1742, United States District Court for the Northern District of Ohio. Andrus Anderson represented more than twenty individual clients and was actively involved in the Multi-District Litigation (“MDL”) regarding the Ortho Evra birth control patch and women’s health problems resulting from the use of the Ortho Evra birth control patch. The Ortho Evra patch, manufactured by Ortho-McNeil and Johnson & Johnson, has been found to increase the risk of stroke and dangerous blood clots, and has been linked to strokes, heart attacks, and deaths in women. Ms. Andrus was appointed as a member of the MDL Plaintiffs’ Steering Committee.

Employment

m. *Coates v. Farmers Insurance Group*, Case No. 5:15-cv-01913 LHK, United States District Judge for the Northern District of California. Andrus Anderson partner, Lori E. Andrus, is lead counsel in this wage discrimination lawsuit brought on behalf of women attorneys in Farmers’ Claims Litigation department who allege they were paid less than equally or less qualified men. In June 2016, District Court Judge Lucy H. Koh granted preliminary approval of the settlement, which provides \$4 million in payments to class members, and also requires Farmers to make a number of business practices changes designed to improve the working lives of Farmers’ female litigators, and to increase transparency in Farmers’ compensation systems.

n. *Minns v. ACES, et al.*, Case No. 13-cv-03249 SI, United States District Court for the Northern District of California. Andrus Anderson and their co-counsel represented temporary nurses in a class case seeking damages for failure to pay on a daily basis, unpaid transportation time and improper meal deductions in violation of the California’s labor laws. On February 19, 2016, the district court granted final approval to a class-wide settlement. Andrus Anderson partner, Lori Andrus, was appointed Class Counsel in the case.

o. *Freeman v. On Assignment Staffing Service, Inc.*, Case No. RG12652237, Alameda County Superior Court, State of California. Andrus Anderson and their co-counsel represented temporary nurses in a class case seeking damages for failure to pay on a daily basis, unpaid transportation time and improper meal deductions in violation of the California's labor laws. On June 19, 2014, the court granted final approval of a class-wide settlement. Ms. Andrus was appointed Class Counsel in the matter.

p. *Kyriakakos v. Veolia Water North America, Inc.*, Case No. 10-00751, Alameda County Superior Court, State of California. Andrus Anderson represented wastewater and water treatment plant operator, lab technicians and mechanics in this wage and hour suit. Plaintiffs alleged that Veolia failed to pay its workers for all hours worked conducting remote monitoring tasks, time spent donning, doffing, and showering, and that Veolia violated California law with its meal and rest break policies. On October 25, 2013, the court granted final approval of a class-wide settlement. Ms. Andrus was appointed Class Counsel in the matter.

q. *Bolton v. U.S. Nursing*, Case No. 12-CV-04466 LB, United States District Court for the Northern District of California. Andrus Anderson and their co-counsel represented temporary nurses in a class case seeking damages for failure to pay on a daily basis, unpaid transportation time and improper meal deductions in violation of the California's labor laws. On October 18, 2013, the district court granted final approval to a class-wide settlement. Andrus Anderson partner, Lori Andrus, was appointed Class Counsel in the case.

r. *Nelson et al., v. California State University, East Bay Foundation, Inc.*, Case No. RG09442869, Alameda County Superior Court, State of California. Andrus Anderson was lead counsel in this wage and hour litigation on behalf of English as a second language (ESL) teachers. In their complaint, the school's ESL teachers alleged that they were not paid for all

hours worked. Andrus Anderson obtained back pay for their clients and negotiated major changes in the practices and policies at California State University, East Bay, to ensure the ESL teachers are fairly compensated going forward.

s. *Adams v. Inter-con Security Systems, Inc.*, Case No. C-06-5428, United States District Court for the Northern District of California. Andrus Anderson and their co-counsel represented security guard employees in a multi-state class action seeking damages for unpaid hours worked off the clock in violation of the Fair Labor Standards Act and several states' labor laws. The lawsuit resulted in a \$4 million settlement for class members who were required to attend daily security briefings and orientation sessions without pay.

Partner Biographies

JENNIE LEE ANDERSON

Born in Indianapolis, Indiana, Andrus Anderson partner Jennie Lee Anderson has extensive experience representing plaintiffs in antitrust, consumer protection, employment and personal injury matters. Ms. Anderson has proven herself an effective advocate and has served or serves as liaison or co-lead counsel in multiple state and nationwide class actions including, but not limited to, *In re Lithium Ion Batteries Antitrust Litigation*, *In re EasySaver Rewards Litigation*, *Ralston v. Mortgage Investors Group and Countrywide Home Loans, Inc.*, and *Milligan v. Toyota Motor Sales, U.S.A., Inc.* each of which is summarized above.

Ms. Anderson has been recognized as a Northern California Super Lawyer for the last six years, serves on the Board of Governors for the American Association for Justice (“AAJ”), and is the past chair of the AAJ Class Action Litigation Group, AAJ Antitrust Litigation Group, and AAJ Business Torts Section. Ms. Anderson is also on the Board of Legal Aid at Work. She is a

frequent author and lecturer on a variety of topics regarding class actions, ESI discovery and complex litigation.

Ms. Anderson earned her Bachelor of Arts degree from the University of Wisconsin-Madison and her Juris Doctor degree from University of California, Hastings College of the Law. In law school, Ms. Anderson served as a judicial extern to the Honorable Martin J. Jenkins, District Court Judge for the Northern District of California, and was a legal intern for Legal Aid of Cambodia in Phnom Penh, Cambodia.

Prior to co-founding Andrus Anderson, Ms. Anderson practiced complex litigation in the San Francisco offices of Lieff, Cabraser, Heimann & Bernstein, LLP and the law firm currently known as Robbins, Geller, Rudman & Dowd, LLP, where she prosecuted multiple class action and complex cases on behalf of plaintiffs in the areas of consumer protection, antitrust, employment, securities and product liability. In addition, Ms. Anderson has considerable knowledge of habeas corpus proceedings, having represented indigent inmates on death row at the Habeas Corpus Resource Center in San Francisco.

LORI ERIN ANDRUS

Born in Lafayette, Louisiana, Andrus Anderson partner Lori E. Andrus is a member of the bars of the California, the District of Columbia, and New York. She is admitted to practice in the United States District Courts for the districts of Northern, Southern, Central and Eastern Districts of California. Ms. Andrus has received Martindale-Hubbell's highest rating (AV) for legal ability and ethical standards.

Ms. Andrus has extensive experience representing consumers and employees in individual and class actions, in addition to her work representing individuals harmed by defective pharmaceutical and medical devices in mass tort litigation. In recognition of her effective

leadership skills, Ms. Andrus currently serves, or has served as lead counsel, co-lead counsel, or as a member of the Plaintiffs' Steering Committee in multiple state and nationwide class actions and multidistrict litigations, including, *Coates v. Farmers Insurance Group*, *Minns v. ACES*, *Bolton v. U.S. Nursing*, *Freeman v. On Assignment*, *Kyriakakos v. Veolia Water North America, Inc.*, *Yaz, Yasmin and Ocella Contraceptive Cases Coordinated Proceeding*, and *In re Ortho Evra Birth Control Patch Litigation*, each of which is summarized above.

Ms. Andrus previously served as the Chair of the Women Trial Lawyers' Caucus of the American Association for Justice ("AAJ"). She is a frequent author and lecturer on a variety of topics regarding equal pay, class actions and complex litigation. In 2013, she was recognized as the Woman Consumer Advocate of the Year by the Consumer Attorneys of California and in 2015 was named as one of 75 Outstanding Women Lawyers nationwide by the National Law Journal.

Ms. Andrus earned her Bachelor of Arts degree from the Boston University, *cum laude*, and graduated from Duke University School of Law with honors. Between college and law school, Ms. Andrus worked for two Members of Congress in Washington, D.C., first for U.S. Representative Rick Boucher from Virginia, then for U.S Representative James Hayes, from Louisiana.

Prior to co-founding Andrus Anderson, Ms. Andrus was a partner at the law firm of Lief, Cabraser, Heimann & Bernstein, LLP, where she litigated multiple class actions and complex matters in state and federal courts across the country in the areas of mass tort, product liability, loan discrimination, consumer fraud and employment.

EXHIBIT 2

EXHIBIT 2

ANDRUS ANDERSON LLP

Hours Reported and Lodestar on a Historical Basis

February 21, 2015 through May 16, 2018

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Jennie Lee Anderson (P)	4.9	\$700	\$3,430.00
Jennie Lee Anderson (P)	2.5	\$725	\$1,812.50
NON-ATTORNEYS			
N/A	-	-	-
TOTAL:	7.4	-	\$5,242.50

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

EXHIBIT 3

EXHIBIT 3

ANDRUS ANDERSON LLP

Expenses Incurred

February 21, 2015 through May 16, 2018

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs	\$24.50
In-house Photocopies	\$97.25
TOTAL:	\$121.75